

**Annual General Meeting of Shareholders of
Can-Fite BioPharma Ltd.**

Date: December 2, 2020

See Voting Instructions On Reverse Side.

Please make your marks like this: ☒ Use pen only

1. To re-elect Avraham Sartani to the Company's Board of Directors until his term expires in accordance with his class.

For ☐ Against ☐ Abstain ☐

2. To re-elect Israel Shamay to the Company's Board of Directors as an external director for a three-year term ending December 30, 2023.

☐ ☐ ☐

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 shares will not be counted.

Yes ☐ No ☐

3. 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, 2020 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 ☐

**Annual General Meeting of Shareholders of
Can-Fite BioPharma Ltd.
to be Held on December 2, 2020
for Holders as of November 2, 2020**



- Mark, sign and date your Voting Instruction Form.
- Detach your Voting Instruction Form.
- Return your Voting Instruction Form in the postage-paid envelope provided.

All votes must be received by 12:00 p.m. E.T. on November 25, 2020

**PROXY TABULATOR FOR
CAN-FITE BIOPHARMA LTD.
P.O. BOX 8016
CARY, NC 27512-9903**

↑ Please separate carefully at the perforation and return just this portion in the envelope provided. ↑



EVENT #

CLIENT #

**Authorized Signatures - This section must be
completed for your instructions to be executed.**

Please Sign Here

Please Date Above

Please Sign Here

Please Date Above

Copyright © 2020 Mediant Communications Inc. All Rights Reserved.

Can-Fite BioPharma Ltd.
Instructions to The Bank of New York Mellon, as Depositary
(Must be received prior to 12:00 p.m. E.T. on November 25, 2020)

The undersigned registered owner of American Depositary Shares hereby requests and instructs The Bank of New York Mellon, as Depositary, to endeavor, in so far as practicable, to vote or cause to be voted the amount of Shares or other Deposited Securities represented by such Shares of **Can-Fite BioPharma Ltd.** (the "Company"), registered in the name of the undersigned on the books of the Depositary as of the close of business on **November 2, 2020** at the **Annual General Meeting of Shareholders** of the Company to be held on **December 2, 2020 at 12:00 p.m.** (Israel time), at the offices of the Company, located at 10 Bareket Street, Petach Tikva, Israel, and at any adjournments or postponements thereof, in respect of the resolutions specified on the reverse side.

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

NOTES:

1. Please direct the Depositary how to vote by placing an X in the box opposite each agenda item.
2. It is understood that, if this form is signed and returned but no instructions are indicated in the boxes, then a discretionary proxy will be given to a person designated by the Company.
3. If no voting instructions are received by the Depositary from a Holder (either because no voting instructions are returned to the Depositary by a Holder or because the voting instructions are incomplete, illegible, or unclear), the depositary shall have no obligation to, and shall not, exercise any voting rights attaching to such Deposited Shares.

(Continued and to be marked, dated and signed, on the other side)

PROXY TABULATOR FOR
Can-Fite BioPharma Ltd.
P.O. Box 8016
CARY, NC 27512-9803