



000001

Mr A Sample
Designation (if any)
Add1
Add2
add3
add4
add5
add6

Security Class
COMMON SHARES
Holder Account Number
C1234567890 IND

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Form of Proxy - Annual and Special Meeting to be held on Wednesday, December 12, 2018

This Form of Proxy is solicited by and on behalf of Management.

Notes to proxy

1. Every holder has the right to appoint some other person or company of their choice, who need not be a holder, to attend and act on their behalf at the meeting or any adjournment or postponement thereof. If you wish to appoint a person or company other than the persons whose names are printed herein, please insert the name of your chosen proxyholder in the space provided (see reverse).
2. If the securities are registered in the name of more than one owner (for example, joint ownership, trustees, executors, etc.), then all those registered should sign this proxy. If you are voting on behalf of a corporation or another individual you must sign this proxy with signing capacity stated, and you may be required to provide documentation evidencing your power to sign this proxy.
3. This proxy should be signed in the exact manner as the name(s) appear(s) on the proxy.
4. If this proxy is not dated, it will be deemed to bear the date on which it is mailed by Management to the holder.
5. **The securities represented by this proxy will be voted as directed by the holder, however, if such a direction is not made in respect of any matter, this proxy will be voted as recommended by Management.**
6. The securities represented by this proxy will be voted in favour or withheld from voting or voted against each of the matters described herein, as applicable, in accordance with the instructions of the holder, on any ballot that may be called for and, if the holder has specified a choice with respect to any matter to be acted on, the securities will be voted accordingly.
7. This proxy confers discretionary authority in respect of amendments or variations to matters identified in the Notice of Meeting or other matters that may properly come before the meeting or any adjournment or postponement thereof.
8. This proxy should be read in conjunction with the accompanying documentation provided by Management.

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Proxies submitted must be received by 9:30 am, Eastern Standard Time, on Monday, December 10, 2018

VOTE USING THE TELEPHONE OR INTERNET 24 HOURS A DAY 7 DAYS A WEEK!



To Vote Using the Telephone

- Call the number listed BELOW from a touch tone telephone.

1-866-732-VOTE (8683) Toll Free



To Vote Using the Internet

- Go to the following web site:
www.investorvote.com
- **Smartphone?**
Scan the QR code to vote now.



If you vote by telephone or the Internet, DO NOT mail back this proxy.

Voting by mail may be the only method for securities held in the name of a corporation or securities being voted on behalf of another individual. **Voting by mail or by Internet** are the only methods by which a holder may appoint a person as proxyholder other than the Management nominees named on the reverse of this proxy. Instead of mailing this proxy, you may choose one of the two voting methods outlined above to vote this proxy.

To vote by telephone or the Internet, you will need to provide your CONTROL NUMBER listed below.

CONTROL NUMBER 123456789012345



Appointment of Proxyholder

I/We being holder(s) of **Pediapharm Inc.** (the "Corporation") hereby appoint (s): **Sylvain Chrétien**, President and Chief Executive Officer of the Corporation, or failing him, **Roland Boivin**, Chief Financial Officer of the Corporation

OR

Print the name of the person you are appointing if this person is someone other than the Management Nominees listed herein.

As my/our proxyholder with full power of substitution and to attend, act and to vote for and on behalf of the shareholder in accordance with the following direction (or if no directions have been given, as the proxyholder sees fit) and all other matters that may properly come before the **Annual and Special Meeting** of the **Corporation** to be held at 150 King Street West, 16th floor, Toronto, Ontario, M5H 1J9 on Wednesday, December 12, 2018 at 10:00 am, Eastern Standard Time and at any adjournment or postponement thereof.

VOTING RECOMMENDATIONS ARE INDICATED BY **HIGHLIGHTED TEXT** OVER THE BOXES.

1. Number of Directors

To fix the number of Directors for the ensuing year at **seven (7)**.

For **Against**

2. Election of Directors

For **Withhold**

For **Withhold**

For **Withhold**

01. Pierre Lapalme

02. Sylvain Chrétien

03. Michael P. Mueller

04. Kenneth d' Entremont

05. Stephen Nelson

06. Benoit Gravel

07. Peter van der Velden

For **Withhold**

3. Appointment of Auditors

Appointment of **PricewaterhouseCoopers LLP**, Chartered Accountants as Auditors of the Corporation for the ensuing year and authorizing the Directors to fix their remuneration.

4. Omnibus Plan

Consider and, if deemed advisable, adopt the following resolution: "BE IT RESOLVED to ratify and confirm the Omnibus Plan of the Corporation currently in force and to authorize any director or officer of the Corporation to take all necessary actions to give effect to the foregoing."

For **Against**

5. Approval of Omnibus Plan Insider Grants

To consider, and if thought advisable, to pass, by ordinary resolution of disinterested shareholders, and subject to TSXV approval, the approval of grants up to 20% of the options to be granted pursuant to the Omnibus Plan to Insiders (or such lower percentage approved by the TSXV), such grants representing more than 10% of the total issued and outstanding common shares, as more fully described in the accompanying Management Information Circular.

6. Approval of Omnibus Plan RSU Grants

To consider, and if thought advisable, to pass, by ordinary resolution of disinterested shareholders and subject to TSXV approval, the approval of grants to certain insiders, each grant representing more than 1% of the total issued and outstanding common shares as of the date hereat, as more particularly described in the accompanying Management Information Circular.

7. Name Change

To consider, and if deemed advisable, pass a special resolution authorizing a change of name of the Corporation to "**Medexus Pharmaceuticals Inc.**", or such other name as the board of directors of the Corporation (the "Board"), in its sole discretion deems appropriate, as more fully described in the circular.

8. Consolidation of Shares

To consider, and if deemed advisable, pass a special resolution authorizing the consolidation of the issued and outstanding common shares of the Corporation on the basis of one (1) new common share for every fifteen (15) old common shares, or such other ratio as the Board, in its sole discretion, deems appropriate, as more fully described in the circular.

Authorized Signature(s) – This section must be completed for your instructions to be executed.

I/We authorize you to act in accordance with my/our instructions set out above. I/We hereby revoke any proxy previously given with respect to the Meeting. **If no voting instructions are indicated above, this Proxy will be voted as recommended by Management.**

Signature(s)

Date

MM / DD / YY

Interim Financial Statements – Mark this box if you would like to receive Interim Financial Statements and accompanying Management's Discussion and Analysis by mail.

Annual Financial Statements – Mark this box if you would like to receive the Annual Financial Statements and accompanying Management's Discussion and Analysis by mail.

Information Circular – Mark this box if you would like to receive the Information Circular by mail for the next securityholders' meeting.

If you are not mailing back your proxy, you may register online to receive the above financial report(s) by mail at www.computershare.com/maillinglist.

