



November 16, 2016

To:  
**Option Holders of Therapix Biosciences Ltd.**

*By Registered Mail / Fax / E-mail (+ return receipt) / courier*

Dear Option Holder,

**Re: Notice and Invitation to Class Meeting of the Option Holders of Therapix Biosciences Ltd. (the "Notice")**

We hereby invite you to attend a Class Meeting of the Option Holders (the "**Options**") of Therapix Biosciences Ltd. (the "**Company**") to be held at the offices of the Company, 5 Azrieli Center (Square Tower) 27 Fl. Tel-Aviv 6702501, Israel, on December 1, 2016, at 12:00 (Israel time) (the "**Special Meeting**").

The items on the agenda for the meetings are set forth in the form of proxy attached hereto as Exhibit A (the "**Proxy**").

If you do not intend to attend the Special Meeting, you may complete the Proxy and authorize the undersigned or another person designated therein, with full powers of substitution, to vote in your name and on your behalf with respect to all the Options of the Company held by you, at the Special Meeting and at any postponements and/or adjournments thereof. In case a duly constituted quorum is not present at the Special Meeting within half an hour of the time set for commencement of said Special Meeting, the meeting shall be postponed and/or adjourned to the next following business day, at the same time and place, i.e., December 8, 2016, at 12:00 (Israel time), at the offices of the Company. At such postponed and/or adjourned meeting only such matters on the agenda of the original Special Meeting shall be presented. If at the postponed and/or adjourned meeting a legal quorum is not present within half an hour of the time set for commencement of said postponed and/or adjourned meeting, the postponed and/or adjourned meeting shall commence with any number of participants present. To the extent, no participants are present at said postponed and/or adjourned meeting, any item on the agenda shall be regarded and considered as voted for and resolved in favor of all the items on the agenda. We request that you execute the Proxy and send the executed copy to the undersigned, with a copy to Horn & Co. – Law Offices (Attn. Roy Ribon, Adv.), the Company's legal counsels (Fax: + 972-3-637 8201) as soon as possible but in any event not less than 48 (forty eight) hours before the Special Meeting. In case all Options holders execute the Proxy, then the Special Meeting shall not be convened and the resolutions shall be deemed adopted as of December 1, 2016 or such earlier date upon which the signatures of all Options holders on the Proxy are obtained.

The resolutions mentioned below shall be adopted if approved by the Options holders presented at the meeting in person or by proxy, at such majority as required

under the Company's Articles of Association and any applicable law, including without limitation, as set under section 35(FF) to the Securities Law – 5728–1968.

If you have any questions, please contact the undersigned at +972-3-6167055 or Roy Ribon, Adv. at +972-3-637 8200.

Sincerely yours,

**CPA Guy Goldin**

CFO and Company's secretary  
Therapix Biosciences Ltd.

**\*\* You can view the Notice on the Company's website at [www.therapixbio.com](http://www.therapixbio.com) \*\***

**EXHIBIT A**  
**PROXY**

To: Therapix Biosciences Ltd.  
C/o: Mr. Guy Goldin, CFO and Company's secretary  
By Fax: +972-3-6167056  
By E-mail [guy@therapixbio.com](mailto:guy@therapixbio.com)

The undersigned, being a Option holder of Therapix Biosciences Ltd. (the "Options" and the "Company", respectively), hereby appoints Mr. Guy Goldin (CFO and Company's secretary) (I.D. No. \_\_\_\_\_) or Dr. Elran Haber (Company's CEO) (I.D. No. \_\_\_\_\_) or their designees, with full powers of substitution, as my proxy to vote all of the Options held by me in the Company, in my stead and on my behalf at the Special Meeting of the Company to be held on December 1, 2016, and at any postponements and/or adjournments thereof, on the resolutions set forth below.

	Resolution	Voting Manner			With respect to the resolution - are you a "Controlling Shareholder" of the Company?	
		For	Against	Abstain	Yes	No
1.	<p><b><u>Transfer from Israeli reporting regime (reporting duties under Israeli securities regulations) to US reporting regime (reporting duties under US securities regulations)</u></b></p> <p><b>RESOLVED</b>, to approve the Company to change from reporting in accordance with Chapter F of the Israeli Securities Law, 5728-1968 (the "<u>Law</u>"), and start reporting in accordance with Chapter E3 of the Law and regulations promulgated thereunder, namely, in accordance with U.S. securities regulations, all in accordance with and subject to the provisions of section 35(FF) of the Law.</p>					
2.	<p><b><u>Omnibus</u></b></p> <p><b>RESOLVED</b>, that each of the directors of the Company is authorized to prepare, execute, deliver and perform, as the case may be, such agreements, amendments, applications, approvals, certificates, communications, consents, demands, directions, documents, further assurances, instruments, notices, orders, requests, resolutions, supplements or undertakings, as he, in his discretion, shall deem necessary or advisable to carry out the intent and purposes of the foregoing resolutions; and that the preparation, execution, delivery and performance of any such agreements, amendments, applications, approvals, certificates, communications, consents, demands, directions, documents, further assurances, instruments, notices, orders, requests, resolutions, supplements or undertakings shall be conclusive evidence of the approval of the Company therefore and all matters relating thereto.</p>					

	<p><b>FURTHER RESOLVED</b>, that any and all actions heretofore taken by the officers and directors of the Company in the name and on behalf of the Company in furtherance of the preceding resolutions, are hereby ratified, approved and adopted.</p>					
--	---	--	--	--	--	--

\*The Options represented by this Proxy will be voted in the manner directed above.

The Options represented by this Proxy will be voted in the manner directed and, if no instructions to the contrary are indicated, will be voted "For" all proposals listed above and Mr. Guy Goldin shall be appointed as the undersigned's proxy. A vote "For" any proposal listed above further constitutes the approval of any matters herein which may be subject to any separate class vote or other veto rights granted to certain Options holder or classes of other options of the Company pursuant to the Company's Articles of Association, any agreement or otherwise.

The undersigned represents that he/she is the registered owner of, and has the right and legal power to execute this Proxy with regard to, all of the issued and outstanding Options of the Company held by him/her, and according to the Company's registry of convertible securities, and that each person signing his or her name below in a representative capacity has the requisite authority so to act.

Signed on this \_\_\_\_\_ day of the month of \_\_\_\_\_, 2016.

Signature: \_\_\_\_\_

Name & Title: \_\_\_\_\_

Holder of \_\_\_\_\_ Options of the Company