

CAN-FITE BIOPHARMA LTD.

PROXY FOR THE SPECIAL GENERAL MEETING OF SHAREHOLDERS
TO BE HELD ON FEBRUARY 13, 2020

THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS.

The undersigned hereby appoints Ilan Cohn, Chairman of the Board and Dr. Pnina Fishman, Chief Executive Officer and each of them, attorneys, agents and proxies of the undersigned, with full power of substitution to each of them, to represent and to vote on behalf of the undersigned all the ordinary shares in Can-Fite BioPharma Ltd. (the "Company") which the undersigned is entitled to vote at the Special General Meeting of Shareholders (the "Special Meeting") to be held at the offices of the Company, 10 Bareket Street, Petach Tikva, Israel, on **Thursday, February 13, 2020** at 3:00 P.M. (Israel time), and at any adjournments or postponements thereof, upon the following matters, which are more fully described in the Notice of Special General Meeting of Shareholders (the "Notice") and Proxy Statement relating to the Special Meeting ("Proxy Statement").

The undersigned acknowledges receipt of the Notice and Proxy Statement of the Company relating to the Special Meeting. All terms that are not defined in this Proxy shall have the same meaning of such terms in the Notice and/or the Proxy Statement.

This Proxy, when properly executed, will be voted in the manner directed herein by the undersigned. If no direction is made with respect to any matter, this Proxy will be voted FOR such matter. Any and all proxies heretofore given by the undersigned are hereby revoked.

(Continued and to be signed on the reverse side)

**Special General Meeting of Shareholders of
Can-Fite BioPharma Ltd.**

Date: February 13, 2020
See Voting Instructions On Reverse Side.
Please make your marks like this: Use pen only

Special General Meeting of Shareholders:

- | | For | Against | Abstain |
|---|--------------------------|--------------------------|--------------------------|
| 1. To approve a renewed version of the Company's Compensation Policy, in accordance with the requirements of the Israeli Companies Law 5759-1999, a copy of which is attached as Annex A in the accompanying proxy statement. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| | Yes | No | |
| 1a. Are you a controlling shareholder in the Company, or have a personal interest in the said Proposal, as such terms are defined in the Proxy Statement of the Company?
<i>Please note: If you do not mark either Yes or No, your shares will not be voted for this Proposal.</i> | <input type="checkbox"/> | <input type="checkbox"/> | |
| 2. To approve amendments to our articles of association, as described in the accompanying proxy statement. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 3. Subject to the approval of Proposal No. 2, to re-elect Prina Fishman to the Company's Board of Directors until her term expires in accordance with her class. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 4. Subject to the approval of Proposal No. 2, to re-elect Ilan Cohn to the Company's Board of Directors until his term expires in accordance with his class. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 5. Subject to the approval of Proposal No. 2, to re-elect Avraham Sartani to the Company's Board of Directors until his term expires in accordance with his class. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 6. Subject to the approval of Proposal No. 2, to re-elect Guy Regev to the Company's Board of Directors until his term expires in accordance with his class. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 7. Subject to the approval of Proposal No. 2, to re-elect Golan Bitton to our Board of Directors until his term expires in accordance with his class. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

**Special General Meeting of Shareholders of
Can-Fite BioPharma Ltd.
to be Held on February 13, 2020
for Holders as of January 13, 2020**

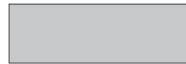


- Mark, sign and date your Voting Instruction Form.
- Detach your Voting Instruction Form.
- Return your Voting Instruction Form in the postage-paid envelope provided.

All votes must be received by 12:00 p.m. E.S.T. on February 6, 2020

**PROXY TABULATOR FOR
CAN-FITE BIOPHARMA LTD.
P.O. BOX 8016
CARY, NC 27512-9903**

↑ Please separate carefully at the perforation and return just this portion in the envelope provided. ↑



EVENT #

CLIENT #

Authorized Signatures - This section must be completed for your instructions to be executed.

Please Sign Here

Please Sign Here

Please Date Above

Please Date Above

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Can-Fite BioPharma Ltd.**Instructions to The Bank of New York Mellon, as Depositary
(Must be received prior to 12:00 p.m. E.S.T. on February 6, 2020)**

The undersigned registered owner of American Depositary Shares hereby requests and instructs The Bank of New York Mellon, as Depositary, to endeavor, in so far as practicable, to vote or cause to be voted the amount of Shares or other Deposited Securities represented by such Shares of **Can-Fite BioPharma Ltd.** (the "Company"), registered in the name of the undersigned on the books of the Depositary as of the close of business on **January 13, 2020** at the **Special General Meeting of Shareholders** of the Company to be held on **February 13, 2020 at 3:00 p.m. (Israel time)**, at the offices of the Company, located at 10 Bareket Street, Petach Tikva, Israel, and at any adjournments or postponements thereof, in respect of the resolutions specified on the reverse side.

**THE BOARD OF DIRECTORS RECOMMENDS
A VOTE "FOR" ON EACH OF THE PROPOSALS AT THE MEETING****NOTE:**

1. Please direct the Depositary how to vote by placing an X in the box opposite each agenda item.
2. If no voting instructions are received by the Depositary from a Holder (either because no voting instructions are returned to the Depositary by a Holder or because the voting instructions are incomplete, illegible, or unclear), the depositary shall have no obligation to, and shall not, exercise any voting rights attaching to such Deposited Shares.

(Continued and to be marked, dated and signed, on the other side)

PROXY TABULATOR FOR
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P.O. Box 8016
CARY, NC 27512-9903