

CAN-FITE BIOPHARMA LTD.

PROXY FOR THE ANNUAL GENERAL MEETING OF SHAREHOLDERS
TO BE HELD ON MAY 31, 2021

THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS.

The undersigned hereby appoints Ilan Cohen, Chairman of the Board and Dr. Pnina Fishman, Chief Executive Officer and each of them, attorneys, agents and proxies of the undersigned, with full power of substitution to each of them, to represent and to vote on behalf of the undersigned all the ordinary shares in Can-Fite BioPharma Ltd. (the "Company") which the undersigned is entitled to vote at the 2021 Annual General Meeting of Shareholders (the "Annual Meeting") to be held at the offices of the Company, 10 Bareket Street, Petach Tikva, Israel, on Monday, **May 31, 2021** at 3:00 p.m. (Israel time), and at any adjournments or postponements thereof, upon the following matters, which are more fully described in the Notice of Annual General Meeting of Shareholders (the "Notice") and Proxy Statement relating to the Annual Meeting, or Proxy Statement.

The undersigned acknowledges receipt of the Notice of the Annual General Meeting of Shareholders and Proxy Statement of the Company relating to the Meeting. All terms that are not defined in this Proxy shall have the same meaning of such terms in the Notice and/or the Proxy Statement.

This Proxy, when properly executed, will be voted in the manner directed herein by the undersigned. If no direction is made with respect to any matter, this Proxy will be voted FOR such matter. Any and all proxies heretofore given by the undersigned are hereby revoked.

(Continued and to be signed on the reverse side)

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

May 31, 2021, 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 Ilan Cohen to the Company's Board of Directors as a Class II director, until his term expires in accordance with his class.
- FOR AGAINST ABSTAIN
2. To approve the grant of options to Pnina Fishman, the Company's Chief Executive Officer and director, as described in the accompanying proxy statement.
- FOR AGAINST ABSTAIN
- 2A. Please mark **YES** 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 **NO** if you are not. **IF YOU DO NOT MARK ONE OF THE BOXES YOUR VOTE SHALL NOT BE COUNTED.**
- YES NO
3. To increase the Company's authorized share capital by 4,000,000,000, such that following the increase, the authorized share capital shall equal NIS 1,000,000,000 divided into 5,000,000,000 ordinary shares, par value NIS 0.25 each, and to amend the Company's articles of association accordingly.
- FOR AGAINST ABSTAIN
4. To approve the amendment to the Company's Compensation Policy in relation to the Directors and Officers Insurance policy by an increase of the annual premium payable for the directors' and officers' insurance policy.
- FOR AGAINST ABSTAIN
5. 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, 2021 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: ____, 2021

Date: ____, 2021

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.
