

Security Class

Holder Account Number

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Form of Proxy - Annual General and Special Meeting to be held on June 20, 2022 (the "Meeting")

This Form of Proxy is solicited by and on behalf of Management of Spectral Medical Inc.

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 Management Nominees 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 may be required to provide documentation evidencing your power to sign this proxy with signing capacity stated.
3. In many cases, Shares beneficially owned by a holder (a "Non-Registered Holder") are registered in the name of a securities dealer or broker or other intermediary, or a depository (such as CDS Clearing and Depository Services Inc.). Non-Registered Holders should, in particular, review the section entitled "Non-Registered Shareholders (Beneficial Shareholders)" in the accompanying Management Information Circular and carefully follow the instructions of their intermediaries.
4. This proxy should be signed in the exact manner as the name(s) appear(s) on the proxy.
5. If a date is not inserted in the space provided on the reverse of this proxy, it will be deemed to bear the date on which it was mailed to the holder by Management.
6. 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, and the proxy appoints the Management Nominees listed on the reverse, this proxy will be voted as recommended by Management.
7. 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. If you have specified a choice with respect to any matter to be acted on, the securities will be voted accordingly.
8. This proxy confers discretionary authority in respect of amendments or variations to matters identified in the Notice of Meeting and Management Information Circular or other matters that may properly come before the meeting or any adjournment or postponement thereof, unless prohibited by law.
9. This proxy should be read in conjunction with the accompanying documentation provided by Management.
10. In order for this proxy to be valid, it must be properly executed and returned to Computershare Investor Services Inc., the Company's transfer agent, at 100 University Avenue, 8th Floor, Toronto, Ontario M5J 2Y1, Attention: Stock Transfer Services, by personal delivery, courier, mail or by facsimile transmission to 1-866-249-7775 (toll free in North America) or 416-263-9524 (International) (Attention: Stock Transfer Services).

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Proxies submitted must be received by 4:00 p.m., Eastern Time, on June 16, 2022.

VOTE USING THE TELEPHONE OR INTERNET 24 HOURS A DAY 7 DAYS A WEEK!



To Vote Using the Telephone

- Call the number listed BELOW from a touch tone telephone.

1-866-732-VOTE (8683) Toll Free



To Vote Using the Internet

- Go to the following web site:
www.investorvote.com
- Smartphone?
Scan the QR code to vote now.



To Receive Documents Electronically

- You can enroll to receive future securityholder communications electronically by visiting www.investorcentre.com.



To Virtually Attend the Meeting

- You can attend the meeting virtually by visiting the URL provided on the back of this document.

If you vote by telephone or the Internet, DO NOT mail back this proxy.

Voting by mail may be the only method for securities held in the name of a corporation or securities being voted on behalf of another individual.

Voting by mail or by Internet are the only methods by which a holder may appoint a person as proxyholder other than the Management Nominees named on the reverse of this proxy. Instead of mailing this proxy, you may choose one of the two voting methods outlined above to vote this proxy.

To vote by telephone or the Internet, you will need to provide your CONTROL NUMBER listed below.

CONTROL NUMBER



Appointment of Proxyholder

I/We being holder(s) of securities of Spectral Medical Inc. (the "Company") hereby appoint: Anthony Bihl III, or failing this person, Chris Seto (the "Management Nominees")

OR

Print the name of the person you are appointing if this person is someone other than the Management Nominees listed herein.

Note: If completing the appointment box above YOU MUST go to <http://www.computershare.com/SpectralMedical> and provide Computershare with the name and email address of the person you are appointing. Computershare will use this information ONLY to provide the appointee with a user name to gain entry to the online meeting.

as my/our proxyholder with full power of substitution and to attend, act and to vote for and on behalf of the holder in accordance with the following direction (or if no directions have been given, as the proxyholder sees fit) and on all other matters that may properly come before the Meeting scheduled to be held via live audio webcast at <https://meetnow.global/M57ZDTX> and in person at the offices of Stikeman Elliott LLP, 5300 Commerce Court West, 199 Bay St., Toronto, ON, M5L 1B9, on June 20, 2022 at 4:00 p.m. (Toronto time) and at any adjournment or postponement thereof.

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

1. Election of Directors

	For	Withhold		For	Withhold		For	Withhold
01. Anthony Bihl III	☐	☐	02. Jan D'Alvise	☐	☐	03. Jun Hayakawa	☐	☐
04. John Nosenzo	☐	☐	05. William Stevens	☐	☐	06. Paul Walker	☐	☐
07. Chris Seto	☐	☐	08. James Funk	☐	☐			

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2. Appointment of Auditor

The reappointment of PricewaterhouseCoopers LLP, Chartered Accountants, as auditor of the Company, to hold office until the next annual meeting of Shareholders, and for the authorization for the directors to fix the auditor's remuneration.

For Withhold

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3. Approval of Consolidation

Special resolution authorizing the amendment of the articles of the Company to consolidate all of the issued and outstanding common shares of the Company (the "Shares"), on the basis of a consolidation ratio in the range of 1 post-consolidation Share for 10 pre-consolidation Shares to 1 post-consolidation Share for 20 pre-consolidation Shares to be selected by the board of directors of the Company (the "Board"), in its sole discretion, to be effective as at the discretion of the Board at anytime within 12 months from the date of approval of the special resolution by the shareholders of the Company.

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Signature of Proxyholder

Signature(s)

Date

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, and the proxy appoints the Management Nominees, this Proxy will be voted as recommended by Management.

DD / MM / YY

Interim Financial Statements - Mark this box if you would like to receive Interim Financial Statements and accompanying Management's Discussion and Analysis by mail.

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Annual Financial Statements - Mark this box if you would like to receive the Annual Financial Statements and accompanying Management's Discussion and Analysis by mail.

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If you are not mailing back your proxy, you may register online to receive the above financial report(s) by mail at www.computershare.com/maillinglist.



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