Klinik Health Ventures Corp.

(the "Corporation" or "Klinik")

FORM OF PROXY ("PROXY")

Annual and Special Meeting
June 23, 2020 at 10:00 a.m. EDT
Held by Virtual Meeting at:
URL: https://web.lumiagm.com/211596683
(the "Meeting")

RECORD DATE: May 12, 2020
CONTROL NUMBER:
SEQUENCE #:
FILING DEADLINE FOR PROXY: June 19, 2020 at 10:00 a.m. EDT

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 **Eva Koci, CEO** of the Corporation, whom failing **N. Nicole Rusaw, CFO** of the Corporation (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. Election of Directors until completion of the NeuPath Transaction	FOR	WITHHOLD
a) Eva Koci	☐	☐
b) N. Nicole Rusaw	☐	☐
c) Dan Legault	☐	☐
d) Walt Macnee	☐	☐

2. Appointment of the Auditor until completion of the NeuPath Transaction	FOR	WITHHOLD
To appoint **Zeifmans LLP** as auditor of Klinik, until the earlier of the next general meeting of Klinik or the completion of the qualifying transaction with NeuPath (the "NeuPath Transaction") and authorize the board to fix the auditor's remuneration.	☐	☐

3. Election of Directors conditional on and effective upon the completion of the NeuPath Transaction	FOR	WITHHOLD
Conditional on and effective upon the completion of the NeuPath Transaction, to elect the directors of Klinik until the next annual meeting of Klinik:		
a) Dianne Carmichael	☐	☐
b) Jolyon Burton	☐	☐
c) Daniel Chicoine	☐	☐
d) Sasha Cucuz	☐	☐
e) Dan Legault	☐	☐
f) Grishanth Ram	☐	☐
g) Joseph Walewicz	☐	☐

4. Appointment of the Auditor conditional on and effective upon the completion of the NeuPath Transaction	FOR	WITHHOLD
Conditional on and effective upon the completion of the NeuPath Transaction, to appoint **MNP LLP** as auditor for Klinik and authorize the board to fix the auditor's remuneration.	☐	☐

5. Name Change	FOR	AGAINST
Conditional on and effective immediately prior to the completion of the NeuPath Transaction, to pass, with or without variation, a special resolution, as more particularly set forth in the accompanying management information circular (the "Circular"), authorizing and approving the name change of Klinik to "NeuPath Health Inc.", or such other name as the board deems appropriate.	☐	☐

6. Consolidation of Shares	FOR	AGAINST
Conditional on and effective immediately prior to the completion of the NeuPath Transaction, to pass, with or without variation, a special resolution, as more particularly set forth in the Circular, authorizing and approving the consolidation of all of the issued and outstanding common shares of Klinik (the "Klinik Shares") on a basis of one (1) post-consolidation Klinik Share for every five (5) outstanding pre-consolidation Klinik Shares, at such time following the date of the Meeting if and as may be determined by the board in its sole discretion.	☐	☐

7. Amended and Restated Stock Option Plan	FOR	AGAINST
Conditional on and effective upon the completion of the NeuPath Transaction, to pass, with or without variation, an ordinary resolution, as more particularly set forth in the Circular, authorizing and approving Klinik's amended and restated stock option plan.	☐	☐

8. Restricted Share Unit Plan	FOR	AGAINST
Conditional on and effective upon the completion of the NeuPath Transaction, to pass, with or without variation, an ordinary resolution, as more particularly set forth in the Circular, authorizing and approving Klinik's restricted share unit plan.	☐	☐

9. Employee Share Purchase Plan	FOR	AGAINST
Conditional on and effective upon the completion of the NeuPath Transaction, to pass, with or without variation, an ordinary resolution, as more particularly set forth in the Circular, authorizing and approving Klinik's employee share purchase plan.	☐	☐

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)*

TSX Trust

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*" and complete the registration form. Call us toll free at 1-866-600-5869 with any questions.

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

Klinik Health Ventures Corp.
2020