



000001

Mr A Sample
Designation (if any)
Add1
Add2
add3
add4
add5
add6

Security Class
COMMON CLASS
Holder Account Number
C1234567890 IND
Intermediary
ABCD

Fold

Voting Instruction Form ("VIF") - Annual General and Special Meeting to be held on May 18, 2021

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 body corporate set out the full legal name of the body corporate, the name and position of the person giving voting instructions on behalf of the body corporate and the address for service of the body corporate.**
5. If a date is not inserted in the space provided on the reverse of this VIF, it will be deemed to bear the date on which it was 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, and the VIF appoints the Management Nominees, the VIF will direct the voting of the securities to be made as recommended in the documentation provided by Management for the meeting.**
7. Unless prohibited by law, 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. 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.
9. If you have any questions regarding the enclosed documents, please contact the Registered Representative who services your account.
10. This VIF should be read in conjunction with the information circular and other proxy materials provided by Management.

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VIFs submitted must be received by 10:00 am, Toronto Time, on May 14, 2021.

VOTE USING THE TELEPHONE OR INTERNET 24 HOURS A DAY 7 DAYS A WEEK!



To Vote Using the Telephone

- Call the number listed BELOW from a touch tone telephone.

1-866-734-VOTE (8683) Toll Free



To Vote Using the Internet

- Go to the following web site: www.investorvote.com
- **Smartphone?**
Scan the QR code to vote now.



To Virtually Attend the Meeting

- You can attend the meeting virtually by visiting the URL provided on the back of this proxy.

If you vote by telephone or the Internet, DO NOT mail back this VIF.

Voting by mail may be the only method for securities held in the name of a corporation or securities being voted on behalf of another individual. **Voting by mail or by Internet** are the only methods by which a holder may choose an appointee other than the Management appointees named on the reverse of this VIF. Instead of mailing this VIF, you may choose one of the two voting methods outlined above to vote this VIF.

To vote by telephone or the Internet, you will need to provide your CONTROL NUMBER listed below.

CONTROL NUMBER 123456789012345



Appointee(s)

I/We being holder(s) of securities of Briacell Therapeutics Corp. (the "Company") hereby appoint: Mr. Jamieson Bondarenko, or failing this person, Dr. William V. Williams (the "Management Nominees")

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 on reverse).

[Empty box for appointee name]

Note: If completing the appointment box above YOU MUST go to https:// www.computershare.com/Briacell and provide Computershare with the name and email address of the person you are appointing. Computershare will use this information ONLY to provide the appointee with a user name to gain entry to the online meeting.

as my/our proxyholder with full power of substitution and to attend, act and to vote for and on behalf of the voter in accordance with the following direction (or if no directions have been given, as the proxyholder sees fit) and on all other matters that may properly come before the Annual General and Special Meeting of shareholders of the Company to be held online at https:// web.lumiagm.com/483161345, on May 18, 2021 at 10:00 am, and at any adjournment or postponement thereof.

VOTING RECOMMENDATIONS ARE INDICATED BY HIGHLIGHTED TEXT OVER THE BOXES.

1. Number of Directors

To set the number of Directors at six (6).

For [] Against []

2. Election of Directors

Table with 6 columns: Director Name, For, Withhold, Director Name, For, Withhold, Director Name, For, Withhold. Includes names like Dr. William V. Williams, Mr. Jamieson Bondarenko, etc.

3. Appointment of Auditors

Appointment of MNP LLP as Auditors of the Company for the ensuing year and authorizing the Directors to fix their remuneration.

For [] Withhold []

4. Renewal of Stock Option Plan

Company's Stock Option Plan be and is hereby confirmed and approved as the Stock Option Plan of the Company until the next annual general and special meeting of the Company.

For [] Against []

5. Ratification of Setting Number of Directors for 2019

To ratify the setting of the number of directors at six (6) for the 2019 fiscal year.

[] []

6. Ratification of Election of Directors for 2019

To ratify the election of William V. Williams, Jamieson Bondarenko, Richard Berman, Vaughn C. Embro-Pantalony, Rebecca Taub, and Charles Wiseman for the 2019 fiscal year.

[] []

7. Ratification of Appointment of Auditor for 2019

To ratify, confirm and approve the appointment of MNP LLP, as the auditor of the Company for the fiscal year ended December 31, 2019 and to authorize the directors of the Company to fix the remuneration to be paid to the auditor for the fiscal year ended July 31, 2019.

[] []

8. Ratification of Stock Option Plan for 2019

Company's Stock Option Plan be and is hereby ratified, confirmed and approved as the Stock Option Plan of the Company for the prior fiscal year ended July 31, 2019.

[] []

9. Ratification of Holding of 2019 AGM

The holding of the Company's 2019 annual general and special meeting on May 18, 2021 be and is hereby ratified, confirmed and approved.

[] []

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

I/We authorize you to act in accordance with my/our instructions set out above. I/We hereby revoke any VIF previously given with respect to the Meeting. If no voting instructions are indicated above, and the VIF appoints the Management Nominees, this VIF will be voted as recommended by Management.

Signature(s)

Date

[Signature box]

MM / DD / YY

Interim Financial Statements – Mark this box if you would like to receive Interim Financial Statements and accompanying Management's Discussion and Analysis by mail.

[]

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

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If you are not mailing back your VIF, you may register online to receive the above financial report(s) by mail at www.computershare.com/maillinglist.