
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 10-K

(Mark One)

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

For the fiscal year ended: **November 30, 2016**

or

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

For the transition period from _____ to _____

Commission file number **000-54329**



ORGENESIS INC.

(Exact name of registrant as specified in its charter)

Nevada
State or other jurisdiction
of incorporation or organization

98-0583166
(I.R.S. Employer
Identification No.)

20271 Goldenrod Lane, Germantown, MD 20876
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: **(480) 659-6404**

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

Securities registered pursuant to section 12(g) of the Act:

Common Stock, par value \$0.0001 per share
(Title of class)

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.
Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act.
Yes No

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

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§ 229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

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

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

(Do not check if a smaller reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act).

Yes No

The registrant had 116,615,693 shares of common stock outstanding as of February 28, 2017. The aggregate market value of the common stock held by non-affiliates of the registrant as of February 27, 2017 was \$60,098,916 as computed by reference to the closing price of such common stock on OTCQB on such date.

DOCUMENTS INCORPORATED BY REFERENCE

The registrant intends to file a definitive proxy statement pursuant to Regulation 14A in connection with its 2017 Annual Meeting of Stockholders within 120 days after the close of the fiscal year covered by this Form 10-K. Portions of such proxy statement are incorporated by reference into Items 10, 11, 12, 13 and 14 of Part III of this report.

ORGENESIS INC.
2016 FORM 10-K ANNUAL REPORT

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FORWARD-LOOKING STATEMENTS

CAUTIONARY STATEMENT FOR PURPOSES OF THE "SAFE HARBOR" PROVISIONS OF THE PRIVATE SECURITIES LITIGATION REFORM ACT OF 1995

The following discussion should be read in conjunction with the financial statements and related notes contained elsewhere in this Form 10-K. Certain statements made in this discussion are "forward-looking statements" within the meaning of The Private Securities Litigation Reform Act of 1995. Forward-looking statements are projections in respect of future events or financial performance. In some cases, you can identify forward-looking statements by terminology such as "may," "should," "expects," "plans," "anticipates," "believes," "estimates," "predicts," "potential," or "continue" or the negative of these terms or other comparable terminology. Forward-looking statements made in an annual report on Form 10-K include statements about our:

- ability to continue as a going concern;
- ability to obtain sufficient capital or strategic business arrangements to maintain our operations and realize our business plan, including our financial obligations under various strategic collaboration arrangements;
- our ability to develop through our Israeli subsidiary to the clinical stage a new technology to transdifferentiate liver cells into functional insulin-producing cells, thus enabling normal glucose regulated insulin secretion, via cell therapy;
- our belief that one of our principal competitive advantages is our cell transdifferentiation technology being developed by our Israeli subsidiary and being able to compete favorably and profitably as a CDMO in the regenerative medicine sector;
- belief that our diabetes-related treatment seems to be safer than other options;
- expectations regarding our Israeli subsidiary's ability to obtain and maintain intellectual property protection for our technology and therapies;
- ability to commercialize products in light of the intellectual property rights of others;
- ability to obtain funding necessary to start and complete such clinical trials;
- belief that Diabetes Mellitus will be one of the most challenging health problems in the 21st century and will have staggering health, societal and economic impact;
- relationship with with Tel Hashomer - Medical Research, Infrastructure and Services Ltd. ("THM") and the risk that THM may cancel the License Agreement;
- expenditures not resulting in commercially successful products;
- ability to grow the business of MaSTherCell, which we acquired in our fiscal year 2015, as our principal Contract Development and Manufacturing Organization ("CDMO") business;
- ability to fund the operational and capital requirements of our CDMO business and its global expansion
- successful integration of our clinical and CDMO strategy;
- ability to contract with third-party suppliers and manufacturers and their ability to perform adequately;
- ability to attract and retain key scientific or management personnel and to expand our management team;
- accuracy of estimates regarding expenses, future revenue, capital requirements, profitability, and needs for additional financing; and
- extensive industry regulation, and how that will continue to have a significant impact on our business, especially our product development, manufacturing and distribution capabilities.

These statements are only predictions and involve known and unknown risks, uncertainties and other factors, including the risks in the section entitled "Risk Factors" set forth in this Annual Report on Form 10-K for the year ended November 30, 2016, any of which may cause our company's or our industry's actual results, levels of activity, performance or achievements to be materially different from any future results, levels of activity, performance or achievements expressed or implied by these forward-looking statements. These risks may cause the Company's or its industry's actual results, levels of activity or performance to be materially different from any future results, levels of activity or performance expressed or implied by these forward looking statements.

Although we believe that the expectations reflected in the forward-looking statements are reasonable, we cannot guarantee future results, levels of activity or performance. Moreover, neither we nor any other person assumes responsibility for the accuracy and completeness of these forward-looking statements. The company is under no duty to update any forward-looking statements after the date of this report to conform these statements to actual results.

PART I

ITEM 1. BUSINESS

Corporate Overview

Orgenesis Inc. is among the first of a new breed of regenerative therapy companies with expertise and unique experience in cell therapy development and manufacturing. We are a fully-integrated biopharmaceutical company focused not only on developing our trans-differentiation technologies for diabetes and vertically integrating manufacturing that can optimize our abilities to scale-up our technologies for clinical trials and eventual commercialization, but also to apply our disciplined execution to emerging technologies of other cell therapy markets in such areas as cell-based cancer immunotherapies and neurodegenerative diseases. This integrated approach supports our business philosophy of bringing to market significant life-improving medical treatments.

Our cell therapy technology for diabetes derives from published work of Prof. Sarah Ferber, our Chief Science Officer and a researcher at Tel Hashomer Medical Center, a leading medical hospital and research center in Israel (“THM”), who established a proof of concept that demonstrates the capacity to induce a shift in the developmental fate of cells from the liver and transdifferentiating (converting) them into “pancreatic beta cell-like” insulin-producing cells. Furthermore, those cells were found to be resistant to autoimmune attack and to produce insulin in a glucose-sensitive manner in relevant animal models. Our development activities with respect to cell-derived and related therapies, which are conducted through Orgenesis Ltd., our Israeli subsidiary, have, to date, been limited to laboratory and preclinical testing. Our development plan calls for conducting additional preclinical safety and efficacy studies with respect to diabetes and other potential indications.

Our Belgian-based subsidiary, MaSTherCell SA, is a contract development manufacturing organization, or CDMO, specialized in cell therapy development for advanced medicinal products. In the last decade, cell therapy and regenerative medicine products have gained significant importance, particularly in the fields of ex-vivo gene therapy and immunotherapy. While academic and industrial research has led scientific development in the sector, industrialization and manufacturing expertise remains insufficient. MaSTherCell plans to fill this gap by providing two types of services to its customers: (i) process and assay development and optimization services and (ii) current Good Manufacturing Practices (cGMP) contract manufacturing services. These services offer a double advantage to MaSTherCell's customers. First, customers can continue allocating their financial and human resources on their product/therapy, while relying on a trusted partner for their process development/production. Second, it allows customers to leverage MaSTherCell's expertise in cell therapy manufacturing and all related aspects. As the industry continues to mature and a growing number of cell therapy companies approach commercialization, we believe that MaSTherCell is well positioned to serve as an external manufacturing source for cell therapy companies.

In furtherance of our business strategy, we are leveraging the recognized expertise and experience in cell process development and manufacturing of MaSTherCell, and our international joint ventures, to build a global and fully integrated bio-pharmaceutical company in the cell therapy development and manufacturing area. We target the international manufacturing market as a key priority through joint-venture agreements that provide development capabilities, along with manufacturing facilities and experienced staff. All of these capabilities offered to third-parties are mobilized for our internal development projects, allowing the Company to be in a position to bring new products to the patients faster and at a fraction of the costs.

We need to raise significant capital in order to realize our business plan. See “*Risk Factors*”.

Cell Therapy and Regenerative Medicine Field

Regenerative medicine is the process of replacing or regenerating human cells, tissues or organs to restore normal function. Our business model is focused on two of these areas – manufacturing and treating patients.

First, through our wholly-owned CDMO subsidiary, MaSTherCell, we have built a unique and fundamental base platform of know-how and expertise for a multitude of cell types. MaSTherCell has strategically positioned us in the cell therapy market on multiple levels as the cell therapy industry continues to evolve. Our goal is to maintain our reputation as a premier service provider in the regenerative medicine industry by leveraging the experience and expertise of MaSTherCell as a recognized leader of cell therapy development and manufacturing.

Second, on our clinical development side, through our Israeli subsidiary, our goal is to advance a unique cell-based therapy, the Autologous Insulin Producing (“AIP”) cells, into clinical development. AIP cells utilize the technology of ‘cellular trans-differentiation’ to transform an autologous adult liver cell into a fully functional and physiologically glucose-responsive insulin producing cell. Treatment with AIP cells is expected to provide Type 1 Diabetes patients with long-term insulin independence. Because the AIP cells are autologous, this benefit should be achieved and maintained without the need for concomitant immunosuppressive therapy.

Cell therapy is the prevention or treatment of human disease by the administration of cells that have been selected, multiplied and manipulated outside the body (ex vivo). To date, the most common type of cell therapy has been the replacement of mature, functioning cells through blood and platelet transfusions. Since the 1970s, first bone marrow and then blood and umbilical cord-derived stem cells have been used to restore bone marrow, as well as blood and immune system cells damaged by chemotherapy and radiation used to treat many cancers. These types of cell therapies are standard of practice world-wide and are typically reimbursed by insurance.

Within the field of cell therapy, research and development using stem cells to treat a host of diseases and conditions has greatly expanded. All living complex organisms start as a single cell that replicates, differentiates (matures) and perpetuates in an adult organism throughout its lifetime. Stem cells (in either embryonic or adult forms) are primitive and undifferentiated cells that have the unique ability to transform into or otherwise affect many different cells, such as white blood cells, nerve cells or heart muscle cells. Our cell therapy development efforts do not use stem cells, but rather are focused on the use of fully mature, adult cells; for our purposes in the treatment of diabetes, our cells are derived from the liver or other adult tissue and are transdifferentiated to become adult AIP cells.

There are two general classes of cell therapies: allogeneic and autologous. In allogeneic procedures, cells collected from a person (the donor) are transplanted into, or used to develop a treatment for another patient (the recipient) with or without modification. In cases where the donor and the recipient are the same individual, these procedures are referred to as “autologous”. Our treatment for diabetes focuses on autologous cells that offer a low likelihood of rejection by the patient. We believe the long-term benefits of this treatment can best be achieved with an autologous product.

Various cell therapies are in clinical development for an array of human diseases, including autoimmune, oncologic, neurologic and orthopedic diseases, among other indications. Orgogenesis, as well as other companies, are developing cell therapies that are designed to address cancers, ischemic repair and immune modulation. While no assurances can be given regarding future medical developments, we believe that the field of cell therapy holds the promise to address several medical conditions and minimize or ameliorate the pain and suffering from many common diseases and/or from the process of aging.

Diabetes Mellitus (DM), or simply diabetes, is a metabolic disorder usually caused by a combination of hereditary and environmental factors, and results in abnormally high blood sugar levels (hyperglycemia). Diabetes occurs as a result of impaired insulin production by the pancreatic islet cells. The most common types of the disease are Type-1 Diabetes (T1D) and Type-2 Diabetes (T2D). In T1D, the onset of the disease follows an autoimmune attack of β -cells that severely reduces β -cell mass. T1D usually has an early onset and is sometimes also called juvenile diabetes. In T2D, the pathogenesis involves insulin resistance, insulin deficiency and enhanced gluconeogenesis, while late progression stages eventually lead to β -cell failure and a significant reduction in β -cell function and mass. T2D often occurs later in life and is sometimes called adult onset diabetes. Both T1D and late-stage T2D result in marked hypoinsulinemia, reduction in β -cell function and mass and lead to severe secondary complications, such as myocardial infarcts, limb amputations, neuropathies and nephropathies and even death. In both cases, patients become insulin-dependent, requiring either multiple insulin injections per day or reliance on an insulin pump.

Diabetes is one of the most challenging health problems in the 21st century, incurring staggering health, societal, and economic impact. Diabetes is currently the fourth or fifth leading cause of death in most developed countries. Diabetic has been declared an epidemic in many developing and newly industrialized nations.

Threats from Pancreas Islet Transplantation and Cell Therapies

For some patients with severe and difficult to control diabetes (hypoglycemic unawareness), islet transplants are considered. Pancreatic islets are the cells in the pancreas that produce insulin. Scientists use enzymes to isolate the islets from the pancreas of a deceased donor. Because the islets are fragile, transplantation must occur soon after they are removed. Typically, a patient receives at least 10,000 islet “equivalents” per kilogram of body weight, extracted from pancreases obtained from different donors. Patients often require two separate transplants to achieve insulin independence.

Transplants are often performed by an interventional radiologist, who uses x-rays and ultrasound to guide placement of a catheter - a small plastic tube - through the upper abdomen and into the portal vein of the liver. The islets are then infused slowly through the catheter into the liver. The patient receives a local anesthetic and a sedative. In some cases, a surgeon may perform the transplant through a small incision, using general anesthesia.

Because the islets are obtained from cadavers that are unrelated to the patient, the patient needs to be treated with drugs that inhibit the immune response so that the patient doesn't reject the transplant. In the early days of islet transplantation, the drugs were so powerful that they actually were toxic to the islets; improvements in the procedure are widely used and are now referred to as the Edmonton Protocol.

Studies and Reports

Since reporting their findings in the June 2000 issue of the New England Journal of Medicine, researchers at the University of Alberta in Edmonton, Canada, have continued to use and refine Edmonton Protocol to transplant pancreatic islets into selected patients with T1D that is difficult to control.

In 2005, the researchers published 5-year follow-up results for 65 patients who received transplants at their center and reported that about 10 percent of the patients remained free of the need for insulin injections at 5-year follow-up. Most recipients returned to using insulin because the transplanted islets lost their ability to function over time, potentially due to the immune suppression protocol, which prevents the immune rejection of the implanted cells. The researchers noted, however, that many transplant recipients were able to reduce their need for insulin, achieve better glucose stability, and reduce problems with hypoglycemia, also called low blood sugar level.

In its 2006 annual report, the Collaborative Islet Transplant Registry, which is funded by the National Institute of Diabetes and Digestive and Kidney Diseases, presented data from 23 islet transplant programs on 225 patients who received islet transplants between 1999 and 2005. According to the report, nearly two-thirds of recipients achieved “insulin independence” - defined as being able to stop insulin injections for at least 14 days - during the year following transplantation. However, other data from the report showed that insulin independence is difficult to maintain over time. Six months after their last infusion of islets, more than half of recipients were free of the need for insulin injections, but at 2-year follow-up, the proportion dropped to about one-third of recipients. The report described other benefits of islet transplantation, including reduced need for insulin among recipients who still needed insulin, improved blood glucose control, and greatly reduced risk of episodes of severe hypoglycemia.

In a 2006 report of the Immune Tolerance Network's international islet transplantation study, researchers emphasized the value of transplantation in reversing a condition known as hypoglycemia unawareness. People with hypoglycemia unawareness are vulnerable to dangerous episodes of severe hypoglycemia because they are not able to recognize that their blood glucose levels are too low. The study showed that even partial islet function after transplant can eliminate hypoglycemia unawareness.

Pancreatic islet transplantation (cadaver donors) is an allogeneic transplant, and, as in all allogeneic transplantations, there is a risk for graft rejection and patients must receive lifelong immune suppressants. Though this technology has shown good results clinically, there are several setbacks, such as patients being sensitive to recurrent T1D autoimmune attacks and a shortage in tissues available for islet cells transplantation.

Our Solution

We are developing and bringing to the clinical stage a technology that is based on the published work of Prof. Sarah Ferber, our Chief Science Officer and a researcher at THM, demonstrated the capacity to induce a shift in the developmental fate of cells from the liver into “pancreatic beta cell-like” insulin-producing cells. Furthermore, those cells were found to be resistant to the autoimmune attack and to produce insulin in a glucose-sensitive manner.

The License Agreement

Our cell therapy business derives from a licensing agreement entered into as of February 2, 2012 by Orgenesis Ltd., our Israeli subsidiary, and THM pursuant to which our Israeli subsidiary was granted a worldwide royalty bearing and exclusive license to certain information regarding a molecular and cellular approach directed at converting liver cells into functional insulin producing cells as a treatment for diabetes (the “License Agreement”). By using therapeutic agents (i.e., PDX-1, and additional pancreatic transcription factors in an adenovirus-vector) that efficiently convert a sub-population of liver cells into pancreatic islets phenotype and function, this approach allows the diabetic patient to be the donor of his own therapeutic tissue. We believe that this provides major competitive advantage to the cell transformation technology of our Israeli Subsidiary.

As consideration for the license, our Israeli subsidiary has agreed to pay the following to THM:

- 1) A royalty of 3.5% of net sales;
- 2) 16% of all sublicensing fees received;
- 3) An annual license fee of \$15,000, which commenced on January 1, 2012 and is due once every year thereafter (the “Annual Fee”). The Annual Fee is non-refundable, but it shall be credited each year due, against the royalty noted above, to the extent that such are payable, during that year; and
- 4) Milestone payments as follows:
 - a) \$50,000 on the date of initiation of phase I clinical trials in human subjects;
 - b) \$50,000 on the date of initiation of phase II clinical trials in human subjects;
 - c) \$150,000 on the date of initiation of phase III clinical trials in human subjects;
 - d) \$750,000 on the date of initiation of issuance of an approval for marketing of the first product by the FDA; and
 - e) \$2,000,000, when worldwide net sales of products have reached the amount of \$150,000,000 for the first time, (The “Sales Milestone”).

As of November 30, 2016, our Israeli subsidiary has not reached any of these milestones.

In the event of an acquisition of all of the issued and outstanding share capital of the Israeli Subsidiary or of the Company and/or consolidation of the Israeli Subsidiary or the Company into or with another corporation (“Exit”), under the License Agreement, THM is entitled to elect, at its sole option, whether to receive from the Company a one-time payment based, as applicable, on the value at the time of the Exit of either 5,563,809 shares of common stock of the Company or the value of 1,000 ordinary shares of the Israeli subsidiary at the time of the Exit. If THM elects to receive the consideration as a result of an Exit, the royalty payments will cease.

If THM elects to not receive any consideration as a result of an Exit, THM is entitled under the License Agreement to continue to receive all the rights and consideration it is entitled to pursuant to the License Agreement (including, without limitation, the exercise of the rights pursuant to future Exit events), and any agreement relating to an Exit event shall be subject to the surviving entity’s and/or the purchaser’s undertaking towards THM to perform all of the Israeli subsidiary’s obligations pursuant to the License Agreement.

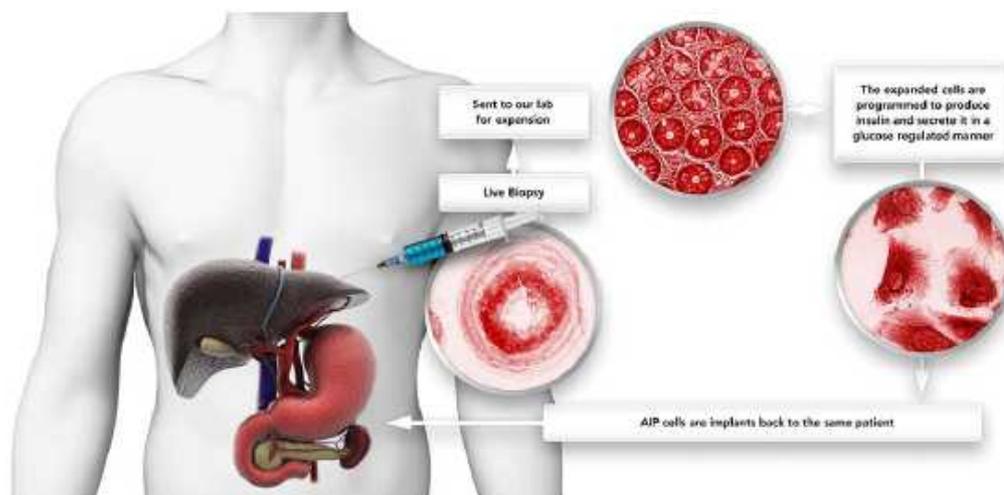
The Israeli subsidiary agreed to submit to THM a commercially reasonable plan which shall include all research and development activities as required for the development and manufacture of the products, including preclinical and clinical activities until an FDA or any other equivalent regulatory authority’s approval for marketing and including all regulatory procedures required to obtain such approval for each product candidate (a “Development Plan”), within 18 months from the date of the License Agreement. Under the License agreement, the Israeli Subsidiary undertook to develop, manufacture, sell and market the products pursuant to the milestones and time-frame schedule specified in the Development Plan. The Israeli Subsidiary submitted the Development Plan in May 2014.

Under the License Agreement, THM is entitled to terminate the License Agreement under certain conditions relating to a material change in the business of our Israeli subsidiary or a breach of any material obligation thereunder or to a bankruptcy event of our Israeli subsidiary. Under certain conditions, our Israeli subsidiary may terminate the License Agreement and return the licensed information to THM.

In May 2015, the Israeli Subsidiary entered into a research service agreement with the Licensor. According to the agreement, our Israeli Subsidiary will perform a study at the facilities and use the equipment and personnel of the Sheba Medical Center, for the consideration of approximately \$110 thousand for a year. In May 2016, the Israeli Subsidiary renewed the research agreement for an additional year with annual consideration of approximately \$88 thousand.

Subject to raising the necessary funding, we intend to advance our cell therapy business by furthering this licensed technology to a clinical stage. We intend to devote significant resources to process development and manufacturing in order to optimize the safety and efficacy of our future product candidates, as well as our cost of goods and time to market. Our goal is to carefully manage our fixed cost structure, maximize optionality, and drive long-term cost of goods as low as possible. We believe that operating our own manufacturing facility will provide the Company with enhanced control of material supply for both clinical trials and the commercial market, will enable the more rapid implementation of process changes, and will allow for better long-term margins.

Toward this goal, we are working to advance a unique product that combines cell-based therapy and regenerative medicine, (AIP) cells, into clinical development. AIP cells utilize the technology of ‘cellular trans-differentiation’ to transform an autologous adult liver cell into an adult, fully functional and physiologically glucose-responsive pancreatic-like insulin producing cell. Treatment with AIP cells is expected to provide Diabetes patients with long-term insulin independence. Because the AIP cells are autologous, this benefit should be achieved and maintained without the need for concomitant immunosuppressive therapy. The procedure to generate AIP cells begins with liver tissue accessed via needle biopsy from a patient. The liver tissue is then sent to a central facility where biopsied liver cells are isolated, expanded and trans-differentiated into AIP cells. The final product is a solution of AIP cells, which are packaged in an infusion bag and sent back to the patient’s treating physician where the cells are transplanted back into the patient’s liver via portal vein infusion. The entire process, from biopsy to transplantation, is expected to take 5-6 weeks.



Unique benefits of AIP cells

We believe that our singular focus on the acquisition, development, and commercialization of AIP cells may have many and meaningful benefits over other technologies, including:

- Physiologically glucose-responsive insulin production within one week of AIP cell transplantation;
- Insulin-independence within one month;
- Single course of therapy (~10-year insulin-independence);
- No need for concomitant immunosuppressive therapy;
- Return to (near) normal quality of life for patients;
- Single liver biopsy supplies unlimited source of therapeutic tissue (bio-banking for future use if needed);
- Highly controlled and tightly closed GMP systems; and
- Quality Control of final product upon release and distribution

We are aware of no other company focused on development of AIP cells based on transdifferentiation. The pharmaceutical industry is fragmented and it is a competitive market. We compete with many pharmaceutical companies, both large and small and there may be technologies in development of which we are not aware.

Marketing

Our plan is to market and sell AIP cellular therapy as a stand-alone product, and to provide supporting education and services to physicians and the healthcare providers that support them. In addition, we expect to provide appropriate and supportive services to the distribution networks that make our product available to treating physicians and facilities. Once marketing authorization is granted, we plan to market our product in the North American, European and Asian regions.

As part of our long-term strategy, we will consider clinical development and commercialization collaborations and/or partnerships with international companies involved in the diabetes therapeutic area. Currently, leading companies in this field include Novo Nordisk, Takeda Pharmaceutical, Eli Lilly, GlaxoSmithKline, Sanofi Aventis and Merck.

Future Product Candidates

Currently, liver cells are best suited for generating AIP cells. Future products may involve the use of cell types other than liver that are more easily accessible from the diabetic patient or from unrelated donors. Additionally, other adult cells (i.e. fibroblasts) may be studied for trans-differentiation into functional cells in diseases other than insulin-dependent disorders (i.e. neurodegenerative).

Competition

Insulin therapy is used for Insulin-Dependent Diabetes Mellitus (IDDM) patients who are not controlled with oral medications, although this therapy has well-known and well-characterized disadvantages. Weight gain is a common side effect of insulin therapy, which is a risk factor for cardiovascular disease. Injection of insulin causes pain and inconvenience for patients. Patient compliance and inconvenience of self-administering multiple daily insulin injections is also considered a disadvantage of this therapy. The most serious adverse effect of insulin therapy is hypoglycemia.

The global diabetes market comprising the insulin, insulin analogues and other anti-diabetic drugs has been evolving rapidly. Today's overall diabetes market is dominated by a handful of participants such as Novo Nordisk A/S, Eli Lilly and Company, Sanofi-Aventis, Takeda Pharmaceutical Company Limited, Pfizer Inc., Merck KGaA, and Bayer AG.

Collaboration Agreements Relating to the Diabetes Business

In order to develop our cell therapy business, we have embarked on a strategy of collaborative arrangement with strategically situated third parties around the world. We believe that these parties have the expertise, experience and strategic location to advance our clinical development business.

Russia

On November 12, 2015, our Israeli subsidiary entered into a collaboration agreement with Biosequel LLC, a company incorporated and existing under the laws of Russia (“Biosequel”), to collaborate in carrying out clinical trials and eventually marketing the Company’s products in Russia, Belarus and Kazakhstan. The collaboration is divided into two stages, with the first focused on obtaining the requisite regulatory approvals for conducting clinical trials, as well as performing all clinical and other testing required for market authorization in the defined territory. The second stage will focus on marketing the products in the territory and will be subject to obtaining requisite approvals for such marketing. Biosequel will fund the costs for the first stage, which is expected to last for five or more years, but such stage may terminate earlier if the necessary regulatory approvals for commencement of clinical trials are not obtained by the second anniversary of the agreement or if the marketing approvals are not obtained within 48 months following the commencement of the clinical trials. The collaboration agreement is also terminable under certain limited conditions relating to a party’s insolvency or bankruptcy related event or breach of a material term of the agreement and force majeure events or upon the termination of the THM License Agreement. As of the date of this report, Biosequel is in the first stage of the collaboration and performing the work needed in order to obtain the requisite regulatory approvals for conducting clinical trials.

China, China, Hong Kong SAR and Macau SAR

On February 18, 2016, our Israeli subsidiary entered into a Collaboration Agreement (the “Collaboration Agreement”) with Grand China Energy Group Limited with headquarters in Beijing, China (“Grand China”) to collaborate in carrying out clinical trials and marketing the Company’s autologous insulin producing cell therapy product in the Peoples Republic of China, Hong Kong and Macau, based on achieving certain pre-market development milestones that include Grand China obtaining the requisite regulatory approvals for commercialization of our AIP cells, including performing all clinical and other testing required for market authorization in each jurisdiction in the territory. Upon achieving the pre-market development milestones by Grand China, the parties will collaborate on marketing the products in the territory. Grand China will bear all costs associated with the pre-marketing development efforts in the territory, which is expected to last for approximately four years. Subject to the completion of the pre-marketing development milestones, our Israeli Subsidiary has agreed to grant to Grand China, or a fully owned subsidiary thereof, under a separate sub-license agreement, an exclusive sub-license to the intellectual property underlying solely for commercialization of the Company’s products in each such jurisdiction in the territory where all of the pre-marketing development required to commercialize the AIP cells have been successfully completed by Grand China. Grand China has agreed to pay annual license fees, ongoing royalties based on net sales generated by Grand China and its sublicensees, milestone payments and sublicense fees.

Research and Development Expenditures

We incurred \$2,637 thousand in research and development expenditures in the last fiscal year ended November 30, 2016, of which \$480 thousand was covered by grant funding (\$1,860 thousand for the year ended November 30, 2015, of which \$793 thousand was covered by grant funding).

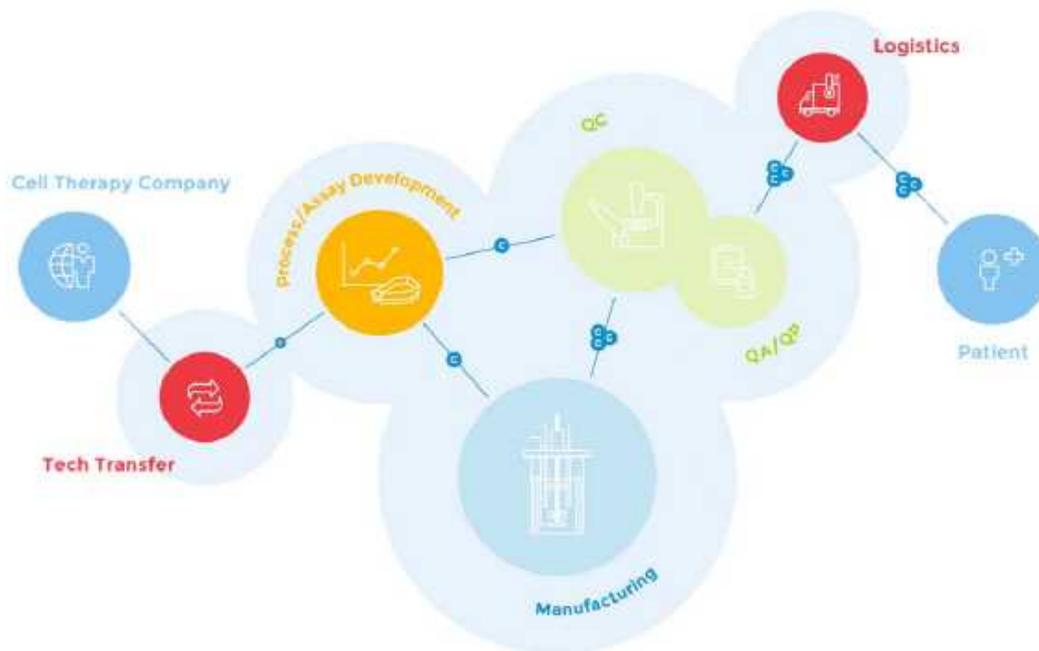
Contract Development and Manufacturing Business

Our Belgian-based subsidiary, MaSTherCell, is a CDMO specialized in cell therapy development for advanced therapeutical products. In the last decade, cell therapy medicinal products have gained significant importance, particularly in the fields of ex-vivo gene therapy and immunotherapy. While academic and industrial research has led scientific development in the sector, industrialization and manufacturing expertise remains insufficient. MaSTherCell plans to fill this gap by providing two types of services to its customers: (i) process and assay development services and (ii) current Good Manufacturing Practices (cGMP) contract manufacturing services. These services offer a double advantage to MaSTherCell's customers. First, customers can continue allocating their financial and human resources on their product/therapy, while relying on a trusted partner for their process development/production. Second, it allows customers to benefit from MaSTherCell's expertise in cell therapy manufacturing and all related aspects.

MaSTherCell's target customers are primarily cell therapy companies that are in pre- or early-stage clinical trials (Phase I/II). MaSTherCell has continued to invest in its manufacturing capabilities to offer a “one-stop-shop” service to its customers from pre-clinical up to commercial. This stems from the finding that these companies' processes have to be set up right from the start in order for them to obtain approved products that have the simplest possible process and with the lowest possible cost of goods sold (COGS). MaSTherCell continues to invest resources to maintain best practices in quality service, quality control, quality assurance and permanent staff training to uphold the highest standards. Therefore, MaSTherCell's strategy is to build long term relationships with its customers in order to help them bring highly potent cell therapy products faster to the market and in cost-effective ways. To provide these services, MaSTherCell relies on a team of dedicated experts both from academic and industry backgrounds. It operates through state-of-the-art facilities located just 40 minutes from Brussels, which have received the final cGMP manufacturing authorization from the Belgian Drug Agency (AFMPS) in September 2013.

We devote significant resources to process development and manufacturing in order to optimize the safety and efficacy of our future product candidates for our customers, as well as our cost of goods and time to market. Our goal is to carefully manage our fixed cost structure, maximize optionality, and drive long-term cost of goods as low as possible. We believe that operating our own manufacturing facility provides us with enhanced control of material supply for both clinical trials and the commercial market, will enable the more rapid implementation of process changes, and will allow for better long-term margins.

The Company believes that the combination of growing recurring revenue and profits through its manufacturing activities and the commercialization of its Type 1 diabetes therapies is the de-risked, value-driving factor of the business.



Joint Ventures in the CDMO Field

We have established collaboration agreement for the CDMO activity and the main focus, initially, has been Asia (Korea, Singapore and India) and Israel. We are leveraging the experience and expertise of MaSTherCell to build out a global network of CDMO centers.

Korea

On March 14, 2016, we entered into a Joint Venture Agreement (the “JVA”) with CureCell pursuant to which we are collaborating in the contract development and manufacturing of cell therapy products in Korea. From the execution date of the JVA until the date of the filing of this report on Form 10-K, CureCell has procured the GMP facility and has recruited the appropriate staff in Korea. Under the JVA, the Company and CureCell each undertook to remit, within two years of the execution of the JVA, \$2 million to the JV Company, of which \$1 million is to be in cash and the balance in an in-kind investment, the scope and valuation of which shall be preapproved in writing. Through the date of the filing of this annual report on Form 10-K, we remitted to CureCell \$595 thousand by way of a convertible loan. Our intention by the obligation of the agreement is to pursue the joint venture through a newly established Korean company (the “JV Company”) in which each party will have 50% from the participating interest of the JV Company subject to the fulfillment by each party of his obligations under the JVA. In addition to that, the JVA provides that, under certain specified conditions, we can require CureCell to sell to us its participating (including equity) interest in the JV Company in consideration for the issuance of the Company’s common stock based on the then valuation of the JV Company. As of November 30, 2016, the obligations of each party under the JVA have not been fulfilled and we are working on establishing the new JV Company.

Israel

On May 10, 2016, we and Atvio Biotech Ltd., an Israeli company (“Atvio”) entered into a joint venture agreement pursuant to which the parties are collaborating in the contract development and manufacturing of cell and virus therapy products in the field of regenerative medicine in the State of Israel. The parties are pursuing the joint venture through Atvio, in which we are holding a 50% participating interest therein, with the remaining 50% participating interest are being held by the other shareholders of Atvio. Up to the current date, Atvio has procured, at its sole expense, a GMP facility and has been recruited 4 employees in Israel. Subject to the work plan that was approved by Atvio and us, we will remit to Atvio a total of \$1 million to defray the costs associated with the setting up and the maintenance of the GMP facility, all or part of which may be contributed by way of in kind services as agreed to in the work plan. The Company’s funding is made by way of a convertible loan to Atvio, which shall be convertible at our option at any time into 50% of the then outstanding equity capital immediately following such conversion. The joint venture agreement provides that, under certain specified conditions, either we can require the Atvio Shareholders to sell to us their participating (including equity) interest in Atvio or the Atvio Shareholders can require from us to purchase their respective participating and equity holdings in Atvio, in each case in consideration for the issuance of our common stock based on the then specified valuation of Atvio. As of November 30, 2016, we have remitted to Atvio a total of \$111 thousand, under and subject to the terms of the joint venture agreement.

Competition in the CDMO Field

MaSTherCell competes with a number of companies both directly and indirectly. Key competitors include the following CMOs and CDMOs: Lonza Group Ltd, Progenitor Cell Therapy (PCT) LLC, Pharmacell BV, WuxiAppTec (WuXi PharmaTech (Cayman) Inc.), Cognate Bioservices Inc., Apceth GmbH & Co. KG, Eufets GmbH, Fraunhofer Gesellschaft, Cellforcure SASU, Cell Therapy Catapult Limited and Molmed S.p.A. MaSTherCell's services differ from these companies in two major aspects:

- Quality and expertise of its services: Clients identify the excellence of its facility, quality system, and people as a major differentiating point compared to competitors; and
- Flexible and tailored approach: MaSTherCell's philosophy is to build a true partnership with its clients and adapt itself to the clients’ needs, which entails no “off-the-shelf process” nor in-house technology platform, but a dedicated person in plant (of client), joint steering committees on each project and dedicated project managers.

MaSTherCell strengthens its leading position investing in a one-stop-shop service offering from pre-clinical to commercial with a clear focus on COGS of manufacturing processes. Neither of these differentiating points results in a price premium compared to other CMO’s as MaSTherCell operates with a lean organization focused solely on cell therapy.

Finally, MaSTherCell is the only CDMO located in Belgium which logistically offers an ideal location given the high concentration of companies active in cell therapy (potential clients and companies with complementary know-how, products and services).

Intellectual Property

We will be able to protect our technology and products from unauthorized use by third parties only to the extent it is covered by valid and enforceable patents or is effectively maintained as trade secrets. Patents and other proprietary rights are thus an essential element of our business.

Our success will depend in part on our ability to obtain and maintain proprietary protection for our product candidates, technology, and know-how, to operate without infringing on the proprietary rights of others, and to prevent others from infringing it proprietary rights. Our policy is to seek to protect our proprietary position by, among other methods, filing U.S. and foreign patent applications related to our proprietary technology, inventions, and improvements that are important to the development of our business. We also rely on trade secrets, know-how, continuing technological innovation, and in-licensing opportunities to develop and maintain our proprietary position.

We own or have exclusive rights to four (4) United States and seven (7) foreign issued patents, three (2) pending applications in the United States, eleven (11) pending applications in foreign jurisdictions: Europe, Australia, Brazil, Canada, China, Eurasia, Israel, Japan, South Korea, Mexico, and Singapore, and one (1) international PCT patent application, relating to the transdifferentiation of cells (including hepatic cells) to cells having pancreatic β -cell phenotype and function, and their use in the treatment of degenerative pancreatic disorders including diabetes, pancreatic cancer, and pancreatitis.

Granted United States patents which are directed to methods of making transdifferentiated cells will expire between 2021 and 2024, excluding any patent term extensions that might be available following the grant of marketing authorizations. Granted patents outside of the United States directed to making transdifferentiated cells and their uses will expire between 2020 and 2024. We have pending patent applications for methods of making our product, the product itself, and methods of using the product that, if issued, would expire in the United States and in countries outside of the United States between 2034 and 2035, excluding any patent term adjustment that might be available following the grant of the patent and any patent term extensions that might be available following the grant of marketing authorizations. These pending patent applications are directed to the following specific compositions and methods: a method of producing a transdifferentiated population of cells, a population of transdifferentiated cells, a method of treating a degenerative pancreatic disorder in a subject in need, a method of isolating a population of cells that have an enriched capacity for transcription factor induced transdifferentiation, an isolated population of cells having enriched transdifferentiation capacity, a method of increasing transdifferentiation efficiency in a population of cells, a population of liver cells enriched for cells predisposed to transdifferentiation, and a method of manufacturing a population of human insulin producing cells and the population of cells produced by the recited manufacturing method.

Government Regulation

We have not sought approval from the FDA for the AIP cells. Among all forms of cell therapy modalities, we believe that autologous cell replacement therapy seems to be of the highest benefit. We believe that it seems to be safer than other options as it does not alter the host genome but only alters the set of expressed epigenetic information that seems to be highly specific to the reprogramming protocol. It provides an abundant source of therapeutic tissue, which is not rejected by the patient and does not have to be treated by immune suppressants. It is highly ethical since no human organ donations or embryo-derived cells are needed. The proposed therapeutic approach does not require cell bio-banking at birth, which is both expensive and cannot be used for patients born prior to 2000.

Over the past decade, many studies published in leading scientific journals confirmed the capacity of reprogramming adult cells from many of our mature organs to either alternate organs or to “stem like cells”. Most widely used autologous cell replacement protocols are used for autologous implantation of bone marrow stem cells. This protocol is widely used in patients undergoing a massive chemotherapy session that destroys their bone marrow cells. However, the stem cells used for cancer patients delineated above do not require extensive manipulation and is regarded by FDA as “minimally manipulated”.

An additional autologous cell therapy approach already used in man is autologous chondrocyte implantation (ACI). In the United States, Genzyme Corporation provides the only FDA approved ACI treatment: Carticel. The Carticel treatment is designated for young, healthy patients with medium to large sized damage to cartilage. During an initial procedure, the patient’s own chondrocytes are removed arthroscopically from a non-load-bearing area from either the intercondylar notch or the superior ridge of the medial or lateral femoral condyles.

To aid us in our efforts to achieve the highest level of compliance with FDA requirements, we have looked to hire experts in the field of pharmaceutical compliance.

Regulatory Process in the United States

Our product is subject to regulation as a biological product under the *Public Health Service Act* and the *Food, Drug and Cosmetic Act*. FDA generally requires the following steps for pre-market approval or licensure of a new biological product:

- Pre-clinical laboratory and animal tests conducted in compliance with the Good Laboratory Practice, or GLP, requirements to assess a drug's biological activity and to identify potential safety problems, and to characterize and document the product's chemistry, manufacturing controls, formulation, and stability;
- Submission to FDA of an Investigational New Drug, or IND application, which must become effective before clinical testing in humans can start;
- Obtaining approval of Institutional Review Boards, or IRBs, of research institutions or other clinical sites to introduce a first human biologic drug candidate into humans in clinical trials;
- Conducting adequate and well-controlled human clinical trials to establish the safety and efficacy of the product for its intended indication conducted in compliance with Good Clinical Practice, or GCP requirements;
- Compliance with current Good Manufacturing Practices (cGMP) regulations and standards;
- Submission to FDA of a Biologics License Application (BLA) for marketing that includes adequate results of pre-clinical testing and clinical trials;
- FDA reviews the marketing application in order to determine, among other things, whether the product is safe, effective and potent for its intended uses; and
- Obtaining FDA approval of the BLA, including inspection and approval of the product manufacturing facility as compliant with cGMP requirements, prior to any commercial sale or shipment of the pharmaceutical agent. FDA may also require post marketing testing and surveillance of approved products, or place other conditions on the approvals.

Regulatory Process in Europe

The European Union ("EU") has approved a regulation specific to cell and tissue therapy product, the Advanced Therapy Medicinal Product (ATMP) regulation. For products such as our AIP that are regulated as an ATMP, the EU Directive requires:

- Compliance with current Good Manufacturing Practices, or cGMP regulations and standards, pre-clinical laboratory and animal testing;
- Filing a Clinical Trial Application (CTA) with the various member states or a centralized procedure; Voluntary Harmonization Procedure (VHP), a procedure which makes it possible to obtain a coordinated assessment of an application for a clinical trial that is to take place in several European countries;
- Obtaining approval of Ethic Committees of research institutions or other clinical sites to introduce the AIP into humans in clinical trials;
- Adequate and well-controlled clinical trials to establish the safety and efficacy of the product for its intended use; and
- Submission to EMEA for a Marketing Authorization (MA); Review and approval of the MAA (Marketing Authorization Application).

Clinical Trials

Typically, both in the U.S. and the European Union, clinical testing involves a three-phase process, although the phases may overlap. In Phase I, clinical trials are conducted with a small number of healthy volunteers or patients and are designed to provide information about product safety and to evaluate the pattern of drug distribution and metabolism within the body. In Phase II, clinical trials are conducted with groups of patients afflicted with a specific disease in order to determine preliminary efficacy, optimal dosages and expanded evidence of safety. In some cases, an initial trial is conducted in diseased patients to assess both preliminary efficacy and preliminary safety and patterns of drug metabolism and distribution, in which case it is referred to as a Phase I/II trial. Phase III clinical trials are generally large-scale, multi-center, comparative trials conducted with patients afflicted with a target disease in order to provide statistically valid proof of efficacy, as well as safety and potency. In some circumstances, FDA or EMA may require Phase IV or post-marketing trials if it feels that additional information needs to be collected about the drug after it is on the market. During all phases of clinical development, regulatory agencies require extensive monitoring and auditing of all clinical activities, clinical data, as well as clinical trial investigators. An agency may, at its discretion, re-evaluate, alter, suspend, or terminate the testing based upon the data that have been accumulated to that point and its assessment of the risk/benefit ratio to the patient. Monitoring all aspects of the study to minimize risks is a continuing process. All adverse events must be reported to the FDA or EMA.

Employees

As of November 30, 2016, we had 80 full-time employees and 8 consultants working at our Company and subsidiaries. Most of our senior management and professional employees have had prior experience in pharmaceutical or biotechnology companies. None of our employees is covered by collective bargaining agreements. We believe that our relations with our employees are good.

Subsidiaries

In addition to our Israeli Subsidiary and MaSTherCell, we have the following subsidiaries:

On July 31, 2013, we incorporated a wholly-owned subsidiary in Maryland, Orgenesis Maryland Inc., or the U.S. Subsidiary, which was formed as the U.S. center for research and development and manufacturing scale-up for our technology. The U.S. Subsidiary received a grant from TEDCO which is being used for pre-clinical research and will oversee initiation and conduct of our Phase 1 clinical trial program. The TEDCO grant is further discussed below.

On October 11, 2013, Orgenesis Ltd. incorporated a wholly-owned subsidiary in Belgium, Orgenesis SPRL, our Belgian Subsidiary, which is engaged in development and manufacturing activities together with clinical development studies in Europe. The incorporation of Orgenesis SPRL followed a strategic decision in May 2013 to work with Pall Life Science Belgium BVBA (formerly ATMI BVBA), a Belgian company, to supply disposable bioreactors as the major component in our product manufacturing. In addition, we made another strategic decision in September 2013 to work with MaSTherCell, which we subsequently acquired, in order to develop a manufacturing process and to manufacture our product. Both companies are located in Belgium.

A breakdown of our various subsidiaries is as follows:

<u>Entity</u>	<u>Percentage of Ownership</u>	<u>Location</u>
Orgenesis Ltd.	100%	Israel
Orgenesis Maryland Inc.	100%	United States of America
Orgenesis SPRL (1)	95%	Belgium
Cell Therapy Holding SA (2)	100%	Belgium
MaSTherCell SA	62%	Belgium

(1) Orgenesis Ltd. owns 5% of Orgenesis SPRL.

(2) Cell Therapy Holding SA owns 38% of MaSTherCell SA.

Grant Funding

Walloon Region, Belgium, Direction générale opérationnelle de l'Economie, de l'Emploi & de la Recherche ("DGO6")

On March 20, 2012, MaSTherCell was awarded an investment grant from the DGO6 €1,421 thousand. This grant is related to the investment in the production facility with a coverage of 32% of the investment planned. A first payment of €568 thousand has been received in August 2013. In December 2016, the DGO6 paid to MaSTherCell €669 on account of the grant, and the remaining grant amount has been declined.

On November 17, 2014, Orgenesis SPRL, our Belgian subsidiary, received the formal approval from the DGO6 for a €2.015 million (\$2.4 million) support program for the research and development of a potential cure for Type 1 Diabetes. The financial support is composed of a €1,085 thousand (70% of budgeted costs) grant for the industrial research part of the research program and a further recoverable advance of €930 thousand (60% of budgeted costs) of the experimental development part of the research program. On December 9 and 16, 2014, Orgenesis SPRL received €651 thousand and €558 thousand under the grant, respectively. In addition, the DGO6 is also entitled to a royalty upon revenue being generated from any commercial application of the technology. Up through November 30, 2016, an amount of \$1.4 million (€1.1 million) was recorded as deduction of research and development expenses and an amount of \$109 thousand was recorded as advance payments on account of grant.

In April 2016 Orgenesis SPRL received the formal approval from DGO6 for a budgeted €1,304 thousand (\$1,455 thousand) support program for the development of a potential cure for Type 1 Diabetes. The financial support is awarded to Orgenesis SPRL as a recoverable advance payment at 55% of budgeted costs, or for a total of EUR 717 thousand (\$800 thousand). The grant will be paid over the project period. On December 19, 2016, Orgenesis SPRL received a first payment of €359 thousand (\$374 thousand).

On October 8, 2016, Orgenesis SPRL received the formal approval from the DGO6 for a budgeted €12.3 million (\$12.8 million) support program for the GMP production of AIP cells for two clinical trials that will be performed in Germany and Belgium. The project will be held during a period of three years commencing January 1, 2017. The financial support is awarded to the Belgium subsidiary at 55% of budgeted costs, a total of €6.8 million (\$7 million). The grant will be paid over the project period. On December 19, 2016, the Belgian Subsidiary received a first payment of €1.7 million (\$1.8 million).

Israel-U.S Binational Industrial Research and Development Foundation (“BIRD”)

On September 9, 2015, Orgenesis Ltd, our Israeli subsidiary, entered into a pharma Cooperation and Project Funding Agreement (CPFA) with BIRD and Pall Corporation, a U.S. company. BIRD will give a conditional grant of \$400 thousand each (according to terms defined in the agreement), for a joint research and development project for the use Autologous Insulin Producing (AIP) Cells for the Treatment of Diabetes (the “Project”). The Project started on March 1, 2015. Upon the conclusion of product development, the grant shall be repaid at the rate of 5% of gross sales. The grant will be used solely to finance the costs to conduct the research of the project during a period of 18 months starting on March 1, 2015. Up to date the Israeli Subsidiary received \$200 thousand under the grant. On July 28, 2016 BIRD approved an extension until May 31, 2017.

Korea Israel Industrial R&D Foundation (“KORIL”)

On May 26, 2016, Orgenesis Ltd, our Israeli subsidiary, entered into a pharma Cooperation and Project Funding Agreement (CPFA) with KORIL and CureCell. KORIL will give a conditional grant of up to \$400 thousand each (according to terms defined in the agreement), for a joint research and development project for the use of Autologous Insulin Producing (AIP) Cells for the Treatment of Diabetes (the “Project”). The Project started on June 1, 2016. Upon the conclusion of product development, the grant shall be repaid at the yearly rate of 2.5% of gross sales. The grant will be used solely to finance the costs to conduct the research of the project during a period of 18 months starting on June 1, 2016. On June 2016, the Israeli Subsidiary received \$160 thousand under the grant.

Maryland Technology Development Corporation

On June 30, 2014, our U.S. Subsidiary entered into a grant agreement with Maryland Technology Development Corporation (“TEDCO”). TEDCO was created by the Maryland State Legislature in 1998 to facilitate the transfer and commercialization of technology from Maryland’s research universities and federal labs into the marketplace and to assist in the creation and growth of technology based businesses in all regions of the State.

TEDCO is an independent organization that strives to be Maryland's lead source for entrepreneurial business assistance and seed funding for the development of startup companies in Maryland's innovation economy. TEDCO administers the Maryland Stem Cell Research Fund to promote State funded stem cell research and cures through financial assistance to public and private entities within the State. Under the agreement, TEDCO has agreed to give the U.S. Subsidiary an amount not to exceed approximately \$406 thousand (the "Grant"). The Grant will be used solely to finance the costs to conduct the research project entitled "Autologous Insulin Producing (AIP) Cells for Diabetes" during a period of two years. On June 21, 2016 TEDCO has approved an extension until June 30, 2017.

On July 22, 2014 and September 21, 2015, the U.S. subsidiary received an advance payment of \$406 thousand on account of the grant. Through November 30, 2016, the Company utilized \$272 thousand. The amount of grant that was utilized through November 30, 2016, was recorded as a deduction of research and development expenses in the statement of comprehensive loss.

Corporate and Available Information

Our annual report on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, and all amendments to those reports are made available free of charge through our Internet website (<http://www.orgenesis.com>) as soon as practicable after such material is electronically filed with, or furnished to, the Securities and Exchange Commission. Except as otherwise stated in these documents, the information contained on our website or available by hyperlink from our website is not incorporated by reference into this report or any other documents we file, with or furnish to, the Securities and Exchange Commission.

ITEM 1A. RISK FACTORS

An investment in our common stock involves a number of very significant risks. You should carefully consider the following risks and uncertainties in addition to other information in this report in evaluating our company and its business before purchasing shares of our company's common stock. Our business, operating results and financial condition could be seriously harmed due to any of the following risks. You could lose all or part of your investment due to any of these risks.

Risks Related to Our Financial Condition and Capital Requirements

We have incurred substantial losses and negative cash flow from operations in the past, and expect to continue to incur losses and negative cash flow for the foreseeable future.

We have a limited operating history, limited capital, and limited sources of revenue. Through November 30, 2016, we have incurred aggregate net losses of approximately \$29.8 million. Our net losses for the years ended November 30, 2016 and 2015 were approximately \$9.2 million and \$4.5 million, respectively. As of November 30, 2016, our cash and cash equivalents were \$0.9 million.

All revenues to date have been generated by our Belgian-based subsidiary MaSTherCell S.A. MaSTherCell's current operating plan will require additional capital to fund, among other things, the operation, enhancement and expansion of our operations and facilities footprint to satisfy increasing market demand. See below under "Risks Related to Our CDMO Business."

We have not generated revenues in our diabetes technology business, and any revenues that we may generate are not expected in the foreseeable future to be sufficient to cover costs attributable to that business. Ultimately, we may never generate sufficient revenue from our cellular therapy business for us to reach profitability, generate positive cash flow or sustain, on an ongoing basis, our current or projected levels of product development and other operations.

If we fail to obtain the capital necessary to fund our operations, our financial results, financial condition and ability to continue as a going concern will be adversely affected and we will have to delay, reduce the scope of or terminate some or all of our research and development programs and may be forced to cease operations.

Our current operating plan will require significant levels of additional capital to fund the continued development of our cell therapy product candidates and the operation, enhancement and expansion of our manufacturing operations and our clinical development activities.

Our consolidated financial statements for the year ended November 30, 2016 have been prepared assuming that we will continue as a going concern. Our recurring losses from operations and our stockholders' deficit raise substantial doubt about our ability to continue as a going concern. As a result, our independent registered public accounting firm included an explanatory paragraph in its report on our consolidated financial statements for the year ended November 30, 2016 with respect to this uncertainty. We do not anticipate generating meaningful revenue in the foreseeable future and we will need to raise additional capital to fund our operating requirements and continue as a going concern. In addition, the perception that we may not be able to continue as a going concern may cause others to choose not to deal with us due to concerns about our ability to meet our contractual obligations and may adversely affect our ability to raise additional capital.

Based upon our current plan of operations, and assuming we raise capital as and when needed, we anticipate spending approximately \$11 million on manufacturing and scale-up activities during the 12 months ending November 30, 2017. Our capital requirements will depend on many factors, including:

- The number and type of product candidates that we pursue;
- The progress, timing, scope, number and complexity of preclinical studies and clinical trials that we undertake;
- The timing and cost involved in obtaining FDA and other regulatory approvals;
- Costs related to maintaining, expanding and enforcing our intellectual property portfolio;
- Whether we enter into joint venture, licensing, collaboration or other strategic transactions involving funding or otherwise relating to research and development, manufacturing or marketing activities, and the scope and terms of any such arrangements;
- The time and cost necessary to launch and successfully commercialize our product candidates, if approved;
- the cost of expansion of our development and manufacturing operations, including but not limited to the costs of expanded facilities, equipment costs, engineering and innovation initiatives; and
- Our ability to support, both financially and operationally, our joint venture collaborations including CureCell Co., Ltd. and Atvio Biotech Ltd.

We may seek to raise additional capital through equity or debt financing and collaborative arrangements, or some combination thereof. Substantially all of our operating capital requirements since inception have been provided by existing investors, on an as needed basis. Additional capital may not be available on acceptable terms, or at all. If we raise capital through the sale of equity-based securities, dilution to our then-existing equity investors would result. If we obtain capital through the incurrence of debt, we would likely become subject to covenants restricting our business activities, and holders of debt instruments would have rights and privileges senior to those of our equity investors. In addition, servicing the interest and repayment obligations under borrowings would divert funds that would otherwise be available to support research and development, clinical or commercialization activities. Should we obtain capital through collaborative arrangements, these arrangements may require us to relinquish some rights to our technologies or product candidates. We may consequently become dependent on third parties.

If we are unable to obtain adequate financing on a timely basis, we may be required to delay, reduce the scope of or eliminate one or more of our planned research and development programs and otherwise limit or cease our operations.

We owe significant amounts of money under convertible loan agreements and, unless these amounts are converted or we raise significant working capital we may not be able to pay them when due.

As of February 28, 2017, we owed approximately \$7.8 million in principal amount and accrued interest under convertible loan agreements with third party lenders with maturity dates between March 21, 2017 and February 28, 2019. The operative agreements provide that the holders of these notes can voluntarily convert them into shares of our common stock at fixed pre-arranged rates and, for approximately \$4 million in principal amount of these loans, there are mandatory conversion features which provide that the loans are mandatorily converted into common stock at fixed pre-arranged rates upon the occurrence of certain specified conditions, including the trading of our stock price at above \$0.52 (adjusted for capital adjustments) for a specified number of trading days. Unless these outstanding amounts are converted (whether mandatorily or voluntarily) or we raise sufficient working capital, we may not be able to repay these notes at their stated maturity. Non-payment of these amounts will entitle the holders to take action to recover payment, which may result in attachments or liens on our asset. Any of these developments will have a material adverse effect on our business, financial condition and prospects.

We have incurred losses since inception and may never achieve or sustain profitability.

We have incurred significant operating losses. We expect to incur operating losses for the foreseeable future. We had an accumulated deficit of \$29.8 million as of November 30, 2016. Currently, our revenues are not substantial enough to cover our operating expenses. The extent of future operating losses is highly uncertain, and we may never achieve or sustain profitability.

Risks Relating to the Biopharmaceutical Business

THM is entitled to cancel the License Agreement.

Pursuant to the terms of the License Agreement with THM, the Israeli Subsidiary must develop, manufacture, sell and market the products pursuant to the milestones and time schedule specified in the development plan. In the event the Israeli Subsidiary fails to fulfill the terms of the Development Plan, THM shall be entitled to terminate the License Agreement by providing the Israeli Subsidiary with written notice of such a breach and if the Israeli Subsidiary does not cure such breach within one year of receiving the notice. If THM cancels the License Agreement, our business may be materially adversely affected. THM may also terminate the License Agreement if the Israeli Subsidiary breaches an obligation contained in the License Agreement and does not cure it within 180 days of receiving notice of the breach. Any termination or cancellation of the License Agreement is likely to materially adversely affect our business and prospects.

If we are unable to successfully acquire, develop or commercialize new products, our operating results will suffer.

Our future results of operations will depend to a significant extent upon our ability to successfully develop and commercialize our technology and businesses in a timely manner. There are numerous difficulties in developing and commercializing new technologies and products, including:

- successfully achieving major developmental steps required to bring the product to a clinical testing stage and clinical testing may not be positive;
- developing, testing and manufacturing products in compliance with regulatory standards in a timely manner;
- the failure to receive requisite regulatory approvals for such products in a timely manner or at all;
- developing and commercializing a new product is time consuming, costly and subject to numerous factors, including legal actions brought by our competitors, that may delay or prevent the development and commercialization of our product;
- incomplete, unconvincing or equivocal clinical trials data;
- experiencing delays or unanticipated costs;
- significant and unpredictable changes in the payer landscape, coverage and reimbursement for our future product;
- experiencing delays as a result of limited resources at the U.S. Food and Drug Administration (“FDA”) or other regulatory agencies; and
- changing review and approval policies and standards at the FDA and other regulatory agencies.

As a result of these and other difficulties, products in development by us may or may not receive timely regulatory approvals, or approvals at all, necessary for marketing by us or other third-party partners. If any of our future products are not approved in a timely fashion or, when acquired or developed and approved, cannot be successfully manufactured, commercialized or reimbursed, our operating results could be adversely affected. We cannot guarantee that any investment we make in developing product will be recouped, even if we are successful in commercializing these products.

Our research and development programs are based on novel technologies and are inherently risky.

We are subject to the risks of failure inherent in the development of products based on new technologies. The novel nature of our cell therapy technology creates significant challenges with respect to product development and optimization, manufacturing, government regulation and approval, third-party reimbursement and market acceptance. For example, the FDA has relatively limited experience with the development and regulation of cell therapy products and, therefore, the pathway to marketing approval for our cell therapy product candidates may accordingly be more complex, lengthy and uncertain than for a more conventional product candidate. The indications of use for which we choose to pursue development may have clinical effectiveness endpoints that have not previously been reviewed or validated by the FDA, which may complicate or delay our effort to ultimately obtain FDA approval. Our efforts to overcome these challenges may not prove successful, and any product candidate we seek to develop may not be successfully developed or commercialized.

Extensive industry regulation has had, and will continue to have, a significant impact on our business, especially our product development, manufacturing and distribution capabilities.

All pharmaceutical companies are subject to extensive, complex, costly and evolving government regulation. For the U.S., this is principally administered by the FDA and to a lesser extent by the Drug Enforcement Administration (“DEA”) and state government agencies, as well as by varying regulatory agencies in foreign countries where products or product candidates are being manufactured and/or marketed. The Federal Food, Drug and Cosmetic Act, the Controlled Substances Act and other federal statutes and regulations, and similar foreign statutes and regulations, govern or influence the testing, manufacturing, packing, labeling, storing, record keeping, safety, approval, advertising, promotion, sale and distribution of our future products.

Under these regulations, we may become subject to periodic inspection of our facilities, procedures and operations and/or the testing of our future products by the FDA, the DEA and other authorities, which conduct periodic inspections to confirm that we are in compliance with all applicable regulations. In addition, the FDA and foreign regulatory agencies conduct pre-approval and post-approval reviews and plant inspections to determine whether our systems and processes are in compliance with current good manufacturing practice (“cGMP”) and other regulations. Following such inspections, the FDA or other agency may issue observations, notices, citations and/or warning letters that could cause us to modify certain activities identified during the inspection. FDA guidelines specify that a warning letter is issued only for violations of “regulatory significance” for which the failure to adequately and promptly achieve correction may be expected to result in an enforcement action. We may also be required to report adverse events associated with our future products to FDA and other regulatory authorities. Unexpected or serious health or safety concerns would result in labeling changes, recalls, market withdrawals or other regulatory actions.

The range of possible sanctions includes, among others, FDA issuance of adverse publicity, product recalls or seizures, fines, total or partial suspension of production and/or distribution, suspension of the FDA’s review of product applications, enforcement actions, injunctions, and civil or criminal prosecution. Any such sanctions, if imposed, could have a material adverse effect on our business, operating results, financial condition and cash flows. Under certain circumstances, the FDA also has the authority to revoke previously granted drug approvals. Similar sanctions as detailed above may be available to the FDA under a consent decree, depending upon the actual terms of such decree. If internal compliance programs do not meet regulatory agency standards or if compliance is deemed deficient in any significant way, it could materially harm our business.

For Europe, the European Medicines Agency (“EMA”) will regulate our future products. Regulatory approval by the EMA will be subject to the evaluation of data relating to the quality, efficacy and safety of our future products for its proposed use. The time taken to obtain regulatory approval varies between countries. Different regulators may impose their own requirements and may refuse to grant, or may require additional data before granting, an approval, notwithstanding that regulatory approval may have been granted by other regulators.

Regulatory approval may be delayed, limited or denied for a number of reasons, including insufficient clinical data, the product not meeting safety or efficacy requirements or any relevant manufacturing processes or facilities not meeting applicable requirements.

Further trials and other costly and time-consuming assessments of the product may be required to obtain or maintain regulatory approval. Medicinal products are generally subject to lengthy and rigorous pre-clinical and clinical trials and other extensive, costly and time-consuming procedures mandated by regulatory authorities. We may be required to conduct additional trials beyond those currently planned, which could require significant time and expense.

We have never generated any revenue from product sales and our ability to generate revenue from product sales and become profitable depends significantly on our success in a number of factors.

We have no products approved for commercial sale, have not generated any revenue from product sales, and do not anticipate generating any revenue from product sales until sometime after we have received regulatory approval for the commercial sale of a product candidate. Our ability to generate revenue and achieve profitability depends significantly on our success in many factors, including:

- completing research regarding, and nonclinical and clinical development of, our product candidates;
- obtaining regulatory approvals and marketing authorizations for product candidates for which we complete clinical studies;
- developing a sustainable and scalable manufacturing process for our product candidates, including establishing and maintaining commercially viable supply relationships with third parties and establishing our own manufacturing capabilities and infrastructure;
- launching and commercializing product candidates for which we obtain regulatory approvals and marketing authorizations, either directly or with a collaborator or distributor;
- obtaining market acceptance of our product candidates as viable treatment options;
- addressing any competing technological and market developments;
- identifying, assessing, acquiring and/or developing new product candidates;
- negotiating favorable terms in any collaboration, licensing, or other arrangements into which we may enter;
- maintaining, protecting, and expanding our portfolio of intellectual property rights, including patents, trade secrets, and know-how; and
- attracting, hiring, and retaining qualified personnel.

Even if one or more of the product candidates that we develop is approved for commercial sale, we anticipate incurring significant costs associated with commercializing any approved product candidate. Our expenses could increase beyond expectations if we are required by the U.S. Food and Drug Administration, or the FDA, or other regulatory agencies, domestic or foreign, to change our manufacturing processes or assays, or to perform clinical, nonclinical, or other types of studies in addition to those that we currently anticipate. If we are successful in obtaining regulatory approvals to market one or more of our product candidates, our revenue will be dependent, in part, upon the size of the markets in the territories for which we gain regulatory approval, the accepted price for the product, the ability to get reimbursement at any price, and whether we own the commercial rights for that territory. If the number of our addressable disease patients is not as significant as we estimate, the indication approved by regulatory authorities is narrower than we expect, or the reasonably accepted population for treatment is narrowed by competition, physician choice or treatment guidelines, we may not generate significant revenue from sales of such products, even if approved. If we are not able to generate revenue from the sale of any approved products, we may never become profitable.

We have concentrated our research and development efforts on technology using cell-based therapy, and our future success is highly dependent on the successful development of that technology for diabetes.

We have developed a technology that demonstrates the capacity to induce a shift in the developmental fate of cells from the liver and differentiating (converting) them into “pancreatic beta cell-like” insulin-producing cells for patients with diabetes. Based on licensed know-how and patents, our intention is to develop our technology to the clinical stage for regeneration of functional insulin-producing cells, thus enabling normal glucose regulated insulin secretion, via cell therapy. By using therapeutic agents (i.e., PDX-1, and additional pancreatic transcription factors in an adenovirus-vector) that efficiently convert a sub-population of liver cells into pancreatic islets phenotype and function, this approach allows the diabetic patient to be the donor of his own therapeutic tissue and to start producing his/her own insulin in a glucose-responsive manner, thereby eliminating the need for insulin injections. Because this is a new approach to treating diabetes, developing and commercializing our product candidates subjects us to a number of challenges, including:

- obtaining regulatory approval from the FDA and other regulatory authorities that have very limited experience with the commercial development of our technology for diabetes;
- developing and deploying consistent and reliable processes for engineering a patient's liver cells ex vivo and infusing the engineered cells back into the patient;
- developing processes for the safe administration of these products, including long-term follow-up for all patients who receive our products;
- sourcing clinical and, if approved, commercial supplies for the materials used to manufacture and process our products;
- developing a manufacturing process and distribution network with a cost of goods that allows for an attractive return on investment; and
- establishing sales and marketing capabilities after obtaining any regulatory approval to gain market acceptance.

When we are able to commence our clinical trials, we may not be able to conduct our trials on the timelines we expect.

Clinical testing is expensive, time consuming, and subject to uncertainty. We cannot guarantee that any clinical studies will be conducted as planned or completed on schedule, if at all. We expect that our early clinical work will help support the filing with the FDA of an IND for our product in 2016. However, we cannot be sure that we will be able to submit an IND in this time-frame, and we cannot be sure that submission of an IND will result in the FDA allowing clinical trials to begin. Moreover, even if these trials begin, issues may arise that could suspend or terminate such clinical trials. A failure of one or more clinical studies can occur at any stage of testing, and our future clinical studies may not be successful. Events that may prevent successful or timely completion of clinical development include:

- the inability to generate sufficient preclinical or other in vivo or in vitro data to support the initiation of clinical studies;
- delays in reaching a consensus with regulatory agencies on study design;
- the FDA not allowing us to use the clinical trial data from a research institution to support an IND if we cannot demonstrate the comparability of our product candidates with the product candidate used by the relevant research institution in its clinical studies;
- delays in obtaining required Institutional Review Board, or IRB, approval at each clinical study site;
- imposition of a temporary or permanent clinical hold by regulatory agencies for a number of reasons, including after review of an IND application or amendment, or equivalent application or amendment; as a result of a new safety finding that presents unreasonable risk to clinical trial participants; a negative finding from an inspection of our clinical study operations or study sites; developments on trials conducted by competitors for related technology that raises FDA concerns about risk to patients of the technology broadly; or if FDA finds that the investigational protocol or plan is clearly deficient to meet its stated objectives;
- delays in recruiting suitable patients to participate in our clinical studies;
- difficulty collaborating with patient groups and investigators;
- failure to perform in accordance with the FDA's current good clinical practices, or cGCPs, requirements, or applicable regulatory guidelines in other countries;
- delays in having patients complete participation in a study or return for post-treatment follow-up;
- patients dropping out of a study;
- occurrence of adverse events associated with the product candidate that are viewed to outweigh its potential benefits;
- changes in regulatory requirements and guidance that require amending or submitting new clinical protocols;

- changes in the standard of care on which a clinical development plan was based, which may require new or additional trials;
- the cost of clinical studies of our product candidates being greater than we anticipate;
- clinical studies of our product candidates producing negative or inconclusive results, which may result in our deciding, or regulators requiring us, to conduct additional clinical studies or abandon product development programs; and
- delays in manufacturing, testing, releasing, validating, or importing/exporting sufficient stable quantities of our product candidates for use in clinical studies or the inability to do any of the foregoing.

Any inability to successfully complete preclinical and clinical development could result in additional costs to us or impair our ability to generate revenue. In addition, if we make manufacturing or formulation changes to our product candidates, we may be required to or we may elect to conduct additional studies to bridge our modified product candidates to earlier versions. Clinical study delays could also shorten any periods during which our products have patent protection and may allow our competitors to bring products to market before we do, which could impair our ability to successfully commercialize our product candidates and may harm our business and results of operations.

Our clinical trial results may also not support approval, whether accelerated approval, conditional marketing authorizations, or regular approval. The results of preclinical and clinical studies may not be predictive of the results of later-stage clinical trials, and product candidates in later stages of clinical trials may fail to show the desired safety and efficacy despite having progressed through preclinical studies and initial clinical trials. In addition, our product candidates could fail to receive regulatory approval for many reasons, including the following:

- the FDA or comparable foreign regulatory authorities may disagree with the design or implementation of our clinical trials;
- the population studied in the clinical program may not be sufficiently broad or representative to assure safety in the full population for which we seek approval;
- we may be unable to demonstrate that our product candidates' risk-benefit ratios for their proposed indications are acceptable;
- the results of clinical trials may not meet the level of statistical significance required by the FDA or comparable foreign regulatory authorities for approval;
- we may be unable to demonstrate that the clinical and other benefits of our product candidates outweigh their safety risks;
- the FDA or comparable foreign regulatory authorities may disagree with our interpretation of data from preclinical studies or clinical trials;
- the data collected from clinical trials of our product candidates may not be sufficient to the satisfaction of the FDA or comparable foreign regulatory authorities to obtain regulatory approval in the United States or elsewhere;
- the FDA or comparable foreign regulatory authorities may fail to approve the manufacturing processes, our own manufacturing facilities, or our third-party manufacturers' facilities with which we contract for clinical and commercial supplies; and
- the approval policies or regulations of the FDA or comparable foreign regulatory authorities may significantly change in a manner rendering our clinical data insufficient for approval.

Further, failure to obtain approval for any of the above reasons may be made more likely by the fact that the FDA and other regulatory authorities have very limited experience with commercial development of our cell therapy for the treatment of Type 1 Diabetes.

Our product candidates may cause undesirable side effects or have other properties that could halt their clinical development, prevent their regulatory approval, limit their commercial potential, or result in significant negative consequences.

As with most biological drug products, use of our product candidates could be associated with side effects or adverse events which can vary in severity from minor reactions to death and in frequency from infrequent to prevalent. Any of these occurrences may materially and adversely harm our business, financial condition and prospects.

Research and development of biopharmaceutical products is inherently risky.

We may not be successful in our efforts to use and enhance our technology platform to create a pipeline of product candidates and develop commercially successful products, or we may expend our limited resources on programs that do not yield a successful product candidate and fail to capitalize on product candidates or diseases that may be more profitable or for which there is a greater likelihood of success. If we fail to develop additional product candidates, our commercial opportunity will be limited. Even if we are successful in continuing to build our pipeline, obtaining regulatory approvals and commercializing additional product candidates will require substantial additional funding beyond the net proceeds of this offering and are prone to the risks of failure inherent in medical product development. Investment in biopharmaceutical product development involves significant risk that any potential product candidate will fail to demonstrate adequate efficacy or an acceptable safety profile, gain regulatory approval, and become commercially viable. We cannot provide you any assurance that we will be able to successfully advance any of these additional product candidates through the development process. Our research programs may initially show promise in identifying potential product candidates, yet fail to yield product candidates for clinical development or commercialization for many reasons, including the following:

- our platform may not be successful in identifying additional product candidates;
- we may not be able or willing to assemble sufficient resources to acquire or discover additional product candidates;
- our product candidates may not succeed in preclinical or clinical testing;
- a product candidate may on further study be shown to have harmful side effects or other characteristics that indicate it is unlikely to be effective or otherwise does not meet applicable regulatory criteria;
- competitors may develop alternatives that render our product candidates obsolete or less attractive;
- product candidates we develop may nevertheless be covered by third parties' patents or other exclusive rights;
- the market for a product candidate may change during our program so that the continued development of that product candidate is no longer reasonable;
- a product candidate may not be capable of being produced in commercial quantities at an acceptable cost, or at all; and
- a product candidate may not be accepted as safe and effective by patients, the medical community or third-party payers, if applicable.

If any of these events occur, we may be forced to abandon our development efforts for a program or programs, or we may not be able to identify, discover, develop, or commercialize additional product candidates, which would have a material adverse effect on our business and could potentially cause us to cease operations.

Our product candidates are biologics and the manufacture of our product candidates is complex and we may encounter difficulties in production, particularly with respect to process development or scaling-out of our manufacturing capabilities.

If we encounter such difficulties, our ability to provide supply of our product candidates for clinical trials or our products for patients, if approved, could be delayed or stopped, or we may be unable to maintain a commercially viable cost structure. Our product candidates are biologics and the process of manufacturing our products is complex, highly regulated and subject to multiple risks. The manufacture of our product candidates involves complex processes, including the biopsy of tissue from a patient's liver, propagation of the patient's liver cells from that liver tissue to obtain the desired dose, trans-differentiating those cells into insulin-producing cells *ex vivo* and ultimately infusing the cells back into a patient's body. As a result of the complexities, the cost to manufacture biologics is generally higher than traditional small molecule chemical compounds, and the manufacturing process is less reliable and is more difficult to reproduce. Our manufacturing process will be susceptible to product loss or failure due to logistical issues associated with the collection of liver cells, or starting material, from the patient, shipping such material to the manufacturing site, shipping the final product back to the patient, and infusing the patient with the product, manufacturing issues associated with the differences in patient starting materials, interruptions in the manufacturing process, contamination, equipment or reagent failure, improper installation or operation of equipment, vendor or operator error, inconsistency in cell growth, and variability in product characteristics. Even minor deviations from normal manufacturing processes could result in reduced production yields, product defects, and other supply disruptions. If for any reason we lose a patient's starting material or later-developed product at any point in the process, the manufacturing process for that patient will need to be restarted and the resulting delay may adversely affect that patient's outcome. If microbial, viral, or other contaminations are discovered in our product candidates or in the manufacturing facilities in which our product candidates are made, such manufacturing facilities may need to be closed for an extended period of time to investigate and remedy the contamination. Because our product candidates are manufactured for each particular patient, we will be required to maintain a chain of identity with respect to materials as they move from the patient to the manufacturing facility, through the manufacturing process, and back to the patient. Maintaining such a chain of identity is difficult and complex, and failure to do so could result in adverse patient outcomes, loss of product, or regulatory action including withdrawal of our products from the market. Further, as product candidates are developed through preclinical to late stage clinical trials towards approval and commercialization, it is common that various aspects of the development program, such as manufacturing methods, are altered along the way in an effort to optimize processes and results. Such changes carry the risk that they will not achieve these intended objectives, and any of these changes could cause our product candidates to perform differently and affect the results of planned clinical trials or other future clinical trials.

Although we are working to develop commercially viable processes, doing so is a difficult and uncertain task, and there are risks associated with scaling to the level required for advanced clinical trials or commercialization, including, among others, cost overruns, potential problems with process scale-out, process reproducibility, stability issues, lot consistency, and timely availability of reagents or raw materials. We may ultimately be unable to reduce the cost of goods for our product candidates to levels that will allow for an attractive return on investment if and when those product candidates are commercialized.

We expect that continued development of our manufacturing facility via MaSTherCell will provide us with enhanced control of material supply for both clinical trials and the commercial market, enable the more rapid implementation of process changes, and allow for better long-term margins. We may establish multiple manufacturing facilities as we expand our commercial footprint to multiple geographies, which may lead to regulatory delays or prove costly. Even if we are successful, our manufacturing capabilities could be affected by cost-overruns, unexpected delays, equipment failures, labor shortages, natural disasters, power failures and numerous other factors that could prevent us from realizing the intended benefits of our manufacturing strategy and have a material adverse effect on our business.

In addition, the manufacturing process for any products that we may develop is subject to FDA and foreign regulatory authority approval process, and we will need to contract with manufacturers who can meet all applicable FDA and foreign regulatory authority requirements on an ongoing basis. If we or our CMOs are unable to reliably produce products to specifications acceptable to the FDA or other regulatory authorities, we may not obtain or maintain the approvals we need to commercialize such products. Even if we obtain regulatory approval for any of our product candidates, there is no assurance that either we or our CMOs will be able to manufacture the approved product to specifications acceptable to the FDA or other regulatory authorities, to produce it in sufficient quantities to meet the requirements for the potential launch of the product, or to meet potential future demand. Any of these challenges could delay completion of clinical trials, require bridging clinical trials or the repetition of one or more clinical trials, increase clinical trial costs, delay approval of our product candidate, impair commercialization efforts, increase our cost of goods, and have an adverse effect on our business, financial condition, results of operations and growth prospects.

On July 3, 2014, our Belgian Subsidiary entered into a service agreement with MaSTherCell, pursuant to which MaSTherCell will function as our CMO and conduct certain clinical tests related to diabetes treatment research. The term of the service agreement will run until all work is completed (or by either party providing 30 days' written notice of termination) in order to develop a manufacturing process and to manufacture our product. While we anticipate that MaSTherCell will be able to sufficiently support our needs as a CMO, we may need to find other CMOs to meet our clinical and manufacturing needs, of which there are a limited number of third-party manufacturers. This exposes us to the following risks:

- We may be unable to identify manufacturers on acceptable terms or at all because the number of potential manufacturers is limited and the FDA must approve any manufacturers. This approval would require new testing and good manufacturing practices compliance inspections by FDA. In addition, a new manufacturer would have to be educated in, or develop substantially equivalent processes for, production of our products;
- Other manufacturers may have little or no experience with autologous cell products, which are products made from a patient's own cells, and therefore may require a significant amount of support from us in order to implement and maintain the infrastructure and processes required to manufacture our product candidates;
- Our third-party manufacturers might be unable to timely manufacture our product or produce the quantity and quality required to meet our clinical and commercial needs, if any;
- Contract manufacturers may not be able to execute our manufacturing procedures and other logistical support requirements appropriately;
- Our future contract manufacturers may not perform as agreed, may not devote sufficient resources to our products, or may not remain in the contract manufacturing business for the time required to supply our clinical trials or to successfully produce, store, and distribute our products;
- Manufacturers are subject to ongoing periodic unannounced inspection by the FDA and corresponding state agencies to ensure strict compliance with current good manufacturing practices, or cGMP, and other government regulations and corresponding foreign standards. We do not have control over third-party manufacturers' compliance with these regulations and standards;
- We may not own, or may have to share, the intellectual property rights to any improvements made by our third-party manufacturers in the manufacturing process for our products;
- Our third-party manufacturers could breach or terminate their agreement with us;
- Raw materials and components used in the manufacturing process, particularly those for which we have no other source or supplier, may not be available or may not be suitable or acceptable for use due to material or component defects;
- Our contract manufacturers and critical reagent suppliers may be subject to inclement weather, as well as natural or man-made disasters; or
- Our contract manufacturers may have unacceptable or inconsistent product quality success rates and yields.

Each of these risks could delay or prevent the completion of our clinical trials or the approval of any of our product candidates by the FDA, result in higher costs or adversely impact commercialization of our product candidates. In addition, we will rely on third parties to perform certain specification tests on our product candidates prior to delivery to patients. If these tests are not appropriately done and test data are not reliable, patients could be put at risk of serious harm and the FDA could place significant restrictions on our company until deficiencies are remedied.

The manufacture of biological drug products is complex and requires significant expertise and capital investment, including the development of advanced manufacturing techniques and process controls. Manufacturers of biologic products often encounter difficulties in production, particularly in scaling up or out, validating the production process, and assuring high reliability of the manufacturing process (including the absence of contamination). These problems include logistics and shipping, difficulties with production costs and yields, quality control, including stability of the product, product testing, operator error, availability of qualified personnel, as well as compliance with strictly enforced federal, state and foreign regulations. Furthermore, if contaminants are discovered in our supply of our product candidates or in the manufacturing facilities, such manufacturing facilities may need to be closed for an extended period of time to investigate and remedy the contamination. We cannot assure you that any stability failures or other issues relating to the manufacture of our product candidates will not occur in the future. Additionally, our manufacturers may experience manufacturing difficulties due to resource constraints or as a result of labor disputes or unstable political environments. If our manufacturers were to encounter any of these difficulties, or otherwise fail to comply with their contractual obligations, our ability to provide our product candidate to patients in clinical trials would be jeopardized. Any delay or interruption in the supply of clinical trial supplies could delay the completion of clinical trials, increase the costs associated with maintaining clinical trial programs and, depending upon the period of delay, require us to begin new clinical trials at additional expense or terminate clinical trials completely.

Cell-based therapies rely on the availability of reagents, specialized equipment, and other specialty materials, which may not be available to us on acceptable terms or at all. For some of these reagents, equipment, and materials, we rely or may rely on sole source vendors or a limited number of vendors, which could impair our ability to manufacture and supply our products.

Manufacturing our product candidates will require many reagents, which are substances used in our manufacturing processes to bring about chemical or biological reactions, and other specialty materials and equipment, some of which are manufactured or supplied by small companies with limited resources and experience to support commercial biologics production. We currently depend on a limited number of vendors for certain materials and equipment used in the manufacture of our product candidates. Some of these suppliers may not have the capacity to support commercial products manufactured under GMP by biopharmaceutical firms or may otherwise be ill-equipped to support our needs. We also do not have supply contracts with many of these suppliers and may not be able to obtain supply contracts with them on acceptable terms or at all. Accordingly, we may experience delays in receiving key materials and equipment to support clinical or commercial manufacturing.

For some of these reagents, equipment, and materials, we rely and may in the future rely on sole source vendors or a limited number of vendors. An inability to continue to source product from any of these suppliers, which could be due to regulatory actions or requirements affecting the supplier, adverse financial or other strategic developments experienced by a supplier, labor disputes or shortages, unexpected demands, or quality issues, could adversely affect our ability to satisfy demand for our product candidates, which could adversely and materially affect our product sales and operating results or our ability to conduct clinical trials, either of which could significantly harm our business.

As we continue to develop and scale our manufacturing process, we expect that we will need to obtain rights to and supplies of certain materials and equipment to be used as part of that process. We may not be able to obtain rights to such materials on commercially reasonable terms, or at all, and if we are unable to alter our process in a commercially viable manner to avoid the use of such materials or find a suitable substitute, it would have a material adverse effect on our business.

We currently have no marketing and sales organization and have no experience in marketing products. If we are unable to establish marketing and sales capabilities or enter into agreements with third parties to market and sell our product candidates, we may not be able to generate product revenue.

We currently have no sales, marketing, or commercial product distribution capabilities and have no experience in marketing products. We intend to develop an in-house marketing organization and sales force, which will require significant capital expenditures, management resources, and time. We will have to compete with other pharmaceutical and biotechnology companies to recruit, hire, train, and retain marketing and sales personnel. If we are unable or decide not to establish internal sales, marketing and commercial distribution capabilities for any or all products we develop, we will likely pursue collaborative arrangements regarding the sales and marketing of our products. However, there can be no assurance that we will be able to establish or maintain such collaborative arrangements, or if we are able to do so, that they will have effective sales forces. Any revenue we receive will depend upon the efforts of such third parties, which may not be successful. We may have little or no control over the marketing and sales efforts of such third parties, and our revenue from product sales may be lower than if we had commercialized our product candidates ourselves. We also face competition in our search for third parties to assist us with the sales and marketing efforts of our product candidates.

There can be no assurance that we will be able to develop in-house sales and commercial distribution capabilities or establish or maintain relationships with third-party collaborators to successfully commercialize any product in the United States or overseas, and as a result, we may not be able to generate product revenue.

A variety of risks associated with operating our business internationally could materially adversely affect our business. We plan to seek regulatory approval of our product candidates outside of the United States and, accordingly, we expect that we, and any potential collaborators in those jurisdictions, will be subject to additional risks related to operating in foreign countries, including:

- differing regulatory requirements in foreign countries;
- unexpected changes in tariffs, trade barriers, price and exchange controls, and other regulatory requirements;

- economic weakness, including inflation, or political instability in particular foreign economies and markets;
- compliance with tax, employment, immigration, and labor laws for employees living or traveling abroad;
- foreign taxes, including withholding of payroll taxes;
- foreign currency fluctuations, which could result in increased operating expenses and reduced revenue, and other obligations incident to doing business in another country;
- difficulties staffing and managing foreign operations;
- workforce uncertainty in countries where labor unrest is more common than in the United States;
- potential liability under the Foreign Corrupt Practices Act of 1977 or comparable foreign laws;
- challenges enforcing our contractual and intellectual property rights, especially in those foreign countries that do not respect and protect intellectual property rights to the same extent as the United States;
- production shortages resulting from any events affecting raw material supply or manufacturing capabilities abroad; and
- business interruptions resulting from geo-political actions, including war and terrorism.

These and other risks associated with our planned international operations may materially adversely affect our ability to attain or maintain profitable operations.

We face significant competition from other biotechnology and pharmaceutical companies, and our operating results will suffer if we fail to compete effectively.

The biopharmaceutical industry, and the rapidly evolving market for developing cell-based therapies is characterized by intense competition and rapid innovation. Our competitors may be able to develop other compounds or drugs that are able to achieve similar or better results. Our potential competitors include major multinational pharmaceutical companies, established biotechnology companies, specialty pharmaceutical companies, universities, and other research institutions. Many of our competitors have substantially greater financial, technical and other resources, such as larger research and development staff and experienced marketing and manufacturing organizations as well as established sales forces. Smaller or early-stage companies may also prove to be significant competitors, particularly through collaborative arrangements with large, established companies. Mergers and acquisitions in the biotechnology and pharmaceutical industries may result in even more resources being concentrated in our competitors. Competition may increase further as a result of advances in the commercial applicability of technologies and greater availability of capital for investment in these industries. Our competitors, either alone or with collaborative partners, may succeed in developing, acquiring or licensing on an exclusive basis drug or biologic products that are more effective, safer, more easily commercialized, or less costly than our product candidates or may develop proprietary technologies or secure patent protection that we may need for the development of our technologies and products.

Specifically, we face significant competition from companies in the insulin therapy market. Insulin therapy is widely used for Insulin-Dependent Diabetes Mellitus (IDDM) patients who are not controlled with oral medications. The global diabetes market comprising the insulin, insulin analogues and other anti-diabetic drugs has been evolving rapidly. A look at the diabetes market reveals that it is dominated by a handful of participants such as Novo Nordisk A/S, Eli Lilly and Company, Sanofi-Aventis, Takeda Pharmaceutical Company Limited, Pfizer Inc., Merck KGaA, and Bayer AG. Even if we obtain regulatory approval of our product candidates, we may not be the first to market and that may affect the price or demand for our product candidates. Additionally, the availability and price of our competitors' products could limit the demand and the price we are able to charge for our product candidates. We may not be able to implement our business plan if the acceptance of our product candidates is inhibited by price competition or the reluctance of physicians to switch from existing methods of treatment to our product candidates, or if physicians switch to other new drug or biologic products or choose to reserve our product candidates for use in limited circumstances. Additionally, a competitor could obtain orphan product exclusivity from the FDA with respect to such competitor's product. If such competitor product is determined to be the same product as one of our product candidates, that may prevent us from obtaining approval from the FDA for such product candidate for the same indication for seven years, except in limited circumstances.

We are highly dependent on our key personnel, and if we are not successful in attracting, motivating and retaining highly qualified personnel, we may not be able to successfully implement our business strategy.

Our ability to compete in the highly competitive biotechnology and pharmaceutical industries depends upon our ability to attract, motivate and retain highly qualified managerial, scientific and medical personnel. We are highly dependent on our management, particularly our chief science officer, Prof. Sarah Ferber and our chief executive officer, Vered Caplan. The loss of the services of any of our executive officers, other key employees, and other scientific and medical advisors, and our inability to find suitable replacements, could result in delays in product development and harm our business. Competition for skilled personnel is intense and the turnover rate can be high, which may limit our ability to hire and retain highly qualified personnel on acceptable terms or at all.

To induce valuable employees to remain at our company, in addition to salary and cash incentives, we have provided stock option grants that vest over time. The value to employees of these equity grants that vest over time may be significantly affected by movements in our stock price that are beyond our control, and may at any time be insufficient to counteract more lucrative offers from other companies. Although we have employment agreements with our key employees, these employment agreements provide for at-will employment, which means that any of our employees could leave our employment at any time, with or without notice. We do not maintain “key man” insurance policies on the lives of all of these individuals or the lives of any of our other employees.

Risks Related to our Company and Business Generally

Our success will depend on strategic collaborations with third parties to develop and commercialize product candidates, and we may not have control over a number of key elements relating to the development and commercialization of any such product candidate.

A key aspect of our strategy is to seek collaboration with a partner, such as a large pharmaceutical organization, that is willing to further develop and commercialize a selected product candidate. To date, we have not entered into any such collaborative arrangement.

By entering into any such strategic collaboration, we may rely on our partner for financial resources and for development, regulatory and commercialization expertise. Our partner may fail to develop or effectively commercialize our product candidate because they:

- do not have sufficient resources or decide not to devote the necessary resources due to internal constraints such as limited cash or human resources;
- decide to pursue a competitive potential product developed outside of the collaboration;
- cannot obtain the necessary regulatory approvals;
- determine that the market opportunity is not attractive; or
- cannot manufacture or obtain the necessary materials in sufficient quantities from multiple sources or at a reasonable cost.

We may not be able to enter into a collaboration on acceptable terms, if at all. We face competition in our search for partners from other organizations worldwide, many of whom are larger and are able to offer more attractive deals in terms of financial commitments, contribution of human resources, or development, manufacturing, regulatory or commercial expertise and support.

If we are not successful in attracting a partner and entering into a collaboration on acceptable terms, we may not be able to complete development of or commercialize any product candidate. In such event, our ability to generate revenues and achieve or sustain profitability would be significantly hindered and we may not be able to continue operations as proposed, requiring us to modify our business plan, curtail various aspects of our operations or cease operations.

Third parties to whom we may license or transfer development and commercialization rights for products covered by intellectual property rights may not be successful in their efforts, and as a result, we may not receive future royalty or other milestone payments relating to those products or rights.

We will need to grow the size and capabilities of our organization, and we may experience difficulties in managing this growth.

As of November 30, 2016, we had 80 full-time employees. As our development and commercialization plans and strategies develop, we must add a significant number of additional managerial, operational, sales, marketing, financial, and other personnel. Future growth will impose significant added responsibilities on members of management, including:

- identifying, recruiting, integrating, maintaining, and motivating additional employees;
- managing our internal development efforts effectively, including the clinical and FDA review process for our product candidates, while complying with our contractual obligations to contractors and other third parties; and
- improving our operational, financial and management controls, reporting systems, and procedures.

Our future financial performance and our ability to commercialize our product candidates will depend, in part, on our ability to effectively manage any future growth, and our management may also have to divert a disproportionate amount of its attention away from day-to-day activities in order to devote a substantial amount of time to managing these growth activities. Our efforts to manage our growth are complicated by the fact that only our chief executive officer has been with us since before August 2014. This lack of long-term experience working together may adversely impact our senior management team's ability to effectively manage our business and growth.

We currently rely, and for the foreseeable future will continue to rely, in substantial part on certain independent organizations, advisors and consultants to provide certain services. There can be no assurance that the services of these independent organizations, advisors and consultants will continue to be available to us on a timely basis when needed, or that we can find qualified replacements. In addition, if we are unable to effectively manage our outsourced activities or if the quality or accuracy of the services provided by consultants is compromised for any reason, our clinical trials may be extended, delayed, or terminated, and we may not be able to obtain regulatory approval of our product candidates or otherwise advance our business. There can be no assurance that we will be able to manage our existing consultants or find other competent outside contractors and consultants on economically reasonable terms, if at all. If we are not able to effectively expand our organization by hiring new employees and expanding our groups of consultants and contractors, we may not be able to successfully implement the tasks necessary to further develop and commercialize our product candidates and, accordingly, may not achieve our research, development, and commercialization goals.

We have entered into collaborations and may form or seek collaborations or strategic alliances or enter into additional licensing arrangements in the future, and we may not realize the benefits of such alliances or licensing arrangements.

We may form or seek strategic alliances, create joint ventures or collaborations, or enter into additional licensing arrangements with third parties that we believe will complement or augment our development and commercialization efforts with respect to our product candidates and any future product candidates that we may develop. Any of these relationships may require us to incur non-recurring and other charges, increase our near and long-term expenditures, issue securities that dilute our existing stockholders, or disrupt our management and business. In addition, we face significant competition in seeking appropriate strategic partners and the negotiation process is time-consuming and complex. Moreover, we may not be successful in our efforts to establish a strategic partnership or other alternative arrangements for our product candidates because they may be deemed to be at too early of a stage of development for collaborative effort and third parties may not view our product candidates as having the requisite potential to demonstrate safety and efficacy. Further, collaborations involving our product candidates, such as our collaborations with third-party research institutions, are subject to numerous risks, which may include the following:

- collaborators have significant discretion in determining the efforts and resources that they will apply to a collaboration;
- collaborators may not pursue development and commercialization of our product candidates or may elect not to continue or renew development or commercialization programs based on clinical trial results, changes in their strategic focus due to the acquisition of competitive products, availability of funding, or other external factors, such as a business combination that diverts resources or creates competing priorities;

- collaborators may delay clinical trials, provide insufficient funding for a clinical trial, stop a clinical trial, abandon a product candidate, repeat or conduct new clinical trials, or require a new formulation of a product candidate for clinical testing;
- collaborators could independently develop, or develop with third parties, products that compete directly or indirectly with our products or product candidates;
- a collaborator with marketing and distribution rights to one or more products may not commit sufficient resources to their marketing and distribution;
- collaborators may not properly maintain or defend our intellectual property rights or may use our intellectual property or proprietary information in a way that gives rise to actual or threatened litigation that could jeopardize or invalidate our intellectual property or proprietary information or expose us to potential liability;
- disputes may arise between us and a collaborator that cause the delay or termination of the research, development or commercialization of our product candidates, or that result in costly litigation or arbitration that diverts management attention and resources;
- collaborations may be terminated and, if terminated, may result in a need for additional capital to pursue further development or commercialization of the applicable product candidates; and
- collaborators may own or co-own intellectual property covering our products that results from our collaborating with them, and in such cases, we would not have the exclusive right to commercialize such intellectual property.

As a result, if we enter into collaboration agreements and strategic partnerships or license our products or businesses, we may not be able to realize the benefit of such transactions if we are unable to successfully integrate them with our existing operations and company culture, which could delay our timelines or otherwise adversely affect our business. We also cannot be certain that, following a strategic transaction or license, we will achieve the revenue or specific net income that justifies such transaction. Any delays in entering into new collaborations or strategic partnership agreements related to our product candidates could delay the development and commercialization of our product candidates in certain geographies for certain indications, which would harm our business prospects, financial condition, and results of operations.

Our success depends on our ability to protect our intellectual property and our proprietary technologies.

Our commercial success depends in part on our ability to obtain and maintain patent protection and trade secret protection for our product candidates, proprietary technologies, and their uses as well as our ability to operate without infringing upon the proprietary rights of others. We can provide no assurance that our patent applications or those of our licensors will result in additional patents being issued or that issued patents will afford sufficient protection against competitors with similar technologies, nor can there be any assurance that the patents issued will not be infringed, designed around or invalidated by third parties. Even issued patents may later be found unenforceable or may be modified or revoked in proceedings instituted by third parties before various patent offices or in courts. The degree of future protection for our proprietary rights is uncertain. Only limited protection may be available and may not adequately protect our rights or permit us to gain or keep any competitive advantage. Composition-of-matter patents on the biological or chemical active pharmaceutical ingredients are generally considered to offer the strongest protection of intellectual property and provide the broadest scope of patent protection for pharmaceutical products, as such patents provide protection without regard to any method of use or any method of manufacturing. While we have an issued patent in the United States with a claim for a composition directed to a vector comprising a promoter linked to a pancreatic and duodenal homeobox 1 (PDX-1) polypeptide, and a carrier, we cannot be certain that the claim in our issued patent will not be found invalid or unenforceable if challenged. We cannot be certain that the claims in our issued United States methods of use patents will not be found invalid or unenforceable if challenged. We cannot be certain that the pending applications covering composition-of-matter of our transdifferentiated cell populations will be considered patentable by the United States Patent and Trademark Office (USPTO), and courts in the United States or by the patent offices and courts in foreign countries, nor can we be certain that the claims in our issued patents will not be found invalid or unenforceable if challenged. Even if our patent applications covering populations of transdifferentiated cells issue as patents, the patents protect a specific transdifferentiated cell product and may not be enforced against competitors making and marketing a product that has the same activity. Method-of-use patents protect the use of a product for the specified method or for treatment of a particular indication. This type of patents may not be enforced against competitors making and marketing a product that has cells that may provide the same activity but is used for a method not included in the patent. Moreover, even if competitors do not actively promote their product for our targeted indications, physicians may prescribe these products “off-label.” Although off-label prescriptions may infringe or contribute to the infringement of method-of-use patents, the practice is common and such infringement is difficult to prevent or prosecute.

Our issued patent having a claim for a composition comprising a vector comprising a promoter linked to PDX-1 is expected to expire in the United States in 2021. Our additional patents to methods of use of the vector, and pending patent applications to transdifferentiated cell populations made by a process of contacting non-pancreatic β -cells and their use to treat various indications are expected to expire at various times that range from 2023 (for issued United States patents) to potentially 2035 (for pending patent applications if patents were to issue on the pending applications filed thereon).

The patent application process is subject to numerous risks and uncertainties, and there can be no assurance that we or any of our future development partners will be successful in protecting our product candidates by obtaining and defending patents. These risks and uncertainties include the following:

- the USPTO and various foreign governmental patent agencies require compliance with a number of procedural, documentary, fee payment and other provisions during the patent process. There are situations in which noncompliance can result in abandonment or lapse of a patent or patent application, resulting in partial or complete loss of patent rights in the relevant jurisdiction. In such an event, competitors might be able to enter the market earlier than would otherwise have been the case;
- patent applications may not result in any patents being issued;
- patents that may be issued or in-licensed may be challenged, invalidated, modified, revoked, circumvented, found to be unenforceable or otherwise may not provide any competitive advantage;
- our competitors, many of whom have substantially greater resources and many of whom have made significant investments in competing technologies, may seek or may have already obtained patents that will limit, interfere with or eliminate our ability to make, use, and sell our potential product candidates;
- there may be significant pressure on the U.S. government and international governmental bodies to limit the scope of patent protection both inside and outside the United States for disease treatments that prove successful, as a matter of public policy regarding worldwide health concerns; and
- countries other than the United States may have patent laws less favorable to patentees than those upheld by U.S. courts, allowing foreign competitors a better opportunity to create, develop and market competing product candidates.

In addition, we rely on the protection of our trade secrets and proprietary know-how. Although we have taken steps to protect our trade secrets and unpatented know-how, including entering into confidentiality agreements with third parties, and confidential information and inventions agreements with employees, consultants and advisors, we cannot provide any assurances that all such agreements have been duly executed, and third parties may still obtain this information or may come upon this or similar information independently. Additionally, if the steps taken to maintain our trade secrets are deemed inadequate, we may have insufficient recourse against third parties for misappropriating its trade secrets. If any of these events occurs or if we otherwise lose protection for our trade secrets or proprietary know-how, our business may be harmed.

If product liability lawsuits are brought against us, we may incur substantial liabilities and may be required to limit commercialization of our product candidates.

We face an inherent risk of product liability as a result of the clinical testing of our product candidates and will face an even greater risk if we commercialize any products. For example, we may be sued if our product candidates cause or are perceived to cause injury or are found to be otherwise unsuitable during clinical testing, manufacturing, marketing or sale. Any such product liability claims may include allegations of defects in manufacturing, defects in design, a failure to warn of dangers inherent in the product, negligence, strict liability or a breach of warranties. Claims could also be asserted under state consumer protection acts. If we cannot successfully defend ourselves against product liability claims, we may incur substantial liabilities or be required to limit commercialization of our product candidates. Even successful defense would require significant financial and management resources. Regardless of the merits or eventual outcome, liability claims may result in:

- decreased demand for our products;
- injury to our reputation;
- withdrawal of clinical trial participants and inability to continue clinical trials;
- initiation of investigations by regulators;
- costs to defend the related litigation;
- a diversion of management's time and our resources;
- substantial monetary awards to trial participants or patients;
- product recalls, withdrawals or labeling, marketing or promotional restrictions;
- loss of revenue;
- exhaustion of any available insurance and our capital resources;
- the inability to commercialize any product candidate; and
- a decline in our share price.

Because our products have not reached clinical or commercial stage, we do not currently carry clinical trial or product liability insurance. In the future, our inability to obtain sufficient product liability insurance at an acceptable cost to protect against potential product liability claims could prevent or inhibit the commercialization of products we develop, alone or with collaborators. Such insurance policies may also have various exclusions, and we may be subject to a product liability claim for which we have no coverage.

Because some of our directors and officers are not residents of the United States, investors may find it difficult to enforce, within the United States, any judgments obtained against some of our directors and officers.

Some of our directors and officers are not residents of the United States, and all or a substantial portion of their assets is located outside the United States. As a result, it may be difficult for investors to enforce within the United States any judgments obtained against some of our directors and officers, including judgments predicated upon the civil liability provisions of the securities laws of the United States or any state thereof.

Risk Related to our CDMO Business

We need additional financing to grow our CDMO operations; if we are unable to raise additional capital, as and when needed, or on acceptable terms, we may be forced to delay, reduce or eliminate the expansion of our contract development and manufacturing operations.

MaSTherCell's current operating plan will require additional capital to fund, among other things, the operation, enhancement and expansion of our operations and facilities footprint to satisfy increasing market demand. The amount and timing of our future capital requirements also will likely depend on many other factors, including:

- the cost of expansion of our contract development and manufacturing operations, including but not limited to, the costs of expanded facilities, equipment costs, engineering and innovation initiatives and personnel; and
- the opportunity to produce therapies in commercial phases for a customer which will require large production units.

Ultimately, we may be unable to raise capital on terms that are acceptable to us, if at all. Our inability to obtain necessary capital or financing to fund our future operating needs could adversely affect our business, results of operations and financial condition.

MaSTherCell has incurred substantial losses and negative cash flow from operations in the past, and expects to continue to incur losses and negative cash flow for the foreseeable future.

MaSTherCell has a limited operating history, limited capital, and limited sources of revenue. Since its inception in 2011 and licensing in 2013 through November 30, 2016, the project revenues generated doubled every year but have not been sufficient to cover costs attributable to that business. Relying on commercial efforts and increasing visibility and recognition of our manufacturing subsidiary, we believe MaSTherCell will reach profitable operations, but can provide no assurance that will ever be achieved. Based upon current plans, it is expected that MaSTherCell will reach a positive EBITDA in 2017 and would be break-even in 2018. We expect continued significant expenses associated with the development, marketing and sales of our services. As a result, we may not generate significant revenues in the future. Failure to generate significant revenues in near future may cause us to reduce or cease activities or limit our expansion. Our ability to achieve and maintain profitability and positive cash flow is dependent upon our ability to generate revenues, manage expenses, and compete successfully with our direct and indirect competitors.

A significant global market for our third-party manufacturing services at MaSTherCell may never emerge.

At MaSTherCell, the current market and our existing contracts principally consist of providing consulting and manufacturing of cell and tissue-based therapeutic products in clinical trials. Cell therapy is in its early stages and is still a developing area of research, with few cell therapy products approved for clinical use. Many of the existing cellular therapy candidates are based on novel cell technologies that are inherently risky and may not be understood or accepted by the marketplace, making it difficult for their own funding to enable them to continue their business. The number of people who may use cell or tissue-based therapies and thus the demand for stem cell processing services is difficult to forecast. If cell therapies under development by our customers to treat disease are not proven effective, demonstrate unacceptable risks or side effects or, where required, fail to receive regulatory approval, our business will be significantly impaired. While the therapeutic application of cells to treat serious diseases is currently being explored by a number of companies, to date there are only a handful of approved products in the United States, Asia and in Europe. Ultimately, our success in developing our contract development and manufacturing business depends on the development and growth of a broad and profitable global market for cell- and tissue-based therapies and services and our ability to capture a share of this market through MaSTherCell. One of the key success factors in commercializing new therapies lies in the stringent management of Cost of Goods sold (COGS); MaSTherCell continues to work on this challenge, although there is no assurance that such work will yield an outcome that produces a commercially viable cost in the future.

MaSTherCell's revenues may vary dramatically change from period to period making it difficult to forecast future results.

MaSTherCell recorded revenues of \$6.4 million for the year ended November 30, 2016. The nature and duration of MaSTherCell's contracts with customers often involve regular renegotiation of the scope, level and price of the services we are providing. If our customers reduce the level of their spending on research and development or are unsuccessful in attaining or retaining product sales due to market conditions, reimbursement issues or other factors, our results of operations may be materially impacted. In addition, other factors, including the rate of enrollment for clinical studies, will directly impact the level and timing of the products and services we deliver. As such, the levels of our revenues and profitability can fluctuate significantly from one period to another and it can be difficult to forecast the level of future revenues with any certainty. Furthermore, dramatically change in our future revenues forecasting may result an impairment of our goodwill.

The loss of one or more of MaSTherCell's major clients or a decline in demand from one or more of these clients could harm MaSTherCell's business.

MaSTherCell has a limited number of major clients that together account for a large percentage of the total revenues earned. Over the past year, MaSTherCell has increased its client portfolio, but there can be no assurance that such clients will continue to use MaSTherCell's services at the same level or at all. A reduction or delay in the use of MaSTherCell's services, including reductions or delays due to market, economic or competitive conditions, could have a material adverse effect on MaSTherCell's business, operating results and financial condition.

MaSTherCell has a finite manufacturing capacity, which could inhibit the long-term growth prospects of this business.

MaSTherCell currently provides services and produces materials for clinical trials at its existing manufacturing facilities in Gosselies (Belgium), which it has designed and operated to be compliant with GMP requirements. While we believe these facilities provide it with sufficient capacity to meet expected near term demand, it is possible that the demand for its services and products could exceed its existing manufacturing capacity. It may become necessary or desirable for it to expand its manufacturing capabilities for cell therapy services and products in the future which may require it to invest significant amounts of capital and to obtain regulatory approvals. In this regard, we are reviewing opportunities for expansion to both commercial level and international manufacturing capabilities. If we are unable to meet rising demand for products and services on a timely basis or unable to maintain cGMP compliance standards, then it is likely that our clients and potential clients will elect to obtain the products and services from competitors, which could materially and adversely affect the level of our revenues and our prospects for growth.

MaSTherCell's business is subject to risks associated with a single manufacturing facility.

MaSTherCell's contract manufacturing services are dependent upon a single facility located in Gosselies (Belgium). A catastrophic loss of the use of all or a portion of MaSTherCell's manufacturing facility due to accident, fire, explosion, labor issues, weather conditions, other natural disaster or otherwise, whether short or long-term, could have a material adverse effect on MaSTherCell's customer relationships and financial results.

If MaSTherCell loses electrical power at its manufacturing facility, its business operations may be adversely affected.

MaSTherCell owns a back-up generator allowing it to provide for its manufacturing power consumption needs for a few hours. However, if MaSTherCell loses electrical power at its manufacturing facility for more than a few hours, MaSTherCell would be unable to continue its manufacturing operations for an extended period of time because MaSTherCell does not own any other back-up power source large enough to provide for its manufacturing power consumption needs. Additionally, MaSTherCell does not have an alternative manufacturing location. Therefore, a significant disruption in MaSTherCell's manufacturing operations could materially and adversely affect its business operations during an extended period of power outage.

We have a limited marketing staff and budget for our MaSTherCell operations, which could limit our ability to grow this business.

The degree of market acceptance of our products and services depends upon a number of factors, including the strength of our sales and marketing support. If our marketing is not effective, our ability to generate revenues could be significantly impaired. The newness of the industry and capital constraints provide challenges to our marketing and sales activities at MaSTherCell, and the failure to attract a sufficient base of customers will affect our ability to increase our revenues and operate profitably.

The logistics associated with the distribution of materials produced by MaSTherCell for third parties and for us are significant, complex and expensive and may negatively impact our ability to generate and meet future demand for our products and improve profitability.

Current cell therapy products and product candidates, have a limited shelf life, in certain instances limited to less than 12 hours. Thus, it is necessary to minimize the amount of time between when the cell product is extracted from a patient, arrives at our facility for processing, and is returned for infusion in the patient.

To do so, we need our cell therapy facilities to be located in major population centers in which patients are likely to be located and within close proximity of major airports. In the future, it may be necessary to build new facilities or invest into new technologies enabling final formulation at point of care, which would require a significant commitment of capital and may not then be available to us. Even if we are able to establish such new facilities or technologies, we may experience challenges in ensuring that they are compliant with cGMP standards, EMEA requirements, and/or applicable state or local regulations. We cannot be certain that we would be able to recoup the costs of establishing a facility in a given market. Given these risks, we could choose not to expand our cell processing and manufacturing services into new geographic markets which will limit our future growth prospects.

Product liability and uninsured risks may adversely affect MaSTherCell's continuing operations and damage its reputation.

MaSTherCell operates in an industry susceptible to significant product liability claims. MaSTherCell may be liable if it manufactures any product that causes injury, illness, or death. In addition, product liability claims may be brought against MaSTherCell's clients, in which case MaSTherCell's clients or others may seek contribution from MaSTherCell if they incur any loss or expenses related to such claims. These claims may be brought by individuals seeking relief or by groups seeking to represent a class. The defense of such claims may be costly and time-consuming, and could divert the attention of MaSTherCell's management and technical personnel.

A breakdown or breach of MaSTherCell's information technology systems could subject MaSTherCell to liability or interrupt the operation of its business.

MaSTherCell relies upon its information technology systems and infrastructure for its business. The size and complexity of MaSTherCell's computer systems make it potentially vulnerable to breakdown and unauthorized intrusion. MaSTherCell could also experience a business interruption, theft of confidential information, or reputational damage from industrial espionage attacks, malware or other cyber attacks, which may compromise MaSTherCell's system infrastructure or lead to data leakage, either internally or at MaSTherCell's third-party providers.

Similarly, data privacy breaches by those who access MaSTherCell's systems may pose a risk that sensitive data, including intellectual property, trade secrets or personal information belonging to MaSTherCell or its employees, clients or other business partners, may be exposed to unauthorized persons or to the public. There can be no assurance that MaSTherCell's efforts to protect its data and information technology systems will prevent breakdowns or breaches in MaSTherCell's systems that could adversely affect its business and result in financial and reputational harm to MaSTherCell.

We face competition from established as well as other emerging companies, which could divert clients to our competitors, result in pricing pressure and significantly reduce our revenue.

We expect existing competitors and new entrants to CDMO market to constantly revise and improve their business models in response to challenges from competing businesses, including ours. Some of our competitors and potential competitors have significantly greater resources than we do. Increased competition may result in pricing pressure for us in terms of the prices we are able to negotiate to receive from a client. If we cannot compete successfully against our competitors, our ability to grow our business and achieve profitability could be impaired.

Risks Relating to Our Common Stock

If we issue additional shares in the future, it will result in the dilution of our existing stockholders.

Our articles of incorporation authorize the issuance of up to 1,750,000,000 shares of our common stock with a par value of \$0.0001 per share. Our board of directors may choose to issue some or all of such shares to acquire one or more companies or products and to fund our overhead and general operating requirements. The issuance of any such shares will reduce the book value per share and may contribute to a reduction in the market price of the outstanding shares of our common stock. If we issue any such additional shares, such issuance will reduce the proportionate ownership and voting power of all current stockholders. Further, such issuance may result in a change of control of our company.

Trading of our stock is restricted by the Securities Exchange Commission’s penny stock regulations, which may limit a stockholder’s ability to buy and sell our common stock.

The Securities and Exchange Commission has adopted regulations which generally define “penny stock” to be any equity security that has a market price (as defined) less than \$5.00 per share or an exercise price of less than \$5.00 per share, subject to certain exceptions. Our securities are covered by the penny stock rules, which impose additional sales practice requirements on broker-dealers who sell to persons other than established customers and “accredited investors”. The term “accredited investor” refers generally to institutions with assets in excess of \$5,000,000 or individuals with a net worth in excess of \$1,000,000 or annual income exceeding \$200,000 or \$300,000 jointly with their spouse. The penny stock rules require a broker-dealer, prior to a transaction in a penny stock not otherwise exempt from the rules, to deliver a standardized risk disclosure document in a form prepared by the Securities and Exchange Commission, which provides information about penny stocks and the nature and level of risks in the penny stock market. The broker-dealer also must provide the customer with current bid and offer quotations for the penny stock, the compensation of the broker-dealer and its salesperson in the transaction and monthly account statements showing the market value of each penny stock held in the customer’s account. The bid and offer quotations, and the broker-dealer and salesperson compensation information, must be given to the customer orally or in writing prior to effecting the transaction and must be given to the customer in writing before or with the customer’s confirmation. In addition, the penny stock rules require that prior to a transaction in a penny stock not otherwise exempt from these rules, the broker-dealer must make a special written determination that the penny stock is a suitable investment for the purchaser and receive the purchaser’s written agreement to the transaction. These disclosure requirements may have the effect of reducing the level of trading activity in the secondary market for the stock that is subject to these penny stock rules. Consequently, these penny stock rules may affect the ability of broker-dealers to trade our securities. We believe that the penny stock rules discourage investor interest in and limit the marketability of our common stock.

FINRA sales practice requirements may also limit a stockholder’s ability to buy and sell our stock.

In addition to the “penny stock” rules described above, the Financial Industry Regulatory Authority (“FINRA”) has adopted rules that require that in recommending an investment to a customer, a broker-dealer must have reasonable grounds for believing that the investment is suitable for that customer. Prior to recommending speculative low priced securities to their non-institutional customers, broker-dealers must make reasonable efforts to obtain information about the customer’s financial status, tax status, investment objectives and other information. Under interpretations of these rules, FINRA believes that there is a high probability that speculative low priced securities will not be suitable for at least some customers. FINRA requirements make it more difficult for broker-dealers to recommend that their customers buy our common stock, which may limit your ability to buy and sell our stock and have an adverse effect on the market for our stock.

The market for our common stock is illiquid and the price of our common stock may be negatively impacted by factors that are unrelated to our operations.

Although our common stock is currently listed for quotation on the QB, there is no market for our common stock. Even when a market is established and trading begins, trading through the OTCQB is frequently thin and highly volatile. There is no assurance that a sufficient market will develop in our stock, in which case it could be difficult for stockholders to sell their stock. The market price of our common stock could fluctuate substantially due to a variety of factors, including market perception of our ability to achieve our planned growth, quarterly operating results of our competitors, trading volume in our common stock, changes in general conditions in the economy and the financial markets or other developments affecting our competitors or us. In addition, the stock market is subject to extreme price and volume fluctuations. This volatility has had a significant effect on the market price of securities issued by many companies for reasons unrelated to their operating performance and could have the same effect on our common stock.

We do not intend to pay dividends on any investment in the shares of stock of our company.

We have never paid any cash dividends, and currently do not intend to pay any dividends for the foreseeable future. Because we do not intend to declare dividends, any gain on an investment in our company will need to come through an increase in the stock’s price. This may never happen and investors may lose all of their investment in our company.

ITEM 1B. UNRESOLVED STAFF COMMENTS

Not Applicable.

ITEM 2. PROPERTIES

We do not own any real property. A description of our properties is as follows:

<u>Entity</u>	<u>Property Description</u>
Orgenesis Inc./Orgenesis Maryland Inc.	<p>These are the principal offices</p> <ul style="list-style-type: none">• Located at 20271 Goldenrod Lane, Germantown, MD 20876.• Occupy office space at the Germantown Innovation Center.• Cost is \$200 per month on a month-to-month contract.
MaSTherCell SA, Cell Therapy Holding SA and Orgenesis SPRL	<p>All activities located in Gosselies, Belgium, in the I-Tech Incubator. Property consists of:</p> <ul style="list-style-type: none">• Operational production and Office area is area represent +/- 1,911 m²• Monthly costs are approximately €27.4 thousand Lease agreement for the office expires on November 11, 2027.• Lease agreement for the operational production area expires on March 31, 2027• The new production area designed during 2016, to be built in 2017 and operational during 2018.

We believe that our facilities are generally in good condition and suitable to carry on our business. We also believe that, if required, suitable alternative or additional space will be available to us on commercially reasonable terms.

ITEM 3. LEGAL PROCEEDINGS

We are not involved in any pending legal proceedings that we anticipate would result in a material adverse effect on our business or operations.

ITEM 4. MINE SAFETY DISCLOSURES

Not applicable.

PART II

ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES

Market information

Our common stock is quoted on the OTCQB under the symbol "ORGS." Set forth below are the range of high and low bid quotations for the period indicated as reported by the OTC Markets Group for the periods provided. The market quotations reflect inter-dealer prices, without retail mark-up, mark-down or commissions and may not necessarily represent actual transactions.

Quarter Ended	High	Low
Year Ended November 30, 2016		
Fourth Quarter	\$ 0.43	\$ 0.30
Third Quarter	\$ 0.52	\$ 0.28
Second Quarter	\$ 0.38	\$ 0.25
First Quarter	\$ 0.39	\$ 0.27
Year Ended November 30, 2015		
Fourth Quarter	\$ 0.48	\$ 0.30
Third Quarter	\$ 0.55	\$ 0.33
Second Quarter	\$ 0.73	\$ 0.50
First Quarter	\$ 0.69	\$ 0.38

As of February 28, 2017, there were 67 holders of record of our common stock. A significant number of shares of our common stock are held in either nominee name or street name brokerage accounts, and consequently, we are unable to determine the number of beneficial owners of our stock.

Dividend Policy

We have paid no dividends on our common stock and do not expect to pay cash dividends in the foreseeable future. We plan to retain all earnings to provide funds for the operations of our company. In the future, our Board of Directors will decide whether to declare and pay dividends based upon our earnings, financial condition, capital requirements, and other factors that our Board of Directors may consider relevant. We are not under any contractual restriction as to present or future ability to pay dividends.

Unregistered Sales of Equity Securities

There were no securities sold by us during the three months ended November 30, 2016 that were not previously reported.

Issuer Purchases of Equity Securities

We do not have a stock repurchase program for our common stock and have not otherwise purchased any shares of our common stock.

ITEM 6. SELECTED FINANCIAL DATA

Not applicable.

ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Corporate Overview

Orgenesis is among the first of a new breed of regenerative therapy companies with expertise and unique experience in cell therapy development and manufacturing. We are building a fully-integrated biopharmaceutical company focused not only on developing our trans-differentiation technologies for diabetes and vertically integrating manufacturing that can optimize our abilities to scale-up our technologies for clinical trials and eventual commercialization, but also do the same for the technologies of other cell therapy markets in such areas as cell-based cancer immunotherapies and neurodegenerative diseases. This integrated approach supports our business philosophy of bringing to market significant life-improving medical treatments.

Our cell therapy technology derives from published work of Prof. Sarah Ferber, our Chief Science Officer and a researcher at THM, a leading medical hospital and research center in Israel, who established a proof of concept that demonstrates the capacity to induce a shift in the developmental fate of cells from the liver and transdifferentiating (converting) them into "pancreatic beta cell-like" insulin-producing cells. Furthermore, those cells were found to be resistant to autoimmune attack and to produce insulin in a glucose-sensitive manner in relevant animal models. Our development activities with respect to cell-derived and related therapies, which are conducted through the Israeli Subsidiary, have, to date, been limited to laboratory and preclinical testing. Our development plan calls for conducting additional preclinical safety and efficacy studies with respect to diabetes and other potential indications.

Our Belgian-based subsidiary, MaSTherCell S.A., is a contract development manufacturing organization, or CDMO, specialized in cell therapy development for advanced medicinal products. In the last decade, cell therapy and regenerative medicine products have gained significant importance, particularly in the fields of ex-vivo gene therapy and immunotherapy. While academic and industrial research has led scientific development in the sector, industrialization and manufacturing expertise remains insufficient. MaSTherCell plans to fill this gap by providing two types of services to its customers: (i) process and assay development and optimization services and (ii) current Good Manufacturing Practices (cGMP) contract manufacturing services. These services offer a double advantage to MaSTherCell's customers. First, customers can continue allocating their financial and human resources on their product/therapy, while relying on a trusted partner for their process development/production. Second, it allows customers to leverage MaSTherCell's expertise in cell therapy manufacturing and all related aspects. As the industry continues to mature and a growing number of cell therapy companies approach commercialization, we believe that MaSTherCell is well positioned to serve as an external manufacturing source for cell therapy companies.

In furtherance of our business strategy, we are leveraging the recognized expertise and experience in cell process development and manufacturing of MaSTherCell, and our international joint ventures, and to build a global and fully integrated bio-pharmaceutical company in the cell therapy development and manufacturing area. We target the international manufacturing market as a key priority through joint-venture agreements that provide development capabilities, along with manufacturing facilities and experienced staff. All of these capabilities offered to third-parties are mobilized for our internal development projects, allowing the Company to be in a position to bring new products to the patients faster and at a fraction of the costs.

Current Financial and Operational Highlights

During fiscal 2016 and through February 27, 2017, we raised approximately \$7.3 million from the private placement of our equity, equity-linked and convertible debt securities. In addition, in January 2017, we entered into definitive agreements with an institutional investor for the private placement of units of our common stock and common stock purchase securities for aggregate subscription proceeds to the Company of \$16 million payable periodically through August 2018. As of the date of this report on Form 10-K, we received \$1 million of these subscription proceeds. In addition, through fiscal 2016, our Belgian based subsidiary, Orgenesis SPRL, was awarded grants from the regional Walloon of € 13.5 million (approximately \$7.7 million as of the date of this report), of which €7.4 million (approximately \$7.7 million) was funded.

Our other Belgian based subsidiary, MaSTherCell, recorded revenues of approximately \$6.4 million during fiscal 2016, representing a 115% increase over the amount of revenues recorded in fiscal 2015. As of the date of this report on Form 10-K, MaSTherCell had backlog of approximately \$7.3 million (€ 6.9 million). We define our backlog as products and services that MaSTherCell is obligated to deliver based on firm commitments relating to contracts with its customers. However, no assurance can be provided that such contracts will not be cancelled, in which case we will not be authorized to deliver and record the anticipated revenues.

In January 2017, our subsidiary, MaSTherCell, paid out €1.5 million (approximately \$1.7 million) in principal amount and accrued interest owing under a series of bonds that were issued by it in 2014 and came due September 2016.

In February 2017, we and Admiral Ventures Inc. (“Admiral”), a creditor, reached a settlement agreement pursuant to which approximately \$1.9 million due and payable has been extended to June 2018. Under the terms of the agreement, we agreed to pay to Admiral by March 1, 2017, \$1.5 million on account of the amounts due to it. We also agreed to pay to Admiral, commencing April 2017, \$125 thousand each calendar month to reduce the amounts outstanding and also agreed to remit from the equity investment subscription proceeds raised after February 28, 2017 of \$500 thousand or more, 20% of such proceeds, and of \$1 million or more, 25% of such proceeds.

In addition, we have agreed to prepay, on or about March 7, 2017, approximately \$402,500 of principal and accrued interest on short-term loans.

Critical Accounting Policies and Use of Estimates

The discussion and analysis of our financial condition and results of operations are based upon our financial statements, which have been prepared in accordance with generally accepted accounting principles in the United States. The preparation of these financial statements requires management to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses, and related disclosure of contingent assets and liabilities. On an on-going basis, we evaluate our estimates, including those related to revenue recognition, bad debts, investments, intangible assets and income taxes. Our estimates are based on historical experience and on various other assumptions that are believed to be reasonable under the circumstances. Actual results may differ from these estimates.

We have identified the accounting policies below as critical to our business operations and the understanding of our results of operations.

Business Combination

We allocated the purchase price of the business we acquired to the tangible and intangible assets acquired and liabilities assumed based upon their estimated fair values on the acquisition date. Any excess of the purchase price over the fair value of the net assets acquired is recorded as goodwill. Acquired in-process backlog, customer relations, brand name and know how are recognized at fair value. The purchase price allocation process requires from us to make significant estimates and assumptions, especially at the acquisition date with respect to intangible assets. Direct transaction costs associated with the business combination are expensed as incurred. The allocation of the consideration transferred in certain cases may be subject to revision based on the final determination of fair values during the measurement period, which may be up to one year from the acquisition date. We included the results of operations of the business that we acquired in the consolidated results prospectively from the date of acquisition, when control was obtained.

Intangible Assets

Intangible assets are recorded at acquisition cost less accumulated amortization and impairment. Definite lived intangible assets are amortized over their estimated useful life using the straight-line method over their estimated period of useful life, which is determined by identifying the period over which the cash flows are expected to be generated.

Goodwill

Goodwill represents the excess of the purchase price of an acquired business over the estimated fair value of the identifiable net assets acquired. Goodwill is not amortized but is tested for impairment at least annually (at November 30), at the reporting unit level or more frequently if events or changes in circumstances indicate that the goodwill might be impaired. The goodwill impairment test is applied by performing a qualitative assessment before calculating the fair value of the reporting unit. If, on the basis of qualitative factors, it is considered not more likely than not that the fair value of the reporting unit is less than the carrying amount, further testing of goodwill for impairment would not be required. Otherwise, goodwill impairment is tested using a two-step approach.

The first step involves comparing the fair value of the reporting unit to its carrying amount. If the fair value of the reporting unit is determined to be greater than its carrying amount, there is no impairment. If the reporting unit's carrying amount is determined to be greater than the fair value, the second step must be completed to measure the amount of impairment, if any. The second step involves calculating the implied fair value of goodwill by deducting the fair value of all tangible and intangible assets, excluding goodwill, of the reporting unit from the fair value of the reporting unit as determined in step one. The implied fair value of the goodwill in this step is compared to the carrying value of goodwill. If the implied fair value of the goodwill is less than the carrying value of the goodwill, an impairment loss equivalent to the difference is recorded.

As of November 30, 2016, the fair value of the reporting unit, CDMO, exceeded the carrying value by approximately \$3 million. A decrease in the terminal year growth rate of 1% and an increase in the discount rate of 1% would reduce the fair value of the reporting unit by approximately \$4 million and would result in an impairment. Given the small amount that the fair value exceeded the carrying value of the reporting unit, a negative change in the future to the income approach based on discounted cash flows of a number of assumptions (including the expected cash flows, discount rate, growth rate and terminal rate) will result in an impairment. Given that the reporting unit is still in its growth stage, there can be no assurance that an impairment may not occur in the near future.

Impairment of Long-lived Assets

We are reviewing the property and equipment, intangible assets subject to amortization and other long-lived assets for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset class may not be recoverable. Indicators of potential impairment include: an adverse change in legal factors or in the business climate that could affect the value of the asset; an adverse change in the extent or manner in which the asset is used or is expected to be used, or in its physical condition; and current or forecasted operating or cash flow losses that demonstrate continuing losses associated with the use of the asset. If indicators of impairment are present, the asset is tested for recoverability by comparing the carrying value of the asset to the related estimated undiscounted future cash flows expected to be derived from the asset. If the expected cash flows are less than the carrying value of the asset, then the asset is considered to be impaired and its carrying value is written down to fair value, based on the related estimated discounted cash flows. There were no impairment charges in 2016 and 2015.

Revenue Recognition

We recognize the revenue for services linked to cell process development and cell manufacturing services based on individual contracts in accordance with Accounting Standards Codification ("ASC") 605, *Revenue Recognition*, when the following criteria have been met: persuasive evidence of an arrangement exists; delivery of the processed cells has occurred or the services that are milestones based have been provided; the price is fixed or determinable and collectability is reasonably assured. We determine that persuasive evidence of an arrangement exists based on written contracts that define the terms of the arrangements. In addition, we determine that services have been delivered in accordance with the arrangement. We assess whether the fee is fixed or determinable based on the payment terms associated with the transaction and whether the sales price is subject to refund or adjustment. Service revenues are recognized as the services are provided.

We also incur revenue from selling of some consumables which are incidental to the services provided as foreseen in the clinical services contracts. Such revenue is recognized upon delivery of the processed cells in which they were consumed.

Results of Operations

Comparison of the Year Ended November 30, 2016 to the Year Ended November 30, 2015

Our loss before income tax for the year ended November 30, 2016 are summarized as follows in comparison to its expenses for the year ended November 30, 2015:

	Year Ended November 30,	
	2016	2015
	(in thousands)	
Revenues	\$ 6,397	\$ 2,974
Cost of revenues	7,657	3,880
Research and development expenses, net	2,157	1,067
Amortization of intangible assets	1,620	1,203
General and administration expenses	6,240	4,035
Financial expenses (income), net	(659)	(1,850)
Share in losses of associated company	123	
Loss before income taxes	<u>\$ 10,741</u>	<u>\$ 5,361</u>

Revenues

All revenues were sourced from the Company's Belgian-based subsidiary, MaSTherCell S.A.

The Company's revenues for the year ended November 30, 2016 are summarized as follows in comparison to its revenues for the year ended November 30, 2015:

	Year Ended November 30,	
	2016	2015
	(in thousands)	
Services	\$ 4,683	\$ 1,917
Goods	1,714	1,057
Total	<u>\$ 6,397</u>	<u>\$ 2,974</u>

Revenues for the year ended November 30, 2016, increased by 115% or \$3.4 million compared to 2015. The increase in revenues is partially attributable to the fact that our CDMO activities were consolidated the entire year (\$1.6 million) while in 2015 operations commenced only following the acquisition of MaSTherCell in March 2015. In addition to that, an increase of \$1.5 million in revenues is primarily attributable to the increase in the volume of our services and sales of consumables attributable to two major clients and the remaining increase of \$0.3 million is mainly due to revenues from new clients.

Expenses

Cost of Sales

	Year Ended November 30,	
	(in thousands)	
	2016	2015
Salaries and related expenses	\$ 3,356	\$ 1,319
Professional fees and consulting services	967	413
Raw Material	1,769	1,260
Depreciation and amortization expenses	1,299	781
Other expenses	266	107
Total	<u>\$ 7,657</u>	<u>\$ 3,880</u>

Cost of sales for the year ended November 30, 2016 increased by 97%, or \$3.8 million, compared to 2015. An increase of 39%, or \$1.5 million, in costs of sales for the year ended November 30, 2016 compared to 2015 was due to consolidation of the full period results of MaSTherCell in 2016.

Salaries and related expenses for the year ended November 30, 2016 increased by 154%, or \$2 million compared to 2015. The increase in salaries and related expenses for the year ended November 30, 2016 compared to 2015, was due to recruitment by MaSTherCell of new employees as part of our plans to expand the manufacturing facility's capacity in Belgium and to addition of staff to support the increase in the volume of services provided. Accordingly, MaSTherCell employed as of November 30, 2016 an average of 80 compared to 35 employees in the corresponding period last year.

Professional fees and consulting services for the year ended November 30, 2016, increased by 134%, or \$554 thousand, compared to 2015. Of the increase in professional fees and consulting services 160 thousand is partially attributable to the engagement of two new consultants and a new service provider.

Raw materials for the year ended November 30, 2016, increased by 40%, or \$509 thousand, compared to year ended November 30, 2015 due to the increase in the volume of our services and the execution of two qualification runs.

Amortization and depreciation expenses, net for the year ended November 30, 2016, increased by 66%, or \$518 thousand, compared to the year ended November 30, 2015 as a result of depreciation expenses of equipment purchased during 2016 for two production rooms and a new clean room.

Research and Development Expenses

	Year Ended November 30,	
	(in thousands)	
	2016	2015
Salaries and related expenses	\$ 1,040	\$ 550
Stock-based compensation	327	129
Professional fees and consulting services	400	476
Lab expenses	691	468
Other research and development expenses	179	237
Less – grant	(480)	(793)
Total	<u>\$ 2,157</u>	<u>\$ 1,067</u>

The increase in salaries and related expenses for the year ended November 30, 2016 compared to 2015 is primarily due to the expansion of our development team in Belgium from one part time employee to three employees. In addition, during the year 2016 we expanded our research and development team in our Israeli subsidiary compared to last year.

Professional fees and consulting services for the year ended November 30, 2016 compared to 2015, decreased by 15%, or \$76 thousand, and is attributable to the merger with MaSTherCell, which was one of our subcontractors for the DGO6 project before the acquisition.

The increase in lab expenses in the year ended November 30, 2016 compared to 2015 is primarily attributable to a final experiment held by Pall Life Science Belgium BVBA ("Pall") and a tech transfer held in second quarter of 2016, regarding the work done by Pall to MaSTherCell. And due to an extending of our development work in the Belgium subsidiary and MaSTherCell.

The increase in stock-based compensation expenses for the year ended November 30, 2016 compared to 2015 is mainly due to a new grant of options for one of the executives recorded in amount of \$164 thousand and \$33 thousand recorded due to change in the fair value valuation of options granted to one of our consultant in August 2014.

Selling, General and Administrative Expenses

	Year Ended November 30,	
	(in thousands)	
	2016	2015
Salaries and related expenses	\$ 241	\$ 874
Stock-based compensation	2,334	674
Accounting and legal fees	786	633
Professional fees	845	1,045
Rent and related expenses	798	291
Business development	397	326
Expenses related to a JV	497	
Other general and administrative expenses	342	192
Total	<u>\$ 6,240</u>	<u>\$ 4,035</u>

Selling, general and administrative expenses for the year ended November 30, 2016 increased by 54%, or \$2,205 thousand, compared to 2015. The increase in selling, general and administrative expenses activities is partially attributable to increase in MaSTherCell's selling, general and administrative expenses of \$1.5 million in the first quarter of 2016, compared to the corresponding period last year which was consolidated only from March 2, 2015.

Furthermore, the decrease in salaries and related expenses in year ended November 30, 2016 compared to 2015 is primarily attributable due to a non-cash income of \$637 thousand recorded in 2016 resulting from the release and waiver agreement with our former Chief Executive Officer in our US subsidiary, who resigned during 2016 from his position and released us from any obligations and liabilities.

Stock-based compensation expenses during the year ended November 30, 2016 increased by 246%, or \$1,660 thousand, compared 2015 and was primarily attributable to new option grants to two executives made on April 27, 2016 for which we recorded a charge in the amount of \$468 thousand, and a charge of \$179 thousand due to the modification our former Chief Executive Officer in our US subsidiary's options and stock-based compensation and charges in the amount of \$1,151 thousand related to options and shares previously granted to seven consultants.

Accounting and legal fees expenses for the year ended November 30, 2016 increased by 24%, or \$153 thousand, compared to 2015. The increase is primarily attributable to legal fees of \$107 thousand incurred in connection with a new patent application that our Israeli subsidiary submitted in twelve countries and increase of \$125 thousand in legal fees due to the legal services provided in connection with our new strategic collaborations and agreements which amounts were offset by a decrease of \$116 thousand in accounting expenses due to a reduction in third party services resulting from the reallocation of the work to our employees.

Rent and related expenses increased by 174%, or \$507 thousand, during the year ended November 30, 2016 compared to 2015 and is primarily attributable to leasing of additional offices premises for our subsidiary MaSTherCell.

Business development expenses increased by 121%, or \$71, thousand during the year ended November 30, 2016 compared to 2015 and is primarily attributable to an increase in the number of conferences we attended for purposes of marketing our CDMO business for our subsidiary MaSTherCell.

Expenses related to the Korean joint venture are comprised of our 50% participating interest in the expenses accrued during the year ended November 30, 2016, which primarily consisted salary expenses and construction costs of the new production area in Korea under our joint venture with Curecell.

The increase in selling, general and administrative expenses for the year ended November 30, 2016 compared to 2015 was partially offset by a decrease of \$200 thousand in professional fees due to reduced reliance on outside professionals.

Financial Expenses (Income), net

	Year Ended November 30,	
	(in thousands)	
	2016	2015
Decrease in fair value of warrants and financial liabilities measured at fair value	\$ (1,587)	\$ (2,596)
Stock-based compensation related to warrants granted due to issuance of credit facility	208	
Interest expense on convertible loans	694	726
Foreign exchange loss, net	31	50
Other income	(5)	(30)
Total	<u>\$ (659)</u>	<u>(1,850)</u>

Financial income for the year ended November 30, 2016, decreased by 64%, or \$1,191 thousand, compared to 2015. The decrease in financial income is primarily attributable to a decrease of \$1,009 thousand in the interest income from the changes in fair value of warrants and financial liabilities measured at fair value.

This change was mainly due to (i) a decrease of \$417 in the income recorded from changes in fair value related to price protection derivative and warrants expired during the year ended November, 2015, (ii) a decrease of \$1,113 thousand in the interest income from changes in fair value of convertible bonds primarily resulting from changes in our assumptions related to the occurrence of the convertible bonds conversion option during the year 2015 and (iii) \$229 thousand loss from extinguishment of a convertible loan and (iv) a decrease of \$728 thousand in income from changes in the fair value of the embedded derivatives, due to the fact that in 2015 there was a strong impact of the decrease in the share price. This decrease was partially offset by interest income of \$1,476 thousand in 2016 from changes in fair value of the price protection derivative, due to changes in our assumptions related to the probability of activating the anti-dilution mechanism.

In addition, part of the decrease is primarily attributable to \$208 thousand of stock-based compensation expenses related to warrants granted due to expiration of our credit facility.

Working Capital Deficiency

	November 30,	
	(in thousands)	
	2016	2015
Current assets	\$ 4,205	\$ 8,206
Current liabilities	14,576	16,476
Working capital deficiency	<u>\$ (10,371)</u>	<u>(8,270)</u>

Current assets decreased by \$4 million, which was primarily attributable to a decrease of \$3.3 million in cash and cash equivalents that were used for, among other things, the repayment of short and long-term debt in amount of \$2.1 million, purchase of property and equipment in amount of \$1.4 million for the manufacturing facility in Belgium in order to meet customers' demands and expanding capacity. Furthermore, the prepaid expenses and other receivables decreased by \$0.5 million and the grants receivable decreased by \$0.5 million mainly due to reduction in the expected receivables from the DGO6 resulting from DGO6's of certain expenses. This was partially offset by an increase of \$0.1 million in inventory.

Current liabilities decreased by \$1.9 million, which was primarily attributable to a decrease of \$1.7 million in short-term loans and current maturities of long term loans, a decrease of \$0.4 million in current maturities of convertible loans following a decrease of \$0.9 million conversion to equity, increase of \$0.3 due to a new convertible loan and due to increase of \$0.2 changes in fair value. In addition to that the price protection derivative decreased by \$1.5 million (due to changes in our assumptions related to the probability of activating the anti-dilution mechanism and the decrease in the life of the price protection derivative). This was offset by an increase in the amount of \$1.7 million in accounts payable and employee.

Cash Flows

	Year Ended November 30,	
	2016	2015
	(in thousands)	
Net loss	\$ (9,194)	\$ (4,461)
Net cash used in operating activities	(3,783)	(2,706)
Net cash used in investing activities	(1,536)	(932)
Net cash provided by financing activities	2,123	6,666
Decrease in cash and cash equivalents	\$ (3,196)	\$ 3,028

The increase in net cash used in operating activities for year ended November 30, 2016, compared to 2015, was mainly due to the CDMO activities that commenced following the acquisition of MaSTherCell in March 2015 and the expansion of our production factory that included, among other things, doubling the number of employees and renting additional area and doubling our volume of revenues.

The increase in amount of \$0.6 million in net cash used in investing activities for year ended November 30, 2016, compared to 2015, was due to increase of \$0.5 million in purchase of property and equipment in order to fulfill the plan for expanding the manufacturing area of MaSTherCell in Belgium and also to fund \$0.1 million investments in Atvio.

The decrease in amount of \$4.5 million in net cash provided by financing activities for year ended November 30, 2016, compared to 2015, primarily attributable to decrease of \$2.8 million in the proceeds from issuance of shares and warrants, decrease of \$2.8 million in the proceeds from issuance of loans payable which was offset by decrease in amount of \$0.3 due to repayment of short and long-term debt and due increase in amount of \$0.6 million in the net proceeds from issuance of convertible loans in the amount.

Liquidity & Capital Resources

We need to raise additional operating capital in order to maintain our operations and realize our business plan. Management believes that funds on hand, as well as the subscription proceeds through our fiscal year 2017 of \$7 million that we anticipate receiving (out of a total of \$15 million subscription proceeds that we are to receive on a periodic basis through August 2018), will allow us to conduct operations as presently conducted through the end of fiscal year 2017, without the planned CDMO facility expansion. We may need to raise additional operating capital in fiscal 2018 in order to maintain operations and to realize our business plan. Without additional sources of cash and/or the deferral, reduction, or elimination of significant planned expenditures and debt repayment, we may not have the cash resources to continue as a going concern thereafter.

Going Concern

The consolidated financial statements contained in this report have been prepared assuming that the Company will continue as a going concern. We have net losses for the period from inception (June 5, 2008) through November 30, 2016 of \$29.8 million as well as negative cash flows from operating activities. Management estimate that the cash and cash equivalents balance as of November 30, 2016 of \$891 thousand will allow the Company to continue its operations and activities for a period of less than one quarter, without additional funding. Presently, the Company does not have sufficient cash resources to meet its plans in the twelve months following November 30, 2016. These factors raise substantial doubt about our ability to continue as a going concern. Management is in the process of evaluating various financing alternatives for operations, as we will need to finance future research and development activities and general and administrative expenses through fund raising in the public or private equity markets.

We have been funding operations primarily from the proceeds from private placements of our convertible and equity securities and from revenues generated by our subsidiary MaSTherCell. During fiscal 2016 and through February 27, 2017, we raised approximately \$8.3 million from the private placement of our equity, equity linked and convertible debt securities. In addition, in January 2017, we entered into definitive agreements with an institutional investor for the private placement of units of our common stock and common stock purchase securities for aggregate subscription proceeds to the Company of \$16 million, payable periodically through August 2018. As of the date of this report, we received \$1 million of these subscription proceeds. In addition, through fiscal 2016, our Belgian based subsidiary, Orgenesis SPRL, was awarded grants from DGO6 of € 13.5 million (approximately \$7.7 as of the date of this report), of which €7.4 million (approximately \$7.7 million) was funded.

The consolidated financial statements do not include any adjustments that might result from the outcome of this uncertainty. There can be no assurance that management will be successful in implementing a business plan or that the successful implementation of a business plan will actually improve the Company's operating results. If the Company is unable to obtain the necessary capital, the Company may have to cease operations.

Cash Requirements

Our plan of operation over the next 12 months is to:

- initiate regulatory activities in Europe and the United States;
- locate suitable facility on the U.S. for tech transfer and manufacturing scale-up;
- purchase equipment needed for its cell production process;
- hire key personnel including, but not limited to, a chief medical officer, chief science officer and chief operating officer;
- collaborate with clinical centers and regulators to carry out clinical studies and clinical safety testing;
- identify optional technologies for scale up of the cells production process; and
- initialize efforts to validate the manufacturing process (in certified labs).

We estimate that our operating resources and expenses for the next 12 months as of November 30, 2016 will be as follows:

Revenues	\$ 11,109
Grant income	6,974
Industrial loans	2,062
Manufacturing wages	(4,300)
Other Manufacturing expenses	(5,699)
R&D wages	(1,121)
R&D subcontractors	(6,314)
Other R&D expenses	(1,766)
G&A expenses	(3,952)
Expansion of CDMO facilities	(3,996)
Manufacturing costs	(2,500)
Property and equipment investments	(3,177)
Total	<u>\$ (12,680)</u>

Future Financing

We will require additional funds to implement our growth strategy for our business. In addition, while we have received various grants that have enabled us to fund our clinical developments, these funds are largely restricted for use for other corporate operational and working capital purposes. As mentioned above we raised additional capital to both supplement our clinical developments that are not covered by any grant funding and to cover our operational expenses. In February 2017, we entered into a definitive agreement with an institutional investor for the private placement of units of our securities for aggregate subscription proceeds of \$16 million. The subscription proceeds are payable on a periodic basis through August 2018. We may raise the additional funds required through equity financing, debt financing, or other sources, which may result in further dilution in the equity ownership of our shares. There can be no assurance that additional financing will be available when needed or, if available, that can be obtained on commercially reasonable terms. If we will not be able to obtain the additional financing on a timely basis as required, or generate significant material revenues from operations, we will not be able to meet our other obligations as they become due and will be forced to scale down or perhaps even cease our operations.

Off-Balance Sheet Arrangements

The Company has no off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on the Company's financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources that is material to stockholders.

ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Not applicable.

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

The information called for by Item 8 is included following the "Index to Financial Statements" on page F-1 contained in this annual report on Form 10-K.

ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

None.

ITEM 9A. CONTROLS AND PROCEDURES

Disclosure Controls and Procedures

The Company maintains disclosure controls and procedures that are designed to ensure that information required to be disclosed in the Company's reports filed under the Securities Exchange Act of 1934, as amended, 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 the Company's management, including the Company's president and chief executive officer (who is the Company's principal executive officer) and the Company's chief financial officer, treasurer, and secretary (who is the Company's principal financial officer and principal accounting officer) to allow for timely decisions regarding required disclosure. In designing and evaluating the Company's disclosure controls and procedures, the Company's management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives, and the Company's management is required to apply its judgment in evaluating the cost-benefit relationship of possible controls and procedures. The ineffectiveness of the Company's disclosure controls and procedures was due to material weaknesses identified in the Company's internal control over financial reporting, described below.

Management's Report on Internal Control over Financial Reporting

Management is responsible for establishing and maintaining adequate internal control over the Company's financial reporting. In order to evaluate the effectiveness of internal control over financial reporting, as required by Section 404 of the Sarbanes-Oxley Act of 2002. Our management, with the participation of the Company's principal executive officer and principal financial officer has conducted an assessment, including testing, using the criteria in Internal Control - Integrated Framework, issued by the Committee of Sponsoring Organizations of the Treadway Commission ("COSO") (2013). Our system of internal control over financial reporting is designed 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. Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. This assessment included review of the documentation of controls, evaluation of the design effectiveness of controls, testing of the operating effectiveness of controls and a conclusion on this evaluation. Based on this evaluation, the Company's management concluded its internal control over financial reporting was not effective as of November 30, 2016. The ineffectiveness of the Company's internal control over financial reporting was due to the following material weaknesses which are indicative of many small companies with small number of staff:

- (i) inadequate segregation of duties consistent with control objectives; and
- (ii) ineffective controls over period end financial disclosure and reporting processes.

Our management believes the weaknesses identified above have not had any material effect on our financial results. However, we are currently reviewing our disclosure controls and procedures related to these material weaknesses and expect to implement changes in the next fiscal year as resources allow, including identifying specific areas within our governance, accounting and financial reporting processes to add adequate resources to potentially mitigate these material weaknesses.

Our management will continue to monitor and evaluate the effectiveness of our internal controls and procedures over financial reporting on an ongoing basis and is committed to taking further action and implementing additional enhancements or improvements, as necessary and as funds allow.

Because of its inherent limitations, internal controls over financial reporting may not prevent or detect misstatements. Projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate. All internal control systems, no matter how well designed, have inherent limitations. Therefore, even those systems determined to be effective can provide only reasonable assurance with respect to financial statement preparation and presentation.

Management's Remediation Plan

We took several steps to enhance and improve the design of our internal control over financial reporting. As of the report date, we have not been able to remediate the material weaknesses identified above. To remediate such weaknesses, we plan to implement additional steps following changes in the next fiscal year as resources allow:

- (i) appoint additional qualified personnel to address inadequate segregation of duties and ineffective risk management and implement modifications to our financial controls to address such inadequacies; and
- (ii) adopt sufficient written policies and procedures for accounting and financial reporting.

The remediation efforts set out in (i) is largely dependent upon our company securing additional financing to cover the costs of implementing the changes required. If we are unsuccessful in securing such funds, remediation efforts may be adversely affected in a material manner. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues, if any, within our company have been detected. These inherent limitations include the realities that judgments in decision-making can be faulty and that breakdowns can occur because of simple error or mistake.

Management believes that despite our material weaknesses set forth above, our consolidated financial statements for the year ended November 30, 2016 are fairly stated, in all material respects, in accordance with US GAAP.

Changes in Internal Control Over Financial Reporting

During the three months ended November 30, 2016, there were no changes in our internal control over financial reporting that have materially affected, or are reasonably likely to materially affect the Company's internal control over financial reporting.

ITEM 9B. OTHER INFORMATION

Appointment of Ashish Nanda to the Board of Directors

On February 22, 2017, the board of directors (the "Board") appointed Ashish Nanda to serve on the Board. The appointment takes effect March 6, 2017. Mr. Nanda was designated as a director by an institutional shareholder with whom we entered into a definitive investment agreement, the material terms of which were disclosed in our current report on Form 8-K which we filed with the Securities and Exchange Commission on February 23, 2017. As of the date of this report on Form 10-K, Mr. Nanda has not been appointed to any committee of the Board.

Mr. Nanda is the Managing Director of Innovations Group. Innovations and its group companies is one of the largest outsourcing companies in financial sector with clients including banks such as Dunia Finance, Majid al Futtain, Citibank, First Gulf Bank and Telecom companys such as Etisalat & du. Innovations employs close to 7,000 people working across various sectors.

There are no family relationships between Mr. Nanda and any director or other executive officer of Orgenesis, and, except as otherwise disclosed above, he was not selected by the Board to serve as a director pursuant to any arrangement or understanding with any person. Mr. Nanda has not engaged in any transaction that would be reportable as a related party transaction under Item 404(a) of Regulation S-K.

Grant of Stock Options

On December 19, 2016, the Board granted options to senior executive officers and non-management employees to purchase a total of 7,750,000 shares of the Company's Common Stock.

From the above grants, Vered Caplan, the Company's Chief Executive Officer received options to purchase 2,000,000 shares of the Company's Common Stock; Neil Reithinger, the Company's Chief Financial officer, received options to purchase 1,000,000 shares; each of Guy Yachin, Yaron Adler and David Sidransky, non-employee directors received options to purchase 500,000 shares; and Hugues Bultot, a director and Chief Executive of our subsidiary received options to purchase 500,000 shares. The Board also awarded options for 2,750,000 shares of our common stock to our non-management employees.

The options granted by the Board to the executives and directors have a two-year vesting term. The options have an exercise price per share equal to \$0.40, which was above the closing price per share of \$0.39 of our Common Stock on December 19, 2016, the grant date.

PART III

ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE

The information required by this Item is incorporated by reference to the Company's definitive proxy statement for the 2017 annual meeting of stockholders.

ITEM 11. EXECUTIVE COMPENSATION

The information required by this Item is incorporated by reference to the Company's definitive proxy statement for the 2017 annual meeting of stockholders.

ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS

The information required by this Item is incorporated by reference to the Company's definitive proxy statement for the 2017 annual meeting of stockholders.

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTORS INDEPENDENCE

The information required by this Item is incorporated by reference to the Company's definitive proxy statement for the 2017 annual meeting of stockholders.

ITEM 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES

The information required by this Item is incorporated by reference to the Company's definitive proxy statement for the 2017 annual meeting of stockholders.

PART IV

ITEM 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULES

Exhibits required by Regulation S-K

No.	Description
3.1	Articles of Incorporation (incorporated by reference to an exhibit to a registration statement on Form S-1 filed on April 2, 2009)
3.2	Certificate of Change (incorporated by reference to an exhibit to a current report on Form 8-K filed on September 2, 2011)
3.3	Articles of Merger (incorporated by reference to an exhibit to a current report on Form 8-K filed on September 2, 2011)
3.4	Certificate of Amendment to Articles of Incorporation (incorporated by reference to an exhibit to a current report on Form 8-K filed on September 21, 2011)
3.5	Amended and Restated Bylaws (incorporated by reference to an exhibit to a current report on Form 8-K filed on September 21, 2011)
3.6	Certificate of Correction dated February 27, 2012 (incorporated by reference to an exhibit to a current report on Form 8-K/A filed on March 16, 2012)
10.2	Convertible Loan Agreement dated December 6, 2013 with Mediapark Investments Limited (incorporated by reference to our current report on Form 8-K filed on December 16, 2013)
10.3	Investment Agreement dated December 13, 2013 with Kodiak Capital Group, LLC (incorporated by reference to our current report on Form 8-K filed on December 16, 2013)
10.4	Registration Rights Agreement dated December 13, 2013 with Kodiak Capital Group, LLC (incorporated by reference to our current report on Form 8-K filed on December 16, 2013)
10.5	Form of subscription agreement (incorporated by reference to our current report on Form 8-K filed on March 4, 2014)
10.6	Form of warrant (incorporated by reference to our current report on Form 8-K filed on March 4, 2014)
10.7	Consulting Agreement dated April 3, 2014 with Aspen Agency Limited (incorporated by reference to our current report on Form 8-K filed on April 7, 2014)
10.8	Stock Option Agreement dated April 3, 2014 with Aspen Agency Limited (incorporated by reference to our current report on Form 8-K filed on April 7, 2014)
10.9	Form of subscription agreement with form of warrant (incorporated by reference to our current report on Form 8-K filed on April 28, 2014)
10.10	Convertible Loan Agreement dated May 29, 2014 with Nine Investments Limited (incorporated by reference to our current report on Form 8-K filed on May 30, 2014)
10.11	Services Agreement between Orgenesis SPRL and MaSTherCell SA dated July 3, 2014 incorporated by reference to our current report on Form 8-K filed on July 7, 2014)
10.12	Financial Consulting Agreement dated August 1, 2014 with Eventus Consulting, P.C., (incorporated by reference to our current report on Form 8-K filed on August 5, 2014)
10.13	Personal Employment Agreement dated August 1, 2014 by and between Orgenesis, Inc. and Neil Reithinger (incorporated by reference to our current report on Form 8-K filed on August 5, 2014)
10.14	Personal Employment Agreement dated as of July 23, 2014 by and between Orgenesis Maryland Inc. and Scott Carmer (incorporated by reference to our current report on Form 8-K filed on August 6, 2014)
10.15	Release Agreement dated November 26, 2016 by and between Orgenesis Maryland Inc., Orgenesis Inc. and Scott Carmer (incorporated by reference to our current report on Form 8-K filed on November 23, 2016)
10.16	Personal Employment Agreement dated August 22, 2014 by and between Orgenesis Ltd. and Vered Caplan (incorporated by reference to our current report on Form 8-K filed on August 25, 2014)
10.17	Share Exchange Agreement dated November 6, 2014 with MaSTherCell SA and Cell Therapy Holding SA (collectively "MaSTherCell") and each of the shareholders of MaSTherCell (incorporated by reference to our current report on Form 8-K filed on November 10, 2014)

No.	Description
10.21	Addendum No. 1 to Share Exchange Agreement dated March 2, 2015 with MaSTherCell SA, Cell Therapy Holding SA and their shareholders (incorporated by reference to the Company's current report on Form 8-K filed on March 5, 2015)
10.22	Escrow Agreement dated February 27, 2015 with the shareholders of MaSTherCell SA and Cell Therapy Holding SA and bondholders of MaSTherCell SA and Securities Transfer Corporation (incorporated by reference to the Company's current report on Form 8-K filed on March 5, 2015)
10.23	Orgenesis Inc. Board of Advisors Consulting Agreement dated March 16, 2015 (incorporated by reference to the Company's current report on Form 8-K filed on March 17, 2015)
10.24	Addendum No. 2 to Share Exchange Agreement dated March 2, 2015 with MaSTherCell SA, Cell Therapy Holding SA and their shareholders (incorporated by reference to the Company's current report on Form 8-K filed on November 13, 2015)
10.25	Joint Venture Agreement
21.1	List of Subsidiaries of Orgenesis Inc.
31.1*	Certification Statement of the Chief Executive Officer pursuant to Section 302 of the Sarbanes Oxley Act of 2002
31.2*	Certification Statement of the Chief Financial Officer pursuant to Section 302 of the Sarbanes Oxley Act of 2002
32.1*	Certification Statement of the Chief Executive Officer pursuant to Section 906 of the Sarbanes Oxley Act of 2002
32.2*	Certification Statement of the Chief Financial Officer pursuant to Section 906 of the Sarbanes Oxley Act of 2002
99.1	Global Share Incentive Plan (2012) (incorporated by reference to our current report on Form 8K filed on May 31, 2012)
99.2	Appendix – Israeli Taxpayers Global Share Incentive Plan (incorporated by reference to our current report on Form 8K filed on May 31, 2012)
99.3	Audit Committee Charter (incorporated by reference to our current report on Form 8K filed on January 15, 2013)
99.4	Compensation Committee Charter (incorporated by reference to our current report on Form 8K filed on January 15, 2013)
101*	Interactive Data Files pursuant to Rule 405 of Regulation ST.

*Filed herewith

ITEM 16. SUMMARY

Not applicable.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) 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.

ORGENESIS INC.

By: /s/ Vered Caplan
Vered Caplan
President, Chief Executive Officer and Chairperson
of the Board (Principal Executive Officer)
Date: February 28, 2017

By: /s/ Neil Reithinger
Neil Reithinger
Chief Financial Officer, Treasurer and Secretary
(Principal Accounting Officer)
Date: February 28, 2017

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

By: /s/ Guy Yachin
Guy Yachin
Director
Date: February 28, 2017

By: /s/ David Sidransky
David Sidransky
Director
Date: February 28, 2017

By: /s/ Yaron Adler
Yaron Adler
Director
Date: February 28, 2017

By: /s/ Etti Hanochi
Etti Hanochi
Director
Date: February 28, 2017

By: /s/ Hugues Bultot
Hugues Bultot
Director
Date: February 28, 2017

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

ORGENESIS INC.
CONSOLIDATED FINANCIAL STATEMENTS AS OF NOVEMBER 30, 2016

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Shareholders of

ORGENESIS INC.

We have audited the accompanying consolidated balance sheets of Orgenesis Inc. and its subsidiaries as of November 30, 2016 and 2015, and the related consolidated statements of comprehensive loss, changes in equity (capital deficiency) and cash flows for each of the two years in the period then ended. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of the Company at November 30, 2016 and 2015, and the results of their operations and cash flows for each of the two years in the period then ended, in conformity with accounting principles generally accepted in the United States of America.

The accompanying consolidated financial statements have been prepared assuming that the Company will continue as a going concern. As discussed in Note 1b to the financial statements, the Company has suffered recurring losses from operations and has cash outflows from operating activities that raise substantial doubt as to the Company's ability to continue as a going concern. Management's plans in regard to these matters are also described in Note 1b. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

Tel-Aviv, Israel
February 28, 2017

Kesselman & Kesselman
Certified Public Accountants (Isr.)
A member firm of PricewaterhouseCoopers International Limited

ORGENESIS INC.
CONSOLIDATED BALANCE SHEETS
(U.S. Dollars in thousands)

	November 30,	
Assets	2016	2015
CURRENT ASSETS:		
Cash and cash equivalents	\$ 891	\$ 4,168
Accounts receivable, net	1,229	1,173
Prepaid expenses and other receivables	779	1,118
Grants receivable	906	1,446
Inventory	400	301
Total current assets	4,205	8,206
NON CURRENT ASSETS:		
Property and equipment, net	4,573	4,296
Restricted cash	5	5
Intangible assets, net	15,050	16,653
Goodwill	9,584	9,535
Other assets	70	53
Total non current assets	29,282	30,542
TOTAL ASSETS	33,487	38,748

ORGENESIS INC.
CONSOLIDATED BALANCE SHEETS
(U.S. Dollars in thousands)

	November 30,	
	2016	2015
Liabilities and equity (net of capital deficiency)		
CURRENT LIABILITIES:		
Short term bank credit	21	
Accounts payable	4,554	3,475
Accrued expenses and other payables	1,205	816
Employees and related payables	1,680	1,348
Related parties	42	42
Advance payments on account of grant	243	307
Short-term loans and current maturities of long term loans	1,111	2,829
Deferred income	1,273	1,216
Current maturities of convertible loans	2,541	3,022
Convertible bonds	1,818	1,888
Price protection derivative	76	1,533
Investments in associate, net	12	
TOTAL CURRENT LIABILITIES	14,576	16,476
LONG-TERM LIABILITIES:		
Loans payable	3,291	2,540
Convertible loans	1,059	
Warrants	1,843	1,382
Retirement benefits obligation	5	5
Put option derivative	273	
Deferred taxes	1,862	3,327
TOTAL LONG-TERM LIABILITIES	8,333	7,254
TOTAL LIABILITIES	22,909	23,730
COMMITMENTS		
REDEEMABLE COMMON STOCK		
	-	21,458
EQUITY (CAPITAL DEFICIENCY):		
Common stock of \$0.0001 par value, 1,750,000,000 shares authorized, 114,096,461 and 55,835,950 shares issued and outstanding as of November 30, 2016 and November 30, 2015, respectively	12	6
Additional paid-in capital	41,605	14,229
Receipts on account of shares to be allotted		1,251
Accumulated other comprehensive loss	(1,205)	(1,286)
Accumulated deficit	(29,834)	(20,640)
TOTAL EQUITY (CAPITAL DEFICIENCY)	10,578	(6,440)
TOTAL LIABILITIES AND EQUITY (NET OF CAPITAL DEFICIENCY)	\$ 33,487	\$ 38,748

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

ORGENESIS INC.
CONSOLIDATED STATEMENTS OF COMPREHENSIVE LOSS
(U.S. Dollars in thousands, except share and per share amounts)

	For the Year Ended November 30,	
	2016	2015
REVENUES	\$ 6,397	\$ 2,974
COST OF REVENUES	7,657	3,880
GROSS LOSS	1,260	906
RESEARCH AND DEVELOPMENT EXPENSES, net	2,157	1,067
AMORTIZATION OF INTANGIBLE ASSETS	1,620	1,203
SELLING, GENERAL AND ADMINISTRATIVE EXPENSES	6,240	4,035
OPERATING LOSS	11,277	7,211
FINANCIAL INCOME, net	(659)	(1,850)
SHARE IN LOSSES OF ASSOCIATED COMPANY	123	
LOSS BEFORE INCOME TAXES	10,741	5,361
INCOME TAX BENEFIT	(1,547)	(900)
NET LOSS	\$ 9,194	\$ 4,461
LOSS PER SHARE:		
Basic	\$ 0.09	\$ 0.08
Diluted	\$ 0.09	\$ 0.11
WEIGHTED AVERAGE NUMBER OF SHARES USED IN COMPUTATION OF BASIC AND DILUTED LOSS PER SHARE:		
Basic	102,258,854	55,798,416
Diluted	102,258,854	56,920,912
OTHER COMPREHENSIVE LOSS -		
Net loss	\$ 9,194	\$ 4,461
Translation adjustments	(81)	1,268
TOTAL COMPREHENSIVE LOSS	\$ 9,113	\$ 5,729

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

ORGENESIS INC.
CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY (CAPITAL DEFICIENCY)
(U.S. Dollars in thousands, except share amounts)

	Common Stock		Additional Paid-in Capital	Receipts on Account of Share to be Allotted	Accumulated Other Comprehensive Loss	Accumulated Deficit	Total
	Number	Par Value					
BALANCE AT DECEMBER 1, 2014	55,970,565	\$ 6	\$ 13,152	\$ 60	\$ (18)	\$ (16,179)	\$ (2,979)
Changes during the Year ended November 30, 2015:							
Stock-based compensation to employees and directors			713				713
Stock-based compensation to service providers			90				90
Warrants issued to credit providers			208				208
Issuances of shares	115,385		60	(60)			
Shares cancellation (250,000)							
Receipts on account of shares to be issued			6	1,251			1,257
Comprehensive loss for the year					(1,268)	(4,461)	(5,729)
BALANCE AT NOVEMBER 30, 2015	55,835,950	\$ 6	\$ 14,229	\$ 1,251	\$ (1,286)	\$ (20,640)	\$ (6,440)
Changes during the Year ended November 30, 2016:							
Stock-based compensation to employees and directors			1,103				1,103
Stock-based compensation to service providers	2,650,000	*	1,613				1,613
Warrants and shares issued due to extinguishment of a convertible loan	288,462	*	114				114
Beneficial conversion feature of convertible loans			257				257
Issuances of shares from investments and conversion of convertible loans	12,920,325	2	2,835	(1,251)			1,586
Reclassification of redeemable common stock**	42,401,724	4	21,454				21,458
Comprehensive loss for the year					81	(9,194)	(9,113)
BALANCE AT NOVEMBER 30, 2016	114,096,461	\$ 12	\$ 41,605	\$ -	\$ (1,205)	\$ (29,834)	10,578

*Represents an amount lower than \$ 1 thousand

**Including outstanding contingent share, see Note 11(d)

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

ORGENESIS INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS
(U.S. Dollars in thousands)

	Year Ended November 30,	
	2016	2015
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net loss	\$ (9,194)	\$ (4,461)
Adjustments required to reconcile net loss to net cash used in operating activities:		
Stock-based compensation	2,869	803
Share in losses of associated company	123	
Loss from extinguishment of a convertible loan	229	
Depreciation and amortization expenses	2,923	1,991
Change in fair value of warrants and embedded derivatives	(1,732)	(1,375)
Change in fair value of convertible bonds	(84)	(1,221)
Interest expense accrued on loans and convertible loans (including amortization of beneficial conversion feature)	283	502
Changes in operating assets and liabilities:		
Increase in accounts receivable	(54)	(731)
Increase in inventory	(101)	(87)
Increase in other assets	(17)	(22)
Decrease (increase) in prepaid expenses and other accounts receivable	136	(1,083)
Increase in accounts payable	1,079	1,497
Increase in accrued expenses	399	538
Increase in employee and related payables	352	353
Increase in deferred income	53	1,039
Increase in advance payments and receivables on account of grant	499	451
Decrease in deferred taxes	(1,546)	(900)
Net cash used in operating activities	<u>(3,783)</u>	<u>(2,706)</u>
CASH FLOWS FROM INVESTING ACTIVITIES:		
Purchase of property and equipment	(1,425)	(982)
Investments in Associates	(111)	
Restricted cash		(5)
Acquisition of MaSTherCell, net of cash acquired, see note 3		305
Short term investments and deposits		(250)
Net cash used in investing activities	<u>(1,536)</u>	<u>(932)</u>
CASH FLOWS FROM FINANCING ACTIVITIES:		
Short-term line of credit	21	(14)
Proceeds from issuance of shares and warrants	1,488	4,203
Proceeds from issuance of loans payable	1,121	3,946
Repayment of short and long-term debt	(2,106)	(2,419)
Proceeds from issuance of convertible loans (net of transaction costs)	1,599	950
Net cash provided by financing activities	<u>2,123</u>	<u>6,666</u>
NET CHANGE IN CASH AND CASH EQUIVALENTS	(3,196)	3,028
EFFECT OF EXCHANGE RATE CHANGES ON CASH AND CASH EQUIVALENTS	(81)	(174)
CASH AND CASH EQUIVALENTS AT BEGINNING OF YEAR	4,168	1,314
CASH AND CASH EQUIVALENTS AT END OF YEAR	\$ 891	\$ 4,168
SUPPLEMENTAL NON-CASH FINANCING ACTIVITY		
Conversion of loans (including accrued interest) to common stock and warrants	<u>\$ 1,028</u>	
Reclassification of redeemable common stock to equity	<u>\$ 21,458</u>	
Warrants to be issued to credit providers		<u>\$ 208</u>
SUPPLEMENTAL INFORMATION ON INTEREST PAID IN CASH	<u>\$ 106</u>	<u>\$ 125</u>

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

ORGENESIS INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEARS ENDED NOVEMBER 30, 2016 AND 2015

NOTE 1 – DESCRIPTION OF BUSINESS

a. General

Orgenesis Inc. (the “Company”) was incorporated in the state of Nevada on June 5, 2008, under the name Business Outsourcing Services, Inc. Effective August 31, 2011, the Company completed a merger with its subsidiary, Orgenesis Inc., a Nevada corporation which was incorporated solely to effect a change in its name. As a result, the Company changed its name from “Business Outsourcing Services, Inc.” to “Orgenesis Inc.” The consolidated financial statements include the accounts of Orgenesis Inc., its wholly-owned subsidiaries MaSTherCell S.A (the “MaSTherCell”), its Belgian based subsidiary and a contract development manufacturing organization, or CDMO (see also note 3), specialized in cell therapy development for advanced medicinal products; Orgenesis SPRL (the “Belgian Subsidiary”), a Belgian based subsidiary which is engaged in development and manufacturing activities together with clinical development studies in Europe, and later on to be the Company’s center for activities in Europe; Orgenesis Maryland Inc. (the “U.S. Subsidiary”) a Maryland corporation, and Orgenesis Ltd. an Israeli corporation.

The Company is a regenerative therapy company with expertise and experience in cell therapy development and manufacturing.

The Company’s cell therapy technology derives from published work of Prof. Sarah Ferber, our Chief Science Officer and a researcher at Tel Hashomer Medical Research (“THM”), a leading medical hospital and research center in Israel, who established a proof of concept that demonstrates the capacity to induce a shift in the developmental fate of cells from the liver and transdifferentiating (converting) them into “pancreatic beta cell-like” insulin-producing cells. Its development activities with respect to cell-derived and related therapies, which are conducted through Orgenesis Ltd. (the “Israeli Subsidiary”), have, to date, been limited to laboratory and preclinical testing.

On May 10, 2016, the Company and Atvio Biotech Ltd., (“Atvio”) entered into a Joint Venture Agreement (the “JVA”) pursuant to which the parties agreed to collaborate in the contract development and manufacturing of cell and virus therapy products in the field of regenerative medicine in Israel. See also Note 6.

As used in this report and unless otherwise indicated, the term “Company” refers to Orgenesis Inc. and its wholly-owned subsidiaries (“Subsidiaries”). Unless otherwise specified, all amounts are expressed in United States dollars.

b. Going Concern

The accompanying consolidated financial statements have been prepared assuming that the Company will continue as a going concern. As of November 30, 2016, the Company had not achieved profitable operations, has accumulated losses of approximately \$29.8 million (since inception), has negative cash flows from operating activities, has a working deficiency of \$10.3 million and expects to incur further losses in the development of its business. Presently, the Company does not have sufficient cash and other resources to meet its requirements in the following twelve months. These factors raise substantial doubt about the Company’s ability to continue as a going concern. The Company’s continuation as a going concern is dependent on its ability to obtain additional financing as may be required and ultimately to attain profitability. The Company needs to raise significant funds on an immediate basis in order to continue to meet its liquidity needs, realize its business plan and maintain operations. The Company’s current cash resources are not sufficient to support its operations as presently conducted or permit it to take advantage of business opportunities that may arise. Management of the Company is continuing its efforts to secure funds through equity and/or debt instruments for its operations.

The consolidated financial statements do not include any adjustments that might result from the outcome of this uncertainty. There can be no assurance that management will be successful in implementing a business plan or that the successful implementation of a business plan will actually improve the Company’s operating results. If the Company is unable to obtain the necessary capital, the Company may have to cease operations

The Company has been funding its operations primarily from the proceeds from private placements of the Company's convertible and equity securities and from revenues generated by MaSTherCell. From December 2015 through November 2016, the Company received proceeds of approximately \$6.1 million from customers, \$1.1 million (Euro 1 million) loan, \$1.5 million from a private placement to certain accredited investors of its equity and equity linked securities and \$1.6 million from proceeds of convertible loans. In addition, after the period ended November 30, 2016, the Company raised an additional \$5.2 million from the proceeds of a private placement to certain accredited investors of its equity and equity linked securities and convertible loans, \$1.9 million from customers and \$2.1 (Euro 2 million) from new approved Walloon Region, Belgium, Direction générale opérationnelle de l'Economie, de l'Emploi & de la Recherche ("DGO6") grants (See Note 20).

NOTE 2- SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The accounting policies adopted are generally consistent with those of the previous financial year.

a. Use of Estimates in the Preparation of Financial Statements

The preparation of the consolidated financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the financial statement date and the reported expenses during the reporting periods. Actual results could differ from those estimates. As applicable to these consolidated financial statements, the most significant estimates and assumptions relate to the valuation of stock based compensation, valuation of financial instruments measured at fair value and valuation of impairment of goodwill and intangible assets.

b. Business Combination

The Company allocates the purchase price of an acquired business to the tangible and intangible assets acquired and liabilities assumed based upon their estimated fair values on the acquisition date. Any excess of the purchase price over the fair value of the net assets acquired is recorded as goodwill. Acquired in-process backlog, customer relations, brand name and know how are recognized at fair value. The purchase price allocation process requires management to make significant estimates and assumptions, especially at the acquisition date with respect to intangible assets. Direct transaction costs associated with the business combination are expensed as incurred. The allocation of the consideration transferred in certain cases may be subject to revision based on the final determination of fair values during the measurement period, which may be up to one year from the acquisition date. The Company includes the results of operations of the business that it has acquired in its consolidated results prospectively from the date of acquisition.

c. Cash equivalents

The Company considers all short term, highly liquid investments, which include short term bank deposits with original maturities of three months or less from the date of purchase, that are not restricted as to withdrawal or use and are readily convertible to known amounts of cash, to be cash equivalents.

d. Restricted Cash

The company has restricted cash deposited as a guarantee for the use of the Company's credit card. The Company classifies these amounts as a non-current asset since the Company expects to continue the use of the credit card for the foreseeable future.

e. Research and Development, net

Research and development expenses include costs directly attributable to the conduct of research and development programs, including the cost of salaries, stock-based compensation expenses, payroll taxes and other employees' benefits, lab expenses, consumable equipment and consulting fees. All costs associated with research and developments projects are expensed as incurred. Participation from government departments and from research foundations for development of approved projects is recognized as a reduction of expense as the related costs are incurred.

f. Principles of Consolidation

The consolidated financial statements include the accounts of the Company and its wholly owned Subsidiaries. All intercompany transactions and balances have been eliminated in consolidation.

g. Non Marketable Equity Investments

The Company's investments in certain non-marketable equity securities in which it has the ability to exercise significant influence, but does not control through variable interests or voting interests, are accounted for under the equity method of accounting and presented as Investment in associates, net, in the Company's consolidated balance sheets. Under the equity method, the Company recognizes its proportionate share of the comprehensive income or loss of the investee. The Company's share of income and losses from equity method investments is included in share in losses of associated company.

The Company reviews its investments accounted for under the equity method for possible impairment, which generally involves an analysis of the facts and changes in circumstances influencing the investments.

h. Functional Currency

The currency of the primary economic environment in which the operations of the Company and part of its Subsidiaries are conducted is the U.S. dollar ("S" or "dollar"). The functional currency of the Belgian Subsidiaries is the Euro ("E" or "Euro"). Most of the Company's expenses are incurred in dollars and the source of the Company's financing has been provided in dollars. Thus, the functional currency of the Company and its other subsidiaries is the dollar. Transactions and balances originally denominated in dollars are presented at their original amounts. Balances in foreign currencies are translated into dollars using historical and current exchange rates for nonmonetary and monetary balances, respectively. For foreign transactions and other items reflected in the statements of operations, the following exchange rates are used: (1) for transactions – exchange rates at transaction dates or average rates and (2) for other items (derived from nonmonetary balance sheet items such as depreciation) – historical exchange rates. The resulting transaction gains or losses are recorded as financial income or expenses. The financial statements of the Belgian Subsidiaries are included in the consolidated financial statements, translated into U.S. dollars. Assets and liabilities are translated at year-end exchange rates, while revenues and expenses are translated at yearly average exchange rates during the year. Differences resulting from translation of assets and liabilities are presented as other comprehensive income.

i. Inventory

Inventory is stated at the lower of cost or net realizable value with cost determined under the first-in-first-out (FIFO) cost method. The entire balance of inventory at November 30, 2016, consists of raw material.

j. Property and Equipment

Property and equipment are recorded at cost and depreciated by the straight-line method over the estimated useful lives of the related assets.

Annual rates of depreciation are presented in the table below:

	<u>Weighted Average Useful Life (Years)</u>
Production facility	10
Laboratory equipment	5
Office equipment and computers	3-5

k. Intangible Assets

Intangible assets and their useful lives are as follows:

	Weighted Average Useful Life (Years)	Amortization Recorded at Comprehensive Loss Line Item
Backlog	1.75	Cost of revenues
Customer Relationships	7.75	Amortization of intangible assets
Brand	9.75	Amortization of intangible assets
Know-How	11.75	Amortization of intangible assets

Intangible assets are recorded at acquisition cost less accumulated amortization and impairment. Definite lived intangible assets are amortized over their estimated useful life using the straight-line method, which is determined by identifying the period over which the cash flows from the asset are expected to be generated.

l. Goodwill

Goodwill represents the excess of the purchase price of acquired business over the estimated fair value of the identifiable net assets acquired. Goodwill is not amortized but is tested for impairment at least annually (at November 30), at the reporting unit level or more frequently if events or changes in circumstances indicate that the asset might be impaired. The goodwill impairment test is applied by performing a qualitative assessment before calculating the fair value of the reporting unit. If, on the basis of qualitative factors, it is considered not more likely than not that the fair value of the reporting unit is less than the carrying amount, further testing of goodwill for impairment would not be required. Otherwise, goodwill impairment is tested using a two-step approach.

The first step involves comparing the fair value of the reporting unit to its carrying amount. If the fair value of the reporting unit is determined to be greater than its carrying amount, there is no impairment. If the reporting unit's carrying amount is determined to be greater than the fair value, the second step must be completed to measure the amount of impairment, if any. The second step involves calculating the implied fair value of goodwill by deducting the fair value of all tangible and intangible assets, excluding goodwill, of the reporting unit from the fair value of the reporting unit as determined in step one. The implied fair value of the goodwill in this step is compared to the carrying value of goodwill. If the implied fair value of the goodwill is less than the carrying value of the goodwill, an impairment loss equivalent to the difference is recorded.

m. Impairment of Long-lived Assets

The Company reviews its property and equipment, intangible assets subject to amortization and other long-lived assets for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset class may not be recoverable. Indicators of potential impairment include: an adverse change in legal factors or in the business climate that could affect the value of the asset; an adverse change in the extent or manner in which the asset is used or is expected to be used, or in its physical condition; and current or forecasted operating or cash flow losses that demonstrate continuing losses associated with the use of the asset. If indicators of impairment are present, the asset is tested for recoverability by comparing the carrying value of the asset to the related estimated undiscounted future cash flows expected to be derived from the asset. If the expected cash flows are less than the carrying value of the asset, then the asset is considered to be impaired and its carrying value is written down to fair value, based on the related estimated discounted cash flows. There were no impairment charges in 2016 and 2015.

n. Revenue Recognition

The Company recognizes revenue for services linked to cell process development and cell manufacturing services based on individual contracts in accordance with Accounting Standards Codification ("ASC") 605, *Revenue Recognition*, when the following criteria have been met: persuasive evidence of an arrangement exists; delivery of the processed cells has occurred or the services that are milestones based have been provided; the price is fixed or determinable and collectability is reasonably assured. The Company determines that persuasive evidence of an arrangement exists based on written contracts that define the terms of the arrangements. In addition, the Company determines that services have been delivered in accordance with the arrangement. The Company assesses whether the fee is fixed or determinable based on the payment terms associated with the transaction and whether the sales price is subject to refund or adjustment. Service revenues are recognized as the services are provided.

The Company also incurs revenue from selling of some consumables which are incidental to the services provided as foreseen in the clinical services contracts. Such revenue is recognized upon delivery of the processed cells in which they were consumed.

o. Financial Liabilities Measured at Fair Value

1) Fair Value Option

Topic 815 provides entities with an option to report certain financial assets and liabilities at fair value with subsequent changes in fair value reported in earnings. The election can be applied on an instrument by instrument basis. The Company elected the fair value option to its convertible bonds. The liability is measured both initially and in subsequent periods at fair value, with changes in fair value charged to finance expenses, net (See also Note 15).

2) Warrants and Price Protection Mechanism Derivative Classified as a Liability

Warrants that entitle the holder to down-round protection (through ratchet and anti-dilution provisions) and price protection mechanism derivatives in respect of shares entitled to down-round protection are classified as liabilities on the balance sheet. The liability is measured both initially and in subsequent periods at fair value, with changes in fair value charged to finance expenses, net (See Note 15).

3) Derivatives

Embedded derivatives are separated from the host contract and carried at fair value when (1) the embedded derivative possesses economic characteristics that are not clearly and closely related to the economic characteristics of the host contract and (2) a separate, standalone instrument with the same terms would qualify as a derivative instrument. The derivative is measured both initially and in subsequent periods at fair value, with changes in fair value charged to finance expenses, net. As to embedded derivatives arising from the issuance of convertible debentures, see Note 15.

p. Income Taxes

1) With respect to deferred taxes, income taxes are computed using the asset and liability method. Under the asset and liability method, deferred income tax assets and liabilities are determined based on the differences between the financial reporting and tax bases of assets and liabilities and are measured using the currently enacted tax rates and laws. A valuation allowance is recognized to the extent that it is more likely than not that the deferred taxes will not be realized in the foreseeable future.

2) The Company follows a two-step approach to recognizing and measuring uncertain tax positions. The first step is to evaluate the tax position for recognition by determining if the available evidence indicates that it is more likely than not that the position will be sustained on examination. If this threshold is met, the second step is to measure the tax position as the largest amount that is greater than 50% likely of being realized upon ultimate settlement.

3) Taxes that would apply in the event of disposal of investment in Subsidiaries have not been taken into account in computing the deferred income taxes, as it is the Company's intention to hold these investments and not realize them.

q. Stock-based Compensation

The Company accounts for employee stock-based compensation in accordance with the guidance of ASC Topic 718, *Compensation - Stock Compensation*, which requires all share based payments to employees, including grants of employee stock options, to be recognized in the financial statements based on their grant date fair values. The fair value of the equity instrument is charged to compensation expense and credited to additional paid in capital over the period during which services are rendered. The Company recorded stock based compensation expenses using the straight line method.

The Company follows ASC Topic 505-50, *Equity-Based Payments to Non-Employees*, for stock options issued to consultants and other non-employees. In accordance with ASC Topic 505-50, these stock options issued as compensation for services provided to the Company are accounted for based upon the fair value of the options. The fair value of the options granted is measured on a final basis at the end of the related service period and is recognized over the related service period using the straight line method.

r. *Redeemable Common Stock*

Common stock with embedded redemption features, such as an unwind option, whose settlement is not at the Company's discretion, are considered redeemable common stock. Redeemable common stock is considered to be temporary equity and are therefore presented as a mezzanine section between liabilities and equity on the Company's consolidated balance sheets. Subsequent adjustment of the amount presented in temporary equity is required only if the Company's management estimates that it is probable that the instrument will become redeemable. Upon termination of the redemption features, the redeemable common stock are reclassified into equity.

s. *Loss per Share of Common Stock*

Net loss per share, basic and diluted, is computed on the basis of the net loss for the period divided by the weighted average number of common shares outstanding during the period. Diluted net loss per share is based upon the weighted average number of common shares and of common shares equivalents outstanding when dilutive. Common share equivalents include: (i) outstanding stock options under the Company's Global Share Incentive Plan (2012) and warrants which are included under the treasury share method when dilutive, and (ii) common shares to be issued under the assumed conversion of the Company's outstanding convertible loans, which are included under the if-converted method when dilutive. See Note 12.

t. *Concentration of Credit Risk*

Financial instruments that potentially subject the Company to concentration of credit risk consist of principally cash and cash equivalents, restricted cash and certain receivables. The Company held these instruments with highly rated financial institutions and the Company has not experienced any significant credit losses in these accounts and does not believe the Company is exposed to any significant credit risk on these instruments apart of accounts receivable. The Company performs ongoing credit evaluations of its customers for the purpose of determining the appropriate allowance for doubtful accounts. An appropriate allowance for doubtful accounts is included in the accounts and netted against accounts receivable. In the year ended November 30, 2016, the Company has recorded an allowance of \$336 thousand (\$0 in the year ended November 30,2015).

Bad debt allowance is created when objective evidence exists of inability to collect all sums owed it under the original terms of the debit balances. Material customer difficulties, the probability of their going bankrupt or undergoing economic reorganization and insolvency or material delays in payments are all considered indicative of reduced debtor balance value

u. *Beneficial Conversion Feature ("BCF")*

When the Company issues convertible debt, if the stock price is greater than the effective conversion price (after allocation of the total proceeds) on the measurement date, the conversion feature is considered "beneficial" to the holder. If there is no contingency, this difference is treated as issued equity and reduces the carrying value of the host debt; the discount is accreted as deemed interest on the debt (See Note 8(c)).

v. *Other Comprehensive Loss*

Other comprehensive loss represents adjustments of foreign currency translation.

w. Newly Issued Accounting Pronouncements

In May 2014, the Financial Accounting Standards Board (“FASB”) issued Accounting Standards Update (“ASU”) No. 2014-09 (“ASU 2014-09”) “Revenue from Contracts with Customers.” ASU 2014-09 will supersede most current revenue recognition guidance, including industry-specific guidance. The underlying principle is that an entity will recognize revenue upon the transfer of goods or services to customers in an amount that the entity expects to be entitled to in exchange for those goods or services. On July 9, 2015, the FASB deferred the effective date of the standard by one year, which results in the new standard being effective for the Company at the beginning of its first quarter of fiscal year 2018. In addition, during March, April and May 2016, the FASB issued ASU No. 2016-08, Revenue from Contracts with Customers : Principal versus Agent Considerations (Reporting Revenue Gross versus Net), ASU 2016-10, Revenue from Contracts with Customers : Identifying Performance Obligations and Licensing and ASU 2016-12, Revenue from Contracts with Customers : Narrow-Scope Improvements and Practical Expedients, respectively, which clarified the guidance on certain items such as reporting revenue as a principal versus agent, identifying performance obligations, accounting for intellectual property licenses, assessing collectability and presentation of sales taxes. The FASB also agreed to allow entities to choose to adopt the standard as of the original effective date. As applicable for the Company, the effective date for adopting the ASU is for the year ending November 30, 2019. The Company is currently evaluating the impact of this new standard on its consolidated financial statements.

In January 2016, the FASB issued ASU 2016-01, *Financial Instruments – Overall: Recognition and Measurement of Financial Assets and Financial Liabilities*. The pronouncement requires equity investments (except those accounted for under the equity method of accounting, or those that result in consolidation of the investee) to be measured at fair value with changes in fair value recognized in net income. ASU 2016-01 requires public business entities to use the exit price notion when measuring the fair value of financial instruments for disclosure purposes, requires separate presentation of financial assets and financial liabilities by measurement category and form of financial asset, and eliminates the requirement for public business entities to disclose the method(s) and significant assumptions used to estimate the fair value that is required to be disclosed for financial instruments measured at amortized cost. These changes become effective for the Company's fiscal year beginning January 1, 2018. The Company is currently evaluating the impact of this new standard on its consolidated financial statements.

In February 2016, the FASB issued ASU 2016-02, Leases (Topic 842), which supersedes the existing guidance for lease accounting, Leases (Topic 840). ASU 2016-02 requires lessees to recognize leases on their balance sheets, and leaves lessor accounting largely unchanged. The amendments in this ASU are effective for fiscal years beginning after December 15, 2018 and interim periods within those fiscal years. Early application is permitted for all entities. ASU 2016-02 requires a modified retrospective approach for all leases existing at, or entered into after, the date of initial application, with an option to elect to use certain transition relief. The Company is currently evaluating the impact of this new standard on its consolidated financial statements.

In March 2016, the FASB issued ASU 2016-06, Contingent Put and Call Options in Debt Instruments (Topic 815), which requires that embedded derivatives be separated from the host contract and accounted for separately as derivatives if certain criteria are met. One of those criteria is that the economic characteristics and risks of the embedded derivatives are not clearly and closely related to the economic characteristics and risks of the host contract (the “clearly and closely related” criterion). The amendments in this Update clarify what steps are required when assessing whether the economic characteristics and risks of call (put) options are clearly and closely related to the economic characteristics and risks of their debt hosts, which is one of the criteria for bifurcating an embedded derivative. Consequently, when a call (put) option is contingently exercisable, an entity does not have to assess whether the event that triggers the ability to exercise a call (put) option is related to interest rates or credit risks. The amendments are an improvement to GAAP because they eliminate diversity in practice in assessing embedded contingent call (put) options in debt instruments. The amendments in this ASU are effective for fiscal years beginning after December 15, 2016, and interim periods within those fiscal years. Early adoption is permitted for all entities. The Company is currently evaluating the impact of this new standard on its consolidated financial statements.

In March 2016, the FASB issued ASU 2016-09, Improvements to Employee Share-Based Payment Accounting, as part of its simplification initiative. The areas for simplification in this update involve several aspects of the accounting for share-based payment transactions, including the income tax consequences, classification of awards as either equity or liabilities, and classification on the statement of cash flows. Some of the areas for simplification apply only to nonpublic entities. The amendments in this ASU are effective for fiscal years beginning after December 15, 2016, and interim periods within those fiscal years. Early application is permitted for all entities. The Company is currently evaluating the impact of this new standard on its consolidated financial statements.

In August 2016, the Financial Accounting Standards Board ("FASB") issued Accounting Standard Update ("ASU") 2016-15, Statement of Cash Flows Classification of Certain Cash Receipts and Cash Payments, which clarifies existing guidance related to accounting for cash receipts and cash payments and classification on the statement of cash flows. This guidance is effective for fiscal years, and interim periods within those years, beginning after December 15, 2017, and early adoption is permitted. The Company is currently evaluating the impact of this new standard on its consolidated financial statements.

In August 2016, the FASB issued ASU 2016-15, Statement of Cash Flows (Topic 230): Classification of Certain Cash Receipts and Cash Payments, which clarifies how companies present and classify certain cash receipts and cash payments in the statement of cash flows. The new standard is effective for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2017. Early adoption is permitted, including adoption in an interim period. The Company currently assessing the impact that this updated standard will have on the consolidated financial statements and footnote disclosures

In January 2017, the FASB issued ASU No. 2017-04, Intangibles-Goodwill and Other (Topic 350): Simplifying the Test for Goodwill Impairment, which simplifies the goodwill impairment test by eliminating the need to determine the fair value of individual assets and liabilities of a reporting unit to measure goodwill impairment. The same impairment assessment applies to all reporting units including those with zero or negative carrying amounts. A goodwill impairment will represent the excess of a reporting unit's carrying amount over its fair value. An entity still has the option to perform the qualitative assessment for a reporting unit to determine if the quantitative impairment test is necessary. The amendments in ASU No. 2017-04 should be applied on a prospective basis. Disclosure of the nature and reason for the change in accounting principle upon transition is required. For public business entities, the amendments in this ASU are effective for annual or interim goodwill impairments tests in fiscal years beginning after December 15, 2019. Early adoption is permitted for interim or annual goodwill impairment tests performed on testing dates after January 1, 2017. The Company is currently evaluating the impact of this new standard on its consolidated financial statements.

NOTE 3 – ACQUISITION OF MASTHERCELL

Description of the Transaction

The Company entered into a share exchange agreement dated November 3, 2014, as subsequently amended (the "SEA"), with MaSTherCell SA, Cell Therapy Holding SA (collectively "MaSTherCell"). Pursuant to the SEA, which closed on March 2, 2015 in exchange for all of the issued and outstanding shares of MaSTherCell, the Company issued to the former shareholders of MaSTherCell an aggregate of 42,401,724 shares (the "Consideration Shares") of common stock at a price of \$0.58 per share for an aggregate price of \$24.6 million. Out of the Consideration Shares, 8,173,483 shares were allocated to the bondholders of MaSTherCell in case of conversion of the Convertible Bonds, as detailed below.

On November 12, 2015, the Company and MaSTherCell and each of the former shareholders of MaSTherCell (the "MaSTherCell Shareholders"), entered into an amendment ("Amendment No. 2") to the SEA. Under Amendment No. 2, the MaSTherCell Shareholders option to unwind the transaction as contained in the original Share Exchange Agreement (the "Unwind Option") was extended to November 30, 2015. In addition, the Company agreed to remit to MaSTherCell, by way of an equity investment, the sum of \$4.1 million (€ 3.8 million) by November 30, 2015, to be followed by a subsequent equity investment by December 31, 2015 in MaSTherCell of \$1.3 million (€1.2 million).

In connection with the equity investment, on December 10, 2015, the Company agreed to invest \$2.4 million (€2.2 million) in MaSTherCell equity. The Company's agreement represents an increase of \$1.1 million (€ 1 million) over the amount which the Company was previously obligated to invest in MaSTherCell under SEA as additional equity and replaces any funding obligation that the Company had under the SEA, as amended.

On December 10, 2015, the Company remitted to MaSTherCell € 3.8 million or \$4.1 million (out of the original obligation for investment of €6 million). As a result, the Unwind Option was canceled and all the shares that were issued, have been reclassified from redeemable common stock into equity.

During the year ended November 30, 2016, the Company remitted to MaSTherCell an additional \$1.5 million (€ 1.4 million), in compliance with its obligations. See also Note 20 (a).

MaSTherCell Convertible Bonds

On September 18, 2014, MaSTherCell entered into convertible bond agreements with certain of MaSTherCell's existing and part of the SEA, the parties agreed that, in case of conversion of the Convertible Bonds upon Uplisting (listing of the Company's shares on NASDAQ or any other national exchange in the United States which provides at least the same level of liquidity) within 14 months of the closing date, the bondholders are entitled to convert into a total of 8,173,483 out of the Consideration Shares. In case the bondholders elect to not convert and are repaid, the Consideration Shares will be reduced by the amount remaining outstanding to the bondholders. To that effect, the number of Consideration Shares to be released back to the Company, is determined by dividing the subscription amount of the outstanding Convertible Bonds plus interest owed thereunder (converted into USD at the currency exchange rate applicable on the day of conversion) by the consideration shares attributable to the MaSTherCell bondholders and by applying the resulting quotient to actual total number of Consideration shares. The conversion option of expired in May 2016. See also Notes 11(d) and 20 (d).

The Company recorded the Convertible Bonds on its consolidated balance sheet at their fair value (See Note 15).

Fair Value of Consideration Transferred

On the acquisition date, the fair value of the total consideration transferred to acquire MaSTherCell was as follows (in thousands):

Total purchase consideration:	
Redeemable common stock	\$ 24,592
Less convertible bonds	3,134
Total fair value of consideration transferred	<u>\$ 21,458</u>

The following table summarizes the allocation of purchase price to the fair values of the assets acquired and liabilities assumed as of the acquisition date (in thousands):

Total assets acquired:	
Cash and cash equivalents	\$ 305
Property and equipment	4,236
Inventory	231
Other current assets	1,664
Other intangible assets	18,977
Goodwill	10,106
Total assets	<u>35,519</u>
Total liabilities assumed:	
Deferred income	947
Deferred taxes	4,440
Loan payables	6,998
Other liabilities	1,676
Total liabilities	<u>14,061</u>
Total consideration transferred	<u>\$ 21,458</u>

The allocation of the purchase price to the net assets acquired and liabilities assumed resulted in the recognition of other intangible assets which comprised of: Customer Relationships of \$349 thousand, Know-How of \$17,037 thousand, Backlog of \$250 thousand and Brand Name of \$1,341 thousand. These other intangible assets have a useful life between 1.75 and 11.75 years. The useful life of the other intangible assets for amortization purposes was determined considering the period of expected cash flows generated by the assets used to measure the fair value of the intangible assets adjusted as appropriate for the entity-specific factors, including legal, regulatory, contractual, competitive, economic or other factors that may limit the useful life of intangible assets.

The fair value of the Know-How was estimated using a relief of royalties approach. Under this method, the fair value of the Know-How is equal to the royalty fee that the owner of the Know-How could profit from if he was to license the Know-How out.

The fair value of the Backlog was estimated using the income approach. An income and expense forecast was built based upon Backlog revenue estimates and the cost to perform each contract. On this basis, a free cash flow for the asset was derived, under several assumptions.

Customer Relationships and Brand Name were estimated using a discounted cash flow method with the application of the multi-period excess earnings method. Under this method, an intangible asset's fair value is equal to the present value of the incremental after-tax cash flows attributable only to the subject intangible asset after deducting contributory asset charges. An income and expenses forecast was built based upon specific intangible asset revenue and expense estimates.

Acquired goodwill is not amortized unless impaired. Goodwill isn't amortized for tax purposes.

Acquisition-related Costs

Acquisition-related expenses consist of transaction costs which represent external costs directly related to the acquisition of MaSTherCell and primarily include expenditures for professional fees such as legal, accounting and other directly related incremental costs incurred to close the acquisition by both the Company and MaSTherCell.

Acquisition-related expenses for the year ended November 30, 2015 were \$258 thousand. These expenses were recorded to selling and general administrative expense in the consolidated statements of comprehensive loss.

NOTE 4 - SEGMENT INFORMATION

The Chief Executive Officer ("CEO") is the Company's chief operating decision-maker ("CODM"). Following the acquisition of MaSTherCell, management has determined that there are two operating segments, based on the Company's organizational structure, its business activities and information reviewed by the CODM for the purposes of allocating resources and assessing performance.

CDMO

The Contract Development and Manufacturing Organization ("CDMO") activity is operated by MaSTherCell, which specializes in cell therapy development for advanced medicinal products. MaSTherCell is providing two types of services to its customers: (i) process and assay development services and (ii) GMP contract manufacturing services. The CDMO segment includes only the results of MaSTherCell.

CTB

The Cellular Therapy Business ("CTB") activity is based on our technology that demonstrates the capacity to induce a shift in the developmental fate of cells from the liver and differentiating (converting) them into "pancreatic beta cell-like" insulin producing cells for patients with Type 1 Diabetes. This segment is comprised of all entities aside from MaSTherCell.

The Company assesses the performance based on a measure of "Adjusted EBIT" (earnings before financial expenses and tax, and excluding share-based compensation expenses and non-recurring income or expenses). The measure of assets has not been disclosed for each segment.

Segment data for the year ended November 30, 2016 is as follows:

	<u>CDMO</u>	<u>CTB</u>	<u>Corporate and Eliminations</u>	<u>Consolidated</u>
	(in thousands)			
Revenues from external customers	\$ 6,853	\$	\$ (456)	\$ 6,397
Cost of revenues	(6,915)		557	(6,358)
Research and development expenses, net		(1,725)	(101)	(1,826)
Operating expenses	(2,239)	(1,667)		(3,906)
				(2,923)
Depreciation and amortization expense	(2,918)	(5)		(2,923)
Segment Performance	<u>\$ (5,219)</u>	<u>\$ (3,397)</u>		(8,616)
Stock-based compensation			(2,661)	(2,661)
Financial income (expenses), net			659	659
Share in losses of associated company			(123)	(123)
Loss before income tax				<u>(10,741)</u>

Segment data for the year ended November 30, 2015 is as follows:

	<u>CDMO</u>	<u>CTB</u>	<u>Corporate and Eliminations</u>	<u>Consolidated</u>
	(in thousands)			
Revenues from external customers	\$ 3,320	\$	\$ (346)	\$ 2,974
Cost of revenues	(3,099)			(3,099)
Research and development expenses, net		(1,279)	346	(933)
Operating expenses	(1,304)	(1,799)		(3,103)
Depreciation and amortization expense	(1,984)	(5)		(1,989)
Segment Performance	<u>\$ (3,067)</u>	<u>\$ (3,083)</u>		(6,150)
Stock -based compensation			(803)	(803)
Acquisition costs			(258)	(258)
Financial income (expenses), net			1,850	1,850
Loss before income tax				<u>(5,361)</u>

Geographic, Product and Customer Information

- a. Substantially all of the Company's revenues and long lived assets are located in Belgium.
- b. Net revenues from single customers from the CDMO segment that exceed 10% of total net revenues are:

	Year Ended November 30, 2016	Year Ended November 30, 2015
	(in thousands)	
Customer A	\$ 3,754	\$ 1,921
Customer B	\$ 1,742	\$ 626

NOTE 5 – PROPERTY AND EQUIPMENT

The following table represents the components of property and equipment:

	November 30,	
	2016	2015
	(in thousands)	
Cost:		
Production facility	\$ 4,403	\$ 3,638
Office furniture and computers	211	120
Lab equipment	1,491	1,200
	<u>6,105</u>	<u>4,958</u>
Less – accumulated depreciation	(1,532)	(662)
Total	<u>\$ 4,573</u>	<u>\$ 4,296</u>

Depreciation expense for the years ended November 30, 2016 and 2015 was \$1,160 thousand and \$681 thousand, respectively.

NOTE 6 – INVESTMENTS IN ASSOCIATE, NET

On May 10, 2016, the Company and Atvio entered into a joint venture agreement (the “JVA”) pursuant to which the parties agreed to collaborate in the contract development and manufacturing of cell and virus therapy products in the field of regenerative medicine in Israel. The parties pursued the joint venture through Atvio, in which the Company have a 50% participating interest therein in any and all rights and obligations and in any and all profits and losses.

Under the JVA, Atvio has procured, at its sole expense, a GMP facility and appropriate staff in Israel. The Company will share with Atvio the Company’s know-how in the field of cell therapy manufacturing, which knowhow will not include the intellectual property included in the license from the Tel Hashomer Hospital in Israel to the Israeli Subsidiary. Atvio's operations have begun on September 2016.

Subject to the adoption of a work plan acceptable to the Company, the Company shall remit to Atvio \$1 million to defray the costs associated with the setting up and the maintenance of the GMP facility, all or part of which may be contributed by way of in kind services as agreed to in the work plan. The Company’s funding will be made by way of a convertible loan to Atvio, which shall be convertible at the Company’s option at any time into 50% of the then outstanding equity capital (proportional to the loan amount actually remitted) immediately following such conversion. As of November 30, 2016, the Company remitted to Atvio total of \$111 thousand.

The Company concluded that based on the terms of the agreement, it has the ability to exercise significant influence in Atvio, but does not have control. Therefore, the investment is accounted for under the equity method.

The table below sets forth a summary of the changes in the investment for the year ended November 30, 2016:

	November 30, 2016
	<u>(In thousands)</u>
Opening balance	\$ -
Investments	111
Share in losses	(123)
	<u>\$ (12)</u>

In addition, at any time following the first anniversary year of the Effective Date the Company has the option to require the Atvio shareholders to transfer to the Company the entirety of their interest in Atvio for the consideration specified in the agreement. Within three years from the Effective Date, the Atvio shareholders shall have the option to require the Company to purchase from Atvios' shareholders their entire interest in Atvio for the consideration specified in the agreement. The above-mentioned options are accounted as derivatives and measured at fair value and presented in the balance sheet in "put option derivative" line item. (See Note 15).

NOTE 7 – INTANGIBLE ASSETS AND GOODWILL

Changes in the carrying amount of the Company's goodwill for the years ended November 30, 2016 and 2015 are as follows:

	<u>(in thousands)</u>
Goodwill as of December 1, 2014	\$
Goodwill as acquired	10,106
Translation differences	(571)
Goodwill as of November 30, 2015	\$ 9,535
Translation differences	49
Goodwill as of November 30, 2016	<u>9,584</u>

Goodwill Impairment

The Company reviews goodwill for impairment annually and whenever events or changes in circumstances indicate the carrying amount of goodwill may not be recoverable. The Company performed a quantitative two-step assessment for goodwill impairment for the CDMO unit.

As part of the first step of the two-step impairment test, the Company compared the fair value of the reporting units to their carrying values and determined that the carrying amount of the units do not exceed their fair values. The Company estimated the fair value of the unit by using an income approach based on discounted cash flows. The assumptions used to estimate the fair value of the Company's reporting units were based on expected future cash flows and an estimated terminal value using a terminal year growth rate based on the growth prospects for each reporting unit. The Company used an applicable discount rate which reflected the associated specific risks for the CDMO unit future cash flows.

Key assumptions used to determine the estimated fair value include: (a) expected cash flow for the five-year period following the testing date (including market share, sales volumes and prices, costs to produce and estimated capital needs); (b) an estimated terminal value using a terminal year growth rate of 3% determined based on the growth prospects ; and (c) a discount rate of 15.3% and 17.2% . Based on the Company's assessment as of November 30, 2016 and 2015 respectively , the carrying amount of its reporting unit does not exceeds its fair value.

A decrease in the terminal year growth rate of 1% or an increase of 1% to the discount rate would reduce the fair value of the reporting unit by approximately \$1.6 million and \$2.4 million, respectively. These changes would not result in an impairment. A decrease in the terminal year growth rate and an increase in the discount rate of 1% would reduce the fair value of the reporting unit by approximately \$4 million and would resulting an impairment.

Other Intangible Assets

Other intangible assets consisted of the following:

	November 30, 2016	November 30, 2015
	(In thousands)	
Gross Carrying Amount:		
Know How	\$ 16,158	16,073
Backlog*	237	237
Customer relationships	331	330
Brand name	1,272	1,266
	17,998	17,906
Accumulated amortization	2,948	1,253
Net carrying amount of other intangible assets	<u>\$ 15,050</u>	<u>16,653</u>

*As of November 30, 2016 the backlog has been fully amortized.

Intangible asset amortization expenses were approximately \$1.8 and \$1.7 million for the years ended November 30, 2016 and 2015 respectively.

Estimated aggregate amortization expenses for the five succeeding years ending November 30th are as follows:

	2017	2018 to 2021
	(in thousands)	
Amortization expenses	<u>\$ 1,615</u>	<u>\$ 6,462</u>

NOTE 8— CONVERTIBLE LOAN AGREEMENTS

(a) During the year ended November 30, 2015 and 2014, the Company entered into six convertible loan agreements (out of which five during 2015) with new investors for a total amount of \$1 million (the “Convertible Loans”), interest is calculated at 6% annually and was payable, along with the principal on or before the maturity date.

On April 27, 2016 and December 23, 2015, the holders of all the Convertible Loans and the Company agreed to convert the Convertible Loans and accrued interest into units of the Company’s common stock, each unit comprising one share of the Company’s common stock and one three-year warrant to purchase an additional share of the Company’s common stock at an exercise price of \$0.52. Upon conversion of the Convertible Loans, the Company issued an aggregate of 1,976,330 shares of Common stock and three year warrants to purchase up to an additional 1,976,330 shares. Furthermore, the Company agrees that in the event the Company issues any common shares or securities convertible into common shares in a private placement for cash at a price less than \$0.52 (the “New Issuance Price”) on or before December 23, 2016, the Company will issue to the subscribers, for no additional consideration, additional common stock. As of the date of the approval of these financial statements, the shares anti-dilution protection mechanism described above, has expired and no shares were issued under this provision.

The table below presents the fair value of the instruments issued as of the conversion dates and the allocation of the proceeds (for the fair value as of November 30, 2016, see Note 15):

	Total Fair Value (in thousands)	
	December 23, 2015	April 27, 2016
Warrants component	\$ 323	\$ 13
Price protection derivative component	34	2
Shares component	614	32
Total	<u>\$ 971</u>	<u>\$ 47</u>

(b) On April 27, 2016, the Company entered into an assignment and assumption of debt agreement with Nine Investments Ltd. ("Nine Investments") and Admiral Ventures Inc. ("Admiral"). Pursuant to the terms of a Convertible Loan Agreement dated May 29, 2014, as amended on December 2014 (collectively, the "Loan Agreement"), Nine Investments agreed to assign and transfer to Admiral all of the Company's obligations for the outstanding amount of the Loan Agreement. Additional amendments to the provisions of the Loan Agreement were included the following:

- (1) Extending the due date of the loan of \$1.5 million through September 30, 2016;
- (2) The Company paid to Admiral an extension fee in the form of 288,461 units, each unit was comprised of one common share and one, three-year warrant converted into one common share at an exercise price of \$0.52 per common share. The fair value of the warrants as of the grant date was \$34 thousand. Using the Black-Scholes model, the shares were valued at the fair value of the Company's common stock as of April 27, 2016, or \$0.28; and
- (3) The Company shall accrue additional interest totalling \$55 thousand for the period from January 31, 2015 to December 31, 2015. In addition, the interest rate shall be 12% per annum commencing from January 1, 2016.

The Company accounted for the above changes as an extinguishment of the old debt and issuance of a new debt. As a result, a loss of \$229 thousand was recorded within financial expenses.

As of the date of the approval of these financial statements, the Company has not repaid any portion of the loan, and the Company and Admiral have entered into a debt settlement agreement extending the maturity to June 2018. See Note 20(g).

(c) During the year ended November 30, 2016 the Company entered into several unsecured convertible note agreements with accredited or offshore investors for an aggregate amount of \$1.4 million. The loans bear an annual interest rate of 6% and mature in two years, unless converted earlier. Upon an occurrence of a default, the loans bear interest at a per annum rate of 12%.

Under the operative agreement, the entire principal amount under the notes and accrued interest automatically convert into "Units" (as defined below) upon the earlier to occur of any of the following: (i) the closing of an offering of equity securities of the Company with gross proceeds to the Company greater than \$10 million ("Qualified Offering") (ii) the trading of the Company's common stock on the over-the counter market or an exchange at a weighted average price of at least \$0.52 for fifty (50) consecutive trading days, or (iii) the listing of the Company's Common Stock on a U.S. National Exchange (each a "Conversion Event"). Each \$0.52 of principal amount and accrued interest due shall convert into (a "Unit"), consisting of one share of Common Stock and one three-year warrant exercisable into an additional share of common stock at a per share exercise price of \$0.52, provided that, if more favorable to the holder, any principal amount and accrued interest due shall convert into securities on the same basis as such securities are sold in the Qualified Offering. At any time, the holder may convert the principal amount and accrued interest outstanding into Units as provided above. In addition, if a Conversion Event does not occur within 12 months of the issuance date hereof, then the holder, at its option, may convert the outstanding principal amount and accrued interest under this note into either (i) Units as provided above, or (ii) shares of the Company's common stock at a per share conversion price of \$0.40.

Since the stock price is greater than the effective conversion price on the measurement date, the conversion feature is considered "beneficial" to the holders and equal to \$257 thousand. The difference is treated as issued equity and reduces the carrying value of the host debt; the discount is accreted as deemed interest on the debt.

The transaction costs were approximately \$176 thousand, out of which \$55 thousand as stock based compensation due to issuance of warrants. See also Note 13(d).

(d) On November 2, 2016 the Company entered into unsecured convertible note agreements with accredited or offshore investor for an aggregate amount of NIS 1 million (\$262 thousand). The loan bear an monthly interest rate of 2% and mature on May 1, 2017, unless converted earlier. The holder, at its option, may convert the outstanding principal amount and accrued interest under this note into either shares of the Company's common stock at a per share conversion price of \$0.52.

The Company allocated the principal amount of the convertible loan and the accrued interest thereon based on their fair value. The table below presents the fair value of the instrument issued as of November 2, 2016 and the allocation of the proceed (for the fair value as of November 30, 2016, see Note 15):

	Total Fair Value (in thousands) November 2, 2016
Embedded derivative component	\$ 40
Loan component	222
Total	\$ 262

The transaction costs were approximately \$29 thousand, out of which \$8 thousand as stock based compensation due to issuance of warrants. See also Note 13(d).

NOTE 9 – LOANS

a. Terms of Long-term Loans

	Principal Amount (in thousands)	Grant Year	Interest Rate	Year of Maturity	November 30, 2016 2015	
					(in thousands)	
Long-term loan a (*)	€1,400	2012	4.05%	2022	\$ 952	\$ 1,086
Long-term loan b	€1,000	2013	6%-7.5%	2023	1,000	1,089
Long-term loan c	€790	2012-2016	5.5%-6%	2020-2024	739	802
Long-term loan e	€800	2014	Euribord + 2%	2016		529
Long-term loan f	€1,000	2016	7%	2019	1,063	
					\$ 3,754	\$ 3,506
Current portion of loans payable					(463)	(966)
					\$ 3,291	\$ 2,540

(*) The loan has a business pledge on the Company's assets at the same value .

b. Terms of Short-term Loans and Current Portion of Long Term Loans

	Currency	Interest Rate	November 30, 2016 2015	
			(in thousands)	
Current portion of loans payable a	Euro	4.05%	\$ 145	\$ 139
Current portion of loans payable b	Euro	6%-7.5%	135	166
Current portion of loans payable c	Euro	5.5%-6%	183	132
Current portion of loans payable e	Euro	Euribord + 2%		529
			\$ 463	\$ 966
Short term-loans*	Euro	7%	648	1,334
Short term-loan**	Euro	6.3%		529
			\$ 1,111	\$ 2,829

- * On various dates from September 14, 2015 through the year 2015, MaSTherCell received short term loans from management and shareholders for a total amount of €1,247 thousand, which bear an annual interest rate of 7%. No maturity dates were defined.
- ** On October 30, 2015, MaSTherCell received from ING bank in Belgium a short term credit facility for a maximum amount of €500 thousand, which bear interest rate of libor plus a margin defined by the bank. On December 2015, MaSTherCell repaid the loan.

NOTE 10 - COMMITMENTS

a. *Tel Hashomer Medical Research, Infrastructure and Services Ltd (“THM”).*

On February 2, 2012, the Company’s Israeli Subsidiary entered into a licensing agreement with THM (the “Licensor”). According to the agreement, the Israeli Subsidiary was granted a worldwide, royalty bearing, exclusive license to transdifferentiation of cells to insulin producing cells, including the population of insulin producing cells, methods of making this population, and methods of using this population of cells for cell therapy or diabetes treatment developed by Dr. Sarah Ferber of THM.

As consideration for the license, the Israeli Subsidiary will pay the following to the Licensor:

- 1) A royalty of 3.5% of net sales;
- 2) 16% of all sublicensing fees received;
- 3) An annual license fee of \$15 thousand, which commenced on January 1, 2012 and shall be paid once every year thereafter (the “Annual Fee”). The Annual Fee is non-refundable, but it shall be credited each year due, against the royalty noted above, to the extent that such are payable, during that year; and
- 4) Milestone payments as follows:
 - a) \$50 thousand on the date of initiation of phase I clinical trials in human subjects;
 - b) \$50 thousand on the date of initiation of phase II clinical trials in human subjects;
 - c) \$150 thousand on the date of initiation of phase III clinical trials in human subjects;
 - d) \$750 thousand on the date of initiation of issuance of an approval for marketing of the first product by the FDA; and
 - e) \$2 million when worldwide net sales of Products (as defined in the agreement) have reached the amount of \$150 million for the first time, (the “Sales Milestone”).

As of November 30, 2016, the Israeli Subsidiary has not reached any of these milestones.

In the event of closing of an acquisition of all of the issued and outstanding share capital of the Israeli Subsidiary and/or consolidation of the Israeli Subsidiary or the Company into or with another corporation (“Exit”), the Licensor shall be entitled to choose whether to receive from the Israeli Subsidiary a one-time payment based, as applicable, on the value of either 5,563,809 shares of common stock of the Company at the time of the Exit or the value of 1,000 shares of common stock of the Israeli Subsidiary at the time of the Exit.

In May, 2015, the Israeli Subsidiary entered into a research service agreement with the Licensor. According to the agreement, the Israeli Subsidiary will perform a study at the facilities and use the equipment and personnel of the Sheba Medical Center, for the consideration of approximately \$110 thousand for a year. In May 2016, the Israeli Subsidiary renewed the research agreement for an additional year with annual consideration of approximately \$ 88thousand.

b. *Maryland Technology Development Corporation*

On June 30, 2014, the Company’s U.S. Subsidiary entered into a grant agreement with Maryland Technology Development Corporation (“TEDCO”). TEDCO was created by the Maryland State Legislature in 1998 to facilitate the transfer and commercialization of technology from Maryland’s research universities and federal labs into the marketplace and to assist in the creation and growth of technology based businesses in all regions of the State. TEDCO is an independent organization that strives to be Maryland’s lead source for entrepreneurial business assistance and seed funding for the development of startup companies in Maryland’s innovation economy. TEDCO administers the Maryland Stem Cell Research Fund to promote State funded stem cell research and cures through financial assistance to public and private entities within the State. Under the agreement, TEDCO has agreed to give the U.S Subsidiary an amount not to exceed approximately \$406 thousand (the “Grant”). The Grant will be used solely to finance the costs to conduct the research project entitled “Autologous Insulin Producing (AIP) Cells for Diabetes” during a period of two years. On June 21, 2016 TEDCO has approved an extension until June 30, 2017 ..

On July 22, 2014 and September 21, 2015, the U.S. Subsidiary received an advance payment of \$406 thousand on account of the grant. Through November 30, 2016, the Company utilized \$272 thousand. The amount of grant that was utilized through November 30, 2016, was recorded as a deduction of research and development expenses in the statement of comprehensive loss.

c. Department De La Gestion Financiere Direction De L'analyse Financiere ("DGO6")

- i. On March 20, 2012, MaSTherCell was awarded an investment grant from the DGO6 of €1,421 thousand. This grant is related to the investment in the production facility with a coverage of 32% of the investment planned. A first payment of €568 thousand has been received in August 2013. In December 2016, the DGO6 paid to MaSTherCell €669 on account of the grant and the remaining grant amount has been declined.
- ii. On November 17, 2014, the Company's Belgian Subsidiary, received the formal approval from the DGO6 for a €2.015 million (\$2.4 million) support program for the research and development of a potential cure for Type 1 Diabetes. The financial support is composed of a €1,085 thousand (70% of budgeted costs) grant for the industrial research part of the research program and a further recoverable advance of €930 thousand (60% of budgeted costs) of the experimental development part of the research program. On December 9 and 16, 2014, the Belgian Subsidiary received €651 thousand and €558 thousand under the grant, respectively. The grants are subject to certain conditions with respect to the Belgian Subsidiary's work in the Walloon Region. In addition, the DGO6 is also entitled to a royalty upon revenue being generated from any commercial application of the technology. Up through November 30, 2016, an amount of \$1.4 million (€1.1 million) was recorded as deduction of research and development expenses and an amount of \$109 thousand was recorded as advance payments on account of grant.
- iii. In April 2016, the Belgian Subsidiary received the formal approval from DGO6 for a budgeted €1,304 thousand (\$1,455 thousand) support program for the development of a potential cure for Type 1 Diabetes. The financial support is awarded to the Belgium subsidiary as a recoverable advance payment at 55% of budgeted costs, or for a total of €717 thousand (\$800 thousand). The grant will be paid over the project period. On December 19, 2016, the Belgian Subsidiary received a first payment of €359 thousand (\$374 thousand).
- iv. On October 8, 2016, the Belgian Subsidiary received the formal approval from the DGO6 for a budgeted €12.3 million (\$12.8 million) support program for the GMP production of AIP cells for two clinical trials that will be performed in Germany and Belgium. The project will be held during a period of three years commencing January 1, 2017. The financial support is awarded to the Belgium subsidiary at 55% of budgeted costs, a total of €6.8 million (\$7 million). The grant will be paid over the project period. On December 19, 2016, the Belgian Subsidiary received a first payment of €1.7 million (\$1.8 million).

d. Israel-U.S Binational Industrial Research and Development Foundation ("BIRD")

On September 9, 2015, the Israeli Subsidiary entered into a pharma Cooperation and Project Funding Agreement (CPFA) with BIRD and Pall Corporation, a U.S. company. BIRD will give a conditional grant of \$400 thousand each (according to terms defined in the agreement), for a joint research and development project for the use Autologous Insulin Producing (AIP) Cells for the Treatment of Diabetes (the "Project"). The Project started on March 1, 2015. Upon the conclusion of product development, the grant shall be repaid at the rate of 5% of gross sales. The grant will be used solely to finance the costs to conduct the research of the project during a period of 18 months starting on March 1, 2015. Up to date the Israeli Subsidiary received \$200 thousand under the grant. On July 28, 2016 BIRD approved an extension till May 31, 2017.

Up through November 30, 2016, an amount of \$211 thousand was recorded as deduction of research and development expenses and receivable on account of grant.

e. Korea-Israel Industrial Research and Development Foundation (“KORIL”)

On May 26, 2016, the Israeli Subsidiary entered into a pharma Cooperation and Project Funding Agreement (CPFA) with KORIL and CureCell. KORIL will give a conditional grant of up to \$400 thousand each (according to terms defined in the agreement), for a joint research and development project for the use of Autologous Insulin Producing (AIP) Cells for the Treatment of Diabetes (the “Project”). The Project started on June 1, 2016. Upon the conclusion of product development, the grant shall be repaid at the yearly rate of 2.5% of gross sales. The grant will be used solely to finance the costs to conduct the research of the project during a period of 18 months starting on June 1, 2016. On June 2016, the Israeli Subsidiary received \$160 thousand under the grant

Up through November 30, 2016, an amount of \$40 thousand was recorded as deduction of research and development expenses and receivable on account of grant.

f. Lease Agreement

MaSTherCell has an operational lease agreement for the rent of offices for a period of 12 years expiring on November 30, 2027. The costs per year are €328 thousand (approximately \$348 thousand).

g. Collaboration agreement

1) On November 12, 2015, the Company, through its wholly owned Israeli subsidiary, entered into a Collaboration Agreement (the “Collaboration Agreement”) with Biosequel LLC, a company incorporated under the laws of Russia (“Biosequel”) to collaborate, on a non-exclusive basis, in carrying out clinical trials and eventually marketing the Company’s products in Russia, Belarus and Kazakhstan. The collaboration is divided into two stages, with the first focused on obtaining the requisite regulatory approvals for conducting clinical trials, as well as performing all clinical and other testing required for market authorization in the defined territory. The second stage will focus on marketing the products and will be subject to successful market acceptance. Biosequel will fund the costs for the first stage, which is expected to last for five or more years, but may terminate earlier if the necessary regulatory approvals are not obtained by the second anniversary of the agreement. The Collaboration Agreement is also terminable under certain limited conditions relating to a party’s insolvency or bankruptcy related event or breach of a material term of the agreement and force majeure events. The Company shall be the sole and exclusive owner of any and all results of the pre-marketing approval R&D and clinical trials. As of the date of this report, Biosequel is in the first stage of the collaboration and performing the work needed in order to obtain the requisite regulatory approvals for conducting clinical trials.

2) On February 18, 2016, the Israel subsidiary entered into a collaboration agreement with Grand China Energy Group Limited with headquarters in Beijing, China (“Grand China”) to collaborate in carrying out clinical trials and marketing the Company’s autologous insulin producing cell therapy product in the Peoples Republic of China, Hong Kong and Macau, based on achieving certain pre-market development milestones that include Grand China obtaining the requisite regulatory approvals for commercialization of our AIP cells, including performing all clinical and other testing required for market authorization in each jurisdiction in the territory. Upon achieving the pre-market development milestones by Grand China, the parties will collaborate on marketing the products in the territory. Grand China will bear all costs associated with the pre-marketing development efforts in the territory, which is expected to last for approximately four years. Subject to the completion of the pre-marketing development milestones, the Israeli Subsidiary has agreed to grant to Grand China, or a fully owned subsidiary thereof, under a separate sub-license agreement, an exclusive sub-license to the intellectual property underlying solely for commercialization of the Company’s products in each such jurisdiction in the territory where all of the pre-marketing development required to commercialize the AIP cells have been successfully completed by Grand China. Grand China has agreed to pay annual license fees, ongoing royalties based on net sales generated by Grand China and its sublicensees, milestone payments and sublicense fees. As of November 30, 2016, none of the requisite regulatory approvals for conducting clinical trials had been obtained.

3) On March 14, 2016, the Israel subsidiary, entered into a collaboration agreement with CureCell Co., Ltd. ("CureCell"), initially for the purpose of applying for a grant from the Korea Israel Industrial R&D Foundation ("Koril-RDF") for pre-clinical and clinical activities related to the commercialization of Orgenesis Ltd.'s AIP cell therapy product in Korea ("Koril Grant"). Subject to receiving the Koril Grant, the Parties agreed to carry out at their own expense their respective commitments under the work plan approved by Koril-RDF and any additional work plan to be agreed between the Israeli Subsidiary and CureCell. The Israeli Subsidiary will own sole rights to any intellectual property developed from the collaboration which is derived under the Israeli Subsidiary's AIP cell therapy product, information licensed from THM. Subject to obtaining the requisite approval needed to commence commercialization in Korea, the Israel subsidiary has agreed to grant to CureCell, or a fully owned subsidiary thereof, under a separate sub-license agreement an exclusive sub-license to the intellectual property underlying the Company's API product solely for commercialization of the Israel subsidiary products in Korea. As part of any such license, CureCell has agreed to pay annual license fees, ongoing royalties based on net sales generated by CureCell and its sublicensees, milestone payments and sublicense fees. Under the agreement, CureCell is entitled to share in the net profits derived by the Israeli Subsidiary from world-wide sales (except for sales in Korea) of any product developed as a result of the collaboration with CureCell. Additionally, CureCell was given the first right to obtain exclusive commercialization rights in Japan of the AIP product, subject to CureCell procuring all of the regulatory approvals required for commercialization in Japan. As of November 30, 2016, none of the requisite regulatory approvals for conducting clinical trials had been obtained. See also Note 10(e).

4) On March 14, 2016, Orgenesis Inc. and CureCell entered into a Joint Venture Agreement ("CureCell JVA") pursuant to which the parties are collaborating in the contract development and manufacturing of cell therapy products in Korea. Under the CureCell JVA, CureCell is to procure, at its sole expense, a GMP facility and appropriate staff in Korea for the manufacture of the cell therapy products. The Company will share with CureCell the Company's know-how in the field of cell therapy manufacturing, which know-how will not include the intellectual property included in the license from the Tel Hashomer Hospital in Israel to the Israeli subsidiary. The parties intend to pursue the joint venture through a newly established Korean company (the "JV Company") which each party will have 50% from the participating interest of the JV Company subject to the fulfillment by each Party of his obligations under the CureCell JVA. Under the CureCell JVA, the Company and CureCell each undertook to remit, within two years of the execution of the CureCell JVA, \$2 million to the JV Company, of which \$1 million is to be in cash and the balance in an in-kind investment, the scope and valuation of which shall be preapproved in writing by CureCell and the Company. The Company's funding is made by way of a convertible loan. The CureCell JVA provides that, under certain specified conditions, the Company can require CureCell to sell to the Company its participating (including equity) interest in the JV Company in consideration for the issuance of the Company's common stock based on the then valuation of the JV Company. As of November 30, 2016 the Company remitted to CureCell \$595 thousand. The obligations of each party under the CureCell JVA have not been fulfilled as of November 30, 2016.

As of November 30, 2016, prior to the formal incorporation of the JV company, the actual joint operations already began. Company's share in the expenses incurred through balance sheet date was \$497 thousand and was recorded by the Company as part of its Selling, General and Administrative expenses.

h. On November 18, 2016, Mr. Scott Carmer, the Chief Executive Officer of the U.S Subsidiary, resigned from his position in order to pursue other interests. The Company's Chief Executive Officer assumed his position. In connection with his resignation the Company entered into a Release Agreement pursuant to which the Company agreed that Mr. Carmer will be able to exercise options to purchase up to 1,641,300 shares of the Company's common stock previously issued to him through their original exercise period and Mr. Carmer waived, released and forever discharge Company from any claims, demands, obligations, liabilities, rights, causes of action and damages. In furtherance thereof, on November 18, 2016, Mr. Carmer and the Company entered into a Strategic Advisory Agreement whereas he will continue to serve the Company as a non-employee advisor on its activities in the U.S. and internationally. The Company accounted for the above changes as a waiver of Mr. Carmer's accrued salary and modification of his options. As a result, a non-cash net income of \$458 thousand was recorded within financial expenses.

NOTE 11 – EQUITY (CAPITAL DEFICIENCY)

a. Share Capital

The Company's common shares are traded on the OTCQB Venture Market under OTC Market Group's OTCQB tier under the symbol "ORGS".

b. Financings

- 1) During the year ended November 30, 2016, the Company entered into definitive agreements with accredited and other qualified investors relating to a private placement (the "Private Placement") of (i) 2,860,578 shares of the Company's common stock and (ii) three year warrants to purchase up to an additional 2,860,578 shares of the Company's Common Stock at a per share exercise price of \$0.52. The purchased securities were issued pursuant to subscription agreements between the Company and the purchasers for aggregate proceeds to the Company of \$1,488 thousand. Furthermore, in certain events the subscribers received anti-dilution protection for issuance at less than their purchase price (See also Note 15).

The Company allocated the proceeds from the private placement based on the fair value of the warrants and the price protection derivative components. The residual amount was allocated to the shares.

The table below presents the fair value of the instruments issued as of the closing dates and the allocation of the proceeds (as to the fair value as of November 30, 2016, see Note 15):

	Total Fair Value
	<u>(in thousands)</u>
Warrants component	\$ 466
Price protection derivative component	84
Shares component	938
Total	<u>\$ 1,488</u>

- 2) During the year ended November 30, 2015, the Company entered into definitive agreements with accredited investors relating to a private placement (the "Private Placement") of (i) 8,083,416 shares of the Company's common stock and (ii) three year warrants to purchase up to an additional 8,083,416 shares of the Company's Common Stock at a per share exercise price of \$0.52 for aggregate proceeds of \$4,203 thousand. Furthermore, in the event the Company issues any common shares or securities convertible into common shares in a private placement for cash at a price less than \$0.52 before November 30, 2016, the Company will issue, for no additional consideration, additional common shares to subscribers. This provision was expired as of the date of this report (See also Note 15).

The Company allocated the proceeds from the private placement based on the fair value of the warrants and the price protection derivative components. The residual amount was allocated to the shares.

The table below presents the fair value of the instruments issued as of the closing date and the allocation of the proceeds (as to the fair value as of November 30, 2016 and 2015, see Note 15):

	Total Fair Value
	<u>(in thousands)</u>
Warrants component	\$ 1,390
Price protection derivative component	1,529
Shares component	1,284
Total	<u>\$ 4,203</u>

c. Credit Facilities

On October 30, 2015, the Company entered into securities purchase agreements with two accredited investors pursuant to which these lenders ("Lenders") furnished to the Company access to a \$5 million credit line ("Credit Facility Agreements"). The facility terminated on November 30, 2016 without being utilized by the Company. In consideration of the funding commitment under the Credit Facility Agreements, the Company issued to these Lenders warrants to purchase up to an aggregate of 2,358,000 shares of the Company's Common Stock at a per share exercise price of \$0.53 per share (the "Commitment Warrants"). The Warrants become first exercisable on November 30, 2016 and continue to be exercisable through the third anniversary thereof. The fair value of the Commitment Warrants as of the date of issuance was \$208 thousand using the Black-Scholes valuation model based on the following assumptions: dividend yield of 0% for all years; expected volatility of 80%; risk free interest of 0.34% and an expected life of one year.

d. Contingent Shares

According to the SEA, in case MaSTherCell is repaying the principal amount and the accrued interest of the Convertible Bonds, the Consideration Shares will be reduced and released back to the Company. To that effect, the number of Consideration Shares to be released back to the Company, shall be determined by dividing the subscription amount of the outstanding convertible bonds plus interest owed thereunder (converted into USD according to the currency exchange rate applicable on the day of conversion) by the consideration and by applying the resulting quotient to actual total number of Consideration shares.

During January 2017, MaSTherCell repaid amounts owing under the bonds to all but one bondholder for aggregate payments of \$1.7 million (€1.5 million). On January 17, 2017, one of the bondholders agreed to extend the duration of his convertible bond until March 21, 2017.

To that effect 3,157,716 shares out of the Consideration Shares have been released back to the Company and have been transferred into treasury shares . See Note 20(d).

e. Warrants

As part of the Company's private placements as described in Notes 11b, the Company issued warrants as follows:

(1) Warrants which are subject to exercise price adjustments - presented as a financial liability as of November 30, 2016

Issuance Date	Number of Warrants Issued and Outstanding	Exercise Price / Adjusted Exercise Price	Expiration Date
October 2015	192,308	\$ 0.52	March 2018
November 2015	7,891,109	\$ 0.52	November 2018
December 2015	2,111,038	\$ 0.52	December 2018
February 2016	192,308	\$ 0.52	February 2019
March 2016	769,231	\$ 0.52	March 2019
April 2016	490,293	\$ 0.52	April 2019
May 2016	288,462	\$ 0.52	May 2019
June 2016	865,384	\$ 0.52	June 2019
July 2016	120,192	\$ 0.52	July 2017
	<u>12,920,325</u>		

For the fair value calculation of these warrants, see Note 15.

(2) Warrants which are not subject to exercise price adjustments – presented in equity as of November 30, 2016

Grant Date	Number of Warrants Issued and Outstanding	Exercise Price / Adjusted Exercise Price	Expiration Date
November 2013	200,000	\$ 0.5	November 2018
December 2013	1,032,695	\$ 0.5	March 2017
March 2014	713,023	\$ 0.52	March 2017
April 2014	384,615	\$ 0.52	April 2017
July 2014	192,308	\$ 0.52	July 2017
July 2014	144,230	\$ 0.52	July 2017
August 2014	115,385	\$ 0.52	August 2017
October 2015	2,358,490	\$ 0.52	October 2018
December 2015	30,613	\$ 0.52	December 2018
April 2016	288,461	\$ 0.52	April 2019
August 2016	215,655	\$ 0.52	August 2019
September 2016	7,692	\$ 0.52	September 2019
October 2016	7,701	\$ 0.52	October 2019
November 2016	840,369	\$ 0.52	November 2019
	<u>6,531,237</u>		

NOTE 12 – LOSS PER SHARE

The following table sets forth the calculation of basic and diluted loss per share for the periods indicated:

	Year Ended November 30,	
	2016	2015
	(in thousands, except per share data)	
Basic:		
Loss for the year	\$ 9,194	\$ 4,461
Weighted average number of common shares outstanding	102,258,854	55,798,416
Loss per common share	\$ 0.09	\$ 0.08
Diluted:		
Loss for the year	\$ 9,194	4,461
Changes in fair value of embedded derivative and interest expenses on convertible bonds		1,272
Change in fair value of warrants		559
Loss for the year	\$ 9,194	6,292
Weighted average number of shares used in the computation of basic loss per share	102,258,854	55,798,416
Number of dilutive shares related to convertible bonds		873,380
Number of dilutive shares related to warrants		249,116
Weighted average number of common shares outstanding	<u>102,258,854</u>	<u>56,920,912</u>
Loss per common share	\$ 0.09	\$ 0.11

Basic loss per share for the year ended November 30, 2016, does not include 8,173,484 contingent shares see also Note 11(d).

Diluted loss per share does not include, 17,045,564 shares underlying outstanding options, 19,451,562 shares issuable upon exercise of warrants, 386,537 shares due to stock-based compensation to service providers and 7,863,205 shares upon conversion of convertible notes for the year ended November 30, 2016, because the effect of their inclusion in the computation would be anti-dilutive.

Basic loss per share for the year ended November 30, 2015, does not include 42,401,724 of redeemable common stock since the contingent criteria regarding the Unwind Option had not been met as of November 30, 2015.

Diluted loss per share does not include 42,401,724 redeemable common stock, 12,899,314 shares underlying outstanding options, 7,546,750 shares issuable upon exercise of warrants and 1,100,000 shares upon conversion of convertible notes for the year ended November 30, 2015, because the effect of their inclusion in the computation would be anti-dilutive.

NOTE 13 – STOCK-BASED COMPENSATION

a. Global Share Incentive Plan

As of November 30, 2016, the Company has one stock option plan, the Global share incentive plan (2012) (the “Plan”), under which, the Company had reserved a pool of 12,000,000 shares of the Company’s common stock, which may be issued at the discretion of the Company's board of directors from time to time. Under this Plan, each option is exercisable into one share of common stock of the Company. The options may be exercised after vesting and in accordance with the vesting schedule that will be determined by the Company's board of directors for each grant. The maximum contractual life term of the options is 10 years.

b. Options Granted to Employees and Directors

Below is a table summarizing all of the options grants to employees and made during the years ended November 30, 2016, and 2015:

	Year of grant	No. of options granted	Exercise price	Vesting period	Fair value at grant (in thousands)	Expiration period
Directors	2015	500,000	\$ 0.53	vest immediately	\$ 136	5
Employees	2016	3,046,250	\$ 0.0001-\$0.36	vest immediately-2 years	\$ 697	10

The fair value of each stock option grant is estimated at the date of grant using a Black Scholes option pricing model. The volatility is based on historical volatility of the Company, by statistical analysis of the weekly share price for the last two years. The expected term is the mid-point between the vesting date and the maximum contractual term for each grant equal to the contractual life. The fair value of each option grant is based on the following assumptions:

	Year Ended November 30,	
	2016	2015
Value of one common share	\$ 0.28-\$0.36	\$ 0.53
Dividend yield	0%	0%
Expected stock price volatility	87.4%-89%	85.7%
Risk free interest rate	1.32%-1.33%	1.68%
Expected term (years)	5	2.5

A summary of the Company's stock options granted to employees and directors as of November 30, 2016 and 2015 and changes for the years then ended is presented below:

	2016		2015	
	Number of Options	Weighted Average Exercise Price \$	Number of Options	Weighted Average Exercise Price \$
Options outstanding at the beginning of the year	10,341,210	0.16	12,809,455	0.27
Changes during the year:				
Granted	3,046,250	0.19	500,000	0.53
Expired			(2,440,120)	0.68
Forfeited			(528,125)	0.5
Re-designation to non- employee (see Note 10g)	(1,641,300)	0.28		
Options outstanding at end of the year	11,746,160	0.16	10,341,210	0.16
Options exercisable at end of the year	10,557,105	0.14	8,696,162	0.09

The following table presents summary information concerning the options granted and exercisable to employees and directors outstanding as of November 30, 2016:

Exercise Prices \$	Number of Outstanding Options	Weighted Average Remaining Contractual Life	Aggregate Intrinsic Value \$	Number of Exercisable Options	Aggregate Exercisable Options Value \$
			(in thousands)		(in thousands)
0.0001	5,544,155	6.8	2,162	5,000,344	1
0.001	3,338,285	5.2	1,299	3,338,285	3
0.36	300,000	9.4	9	37,500	14
0.5	400,000	7.7		400,000	200
0.53	500,000	3.5		500,000	265
0.75	250,000	6.6		150,000	113
0.79	942,520	5.6		754,016	596
0.85	471,200	5.5		376,960	320
	11,746,160	6.1	3,470	10,557,105	1,512

Costs incurred with respect to stock-based compensation for employees and directors for the years ended November 30, 2016 and 2015 were \$1,103 thousand and \$713 thousand, respectively. As of November 30, 2016, there was \$577 thousand of unrecognized compensation costs related to non-vested employees and directors stock options, to be recorded over the next 3.42 years.

c. Options Granted to Non-Employees

Below is a table summarizing all the compensation granted to consultants and service providers during the years ended November 30, 2016:

Year Ended November 30, 2016					
	No. of options granted	Exercise price	Vesting period	Fair value at grant (in thousands)	Expiration period
Options	1,000,000*	\$ 0.3	Quarterly over a period of one year	\$ 187	4 years

* The options shall immediately vest prior to such one-year period if there is an acquisition of 40% or more of the Company or upon funding of \$5 million.

Year Ended November 30, 2015					
	No. of options granted	Exercise price	Vesting period	Fair value at grant (in thousands)	Expiration period
Options	200,000	\$ 0.65, \$0.52	Yearly over a period of five years	\$ 49	5 years

The fair value of each stock option grant is estimated at the date of grant using the Black-Scholes valuation model. The volatility is based on historical volatility of the Company for the last two years. The expected term is equal to the contractual life, based on management estimation for the expected dates of exercising of the options. The fair value of each grant is based on the following assumptions:

	Year Ended November 30,	
	2016	2015
Value of one common share	\$ 0.3, \$0.34	\$ 0.65, \$0.53
Dividend yield	0%	0%
Expected stock price volatility	87%,95%	86%,89%
Risk free interest rate	1.19%,2.34%	1.34%,1.42%
Expected term (years)	1-9	5

A summary of the status of the stock options granted to consultants and service providers as of November 30, 2016, and 2015 and changes for the years then ended is presented below:

	2016		2015	
	Number of Options	Weighted Average Exercise Price \$	Number of Options	Weighted Average Exercise Price \$
Options outstanding at the beginning of the year	2,658,104	0.75	2,458,104	0.75
Changes during the year:				
Granted	1,000,000	0.3	200,000	0.51
Expired				
Re-designation to non- employee (see Note 10g)	1,641,300	0.28		
Options outstanding at end of the year	5,299,404	0.52	2,658,104	0.75
Options exercisable at end of the year	4,647,404	0.51	1,521,624	0.65

The following table presents summary information concerning the options granted and exercisable to consultants and service providers outstanding as of November 30, 2016 (in thousands, except per share data):

Exercise Prices \$	Number of Outstanding Options	Weighted Average Remaining Contractual Life	Weighted Average Exercise Price \$	Aggregate Intrinsic Value* \$	Number of Exercisable Options	Aggregate Exercisable Options Value \$
				(in thousands)		(in thousands)
0.28	1,641,300	9.4	0.28	181	1,641,300	460
0.3	1,000,000	0.25	0.3	90	1,000,000	300
0.50	1,080,000	1.67	0.50		648,000	324
0.54	100,000	3.53	0.54		20,000	10
0.61	100,000	5.98	0.61		80,000	49
0.65	100,000	3.2	0.65		20,000	13
0.69	706,904	5.5	0.69		706,904	488
0.96	100,000	6.35	0.96		60,000	58
1.40	471,200	5.38	1.40		471,200	660
	<u>5,299,404</u>	<u>4.7</u>	<u>0.75</u>	<u>\$ 271</u>	<u>4,647,404</u>	<u>\$ 2,362</u>

Costs incurred with respect to options granted to consultants and service providers for the year ended November 30, 2016 and 2015 was \$2,543,441 and \$90 thousand, respectively. As of November 30, 2016, there was \$167 thousand of unrecognized compensation costs related to non-vested consultants and service providers, to be recorded over the next 4.55 years.

d. Warrants Issued to Non-Employees

During the year ended November 30, 2016, the Company granted to several consultants 1,071,417 warrants each exercisable at \$0.52 per share for three years. The fair value of those options as of the date of grant using the Black-Scholes valuation model was \$219 thousand, out of which amount of \$64 thousand is related to 271,417 warrants that were granted as a success fee with respect to the issuance of the convertible notes during the year ended November 30, 2016.

e. Shares Issued to Non-Employees

1) On March 1, 2016, the Company entered into a consulting agreement for professional services for a period of one year. Under the terms of the agreement, the Company agreed to grant the consultant 250 thousand shares of restricted common stock. The fair value of the Company's common stock as of the date of grant was \$0.30. In addition, the Company will pay a retainer fee of \$10,000 per month, consisting of \$5,000 cash per month and \$5,000 shall be payable in shares of the Company's common stock at a value equal to the price paid for the equity capital raise of at least \$3 million (the "financing"). The cash fee per month and shares shall be issued upon completion of the financing. The fair value of the shares as of November 30, 2016, was \$34 thousand.

2) On April 27, 2016, the Company entered into a consulting agreement for professional services for a period of one year with two consultants. Under the terms of the agreements, the Company agreed to grant the consultants an aggregate of 1.2 million shares of restricted common stock that vested on grant date. The fair value of the shares as of the date of grant was \$336 thousand.

3) On May 1, 2016, the Company entered into a consulting agreement for professional services for a period of one year. Under the terms of the agreement, the Company agreed to grant a consultant 1 million shares of restricted common stock, of which the first 350,000 shares will vest immediately, 350,000 shares are to vest 90 days following the agreement date and 300,000 shares are schedule to vest 180 following the agreement date. The fair value of the shares as of the date of grant of the first two tranches was \$249 thousand. With respect to last tranche, the fair value of the shares as of November 30, 2016, was \$92.

NOTE 14 – TAXES

a. The Company and the US Subsidiary

The Company and the US Subsidiary are taxed according to tax laws of the United States. The income of the Company is taxed in the United States at a federal tax rate of up to 35% and state tax rate of 8.25% .

b. The Israeli Subsidiary

The Israeli Subsidiary is taxed according to Israeli tax laws.

In January 2016, the Law for the Amendment of the Income Tax Ordinance (No. 216) was published, enacting a reduction of corporate tax rate in 2016 and thereafter, from 26.5% to 25%.

In December 2016, the Economic Efficiency Law (Legislative Amendments for Implementing the Economic Policy for the 2017 and 2018 Budget Year), 2016 was published, introducing a gradual reduction in corporate tax rate from 25% to 23%. However, the law also included a temporary provision setting the corporate tax rate in 2017 at 24%. As a result, the corporate tax rate will be 24% in 2017 and 23% in 2018 and thereafter.

c. The Belgian Subsidiaries

The Belgian Subsidiaries are taxed according to Belgian tax laws. The regular corporate tax rate in Belgium for 2015 and 2016 is 34%.

d. Tax Loss Carryforwards

1) As of November 30, 2016, the Company had net operating loss (NOL) carry forwards equal to \$6.6 million that is available to reduce future taxable income. The Company's NOL carry forward is equal to \$138 thousand, and may be restricted under Section 382 of the Internal Revenue Code ("IRC"). IRC Section 382 applies whenever a corporation with an NOL experiences an ownership change. As a result of Section 382, the taxable income for any post change year that may be offset by a pre-change NOL may not exceed the general Section 382 limitation, which is the fair market value of the pre-change entity multiplied by the long-term tax exempt rate.

2) U.S. Subsidiary - As of November 30, 2016, the U.S. Subsidiary had approximately \$722 thousand of NOL carry forwards that are available to reduce future taxable income with no limited period of use.

3) Israeli Subsidiary - As of November 30, 2016, the Israeli Subsidiary had approximately \$3.8 million of NOL carry forwards that are available to reduce future taxable income with no limited period of use.

4) Belgian Subsidiaries - As of November 30, 2016, the Belgian Subsidiaries had approximately \$11.7 million (€11.1 million) of NOL carry forwards that are available to reduce future taxable income with no limited period of use.

e. Deferred Taxes

The following table presents summary of information concerning the Company's deferred taxes as of the periods ending November 30, 2016 and 2015 (in thousands):

	November 30,	
	2016	2015
	(U.S dollars in thousands)	
Net operating loss carry forwards	\$ 8,278	\$ 5,658
Research and development expenses	655	268
Employee benefits	152	31
Property and equipment	(355)	(178)
Convertible bonds	1	45
Deferred income	(325)	(508)
Intangible assets	(5,117)	(5,661)
Less: Valuation allowance	(5,151)	(2,982)
Net deferred tax liabilities	<u>\$ (1,862)</u>	<u>\$ (3,327)</u>

Realization of deferred tax assets is contingent upon sufficient future taxable income during the period that deductible temporary differences and carry forwards losses are expected to be available to reduce taxable income. As the achievement of required future taxable income is not considered more likely than not achievable, the Company and all of its subsidiaries except MaSTherCell have recorded full valuation allowance.

The changes in valuation allowance are comprised as follows:

	Year Ended November 30,	
	2016	2015
	(U.S dollars in thousands)	
Balance at the beginning of year	\$ (2,982)	\$ (1,870)
Additions during the year	(2,169)	(1,112)
Balance at end of year	<u>\$ (5,151)</u>	<u>\$ (2,982)</u>

f. Reconciliation of the Theoretical Tax Expense to Actual Tax Expense

The main reconciling item between the statutory tax rate of the Company and the effective rate is the provision for full valuation allowance with respect to tax benefits from carry forward tax losses.

g. Tax Assessments

- 1) The Company - As of November 30, 2016, the Company has received a final tax assessment up to the year 2010.
- 2) U.S. Subsidiary and the Israeli Subsidiary - As of November 30, 2016, the U.S. Subsidiary and the Israeli Subsidiary have not received any final tax assessment.
- 3) Belgian Subsidiary - As of November 30, 2016, the Belgian Subsidiary has received a final tax assessment for the year 2014.
- 4) MaSTherCell - As of November 30, 2016, MaSTherCell has received a final tax assessment for the years 2012 to 2015.

h. Uncertain Tax Provisions

As of November 30, 2016, the Company has not accrued a provision for uncertain tax positions.

NOTE 15 - FAIR VALUE PRESENTATION

The Company measures fair value and discloses fair value measurements for financial assets and liabilities. Fair value is based on the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The accounting standard establishes a fair value hierarchy that prioritizes observable and unobservable inputs used to measure fair value into three broad levels, which are described below:

- Level 1: Quoted prices (unadjusted) in active markets that are accessible at the measurement date for assets or liabilities. The fair value hierarchy gives the highest priority to Level 1 inputs.
- Level 2: Observable inputs that are based on inputs not quoted on active markets, but corroborated by market data.
- Level 3: Unobservable inputs are used when little or no market data is available. The fair value hierarchy gives the lowest priority to Level 3 inputs.

In determining fair value, the Company utilizes valuation techniques that maximize the use of observable inputs and minimize the use of unobservable inputs, to the extent possible, and considers credit risk in its assessment of fair value.

As of November 30, 2016, and 2015, the Company's liabilities that are measured at fair value and classified as level 3 fair value are as follows (in thousands):

	November 30, 2016	November 30, 2015
	<u>Level 3</u>	<u>Level 3</u>
Warrants (1)	\$ 1,843	\$ 1,382
Price protection derivative (1)	76	1,533
Embedded derivatives convertible loans *(1)	240	289
Put option derivative (1)	273	
Convertible bonds (2)	\$ 1,818	\$ 1,888

* The embedded derivative is presented in the Company's balance sheets on a combined basis with the related host contract (the convertible loans).

(1) The fair value is determined by using a Monte Carlo Simulation Model. This model, in contrast to the closed form model, such as the Black-Scholes Model, enables the Company to take into consideration the conversion price changes over the conversion period of the instrument, and therefore is more appropriate in this case.

(2) The fair value of the convertible bonds described in Note 3 is determined by using a binomial model for the valuation of the embedded derivative and the fair value of the bond was calculated based on the effective rate on the valuation date (6%). The binomial model used the forecast of the Company share price during the convertible bond's contractual term. Since the convertible bond is in Euro and the model is in USD, the Company has used the Euro/USD forward rates for each period. In order to solve for the embedded derivative fair value, the calculation was performed as follows:

- Stage A - The model calculates a number of potential future share prices of the Company based on the volatility and risk-free interest rate assumptions.
- Stage B - the embedded derivative value is calculated "backwards" in a way that takes into account the maximum value between holding the bonds until maturity or converting the bonds.

The following table presents the assumptions that were used for the models as of November 30, 2016:

	Price Protection Derivative and Warrants	Embedded Derivative	Put Option Derivative
Fair value of shares of common stock	\$ 0.39	\$ 0.39	
Expected volatility	94%-103%	103%	63%
Discount on lack of marketability	16%	-	
Risk free interest rate	0.57%-1.28%	0.38%-0.62%	0.9%
Expected term (years)	1.9-2.6	0.08-0.42	
Expected dividend yield	0%	0%	
Expected capital raise dates	Q1-2017		
Probability of external Investment in Atvio			20%
Orgenesis cost of debt			26%
Revenues Multiplier distribution			3.34

The fair value of the convertible bonds is equal to their principal amount and the aggregate accrued interest.

The following table presents the assumptions that were used for the models as of November 30, 2015:

	Price Protection Derivative and Warrants	Embedded Derivative	Convertible Bonds
Fair value of shares of common stock	\$ 0.33	\$ 0.33	\$ 0.33
Expected volatility	87%-98%	87%	88%
Discount on lack of marketability	14%	-	18%
Risk free interest rate	0.44%-1.24%	0.11%-0.49%	0.42%
Expected term (years)	2.9-3	0.08-0.87	0.8
Expected dividend yield	0%	0%	0%
Expected capital raise dates	Q2 2016-Q4 2016, Q4 2017		

The table below sets forth a summary of the changes in the fair value of the Company's financial liabilities classified as Level 3 for the year ended November 30, 2016:

	Warrants	Embedded Derivatives	Convertible Bonds	Price Protection Derivative	Put Option Derivative
			(in thousands)		
Balance at beginning of the year	\$ 1,382	\$ 289	\$ 1,888	\$ 1,533	\$ 273
Additions	802	40		120	273
Conversion		(10)			
Changes in fair value related to Price Protection Derivative expired*				(108)	
Changes in fair value during the period	(341)	(87)	(84)	(1,469)	
Changes in fair value due to extinguishment of convertible loan		8			
Translation adjustments			14		
Balance at end of the year	<u>\$ 1,843</u>	<u>\$ 240</u>	<u>\$ 1,818</u>	<u>\$ 76</u>	<u>\$ 273</u>

(*) During the twelve months ended November 30, 2016, 11,732,916 Price Protection Derivative have expired. There were no transfers to Level 3 during the twelve months ended November 30, 2016.

The table below sets forth a summary of the changes in the fair value of the Company's financial liabilities classified as Level 3 for the year ended November 30, 2015:

	<u>Warrants</u>	<u>Embedded Derivatives</u>	<u>Convertible Bonds</u>	<u>Price Protection Derivative</u>
	(in thousands)			
Balance at beginning of the year	\$ 560	\$ 992	\$	\$
Additions	1,390	112	3,234	1,526
Changes in fair value related to warrants expired*	(525)			7
Changes in fair value during the period	(43)	(815)	(1,221)	
Translation adjustments			(125)	
Balance at end of the year	<u>\$ 1,382</u>	<u>\$ 289</u>	<u>\$ 1,888</u>	<u>\$ 1,533</u>

(*) During the twelve months ended November 30, 2015, 1,826,718 warrants had expired. There were no transfers to or from Level 3 during the twelve months ended November 30, 2015.

The Company has performed a sensitivity analysis of the results for the **warrants** fair value to changes in the assumptions for expected volatility with the following parameters:

	<u>Base -10%</u>	<u>Base</u>	<u>Base+10%</u>
	(in thousands)		
As of November 30, 2016	\$ 1,662	\$ 1,843	\$ 2,008

The Company has performed a sensitivity analysis of the results for the **price protection derivative** fair value to changes in the assumptions expected volatility with the following parameters:

	<u>Base -10%</u>	<u>Base</u>	<u>Base+10%</u>
	(in thousands)		
As of November 30, 2016	\$ 75	\$ 76	\$ 77

The Company has performed a sensitivity analysis of the results for the **Put Option Derivative** fair value to changes in the assumptions expected volatility with the following parameters:

	<u>Base -50%</u>	<u>Base</u>	<u>Base+50%</u>
	(in thousands)		
As of November 30, 2016	\$ (261)	\$ (273)	\$ (280)

NOTE 16 – REVENUES

	<u>Year Ended November 30,</u>	
	<u>2016</u>	<u>2015</u>
	(in thousands)	
Services	\$ 4,683	\$ 1,924
Goods	1,714	1,050
Total	<u>\$ 6,397</u>	<u>\$ 2,974</u>

NOTE 17 – RESEARCH AND DEVELOPMENT EXPENSES, NET

	Year Ended November 30,	
	2016	2015
	(in thousands)	
Total expenses	\$ 2,637	\$ 1,860
Less grant	(480)	(793)
Total	<u>\$ 2,157</u>	<u>\$ 1,067</u>

NOTE 18 – FINANCIAL EXPENSES (INCOME), NET

	Year Ended November 30,	
	2016	2015
	(in thousands)	
Decrease in fair value of warrants and financial liabilities measured at fair value	\$ (1,587)	\$ (2,596)
Stock-based compensation related to warrants granted due to issuance of credit facility	208	
Interest expense on convertible loans	694	726
Foreign exchange loss, net	31	50
Other income	(5)	(30)
Total	<u>\$ (659)</u>	<u>\$ (1,850)</u>

NOTE 19- RELATED PARTY TRANSACTIONS

	November 30,	
	2016	2015
	(in thousands)	
Management and consulting fees to the Chairman of the Board	<u>\$ 30</u>	<u>\$ 57</u>
Compensation to the nonexecutive directors (except the Chairman of the Board)	<u>\$ 54</u>	<u>\$ 71</u>
Convertible loan from a related Fund*		<u>\$ 350</u>

* The convertible loan was granted with the same terms as the convertibles loans from third parties

NOTE 20- SUBSEQUENT EVENTS

a. During December 2016 and January 2017, the Company entered into unsecured convertible notes agreements with accredited or offshore investors for an aggregate gross amount of \$3.5 million. The notes bear an annual interest rate of 6% and mature by six months till two years from the issuance date, unless earlier converted subject to the terms defined in the agreements.

From the above investments, the Company remitted to MaSTherCell the remain unpaid capital of \$1 million (€ 932 thousand), in compliance with its obligations.

b. On December 16, 2016, the Company entered into unsecured convertible notes agreements with accredited or offshore investor for an aggregate amount of \$250 thousand. The notes have no interest rate and mature by six months unless earlier converted any portion of the outstanding principal amount and all accrued but unpaid interest thereon into a number of common shares of the Company at a price of \$0.4 per share. Upon the execution of the agreement the Company shall issue to the investor warrants to purchase up to 48,077 shares of the Company's common stock exercisable from the date of issuance through the third anniversary of the termination time), at a per share exercise price of \$0.52.

c. In February 2017, the Company entered into unsecured convertible notes agreements with accredited or offshore investors for an aggregate amount of \$100 thousand. The notes have 6% interest rate and mature by one year unless earlier converted any portion of the outstanding principal amount and all accrued but unpaid interest thereon into a number of common shares of the Company at a price of \$0.52 per share. Upon the execution of the agreement the Company shall issue to the investors warrants to purchase up to 96,154 shares of the Company's common stock exercisable from the date of issuance through the third anniversary of the termination time, at a per share exercise price of \$0.52.

d. In January 2017, the Company entered into definitive agreements with accredited investors relating to a private placement of (i) 596,155 shares of the Company's common stock and (ii) three year warrants to purchase up to an additional 596,155 shares of the Company's Common Stock at a per share exercise price of \$0.52. The purchased securities were issued pursuant to subscription agreements between the Company and the purchasers for aggregate proceeds to the Company of \$310 thousand

e. During January 2017 MaSTherCell repaid all but one of its bondholders and the aggregate payment amounted to \$1.7 million (€1.5 million). On January 17, 2017, the remain bondholder agreed to extend the duration of his Convertible bond with a principal amount of € 100,000 until March 21, 2017, (the "New Maturity Date") and the convertible bonds will continue to accrue interest as provided in the original agreement. In consideration of the extension, the Company agreed to issue to the bondholder warrants to purchase 102,822 shares of Orgenesis common stock. The Warrants will be exercisable over a three-year period at a per share exercise price of \$0.52. On the New Maturity Date, the bondholder can elect to sell his bonds to the Company at a price equal to their face value, or will convert the entire outstanding Principal Amount into shares of common stock of the Company rate of \$0.22 per share. In February, the Company returned from the escrow arrangement a total of 3,157,716 Consideration Shares to treasury, in accordance with the terms of the SEA.

f. On January 12, 2017, the Company repaid the outstanding principal amount and accrued interest in total amount of \$51 thousand of convertible loans that were issued during September 2016.

g. The Company has entered into definitive agreements with an institutional investor for the private placement of units of the Company's securities for aggregate subscription proceeds to the Company of \$16 million. The subscription proceeds are payable on a periodic basis through August 2018. Each Unit of securities placed is comprised of one share of the Company's common stock and a warrant, exercisable over a three-year period from the date of issuance, to purchase one additional share of Common Stock at a per share exercise price of \$0.52. Each periodic payment of subscription proceeds will be evidenced by the Company's standard securities subscription agreement.

On February 16, 2017, the Investor and the Company closed on the initial payment of \$1 million of the subscription proceeds and, in connection therewith, the Company issued to the investor 1,923,077 shares of the Company's common stock and warrants to purchase up to an additional 1,923,077 shares of the Company's common stock.

h. On February 27, 2017, the Company and Admiral entered into an agreement resolving the payment of amounts owed to Admiral. Under the terms of the settlement agreement, Admiral extended the maturity date to June 30, 2018. The Company agreed to pay to Admiral, on March 1, 2017, \$1,500 thousand on account of the approximately \$1.9 million owed and outstanding to Admiral. Further, the Company agreed to pay to Admiral, commencing April 2017, \$125 thousand each calendar month to reduce the amounts outstanding and also agreed to remit from the equity investment subscription proceeds raised after February 28, 2017 of \$500 thousand or more, 20% of such proceeds, and of \$1 million or more, 25% of such proceeds.

Joint Venture Agreement

This Joint Venture Agreement ("**Agreement**") is entered into this 14, day of March, 2016 (the "**Effective Date**"), by and between Orgenesis, Inc. a corporation incorporated in Nevada, USA, having an address at Signed, ("**Orgenesis**"); CureCell Co., Ltd. a company organized in Korea having an address at 704 Gwangyo Business Center, 156 Gwanggyo-ro, Yeongtong-gu, Suwon, South Korea ("**CureCell**"); (CureCell together with Orgenesis, the "**Parties**" and each a "**Party**").

Whereas Orgenesis is engaged, inter alia, in providing Contract Development and Manufacturing services specialized in the industrialization of cell therapy products; and

Whereas CureCell wishes to collaborate with Orgenesis in providing the following services: contract development and manufacturing in Korea ("**Territory**") of cell therapy products ("**Services**"); and

Whereas the Parties wish to set forth the terms for the collaboration between the Parties providing Services through a jointly owned joint venture in the Territory;

NOW THEREFORE the Parties hereby agree as follows:

1. PURPOSE AND OBJECT OF THE JV

- 1.1. The Parties agree to form the Joint Venture ("**JV**"), subject to the terms and conditions of this Agreement, for providing Services in the Territory ("**Project**")
- 1.2. The JV shall be established for the exclusive purpose carrying out the Project.
- 1.3. Nothing in this Agreement shall be considered as a limitation of the powers or rights of any of the Parties to carry on its independent business for its sole benefit in addition to the Project, except that the Parties undertake to use their best endeavors to safeguard and further their common interests in relation to the Project.
- 1.4. Orgenesis may carry out its obligations under this Agreement, in whole or in part, through an Affiliate thereof.

For the purpose of this Agreement the term "Affiliate" shall mean any entity which directly or indirectly controls, is controlled by or is under common control of a Party to this agreement; the term "control" as used herein shall mean the possession of the power to direct or cause the direction of the management and the policies of an entity, whether through the ownership of a majority of the outstanding voting rights or by contract or otherwise

2. PARTICIPATION SHARES & ROLES; FINANCING

- 2.1. The participating interests of the Parties in the JV and in any and all rights and obligations of the JV and in any movable property or equipment acquired by the JV (except with respect to any property or equipment furnished or leased by either of the Parties to the JV, title to which shall remain in the Party so furnishing or leasing the same), and in any and all profits and losses which may be derived from the performance of the Services, and any liability arising out of guarantees or any other securities (the "**Participating Interests**") shall be in the following proportions, subject to the fulfillment by each Party of its respective of the financing and other obligations under sections 2.2, 2.3, 2.4 and 2.6 below:
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Orgenesis 50%
CureCell - 50%

CureCell hereby agrees that upon Orgenesis' request that an affiliate and/or partner of Orgenesis ("**Orgenesis Designated Third Party**"), shall have the right to join as a partner in the JV or shareholder in the JV Entity (as applicable), in which case the Orgenesis Designated Third Party shall be entitled to a portion of Orgenesis' Participating Interests as shall be agreed between Orgenesis and such Orgenesis Designated Third Party, subject to such Orgenesis Designated Third Party agreeing to be subject to the applicable terms and conditions of this Agreement, mutatis mutandis.

- 2.2. CureCell shall be responsible to procure a GMP facility in the Territory ("**GMP Facility**") for the JV for the manufacturing of cell therapy products. Until agreed otherwise, CureCell shall incur all costs related to such GMP Facility. CureCell will be responsible for identifying required qualified and experienced human resources for the JV, subject to Steering Committee's (as defined below) approval.
- 2.3. Within thirty (30) business days following the Effective Date, Orgenesis will submit to CureCell a description of the Orgenesis' cell manufacturing know how required in order to operate such a GMP Facility ("**Orgenesis Manufacturing Know How**") and a plan for the transfer of such Orgenesis Manufacturing Know How to the GMP Facility, as required in order to perform the Services ("**Orgenesis Manufacturing Know How**"). Such Orgenesis Manufacturing Know How shall not include any IP licensed from Sheba Medical Center. Such Orgenesis Manufacturing Know How may be used solely for the purposes of carrying out the Project through the JV. Orgenesis shall provide the JV with all required technical support in order to operate such a GMP Facility.
- 2.4. Upon the request of Orgenesis the JV shall be carried out through a company to be established by the Parties ("**JV Entity**"). The relative shareholdings of each Party in the JV Entity will be based on the Participating Interests of each Party, taking into account any loan conversions directly into CureCell or the JV Entity (as applicable) as described in section 2.6 below.
- 2.5. In order to implement the Project, Orgenesis shall invest in the JV an aggregate amount of two million US Dollars (US\$2,000,000) (at least one million dollars in cash) and CureCell shall invest in the JV an additional amount of two million US (US\$2,000,000) Dollars – (at least one million dollars in cash), all over the course of the first two (2) years following the Effective Date.

Each party shall invest an amount of at least one million US Dollars (US\$1,000,000) out of the above financing to be invested by such party in cash ("**Cash Financing**") and the remaining financing shall be made in-kind ("**In-Kind Financing**"). The scope of the In-Kind Financing and the valuation thereof will be clearly defined in writing and pre-approved in writing by all Parties.

The transfer of the Cash Financing by Orgenesis will be made in the form of a convertible loan to be transferred to CureCell on a predefined date ("**Convertible Loan**"). The dates on which the Convertible Loan and/or the In-Kind Financing (as applicable) are actually transferred shall be referred to as the "**Determination Date**".

The Cash Financing and the In-Kind Financing provided by Orgenesis (and/or by the Orgenesis Designated Third Party, if applicable) may be converted, upon Orgenesis' request, either into shares of the JV Entity (subject to and following the formation thereof) or into shares of CureCell (if no JV Entity is established), based on the valuation thereof on the applicable Determination Date as shall be agreed upon by the Parties. In either case, whether the conversion is made into the shares of the JV Entity or into shares of CureCell, the conversion value will be subject adjustment as a result of additional investments which may take place after the Determination Date and up to the conversation date. The Steering Committee (as defined below) will acknowledge in writing the allocation and transfer of funds and/or In-Kind Financing to the JV made by each Party, including but not limited to the applicable Determination Date and the relevant valuation of each of the JV Entity and CureCell on such Determination Date.

- 2.6. CureCell will maintain an accounting records of all expenses incurred by the JV, and of all financing provided by Orgenesis as well as financing provided by CureCell in the JV and will provide the Steering Committee, Orgenesis with a quarterly report detailing the use of such financing and shall further provide Steering Committee, Orgenesis full access to any such records.
- 2.7. In addition, each Party shall have the right, to invest additional sums either in the JV in the form of a Convertible Loan described in section 2.6 above or as a direct investment into the JV Entity (the "**Additional Investment**"), if required (as determined by the Steering Committee) in order to maintain the activity of the JV/JV Entity (as applicable) or to maintain such Party's Participating Interest percentage in any future financing round. The terms of such Additional Investment shall be negotiated in good faith and shall be mutually agreed by all Parties. The minimum valuation of future financing will be at a pre-money valuation of four million US Dollars (US\$4,000,000) subject to the fulfillment of the Parties' respective initial financing undertakings under in section 2.5 above. Any such Additional Investment by either Party may result in a dilution of the other Party(ies) Participating Interest unless matched by pro-rata financing.
- 2.8. Each Party shall have full information and access rights in respect of the GMP Facility, the JV and the JV Entity.

3. CALL OPTION

- 3.1. At any time following the occurrence of the Trigger Event (as defined below), Orgenesis shall have the option, but not the obligation, exercisable at its sole discretion and subject to all rules and regulations to which it is then subject, including without limitation, the rules of any U.S. national securities exchange, ("**Call Option**"), to require that CureCell and/or the Orgenesis Designated Third Party (if applicable) transfer to Orgenesis the entirety of each such party's equity interest in the JV or the JV Entity for the Consideration (as defined below) specified below ("Sale Transaction"). The exercise of the Call Option shall be exercisable upon written notice by Orgenesis and be subject further to an appropriate exemption from the registration requirements under U.S. securities laws. The number of shares of common stock of Orgenesis issuable to each of CureCell and/or the Orgenesis Designated Third Party (if applicable) as consideration in such Sale Transaction (the "Consideration") shall be determined by dividing the agreed upon valuation of the JV or the JV Entity and/or the Orgenesis Designated Third Party (if applicable) immediately prior to the closing of the Sale Transaction by the higher of: (1) the daily weighted average price of Orgenesis Inc.'s common stock during the 90 day period preceding the closing of the Sale Transaction; or (ii) the weighted average price of Orgenesis Inc.'s common stock during the three (3) trading day preceding the closing of the Sale Transaction. The legal form of Sale Transaction shall be determined by Orgenesis, and may include, *inter alia*, a share purchase transaction, an asset purchase transaction or a merger and be evidenced by legally binding agreement reflecting mutually agreeable terms and representations appropriate for transactions of this type. Additionally, the Sale Transaction shall close within 60 days of the giving of notice by Orgenesis. Subject to the closing of the Sale Transaction as herein provided and so long as the JV Entity is a viable and profitable entity, it is the intention of the parties that Orgenesis will maintain, post closing, the JV Entity as a separate operating entity.
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The JV or JV Entity (as applicable) valuation will be defined as the higher of the following: (i) the latest Additional Investment round valuation as defined in section 2.8 above;(iii) the latest Determination Date valuation as defined in section 2.6 above; or (iii)an amount equal to three (3) times the sales of the JV.

The "**Trigger Event**" shall mean the listing and trading of the common stock of Orgenesis on a U.S. National Exchange at a market capitalization of at least one hundred million US Dollars (US\$100,000,000) for ninety (90) consecutive days.

4. **WORK PLAN**

- 4.1. The definitive work plan, setting forth in detail the respective tasks for which each of the Parties is responsible for under the JV together with a time schedule for the completion of such tasks (hereinafter referred to as the "**Work Plan**") will be agreed upon in writing by the Parties and shall be attached to this Agreement as **Exhibit A**, within no later than thirty (30) days following the Effective Date. Any change to the Work Plan shall be approved in advance by the Steering Committee (as defined below).
 - 4.2. Each Party shall exert its best commercial efforts to carry out its respective tasks in a timely and professional manner in accordance with the Work Plan.
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- 4.3. Notwithstanding anything to the contrary that may be inferred by any provision of this Agreement, no Party shall have the authority or right, nor shall any Party hold itself out as having the authority or right to assume, create or undertake any obligation of any kind whatsoever, expressed or implied, on behalf or in the name of the other Party and/or of the JV unless otherwise agreed by the Parties in writing, and/or as set forth in this Agreement.

5. STEERING COMMITTEE

- 5.1. The Parties shall set up a steering committee for the management of the JV, which shall also serve as the Board of Directors of the JV Entity. ("**Steering Committee** ")
- 5.2. The Steering Committee shall be composed of a total of five (5) members: Each Party shall have the right to appoint and replace two (2) members, which shall be fully authorized by such Party to act and decide on its behalf and one (1) member shall be an independent industry expert to be appointed and replaced by mutual agreement of all Parties. Each Party shall be entitled to replace its members after informing the other Party in writing. Each Party will appoint by written notice to the other Parties the said members. The members shall be appointed by the Parties prior to the first Steering Committee meeting.
- 5.3. All decisions shall be taken majority by the Steering Committee.
- 5.4. The Parties shall be deemed to have delegated to the members of the Steering Committee full authority to represent and bind the Parties in respect of all their responsibilities regarding the JV.
- 5.5. The Steering Committee, as the supreme and highest decision making body of the JV, shall take all major decisions on any matter concerning the performance of the Project. The Steering Committee shall serve as the Board of Directors of the JV Entity.
- 5.6. As a general rule, the Steering Committee shall meet (in person and/or via phone or video conference) at least once in every two (2) months, unless agreed otherwise. Any Party who wishes to summon a Steering Committee meeting, shall give the other members of the Steering Committee at least five (5) working days' prior written notice of such meeting. Such notice shall set the date, time, place and agenda of the meeting and shall be accompanied by the relevant data and documents to be approved in such meeting.
- 5.7. At the meeting of the Steering Committee other representatives of the Parties and/or legal counsels may be present without a voting right, so that information is more complete and taking resolutions is more constructive, provided their attendance is communicated in advance.
- 5.8. Until Agreed otherwise by the Parties, one member appointed by Orgenesis shall serve as chairman of the Steering Committee ("**Chairman**").
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- 5.9. Each member of the Steering Committee has one (1) vote.
- 5.10. The resolutions of the Steering Committee shall be recorded in minutes and will be sent (by Email) to all members of the Steering Committee within one week following the meeting. Such minutes shall be deemed to have been approved by the Steering Committee if no objections are raised within a period of fourteen (14) calendar days after receipt thereof.
- 5.11. In urgent cases, a unanimous decision of the Steering Committee may also be reached by E- mail or fax initiated by the Chairman and on the occasion of the following Steering Committee meeting such decision shall be ratified and included in the minutes;
- 5.12. The members of the Steering Committee will not receive any remuneration, except as may otherwise be agreed in writing by the Parties.

6. REPRESENTATIONS

Each Party hereby represents and warrants that it has the requisite power and authority to enter into and carry out the terms of this Agreement and that its performance under this Agreement will not conflict with any other obligation Orgenesis may have to any other party. Orgenesis agrees that it will notify CureCell immediately if Orgenesis becomes aware of any actual or potential claims, suits, actions, allegations or charges that could affect either Party's ability to fully perform its duties or to exercise its rights under the Agreement.

7. INDEMNIFICATION.

- 7.1. Each Party ("**Indemnifying Party**") agrees to indemnify, defend and hold harmless the other Parties, and their respective officers, directors, shareholders, employees, accountants, attorneys, agents, affiliates, subsidiaries, successors and assigns ("**Indemnified Party**") from and against any and all third party claims, damages, liabilities, costs and out of pocket expenses, including reasonable legal fees and expenses (collectively "**Losses**"), arising out of any third party claim resulting from: (i) any breach of any express warranty, representation, covenant or obligation made by the Indemnifying Party in this Agreement ; and/or (ii) the negligence or willful misconduct of the Indemnifying Party, except to the extent that such losses arise from: (i) any breach of any express warranty, representation, covenant or obligation made by any of the Indemnified Parties in this Agreement; and/or (ii) the negligence or willful misconduct of any of Indemnified Parties.
- 7.2. The foregoing indemnity is conditioned upon (i) prompt written notice by the Indemnified Party to the Indemnifying Party of any claim, action or demand for which indemnity is claimed , provided that the failure to provide such notice shall not relieve the Indemnifying Party from its indemnification obligations, except if the Indemnifying Party was prejudiced by such failure; (ii) the opportunity to take control over the defense and settlement thereof by the Indemnifying Party; (iii) the Indemnified Party's right to be represented by separate counsel at its own expense, provided that if the Indemnifying Party fails to assume the defense or settle of any claim giving rise to the indemnification obligation within a relabeled period, the Indemnified Party shall have the right to defend the claim using counsel of its choice at the expense of the Indemnifying Party and (iii) such reasonable cooperation by the indemnified party in the defense as the indemnifying party may request. Neither Party shall, without the prior written consent of the other Party, settle, compromise or consent to the entry of any judgment with respect to any pending or threatened claim, such consent not to be unreasonably withheld or delayed. The indemnification provided for under this section 7 shall remain subject to the limitation of liability described in section 8below.
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8. LIMITATIONS OF LIABILITY; AND DISCLAIMERS.

- 8.1. EXCEPT FOR A BREACH OF SECTION 9 BELOW [CONFIDENTIALITY; OWNERSHIP] OR ANY LIABILITY WITH RESPECT TO HUMAN INJURY AND/OR DEATH, UNDER NO CIRCUMSTANCES SHALL EITHER PARTY BE LIABLE TO THE OTHER PARTY FOR INDIRECT, INCIDENTAL, CONSEQUENTIAL, SPECIAL OR EXEMPLARY DAMAGES (EVEN IF THAT PARTY HAS BEEN ADVISED OF THE POSSIBILITY OF SUCH DAMAGES), ARISING FROM PERFORMANCE UNDER OR FAILURE OF PERFORMANCE OF ANY PROVISION OF THIS AGREEMENT (INCLUDING SUCH DAMAGES INCURRED BY THIRD PARTIES), SUCH AS, BUT NOT LIMITED TO, LOSS OF REVENUE OR ANTICIPATED PROFITS OR LOST BUSINESS.
- 8.2. WITHOUT DEROGATING FROM THE FOREGOING, IN NO EVENT SHALL ORGENESIS BE LIABLE FOR ANY ACTIONS OR CLAIMS OR THE LIKE BY CURECELL, THE JV, THE JV ENTITY AND/OR ANY THIRD PARTY THAT THE ORGENESIS MANUFACTURING KNOW HOW AND/OR THE RESULTING IP RESULTS OR MAY RESULT IN ANY INFRINGEMENT, DEPRIVATION, MISAPPROPRIATION AND/OR VIOLATING OF THE INTELLECTUAL PROPERTY OR OTHER RIGHTS OF ANY PERSON OR ENTITY.
- 8.3. THE ORGENESIS MANUFACTURING KNOW HOW IS PROVIDED "AS-IS" AND "AS AVAILABLE", ORGENESIS MAKES NO AND HEREBY SPECIFICALLY DISCLAIMS REPRESENTATION AND/OR WARRANTY CONCERNING THE ORGENESIS MANUFACTURING KNOW HOW INCLUDING, ANY WARRANTY OF MERCHANTABILITY, FITNESS FOR A PARTICULAR PURPOSE, COMPLETENESS, USE ACCURACY OR THAT THE AIP IP SHALL BE USEFUL IN ANY MANNER OR COMMERCIALY EXPLOITABLE.

9. TERM & TERMINATION

- 9.1. This Agreement shall enter into effect on the Effective Date and shall remain in effect thereafter until terminated pursuant to this section 9 below.
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- 9.2. This Agreement may be terminated as follows:
- 9.2.1. by written agreement by all Parties;
 - 9.2.2. by either Party upon written notice to another Party (with immediate effect), In the event of insolvency, bankruptcy, or voluntary dissolution of the other Party hereto during the term hereof or in the event of a Party's assignment of its assets for the benefit of creditors, and the Parties hereto shall have the rights as provided by applicable law;
 - 9.2.3. by either Party upon written notice to the other party (with immediate effect), In the event of a force majeure event, including, but not limited to, delay or failure in performance of this Agreement the other Party due to acts of God, acts of governments, wars, riots, strikes, accidents in transportation, or other causes beyond the reasonable control of the other Party that continues for longer than ninety (90) days; or.
 - 9.2.4. by either Party upon written notice to the other Party (with immediate effect), in the event that such other Party has committed a material breach of any of the terms and conditions of this Agreement or has materially defaulted in the performance of any of its obligations under this Agreement, (provided that the non-breaching/non-defaulting Party has first given the other Party written notice of the grounds supporting the material breach or default and the breaching/defaulting Party has not cured the material breach or default within thirty (30) days of receipt of such notice) without derogating from non-other legal and equitable remedies available to the breaching/non-defaulting Party as provided by law, equity and/or this Agreement.
- 9.3. Sections 2.1, 2.5, 3, 6, 7, 8, 9.3, 9.4, 9.5, 10, 11, 12 and 13 hereof shall survive the expiration or termination of this Agreement for any reason and shall remain in full force and effect thereafter.
- 9.4. Termination of this Agreement shall not relieve either Party of any liability which accrued hereunder prior to the effective date of such termination, nor preclude either Party from pursuing all rights and remedies it may have hereunder or at law or in equity with respect to any breach of this Agreement, nor prejudice either Party's right to obtain performance of any obligation. The remedies provided under this Agreement are cumulative, and are not exclusive of other remedies available to a Party in law or equity.
- 9.5. Upon and notwithstanding the termination of this Agreement for any reason, Orgenesis shall have the right to exercise the Call Option under Section 3, regardless of whether or not the "Trigger Event" has already occurred at such time.

10. CONFIDENTIALITY; OWNERSHIP

- 10.1. Under this Agreement, Orgenesis may disclose or reveal to CURECELL, the Orgenesis Designated Third Party, the JV the JV Entity and/or any other entity mentioned in this Agreement, and/or their respective affiliates, Orgenesis' confidential or proprietary information (“**Confidential Information**”). All information and know how in respect of the development and manufacturing of cell therapy products, and all reports and records produced by Orgenesis shall be part of the Confidential Information of Orgenesis. CureCell undertakes to take all steps and to ensure the JV and/or the JV Entity shall take all steps reasonably necessary to hold Confidential Information in strict confidence and secrecy and will not and to ensure the JV and/or the JV Entity will not use or disclose, transfer and/or publish such Confidential Information in any manner or for any purposes not expressly contemplated by this Agreement. Each of CureCell shall not disclose and shall cause the JV Entity not to disclose any Confidential Information except to its employees who are have a need to know such Confidential Information for the purposes of this Agreement and who are subject to written agreements containing non-disclosure and non-use obligations no less restrictive than those set forth herein. Each CureCell shall be responsible for any breach of this Agreement by any of its employees.
 - 10.2. Upon Orgenesis' request, all or any requested portion of its Confidential Information (including, but not limited to, tangible and electronic copies, notes, summaries or extracts of any information) will be promptly returned to Orgenesis or destroyed, and CureCell(as applicable) will provide Orgenesis with written certification stating that such Confidential Information has been returned or destroyed.
 - 10.3. Each of the parties will, and will cause its affiliates and representatives to, maintain in strict confidentiality this document and any transactions contemplated hereunder, the terms set forth herein and any discussions between the Parties in such respect except for any mention in any applications to official authorities for regulatory approval, or in the fulfillment of any duty owed to any competent authority (including a duty to make regulatory filings and/or reports and/or reporting under the requirements of any securities exchange).
 - 10.4. The Parties shall consult and coordinate with each other respecting the timing and content of any publicity, press or news releases or other public announcements regarding this Agreement and the transactions contemplated hereby and neither Party shall use the name of the other for marketing, advertising or promotional purposes without the prior written consent of the other Party, all except for any mention in any applications to official authorities for regulatory approval, or in the fulfillment of any duty owed to any competent authority (including a duty to make regulatory filings and/or reports and/or reporting under the requirements of any securities exchange) or, in the case of the Orgenesis, in the presentation of activities to its potential investors business partners and/or collaborators.
 - 10.5. Orgenesis is and shall remain the owner of all Orgenesis Manufacturing Know How, and of any inventions, discoveries, improvements, derivatives, results, data, , data rights, information, know how, new-uses, compounds, formulas, processes, manufacturing protocols, processes, clinical results, methods, techniques, products, treatments, materials, and any other intellectual property which is generated, conceived, developed and/or reduced to practice by and/or on behalf of Orgenesis, CureCell, and/or the JV Entity (as applicable), alone or together with others, resulting from the performance of the Project and/or the Services activities and/or derived under, resulting form and/or otherwise related to Orgenesis' Confidential Information (collectively "Resulting IP") and Orgenesis or any of its Affiliates may make use of the Resulting IP for any and all lawful purposes, including without limitation, for their respective worldwide operations without further charge to Orgenesis or any of its Affiliates. CureCell hereby assigns and shall assign and shall cause JV Entity and/or any subcontractor and/or person and/or entity working on their behalf in the performance of the Project and/or the Services to assign to Orgenesis or its designee, any and all rights and interests they may have in and to the Resulting IP, without further remuneration or compensation and shall and shall cause JV Entity and/or any subcontractor and/or person and/or entity working on their behalf to execute any document and/or take any other actions reasonably required by Orgenesis to perfect Orgenesis rights to the Resulting IP throughout the world, at Orgenesis' expense.
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10.6. Without derogating from any of the forgoing, each of CureCell specifically acknowledges and agrees that Orgenesis Inc. is a publicly traded company and that in the course of disclosure, CureCell(as applicable) may receive certain material non-public information (financial, commercial or other). CureCell is aware that the United States securities laws impose restrictions on trading in securities when in possession of such information. CureCell further acknowledges and agrees that using such information and utilizing it to its benefit may cause Orgenesis to be in violation of the applicable securities laws. CureCell undertakes and agrees that it, the JV Entity or anyone on its behalf, shall not, directly or indirectly utilize such information in a way which may be considered 'inside trading' or in any way which may be considered prohibited, restricted misappropriate or otherwise in violation of the applicable securities laws .

11. GOVERNING LAW; DISPUTE RESOLUTION

11.1. This Agreement shall be governed by and construed and enforced in accordance with the laws of England and wales, without regard to the conflict of laws rules thereof.

11.2. In the event of any dispute or difference arising out or in connection with this Agreement, the same shall be settled amicably by negotiation between the authorized senior executives of the Parties in conflict. If they fail to resolve such dispute within thirty (30) days following the written notice of either Party to the other Party of such dispute, the same shall be resolved through arbitration. The arbitration shall be conducted by a sole arbitrator. In the absence of agreement between the Parties on the name of the arbitrator to be appointed within thirty (30), such arbitrator shall be appointed by the International Chamber of Commerce (ICC). The Arbitration Proceedings shall be conducted in accordance with rules of the International Chamber of Commerce. The venue of Arbitration Proceedings shall be London and the language used shall be English. The applicable law shall be the Law of England and Wales.

Nothing in the forgoing shall limit either Party from pursuing an injunction or other equitable relief against the other Party, the JV and/or the JV Entity(as applicable) and/or their respective agents in any jurisdiction in order to enforce the provisions hereof.

12. RULING LANGUAGE

The ruling language of this Agreement and the JV is English. To the extent practicable with third Parties, English shall be the language used for all purposes in connection with the JV and this Agreement.

13. MISCELLANEOUS

- 13.1. This Agreement shall not be assigned by either Party to any third party without the written consent of the other Party which consent shall not be unreasonably withheld; except that either Party may assign this Agreement, without such consent upon written notice to the other party, to: (i) an Affiliate of such Party, or (ii) an entity that acquires all or substantially all of its business or assets to which this Agreement pertains, whether by merger, reorganization, acquisition, sale or otherwise. This Agreement shall be binding upon and inure to the benefit of the Parties and their respective successors and permitted assigns.
 - 13.2. This Agreement (including the exhibits hereto) sets forth the entire agreement and understanding between the Parties relative to the subject matter contained herein and supersedes all other agreements, oral and written, heretofore made between the Parties. Only a writing signed by all Parties may amend this Agreement or any exhibits. Such Amendment shall become binding as of the date indicated in the amendment or the date last signed by the authorized representatives of both Parties, if not otherwise provided for. If any one or more of the terms of this Agreement shall for any reason be held to be invalid or unenforceable, such term shall be construed in a manner to enable it to be enforced to the extent compatible with applicable law. Any determination of the invalidity or unenforceability of any provision of the Agreement shall not affect the remaining provisions hereof unless the business purpose of this Agreement is substantially frustrated thereby.
 - 13.3. Except as otherwise provided in this Agreement, all notices permitted or required by this Agreement shall be in writing and shall be deemed to have been duly served (i) upon personal delivery (ii) upon facsimile or electronic e-mail transmission (receipt of which has been confirmed by the recipient) or (iii) seven (7) business days after deposit, postage prepaid, return receipt requested, if sent by reputed overnight international courier service and addressed to the address of the Parties as set forth below or in accordance with such other address information as the Party to receive notice may provide in writing to the other Party in accordance with the above notice provisions. Any notice given by any other method will be deemed to have been duly served upon receipt thereof:
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To Orgenesis at:

Orgenesis, Inc.
21 Sparrow Circle
White Plains NY 10605
United States of America
Email: vered.c@Orgenesis.com
Attn: Vered Caplan

With Copy to (which shall not constitute a notice):

Mark Cohen, Adv.
Pearl Cohen Zedek Latzer Baratz LLP
1500 Broadway,
New York, New York 10036
USA
Email: MCohen@PearlCohen.com

To CureCell at:

CureCell Co., Ltd.
704 Gwanggyo Business Center
156 Gwanggyo-ro, Yeongtong-gu
Suwon 16506
South Korea
Facsimile: 82 31 8064 1710
Email: david.kim@cure-holdings.com
Attn: David Kim

- 13.4. Each Party represents that it has been represented by legal counsel in connection with this Agreement and acknowledges that it has participated in drafting this Agreement. In interpreting and applying the terms and provisions of this Agreement, the Parties agree that no presumption shall exist or be implied against the Party which drafted such terms and provisions.
- 13.5. No waiver by any party, whether express or implied, of its rights under any provision of this Agreement shall constitute a waiver of such party's rights under such provisions at any other time or a waiver of such Party's rights under any other provision of this Agreement. The failure or delay of a party to claim the performance of an obligation of another party shall not be deemed a waiver of the performance of such obligation or of any future obligations of a similar nature.
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- 13.6. It is hereby agreed and declared between the parties that they shall act in all respects relating to this Agreement (except to the extent relating to the JV Entity) as independent contractors and there neither is nor shall there be any employer-employee or principal-agent relationship between the Parties. Each party will be responsible for payment of all salaries and taxes and social welfare benefits and any other payments of any kind in respect of its own employees and officers, regardless of the location of the performance of their duties, or the source of the directions for the performance thereof.
- 13.7. This Agreement may be executed in any number of counterparts (including counterparts transmitted by facsimile and by electronic mail), each of which shall be deemed an original, but all of which taken together shall be deemed to constitute one and the same instrument.

[signature page immediately follows]

IN WITNESS WHEREOF, the parties hereto have duly executed this Agreement as of the date first above written.

Orgenesis, Inc.

CURECELL

/s/ Vered Caplan
Signature

/s/ David Kim
Signature

Vered Caplan
Name (Print)

David Kim
Name (Print)

CEO
Title

CEO
Title

**CEO CERTIFICATE
PURSUANT TO SECTION 302**

I, Vered Caplan, certify that:

1. I have reviewed this Annual Report on Form 10-K of Orgenesis Inc. for the year ended November 30, 2016;
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 and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the Registrant and have:
 - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the Registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c. Evaluated the effectiveness of the Registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures as of the end of the period covered by this report based on such evaluation; and
 - d. Disclosed in this report any change in the Registrant's internal control over financial reporting that occurred during the Registrant's most recent fiscal quarter (the Registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the Registrant's internal control over financial reporting; and
5. The Registrant's other certifying officer 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: February 28, 2017

By: /s/ Vered Caplan

Name: Vered Caplan

Title: Chief Executive Officer (Principal Executive Officer)

**CFO CERTIFICATE
PURSUANT TO SECTION 302**

I, Neil Reithinger, certify that:

1. I have reviewed this Annual Report on Form 10-K of Orgenesis Inc. for the year ended November 30, 2016;
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 and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the Registrant and have:
 - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the Registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c. Evaluated the effectiveness of the Registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures as of the end of the period covered by this report based on such evaluation; and
 - d. Disclosed in this report any change in the Registrant's internal control over financial reporting that occurred during the Registrant's most recent fiscal quarter (the Registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the Registrant's internal control over financial reporting; and
5. The Registrant's other certifying officer 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: February 28, 2017

By: /s/ Neil Reithinger
Name: Neil Reithinger
Title: Chief Financial Officer, Secretary and Treasurer
(Principal Financial Officer and Principal Accounting Officer)

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

In connection with this Annual Report on Form 10-K of Orgenesis Inc. (the “Company”) for the year ended November 30, 2016 as filed with the Securities and Exchange Commission on the date hereof (the “Report”), the undersigned, in the capacity and on the date indicated below, hereby certifies pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to his knowledge:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operation of the Company.

Date: February 28, 2017

By: /s/ Vered Caplan

Name: Vered Caplan

Title: Chief Executive Officer (Principal Executive Officer)

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

In connection with this Annual Report on Form 10-K of Orgenesis Inc. (the "Company") for the year ended November 30, 2016 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), the undersigned, in the capacity and on the date indicated below, hereby certifies pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to his knowledge:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operation of the Company.

Date: February 28, 2017

By: /s/ Neil Reithinger

Name: Neil Reithinger

Title: Chief Financial Officer, Secretary and Treasurer
(Principal Financial Officer and Principal Accounting
Officer)
