

## VAXIL BIO LTD.

3 Pinhas Sapir Street, 3rd Floor,  
"Weizmann Science Park",  
74140, Rehovot, Israel

### NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

**NOTICE IS HEREBY GIVEN** that the annual and special meeting (the "**Meeting**") of the holders of common shares of **VAXIL BIO LTD.** (the "**Company**" or "**Corporation**") will be held virtually, by way of live webcast only via Zoom meeting, link and dial in numbers can be found below:

Topic: Vaxil Bio Ltd. Annual and Special Meeting

Time: March 31, 2025 10:00 AM Eastern Time (US and Canada)

Join Zoom Meeting:

<https://us02web.zoom.us/j/86501488302?pwd=1CQAShOaG0iT7INtkVzT3NRtNgixjd.1&from=addon>

Meeting ID: 865 0148 8302

Passcode: 043049

Dial by your location: +1 780 666 0144 Canada; +972 2 376 4509 Israel

Find your local number: : <https://us02web.zoom.us/j/86501488302?pwd=1CQAShOaG0iT7INtkVzT3NRtNgixjd.1&from=addon>

on Monday, March 31, 2025 for the following purposes:

1. to receive the audited financial statements of the Company for the financial year ended December 31, 2022 and 2023, together with the auditor's report thereon;
2. to appoint Zeifmans LLP as auditor of the Company for the ensuing year and authorize the board of directors to fix the auditor's remuneration;
3. to consider, and if thought appropriate, to pass, an ordinary resolution fixing the board of directors of the Company (the "**Board**") at four members and to authorize the Board, at its sole discretion, to increase the number of directors on the Board from four to six at any time after the Meeting and prior to the next annual meeting of shareholders;
4. to elect directors to serve until the next annual meeting of shareholders or until their successors are duly elected or appointed;
5. to consider and, if thought appropriate, to pass with or without variation, an ordinary resolution confirming, authorizing and approving the Company's stock option plan, as more particularly described in the accompanying management information circular (the "**Information Circular**" or "**Circular**");
6. to consider and if thought appropriate, to pass with or without variation, a special resolution, authorizing and approving the directors to effect a consolidation (the "**Consolidation**") of the common shares in the capital of the Corporation (the "**Shares**") on the basis of 150 (one hundred and fifty) pre-Consolidation Shares for one (1) post-Consolidation Share, or such other consolidation ratio, in one or more tranches during the twelve (12) months immediately following the Meeting, all as determined by the Board at its sole discretion, as more particularly described in the Circular;

7. to transact such other business as may properly come before the meeting and any adjournment or postponement thereof.

The Board has fixed Wednesday, February 12, 2025 as the record date for the determination of shareholders entitled to notice of and to vote at the Meeting and at any adjournment or postponement thereof. Each registered shareholder at the close of business on that date is entitled to such notice and to vote at the Meeting in the circumstances set out in the Circular.

The Information Circular provides additional information and the other matters to be dealt with at the Meeting and is supplemental to, and expressly made a part of, this notice of meeting (the "**Notice of Meeting**").

If you are a registered shareholder of the Company, please deliver the completed form of proxy to the Company's transfer agent, Odyssey Trust Company, Proxy Dept, 702-67 Yonge Street, Toronto, ON, M5E 1J8, by hand or by mail or by online voting in accordance with the instructions set out in the form of Proxy, by 10:00 a.m. (Toronto time) on Thursday, March 27, 2025 or if the Meeting is adjourned or postponed, not less than 48 hours, excluding Saturdays, Sundays and statutory holidays preceding the time and date of reconvening such adjourned or postponed shareholder meeting.

If you are a non-registered shareholder of the Company and received this Notice of Meeting and accompanying materials through a broker, a financial institution, a participant, a trustee or administrator of a self-administered retirement savings plan, retirement income fund, education savings plan or other similar self-administered savings or investment plan registered under the *Income Tax Act* (Canada), or a nominee of any of the foregoing that holds your security on your behalf (the "**Intermediary**"), please complete and return the materials in accordance with the instructions provided to you by your Intermediary.

**DATED** this February 18, 2025.

**VAXIL BIO LTD.**

Per: (signed) "Gadi Levin"  
Chairman of the board of directors