

CERTIFICATE

Section 2.20(c) of National Instrument 54-101

TO: Ontario Securities Commission
British Columbia Securities Commission
Alberta Securities Commission

RE: Annual and Special Meeting of Shareholders of Vaxil Bio Ltd. ("**Vaxil**") to be held on May 29, 2017 ("**Vaxil Meeting**")

In connection with the Vaxil Meeting, the undersigned, being an officer of Vaxil, hereby certifies for and on behalf of Vaxil and not in a personal capacity, that:

- (a) arrangements have been made to have the proxy-related materials for the Vaxil Meeting delivered in compliance with the applicable timing requirements set out in Sections 2.9 and 2.12 of National Instrument 54-101 ("**NI 54-101**");
- (b) Vaxil has arranged to have carried out all of the requirements of NI 54-101 in addition to those described in paragraph (a) above; and
- (c) Vaxil is relying on section 2.20(c) of NI 54-101 to abridge the time periods prescribed by sections 2.2(1) and 2.5(1) of NI 54-101 applicable to Vaxil Meeting.

Dated this 28th day of April, 2017.

VAXIL BIO LTD.

Per: "Gadi Levin"
Name: Gadi Levin
Title: Interim Chief Executive Officer and
Chief Financial Officer