

PHARMALA BIOTECH HOLDINGS INC. (the "Corporation")

Record Date: May 25, 2026

Control Number:

Meeting Date: July 9, 2026

Proxy Deadline: July 7, 2026

Shares to Vote:

VOTING INSTRUCTION FORM ("VIF") - ANNUAL GENERAL AND SPECIAL MEETING TO BE HELD ON JULY 9, 2026

Please vote your shares prior to Deadline listed below using one of the following options:

1. Online at www.voteproxy.ca and by registering using your control number provided above;
2. By fax by sending your voting instructions to 416-360-7812; or
3. By emailing info@marrellitrust.ca; or
4. By returning the completed proxy form via letter mail to Marrelli Trust Company Limited, c/o DSA Corporate Services LP., 82 Richmond Street East, 2nd Fl., Toronto, Ontario M5C 1P1.

NOTICE AND ACCESS

The Canadian securities regulators have adopted rules which permit the use of notice-and-access for proxy solicitation instead of delivering printed copies of proxy materials to each shareholder. This process provides the Corporation the ability to post meeting related materials including management information circulars and financial statements and management's discussion and analysis on a website in addition to SEDAR+. Under notice-and-access, proxy materials will be available for viewing up to one (1) year from the date of posting and a paper copy of the materials can be requested at any time during this period.

Disclosure regarding each of the matters to be voted on is in the information circular in the sections entitled "Particulars of Matters to be Acted Upon at the Meeting - Election of Directors", "Particulars of Matters to be Acted Upon at the Meeting - Re-appointment of Auditors", "Particulars of Matters to be Acted Upon at the Meeting - Re-Approval of Equity Incentive Plan", and "Particulars of Matters to be Acted Upon at the Meeting - Share Consolidation". You should review the information circular before voting.

PharmAla Biotech Holdings Inc. has elected to utilize notice-and-access and provide you with the following information:

1. Meeting materials are available electronically at www.sedarplus.ca and also at www.pharmala.ca.
2. If you wish to receive a paper copy of the proxy materials or have questions about notice-and-access, please call 1-844-682-5888 or email info@marrellitrust.ca. In order to receive a paper copy in time to vote before the meeting, your request should be received no later than June 25, 2026.

NON-REGISTERED (BENEFICIAL) SECURITYHOLDERS

1. We are sending to you the enclosed proxy-related materials that relate to a meeting of the holders of the series or class of securities that are held on your behalf by the intermediary identified above. Unless you attend the meeting and vote in person, your securities can be voted only by management, as proxy holder of the registered holder, in accordance with your instructions.
2. We are prohibited from voting these securities on any of the matters to be acted upon at the meeting without your specific voting instructions. In order for these securities to be voted at the meeting, it will be necessary for us to have your specific voting instructions. Please complete and return the information requested in this VIF to provide your voting instructions to us promptly.
3. If you want to attend the meeting and vote in person, please write your name in the place provided for that purpose in this form. You can also write the name of someone else whom you wish to attend the meeting and vote on your behalf. Unless prohibited by law, the person whose name is written in the space provided will have full authority to present matters to the meeting and vote on all matters that are presented at the meeting, even if those matters are not set out in this form or the information circular. Consult a legal advisor if you wish to modify the authority of that person in any way. If you require help, please contact the Registered Representative who services your account.
4. This VIF should be signed by you in the exact manner as your name appears on the VIF. If these voting instructions are given on behalf of a corporation set out the full legal name of the corporation, the name and position of the person giving voting instructions on behalf of the corporation and the address for service of the corporation.
5. If this VIF is not dated, it will be deemed to bear the date on which it is mailed by management to you.
6. When properly signed and delivered, securities represented by this VIF will be voted as directed by you, however, if such a direction is not made in respect of any matter, the VIF will direct the voting of the securities to be made as recommended in the documentation provided by Management for the meeting.
7. This VIF confers discretionary authority on the appointee to vote as the appointee sees fit in respect of amendments or variations to matters identified in the notice of meeting or other matters as may properly come before the meeting or any adjournment thereof.
8. Your voting instructions will be recorded on receipt of the VIF.
9. By providing voting instructions as requested, you are acknowledging that you are the beneficial owner of, and are entitled to instruct us with respect to the voting of, these securities.
10. This VIF confers discretionary authority to vote on such other business as may properly come before the Meeting or any adjournment or postponement thereof.
11. This VIF should be read in conjunction with the information circular and other proxy materials provided by Management.

VIFS SUBMITTED MUST BE RECEIVED BY 11:00 AM, TORONTO TIME, ON JULY 7, 2026

APPOINTEE(S)

We, being holder(s) of securities of PHARMALA BIOTECH HOLDINGS INC. hereby appoints Nicholas Kadysh, President, Chief Executive Officer and Director, whom failing, or Kevin Roy, Director of the Corporation (together, the "Management Nominees"), or instead of any of them, the following appointee:

OR If you wish to attend in person or appoint someone else to attend on your behalf, print your name or the name of your appointee in this space (see Note #3).

as my/our appointee to attend, act and to vote in accordance with the following direction (or if no directions have been given, as the appointee sees fit) and all other matters that may properly come before the Annual General and Special Meeting of shareholders of PHARMALA BIOTECH HOLDINGS INC. to be held Thursday, July 9, 2026, at 11:00 a.m. (Toronto Time), at 1 Adelaide Street East, Suite 801, Toronto, Ontario M5C 2V9 Canada, and at any adjournment or postponement thereof.

VOTING RECOMMENDATIONS ARE INDICATED BY HIGHLIGHTED TEXT OVER THE BOXES.

1. Election of Directors

- (a) Nicholas Kadysh
- (b) Kevin Roy
- (c) Jodi Butts
- (d) Perry Tsergas
- (e) Fraser Macdonald
- (f) Lennie Ryer

For	Withhold
<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>

2. Re-appointment of Auditors

To consider and, if thought advisable, to pass, with or without variation, an ordinary resolution to re-appoint Clearhouse LLP, as the auditor of the Corporation until the earlier of the close of the next annual meeting of shareholders or their earlier resignation or replacement, and to authorize the audit committee of the board of directors of the Corporation (the "Board") to fix the auditor's remuneration.

For	Withhold
<input type="checkbox"/>	<input type="checkbox"/>

3. Re-Approval of Equity Incentive Plan

To consider and, if deemed advisable, pass an ordinary resolution of disinterested shareholders re-approving the Corporation's omnibus equity incentive plan

For	Against
<input type="checkbox"/>	<input type="checkbox"/>

4. Share Consolidation

To consider, and if thought advisable, to pass, with or without variation, a special resolution authorizing and approving the consolidation of the issued and outstanding common shares in the capital of the Corporation ("Common Shares") of up to one hundred (100) pre-consolidation Common Shares for one (1) post-consolidation Common Share, with the timing and exact ratio to be determined by the Board at a later date.

For	Against
<input type="checkbox"/>	<input type="checkbox"/>

This VIF MUST BE SIGNED. This signed VIF revokes and supersedes all previously dated and signed proxies.

Signature of authorized signatory

Please Print Name	Date (mm/dd/yyyy)
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FINANCIAL STATEMENTS REQUEST

In accordance with securities regulations, shareholders may elect annually to receive financial statements, or a notice advising how to access financial statements, if they so request. If you wish to receive such mailings, please mark your selection.

INTERIM FINANCIAL REPORTS

Mark the box to the right if you would like to RECEIVE Interim Financial Statements and accompanying Management's Discussion & Analysis by mail.

ANNUAL FINANCIAL REPORT

Mark the box to the right if you would like to RECEIVE Annual Financial Statements and accompanying Management's Discussion and Analysis by mail.

To request the receipt of future documents via email, you may contact Marrelli Trust Company Limited at info@marrellitrust.ca.