

**VOTE ON INTERNET**

Go to <http://www.vstocktransfer.com/proxy> and log-on using the below control number.

**CONTROL #**

**VOTE BY MAIL**

Mark, sign and date your proxy card and return it in the envelope we have provided.

**VOTE BY FAX**

Mark, sign, date your proxy card and return it to 646-536-3179.

**VOTE BY EMAIL**

Mark, sign and date your proxy card and send it to [vote@vstocktransfer.com](mailto:vote@vstocktransfer.com).

**VOTE IN PERSON**

If you would like to vote in person, please attend the Special Meeting of shareholders to be held on April 29, 2019 at 11:00 a.m. (Toronto time) at the offices of Garfinkle Biderman LLP, 801-1 Adelaide Street East, Toronto, Ontario, Canada M5C 2V9.

\* SPECIMEN \*  
1 MAIN STREET  
ANYWHERE PA 99999-9999

Please Mark, Date, Sign and Return Promptly in the Enclosed Envelope.

**Special Meeting Proxy Card - Ehave, Inc. Common Stock**

▼ DETACH PROXY CARD HERE TO VOTE BY MAIL ▼

**The Board of Directors recommends you vote "FOR" for Proposals 1, 2, 3, and 4.**

(1) To set the number of directors of the Corporation at three (3) persons;

FOR  AGAINST  ABSTAIN

(2) Election of Directors:

FOR ALL NOMINEES LISTED BELOW (except as marked to the contrary below)  WITHHOLD AUTHORITY TO VOTE FOR ALL NOMINEES LISTED BELOW

**INSTRUCTION: TO WITHHOLD AUTHORITY TO VOTE FOR ONE OR MORE INDIVIDUAL NOMINEES STRIKE A LINE THROUGH THE NOMINEES' NAMES BELOW:**

01 Binyomin Posen 02 Zeke Kaplan 03 Prateek Dwivedi

(3) To consider a special resolution, authorizing the amendment of the Corporation's articles to consolidate the issued and outstanding common shares of the Corporation, as explained in the notice of Special Meeting of shareholders;

FOR  AGAINST  ABSTAIN

(4) To consider a special resolution to approve the sale of all or substantially all of the property of the Corporation, as explained in the notice of special meeting of shareholders;

FOR  AGAINST  ABSTAIN

NOTE: If any other matters properly come before the Special Meeting of shareholders calling for a vote of stockholders, then the shares represented by this proxy may be voted by the proxy holders in accordance with their best judgement.

**Date** \_\_\_\_\_ **Signature** \_\_\_\_\_ **Signature, if held jointly** \_\_\_\_\_

To change the address on your account, please check the box at right and indicate your new address.



# EHAVE, INC.

## Proxy for the Special Meeting of Shareholders TO BE HELD ON APRIL 29, 2019

**EHAVE, INC.**

### **THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS**

The undersigned, having received notice of the meeting therefore, and revoking all prior proxies, hereby appoints Prateek Dwivedi, and with full power of substitution, as proxy to represent and vote and act upon the following matters in respect of all shares of common stock of Ehave, Inc., a Canadian corporation (the “Company”), which the undersigned will be entitled to vote if personally present at the special meeting of the shareholders of the Company (the “Special Meeting”) to be held on April 29, 2019, at 11:00 a.m., Toronto time, at the office of Garfinkle Biderman LLP, Dynamic Funds Tower, Suite 801, 1 Adelaide Street East, Toronto, Ontario M5C 2V9, and at any adjournment or postponement thereof. The proxies are further authorized to vote, in their discretion, upon such other business as may properly come before the Special Meeting.

This proxy, when properly executed, will be voted as directed herein. If no direction is made, the proxy shall be voted **“FOR”** PROPOSAL 1, **“FOR”** ALL NOMINEES LISTED IN PROPOSAL 2, **“FOR”** PROPOSAL 3, AND **“FOR”** PROPOSAL 4.

In their discretion, the proxies are authorized to vote upon such other matters as may properly come before the Special Meeting or any postponements or adjournments of the Special Meeting.

Please check here if you plan to attend the Special Meeting on April 29, 2019 at 11:00 a.m. Toronto time.

**(Continued and to be signed on Reverse Side)**