



**Proxy Card – Part One**

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

Company Name	<b>XTL Biopharmaceuticals Ltd. (the "Company")</b>
Type of meeting	An Extraordinary General Meeting of Company shareholders (" <b>Meeting</b> ")
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 Wednesday, March 25, 2015, at 11:00AM (Israel Standard Time)
Subjects on the agenda:	<ol style="list-style-type: none"><li>1. To consider the election of Mr. Oded Nagar to hold office as an external director in the Company, commencing on the date of the Meeting for a period of Three (3) years, until March 24, 2018, and to grant him with the monetary remuneration as set forth in the notice of the Extraordinary General Meeting of the Company, including the allotment of 150,000 non-tradable stock options, without consideration, exercisable into 150,000 ordinary shares of the Company, NIS 0.1 par value each.</li><li>2. To consider the election of Mrs. Osnat Hillel Fein to hold office as an external director in the Company, commencing on the date of the Meeting for a period of Three (3) years, until March 24, 2018, and to grant her with the monetary remuneration as set forth in the notice of the Extraordinary General Meeting of the Company, including the allotment of 150,000 non-tradable stock options, without consideration, exercisable into 150,000 ordinary shares of the Company, NIS 0.1 par value each.</li><li>3. To consider, as compensation for his consent to waive a portion of his salary in order to assist the cash flow of the Company, the grant to Mr. Josh Levine, Company's CEO, of a bonus equal to 0.5% of any funds raised by the Company from any third party investors (who are not current shareholders of the Company), provided that such bonus grant shall not exceed US\$ 36,000 and the allocation to him of 100,000 non-tradable stock options, exercisable into 100,000 ordinary shares of the Company, NIS 0.1 par value each.</li></ol>
The version of each of the proposed resolutions:	<ol style="list-style-type: none"><li>1. To elect Mr. Oded Nagar, to hold office as an external director in the Company, commencing on the date of the Meeting for a period of Three (3) years, until March 24, 2018, and to grant him with the monetary remuneration as set forth in the notice of the Extraordinary General Meeting of the Company, including the allotment of 150,000 non-tradable stock options, without consideration, exercisable into 150,000 ordinary shares of the Company, NIS 0.1 par value each..</li></ol>

	<p><b>2.</b> To elect Mrs. Osnat Hillel Fein, to hold office as an external director in the Company, commencing on the date of the Meeting for a period of Three (3) years, until March 24, 2018, and to grant her with the monetary remuneration as set forth in the notice of the Extraordinary General Meeting of the Company, including the allotment of 150,000 non-tradable stock options, without consideration, exercisable into 150,000 ordinary shares of the Company, NIS 0.1 par value each.</p> <p><b>3.</b> To approve, as compensation for his consent to waive a portion of his salary in order to assist the cash flow of the Company, the grant of a bonus to Mr. Josh Levine, Company's CEO, and the grant to him of 100,000 non-tradable stock options, exercisable into 100,000 ordinary shares of the Company, NIS 0.1 par value each.</p>
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>Each of the resolutions 1 to 3 above, pursuant to the Companies Law, require the affirmative vote of simple majority of shares present at the Meeting in person or by proxy and voting thereon, and as long as one of following conditions is met:</p> <ul style="list-style-type: none"> <li>a. The majority of shares that voted for the approval of the respective resolution includes at least majority of the shares held by non-controlling and non-interested shareholders voted at the Meeting (excluding abstain votes); or</li> <li>b. The total number of shares of non-controlling and non-interested shareholders that voted against the approval if the respective resolution does not exceed two percent (2%) of the aggregate voting rights in the Company.</li> </ul>
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 " <b>Letter of Appointment</b> ") 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 &amp; 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'	<p>The last date for submitting position statements is March 9, 2015.</p> <p>The last date for submitting the Board of Directors' response to the position statements is March 14, 2015.</p>

response to the Position statements:	
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 ( <a href="http://www.tase.co.il">www.tase.co.il</a> ) or from the distribution website ( <a href="http://www.magna/isa.gov.il">www.magna/isa.gov.il</a> ). Additionally, a shareholder is entitled to approach the Company directly (through Kantor & Co. – Law Offices) 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 Saturday, March 22, 2015 until 11:00AM (Israel Standard Time).

**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	<b>XTL Biopharmaceuticals Ltd.</b>
Company address (for submitting and sending proxy cards)	85 Medinat Hayehudim St., Herzliya Pituach, Israel 46766
Company number	<b>520039470</b>
Date & time of meeting	March 25, 2015 At 11:00AM Israel Standard Time
Type of meeting	An extraordinary general meeting of Company Shareholders
Record date:	February 24, 2015 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 <sup>1</sup>			Existence of personal interest	
	For	Against	Abstain	Yes	No
1. The election of Mr. Oded Nagar, to hold office as an external director in the Company, commencing on the date of the Meeting for a period of Three (3) years, until March 24, 2018, and to grant him with the monetary remuneration as set forth in the notice of the Extraordinary General Meeting of the Company, including the allotment of 150,000 non-tradable stock options, without consideration, exercisable into 150,000 ordinary shares of the Company, NIS 0.1 par value each.					
2. The election of Mrs. Osnat Hillel Fein, to hold office as an external director in the Company, commencing on the date of the Meeting for a period of Three (3) years, until March 24, 2018, and to grant her with the monetary remuneration as set forth in the notice of the Extraordinary General Meeting of the Company, including the allotment of 150,000 non-tradable stock options, without consideration, exercisable into 150,000 ordinary shares of the Company, NIS 0.1 par value each.					
3. The grant, as compensation for his consent to waive a portion of his salary in order to assist the cash flow of the Company, to Mr. Josh Levine, Company's CEO, of a bonus equal to 0.5% of any funds raised by the Company from any non-current shareholder of the Company, provided that such bonus grant shall not exceed US\$ 36,000 and the allocation to him of 100,000 non-tradable stock options, exercisable into 100,000 ordinary shares of the Company, NIS 0.1 par value each.					

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Date

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Signature

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<sup>1</sup> No markings shall be considered abstention from voting on that subject.

\*Erase the irrelevant