



**Notice of Availability of Proxy Materials
for VAXIL BIO LTD. Annual and Special Meeting**

Meeting Date and Time: Monday, March 31, 2025, at 10:00 am Eastern Time

Location: the meeting will be held virtually via Zoom meeting, as per details outlined in the management information circular.

Please be advised that the proxy materials for the above noted securityholder meeting are available for viewing and downloading online. This document provides an overview of these materials, but you are reminded to access and review the information circular and other proxy materials available online prior to voting. These materials are available at:

vaxil-bio.com/sh-material/

OR

www.sedarplus.ca

Obtaining Paper Copies of the Proxy Materials

Securityholders may request to receive paper copies of the proxy materials related to the above referenced meeting by mail at no cost. Requests for paper copies must be received by March 20, 2025, in order to receive the paper copy in advance of the meeting. Shareholders may request to receive a paper copy of the Materials for up to one year from the date the Materials were filed on www.sedarplus.ca

For more information regarding notice-and-access or to obtain a paper copy of the Materials you may contact our transfer agent, Odyssey Trust Company, via <https://odysseytrust.com/ca-en/help/> or by phone at 1-888-290-1175 (toll-free within North America) or 1-587-885-0960 (direct from outside North America).

Notice of Meeting

The resolutions to be voted on at the meeting, described in detail in the Management Information Circular, are as follows:

1. To fix the board of directors of the Company at four 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.
2. To elect directors to serve until the next annual meeting of shareholders or until their successors are duly elected or appointed.
3. 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.
4. To consider and, if thought fit, 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.
5. To consider and, if thought appropriate, to pass with or without variation, a special resolution authorizing and approving the directors to effect a consolidation of the common shares in the capital of the Corporation on the basis of 150 (one hundred and fifty) pre-Consolidation Shares for one (1) post- Consolidation Share, or such other consolidation ratio as determined by the Board at its sole discretion, as more particularly described in the accompanying management information Circular.

Voting

PLEASE NOTE – YOU CANNOT VOTE BY RETURNING THIS NOTICE. To vote your securities, please refer to the instructions on the enclosed Proxy or Voting Instruction Form. Your Proxy or Voting Instruction Form must be received by 10:00 am Eastern Time on March 27, 2025.

PLEASE VIEW THE MANAGEMENT INFORMATION CIRCULAR PRIOR TO VOTING.