



MYDECINE INNOVATIONS GROUP INC.

Security Class: Common Shares

FORM OF PROXY

Annual General & Special Meeting to be held on Tuesday, August 2, 2022

This Form of Proxy is solicited by and on behalf of Management.

Notes to proxy

Every holder has the right to appoint some other person or company of their choice, who need not be a holder, to attend and act on their behalf at the meeting or any adjournment or postponement thereof. If you wish to appoint a person or company other than the persons whose names are printed herein, please insert the name of your chosen proxyholder in the space provided.

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.

This proxy should be signed in the exact manner as the name(s) appear(s) on the proxy.

If this proxy is not dated, it will be deemed to bear the date on which it is mailed by Management to the holder.

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 overleaf. 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.

This proxy confers discretionary authority in respect of amendments or variations to matters identified in the Notice of Meeting or other matters that may properly come before the meeting or any adjournment or postponement thereof.

This proxy should be read in conjunction with the accompanying documentation provided by Management.

Proxies submitted must be received by 10:00 am (Toronto Time), on Friday, July 29, 2022, 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.

| VOTING METHODS | |
|----------------------------|---|
| MAIL or HAND DELIVERY | National Securities Administrators Ltd. 702 – 777 Hornby Street Vancouver, BC V6Z 1S4 |
| FACSIMILE – 24 Hours a Day | 604-559-8908 |
| EMAIL | proxy@transferagent.ca |
| ONLINE | As listed on Form of Proxy or Voter Information Card |

If you vote by FAX, EMAIL or On-Line, DO NOT mail back this proxy.

Voting by mail, fax or by email are the only methods by which a holder may appoint a person as proxyholder other than the Management nominees named on the reverse of this proxy.



Appointment of Proxyholder

I/We, being holder(s) of **Mydecine Innovations Group Inc.** hereby appoint: **JOSHUA DAVID BARTCH, Chief Executive Officer**, or, failing him, **DEAN DITTO, Chief Financial Officer**

OR Print the name of the person you are appointing if this person is someone other than the Management Nominee listed herein.

as my/our proxyholder with full power of substitution and to attend, act and to vote for and on behalf of the shareholder 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 General and Special Meeting of shareholders of **Mydecine Innovations Group Inc.** to be held at the offices of Miller Thomson LLP, Scotia Plaza, Suite 5800, 40 King Street West, Toronto, Ontario M5H 4A9 **on Tuesday, August 2, 2022 at 10:00 am (Toronto Time)**, and at any adjournment or postponement thereof.

VOTING RECOMMENDATIONS ARE INDICATED BY HIGHLIGHTED TEXT OVER THE BOXES.

1. Election of Directors

| | For | Withheld |
|-------------------------------|--------------------------|--------------------------|
| i) DAVID JOSHUA BARTCH | <input type="checkbox"/> | <input type="checkbox"/> |
| ii) DAMON MICHAELS | <input type="checkbox"/> | <input type="checkbox"/> |
| iii) JOSEPHINE WU | <input type="checkbox"/> | <input type="checkbox"/> |
| iv) ROBERT ROSCOW | <input type="checkbox"/> | <input type="checkbox"/> |
| v) DR. SAEID BABAEI | <input type="checkbox"/> | <input type="checkbox"/> |
| vi) DR. VICTORIA HALE | <input type="checkbox"/> | <input type="checkbox"/> |
| vii) TODD HEINZL | <input type="checkbox"/> | <input type="checkbox"/> |

2. Appointment of Auditor

| | For | Withheld |
|--|--------------------------|--------------------------|
| To appoint MNP LLP as auditor of the Company for the ensuing year and to authorize the directors to fix their remuneration; | <input type="checkbox"/> | <input type="checkbox"/> |

3. Other Matters

| | For | Against |
|---|--------------------------|--------------------------|
| (i) To authorize and approve, by ordinary resolution of disinterested shareholders, the re-pricing of all of the issued and outstanding stock options issued by Mydecine Innovations Group Inc. (the " Company ") to various key employees, to have an exercise price of \$0.76. | <input type="checkbox"/> | <input type="checkbox"/> |
| (ii) To authorize and approve, by special resolution of disinterested shareholders, the re-pricing of the conversion price of the convertible secured subordinated debenture dated December 9, 2021 issued by the Company to one of its existing shareholders (the " Debenture ") to have a conversion price of \$1.15 per common share. | <input type="checkbox"/> | <input type="checkbox"/> |
| (iii) To authorize and approve, by special resolution of disinterested shareholders, the re-pricing of the common share purchase warrants issued by the Company to one of its existing shareholders in connection with the Debenture to have a conversion price of \$1.15 per common share. | <input type="checkbox"/> | <input type="checkbox"/> |
| (iv) To authorize and approve, by ordinary resolution, the increase of the total number of common shares issuable under the Company's 2021 Equity Incentive Plan from 1,600,000 to 10,000,000, as further described in the Company's accompanying Management Information Circular. | <input type="checkbox"/> | <input type="checkbox"/> |
| (v) To transact such other business that may be brought properly before the Meeting and any adjournment or postponement of the Meeting. | <input type="checkbox"/> | <input type="checkbox"/> |

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

Signature(s)

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.**

Print Name(s) & Signing Capacity(ies), if applicable

Date (MM-DD-YY)
THIS PROXY MUST BE DATED