

Security Class

Holder Account Number

## Form of Proxy - Annual General Meeting to be held on May 31, 2018 (the "Meeting")

**This Form of Proxy is solicited by and on behalf of Management of Spectral Medical Inc.**

### 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 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. In many cases, Shares beneficially owned by a holder (a "Non-Registered Holder") are registered in the name of a securities dealer or broker or other intermediary, or a depository (such as CDS Clearing and Depository Services Inc.). Non-Registered Holders should, in particular, review the section entitled "Non-Registered Shareholders (Beneficial Shareholders)" in the accompanying Management Information Circular and carefully follow the instructions of their intermediaries.
4. If Shares are registered in the name of an executor, administrator or trustee, please sign exactly as the Shares are registered. If the Shares are registered in the name of the deceased or other holder, the holder's name must be printed in the space provided, the proxy must be signed by the legal representative with his name printed below his signature and evidence of authority to sign on behalf of the holder must be attached to this proxy.
5. This proxy should be signed in the exact manner as the name(s) appear(s) on the proxy. In order for this proxy to be valid, if the Shares are registered in the name of a financial intermediary, it must be properly executed by the intermediary holding the Shares.
6. If this proxy is not dated, it will be deemed to bear the date on which it is mailed by Management to the holder.
7. 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.
8. The securities represented by this proxy will be voted in favour of or against the matter 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 such matter, the securities will be voted accordingly.
9. 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.
10. This proxy should be read in conjunction with the accompanying documentation provided by Management.
11. In order for this proxy to be valid, it must be properly executed and returned to Computershare Investor Services Inc., the Company's transfer agent, at 100 University Avenue, 8th Floor, Toronto, Ontario M5J 2Y1, Attention: Stock Transfer Services, by personal delivery, courier, mail or by facsimile transmission to 1-866-249-7775 (toll free in North America) or 416-263-9524 (International) (Attention: Stock Transfer Services).

**Proxies submitted must be received by 4:00 p.m., Eastern Time, on May 29, 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](http://www.investorvote.com)
- **Smartphone?**  
Scan the QR code to vote now.



### To Receive Documents Electronically

- You can enroll to receive future securityholder communications electronically by visiting [www.investorcentre.com](http://www.investorcentre.com) and clicking at the bottom of the page.

**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**

## Appointment of Proxyholder

The undersigned shareholder of the Company hereby appoints Mr. Anthony Bihl III, or failing him, Dr. Paul Walker

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 Meeting scheduled to be held at the offices of Stikeman Elliott LLP, 5300 Commerce Court West, 199 Bay Street, Toronto, Ontario, Canada M5L 1B9 on May 31, 2018 at 4:00 p.m. (Toronto time) and at any adjournment or postponement thereof.

VOTING RECOMMENDATIONS ARE INDICATED BY HIGHLIGHTED TEXT OVER THE BOXES.

### 1. Election of Directors

|                       | For                      | Withhold                 |                      | For                      | Withhold                 |                 | For                      | Withhold                 |
|-----------------------|--------------------------|--------------------------|----------------------|--------------------------|--------------------------|-----------------|--------------------------|--------------------------|
| 01. Paul Walker       | <input type="checkbox"/> | <input type="checkbox"/> | 02. Anthony Bihl III | <input type="checkbox"/> | <input type="checkbox"/> | 03. Kevin Giese | <input type="checkbox"/> | <input type="checkbox"/> |
| 04. Guillermo Herrera | <input type="checkbox"/> | <input type="checkbox"/> | 05. William Stevens  | <input type="checkbox"/> | <input type="checkbox"/> |                 |                          |                          |

### 2. Appointment of Auditor

The reappointment of PricewaterhouseCoopers LLP, Chartered Accountants, as auditor of the Company, to hold office until the next annual meeting of Shareholders, and for the authorization for the directors to fix the auditor's remuneration.

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

Signature(s)

Date

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.

DD / MM / 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 Report - Mark this box if you would like to receive the Annual Report and accompanying Management's Discussion and Analysis by mail.

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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](http://www.computershare.com/maillinglist).

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