

REPLICEL LIFE SCIENCES INC.



United Kingdom Building
350 – 409 Granville Street
Vancouver BC V6C 1T2

Form of Proxy – Annual General and Special Meeting to be held on January 16, 2025

Appointment of Proxyholder

I/We being the undersigned holder(s) of REPLICEL LIFE SCIENCES INC. hereby appoint **Andrew Schutte** or failing this person, **David Hall**

OR

Print the name of the person you are appointing if this person is someone other than the Management Nominees listed herein:

as my/our proxyholder with full power of substitution and to attend, act, and to vote for and on behalf of the holder in accordance with the following direction (or if no directions have been given, as the proxyholder sees fit) and all other matters that may properly come before the **Annual General and Special Meeting** of **REPLICEL LIFE SCIENCES INC.** (the “**Company**”) to be held at the offices of Clark Wilson LLP, 900 - 885 West Georgia Street, Vancouver, BC and via Microsoft Teams at <https://www.microsoft.com/en-ca/microsoft-teams/join-a-meeting> with Meeting ID: **214 726 360 988** and Passcode: **o6Nk6xU3**, on January 16, 2025 at **2:00 pm (PT)** or at any adjournment thereof.

1. Number of Directors. To set the number of directors to be elected at the Meeting at three (3).						For <input type="checkbox"/>	Against <input type="checkbox"/>
2. Election of Directors.	For	Withhold	For	Withhold		For	Withhold
a. David Hall	<input type="checkbox"/>	<input type="checkbox"/>	b. Peter Lewis	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
c. Jamie Mackay						<input type="checkbox"/>	<input type="checkbox"/>
3. Appointment of Auditors. Appointment of Mao & Ying LLP as Auditors of the Company for the ensuing year and authorizing the Directors to fix their remuneration.						For <input type="checkbox"/>	Withhold <input type="checkbox"/>
4. Equity Incentive Plan. To consider and, if thought fit, to pass an ordinary resolution to ratify the Company’s 2023 Equity Incentive Plan, as described in the Company’s management information circular (the “ Circular ”).						For <input type="checkbox"/>	Against <input type="checkbox"/>
5. Special Resolution – Approve Transaction. To consider and, if thought advisable, to pass, with or without variation, a special resolution (the “ Disposition Resolution ”), the full text of which is set forth in Appendix A to the Circular, approving the sale of all or substantially all of the undertaking of the Company (the “ Transaction ”) in accordance with the <i>Business Corporations Act</i> (British Columbia), as contemplated by the Asset Purchase and License Agreement dated August 6, 2024 entered into between the Company and 1456390 B.C. Ltd.						For <input type="checkbox"/>	Against <input type="checkbox"/>
6. Delisting of the Company’s Shares from the TSX Venture Exchange. Conditional upon and effective as of the closing of the Transaction, consider and, if deemed advisable, pass an ordinary resolution, which is set forth in Appendix B to the Circular, approving the delisting of the Company’s common shares from the TSX Venture Exchange.						For <input type="checkbox"/>	Against <input type="checkbox"/>

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

Signature(s):

Date

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

MM / DD / YY

Interim Financial Statements – Check the box to the right if you would like to receive interim financial statements and accompanying Management’s Discussion & Analysis by mail. See reverse for instructions to sign up for delivery by email.

Annual Financial Statements – Check the box to the right if you would like to **RECEIVE** the Annual Financial Statements and accompanying Management’s Discussion and Analysis by mail. See reverse for instructions to sign up for delivery by email.

INSTEAD OF MAILING THIS PROXY, YOU MAY SUBMIT YOUR PROXY USING SECURE ONLINE VOTING AVAILABLE ANYTIME:

This form of proxy is solicited by and on behalf of Management. Proxies must be received by 2:00 pm (PT), on January 14, 2025.

Notes to Proxy

1. Each holder has the right to appoint a person, who need not be a holder, to attend and represent them at the Meeting. If you wish to appoint a person other than the persons whose names are printed herein, please insert the name of your chosen proxyholder in the space provided on the reverse.
2. If the securities are registered in the name of more than one holder (for example, joint ownership, trustees, executors, etc.) then all of the registered owners must sign this proxy in the space provided on the reverse. If you are voting on behalf of a corporation or another individual, you may be required to provide documentation evidencing your power to sign this proxy with signing capacity stated.
3. This proxy should be signed in the exact manner as the name appears on the proxy.
4. If this proxy is not dated, it will be deemed to bear the date on which it is mailed by Management to the holder.
5. The securities represented by this proxy will be voted as directed by the holder; however, if such a direction is not made in respect of any matter, this proxy will be voted as recommended by Management.
6. The securities represented by this proxy will be voted or withheld from voting, in accordance with the instructions of the holder, on any ballot that may be called for and, if the holder has specified a choice with respect to any matter to be acted on, the securities will be voted accordingly.
7. This proxy confers discretionary authority in respect of amendments to matters identified in the Notice of Meeting or other matters that may properly come before the meeting.
8. This proxy should be read in conjunction with the accompanying documentation provided by Management.



To Vote Your Proxy Online please visit:

<https://vote.odysseytrust.com>

You will require the CONTROL NUMBER printed with your address to the right.

If you vote by Internet, do not mail this proxy.

To request the receipt of future documents via email and/or to sign up for Securityholder Online services, you may contact Odyssey Trust Company at <https://odysseytrust.com/ca-en/help/>.

Voting by mail may be the only method for securities held in the name of a corporation or securities voted on behalf of another individual. A return envelope has been enclosed for voting by mail.

Other voting options:

1. By Email to proxy@odysseytrust.com; or
2. By mail or personal delivery to Odyssey Trust Company, Attn: Proxy Department, Suite 702, 67 Yonge St., Toronto, ON M5E 1J8; or
3. By fax to Odyssey, to the attention of the Proxy Department at 1-800-517-4553 (toll free within Canada and the U.S.) or 416-263-9524 (international)