

Security Class

Holder Account Number

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Form of Proxy - Special Meeting to be held on Tuesday, October 22, 2019

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 10:00 am, Toronto Time, on Friday, October 18, 2019



Appointment of Proxyholder

I/We being holder(s) of Briacell Therapeutics Corp. hereby appoint(s):
Jamieson Bondarenko, or failing him, William V. Williams

OR

Print the name of the person you are
appointing if this person is someone
other than the Chairman of the
Meeting.

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 Special Meeting of shareholders of Briacell Therapeutics Corp. to be held at the offices of Bennett Jones LLP, Suite 3400, One First Canadian Place, Toronto, Ontario M5X 1A4 on Tuesday, October 22, 2019 at 10:00 am, Toronto Time and at any adjournment or postponement thereof.

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

For **Against**

1. Consolidation Resolution

To consider and, if thought fit, to pass with or without variation, an ordinary resolution authorizing the consolidation of the issued and outstanding common shares of the Company at a consolidation ratio of up to one-hundred (100) pre-consolidation common shares for one (1) post-consolidation common share, or such lower ratio as the board of directors of the Company may determine, in its sole discretion, as more particularly described in the accompanying management information circular.

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For **Against**

2. Amendment Resolution

To consider and, if thought fit, to pass with or without variation, a special resolution authorizing the replacement of Part 9 of the Company's articles, as more particularly described in the accompanying management information circular.

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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

DD / MM / YY

