
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 6-K

**REPORT OF FOREIGN PRIVATE ISSUER PURSUANT TO RULE 13a-16
OR 15d-16 UNDER THE SECURITIES EXCHANGE ACT OF 1934**

For the month of: **September 2014**

Commission file number: **001-35920**

MAZOR ROBOTICS LTD.

(Translation of registrant's name into English)

**PO Box 3104, 7 HaEshel St.
Caesarea Industrial Park South 38900, Israel**
(Address of principal executive office)

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.

Form 20-F

Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

CONTENTS

This report on Form 6-K of the registrant consists of the following documents, which are attached hereto and incorporated by reference herein.

Exhibit

99.1 Mazor Robotics Ltd. Notice of an Extraordinary General Meeting of Shareholders.

99.2 Proxy Statement in Accordance with the Companies Regulations (Voting in Writing and Position Notices), 5766 - 2005 (the "Regulations").

99.3 Voting Instructions Form.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

MAZOR ROBOTICS LTD.
(Registrant)

By: /s/ Sharon Levita
Name: Sharon Levita
Title: Chief Financial Officer

Date: September 8, 2014

**MAZOR ROBOTICS LTD.
NOTICE OF EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS**

Notice is hereby given that an Extraordinary General Meeting (the "**Meeting**") of Shareholders of Mazor Robotics Ltd. (the "**Company**") will be held at CBLS, Law Offices at Azrieli Center, Square Tower, 35th floor, Tel-Aviv, on Wednesday, October 22, 2014, at 11:00 a.m. Israel time.

The Company is a Dual Company, as such term is defined in the Israeli Companies Regulations (Concessions for Public Companies Traded on Stock Markets Outside of Israel), 4760 – 2000.

The Meeting is being called to approve a grant of options to purchase up to 150,000 of the Company's ordinary shares (the "**Options**") to Mr. Ori Hadomi, the Company's Chief Executive Officer (the "**CEO**"). The Options shall vest and become exercisable in accordance with a four (4) year vesting schedule, commencing on the date of grant, so that upon the lapse of twenty four (24) months from the date of grant, fifty percent (50%) of the shares underlying the Options shall vest, and thereafter, upon the lapse of each calendar quarter, six point twenty five percent (6.25%) of the shares underlying the Options shall vest. The exercise price of the Options is NIS 26.62 each, non-linked, which reflects the higher of (i) the average of the closing price per share in the Tel Aviv Stock Exchange during the 30 days preceding the date of the Board of Directors' resolution to grant the Options to the CEO (the "**Board Resolution**"), or (ii) the closing price per share on the day prior the date of the Board Resolution.

The Board of Directors recommends that you vote in favor of the proposal, which is described in the attached Proxy Statement.

Shareholders of record at the close of business on September 23, 2014, are entitled to notice of and to vote at the Meeting. You may vote either by mailing in your proxy or in person by attending the Meeting. If voting by mail, the proxy must be received at our registered office in Israel at least 72 hours prior to the appointed time of the Meeting to be validly included in the tally of ordinary shares voted at the Meeting. If you attend the Meeting, you may vote in person and your proxy will not be used.

If you are a beneficial owner of shares registered in the name of a member of the Tel Aviv Stock Exchange and wish to vote, either by proxy or in person by attending the Meeting, you must deliver to us a proof of ownership in accordance with the Israeli Companies Law and the Israeli Companies Regulations (Proof of Ownership of Shares for Voting at General Meetings), 4760 - 2000. Such shareholders wishing to vote by proxy are requested to attach their proof of ownership to the proxy card. Detailed proxy voting instructions are provided both in the Proxy Statement and on the enclosed proxy card.

Sincerely,
Jonathan Adereth
Chairman of the Board of Directors
September 8, 2014

PROXY STATEMENT
MAZOR ROBOTICS LTD.
Corporation no: 51-300904-3
HaEshel 7, Caesarea

EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS
September 8, 2014

The enclosed proxy is being solicited by the board of directors (the "**Board of Directors**") of Mazor Robotics Ltd. (the "**Company**") for use at the Company's Extraordinary General Meeting of Shareholders (the "**Meeting**") to be held on Wednesday, October 22, 2014, at 11:00 a.m. (Israel time), or at any adjournment or postponement thereof. Upon the receipt of a properly executed proxy in the form enclosed, the persons named as proxies therein will vote the ordinary shares, par value New Israeli Shekels ("**NIS**") 0.01 each, of the Company (the "**Ordinary Shares**") covered thereby in accordance with the directions of the shareholders executing the proxy. In the absence of such directions, and except as otherwise mentioned in this proxy statement, the Ordinary Shares represented thereby will be voted in favor of each of the proposals described in this proxy statement.

Two or more shareholders present, personally or by proxy, holding not less than twenty five percent (25%) of the Company's outstanding ordinary shares, shall constitute a quorum for the Meeting. If within half an hour from the time the Meeting is convened a quorum is not present, the Meeting shall stand adjourned until Wednesday, October 29, 2014, at 11:00 a.m. Israel time. If a quorum is not present at the second meeting within half an hour from the time appointed for such meeting, any number of shareholders present personally or by proxy shall be deemed a quorum, and shall be entitled to deliberate and to resolve in respect to the matters for which the Meeting was convened. Abstentions and broker non-votes are counted as Ordinary Shares present for the purpose of determining a quorum.

Pursuant to the Israeli Companies Law, 5799-1999 (the "**Companies Law**"), the proposal described hereinafter requires the affirmative vote of shareholders present at the Meeting, in person or by proxy, and holding Ordinary Shares of the Company amounting in the aggregate to at least a majority of the votes actually cast by shareholders, as long as either:

Shareholders are requested to notify us whether or not they have a "**Personal Interest**" in connection with the proposal (please see the definition of the term "**Personal Interest**" hereinafter). If any shareholder casting a vote in connection thereto does not notify us as to whether or not they have a Personal Interest with respect to the proposal, their vote will be disqualified. The above majority must include a majority of the total votes of shareholders who are not controlling shareholders in the Company or shareholders who do not have a "**Personal Interest**" (as such term is defined hereinabove) in the approval of the proposal who participate in the vote (abstentions will not be taken into account); or the total number of votes of the shareholders referred to above that are voted against the proposed resolution does not exceed two percent (2%) of the Company's total voting rights.

"**Personal Interest**" is defined as: (1) a shareholder's personal interest in the approval of an act or a transaction of the Company, including (i) the personal interest of his or her relative (which includes for these purposes any members of his/her (or his/her spouse's) immediate family or the spouses of any such members of his or her (or his/her spouse's) immediate family); and (ii) a personal interest of a body corporate in which a shareholder or any of his/her aforementioned relatives serves as a director or the chief executive officer, owns at least 5% of its issued share capital or its voting rights or has the right to appoint a director or chief executive officer and exclusive of a personal interest that stems from the fact of holding shares in the Company, including the personal interest of a person who votes by virtue of a power of attorney given him by another person, even if the other person does not have a personal interest, and the vote of a person who was given a power of attorney by a person who has a personal interest shall also be deemed the vote of a person with a personal interest, irrespective of whether the person who votes has or does not have direction.

APPROVE A GRANT OF OPTIONS TO MR. ORI HADOMI, THE COMPANY'S CHIEF EXECUTIVE OFFICER

To approve a grant of options to purchase up to 150,000 of the Company's ordinary shares (the "Options") to Mr. Ori Hadomi, the Company's Chief Executive Officer (the "CEO"), according to the resolution of the Compensation Committee dated July 23, 2014 and the resolution of the Board of Directors dated July 31, 2014. The Options shall vest and become exercisable in accordance with a four (4) years vesting schedule, commencing on the date of grant, so that upon the lapse of twenty four (24) months from the date of grant, fifty percent (50%) of the shares underlying the Options shall vest, and thereafter, upon the lapse of each calendar quarter, six point twenty five percent (6.25%) of the shares underlying the Options shall vest. The exercise price of the Options is NIS 26.62 each, non-linked, which reflects the higher of (i) the average of the closing price per share in the Tel Aviv Stock Exchange during the 30 days preceding the date of the Board of Directors' resolution to grant the Options to the CEO (the "Board Resolution"), or (ii) the closing price per share on the day prior the date of the Board Resolution.

It is hereby clarified that as of the date hereof, the CEO holds 74,229 ordinary shares, par value NIS 0.01 each of the Company (the "Ordinary Shares") and an option to purchase 174,057 Ordinary Shares under the Company's Employee Option Plan¹, which constitute collectively, as of the date hereof, 0.55% of the issued and outstanding share capital of the Company, on a fully diluted basis.

The shareholders of the Company will be requested to adopt the following resolution at the Meeting:

"RESOLVED, to approve a grant of 150,000 Options to the CEO."

Pursuant to the Companies Law, approval of a grant of 150,000 Options to purchase 150,000 Ordinary Shares of the Company to the CEO requires the affirmative vote of a simple majority of the shares present at the Meeting, in person or by proxy, and voting thereon, as long as one of the following conditions is met:

- The above majority must include a majority of the total votes of shareholders who are not controlling shareholders in the Company or shareholders who do not have a "Personal Interest" (as such term is defined above) in the grant of the Options to the CEO, who participate in the vote (abstentions will not be taken into account); or
- The total number of votes of the shareholders referred to above that are voted against the proposed resolution does not exceed two percent (2%) of the Company's total voting rights.

As of the date hereof, the Company has no controlling shareholders within the meaning of the Companies Law.

Each shareholder voting at the Meeting or prior thereto by means of the accompanying proxy card is requested to notify us if he, she or it has a Personal Interest in connection with this proposal as a condition for the vote to be counted with respect to this proposal. If any shareholder casting a vote in connection hereto does not notify us if he, she or it has a Personal Interest with respect to this proposal, the vote with respect to this proposal will be disqualified. Please see the definition of "Personal Interest" above.

If you do not have a Personal Interest in the above matter being presented to the shareholders, you may assume that using the form of proxy enclosed herewith will not create a Personal Interest.

The Board of Directors recommends a vote FOR approval of a grant of 150,000 Options to purchase 150,000 Ordinary Shares of the Company to the CEO.

The Companies Law allows our Board of Directors to approve the grant of Options to the CEO even if it was not approved by our shareholders, provided that our Compensation Committee and thereafter the Board of Directors have decided to reapprove the said grant, based on detailed reasoning, and after having reexamined the proposal, and taken, inter alia, the shareholder rejection into consideration.

¹ Out of which 121,663 are vested and exercisable.

Your vote is important! Shareholders are urged to complete and return their proxies promptly in order to, among other things, ensure action by a quorum and to avoid the expense of additional solicitation. If the accompanying proxy is properly executed and returned in time for voting, and a choice is specified, the shares represented thereby will be voted as indicated thereon. EXCEPT AS MENTIONED OTHERWISE IN THIS PROXY STATEMENT, IF NO SPECIFICATION IS MADE, THE PROXY WILL BE VOTED IN FAVOR OF THE PROPOSAL DESCRIBED IN THIS PROXY STATEMENT. Shareholders who hold shares of the Company through members of the Tel Aviv Stock Exchange and who wish to participate in the Meeting, in person or by proxy, are required to deliver proof of ownership to the Company, in accordance with the Israeli Companies Regulations (Proof of Ownership of a Share For Purposes of Voting at General Meetings), 4760-2000. Such shareholders wishing to vote by proxy are requested to attach their proof of ownership to the enclosed proxy.

Proxies and all other applicable materials should be sent to the Company office at HaEshel 7, Caesarea, Israel (telephone number: 972-4-6270171, facsimile number: 972-4-6377234).

ADDITIONAL INFORMATION

We are subject to the informational requirements of the Securities Exchange Act of 1934, as amended (the "**Exchange Act**"), as applicable to foreign private issuers. Accordingly, we file reports and other information with the SEC. Shareholders may read and copy any document we file at the SEC's public reference rooms at 100 F Street, N.E., Washington, D.C. 20549.

Shareholders can call the SEC at 1-800-SEC-0330 for further information on using the public reference room. All documents which we will file on the SEC's EDGAR system will be available for retrieval on the SEC's website at <http://www.sec.gov>. As a Dual Company (as defined in the Israeli Companies Regulations (Concessions for Public Companies Traded on Stock Markets Outside of Israel), 4760-2000) we also file reports with the Israel Securities Authority. Such reports can be viewed on the Israel Securities Authority website at <http://www.magna.isa.gov.il> and the Tel Aviv Stock Exchange website at <http://www.maya.tase.co.il>.

As a foreign private issuer, we are exempt from the rules under the Exchange Act prescribing certain disclosure and procedural requirements for proxy solicitations. In addition, we are not required under the Exchange Act to file periodic reports and financial statements with the SEC as frequently or as promptly as United States companies whose securities are registered under the Exchange Act. The Notice of the Extraordinary General Meeting of Shareholders and the Proxy Statement have been prepared in accordance with applicable disclosure requirements in the State of Israel.

YOU SHOULD RELY ONLY ON THE INFORMATION CONTAINED IN THIS PROXY STATEMENT OR THE INFORMATION FURNISHED TO YOU IN CONNECTION WITH THIS PROXY STATEMENT WHEN VOTING ON THE MATTERS SUBMITTED TO SHAREHOLDER APPROVAL HEREUNDER. WE HAVE NOT AUTHORIZED ANYONE TO PROVIDE YOU WITH INFORMATION THAT IS DIFFERENT FROM WHAT IS CONTAINED IN THIS DOCUMENT. THIS PROXY STATEMENT IS DATED SEPTEMBER 8, 2014. YOU SHOULD NOT ASSUME THAT THE INFORMATION CONTAINED IN THIS DOCUMENT IS ACCURATE AS OF ANY DATE OTHER THAN SEPTEMBER 8, 2014, AND THE MAILING OF THIS DOCUMENT TO SHAREHOLDERS SHOULD NOT CREATE ANY IMPLICATION TO THE CONTRARY.

By Order of the Board of Directors

MAZOR ROBOTICS LTD.

Sharon Levita, Chief Financial Officer

Proxy Statement in Accordance with the Companies Regulations (Voting in Writing and Position Notices), 5766 - 2005 (the "Regulations")

1. **Company name:** Mazor Robotics Ltd.
 2. **Type, date and location of the general shareholders' meeting:** An Extraordinary General Meeting (the "**Meeting**") of Shareholders of Mazor Robotics Ltd. (the "**Company**") will be held at CBLS, Law Offices at Azrieli Center, Square Tower, 35th floor, Tel-Aviv, on Wednesday, October, 22, 2014, at 11:00 a.m. Israel time.
 3. **The topic on the agenda for which votes may be delivered by proxy statement (the "Proposal"):**

To approve a grant of options to purchase up to 150,000 of the Company's ordinary shares (the "**Options**") to Mr. Ori Hadomi, the Company's Chief Executive Officer (the "**CEO**"). The Options shall vest and become exercisable in accordance with a four (4) year vesting schedule, commencing on the date of grant, so that upon the lapse of twenty four (24) months from the date of grant, fifty percent (50%) of the shares underlying the Options shall vest, and thereafter, upon the lapse of each calendar quarter, six point twenty five percent (6.25%) of the shares underlying the Options shall vest. The exercise price of the Options is NIS 26.62 each, non-linked, which reflects the higher of (i) the average of the closing price per share in the Tel Aviv Stock Exchange during the 30 days preceding the date of the Board of Directors' resolution to grant the Options to the CEO (the "**Board Resolution**"), or (ii) the closing price per share on the day prior the date of the Board Resolution;
 4. **Location and times where the full text of the proposed resolutions may be viewed:** The full text of the proposed resolutions may be viewed at the Company's registered office, Sunday to Thursday from 9:00 AM to 5:00 PM, following advance coordination with Mr. Ran Grinshtein, Controller, at telephone no. 972-4-6187131, until the convention date of the Meeting, and also in the immediate report published regarding the convention of the aforementioned Meeting, as it appears on the website of the Israel Securities Authority at www.magna.isa.gov.il.
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5. **Majority required to pass the resolution on the agenda, for which voting may be submitted by a proxy statement:**

Pursuant to the Israeli Companies Law, 5799-1999 (the "**Companies Law**"), the Proposal requires the affirmative vote of shareholders present at the Meeting, in person or by proxy, and holding Ordinary Shares of the Company amounting in the aggregate to at least a majority of the votes actually cast by shareholders, as long as either:

Shareholders are requested to notify us whether or not they have a "Personal Interest" in connection with the proposal (please see the definition of the term "Personal Interest" hereinunder). If any shareholder casting a vote in connection thereto does not notify us as to whether or not they have a Personal Interest with respect to the proposal, their vote will be disqualified. The above majority must include a majority of the total votes of shareholders who are not controlling shareholders in the Company or shareholders who do not have a "Personal Interest" (as such term is defined hereinabove) in the approval of the proposal who participate in the vote (abstentions will not be taken into account); or the total number of votes of the shareholders referred to above that are voted against the proposed resolution does not exceed two percent (2%) of the Company's total voting rights.

"**Personal Interest**" is defined as: (1) a shareholder's personal interest in the approval of an act or a transaction of the Company, including (i) the personal interest of his or her relative (which includes for these purposes any members of his/her (or his/her spouse's) immediate family or the spouses of any such members of his or her (or his/her spouse's) immediate family); and (ii) a personal interest of a body corporate in which a shareholder or any of his/her aforementioned relatives serves as a director or the chief executive officer, owns at least 5% of its issued share capital or its voting rights or has the right to appoint a director or chief executive officer and exclusive of a personal interest that stems from the fact of holding shares in the Company, including the personal interest of a person who votes by virtue of a power of attorney given him by another person, even if the other person does not have a personal interest, and the vote of a person who was given a power of attorney by a person who has a personal interest shall also be deemed the vote of a person with a personal interest, irrespective of whether the person who votes has or does not have direction.

6. **Declaration of manner of voting:** Shareholders will declare their manner of voting regarding the topic on the agenda in Part B of this proxy statement, which also includes an area to mark the existence or non-existence of a Personal Interest in the Proposal. Votes from shareholders which do not include a marking regarding the existence or non-existence of a Personal Interest (or which mark the existence of a Personal Interest, but do not provide related details) will not be included in the tally of votes.
7. **Validity of proxy statements:** A proxy statement will be valid only if the following documents have been attached to it, and if it has been delivered to the Company (including by means of registered mail) no less than 72 hours before the date of the Meeting:
 - 7.1. If the shareholder is unregistered: attachment of unregistered shareholder's authorization of ownership.
 - 7.2. If the shareholder is registered in the Company's books: attachment of a photocopy of an ID card, passport or certificate of incorporation.

A proxy statement which has not been delivered in accordance with the instructions specified in this Section will be invalid. For this purpose, the "**Delivery Date**" will be the date on which the proxy statement and attached documents are delivered to the Company's offices.
8. **Internet:** The Company does not permit voting via the internet.
9. **Address for delivery of proxy statements and position notices:** The Company's registered office at HaEshel 7, Caesarea, Israel.
10. **Deadlines for delivery of proxy statements and position notices:** The deadline for delivery of shareholders' position notices to the Company is October 3, 2014. The deadline for delivery of proxy statements is 72 hours before the date of the Meeting; in other words, October 19, 2014, at 11:00 a.m. The deadline for delivery of a position notice by the Company regarding the response of the Company's Board of Directors to the position notices submitted by the shareholders is October 8, 2014.
11. **Web addresses of the distribution site and stock exchange site** where proxy statements and position notices may be found: www.magna.isa.gov.il and www.maya.tase.co.il, respectively.
12. **Receiving authorizations of ownership:** Shareholders are entitled to receive authorizations of ownership at the branch of the stock exchange member, or by mail (requiring payment of shipping fees only), at their request. Requests made regarding this matter will be made in advance for a particular securities account.

13. **Receiving proxy statements and position notices:** Unregistered shareholders are entitled to receive by e-mail (to the address held by the stock exchange member), at no charge, a link to the text of the proxy statements and position notices on the distribution site, by the stock exchange member through which they holds its shares, unless they have notified the stock exchange member that they are not interested in receiving the aforementioned link, or that they are interested in receiving proxy statements by regular mail for a fee. The aforementioned regarding proxy statements will also apply regarding receipt of position notices.

14. **Viewing proxy statements:** One or more shareholders who hold, on the Determining Date, shares at a rate equal to five percent (5%) or more of all voting rights in the Company, and those holding the same rate out of the total voting rights not held by the Company's controlling shareholder, as defined in Section 268 of the Companies Law (hereinafter: "**Controlling Shareholder**"), will be entitled, whether on their own or by means of a proxy acting on their behalf, after convention of the Meeting, to view the proxy statements at the Company's office (whose address is specified in Section 10 above), during conventional working hours, as specified in Regulation 10(A) of the Regulations.

The number of shares which constitute 5% of the total voting rights in the Company is 2,103,411 ordinary shares of NIS 0.01 par value each of the Company.

15. In accordance with and subject to the provisions of the Companies Law and the Regulations, the Company may, after the date of publication of this written proxy, make changes to the agenda topics (including adding a topic), and position notices regarding the resolution on the agenda may be published. As such changes are made and/or position notices published, it will be possible to review them in the Company's reports on the distribution site.

Revised Proxy as needed due to changes in resolutions on the agenda, will be published by the Company on the distribution site concurrently with the publication of changes in such decisions, no later than the dates specified in Section 5b in the Companies Regulations (Notice of a General Meeting and a Class Meeting in a Public Company), 5760-2000.

Proxy Statement – Part B

Company name: Mazor Robotics Ltd., public company no. 51-300904-3

Company address (for submission and delivery of proxy statements): HaEshel 7, Caesarea, Israel

Meeting date: October 22, 2014 at: 11:00 a.m. (Israel Time).

Meeting type: Extraordinary General Meeting (the "Meeting").

Determining date for ownership of shares with regards to voting rights in the Meeting: September, 23, 2014.

Shareholder Details

Shareholder Name: _____

ID no.: _____

For shareholders who are not in possession of an Israeli ID card:

Passport no.: _____

Country of Issue: _____

Valid Until: _____

For shareholders that are corporations:

Corporation no. : _____

Country of Incorporation: _____

Manner of Voting:

Agenda Topic	Manner of Voting			Do you have a personal interest in this resolution*	
	For	Abstain	Against	Yes*	No
Approve a grant of 150,000 Options to the CEO					

* If the answer is "Yes" – provide details regarding the nature of the personal interest below:

- 1 Mark X or V clearly in the appropriate column, in accordance with your voting decision. Non-marking will be considered as an abstention from voting on that topic.
- 2 Mark X or V clearly in the appropriate column. Notes from shareholders who do not mark this column, or who mark “Yes” without providing details, will not be included in the tally of votes.

Date

Signature

For shareholders holding shares through a stock exchange member (in accordance with Section 177(1) of the Companies Law, 5799 - 1999), this proxy statement is only valid when accompanied by an authorization of ownership.

For shareholders registered in the Company's shareholder registry – this proxy statement will only be valid when accompanied by a photocopy of an ID / passport / certificate of incorporation.

Extraordinary General Meeting of the Shareholders of Mazor Robotics Ltd.

Date: October 22, 2014
See Voting Instruction On Reverse Side.

Please make your marks like this: Use pen only

- | | For | Against | Abstain |
|--|--------------------------|--------------------------|--------------------------|
| 1. Approve a grant of 150,000 Options to the CEO. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 1A Do you have a personal interest in this resolution* | YES* | NO | |
| | <input type="checkbox"/> | <input type="checkbox"/> | |

* If the answer is "Yes" – provide details regarding the nature of the personal interest below:

1. Mark X or V clearly in the appropriate column, in accordance with your voting decision. Non-marking will be considered as an abstention from voting on that topic.

1A Mark X or V clearly in the appropriate column. Votes from shareholders who do not mark this column, or who mark "Yes" without providing details, will not be included in the tally of votes.

Authorized Signatures - This section must be completed for your instructions to be executed.

Please Sign Here

Please Date Above

Please Sign Here

Please Date Above

↑ Please separate carefully at the perforation and return just this portion in the envelope provided. ↑

**Extraordinary General Meeting of the
Shareholders of Mazor Robotics Ltd.
to be held on October 22, 2014
For Holders as of September 23, 2014**



- Mark, sign and date your Voting Instruction Form.
- Detach your Voting Instruction Form.
- Return your Voting Instruction Form in the postage-paid envelope provided.

All votes must be received by 5:00 pm, New York Time October 15, 2014.

**PROXY TABULATOR FOR
MAZOR ROBOTICS LTD.
P.O. BOX 8016
CARY, NC 27512-9903**

EVENT #

CLIENT #



Mazor Robotics Ltd.

Instructions to The Bank of New York Mellon, as Depositary (Must be received prior to 5:00 p.m. EST on October 15, 2014)

The undersigned registered owner of American Depositary Shares hereby requests and instructs The Bank of New York Mellon, as Depositary, to endeavor, in so far as practicable, to vote or cause to be voted the amount of Shares or other Deposited Securities represented by such Shares of **Mazor Robotics Ltd.** registered in the name of the undersigned on the books of the Depositary as of the close of business on **September 23, 2014** at the **Extraordinary General Meeting** of the Shareholders of **Mazor Robotics Ltd.** to be held on **October 22, 2014** or any postponement or adjournment thereof in respect of the resolutions specified on the reverse.

NOTES:

- 1. Please direct the Depositary how it is to vote by placing an "X" in the appropriate box opposite each agenda item. It is understood that, if this form is signed and returned but no instructions are indicated in the boxes, then a discretionary proxy will be given to a person designated by the Company.**
- 2. It is understood that, if this form is not signed and returned, the Depositary will deem such holder to have instructed the Depositary to give a discretionary proxy to a person designated by the Company.**

(Continued and to be marked, dated and signed, on the other side)

PROXY TABULATOR FOR
Mazor Robotics Ltd.
P.O. Box 8016
CARY, NC 27512-9903
