



XTL BIOPHARMACEUTICALS ANNOUNCES PRICING OF \$4.0 MILLION REGISTERED DIRECT OFFERING

HERZLIYA, Israel – March 31, 2015 --PRNewswire/ -- XTL Biopharmaceuticals Ltd. ([XTLB](#)) ([XTL.TA](#)) ("XTL" or the "Company"), a clinical-stage biopharmaceutical company focused on the acquisition, development and commercialization of pharmaceutical products for the treatment of unmet clinical needs, announced today that it has entered into definitive purchase agreements with a healthcare dedicated fund that led the transaction and other existing institutional and accredited investors for the purchase of \$4.0 million of American Depositary Shares (ADS) at a purchase price per ADS of \$2.25. Investors will also receive five and a half year warrants to purchase 0.5 of an ADS for each ADS purchased in the offering with an exercise price of \$2.25 per ADS. The closing bid price of the Company's ADSs on March 30, 2015 was \$2.24. The closing of the sale of the securities is expected to take place on or about April 6, 2015, subject to satisfaction of customary closing conditions.

H.C. Wainwright & Co. acted as the exclusive placement agent for this transaction.

This \$4 million financing from a healthcare dedicated fund and existing investors provides XTL with the funds it needs to advance the clinical development of its lead clinical product candidate, hCDR1, for the treatment of Systemic Lupus Erythematosus, and its second product candidate, recombinant human erythropoietin, for the treatment of late-stage multiple myeloma, and for general corporate purposes.

The ADSs described above were offered pursuant to a shelf registration statement (File No. 333-194338), which was declared effective by the United States Securities and Exchange Commission ("SEC") on April 4, 2014. The warrants described above have not been registered under the Securities Act of 1933 (the "Act"), and may not be offered or sold in the United States absent registration with the SEC or an applicable exemption from such registration requirements.

This press release shall not constitute an offer to sell or the solicitation of an offer to buy any of the securities described herein, nor shall there be any sale of these securities in any state or jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction. When filed with the SEC, copies of the prospectus supplement and the accompanying base prospectus relating to the ADSs in this offering may be obtained at the SEC's website at <http://www.sec.gov>. Copies of the prospectus supplement and accompanying prospectus relating to the offering may be obtained from H.C. Wainwright & Co. by contacting by telephone at (212) 356-0530 or by e-mail at placements@hcwco.com.

About XTL Biopharmaceuticals Ltd. ("XTL")

XTL Biopharmaceuticals Ltd., a biopharmaceutical company, focuses on the acquisition, development, and commercialization of pharmaceutical products for the treatment of unmet clinical needs. XTL is focused on late stage clinical development of drugs for the treatment of lupus, multiple myeloma and schizophrenia. XTL is a public company traded on the Nasdaq Capital Market ([XTLB](#)) and the Tel Aviv Stock Exchange ([XTL.TA](#)). XTL shares are included in the following indices: Tel-Aviv Biomed, Tel-Aviv MidCap, and Tel-Aviv Bluetech-50.

Cautionary Statement

Some of the statements included in this press release may be forward-looking statements that involve a number of risks and uncertainties. For those statements, we claim the protection of the safe harbor for forward-looking statements contained in the Private Securities Litigation Reform Act of 1995.

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