

RELAY MEDICAL CORP.



Appointment of Proxyholder

I/We, being holders of common shares of Relay Medical Corp. (the “Company”), hereby appoint W. Clark Kent, President and Director, or, failing him, Yoav Raiter, Chief Executive Officer **OR**

Please print the name of the person you are appointing if this person is someone other than the individuals listed above

as proxy of the undersigned, to attend, act and vote on behalf of the undersigned in accordance with the below direction (or if no directions have been given, as the proxy sees fit) on the following matters and any other matter that may properly come before **this special meeting of shareholders of the Company to be held on September 20, 2021, at 10:00 a.m. (Eastern time) at the office of Irwin Lowy LLP at 217 Queen Street West, Suite 401, Toronto, Ontario M5V 0R2 (the “Meeting”)**, and at any and all adjournments or postponements thereof in the same manner, to the same extent and with the same powers as if the undersigned were personally present, with full power of substitution. Without limiting the general powers and authority hereby conferred on the form of proxy, the holdings represented by this proxy are specifically directed to be voted or withheld from being voted as follows:

Management recommends voting FOR resolution 1. Please use a dark black pen.

1. Name Change

FOR

AGAINST

To consider and, if deemed advisable, to pass, with or without variation, a special resolution to amend the articles of amalgamation of the Company to change the name of the Company to such other name as the directors of the Company, in their sole discretion, may determine and as may be acceptable to the Director appointed under the *Business Corporations Act* (Ontario.)

Under Canadian Securities Law, you are entitled to receive certain investor documents. If you wish to receive such material, please tick the applicable boxes below:

- I would like to receive quarterly financial statements
- I would like to receive annual financial statements

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, this proxy will be voted FOR a matter by Management’s appointees or, if you appoint another proxyholder, as that other proxyholder sees fit. On any amendments or variations proposed or any new business properly submitted before the Meeting, I/We authorize you to vote as you see fit.**

Signature(s)

Date

Please sign exactly as your name(s) appear on this proxy. Please see reverse for instructions. **All proxies must be received by 10:00 a.m. on September 16, 2021.**

Proxy Form – Special Meeting of the Shareholders of Relay Medical Corp. to be held on September 20, 2021 (the “Meeting”).

How to Vote

Notes to Proxy

1. This proxy must be signed by a holder or his or her attorney duly authorized in writing. If you are an individual, please sign exactly as your name appears on this proxy. If the holder is a corporation, a duly authorized officer or attorney of the corporation must sign this proxy, and if the corporation has a corporate seal, its corporate seal should be affixed.
2. If the securities are registered in the name of an executor, administrator or trustee, please sign exactly as your name appears on this proxy. If the securities are registered in the name of a deceased or other holder, the proxy must be signed by the legal representative with his or her name printed below his or her signature, and evidence of authority to sign on behalf of the deceased or other holder must be attached to this proxy.
3. Some holders may own securities as both a registered and a beneficial holder; in which case you may receive more than one Circular and will need to vote separately as a registered and beneficial holder. Beneficial holders may be forwarded either a form of proxy already signed by the intermediary or a voting instruction form to allow them to direct the voting of securities they beneficially own. Beneficial holders should follow instructions for voting conveyed to them by their intermediaries.
4. If a security is held by two or more individuals, any one of them present or represented by proxy at the Meeting may, in the absence of the other or others, vote at the Meeting. However, if one or more of them are present or represented by proxy, they must vote together the number of securities indicated on the proxy.
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.**
6. This proxy should be read in conjunction with the information circular and other proxy materials provided by management for the Meeting.

All holders should refer to the meeting materials for further information regarding completion and use of this proxy and other information pertaining to the Meeting.

This proxy is solicited by and on behalf of management of the Company.



MAIL, HAND DELIVER, FAX or EMAIL

- Complete and return your signed proxy as follows:

By Mail:	AST Trust Company (Canada) Proxy Department PO Box 721 Agincourt, Ontario M1S 0A1
By Hand Delivery:	AST Trust Company (Canada) Suite 1200, 1 Toronto Street Toronto, Ontario M5C 2V6
By Fax:	1-866-781-3111 (toll free within North America) or 416-368-2502 (outside North America)
By E-mail:	proxyvote@astfinancial.com

An undated proxy is deemed to be dated on the day it was mailed to the shareholders of the Company.

If you wish to receive investor documents electronically in future, please visit <https://ca.astfinancial.com/edelivery> to enrol.

All proxies must be received no later than 10:00 a.m. (Eastern time) on September 16, 2021 or, if the Meeting is adjourned, by no later than 48 hours, excluding Saturdays, Sundays, and holidays, preceding the time of such adjourned Meeting.