

Proxy Card – Part One

In accordance with Regulation 7 of the Israeli Companies Regulations (written voting and position statements), 2005 (the “**Regulations**”).

Company Name	XTL Biopharmaceuticals Ltd. (the “Company”)
Type of meeting	An extraordinary general meeting of the Company’s shareholders (the “Meeting”)
Time and place of meeting:	At the Law Offices the Company's attorneys, Kantor & Co., at 12 Abba Hillel Silver Road, Ramat-Gan, Israel, on Monday, March 10, 2014, at 12:00PM (Israel Standard Time)
Subjects on the agenda:	Approval of Mr. Joshua Levine's employment terms as Chief Executive Officer (“CEO”) of the Company, including grant of 1,500,000 non-marketable, exercisable into Company shares.
The version of each of the proposed resolutions:	In accordance with the resolution of the Company's Compensation Committee and Board of Directors dated January 30, 2014, the shareholders of the Company hereby approve the terms of an employment agreement between the Company and Mr. Joshua Levine (the “Employment Agreement”), pursuant to which Mr. Levine will serve as the Company's CEO in a fulltime position.
Location and time for reviewing the complete version of the proposed resolutions:	The documents pertaining to this report may be reviewed at the Company's offices at 85 Medinat Hayehudim Street, Herzliya, during regular office hours and by making an appointment at +972-9-9557080.
The required majority to pass a resolution at the meetings for each of the subjects on the agenda:	<p>A majority of present participant votes is required, provided one of the following:</p> <p>(1) In counting the majority of votes in the Meeting or a deferred meeting (should it take place), participant votes of non-controlling shareholders or those without personal interest in approving the Employment Agreement will be included. Abstaining votes shall not be counted as participants. Votes of those with personal interest shall be subject to the provisions of section 276 of the Companies Law, mutatis mutandis.</p> <p>(2) The total of opposing votes of shareholders in sub-section (1) above shall not exceed two percent of all voting rights in the Company.</p>
Validity of the proxy card:	The Company's shareholders are entitled to participate and vote in the Meeting by themselves or through a legally certified agent. The document certifying the agent to vote (the “ Letter of Appointment ”) and a power of attorney by virtue of which the Letter of Appointment was signed (if any) will be deposited with the Company's attorneys at

	least 72 hours before the Meeting begins.
Address for submitting proxy cards and position statements:	<p><u>Law Offices the Company's attorneys:</u> Kantor & Co., at 12 Abba Hillel Silver Road, Ramat-Gan, Israel or <u>Company HQ:</u> 85 Medinat Hayehudim St., Herzliya Pituach, Israel</p>
The last date for submitting position statements to the Company and the last date for submitting the Board of Directors' response to the Position statements:	<p>The last date for submitting position statements is February 17, 2014. The last date for submitting the Board of Directors' response to the position statements is February 22, 2014.</p>
The addresses of the distribution website and internet website of the TASE where the proxy cards and position statements are available	A copy of the proxy card can be downloaded from the TASE website (www.tase.co.il) or from the distribution website (www.magna/isa.gov.il). Additionally, a shareholder is entitled to approach the Company directly (through Adv. Kantor & Co.) and receive from him the proxy card form.
Receipt of a proof of ownership:	A shareholder is entitled to receive the proof of ownership at the branch of the member of Stock Exchange or by post, if so requested, whereas, such a request shall be given in advance to a specific securities account.
Link to the proxy card form:	A non-registered shareholder is entitled to receive free of charge by email a link to the proxy card form and position statements on the distribution website from the member of the stock exchange through whom his stock is held, unless he notified the Company and/or the Stock Exchange that he is not interested in receiving a link as aforementioned, and that he is interested in receiving the proxy card by post in return for payment; a shareholder's notice with regard to proxy cards shall apply also to the receipt of position statements.
Reviewing the proxy cards;	One or more shareholders holding shares at a rate that constitutes five percent or more of the total voting rights in the Company, and also anyone holding an aforementioned rate from the total voting rights that are not held by a controlling shareholder in the Company in accordance with its definition in Article 268 of the Israeli Companies Law, 1999, is entitled to review the proxy cards after the convening of the general meeting at the Company's registered offices during the regular working hours, after he has proven his right to do so, and has also stated the number of shares which constitute the aforementioned five percent.

The vote:	A shareholder shall state his vote regarding each of the subjects on the agenda on a form that constitutes the second part of the proxy card. The proxy cards shall be submitted to the Company offices no later than on Friday, March 7, 2014 until 12:00PM (noon) (Israel Standard Time).
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Proxy Card –Part Two

In accordance with Regulation 5(a) of the Israeli Companies Regulations (voting in writing and position statements) 2005 (the "**Regulations**")

Company name **XTL Biopharmaceuticals Ltd.**

Company address (for submitting and sending proxy cards) 85 Medinat Hayehudim St., Herzliya Pituach, Israel 46766

Company number **520039470**

Date & time of meeting Monday – March 10, 2014
At 12:00PM Israel Standard Time

Type of meeting An extraordinary general meeting of Company Shareholders

Record date: February 7, 2014 at the end of trading day

Details of the shareholder

Name of the shareholder _____

I.D. number _____

Passport number (if does not have an Israeli I.D.) _____

Country issued _____

Valid until _____

Corporation Number (if the shareholder is a corporation) _____

Country of incorporation _____

The vote

Subject on the agenda	The Vote ¹			Existence of personal interest	
	For	Against	Abstain	Yes	No
approve the employment agreement between the Company and Mr.					

Joshua Levine, pursuant to which Mr. Levine will serve as the Company's CEO in a fulltime position, including the private placement on the basis thereof					
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Date

Signature

¹ No markings shall be considered abstention from voting on that subject.