

Please sign, date, and mail your proxy card back as soon as possible!

Annual Meeting of Shareholders
SPHERIX INCORPORATED

August 31, 2010



Please mark your votes as in this box.

FOR all nominees listed to right (except as marked to the contrary below)

WITHHOLD AUTHORITY to vote for all nominees listed at right

1. ELECTION OF DIRECTORS

Nominees: Douglas T. Brown
Claire L. Kruger
Gilbert V. Levin
Robert A. Lodder, Jr.
Aris Melissaratos
Thomas B. Peter
Robert J. Vander Zanden

INSTRUCTION: To withhold authority to vote for any individual nominee(s), put an X in the "FOR all nominees" box and strike a line through the name(s) of nominee(s) not voted for in the list at the right.

- | | | | |
|---|--------------------------|--------------------------|--------------------------|
| | FOR | AGAINST | ABSTAIN |
| 2. PROPOSAL TO AUTHORIZE THE COMPANY TO ISSUE UP TO 15,000,000 SHARES OF COMMON STOCK FOR AGGREGATE CONSIDERATION OF NOT MORE THAN \$12,000,000 MILLION IN CASH | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 3. PROPOSAL TO RATIFY THE APPOINTMENT OF GRANT THORNTON LLP AS THE INDEPENDENT ACCOUNTANTS OF THE CORPORATION FOR THE FISCAL YEAR ENDING DECEMBER 31, 2010 | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 4. IN THEIR DISCRETION, THE PROXIES ARE AUTHORIZED TO VOTE UPON SUCH OTHER BUSINESS AS MAY PROPERLY COME UP BEFORE THE MEETING. | | | |

I plan to attend the Annual Meeting in Bethesda, MD, at 9:00 a.m. on August 31, 2010

This proxy will be voted as specified hereon. If no indication to the contrary is made hereon, this proxy will be voted for all nominees for Directors listed in Proposal 1 and for Proposals 2 and 3. SPHERIX'S DIRECTORS RECOMMEND A FOR VOTE ON EACH ITEM, AND SHARES WILL BE SO VOTED UNLESS OTHERWISE INDICATED.

PLEASE SIGN HERE AND RETURN PROMPTLY

PLEASE PRINT YOUR NAME

NUMBER OF SHARES VOTED

Dated _____, 2010

NOTE: If signing as Attorney, Administrator, Executor, Guardian or Trustee, please add your title as such.

SPHERIX INCORPORATED
BOARD OF DIRECTORS PROXY
ANNUAL MEETING OF STOCKHOLDERS

Katherine M. Brailer, Robert L. Clayton, Claire L. Kruger, or any of them, each with the power of substitution, are hereby appointed Proxies of the undersigned to vote all shares of Common Stock of Spherix Incorporated owned by the undersigned at the Annual Meeting of Stockholders, to be held on August 31, 2010, at 9:00 a.m. Eastern time, at the Bethesda Marriott Suites, 6711 Democracy Boulevard, Bethesda, Maryland 20817, or any adjournment thereof, upon the proposals set forth on the reverse and, in their discretion, upon all other matters as may properly be brought before the meeting.

(Continued and to be signed on the reverse side.)