



**KANE BIOTECH INC.
Appointment of Proxyholder**

I/We, being holders of common shares of Kane Biotech Inc. (the “Company”), hereby appoint: Ray Dupuis, CFO of the Company, or, failing him, Marc Edwards, President, CEO and Director of the Company OR

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

as proxy of the undersigned, to attend, act and vote in respect of all registered in the name of the undersigned at the Annual and Special Meeting of shareholders of the Company **to be held entirely virtually at 4:00 p.m. (Central Daylight Time) on May 26, 2021** (the “Meeting”), and at any and all adjournments or postponements thereof in the same manner, to the same extent and with the same powers as if the undersigned were personally present, with full power of substitution. Due to ongoing conditions related to the outbreak of the novel coronavirus disease, also known as severe acute respiratory syndrome coronavirus 2 (SARS-CoV-2), and each strain thereof (COVID-19), this year’s Meeting will be a virtual only meeting. To access the Meeting, shareholders may either:

- access the Meeting by webcast by visiting <https://attendee.gotowebinar.com/register/5864572236141391629>; or
- access the Meeting by conference call by dialing one of the applicable numbers:

Australia: +61 3 8488 8990	Germany: +49 891 2140 2093	Panama: +507 308 4339
Austria: +43 1 2060 92966	Greece: +30 21 0 300 2914	Peru: +51 1 642 9452
Belgium: +32 28 93 7003	Hungary: +36 1 933 3702	Romania: +40 31 780 1161
Brazil: +55 21 3500-3945	Ireland: +353 15 360 755	South Africa: +27 11 259 4927
Bulgaria: +359 2 906 0608	Israel: +972 3 376 3073	Spain: +34 932 75 1334
Canada: +1 (647) 497-9385	Italy: +39 0 230 57 81 73	Sweden: +46 853 527 819
Chile: +56 2 3214 9683	Luxembourg: +352 34 2080 9222	Switzerland: +41 435 5015 62
Colombia: +57 1 607 2932	Malaysia: +60 3 7724 4062	Turkey: +90 216 900 2887
Czech Republic: +420 2 96 21 62 45	Mexico: +52 55 4770 7313	United Kingdom: +44 20 3713 5012
Denmark: +45 32 72 03 72	Netherlands: +31 207 941 383	United States: +1 (562) 247-8421
Finland: +358 942 72 1061	New Zealand: +64 9 974 7212	
France: +33 971 072 671	Norway: +47 21 93 37 39	

If the shareholder is accessing the Meeting by conference call, the access code is **613-310-517**.

Without limiting the general powers and authority hereby conferred on the form of proxy, the holdings represented by this proxy are specifically directed to be voted or withheld from being voted as follows:

Directors and management recommend voting FOR Resolutions 1, 2, 3 and 4. Please use dark black pencil or pen.

1. Election of Directors	FOR	WITHHOLD
1. EDWARDS, Marc	<input type="checkbox"/>	<input type="checkbox"/>
2. MANDELZYS, Allan	<input type="checkbox"/>	<input type="checkbox"/>
3. MORIN, Georges	<input type="checkbox"/>	<input type="checkbox"/>
4. NAWACKI, Mark	<input type="checkbox"/>	<input type="checkbox"/>
5. PRICHARD, Sarah	<input type="checkbox"/>	<input type="checkbox"/>
6. RENAUD, Philip	<input type="checkbox"/>	<input type="checkbox"/>

FOR *WITHHOLD*

2. Appointment of Auditors

Appointment of MNP LLP as Auditors and to authorize the board of directors to fix their remuneration.

FOR *AGAINST*

3. Approval of Performance and Restricted Share Unit Plan

To approve the performance and restricted share unit plan of the Company.

FOR *AGAINST*

4. Approval of the Amended and Restated Option Plan.

To approve the amended and restated stock option plan of the Company.

5. Other Business. To transact such further business as may properly come before the Meeting and any adjournment(s) thereof.

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 FOR a matter by management’s appointees or, if you appoint another proxyholder, as that other proxyholder sees fit. On any amendments or variations proposed or any new business submitted properly 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 your certificate or statement. Please see reverse for instructions. **All proxies must be received by 4:00 p.m. (Central Daylight Time) on Friday, May 21, 2021.**

Proxy Form – Annual and Special Meeting of Shareholders of Kane Biotech Inc. to be held on May 26, 2021 (the “Meeting”)

Notes to Proxy

1. This proxy must be signed by a holder or his or her attorney duly authorized in writing. If you are an individual, please sign exactly as your name appears on this proxy. If the holder is a corporation, a duly authorized officer or attorney of the corporation must sign this proxy, and if the corporation has a corporate seal, its corporate seal should be affixed.

2. If the securities are registered in the name of an executor, administrator or trustee, please sign exactly as your name appears on this proxy. If the securities are registered in the name of a deceased or other holder, the proxy must be signed by the legal representative with his or her name printed below his or her signature, and evidence of authority to sign on behalf of the deceased or other holder must be attached to this proxy.

3. Some holders may own securities as both a registered and a beneficial holder; in which case you may receive more than one information management circular and will need to vote separately as a registered and beneficial holder. Beneficial holders may be forwarded either a form of proxy already signed by the intermediary or a voting instruction form to allow them to direct the voting of securities they beneficially own. Beneficial holders should follow instructions for voting conveyed to them by their intermediaries.

4. If a security is held by two or more individuals, any one of them present or represented by proxy at the Meeting may, in the absence of the other or others, vote at the Meeting. However, if one or more of them are present or represented by proxy, they must vote together the number of securities indicated on the proxy.

All holders should refer to the information management circular for further information regarding completion and use of this proxy and other information pertaining to the Meeting.

This proxy is solicited by and on behalf of Management of the Company.

HOW TO VOTE

INTERNET

- Go to www.astvotemyproxy.com
- Cast your vote online

To vote using your smartphone, please scan this QR Code



To vote by Internet you will need your control number. If you vote by Internet, do not return this proxy.

MAIL, FAX or EMAIL

- Complete and return your signed proxy in the envelope provided or send to:

AST Trust Company (Canada)
P.O. Box 721
Agincourt, ON M1S 0A1

- You may alternatively fax your proxy to 416-368-2502 or toll free in Canada and United States to 1-866-781-3111 or scan and email to proxyvote@astfinancial.com.

An undated proxy is deemed to be dated on the day it was received by AST.

All proxies must be received by 4:00 p.m. (Central Daylight Time) on Friday, May 21, 2021.