

**REVELATION BIOSCIENCES, INC.**  
**4660 La Jolla Village Drive, Suite 100**  
**San Diego, CA 92122**

February 23, 2026

Dear Stockholder:

On behalf of the Board of Directors of Revelation Biosciences, Inc., a Delaware corporation (the “**Company**,” “**Revelation**” or “**we**”), I invite you to attend our Special Meeting of Stockholders (the “**Special Meeting**”). We hope you can join us. The Special Meeting will be held at 12:00 p.m. Eastern Time on March 18, 2026. The Special Meeting will be a virtual meeting only, and will be held via a Zoom audio conference. Stockholders will not be able to physically attend the meeting. The virtual meeting can be accessed by using the following link: <https://bit.ly/3MjtkTk>. Any stockholder who is unable to join the online meeting can participate by telephone by dialing (305) 224-1968, and using the Zoom Meeting ID 838 8056 4476 and the Passcode 205491.

The Notice of Special Meeting of Stockholders, the Proxy Statement and the proxy card accompanying this letter are also available at <https://revbproxy.com/special-meeting-03-18-26>. We are first mailing these materials to our stockholders on or about February 23, 2026.

As discussed in the enclosed Proxy Statement, the purpose of the Special Meeting is to consider and vote upon the following proposals:

1. To approve the reservation and issuance of shares of our common stock pursuant to Class J Common Stock Warrants (the “**Warrants**”), dated January 23, 2026, entered into between us and certain purchasers in connection with a warrant inducement letter dated January 23, 2026, to the extent that issuances under the Warrants may exceed 20% of the Company’s total outstanding shares, which could trigger the share issuance cap under Rule 5635(d) of the Nasdaq Stock Market Rules (the “**Exchange Cap**”);
2. Approval of the adjournment of the Special Meeting to the extent there are insufficient proxies at the Special Meeting to approve the forgoing proposal;
3. To transact such other matters as may properly come before the Special Meeting and any adjournment or postponement thereof.

Our board of directors has fixed January 26, 2026 as the record date for the determination of stockholders entitled to notice of, and to vote at, the Special Meeting and at any adjournment or postponement of the meeting.

Enclosed is the Proxy Statement containing detailed information concerning the matters to be presented at the Special Meeting. Whether or not you plan to attend the Special Meeting, we urge you to read this material carefully and vote your shares.

Sincerely,

*/s/ Chester S. Zygmunt, III*

---

Chester S. Zygmunt, III

Corporate Secretary

February 23, 2026

**REVELATION BIOSCIENCES, INC.**  
**4660 La Jolla Village Drive, Suite 100**  
**San Diego, CA 92122**

**NOTICE OF SPECIAL MEETING OF STOCKHOLDERS TO BE HELD ON MARCH 18, 2026**

To the Stockholders of Revelation Biosciences, Inc.:

NOTICE IS HEREBY GIVEN that a Special Meeting of Stockholders (the “**Special Meeting**”) of Revelation Biosciences, Inc., a Delaware corporation (the “**Company**,” “**Revelation**” or “**we**”), will be held on at 12:00 p.m. Eastern Time on March 18, 2026. The Special Meeting will be a virtual meeting only, and will be held via a Zoom audio conference. Stockholders will not be able to physically attend the meeting. The virtual meeting can be accessed by using the following link: <https://bit.ly/3MjtkTk>. Any stockholder who is unable to join the online meeting can participate by telephone by dialing (305) 224-1968, and using the Zoom Meeting ID 838 8056 4476 and the Passcode 205491.

The purpose of the Special Meeting will be to consider and vote upon the following proposals:

1. To approve the reservation and issuance of shares of our common stock pursuant to Class J Common Stock Warrants (the “**Warrants**”), dated January 23, 2026, entered into between us and certain purchasers in connection with a warrant inducement letter dated January 23, 2026, to the extent that issuances under the Warrants may exceed 20% of the Company’s total outstanding shares, which could trigger the share issuance cap under Rule 5635(d) of the Nasdaq Stock Market Rules (the “**Exchange Cap**”);
2. Approval of the adjournment of the Special Meeting to the extent there are insufficient proxies at the Special Meeting to approve the forgoing proposal;
3. To transact such other matters as may properly come before the Special Meeting and any adjournment or postponement thereof.

The Board of Directors has fixed the close of business on January 26, 2026 as the record date for the Special Meeting and only holders of shares of record at that time will be entitled to notice of and to vote at the Special Meeting or any adjournment or adjournments thereof.

If you have any questions or need assistance voting your shares, please call us at (650) 800-3717.

By Order of the Board of Directors

*/s/ Chester S. Zygmunt, III*

\_\_\_\_\_  
Chester S. Zygmunt, III

Corporate Secretary

San Diego, CA

February 23, 2026

## **IMPORTANT**

**IF YOU CANNOT PERSONALLY ATTEND THE SPECIAL MEETING, IT IS REQUESTED THAT YOU INDICATE YOUR VOTE ON THE ISSUES INCLUDED ON THE ENCLOSED PROXY AND DATE, SIGN AND MAIL IT IN THE ENCLOSED SELF-ADDRESSED ENVELOPE WHICH REQUIRES NO POSTAGE IF MAILED IN THE UNITED STATES OF AMERICA.**

**IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE SPECIAL MEETING OF STOCKHOLDERS TO BE HELD ON MARCH 18, 2026. THIS PROXY STATEMENT TO THE STOCKHOLDERS WILL BE AVAILABLE AT <https://revbproxy.com/special-meeting-03-18-26>.**

**REVELATION BIOSCIENCES, INC.  
4660 La Jolla Village Drive, Suite 100  
San Diego, CA 92122**

## **TABLE OF CONTENTS**

QUESTIONS AND ANSWERS ABOUT THE PROXY MATERIALS AND VOTING	1
PROPOSAL 1: AUTHORIZATION TO ISSUE COMMON STOCK IN CONNECTION WITH WARRANTS	6
PROPOSAL 2: ADJOURNMENT OF THE MEETING	8
SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT	9
OTHER MATTERS	11
HOUSEHOLDING	11

**DEFINITIVE PROXY STATEMENT  
FOR  
SPECIAL MEETING OF STOCKHOLDERS**

**TO BE HELD MARCH 18, 2026  
FIRST MAILED ON OR ABOUT FEBRUARY 23, 2026**

**Date, Time and Place of the Special Meeting**

The enclosed proxy is solicited by the Board of Directors (the “**Board**”) of Revelation Biosciences, Inc., a Delaware corporation (the “**Company**,” “**Revelation**,” or “**we**”), in connection with the Special Meeting of Stockholders (the “**Special Meeting**”) to be held at 12:00 p.m. Eastern Time on March 18, 2026 for the purposes set forth in the accompanying Notice of Special Meeting. The Special Meeting will be a virtual meeting only and will be held via a Zoom audio conference. Stockholders will not be able to physically attend the meeting. The virtual meeting can be accessed by using the following link: <https://bit.ly/3MjtkTk>. Any stockholder who is unable to join the online meeting can participate by telephone by dialing (305) 224-1968, and using the Zoom Meeting ID 838 8056 4476 and the Passcode 205491.

The principal executive office of the Company is 4660 La Jolla Village Drive, Suite 100, San Diego, CA 92122, and its telephone number, including area code, is (650) 800-3717.

**QUESTIONS AND ANSWERS ABOUT THIS PROXY STATEMENT AND VOTING**

**What is a proxy?**

A proxy is the legal designation of another person to vote the stock you own. That other person is called a proxy. If you designate someone as your proxy in a written document, that document is also called a proxy or a proxy card. By completing, signing and returning the accompanying proxy card, you are designating James Rolke, Chief Executive Officer, and Chester S. Zygmunt, III, Chief Financial Officer, as your proxies for the Special Meeting and you are authorizing Messrs. Rolke and Zygmunt to vote your shares at the Special Meeting as you have instructed on the proxy card. This way, your shares will be voted whether or not you attend the Special Meeting. Even if you plan to attend the Special Meeting, we urge you to vote in one of the ways described below so that your vote will be counted even if you are unable or decide not to attend the Special Meeting.

**What is a proxy statement?**

A proxy statement is a document that we are required by regulations of the U.S. Securities and Exchange Commission, or “SEC,” to give you when we ask you to sign a proxy card designating Messrs. Rolke and Zygmunt as proxies to vote on your behalf.

**Why did you send me this proxy statement?**

We sent you this proxy statement and proxy card because our board of directors is soliciting your proxy to vote at the Special Meeting and any adjournment and postponement thereof. This proxy statement summarizes information related to your vote at the Special Meeting. All stockholders who find it convenient to do so are cordially invited to attend the Special Meeting virtually. However, you do not need to attend the meeting to vote your shares. Instead, you may simply complete, sign and return the proxy card or vote over the Internet, by phone, or by fax.

**What Does it Mean if I Receive More than one set of proxy materials?**

If you receive more than one set of proxy materials, your shares may be registered in more than one name or in different accounts. Please complete, sign, and return each proxy card to ensure that all of your shares are voted.

**Who is Entitled to Vote?**

The board of directors has fixed the close of business on January 26, 2026 as the record date (the “**Record Date**”) for the determination of stockholders entitled to notice of, and to vote at, the Special Meeting or any adjournment or postponement thereof. On the Record Date, there were 10,492,469 shares of common stock outstanding (2,623,118 on a post-reverse stock split basis). Each share of common stock represents one vote that may be voted on each proposal that may come before the Special Meeting. On Proposal 1, Armistice Capital Master Fund Ltd. and Hudson Bay Master Fund Ltd. (the “**Warrant Holders**”) are holders of the Warrants (as defined in Proposal 1) and thus are subject to the conversion limitation which is the subject of Proposal 1. Since they are interested stockholders with respect to such proposal, they have agreed to vote the shares of common stock in the same proportion that non-interested stockholders vote their shares of common stock. As an example, if 50.5% of the shares of common stock are voted FOR Proposal 1, 50.5% of the votes cast by the Warrant Holders will be cast as votes FOR Proposal 1.

### **What is the Difference Between Holding Shares as a Record Holder and as a Beneficial Owner (Holding Shares in Street Name)?**

If your shares are registered in your name with our transfer agent, Continental Stock Transfer & Trust Company, you are the “record holder” of those shares. If you are a record holder, these proxy materials have been provided directly to you by the Company.

If your shares are held in a stock brokerage account, a bank or other holder of record, you are considered the “beneficial owner” of those shares held in “street name.” If your shares are held in street name, the Notice has been forwarded to you by that organization. The organization holding your account is considered to be the stockholder of record for purposes of voting at the Special Meeting. As the beneficial owner, you have the right to instruct this organization on how to vote your shares. See “How Will my Shares be Voted if I Give No Specific Instruction?” below for information on how shares held in street name will be voted without instructions provided.

### **Who May Attend the Special Meeting?**

Only record holders and beneficial owners of our common stock, or their duly authorized proxies, may attend the Special Meeting. If your shares of common stock are held in street name, you will need to provide a copy of a brokerage statement or other documentation reflecting your stock ownership as of the Record Date.

### **What am I Voting on?**

There are two matters scheduled for a vote:

1. To approve the reservation and issuance of shares of our common stock pursuant to the Warrants, dated January 23, 2026, entered into between us and certain purchasers in connection with a warrant inducement letter dated January 23, 2026, to the extent that issuances under the Warrants may exceed 20% of the Company’s total outstanding shares, which could trigger the Exchange Cap; and
2. Approval of the adjournment of the Special Meeting to the extent there are insufficient proxies at the Special Meeting to approve the foregoing proposal.

### **What if another matter is properly brought before the Special Meeting?**

The board of directors knows of no other matters that will be presented for consideration at the Special Meeting. The proxies also have discretionary authority to vote to adjourn the Special Meeting, including for the purpose of soliciting votes in accordance with our Board’s recommendations. If any other matters are properly brought before the Special Meeting, it is the intention of the person named in the accompanying proxy to vote on those matters in accordance with their best judgment.

### **How Do I Vote? How Many Votes do I Have?**

Each share of our common stock that you own in your name entitles you to one vote on each of the proposals for the Special Meeting. Your proxy card shows the number of shares of our common stock that you own.

You can vote your shares in advance of the Special Meeting by completing, signing, dating and returning the enclosed proxy card in the postage-paid envelope provided. If you hold your shares in “street name” through a broker, bank or other nominee, you will need to follow the instructions provided to you by your broker, bank or other nominee to ensure that your shares are represented and voted at the Special Meeting. If you vote by proxy card, your “proxy,” whose name is listed on the proxy card, will vote your shares as you instruct on the proxy card. If you sign and return the proxy card but do not give instructions on how to vote your shares, your shares of our common stock will be voted as recommended by our board of directors. Our board of directors recommends voting “FOR” Proposal 1 and 2.

You can attend the Special Meeting and vote telephonically even if you have previously voted by submitting a proxy. However, if your shares of common stock are held in the name of your broker, bank or other nominee, you must get a proxy from the broker, bank or other nominee. That is the only way we can be sure that the broker, bank or nominee has not already voted your shares of common stock.

Holders of record of shares of the Company’s common stock will be entitled to one vote for each share of common stock held by them on the Record Date and have the right to vote on all matters brought before the Special Meeting.

### **Is My Vote Confidential?**

No. Your individual voting decisions will be recorded and tabulated by the inspector of elections. Voting records may be disclosed as part of the corporate records and as required or permitted by law, including in connection with legal proceedings or regulatory requirements.

### **What Constitutes a Quorum?**

To carry on business at the Special Meeting, we must have a quorum. A quorum is present when one third of the shares entitled to vote, as of the Record Date, are represented in person or by proxy. Thus, 3,497,490 shares (874,373 on a post-reverse stock split basis) must be represented in person or by proxy to have a quorum at the Special Meeting. Your shares will be counted towards the quorum only if you submit a valid proxy (or one is submitted on your behalf by your broker, bank or other nominee) or if you vote in person at the Special Meeting. Abstentions and broker non-votes will be counted towards the quorum requirement. Shares owned by the Company are not considered outstanding or considered to be present at the Special Meeting. If there is not a quorum at the Special Meeting, either the chairperson of the Special Meeting or our stockholders entitled to vote at the Special Meeting may adjourn the Special Meeting.

### **How Will my Shares be Voted if I Give No Specific Instruction?**

We must vote your shares as you have instructed. If there is a matter on which a stockholder of record has given no specific instruction but has authorized us generally to vote the shares, they will be voted as follows:

1. “FOR” the approval of the reservation and issuance of shares of our common stock pursuant to the Warrants, dated January 23, 2026, entered into between us and certain purchasers in connection with a warrant inducement letter dated January 23, 2026, to the extent that issuances under the Warrants may exceed 20% of the Company’s total outstanding shares, which could trigger the Exchange Cap; and
2. “FOR” the adjournment of the Special Meeting to the extent there are insufficient proxies at the Special Meeting to approve the foregoing proposal.

This authorization would exist, for example, if a stockholder of record merely signs, dates and returns the proxy card but does not indicate how its shares are to be voted on one or more proposals. If other matters properly come before the Special Meeting and you do not provide specific voting instructions, your shares will be voted at the discretion of Messrs. Rolke and Zygmunt, the board of directors’ designated proxies.

If your shares are held in street name, see “What is a Broker Non-Vote?” below regarding the ability of banks, brokers and other such holders of record to vote the uninstructed shares of their customers or other beneficial owners in their discretion.

### **How are Votes Counted?**

Votes will be counted by the inspector of election appointed for the Special Meeting, who will separately count, “FOR” and “AGAINST,” abstentions and broker non-votes. Broker non-votes will not be included in the tabulation of the voting results of any of the proposals and, therefore, will have no effect on such proposals.

### **What is a Broker Non-Vote?**

A “broker non-vote” occurs when shares held by a broker in “street name” for a beneficial owner are not voted with respect to a proposal because (1) the broker has not received voting instructions from the stockholder who beneficially owns the shares and (2) the broker lacks the authority to vote the shares at their discretion.

Proposal 2 is considered a routine matter, and a broker will be permitted to exercise its discretion to vote uninstructed shares on the proposal. Broker non-votes, if any, will be counted AGAINST the proposal.

Although the brokers are granted the discretion to vote your shares absent your instruction, many brokers elect not to vote your shares without an instruction from you, so please instruct the organization that holds your shares as to how you wish to vote your shares on your vote instruction form so that your instructions are recorded at the Special Meeting.

### **What is an Abstention?**

An abstention is a stockholder’s affirmative choice to decline to vote on a proposal. Under Delaware law, abstentions are counted as shares present and entitled to vote at the Special Meeting. Generally, unless provided otherwise by applicable law, our amended and restated bylaws (the “Bylaws”) provide that an action of our stockholders (other than the election of directors) is approved if a majority of the number of shares of stock entitled to vote thereon and present (either in person or by proxy) vote in favor of such action. Therefore, abstentions will have the effect of a vote “AGAINST” the proposals.

## What vote is required?

<b>Proposal</b>	<b>Votes Required</b>	<b>Voting Options</b>	<b>Impact of or Votes</b>	<b>“Withhold” “Abstain”</b>	<b>Broker Discretionary Voting Allowed</b>
Proposal No. 1: Authorization to issue common stock in connection with Warrants	The affirmative vote of a majority of the number of shares of stock entitled to vote thereon and present (either in person or by proxy).	“FOR” “AGAINST” “ABSTAIN”	(1)		No
Proposal No. 2: Discretionary Authority to adjourn the Special Meeting	The affirmative vote of a majority of the number of shares of stock entitled to vote thereon and present (either in person or by proxy).	“FOR” “AGAINST” “ABSTAIN”	(1)		Yes <sup>(2)</sup>

(1) Abstentions will have the effect of a vote against this proposal.

(2) Abstentions will have no effect on the outcome of this proposal.

## What Are the Voting Procedures?

In voting by proxy with regard to the proposals, you may vote in favor of or against the proposal, or you may abstain from voting on the proposal. You should specify your respective choices on the accompanying proxy card or your vote instruction form.

## Is My Proxy Revocable?

You may revoke your proxy and reclaim your right to vote at any time before your proxy is voted by giving written notice to the Corporate Secretary of the Company by delivering a properly completed, later-dated proxy card or vote instruction form or by voting in person at the Special Meeting. All written notices of revocation and other communications with respect to revocations of proxies should be addressed to: Revelation Biosciences, Inc., 4660 La Jolla Village Dr., Suite 100, San Diego, CA 92122, Attention: Corporate Secretary. If you desire to revoke your proxy, such revocation must be received by 12:00 am on the Meeting Date. Your most current proxy card or Internet proxy is the one that will be counted.

**Who is Paying for the Expenses Involved in Preparing and Mailing this Proxy Statement?**

Revelation will pay the cost of soliciting proxies for the Special Meeting. Revelation will reimburse banks, brokers and other custodians, nominees and fiduciaries representing beneficial owners of shares of common stock for their expenses in forwarding soliciting materials to beneficial owners of the common stock and in obtaining voting instructions from those owners. Revelation's directors, officers and employees may also solicit proxies by telephone, by facsimile, by mail, on the Internet or in person. They will not be paid any additional amounts for soliciting proxies.

**Do I Have Dissenters' Rights of Appraisal?**

Stockholders do not have appraisal rights under Delaware law or under the Company's governing documents with respect to the matters to be voted upon at the Special Meeting.

**How can I Find out the Results of the Voting at the Special Meeting?**

Preliminary voting results will be announced at the Special Meeting. In addition, final voting results will be disclosed in a Current Report on Form 8-K that we expect to file with the SEC within four business days after the Special Meeting. If final voting results are not available to us in time to file a Form 8-K with the SEC within four business days after the Special Meeting, we intend to file a Form 8-K to publish preliminary results and, within four business days after the final results are known to us, file an amended Form 8-K to publish the final results.

**Who can help answer my questions?**

If you have questions about the proposals or if you need additional copies of this proxy statement/prospectus or the enclosed proxy card you should contact the Company at:

Revelation Biosciences, Inc.  
4660 La Jolla Village Dr.  
Suite 100  
San Diego, CA 92122  
(650) 800-3717  
Email: [ir@revbiosciences.com](mailto:ir@revbiosciences.com)

To obtain timely delivery, Revelation stockholders must request the materials no later than five (5) business days prior to the Special Meeting. You may also obtain additional information about Revelation from documents filed with the SEC by following the instructions in the section titled "*Where You Can Find More Information.*"

## **PROPOSAL 1**

### **APPROVAL FOR THE ISSUANCE OF COMMON STOCK UNDERLYING WARRANTS IN EXCESS OF THE NASDAQ EXCHANGE CAP**

Our common stock is currently listed on Nasdaq and, as such, we are subject to Nasdaq rules, which require us to obtain stockholder approval prior to the issuance of our common stock in connection with certain non-public offerings involving the sale, issuance or potential issuance by the Company of common stock (or securities convertible into or exercisable for common stock) equal to 20% or more of the common stock outstanding before the issuance.

#### **Overview**

On January 23, 2026, the Company entered into warrant inducement letters with certain institutional investors (the “**Holder**s”) to induce the exercise of 2,136,251 Class I Common Stock Warrants collectively held by the Holders, which were exercisable into 2,136,251 shares of our common stock upon payment of an exercise price of \$8.80, upon which the Company subsequently issued 4,272,500 Class J Common Stock Warrants to the Holders (the “**Warrant Inducement**”), which was closed on January 23, 2026. The newly issued Class J Common Stock Warrants are exercisable for a period of five years from the date of stockholder approval and exercisable for one share of common stock upon payment of an exercise price of \$3.44. The Company raised gross proceeds of approximately \$7,348,699 million in connection with the Warrant Inducement.

#### **Reasons for Warrant Inducement**

As a clinical-stage biotechnology company, Revelation’s business model is to advance its product candidates through research and development and clinical trials in order to achieve milestones that support further investment, additional trials, regulatory approval, and ultimately commercial sales. On January 21, 2026, the Company announced that it has reached an agreement with the FDA on an approval pathway for Gemini, our principal product candidate, as a treatment for acute kidney injury (AKI) and a single adaptive clinical Phase 2/3 study. To proceed with these activities, the Company must secure adequate financing. While the clinical trials will require substantial additional financing, the Warrant Inducement proceeds will provide sufficient funds to advance the project.

The Board of Directors reviewed a range of financing alternatives, including the issuance of equity, convertible securities, and debt instruments, in determining how best to raise the additional capital required to fund the Company’s operations. After careful consideration, the Board concluded that a warrant inducement transaction was in the best interests of the Company and its stockholders, notwithstanding the significant dilution it will cause.

In reaching its decision, the Board emphasized that the warrant inducement offered greater certainty of completion than other available alternatives, particularly in view of current market conditions and the inherent risks faced by biotechnology companies. The transaction could be executed quickly and reliably, ensuring that the Company would obtain the funding necessary to advance its clinical development programs and maintain its operations. The Board further noted that this approach entailed substantially lower transaction costs than a registered public offering, an underwritten financing, or the issuance of new convertible securities. By avoiding underwriting discounts, and extensive offering documentation, the Company would maximize the net proceeds available for use.

Timing was also a critical factor. The Company’s capital requirements demanded swift action, and a warrant inducement could be completed more rapidly than other financing methods. This provided immediate liquidity without the extended marketing, negotiations, or regulatory reviews that alternative transactions might require.

Although the warrant inducement will result in meaningful dilution to existing stockholders, the Board determined that it represents the most viable and cost-effective method for the Company to obtain the financing it needs under the circumstances.

#### **Reasons for the Stockholder Approval**

Under applicable Nasdaq rules and the terms of the Warrant Inducement, in no event may the Company issue to the holders shares of common stock equal to greater than 19.99% of the shares of common stock outstanding immediately prior to the Warrant Inducement, unless the Company obtains stockholder approval to issue shares of common stock in excess of the Exchange Cap in accordance with applicable Nasdaq rules. Accordingly, Proposal 1 is being submitted to the stockholders in order to comply with Rule 5635(d) of the Nasdaq Stock Market Rules.

## **Consequences of Not Approving this Proposal**

After careful consideration, our Board of Directors believes that the issuance of the Class J Common Stock Warrants is in the best interest of the Company in order to give it the best chance of remaining on Nasdaq. If our stockholders do not approve this proposal, we are required to hold a stockholder meeting every sixty (60) days until such approval is obtained. In addition, if this proposal is not approved by our stockholders we are prohibited from issuing, entering into any agreement to issue or announcing the issuance or proposed issuance of any shares of our common stock or common stock equivalents until we receive such stockholder approval.

## **Vote Required and Board of Directors' Recommendation**

Nasdaq Listing Rule 5635(d) generally requires us to obtain stockholder approval prior to issuing more than 20% of our outstanding shares of common stock in connection with a transaction other than a public offering. Since the Holders collectively own 20% of the outstanding common stock on the Record Date, the Holders are not permitted to vote in their financial interest on Proposal 1. As a result, the Holders have agreed to vote their shares of common stock in the same proportion that disinterested shares are voted on Proposal 1.

The approval of Proposal 1 requires the affirmative vote of the holders of a majority of the total votes cast in person or by proxy at the special meeting.

The board of directors has fixed the close of business on January 26, 2026 as the record date for the determination of stockholders entitled to notice of, and to vote at, the Special Meeting or any adjournment or postponement thereof. On the Record Date, there were 10,492,469 shares of common stock outstanding (2,623,118 on a post-reverse stock split basis). Each share of common stock represents one vote that may be voted on each proposal that may come before the Special Meeting. On Proposal 1, the Warrant Holders are subject to the conversion limitation which is the subject of such proposal. Since they are interested stockholders with respect to such proposal, they have agreed to vote the shares of common stock in the same proportion that non-interested stockholders vote their shares of common stock. As an example, if 50.5% of the shares of common stock are voted FOR Proposal 1, 50.5% of the votes cast by the Warrant Holders) will be cast as votes FOR Proposal 1.

## **Board Recommendation**

The board of directors unanimously recommends a vote "**FOR**" Proposal 1.

## **PROPOSAL 2**

### **APPROVAL OF THE ADJOURNMENT OF THE SPECIAL MEETING TO THE EXTENT THERE ARE INSUFFICIENT PROXIES AT THE MEETING TO APPROVE THE FOREGOING PROPOSAL.**

#### **Adjournment of the Special Meeting**

In the event that the number of shares of common stock present or represented by proxy at the Special Meeting and voting “FOR” the approval of the issuance of shares in excess of the Exchange Cap are insufficient to approve such proposal, we may move to adjourn the Special Meeting in order to enable us to solicit additional proxies in favor of the adoption of any such proposal. In that event, we may ask stockholders to vote only upon the Adjournment Proposal and not on any other proposal discussed in this proxy statement. If the adjournment is for more than thirty (30) days, a notice of the adjourned meeting shall be given to each stockholder of record entitled to vote at the meeting.

For the avoidance of doubt, any proxy authorizing the adjournment of the Special Meeting shall also authorize successive adjournments thereof, at any meeting so adjourned, to the extent necessary for us to solicit additional proxies in favor of the adoption of any such proposal.

#### **Required Vote and Recommendation**

The affirmative vote majority of the number of shares of common stock entitled to vote thereon and present (either in person or by proxy).

#### **Board Recommendation**

The board of directors unanimously recommends a vote “**FOR**” Proposal 2.

## SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table also sets forth information known to us regarding the beneficial ownership of our common stock as of January 26, 2026:

- each person who is, or is expected to be, the beneficial owner of more than 5% of the outstanding shares of our common stock or preferred stock;
- each of our current officers and directors; and
- all current executive officers and directors of the Company, as a group.

Beneficial ownership is determined according to the rules of the SEC, which generally provide that a person has beneficial ownership of a security if he, she or it possesses sole or shared voting or investment power over that security, including options and warrants that are currently exercisable or exercisable within 60 days. Shares of common stock issuable pursuant to options or warrants are deemed to be outstanding for purposes of computing the beneficial ownership percentage of the person or group holding such options or warrants but are not deemed to be outstanding for purposes of computing the beneficial ownership percentage of any other person.

The beneficial ownership of our common stock is based on 10,492,469 shares of common stock outstanding (2,623,118 on a post–reverse stock split basis) as of January 26, 2026.

Unless otherwise indicated, we believe that all persons named in the table have sole voting and investment power with respect to all shares of stock owned by them.

Name	Number of Shares Beneficially Owned <sup>(1)</sup>	Beneficial Ownership (%)
<b>Five Percent Holders:</b>		
Armistice Capital Master Fund Ltd. <sup>(2)</sup>	262,049	9.99 %
Sabby Volatility Warrant Master Fund, Ltd. <sup>(3)</sup>	151,426	5.77 %
<b>Directors and Officers of Revelation<sup>(4)</sup>:</b>		
James Rolke <sup>(5)</sup>	101,166	3.82 %
Jennifer Carver, BSN, MBA <sup>(6)</sup>	3,923	*
Jess Roper <sup>(7)</sup>	3,923	*
Lakhmir Chawla, M.D. <sup>(8)</sup>	3,923	*
Chester S. Zygmunt, III <sup>(9)</sup>	98,913	3.77 %
<b>All Directors and Officers as a Group (Five Individuals)</b>	<b>210,848</b>	<b>8.04 %</b>

\* Less than one percent.

- (1) The number of shares have been adjusted on a post–reverse stock split basis pursuant to a 1-for-4 reverse stock split of our common stock effected after the Record Date and reflect adjustments to the number of shares outstanding as a result.
- (2) The securities are held by Armistice Capital Master Fund Ltd., (“Armistice Master Fund”), and may be deemed to be beneficially owned by: (i) Armistice Capital, LLC (“Armistice Capital”), as the investment manager of the Armistice Master Fund; and (ii) Steven Boyd, as the Managing Member of Armistice Capital. The address of Armistice Capital Master Fund Ltd. is c/o Armistice Capital, LLC, 510 Madison Avenue, 7th Floor, New York, NY 10022. As of the record date, Armistice Capital held of record 262,049 shares and 2,259,999 warrants to purchase an additional 2,259,999 shares; however, the warrants contain a provision that the warrants may not be exercised if the holder would beneficially own more than 9.99% of the outstanding shares of the Company. The Company does not have any information with respect to shares of common stock that Armistice Capital that may be held in street name. On November 14, 2025, Armistice Capital filed a Schedule 13G with the SEC reporting beneficial ownership of 250,755 shares, representing 9.99% of the Company’s outstanding shares as of such date.
- (3) The securities are held by Sabby Volatility Warrant Master Fund, Ltd. (“Sabby Volatility”), Sabby Management, LLC (“Sabby Management”) and Hal Mintz, Sabby Management is the investment manager of Sabby Volatility. Hal Mintz is the Manager of Sabby Management and in such capacity has the right to vote and dispose of the securities held by Sabby Management. The address of Sabby Volatility is c/o Ogier Fiduciary Services (Cayman) Limited, 89 Nexus Way, Camana Bay, Grand Cayman KY1-9007, Cayman Islands. The address of Sabby Management is 115 Hidden Hills Dr. Spicewood, TX 78669. The address of Hal Mintz is c/o Sabby Management, 115 Hidden Hills Dr. Spicewood, TX 78669. As of the record date, Sabby Volatility held of record 151,426 shares and 4,520,001 warrants to purchase an additional 4,520,001 shares; however, the warrants contain a provision that the warrants may not be exercised if the holder would beneficially own more than 9.99% of the outstanding shares of the Company. The Company does not have any information with respect to shares of common stock that Sabby Volatility that may be held in street name. On January 20, 2026, Sabby Volatility filed a Schedule 13G with the SEC reporting beneficial ownership of 605,702 shares, representing 9.60% of the Company’s outstanding shares as of such date.

- (4) Unless otherwise indicated, the business address of each of the individuals is c/o Revelation Biosciences, Inc., 4660 La Jolla Village Dr., Suite 100, San Diego, CA 92122.
- (5) Consists of (i) 2,512 shares of common stock held directly by Mr. Rolke and (ii) an additional 97,654 shares issued as Restricted Stock Awards issued under the Company's Stock Compensation Plan (the "Plan").
- (6) Consists of (i) 16 shares of common stock held directly by Ms. Carver and (ii) an additional 3,907 shares issued as Restricted Stock Awards issued under the Plan.
- (7) Consists of (i) 16 shares of common stock held directly by Mr. Roper and (ii) an additional 3,907 shares issued as Restricted Stock Awards issued under the Plan.
- (8) Consists of (i) 16 shares of common stock held directly by Dr. Chawla and (ii) an additional 3,907 shares issued as Restricted Stock Awards issued under the Plan.
- (9) Consists of (i) 1,257 shares of common stock held by The Zygmunt Family Trust Dated October 25, 2016, (ii) 2 shares of common stock held by Czeslaw Capital Fund, LLC, and (iii) an additional 97,654 shares issued as Restricted Stock Awards issued under the Plan.

## **OTHER MATTERS**

The board of directors knows of no other business, which will be presented to the Special Meeting. If any other business is properly brought before the Special Meeting, proxies will be voted in accordance with the judgment of the persons voting the proxies. The proxies also have discretionary authority to vote to adjourn the Special Meeting, including for the purpose of soliciting votes in accordance with our board of directors' recommendations.

We will bear the cost of soliciting proxies in the accompanying form. In addition to the use of the mails, proxies may also be solicited by our directors, officers or other employees, personally or by telephone, facsimile or email, none of whom will be compensated separately for these solicitation activities.

If you do not plan to attend the Special Meeting, in order that your shares may be represented and in order to assure the required quorum, please sign, date and return your proxy promptly. In the event you are able to attend the Special Meeting virtually, at your request, we will cancel your previously submitted proxy.

## **HOUSEHOLDING**

The SEC has adopted rules that permit companies and intermediaries (e.g., brokers) to satisfy the delivery requirements for proxy statements and other Special Meeting materials with respect to two or more stockholders sharing the same address by delivering a proxy statement or other Special Meeting materials addressed to those stockholders. This process, which is commonly referred to as householding, potentially provides extra convenience for stockholders and cost savings for companies. Stockholders who participate in householding will continue to be able to access and receive separate proxy cards.

If you share an address with another stockholder and have received multiple copies of our proxy materials, you may write or call us at the address and phone number below to request delivery of a single copy of the notice and, if applicable, other proxy materials in the future. We undertake to deliver promptly upon written or oral request a separate copy of the proxy materials, as requested, to a stockholder at a shared address to which a single copy of the proxy materials was delivered. If you hold stock as a record stockholder and prefer to receive separate copies of our proxy materials either now or in the future, please contact us at 4660 La Jolla Village Dr., Suite 100, San Diego, CA 92122, Attn: Corporate Secretary. If your stock is held through a brokerage firm or bank and you prefer to receive separate copies of our proxy materials either now or in the future, please contact your brokerage firm or bank.

The Company files annual, quarterly and current reports, proxy statements and other information with the SEC. The SEC maintains an Internet web site that contains reports, proxy and information statements, and other information regarding issuers, including us, that file electronically with the SEC. The public can obtain any documents that we file electronically with the SEC at [www.sec.gov](http://www.sec.gov).

If you would like additional copies of this proxy statement/prospectus or if you have questions about the proposals to be presented at the Special Meeting, you should contact the Company by telephone or in writing:

Revelation Biosciences, Inc.  
4660 La Jolla Village Drive, Suite 100  
San Diego, CA 92122  
Tel: (650) 800-3717

In order to receive timely delivery of the documents in advance of the Special Meeting, you must make your request for information no later than March 8, 2026.

BY THE BOARD OF DIRECTORS

*/s/ Chester S. Zygmunt, III*

---

Chester S. Zygmunt, III

Corporate Secretary

Dated: February 23, 2026