
**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: **November 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 3088900, 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 Annual 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: November 24, 2014

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

Notice is hereby given that an Annual 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, December 31, 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 for the following purposes:

1. Discussion regarding the Company's Financial Statements for the year ended December 31, 2013 and Annual Report for the year ended December 31, 2013;
2. To consider and act upon a proposal to approve the appointment of Somekh Chaikin, Certified Public Accountants (Israel), a member of KPMG International, as the independent public accountants of the Company for year ending December 31, 2014, and until the next annual general meeting of the shareholders of the Company, and to receive information regarding their remuneration;
3. To consider and act upon a proposal to re-elect Messrs. Jonathan Adereth, Ori Hadomi, and Michael Berman and Ms. Sarit Soccary Ben-Yochanan, to hold office as directors for an additional term, commencing on the date of the Meeting until the next Annual General Meeting of Shareholders;

Declarations of Director's Qualification attached hereto as Annex A.

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

Shareholders of record at the close of business on December 3, 2014, are entitled to notice of and to vote at the meeting. You can 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
November 24, 2014

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

ANNUAL GENERAL MEETING OF SHAREHOLDERS
November 24, 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 Annual General Meeting of Shareholders (the "**Meeting**") to be held on Wednesday, December 31, 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 mentioned otherwise 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, January 7, 2015 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 of 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**"), each of Proposals 2 and 3 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 with respect to such (hereinafter a "**Simple Majority**").

PROPOSAL 1
DISCUSSION OF THE COMPANY'S FINANCIAL STATEMENTS FOR THE YEAR ENDED
DECEMBER 31, 2013 AND ANNUAL REPORT FOR THE YEAR ENDED DECEMBER 31, 2013

At the Meeting, shareholders will have an opportunity to review, ask questions and comment on the Company's Consolidated Statement of Financial Position as of December 31, 2013 and the Consolidated Comprehensive Income Statement for the year then ended.

The Company will hold a discussion with respect to the Annual Report and financial statements at the Meeting. This agenda item will not involve a vote by the shareholders.

PROPOSAL 2
APPOINTMENT OF SOMEKH CHAIKIN, CERTIFIED PUBLIC ACCOUNTANTS
(ISRAEL), A MEMBER OF KPMG INTERNATIONAL, AS INDEPENDENT PUBLIC
ACCOUNTANTS OF THE COMPANY AND TO RECEIVE INFORMATION REGARDING
THE REMUNERATION

Under the Companies Law, the appointment of independent public accountants requires the approval of the shareholders of the Company.

The Board of Directors has authorized and approved the appointment of the accounting firm of Somekh Chaikin, Certified Public Accountants (Isr.), a member of KPMG International ("**Somekh Chaikin**"), as the independent certified public accountants of the Company for the year ending December 31, 2014, and until the next annual general meeting of the shareholders of the Company.

The Board of Directors believes that the selection of Somekh Chaikin as the independent accountants of the Company is appropriate and in the best interest of the Company and its shareholders.

The shareholders of the Company are requested to adopt the following resolution:

"RESOLVED, to appoint Somekh Chaikin as the independent public accountants of the Company for the year ending December 31, 2014, and until the next annual general meeting of the Company's shareholders".

The appointment of Somekh Chaikin requires the affirmative vote of a Simple Majority (as defined in this proxy statement).

The Board of Directors recommends that the shareholders vote FOR approval of the appointment of Somekh Chaikin as the independent public accountants of the Company for the year ending December 31, 2014, and until the next annual general meeting of the Company's shareholders.

PROPOSAL 3
RE-ELECTION OF DIRECTORS

The board of directors of the Company has selected the persons named below for re-election as directors to serve for an additional term commencing on the date of the Meeting until the next Annual General Meeting. In the absence of instructions to the contrary, the persons named in the enclosed proxy will vote the Ordinary Shares represented thereby "FOR" the election of the nominees listed below. If any of these nominees is unable to serve, the persons named in the proxy shall vote the Ordinary Shares for the election of such other nominees as the board may propose. The following nominees, all of whom are currently serving as directors of the Company, have advised the Company that they will continue to serve as directors if re-elected.

Messrs. Jonathan Adereth, Ori Hadomi and Michael Berman and Ms. Sarit Soccary Ben-Yochanan (the "**Re-Elected Directors**") have attested to the Board of Directors and the Company that they meet all the requirements in connection with the election of directors of publicly traded companies under the Companies Law and the regulations promulgated thereunder.

The following table provides certain relevant information concerning the nominees, including their principal occupation during the past five years:

| <u>Nominee</u> | <u>Age</u> | <u>Principal Occupation</u> |
|--------------------------------|------------|--|
| Mr. Jonathan Adereth | 67 | Mr. Adereth has been serving as the chairman of the Company's Board of Directors since December 2007. Since May 2009, Mr. Adereth has been serving as the chairman of Medic Vision Imaging Solutions Ltd., an Israeli company in the field of dose reduction in computed tomography. From October 2004, Mr. Adereth has been serving as a board member of UltraSPECT Ltd., an Israeli company in the field of dose reduction in Nuclear Medicine. From February 2012 Mr. Adereth has been serving as a director and later as a chairman of UCCare Ltd., an Israeli company in the field of prostate cancer detection and treatment. From 1994 to 1998, Mr. Adereth served as the Chief Executive Officer and President of Elscint Ltd. (NYSE: ELT), a global developer and manufacturer of CT and MRI systems. Mr. Adereth holds a B.Sc. degree in Physics from the Technion - Israel Institute of Technology. |
| Mr. Ori Hadomi | 47 | Mr. Hadomi has been serving as the Company's Chief Executive Officer and a member of our board of directors since January 2003. Prior to joining the Company, Mr. Hadomi served as the chief financial officer and vice president of business development of Image Navigation Ltd. (formerly known as DenX Medical Software Systems Ltd.). Mr. Hadomi holds a B.A. in chemistry with a minor in economics, as well as a M.Sc. in industrial chemistry and business administration from the Hebrew University, Jerusalem. |
| Ms. Sarit Soccary Ben-Yochanan | 42 | Ms. Soccary has been serving as a director in the Company since October 2006. Since July 2013, Ms. Soccary has been serving as the vice president of strategy and business development for Syneron Medical Ltd. (NASDAQ: ELOS). Until July 2013, Ms. Soccary had been serving as the chief executive officer of Gefen Biomed Investments Ltd., an Israeli public company. Ms. Soccary also served as a director of Proteologics Ltd., an Israeli public biotech company, and as a director of several private companies in the fields of technology and healthcare. Ms. Soccary holds a B.A. and an M.A. in economics from Tel Aviv University. |
| Mr. Michael Berman | 57 | Mr. Berman has been serving as a director in the Company since February 2014. Mr. Berman is a medical device entrepreneur and investor. He is a co-founder of eight medical device companies and is currently an active board member of several early stage health care companies. Additionally, he was also a co-founder of Velocimed and BridgePoint Medical as well as a board member of Lutonix and Ultrashape Inc. From 1995 to 2000 Berman was the President of the cardiology business of Boston Scientific. Mr. Berman received his BS and MBA degrees from Cornell University. |

The Re-Elected Directors will continue to be party to an indemnification agreement with the Company in the form of indemnification letter previously approved by the shareholders on September 13, 2011 to be entered into by the Company with directors serving from time to time in such capacity, and shall continue to be insured under the Company's directors and officers insurance coverage which provides coverage for all directors of the Company.

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

“RESOLVED, to re-elect Messrs. Jonathan Adereth, Ori Hadomi and Michael Berman and Ms. Sarit Socary Ben-Yochanan as directors of the Company until the next Annual General Meeting of the Company’s shareholders and until their successors have been duly elected”.

Vote for each of the Re-Elected Directors will be individually.

The election of the Re-Elected Directors as directors requires the affirmative vote of a Simple Majority (as defined in this proxy statement).

The Board of Directors expresses no recommendation as to the vote on the above proposal.

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 EACH OF THE PROPOSALS 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 Annual 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 NOVEMBER 24, 2014. YOU SHOULD NOT ASSUME THAT THE INFORMATION CONTAINED IN THIS DOCUMENT IS ACCURATE AS OF ANY DATE OTHER THAN NOVEMBER 24, 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

Declaration of Director's Qualification

(Section 224(b) of the Israeli Companies' Law – 1999 (the "Law"))

I, the undersigned, Adereth (Family Name), Jonathan (First Name), 007561137 (Personal I.D. Number)* residing at the following address: Israel (Country), Haifa (City/Town), 47th Hof Ha'Shenhav street (Address);

Hereby declare as follows –

1. I am qualified to serve as director of **Mazor Robotics Ltd.**(the "Company");
2. I possess the qualifications required to carry out the position of director of the Company. My qualifications, education and experience is detailed below:

I serve as the chairman of the Company's Board of Directors since December 2007. Since May 2009, I have been serving as the chairman of Medic Vision Imaging Solutions Ltd., an Israeli company in the field of dose reduction in computed tomography. From October 2004, I have been serving as a board member of UltraSPECT Ltd., an Israeli company in the field of dose reduction in Nuclear Medicine. From February 2012 I have been serving as a director and later as a chairman of UCCare Ltd., an Israeli company in the field of prostate cancer detection and treatment. From 1994 to 1998, I served as the Chief Executive Officer and President of Elscint Ltd. (NYSE: ELT), a global developer and manufacturer of CT and MRI systems. I also hold a B.Sc. degree in Physics from the Technion - Israel Institute of Technology.

3. I am capable of dedicating the reasonable amount of time necessary for carrying out the position of director of the Company, with the attention, inter alia, to the Company's special requirements and to its size of the Company.
4. None of the restrictions as set forth in Sections 226 , 226A and 227 of the Law apply regarding my appointment as director:
 - a. I have not been convicted by a judgment in the past five years in a final court decision of any of the following crimes:



- i. Offenses under Sections 290 to 297, 392, 415, 418 to 420 and 422 to 428 of the Israeli Penal Law, 5737 – 1977, and under Sections 52C, 52D, 53(a) and 54 of the Israeli Securities Law;
- ii. Conviction by a court abroad for an offense of bribery, deceit, offenses of Directors in a body corporate or offenses of the use of inside information;
- b. I have not been convicted in the past five years of an offense not enumerated in subsection (a) which a court of law declared that due to its nature, severity or circumstances, I am ineligible to serve as director of a public company.
- c. The Administrative Enforcement Committee under Section 52FF(a) of the Securities Law – 1968, did not imposed means of enforcement prohibit me serving as Director under that decision.
- d. I am an adult according to law and I have not been declared a legally incompetent or bankrupt.

Signature: /s/ Jonathan Adereth

Date: November 24, 2014

Declaration of Director's Qualification

(Section 224(b) of the Israeli Companies' Law – 1999 (the "Law"))

I, the undersigned, Hadomi (Family Name), Ori (First Name), 22936025 (Personal I.D. Number)* residing at the following address: Israel (Country), Ramat HaSharon (City/Town), 37th Vitkin street (Address);

Hereby declare as follows –

1. I am qualified to serve as director of **Mazor Robotics Ltd.**(the "**Company**");
2. I possess the qualifications required to carry out the position of director of the Company. My qualifications, education and experience is detailed below:
I have been serving as the Company's Chief Executive Officer and as a member of the Company's Board of Directors since January 2003. Prior to joining the Company, I served as the chief financial officer and vice president of business development of Image Navigation Ltd. (formerly known as DenX Medical Software Systems Ltd.). I hold a B.A. in chemistry with a minor in economics, as well as a M.Sc. in industrial chemistry and business administration from the Hebrew University, Jerusalem.
3. I am capable of dedicating the reasonable amount of time necessary for carrying out the position of director of the Company, with the attention, inter alia, to the Company's special requirements and to its size of the Company.
4. None of the restrictions as set forth in Sections 226 , 226A and 227 of the Law apply regarding my appointment as director:
 - a. I have not been convicted by a judgment in the past five years in a final court decision of any of the following crimes:
 - i. Offenses under Sections 290 to 297, 392, 415, 418 to 420 and 422 to 428 of the Israeli Penal Law, 5737 – 1977, and under Sections 52C, 52D, 53(a) and 54 of the Israeli Securities Law;
 - ii. Conviction by a court abroad for an offense of bribery, deceit, offenses of Directors in a body corporate or offenses of the use of inside information;

- b. I have not been convicted in the past five years of an offense not enumerated in subsection (a) which a court of law declared that due to its nature, severity or circumstances, I am ineligible to serve as director of a public company.
- c. The Administrative Enforcement Committee under Section 52FF(a) of the Securities Law – 1968, did not imposed means of enforcement prohibit me serving as Director under that decision.
- d. I am an adult according to law and I have not been declared a legally incompetent or bankrupt.

Signature: /s/ Ori Hadomi

Date: November 24, 2014

Declaration of Independent Director's Qualification

I, the undersigned, Berman (Family Name), Michael (First Name), 011588076 (Personal I.D. Number)* residing at the following address: Israel (Country), Tel-Aviv (City/Town), 3/315 Antokolski St. (Address);

Hereby declare as follows –

1. In this declaration, the meanings of the terms will be as follows:
 - a. the "**Company**" - Mazor Robotics Ltd.
 - b. the "**Law**" - the Israeli Companies Law – 1999.
 - c. "**Independent Director**" – within its meaning in the Law.
 - d. "**Affiliation**" – an employment relationship, commercial or professional ties in general or control, as well as service as an officer, other than service as Director appointed to serve as external director in a company about to offer shares to the public for the first time.
 - e. "**Other Body Corporate**" – a body corporate, in which the Company or a controlling member thereof is a controlling member at the time of the appointment or during the two years before the time of the appointment.
 - f. "**Control**" – within its meaning in the Securities Law.
 - g. "**Relative**" – spouse, brother or sister, parent, parent's parent, offspring or the offspring, brother, sister or parent of the spouse or the spouse of each of these.
2. I am an Israeli resident and qualified to serve as External Director of the Company;
3. I am capable of dedicating the reasonable amount of time necessary for carrying out the position of Independent Director of the Company, with the attention, inter alia, to the Company's special requirements and to its size.
4. None of the restrictions as set forth in Sections 226 , 226A and 227 of the Law apply to my appointment as a Director in the Company:
 - a. I have not been convicted by a judgment in the past five years in a final court decision of any of the following crimes:
 - i. Offenses under Sections 290 to 297, 392, 415, 418 to 420 and 422 to 428 of the Israeli Penal Law, 5737 – 1977, and under Sections 52C, 52D, 53(a) and 54 of the Israeli Securities Law;
 - ii. Conviction by a court abroad for an offense of bribery, deceit, offenses of Directors in a body corporate or offenses of the use of inside information;
 - b. I have not been convicted in the past five years of an offense not enumerated in subsection 4.1 which a court of law declared that due to its nature, severity or circumstances, I am ineligible to serve as director of a public company.

- c. The Administrative Enforcement Committee under Section 52FF(a) of the Securities Law – 1968, did not impose means of enforcement prohibiting me from serving as Director under that decision.
 - d. I am an adult according to law and I have not been declared a legally incompetent or bankrupt.
5. I possess the qualifications required to carry out the position of External Director of the Company. My qualifications, education and experience is detailed below:
- a. My current main positions are:
I have been serving as a director in the Company since February 2014 and as the Chairman of Berman Medical
 - b. My main positions in the past five years have been:
Board member of 10 healthcare companies, 9 private, 1 public. Aetherworks, AngioSlide, Benechill, Cardiosonic, ClearCut, InspireMD, Intervale, Rebiotix, Pharmacentra
 - c. I work at:
Name of workplace: Berman Medical
Field of activity of this workplace: Investing in early stage medical companies
My position in this workplace: Chairman
 - d. The places I have worked in the past two years:
Name of workplace: Berman Medical
Field of activity of this workplace: Investing in early stage medical companies
My position in this workplace: Chairman
 - e. My education:
BS Cornell University, 1979
MBA Cornell University, 1986

6. I am not a relative of a person controlling the Company, or at the date of my appointment or within the prior two years, I am, or my relatives, partners, employers, or anyone to whom I report directly or indirectly or entities under my control, are subject to, have or had any affiliation with the Company, with any entity or person controlling the Company or with a relative of any entity or person controlling the Company, at the time of appointment or with another entity in which the controlling shareholder at the time of the appointment or within the prior two years is the Company or the person controlling the Company; and in a company, such as the Company, where there is no person or entity controlling it or a shareholder with a control block of at least 25% of the votes in a shareholders meeting, there is also no affiliation of the person with anyone whom, on the date of appointment, is either the chairperson of the board of directors of the company, the chief executive officer, a major shareholder who holds at least 5% of the issued and outstanding shares of the company or 5% of the votes at a shareholders meeting, or the most senior executive officer in the finance department of the company.
7. I am not employed by the Securities Authority or by a Stock Exchange in Israel.
8. Without derogating from the provisions of section 6 above, myself, my relative, partner, employer or person or anyone to whom I report directly or indirectly is subject to a body corporate of which I am a controlling member or have business or professional ties with a person to whom ties are prohibited under the provisions of section 6 – except for negligible ties, and also, I did not receive consideration in violation of the provisions of section 244(b) of the Law.

Signature: /s/ Michael Berman

Date: November 23, 2014

Declaration of Independent Director's Qualification

I, the undersigned, Soccary Ben-Yochanan (Family Name), Sarit (First Name), 29347333 (Personal I.D. Number)* residing at the following address: Israel (Country), Ramat Ha'Sharon (City/Town), 12 HaAlyia street (Address);

Hereby declare as follows –

1. In this declaration, the meanings of the terms will be as follows:
 - a. the "**Company**" - Mazor Robotics Ltd.
 - b. the "**Law**" - the Israeli Companies Law – 1999.
 - c. "**Independent Director**" – within its meaning in the Law.
 - d. "**Affiliation**" – an employment relationship, commercial or professional ties in general or control, as well as service as an officer, other than service as Director appointed to serve as external director in a company about to offer shares to the public for the first time.
 - e. "**Other Body Corporate**" – a body corporate, in which the Company or a controlling member thereof is a controlling member at the time of the appointment or during the two years before the time of the appointment.
 - f. "**Control**" – within its meaning in the Securities Law.
 - g. "**Relative**" – spouse, brother or sister, parent, parent's parent, offspring or the offspring, brother, sister or parent of the spouse or the spouse of each of these.
2. I am an Israeli resident and qualified to serve as External Director of the Company;
3. I am capable of dedicating the reasonable amount of time necessary for carrying out the position of Independent Director of the Company, with the attention, inter alia, to the Company's special requirements and to its size.
4. None of the restrictions as set forth in Sections 226 , 226A and 227 of the Law apply to my appointment as a Director in the Company:
 - a. I have not been convicted by a judgment in the past five years in a final court decision of any of the following crimes:
 - i. Offenses under Sections 290 to 297, 392, 415, 418 to 420 and 422 to 428 of the Israeli Penal Law, 5737 – 1977, and under Sections 52C, 52D, 53(a) and 54 of the Israeli Securities Law;
 - ii. Conviction by a court abroad for an offense of bribery, deceit, offenses of Directors in a body corporate or offenses of the use of inside information;
 - b. I have not been convicted in the past five years of an offense not enumerated in subsection 4.1 which a court of law declared that due to its nature, severity or circumstances, I am ineligible to serve as director of a public company.

- c. The Administrative Enforcement Committee under Section 52FF(a) of the Securities Law – 1968, did not impose means of enforcement prohibiting me from serving as Director under that decision.
 - d. I am an adult according to law and I have not been declared a legally incompetent or bankrupt.
5. I possess the qualifications required to carry out the position of External Director of the Company. My qualifications, education and experience is detailed below:
- a. My current main positions are:
I have been serving as a director in the Company since October 2006. Since July 2013, I have been serving as the vice president of strategy and business development for Syneron Medical Ltd. (NASDAQ: ELOS)
My main positions in the past five years have been:
 - b. Until July 2013: Chief Executive Officer of Gefen Biomed Investments Ltd., an Israeli public company.
Board member of Proteologics Ltd., an Israeli public biotech company, and board member of several private companies in the fields of technology and healthcare:
 - c. I work at:
Name of workplace: Syneron Medical Ltd
Field of activity of this workplace: Strategy and Business Development
My position in this workplace: Vice President of strategy and business development.
 - d. The places I have worked in the past two years:
Name of workplace: Gefen Biomed Investments Ltd
Field of activity of this workplace: Incubation and investments in healthcare companies
My position in this workplace: CEO
 - e. My education:
B.A. and an M.A. in economics from Tel Aviv University

6. I am not a relative of a person controlling the Company, or at the date of my appointment or within the prior two years, I am, or my relatives, partners, employers, or anyone to whom I report directly or indirectly or entities under my control, are subject to, have or had any affiliation with the Company, with any entity or person controlling the Company or with a relative of any entity or person controlling the Company, at the time of appointment or with another entity in which the controlling shareholder at the time of the appointment or within the prior two years is the Company or the person controlling the Company; and in a company, such as the Company, where there is no person or entity controlling it or a shareholder with a control block of at least 25% of the votes in a shareholders meeting, there is also no affiliation of the person with anyone whom, on the date of appointment, is either the chairperson of the board of directors of the company, the chief executive officer, a major shareholder who holds at least 5% of the issued and outstanding shares of the company or 5% of the votes at a shareholders meeting, or the most senior executive officer in the finance department of the company.
7. I am not employed by the Securities Authority or by a Stock Exchange in Israel.
8. Without derogating from the provisions of section 6 above, myself, my relative, partner, employer or person or anyone to whom I report directly or indirectly is subject to a body corporate of which I am a controlling member or have business or professional ties with a person to whom ties are prohibited under the provisions of section 6 – except for negligible ties, and also, I did not receive consideration in violation of the provisions of section 244(b) of the Law.

Signature: /s/ Sarit Soccary Ben-Yochanan

Date: November 24, 2014

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 Annual 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, December, 31, 2014, at 11:00 a.m. Israel time.
 3. **The topics on the agenda for which votes may be delivered by proxy statement (the "Proposals"):**
 - 3.1. Discussion regarding the Company's Financial Statements for the year ended December 31, 2013 and Annual Report for the year ended December 31, 2013;
 - 3.2. To consider and act upon a proposal to approve the appointment of Somekh Chaikin, Certified Public Accountants (Israel), a member of KPMG International, as the independent public accountants of the Company for year ending December 31, 2014, and until the next annual general meeting of the shareholders of the Company, and to receive information regarding their remuneration;
 - 3.3. To consider and act upon a proposal to re-elect Messrs. Jonathan Adereth, Ori Hadomi, and Michael Berman and Ms. Sarit Soccary Ben-Yochanan, to hold office as directors for an additional term, commencing on the date of the Meeting until the next Annual General Meeting of Shareholders;
 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, Controler, 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 resolutions on the agenda, for which voting may be submitted by a proxy statement:**

Pursuant to the Israeli Companies Law, 5799-1999 (the "**Companies Law**"), Proposal 3.2 and 3.3 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 with respect to such proposals.

6. **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:

6.1. If the shareholder is unregistered: attachment of unregistered shareholder's authorization of ownership.

6.2. 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.

7. **Internet:** The Company does not permit voting via the internet.

8. **Address for delivery of proxy statements and position notices:** The Company's registered office at HaEshel 7, Caesarea, Israel.

9. **Deadlines for delivery of proxy statements and position notices:** The deadline for delivery of shareholders' position notices to the Company is December 14, 2014. The deadline for delivery of proxy statements is 72 hours before the date of the Meeting; in other words, December 28, 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 December 19, 2014.

10. **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.

11. **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.

12. **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.
13. **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 8 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 2,104,643 ordinary shares of NIS 0.01 par value each of the Company.

14. 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: December 31, 2014 at: 11:00 a.m. (Israel Time).

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

Determining date for ownership of shares with regards to voting rights in the Meeting: December 3, 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 | | |
|----|---|------------------|---------|---------|
| | | For | Abstain | Against |
| 1. | Appointment of Somekh Chaikin, certified public accountants (Israel), a member of KPMG international, as independent public accountants of the company and to receive information regarding the remuneration. | | | |
| 2. | Re-election of Directors: | | | |
| | Mr. Jonathan Adereth | | | |
| | Mr. Ori Hadomi | | | |
| | Mr. Michael Berman | | | |
| | Ms. Sarit Socary Ben-Yochanan | | | |

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.

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.

Mazor Robotics Ltd.

Instructions to The Bank of New York Mellon, as Depositary
(Must be received prior to 5:00 p.m. EST on December 23, 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 December 3, 2014 at the **Annual General Meeting** of the Shareholders of **Mazor Robotics Ltd.** to be held on **December 31, 2014** or any postponement or adjournment thereof in respect of the resolutions specified on the reverse.

NOTE:

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)

**Annual General Meeting of the
Shareholders of Mazor Robotics Ltd.**

Date: December 31, 2014
See Voting Instruction On Reverse Side.

Please make your marks like this: Use pen only

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

| | For | Against | Abstain |
|---|--------------------------|--------------------------|--------------------------|
| 1. Appointment of Somekh Chaikin, certified public accountants (Israel), a member of KPMG international, as independent public accountants of the company and to receive information regarding the remuneration. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 2. Re-election of Directors: | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 2.1 Mr. Jonathan Adereth | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 2.2 Mr. Ori Hadomi | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 2.3 Mr. Michael Berman | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 2.4 Ms. Sarit Soccary Ben-Yochanan | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

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

**Annual General Meeting of the
Shareholders of Mazor Robotics Ltd.
to be held on December 31, 2014
For Holders as of December 3, 2014**

MAIL

- 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 December 23, 2014.

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



EVENT #
CLIENT #

