

**ZENITH EPIGENETICS CORP.**

**INSTRUMENT OF PROXY FOR HOLDERS OF COMMON SHARES  
FOR THE ANNUAL MEETING OF SHAREHOLDERS OF ZENITH EPIGENETICS CORP.  
TO BE HELD ON WEDNESDAY, OCTOBER 8, 2014 AT 10:30 A.M. CALGARY TIME**

The undersigned shareholder of **Zenith Epigenetics Corp.** (the "Corporation") hereby appoints **Donald J. McCaffrey**, Chairman of the Corporation of the City of Calgary, in the Province of Alberta, or, failing him, **A. Brad Cann**, CFO of the Corporation of the City of Calgary, in the Province of Alberta, or failing him, or any of the foregoing, \_\_\_\_\_, as proxyholder of the undersigned, with full power of substitution, to attend, act and vote for and on behalf of the undersigned at the Annual meeting (the "Meeting") of holders of common shares of the Corporation (the "Shares") to be held on **Wednesday, October 8, 2014 at 10:30 a.m.** (Calgary time) at **the Calgary TELUS Convention Centre, The Glen Room 206, 120 – 9<sup>th</sup> Avenue S.E., Calgary, Alberta** and at any adjournment thereof, and on every ballot that may take place in consequence thereof to the same extent and with the same powers as if the undersigned were personally present at the Meeting with authority to vote at the said proxyholder's discretion, except as otherwise specified below.

Without limiting the general powers hereby conferred, the undersigned hereby directs the said proxyholder to vote the Shares represented by this Instrument of Proxy in the following manner (**check  the appropriate box**):

1. Setting the number of directors to be elected at the Meeting at six (6).

FOR \_\_\_\_\_ AGAINST \_\_\_\_\_

2. To elect the six (6) directors of the Corporation to hold office until the next annual meeting of shareholders or until their successors are elected or appointed:

Donald J. McCaffrey	FOR _____	WITHHOLD VOTE _____
Dr. Peter Johann	FOR _____	WITHHOLD VOTE _____
Kelly McNeill	FOR _____	WITHHOLD VOTE _____
Kenneth Zuerblis	FOR _____	WITHHOLD VOTE _____
Dr. Eldon R. Smith	FOR _____	WITHHOLD VOTE _____
Julie M. Cherrington	FOR _____	WITHHOLD VOTE _____

3. The re-appointment of KPMG LLP, Chartered Accountants as auditors of the Corporation and authorizing the directors to fix the remuneration to be paid to the auditors.

FOR \_\_\_\_\_ WITHHOLD VOTE \_\_\_\_\_

4. At the discretion of the said proxyholder, upon any amendment or variation of the above matters or any other matter that may be properly brought before the Meeting or any adjournment thereof in such manner as such proxy, in such proxyholder's sole judgment, may determine.

**This Instrument of Proxy is solicited on behalf of the management of the Corporation. The Shares represented by this Instrument of Proxy will be voted and, where the shareholder has specified a choice with respect to the above matters will be voted as directed above or, if no direction is given, will be voted FOR the above matters.**

**Each shareholder has the right to appoint a proxyholder other than the persons designated above, who need not be a shareholder, to attend and to act for and on the behalf of such shareholder at the Meeting.** To exercise such right, the names of the nominees of management should be crossed out and the name of the shareholder's appointee(s) should be legibly printed in the blank space provided.

THE UNDERSIGNED HEREBY REVOKES ANY PROXIES HERETOFORE GIVEN.

Dated this \_\_\_\_ day of \_\_\_\_\_, 2014.

\_\_\_\_\_  
(Signature of Shareholder)

\_\_\_\_\_  
(Name of Shareholder - Please Print)

**NOTES:**

1. If the shareholder is a corporation, its corporate seal must be affixed or it must be signed by an officer or attorney thereof duly authorized.
2. This Instrument of Proxy must be dated and the signature hereon should be exactly the same as the name in which the Shares are registered. If the Instrument of Proxy is not dated in the above space, it is deemed to bear the date on which it is mailed by the person making the solicitation.
3. The shareholder has the right to appoint a proxyholder (who need not be a shareholder) other than the persons designated above to attend and act for and on behalf of the shareholder at the Meeting. To exercise this right, the shareholder must either insert the name of the desired person in the blank space provided above and strike out the other names or complete another appropriate proxy and, in either case, must deliver the completed proxy in accordance with the provisions set out in the Information Circular.
4. The Shares represented by this proxy will be voted in accordance with the instructions of the shareholder on any ballot that may be called for. Persons signing as executors, administrators, trustees, etc. should so indicate. Only shareholders of record on the record date who either personally attend at the Meeting or who complete and deliver a form of proxy in the manner specified and subject to the provisions set out under the heading "Appointment and Revocation of Proxies" in the Information Circular will be entitled to vote or have their Shares voted at the Meeting except to the extent that a shareholder has transferred the ownership of any Shares after such date, and the transferee of those Shares produces properly endorsed certificates or otherwise establishes ownership of such Shares and demands, not later than 10 days before the Meeting, that the transferee's name be included in the list of shareholders entitled to vote, in which case the transferee is entitled to vote such Shares at the Meeting.
5. This Instrument of Proxy will not be valid and not be acted upon or voted unless it is completed as outlined herein and deposited with Valiant Trust Company, 310, 606 – 4<sup>th</sup> Street SW, Calgary, Alberta, T2P 1T1 or by fax at 403-233-2857, at least forty-eight (48) hours (excluding Saturdays, Sundays and statutory holidays in Alberta) prior to the Meeting or any adjournment thereof, or may be accepted by the Chairman of the Meeting in his discretion prior to the commencement of the Meeting.

**VOTE BY INTERNET**

1. You may use the internet site at [www.valianttrust.com](http://www.valianttrust.com) to transmit your voting instructions. You should have this form of proxy in hand when you access the web site. You will be prompted to enter your Control Number, which is located on this Form of Proxy. If you vote by internet, your vote must be received not later than 10:30 a.m. (Calgary time) on October 6, 2014 or 48 hours prior to the time of any adjournment of the Meeting.
2. **This website may be used to appoint a proxy holder to attend and vote on your behalf at the Meeting and to convey your voting instructions. Complete proxy instructions are found in the Information Circular. Please note that if you appoint a proxy holder and submit your voting instructions and subsequently wish to change your appointment or voting instructions, you may resubmit your proxy, prior to the cut off time noted above. When resubmitting a proxy, the latest proxy will be recognized as the only valid one, and all previous proxies submitted will be disregarded and considered as revoked, provided that your latest proxy is submitted within the timeframe noted above.**