ANNUAL GENERAL MEETING OF SHAREHOLDERS OF CAN-FITE BIOPHARMA LTD.

July 31, 2023, 3:00 p.m. (Israel time)

Please date, sign and mail
your proxy card in the
envelope provided as soon
as possible.

THE BOARD OF DIRECTORS RECOMMENDS A VOTE "FOR" EACH OF THE PROPOSALS FOR THE MEETING

PLEASE SIGN, DATE AND RETURN PROMPTLY IN THE ENCLOSED ENVELOPE. PLEASE MARK YOUR VOTE IN BLUE OR BLACK INK AS SHOWN HERE ⊠

1. To re-elect Abraham Sartani to the Company's Board of Directors as a Class I director, until his term expires in accordance with his class.

□ FOR □ AGAINST □ ABSTA	□ FOR	□ AGA	INST 🛛	ABSTAIN
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2. To re-elect Yaacov Goldman as one of the Company's external directors for a three-year term ending July 24, 2026.

□ F	OR		AGAINST		ABSTAIN
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2A. Please mark <u>YES</u> if you are a controlling shareholder or have a personal interest in the said resolution, as such terms are defined in the Proxy Statement of the Company. Please mark <u>NO</u> if you are not. IF YOU DO NOT MARK ONE OF THE BOXES YOUR VOTE SHALL NOT BE COUNTED.

	YES		NO
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3. To approve the grant of options to each of the Company's directors, excluding Dr. Pnina Fishman as described in the accompanying proxy statement.

	FOR		AGAINST		ABSTAIN
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4. To approve the grant of options to Dr. Pnina Fishman, the Company's incoming Chairman of the Board, as described in the accompanying proxy statement.

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4A. Please mark <u>YES</u> if you are a controlling shareholder or have a personal interest in the said resolution, as such terms are defined in the Proxy Statement of the Company. Please mark <u>NO</u> if you are not. IF YOU DO NOT MARK ONE OF THE BOXES YOUR VOTE SHALL NOT BE COUNTED.

YES	NO
110	110

5. To approve amendments to the terms of employment for Dr. Pnina Fishman as the Company's incoming Chairman of the Board of Directors, as described in the accompanying proxy statement.

□ FOR □ AGAINST □ ABSTAIN

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5A. Please mark <u>VES</u> if you are a controlling shareholder or have a personal interest in the said resolution, as such terms are defined in the Proxy Statement of the Company. Please mark <u>NO</u> if you are not. **IF YOU DO NOT MARK ONE OF THE BOXES YOUR VOTE SHALL NOT BE** COUNTED.

□ YES □ NO

- 6. To approve amendments to the terms of employment for Mr. Motti Farbstein as the Company's incoming Chief Executive Officer, as described in the accompanying proxy statement.
 - □ FOR □ AGAINST □ ABSTAIN
- 6A. Please mark <u>YES</u> if you are a controlling shareholder or have a personal interest in the said resolution, as such terms are defined in the Proxy Statement of the Company. Please mark <u>NO</u> if you are not. **IF YOU DO NOT MARK ONE OF THE BOXES YOUR VOTE SHALL NOT BE COUNTED**.
 - □ YES □ NO
- 7. To approve the re-appointment of Kost Forer Gabbay & Kasierer, registered public accounting firm, a member firm of Ernst & Young Global, as the Company's registered public accounting firm for the year ending December 31, 2023 and until the Company's next annual general meeting of shareholders, and to authorize the audit committee to fix such accounting firm's compensation.

□ FOR □ AGAINST □ ABSTAIN

In their discretion, the proxies are authorized to vote upon such other matters as may properly come before the Annual Meeting or any adjournment or postponement thereof.

	Date:	, 2023		Date:	_, 2023
SIGNATURE	_		SIGNATURE		

Please sign exactly as your name appears on this Proxy. When shares are held jointly, each holder should sign. When signing as executor, administrator, trustee or guardian, please give full title as such. If the signed is a corporation, please sign full corporate name by duly authorized officer, giving full title as such. If signer is a partnership, please sign in partnership name by authorized person.

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