



# IMMUNOCELLULAR THERAPEUTICS, LTD.

**IMPORTANT ANNUAL MEETING INFORMATION**



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



## Annual Meeting Proxy Card

▼ PLEASE FOLD ALONG THE PERFORATION, DETACH AND RETURN THE BOTTOM PORTION IN THE ENCLOSED ENVELOPE. ▼

### **A** Proposals — The Board of Directors recommends a vote **FOR** all the nominees listed and **FOR** Proposals 2 - 4.

1. Election of Directors: 01 - Jacqueline Brandwynne 02 - Richard A. Cowell 03 - Navdeep Jaikaria, Ph.D. 04 - Helen S. Kim  
05 - Manish Singh, Ph.D. 06 - Rahul Singhvi, Sc.D. 07 - John S. Yu, M.D.



Mark here to vote **FOR** all nominees  Mark here to **WITHHOLD** vote from all nominees  For All **EXCEPT** - To withhold authority to vote for any nominee(s), write the name(s) of such nominee(s) below.

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|---|---|
| <p>2. APPROVE AN INCREASE IN THE NUMBER OF THE COMPANY'S AUTHORIZED COMMON STOCK SHARES FROM 74,000,000 TO 99,000,000.</p> <p style="text-align: center;">For   Against   Abstain</p> <p style="text-align: center;"><input type="checkbox"/>   <input type="checkbox"/>   <input type="checkbox"/></p>   | <p>3. APPROVE AN AMENDMENT TO THE 2006 EQUITY INCENTIVE PLAN (THE "PLAN") TO INCREASE THE NUMBER OF SHARES OF COMMON STOCK AUTHORIZED FOR ISSUANCE UNDER THE PLAN FROM 6,000,000 TO 8,000,000.</p> <p style="text-align: center;">For   Against   Abstain</p> <p style="text-align: center;"><input type="checkbox"/>   <input type="checkbox"/>   <input type="checkbox"/></p> |
| <p>4. RATIFY THE APPOINTMENT OF MARCUM LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR IMMUNOCELLULAR THERAPEUTICS, LTD. FOR THE YEAR ENDING DECEMBER 31, 2011.</p> <p style="text-align: center;">For   Against   Abstain</p> <p style="text-align: center;"><input type="checkbox"/>   <input type="checkbox"/>   <input type="checkbox"/></p> | <p>5. OTHER BUSINESS. In their discretion, the proxies are authorized to vote upon such other business as may properly come before the meeting and at any and all adjournments thereof. The Board of Directors, at present, knows of no other business to be presented by or on behalf of ImmunoCellular Therapeutics, Ltd. or the Board of Directors at the meeting.</p>       |

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

Please date this proxy card and sign below exactly as your name appears on this card. Joint owners should each sign personally. Corporate proxies should be signed by an authorized officer. Executors, administrators, trustee, etc., should give their full titles.

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

Signature 1 — Please keep signature within the box.

Signature 2 — Please keep signature within the box.

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## **Proxy — IMMUNOCELLULAR THERAPEUTICS, LTD.**

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### **PROXY FOR THE ANNUAL MEETING OF STOCKHOLDERS TO BE HELD OCTOBER 24, 2011**

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

The undersigned hereby appoints John S. Yu, M.D. and Manish Singh, Ph.D., and each of them, as the attorneys, agents and proxies of the undersigned, with full power of substitution to each, to attend and act as proxy or proxies of the undersigned at the Annual Meeting of Stockholders of ImmunoCellular Therapeutics, Ltd. to be held at the Fairmont Miramar Hotel, 101 Wilshire Boulevard, Santa Monica, California 90401, on Monday, October 24, 2011 at 9:00 a.m., and at any and all adjournments thereof, and to vote as specified herein the number of shares which the undersigned, if personally present, would be entitled to vote.

The undersigned hereby ratifies and confirms all that the attorneys and proxies, or either of them, or their substitutes, shall lawfully do or cause to be done by virtue hereof, and hereby revokes any and all proxies heretofore given by the undersigned to vote at the meeting. The undersigned acknowledges receipt of the Notice of Annual Meeting and the Proxy Statement accompanying such notice.

**THE BOARD OF DIRECTORS RECOMMENDS A VOTE “FOR” THE ELECTION OF THE DIRECTORS NOMINATED BY THE BOARD OF DIRECTORS; “FOR” AN INCREASE IN THE NUMBER OF THE COMPANY’S AUTHORIZED COMMON STOCK SHARES FROM 74,000,000 TO 99,000,000; “FOR” THE AMENDMENT TO THE 2006 EQUITY INCENTIVE PLAN TO INCREASE THE NUMBER OF SHARES OF COMMON STOCK AUTHORIZED FOR ISSUANCE UNDER THE PLAN FROM 6,000,000 TO 8,000,000; AND “FOR” RATIFICATION OF THE APPOINTMENT OF MARCUM LLP AS THE COMPANY’S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM. THIS PROXY, WHEN PROPERLY EXECUTED, WILL BE VOTED AS DIRECTED. IF NO DIRECTION IS MADE ON THE RETURNED PROXY CARD OR THE VOTE MADE BY TELEPHONE OR THE VOTE MADE BY INTERNET, IT WILL BE VOTED “FOR” THE DIRECTORS NOMINATED BY THE BOARD OF DIRECTORS; “FOR” THE INCREASE IN THE COMPANY’S AUTHORIZED COMMON STOCK SHARES FROM 74,000,000 TO 99,000,000; “FOR” THE AMENDMENT TO THE 2006 EQUITY INCENTIVE PLAN TO INCREASE THE AUTHORIZED SHARES FOR ISSUANCE; AND “FOR” THE RATIFICATION OF THE APPOINTMENT OF MARCUM LLP.**

PLEASE SIGN AND DATE ON THE REVERSE SIDE.