



**Form of Proxy
Annual Meeting of shareholders
Tuesday, May 9, 2017**

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

Appointment of Proxyholder

I/We, being holder(s) of Common Shares of Knight Therapeutics Inc., hereby appoint: Jonathan Ross Goodman, Chief Executive Officer, or failing this person, Jeffrey Kadanoff, Chief Financial Officer, **OR**

Print the name of the person you are appointing if this person is someone other than the individuals listed above

as my/our proxyholder with full power of substitution and to vote in accordance with the following instructions (or if no instructions have been given, as the proxyholder sees fit) and all other matters that may properly come before the Annual Meeting (the "Meeting") of shareholders of Knight Therapeutics Inc. (the "Corporation") to be held at 6111 Royalmount Avenue, Montreal, Quebec, H4P 2T4, Canada on Tuesday, May 9, 2017 at 5:00 p.m. (Montreal time) and at any adjournment thereof.

Management recommends voting FOR Resolutions 1, 2, 3 & 4. Please use a dark black pencil or pen.

1. Election of Directors

	FOR	WITHHOLD
1. James C. Gale	<input type="checkbox"/>	<input type="checkbox"/>
2. Sarit Assouline	<input type="checkbox"/>	<input type="checkbox"/>
3. Jonathan Ross Goodman	<input type="checkbox"/>	<input type="checkbox"/>
4. Meir Jakobsohn	<input type="checkbox"/>	<input type="checkbox"/>
5. Robert N. Lande	<input type="checkbox"/>	<input type="checkbox"/>
6. Samira Sakhia	<input type="checkbox"/>	<input type="checkbox"/>
7. Sylvie Tendler	<input type="checkbox"/>	<input type="checkbox"/>

2. Appointment of external Auditor

	FOR	WITHHOLD
Appointment of Ernst & Young LLP as external Auditors of the Corporation and the authorization of the directors of the Corporation to determine their remuneration	<input type="checkbox"/>	<input type="checkbox"/>

	FOR	AGAINST
3. To adopt a new stock option plan of the Corporation, as more particularly described in the accompanying Management Information Circular	<input type="checkbox"/>	<input type="checkbox"/>

	FOR	AGAINST
4. To amend By-Law One of the Corporation to reduce the quorum for the transaction of business at any meeting of shareholders to two or more persons, present in person or by duly appointed proxy, holding or representing not less than twenty-five percent (25%) of the total number of the issued shares of the Corporation that have voting rights	<input type="checkbox"/>	<input type="checkbox"/>

Under Canadian Securities Law, you are entitled to receive certain investor documents. If you wish to receive such material, please tick the applicable boxes below. You may also go to our website www.canstockta.com/financialstatements and input code 3890a.

I would like to receive interim financial statements by mail

I do not want to receive annual financial statements by mail

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 or, if you appoint another proxyholder, as that other proxyholder sees fit. On any amendments or variations proposed or any new business properly submitted before the Meeting, I/We authorize you to vote as you see fit.**

Signature(s)

Date

Please sign exactly as your name(s) appear on this proxy. Please see reverse for instructions. **Proxies must be received by 5:00 p.m. (Montreal time) on May 5, 2017.**

Form of Proxy – Annual Meeting of shareholders of Knight Therapeutics Inc. to be held on Tuesday, May 9, 2017 at 5:00 p.m. (the “Meeting”)

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

Notes

- 1. You have the right to appoint a proxyholder, who need not be a shareholder, to attend and act on your behalf at the meeting. If you wish to appoint a person other than the persons whose names are printed herein, please insert the name of your chosen proxyholder in the space provided.**
- If the securities are registered in the name of more than one shareholder (for example, joint ownership, trustees, executors, etc.), then all those registered should sign this form of proxy. If you are voting on behalf of a corporation or another individual you may be required to provide documentation evidencing your power to sign this proxy with signing capacity stated.
- This form of proxy should be signed in the exact manner as the name appears on the proxy.
- If this form of proxy is not dated, it will be deemed to bear the date on which it was mailed by management to you.
- 5. The securities represented by this proxy will be voted as instructed by the shareholder, however, if such an instruction is not given in respect of any matter, this proxy will be voted as recommended by Management.**
- The securities represented by this proxy will be voted or withheld from voting, in accordance with the instructions of the shareholder, on any ballot that may be called for.
- This proxy confers discretionary authority in respect of amendments to matters identified in the notice of meeting or other matters that may properly come before the meeting and at any adjournment thereof.
- This form of proxy should be read in conjunction with the accompanying Management Information Circular.



How to Vote

INTERNET	TELEPHONE
<ul style="list-style-type: none">• Go to www.cstvotemyproxy.com• Cast your vote online• View meeting documents	Use any touch-tone phone, call toll free in Canada and United States 1-888-489-7352 and follow the voice instructions
To vote using your smartphone, please scan this QR Code →	
To vote by telephone or internet you will need your control number. If you vote by telephone or internet, do not return this proxy.	
MAIL, FAX OR EMAIL	
<ul style="list-style-type: none">• Complete and return your signed proxy in the envelope provided or send to: CST Trust Company (“CST”) P.O. Box 721 Agincourt, ON M1S 0A1• You may alternatively fax your proxy to 416-368-2502 or toll free in Canada and the United States to 1-866-781-3111 or scan and email to proxy@canstockta.com.	

Proxies submitted must be received by 5:00 p.m. (Montreal time) on May 5, 2017.