

### IMPORTANT SPECIAL MEETING INFORMATION

000004

ENDORSEMENT LINE SACKPACK Աիխերհարգարդությունը։

MR A SAMPLE **DESIGNATION (IF ANY)** ADD 1 ADD 2 ADD 3 ADD 4 ADD 5 ADD 6

# 

## Admission Ticket

#### C123456789

000000000.000000 ext 00000000.000000 ext 000000000.000000 ext

00000000.000000 ext 00000000.000000 ext 000000000.000000 ext

### **Electronic Voting Instructions**

#### Available 24 hours a day, 7 days a week!

Instead of mailing your proxy, you may choose one of the voting methods outlined below to vote your proxy.

VALIDATION DETAILS ARE LOCATED BELOW IN THE TITLE BAR.

Proxies submitted by the Internet or telephone must be received by 1:00 a.m., PST, on February 25, 2019.



#### Vote by Internet

- · Go to www.investorvote.com/jagx
- Or scan the QR code with your smartphone
- · Follow the steps outlined on the secure website

#### Vote by telephone

· Call toll free 1-800-652-VOTE (8683) within the USA, US territories & Canada on a touch tone telephone

9012

345

· Follow the instructions provided by the recorded message

5678

1234

Using a **black ink** pen, mark your votes with an X as shown in this example. Please do not write outside the designated areas.

## **Special Meeting Proxy Card**

▼ IF YOU HAVE NOT VOTED VIA THE INTERNET <u>OR</u> TELEPHONE, FOLD ALONG THE PERFORATION, DETACH AND RETURN THE BOTTOM PORTION IN THE ENCLOSED ENVELOPE. ▼

Х

							+
A Proposals — The Board of Directors recomm		ı vote <u>F(</u> Against		sals 1 – 7.	For	Against	Abstain
<ol> <li>Approve the amendment of the Company's 2014 Stock Incentive Plan (the "2014 Plan") to allow for a stock Exchange Program offer under which eligible Company employees and consultants (excluding directors and executive officers) would have the opportunity to exchange certain underwater stock options for a lesser number of RSUs.</li> </ol>				<ol> <li>Approve an amendment of the 2014 Plan to allow for a stock Exchange Program offer under which eligible Company directors and executive officers (excluding other employees) would have the opportunity to exchange certain underwater stock options for a lesser number of RSUs.</li> </ol>			
<ol> <li>Approve an amendment of the 2014 Plan to increase the number of shares of Common Stock authorized for issuance under the 2014 Plan.</li> </ol>				<ol> <li>Approve an amendment of the 2014 Plan to extend the annual evergreen provision for a period of five years up to and including January 1, 2024.</li> </ol>			
5. Approve, for purposes of Nasdaq Rule 5635(d), the issuance of up to 8,000,000 shares of Common Stock that may be issued to Chicago Venture Partners, L.P. ("CVP") upon exchange of the outstanding balance (including interest thereon), or any portion thereof, of the promissory notes issued by the Company to CVP.				6. Approve, for purposes of Nasdaq Rule 5635(d), the issuance of up to 13,633,333 shares of Common Stock to Oasis Capital, LLC.			
7. To approve a proposal to grant discretionary authority to adjourn the Special Meeting, if necessary, to solicit additional proxies in the event that there are not sufficient votes at the time of the Special Meeting to approve Proposals 1 through 6.							
IF VOTING BY MAIL, YOU MUST COMPLETE SECTIONS A - C ON BOTH SIDES OF THIS CARD.							

1 U P X



MR A SAMPLE (THIS AREA IS SET UP TO ACCOMMODATE 140 CHARACTERS) MR A SAMPLE AND MR A SAMPLE AND

JNT

3 9 8 8 4 0 1

### 2019 Special Meeting Admission Ticket

2019 Special Meeting of Jaguar Health, Inc. Shareholders Monday, February 25, 2019, 8:30 a.m. Local Time 201 Mission Street, Suite 2375 San Francisco, CA 94105 Upon arrival, please present this admission ticket and photo identification at the registration desk.

🛡 IF YOU HAVE NOT VOTED VIA THE INTERNET <u>OR</u> TELEPHONE, FOLD ALONG THE PERFORATION, DETACH AND RETURN THE BOTTOM PORTION IN THE ENCLOSED ENVELOPE. 🛡

### Proxy — Jaguar Health, Inc.

### Notice of 2019 Special Meeting of Shareholders

#### 201 Mission Street, Suite 2375, San Francisco, CA 94105 Proxy Solicited by Board of Directors for Special Meeting - (February 25, 2019)

Lisa Conte and Karen Wright, or either of them, each with the power of substitution, are hereby authorized to represent and vote the shares of the undersigned, with all the powers which the undersigned would possess if personally present, at the Special Meeting of Stockholders of Jaguar Health, Inc. to be held on February 25, 2019 or at any postponement or adjournment thereof.

THE SHARES REPRESENTED BY THIS PROXY, WHEN PROPERLY EXECUTED, WILL BE VOTED AS DIRECTED HEREIN, OR IF NO SUCH DIRECTION IS INDICATED, WILL BE VOTED "FOR" THE PROPOSALS PRESENTED IN THE PROXY STATEMENT. THE VOTE OF EVERY SHAREHOLDER IS IMPORTANT AND YOUR COOPERATION WILL BE APPRECIATED.

In their discretion, the Proxies are authorized to vote upon such other business as may properly come before the meeting.

(Items to be voted appear on reverse side.)

Change of Address — Please print your new address below.

B Non-Voting Items

**Comments** — Please print your comments below.

Meeting Attendance Mark the box to the right

Mark the box to the righ if you plan to attend the Special Meeting.

#### C Authorized Signatures — This section must be completed for your vote to be counted. — Date and Sign Below

Please sign exactly as name(s) appears hereon. Joint owners should each sign. When signing as attorney, executor, administrator, corporate officer, trustee, guardian, or custodian, please give full title.

Date (mm/dd/yyyy) — Please print date below.

Signature 1 — Please keep signature within the box.

Signature 2 — Please keep signature within the box.