



**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 25, 2022** (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/7762738331624229131>; or
- access the Meeting by conference call by dialing one of the applicable numbers:

Australia: +61 2 8355 1054	Germany: +49 721 6059 6530	Panama: +507 308 4338
Austria: +43 7 2081 5505	Greece: +30 21 0 300 2761	Peru: +51 1 642 9451
Belgium: +32 28 93 7012	Hungary: +36 1 933 3701	Romania: +40 31 780 1160
Brazil: +55 11 41 18-4900	Ireland: +353 16 572 653	South Africa: +27 11 259 4926
Bulgaria: +359 2 906 0607	Israel: +972 3 376 3072	Spain: +34 932 75 2011
Canada: +1 (647) 497-9429	Italy: +39 0 230 57 81 43	Sweden: +46 853 527 829
Chile: +56 2 3214 9682	Luxembourg: +352 34 2080 9221	Switzerland: +41 225 4599 80
Colombia: +57 1 600 9957	Malaysia: +60 3 7724 4061	Turkey: +90 216 900 2886
Czech Republic: +420 2 96 21 62 29	Mexico: +52 55 1500 1195	United Kingdom: +44 20 3713 5022
Denmark: +45 32 72 03 83	Netherlands: +31 207 941 378	United States: +1 1 (213) 929-4221
Finland: +358 942 72 1062	New Zealand: +64 9 887 3310	
France: +33 170 950 597	Norway: +47 21 93 37 52	

If the shareholder is accessing the Meeting by conference call, the access code is **330-360-894**.

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

	<i>FOR</i>	<i>WITHHOLD</i>
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"/>

2. Appointment of Auditors

	<i>FOR</i>	<i>WITHHOLD</i>
Appointment of MNP LLP as Auditors and to authorize the board of directors to fix their remuneration.	<input type="checkbox"/>	<input type="checkbox"/>

3. Approval of the Amended and Restated Performance and Restricted Share Unit Plan

	<i>FOR</i>	<i>AGAINST</i>
To approve the amended and restated performance and restricted share unit plan of the Company.	<input type="checkbox"/>	<input type="checkbox"/>

4. Approval of the Second Amended and Restated Stock Option Plan.

	<i>FOR</i>	<i>AGAINST</i>
To approve the second amended and restated stock option plan of the Company.	<input type="checkbox"/>	<input type="checkbox"/>

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 20, 2022.**

Proxy Form – Annual and Special Meeting of Shareholders of Kane Biotech Inc. to be held on May 25, 2022 (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.tsxtrust.com/vote-proxy
- 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:

TSX Trust Company
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@tmx.com.

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

All proxies must be received by 4:00 p.m. (Central Daylight Time) on Friday, May 20, 2022.