

CAN-FITE BIOPHARMA LTD.

**PROXY FOR THE ANNUAL GENERAL MEETING OF SHAREHOLDERS  
TO BE HELD ON DECEMBER 2, 2020**

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 2020 Annual General Meeting of Shareholders (the "Annual Meeting") to be held at the offices of the Company, 10 Bareket Street, Petach Tikva, Israel, on Wednesday, **December 2, 2020** at 12:00 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)**

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

December 2, 2020, 12.00 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 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.

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 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

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.

\_\_\_\_\_  
SIGNATURE Date: \_\_\_\_\_, 2020

\_\_\_\_\_  
SIGNATURE Date: \_\_\_\_\_, 2020

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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