ALGERNON PHARMACEUTICALS INC.



Appointment of Proxyholder

I/We, being holder(s) of Class A Common shares of Algernon Pharmaceuticals Inc. (the "Company"), hereby appoint: Christopher Moreau, Chief Executive Officer or Michael Sadhra, Chief Financial Officer, OR

To attend the meeting or to appoint someone to attend on your behalf, print that name here

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, in accordance with the recommendations of management) on all the following matters and any other matter that may properly come before the Annual Meeting of Shareholders of the Company to be held at 10:00am (Vancouver Time) on August 18, 2020, at Suite 915, 700 West Pender Street, Vancouver, BC, Canada (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.

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

Management recommends voting FOR Resolutions 1 to 3. Please use a dark black pencil or pen.

1. Election of Directors	FOR	WITHHOLD
1. Michael Sadhra		
2. Raj Attariwala		
3. David Levine		
4. Christopher Moreau		
		FOR AGAINST WITHHOLD
2 Appointment of Auditors		
To appoint Smythe LLP, Chartered Professional Accountants as A	Auditor of the Compa	any
3. Number of Directors		
To fix the number of directors at four (4)		

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 and MD&A

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 t the Meeting.

If no voting instructions are indicated above, this proxy will be voted in accordance with the recommendations of management. On any amendments or variations proposed or any new business properly submitted before the Meeting, I/We authorize the appointee to vote as they 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 August 14, 2020

Proxy Form – Annual Meeting of Shareholders of Algernon Pharmaceuticals Inc. to be held on August 18, 2020 (the "Meeting")

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.

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

How to Vote

INTERNET	TELEPHONE	
Go to https://astvotemyproxy.com	Use any touch-tone phone, call toll free in Canada and United	
Cast your vote online	States	
View Meeting documents	1-888-489-7352 and follow the voice instructions	
To vote using your smartphone, please scan this QR Code →		
	ontrol number. If you vote by Internet or telephone, do not return	
this proxy.	IL, FAX or EMAIL	
Complete and return your signed proxy in the envelope provided or send to:		
AST Trust Company (Canada)		
P.O. Box 721		
Agincourt, ON M1S 0A1		
You may alternatively fax your proxy to 416-368-2502 or toll free in Canada and United States to 1-866-781-3111 or scan and email to proxyvote@astfinancial.com.		
An undated proxy is deemed to be dated on the day it was received by AST Trust Company (Canada).		



All proxies must be received by August 14, 2020.