

# VIBE BIOSCIENCE LTD.

## Form of Proxy – Annual and Special Meeting to be held on June 24, 2020



### Appointment of Proxyholder

I/We being the undersigned holder(s) of **Vibe Bioscience Ltd.** hereby appoint **Mark Waldron** or failing this person, **Joe Starr**

OR

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

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 all other matters that may properly come before the Annual and Special Meeting of Vibe Bioscience Ltd. to be held at Regus Business Center, 333 University Avenue, Suite 200, Sacramento, California 95825 on June 24, 2020, at 10:00 a.m. (Pacific Standard Time) or at any adjournment thereof.

<b>1. Election of Directors.</b>	<b>For</b>	<b>Withhold</b>		<b>For</b>	<b>Withhold</b>		<b>For</b>	<b>Withhold</b>
a. Mark Waldron	<input type="checkbox"/>	<input type="checkbox"/>	b. James Walker	<input type="checkbox"/>	<input type="checkbox"/>	c. Jim Meloche	<input type="checkbox"/>	<input type="checkbox"/>
d. Aaron Johnson	<input type="checkbox"/>	<input type="checkbox"/>						
<b>2. Appointment of Auditors.</b> To appoint Davidson & Company LLP as auditors of the Corporation for the ensuing year and to authorize the directors to fix the auditor's remuneration							<b>For</b>	<b>Withhold</b>
							<input type="checkbox"/>	<input type="checkbox"/>
<b>3. Approve Equity Incentive Plan.</b> To approve the Corporation's equity incentive plan, the full text of which is set forth in the accompanying Management Information Circular							<b>For</b>	<b>Against</b>
							<input type="checkbox"/>	<input type="checkbox"/>
<b>4. Approve Restricted Stock Option Plan.</b> To approve the Corporation's restricted stock option plan, the full text of which is set forth in the accompanying Management Information Circular, including the reservation for issuance thereunder of all unallocated restricted share units, rights and other entitlements							<b>For</b>	<b>Against</b>
							<input type="checkbox"/>	<input type="checkbox"/>
<b>5. Continuance Resolution.</b> To approve the special resolution, the full text of which is set forth in the accompanying Management Information Circular, to continue the Corporation out of the Province of Ontario and into the Province of British Columbia							<b>For</b>	<b>Against</b>
							<input type="checkbox"/>	<input type="checkbox"/>

**Authorized Signature(s) – This section must be completed for your instructions to be executed.**

**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, **this Proxy will be voted as recommended by Management.**

/ /  
**MM / DD / YY**

**Interim Financial Statements** – Check the box to the right if you would like to **RECEIVE** interim financial statements and accompanying Management's Discussion & Analysis by mail. See reverse for instructions to sign up for delivery by email.

**Annual Report** – Check the box to the right if you would like to **DECLINE** to receive the Annual Report and accompanying Management's Discussion and Analysis by mail.

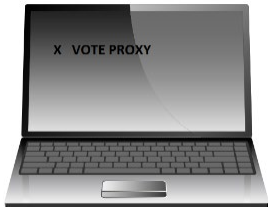
**This form of proxy is solicited by and on behalf of Management.**

**Proxies must be received by 10:00 a.m., PST, on June 22, 2020.**

**Notes to Proxy**

1. Each holder has the right to appoint a person, who need not be a holder, to attend and represent him or her at the Annual and Special Meeting. If you wish to appoint a person other than the persons whose names are printed herein, please insert the name of your chosen proxyholder in the space provided on the reverse.
2. If the securities are registered in the name of more than one holder (for example, joint ownership, trustees, executors, etc.) then all of the registered owners must sign this proxy in the space provided on the reverse. 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. This proxy should be signed in the exact manner as the name appears on the proxy.
4. If this proxy is not dated, it will be deemed to bear the date on which it is mailed by Management to the holder.
5. 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, this proxy will be voted as recommended by Management.
6. The securities represented by this proxy will be voted or withheld from voting, in accordance with the instructions of the holder, on any ballot that may be called for and, if the holder has specified a choice with respect to any matter to be acted on, the securities will be voted accordingly.
7. This proxy confers discretionary authority in respect of amendments to matters identified in the Notice of Meeting or other matters that may properly come before the meeting.
8. This proxy should be read in conjunction with the accompanying documentation provided by Management.

**YOU MAY SUBMIT YOUR PROXY USING SECURE ONLINE VOTING AVAILABLE ANYTIME:**



**To Vote Your Proxy Online please visit:**

<http://odysseytrust.com/Transfer-Agent/Login> and click

**VOTE**

on **NUMBER** printed with your address to the right.

**If you vote by Internet, do not mail this proxy.**

**To request the receipt of future documents via email and/or to sign up for Securityholder Online services,**

**you may contact Odyssey Trust Company at [www.odysseycontact.com](http://www.odysseycontact.com)**

Shareholder Address and Control Number Here