



## INSTRUMENT OF PROXY FOR ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

**This proxy is solicited by the management of NexgenRx Inc.** (the "Corporation") for use at the Annual and Special Meeting (the "Meeting") of the holders of common shares (the "Common Shares") of the Corporation (the "Shareholders") to be held at 11:00 a.m. (Toronto time) on Friday, June 16, 2017 at the offices of the Corporation, located at 185 The West Mall, Suite 600, Toronto, Ontario M9C 5L5.

The undersigned Shareholder hereby appoints Ronald C. Loucks, President, Chief Executive Officer and a Director of the Corporation, or, failing him, Thomas F. Corcoran, Chairman and a Director of the Corporation, or, instead of either of them, \_\_\_\_\_ and \_\_\_\_\_, as proxyholder and alternate proxyholder of the undersigned, with full power of substitution, to attend and act and vote for and on behalf of the undersigned at the Meeting and at any adjournment(s) thereof and on every ballot that may take place in connection therewith and with the same powers as if the undersigned were personally present at the Meeting with authority to vote at the said proxyholder's discretion, except as otherwise specified below. Without limiting the general power conferred, the undersigned hereby directs the said proxyholder and alternate proxyholder to vote the Common Shares represented by this proxy in the manner as indicated below:

1. **TO VOTE FOR**  or **AGAINST**  an ordinary resolution fixing the number of directors to be elected at the Meeting at FIVE (5);
2. To vote as follows with respect to the election of Directors, as proposed in the Corporation's Management Proxy Circular attached herewith (the "Circular"):

Ronald C. Loucks	<b>TO VOTE FOR</b> <input type="checkbox"/> or <b>WITHHOLD FROM VOTING FOR</b> <input type="checkbox"/>
Thomas F. Corcoran	<b>TO VOTE FOR</b> <input type="checkbox"/> or <b>WITHHOLD FROM VOTING FOR</b> <input type="checkbox"/>
David A. Rosenkrantz	<b>TO VOTE FOR</b> <input type="checkbox"/> or <b>WITHHOLD FROM VOTING FOR</b> <input type="checkbox"/>
Patrick G. Crowley	<b>TO VOTE FOR</b> <input type="checkbox"/> or <b>WITHHOLD FROM VOTING FOR</b> <input type="checkbox"/>
Charles Burns	<b>TO VOTE FOR</b> <input type="checkbox"/> or <b>WITHHOLD FROM VOTING FOR</b> <input type="checkbox"/>
3. **TO VOTE FOR**  or **WITHHOLD FROM VOTING FOR**  (or if no choice is specified, **FOR**) an ordinary resolution appointing Grant Thornton LLP Canada Chartered Accountants, as auditors of the Corporation for the ensuing year and authorizing the directors of the Corporation to fix the auditors' remuneration;
4. **TO VOTE FOR**  or **AGAINST**  (or if no choice is specified, **FOR**) an ordinary resolution ratifying adopting and approving, with or without variation, the Corporation's 2017 Stock Option Plan as described in the Circular and authorizing the Corporation's board of directors to make any amendments thereto that may be required by regulatory authorities;
5. With respect to any permitted amendment or variation of the above matters or the transaction of such other business as may properly come before the Meeting as the proxyholder or alternate proxyholder, in his sole discretion, may see fit.

**WHERE THE SHAREHOLDER HAS SPECIFIED A CHOICE WITH RESPECT TO THE ABOVE MATTERS, THE COMMON SHARES REPRESENTED BY THIS PROXY WILL BE VOTED AS DIRECTED ABOVE OR, IF NO DIRECTION IS GIVEN OR CHOICE SPECIFIED, THE COMMON SHARES REPRESENTED BY THIS PROXY WILL BE VOTED IN FAVOUR OF THE PROPOSED RESOLUTIONS.**

**THE UNDERSIGNED HEREBY REVOKES ANY PROXIES HERETOFORE GIVEN.**

In addition to any other manner permitted by law, a Shareholder who has given a proxy may revoke it as to any matter on which a vote has not already been cast pursuant to the authority conferred by it by completing another proxy bearing a later date or by signing in person, or by attorney authorized in writing, a written revocation and depositing same at the registered office of the Corporation, at any time up to and including the close of business on the business day immediately preceding the day of the Meeting or with the Chairman of the Meeting immediately

prior to the commencement of the Meeting or any adjournment(s) thereof. In addition, an instrument of proxy may be revoked: (i) by the Shareholder personally attending the Meeting and voting the securities represented thereby or, if the Shareholder is a corporation, by a duly authorized representative of such corporation attending at the Meeting and voting such securities; or (ii) in any other manner permitted by law.

**Each Shareholder has the right to appoint a person or persons, who need not be a Shareholder, other than the persons designated above, to attend as proxyholder or as alternate proxyholder and to act for him and on his behalf at the Meeting. To exercise such right, the name of the Shareholder's nominee(s) should be legibly printed in the blank spaces provided or another proxy in proper form should be completed.**

DATED this \_\_\_\_ day of \_\_\_\_\_, 2017.

\_\_\_\_\_  
(Signature of Shareholder)

\_\_\_\_\_  
(Name of Shareholder - please print)

Notes:

1. If the appointer is a corporation, its corporate seal must be affixed or it must be signed by an officer or attorney thereof duly authorized.
2. This proxy must be dated and the signature hereon should be exactly the same as the name in which the shares are registered. If the proxy is not dated in the above space, it is deemed to bear the date on which it is mailed or delivered to the person making the solicitation.
3. Persons signing as executors, administrators, trustees, etc., should so indicate and give their full title as such.
4. This proxy will not be valid and not be acted upon or voted unless it is completed as outlined herein and delivered to the offices of TMX Equity Transfer Services at least 48 hours (excluding Saturdays, Sundays and statutory holidays) before the day of the Meeting, or any adjournment(s) thereof.
5. Proxies may be deposited at the offices of TMX Equity Transfer Services: (i) by mail at Suite 300, 200 University Avenue, Toronto, Ontario, Canada M5H 4H1; or (ii) by facsimile at (416) 595-9593; or (iii) by e-mail at [proxysupport@equityfinancialtrust.com](mailto:proxysupport@equityfinancialtrust.com). Alternatively you can complete internet voting by logging on at [www.voteproxyonline.com](http://www.voteproxyonline.com) and entering your WEB VOTING ID NUMBER (located on the address box on this proxy). **Do not mail the printed proxy if you have voted via the Internet.**
6. **This website may be used to appoint a proxy holder (the "proxy holder") to attend and vote on your behalf at the Meeting and to convey your voting instructions. Complete proxy instructions are found in the Information Circular. Please note that if you appoint a proxy holder and submit your voting instructions and subsequently wish to change your appointment or voting instructions, you may resubmit their proxy, prior to the cut off time noted above. When resubmitting a proxy, the latest proxy will be recognized as the only valid one, and all previous proxies submitted will be disregarded and considered as revoked, provided that your latest proxy is submitted within the timeframe noted above.**

YOUR NAME AND ADDRESS AS LISTED ON THE ENVELOPE ARE SHOWN AS REGISTERED – PLEASE NOTIFY THE CORPORATION OF ANY CHANGE IN YOUR ADDRESS.