Quantum Pharma Plc

(Company number 09269818)

PROXY FORM

I/We, being a member of the Company, and entitled to attend and vote at a general meeting of the Company, hereby appoint the person named below, or failing him/her, the Chairman of the meeting, as my/our proxy to attend, speak and vote on my/our behalf at the general meeting of the Company to be held at the following place and time, and at any adjournment thereof:

Name of member .....

Name of proxy: .....

Number of shares:.....

Place of meeting: Muckle LLP, Time Central, 32 Gallowgate, Newcastle upon Tyne, NE1 4BF.

Date of meeting: 10 November 2016 at 11.00 a.m.

Ordinary Resolution	**For**	**Against**	**Discretion**	**Withheld**
1. To authorise the Directors to allot the Placing Shares.				
Special Resolution				
2. To authorise the Directors to allot the Placing Shares on a non pre-emptive basis.				

Ordinary Resolution	**For**	**Against**	**Discretion**	**Withheld**
3. To authorise the Directors to allot shares for the purposes of section 551 of the Companies Act.				
Special Resolution				
4. To authorise the disapplication of statutory pre-emption rights in relation to the allotment of shares.				

Please indicate with a "X" in the relevant box how you wish the proxy to vote. If you place a "X" in the "Discretion" box, your proxy will have discretion to vote as he thinks fit.

Signature: .....

Date: 2016

Notes

1. As a member of the Company, you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at the meeting. You can only appoint a proxy using the procedures set out in these notes and the notes to the Notice of the General Meeting.
2. Appointment of a proxy does not preclude you from attending the meeting and voting in person. If you have appointed a proxy (or proxies) and attend the meeting in person, your proxy appointment(s) will automatically be terminated.
3. A proxy does not need to be a member of the Company but will need to attend the meeting to represent you. To appoint as your proxy a person other than the Chairman, insert their full name in the space provided. If you sign and return this proxy form with no name inserted in the space provided, the Chairman will be deemed to be your proxy. Where you appoint as your proxy someone other than the Chairman, you are responsible for ensuring that they attend the meeting and are aware of your voting intentions. If you wish your proxy to make any comments on your behalf, you will need to appoint someone other than the Chairman and give them the relevant instructions directly.
4. To direct your proxy how to vote on the resolutions mark the appropriate box with a 'X'. To withhold your vote on a resolution, mark the appropriate box with a 'X'. If you mark the "Withheld" box with a "X", your vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given on the proxy form, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote or abstain from voting as he or she thinks fit in relation to any other matter which is put before the meeting.
5. To appoint a proxy using this form, the form must be:
   – completed and signed;
   – sent or delivered to Capita Asset Services, PXS, 34 Beckenham Road, Beckenham, Kent, BR3 4TU;
   – received by Capita Asset Services no later than 11.00 a.m. on 8 November 2016;

   and accompanied by any power of attorney or other authority under which it is signed or a notarised copy of such power or a copy certified in accordance with the Powers of Attorney Act 1971 or in some other manner approved by the directors. Alternatively, subject to the provisions of the Company's articles of association, you may register your proxy appointment and instructions, or the termination of a proxy's authority, online by visiting the website of our registrars, Capita Asset Services, at www.capitashareportal.com. In order to use the online facility, you will need first to register on the Share Portal, if you have not already done so. Full instructions on how to use this service are available at www.capitashareportal.com. This website can be used only for the purpose stated above, and not for sending any other document or information.
6. In the case of a member which is a company, this proxy form must be executed under its common seal or signed on its behalf by a duly authorised officer of the company or an attorney for the company, stating their capacity (e.g. director, secretary).
7. Any alteration made to this form of proxy must be initialled. Any power of attorney or any other authority under which this proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.
8. CREST members who wish to appoint a proxy or proxies using the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual (available at www.euroclear.com/CREST), subject to the provisions of the Company's articles of association. To be valid, the appropriate CREST message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instructions given to a previously appointed proxy, must be transmitted so as to be received by our agent (ID: RA10) by 11.00 a.m. on 8 November 2016. Please refer to note 2.6 of the Notice for details.
9. In the case of joint holders of a share, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).
10. If the proxy is being appointed in relation to less than your full voting entitlement, please state, below the proxy holder's name, the number of shares in relation to which they are authorised to act as your proxy. If left blank or if a number of shares greater than your actual holding is inserted in such box your proxy will be deemed to be authorised in respect of your full voting entitlement (or if this proxy form has been issued in respect of a designated account for a shareholder, the full voting entitlement for that designated account).
11. You may appoint more than one proxy, provided each proxy is entitled to exercise rights attached to different shares. To appoint more than one proxy (an) additional proxy form(s) may be obtained by contacting Capita Asset Services or you may photocopy this form. Please indicate in the box next to the proxy holder's name the number of shares in relation to which they are authorised to act as your proxy. Please also indicate by ticking the box provided if the proxy instruction is one of multiple proxy instructions being given. All forms must be signed and should be returned together in the same envelope.
12. If you submit more than one valid proxy appointment in respect of your entire voting entitlement, the appointment received last before the latest time for the receipt of proxies will take precedence. To change your proxy instructions or terminate the proxy appointment, please refer to notes 2.8 and 2.9 of the Notice.
13. You may not use any electronic address provided in this proxy form to communicate with the Company for any purposes other than those expressly stated.

Only those shareholders registered in the register of members of the Company at close of business on 8 November 2016; or in the event of adjournment at close of business on the date which is two days before the adjourned meeting shall be entitled to attend or vote at the General Meeting in respect of the number of shares registered in their names at that time. Changes to entries on the register after this time shall be disregarded in determining the right of any person to attend and vote at the General Meeting.

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