NexgenRx Inc.
(the "Corporation")

FORM OF PROXY ("PROXY")

Annual and Special Meeting
May 27, 2020 at 11:00 a.m. EST
185 The West Mall, Suite 600
Toronto, Ontario M9C 5L5
(the "Meeting")

RECORD DATE:	April 27, 2020
CONTROL NUMBER:	
SEQUENCE #:	
FILING DEADLINE FOR PROXY:	May 25, 2020 at 11:00 a.m. EST

VOTING METHOD	
INTERNET	Go to www.voteproxyonline.com and enter the 12 digit control number above
FACSIMILE	416-595-9593
MAIL	TSX Trust Company 301 - 100 Adelaide Street West Toronto, Ontario, M5H 4H1

The undersigned hereby appoints **Ronald C. Loucks**, whom failing **Thomas F. Corcoran** (the "Management Nominees"), or instead of any of them, the following Appointee

Please print appointee name

as proxyholder on behalf of the undersigned with the power of substitution to attend, act and vote for and on behalf of the undersigned in respect of all matters that may properly come before the Meeting and at any adjournment(s) or postponement(s) thereof, to the same extent and with the same power as if the undersigned were personally present at the said Meeting or such adjournment(s) or postponement(s) thereof in accordance with voting instructions, if any, provided below.

- SEE VOTING GUIDELINES ON REVERSE -

RESOLUTIONS – MANAGEMENT VOTING RECOMMENDATIONS ARE INDICATED BY HIGHLIGHTED TEXT ABOVE THE BOXES

1. Number of Directors	**FOR**	AGAINST
To Set the Number of Directors at four (4).	☐	☐
2. Election of Directors	**FOR**	WITHHOLD
a) Ronald C. Loucks	☐	☐
b) Thomas F. Corcoran	☐	☐
c) Charles Burns	☐	☐
d) Randy McGlynn	☐	☐
3. Appointment of Auditor	**FOR**	WITHHOLD
Appointment of **Grant Thornton LLP** as Auditor of the Corporation for the ensuing year and authorizing the Directors to fix their remuneration.	☐	☐
4. Stock Option Plan	**FOR**	AGAINST
To consider and, if deemed advisable, to pass an ordinary resolution, the full text of which is set forth in the accompanying Management Information Circular and Proxy Statement (the "Information Circular"), ratifying, adopting and approving the stock option plan of the Corporation in the form set out in Schedule "C" to the Information Circular.	☐	☐
5. Share Capital Amendment	**FOR**	AGAINST
To consider and, if thought appropriate, to pass, with or without amendment, a special resolution (the "Share Capital Amendment Resolution") approving the amendment to the Corporation's share capital by deleting all of the authorized classes of preferred shares (A – E) and replacing them with a single class of preferred shares, issuable in series (with the terms of the Common Shares remaining unchanged), the details of which are set out in the attached Information Circular.	☐	☐

This proxy revokes and supersedes all earlier dated proxies and **MUST BE SIGNED**

PLEASE PRINT NAME

Signature of registered owner(s) *Date (MM/DD/YYYY)*

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Proxy Voting – Guidelines and Conditions

1. **THIS PROXY IS SOLICITED BY MANAGEMENT OF THE CORPORATION.**
2. **THIS PROXY SHOULD BE READ IN CONJUNCTION WITH THE MEETING MATERIALS PRIOR TO VOTING.**
3. **If you appoint the Management Nominees to vote your securities, they will vote in accordance with your instructions or, if no instructions are given, in accordance with the Management Voting Recommendations highlighted for each Resolution on the reverse. If you appoint someone else to vote your securities, they will also vote in accordance with your instructions or, if no instructions are given, as they in their discretion choose.**
4. This proxy confers discretionary authority on the person named to vote in his or her discretion with respect to amendments or variations to the matters identified in the Notice of the Meeting accompanying the proxy or such other matters which may properly come before the Meeting or any adjournment or postponement thereof.
5. **Each security holder has the right to appoint a person other than the Management Nominees specified herein to represent them at the Meeting or any adjournment or postponement thereof.** Such right may be exercised by inserting in the space labeled "*Please print appointee name*", the name of the person to be appointed, who need not be a security holder of the Corporation.
6. To be valid, this proxy must be signed. Please date the proxy. If the proxy is not dated, it is deemed to bear the date of its mailing to the security holders of the Corporation.
7. To be valid, this proxy must be filed using one of the ***Voting Methods*** and *must be received by TSX Trust Company* before the ***Filing Deadline for Proxies***, noted on the reverse or in the case of any adjournment or postponement of the Meeting not less than 48 hours (Saturdays, Sundays and holidays excepted) before the time of the adjourned or postponed meeting. Late proxies may be accepted or rejected by the Chairman of the Meeting in his discretion, and the Chairman is under no obligation to accept or reject any particular late proxy.
8. If the security holder is a corporation, the proxy must be executed by an officer or attorney thereof duly authorized, and the security holder may be required to provide documentation evidencing the signatory's power to sign the proxy.
9. Guidelines for proper execution of the proxy are available at www.stac.ca. Please refer to the Proxy Protocol.

Investor inSite

TSX Trust Company offers at no cost to security holders, the convenience of secure 24-hour access to all data relating to their account including summary of holdings, transaction history, and links to valuable security holder forms and Frequently Asked Questions.

To register, please visit
www.tsxtrust.com/investorinsite

Click on, "*Register Online Now*" and complete the registration form. Call us toll free at 1-866-600-5869 with any questions.

COVID-19 Warning:

In light of the ongoing public health concerns related to COVID-19 and in order to comply with the measures imposed by the federal and provincial governments, the Corporation is strongly encouraging shareholders and others not to attend the Meeting in person. *NexgenRx will be strictly restricting physical access to the Meeting and only registered shareholders and formally appointed proxy holders will be entitled to attend. In order to comply with government orders concerning the maximum size of public gatherings and required social distancing parameters, NexgenRx may be unable to admit shareholders to the Meeting.* ***NexgenRx strongly encourages shareholders to vote using one of the methods described in this Information Circular****. To further mitigate the risk of the spread of this virus, the Meeting will be audio-cast live at 11:00 am (Toronto time) on May 27, 2020 and can be accessed by conference call at 1(866)862-7608, conference ID 4589162. This call will be listen-only and shareholders will not be able to vote or speak at, or otherwise participate in, the meeting via the conference call. Given the restrictions in place, NexgenRx's board of directors and auditors do not plan to attend the Meeting in person. Management will not be making an investor presentation at the Meeting.*

Request for Financial Statements

In accordance with securities regulations, security holders may elect to receive Annual Financial Statements, Interim Financial Statements and MD&As.

Instead of receiving the financial statements by mail, you may choose to view these documents on SEDAR at www.sedar.com.

I am currently a security holder of the Corporation and as such request the following:

☐ **Annual Financial Statements with MD&A**

☐ **Interim Financial Statements with MD&A**

If you are casting your vote online and wish to receive financial statements, please complete the online request for financial statements following your voting instructions.

If the cut-off time has passed, please fax this side to 416-595-9593

NexgenRx Inc.
2020