

# AURA HEALTH INC.

## PROXY

### FOR USE AT THE ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS AT 10:00AM (TORONTO TIME) ON OCTOBER 3, 2019

This proxy is solicited on behalf of the management of Aura Health Inc., (the "Company"). The undersigned, being a shareholder of the Company hereby appoints, Daniel Cohen, Chief Executive Officer of the Company, or failing him, David Posner, Chairman of the Company, or instead of either of them, \_\_\_\_\_, as proxyholder for and 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 annual and special meeting of the shareholders of the Company to be held in the offices of **Fogler, Rubinoff LLP., 77 King Street West, Suite 3000, Toronto, ON M5K 1G8** (the "Meeting"), and at any adjournment or adjournments thereof, to the same extent and with the same power as if the undersigned were personally present at the Meeting or such adjournment or adjournments thereof. The undersigned hereby directs the proxyholder to vote the securities of the Company recorded in the name of the undersigned as specified herein.

1. **FOR**  To approve a special resolution fixing the number of directors for the ensuing year at six (6);  
**AGAINST**
2. **FOR**  The election of David Posner as a director of the Company.  
**WITHHOLD**
3. **FOR**  The election of Paul McClory as a director of the Company.  
**WITHHOLD**
4. **FOR**  The election of Alain Dobkin as a director of the Company.  
**WITHHOLD**
5. **FOR**  The election of Al Quong as a director of the Company.  
**WITHHOLD**
6. **FOR**  The election of Vernon Jim Frazier as a director of the Company.  
**WITHHOLD**
7. **FOR**  The election of Robert Schwartz as a director of the Company.  
**WITHHOLD**
8. **FOR**  To re appoint MNP LLP., as Auditor of the Company for the ensuing year and authorizing the  
**AGAINST**  Directors to fix their remuneration.
9. **FOR**  To consider and, and if deemed advisable, to approve, with or without variation, a special  
**AGAINST**  resolution authorizing an amendment of the articles of the Company providing for a change of name of the Company, the details of which are contained under the heading "Particulars of Matters to be Acted Upon – Name Change" in the accompanying Management Information Circular.
10. **FOR**  To consider and, and if deemed advisable, to approve, with or without variation, a special  
**AGAINST**  resolution authorizing the directors to fix the number of directors between the minimum and the maximum, the details of which are contained under the heading "Particulars of Matters to be Acted Upon – Board Size" in the accompanying Management Information Circular.

If any amendments or variations to the matters referred to above or to any other matters identified in the notice of meeting are proposed at the Meeting or any adjournment or adjournments thereof, or if any other matters which are not now known to management should properly come before the Meeting or any adjournment or adjournments thereof, this proxy confers discretionary authority on the person voting the proxy to vote on such amendments or variations or such other matters in accordance with the best judgment of such person. **To be valid, this proxy must be received by the Company's transfer agent, Capital Transfer Agency ULC, 390 Bay Street, Suite 920, Toronto, Ontario, M5H 2Y2, Fax Number: 416.350.5008, not later than 48 hours, excluding Saturdays, Sundays and statutory holidays in the City of Toronto, Ontario, prior to the Meeting or any adjournment thereof. 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.**

This proxy revokes and supersedes all proxies of earlier date.

DATED this \_\_\_\_ day of \_\_\_\_\_, 2019.

Online Voting Instructions:

\_\_\_\_\_  
Signature of Shareholder

\_\_\_\_\_  
Name of Shareholder (Please Print)

\_\_\_\_\_  
Number of Shares Held

## NOTES AND INSTRUCTIONS

### THIS PROXY IS SOLICITED BY MANAGEMENT OF THE COMPANY

1. The shares represented by this proxy will be voted. Where a choice is specified, the proxy will be voted as directed. **Where no choice is specified, this proxy will be voted in favour of the matters listed on the proxy.** The proxy confers discretionary authority on the above named person to vote in his or her discretion with respect to amendments or variations to the matters identified in the notice of meeting accompanying the proxy or such other matters which may properly come before the Meeting.
2. Each shareholder has the right to appoint a person other than management designees specified above to represent them at the Meeting. Such right may be exercised by inserting in the space provided the name of the person to be appointed, who need not be a shareholder of the Company.
3. Each shareholder must sign this proxy. Please date the proxy. If the shareholder is a corporation, the proxy must be executed by an officer or attorney thereof duly authorized.
4. If the proxy is not dated in the space provided, it is deemed to bear the date of its mailing to the shareholders of the Company.
5. 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 must sign this proxy with signing capacity stated, and you may be required to provide documentation evidencing your power to sign this proxy.
6. This proxy should be signed in the exact manner as the name(s) appear(s) on the proxy.
7. This proxy should be read in conjunction with the accompanying documentation provided by management of the Company.
8. If the shareholder appoints any of the persons designated above, **including persons other than Management Designees**, as proxy to attend and act at the Meeting:
  - (a) the shares represented by the proxy will be voted in accordance with the instructions of the shareholder on any ballot that may be called for;
  - (b) where the shareholder specifies a choice in the proxy with respect to any matter to be acted upon, the shares represented by the proxy shall be voted accordingly; and
  - (c) **IF NO CHOICE IS SPECIFIED WITH RESPECT TO THE MATTERS LISTED ABOVE, THE PROXY WILL BE VOTED FOR SUCH MATTERS.**