



******* YOUR IMMEDIATE ATTENTION IS REQUESTED*******

PLEASE VOTE “FOR” THE PROPOSED AMENDMENT SO THAT CYTRX CORPORATION CAN AVOID A DELISTING FROM NASDAQ

September 13, 2017

Dear Fellow Stockholders:

We are writing you today about an important matter that directly impacts the future of your investment in CytRx Corporation (“we,” “us,” “our,” “CytRx” or the “Company”). Enclosed you will find a Proxy Statement and an amendment relating to an upcoming Special Meeting of stockholders of CytRx, which is scheduled to be held on October 17, 2017.

The purpose of the Special Meeting is for our stockholders to consider and vote upon a proposal to approve an amendment to our Restated Certificate of Incorporation (“Restated Certificate”) to (i) effect a one-for-six (1-for-6) reverse stock split whereby every six (6) shares of the Company’s issued and outstanding common stock, \$0.001 par value per share (the “Common Stock”), shall be combined into one (1) share (the “Reverse Stock Split”), and (ii) if and when the Reverse Stock Split is effected, reduce the number of authorized shares of common and preferred stock by the same one-for-six (1-for-six) ratio as the issued and outstanding shares. **We are proposing the Reverse Stock Split in order to facilitate the continued listing of our Common Stock on the Nasdaq Capital Market (“Nasdaq”) by providing our Common Stock with the opportunity for higher share prices based on fewer shares outstanding.**

WE BELIEVE A DELISTING FROM NASDAQ WOULD NOT BE IN OUR STOCKHOLDERS’ BEST INTERESTS

The primary reason for proposing the Reverse Stock Split is to increase the per share market price of the Common Stock to a price at or above \$1.00 per share. The Common Stock is currently listed on Nasdaq under the symbol “CYTR,” which we believe helps support and maintain stock liquidity and Company recognition for our stockholders. The Board believes that the Reverse Stock Split will result in a trading price at or above \$1.00 per share, which is intended to enable the Company to maintain the listing of the Common Stock on Nasdaq and generate greater investor interest in the Company and improve the marketability of the Common Stock to a broader range of investors.

We believe the consequences of a delisting would result in our listing on a much smaller exchange such as the Over-the-Counter Bulletin Board (“OTCBB”), where the Company will be unable to attract institutional investors who avoid over-the-counter and pink sheets stocks. Because of the trading volatility often associated

with low-priced stocks, many brokerage firms and institutional investors have internal policies and practice that either prohibit them from investing in low-priced stocks or tend to discourage individual brokers from recommending low-priced stocks to their customers.

**THE BOARD STRONGLY RECOMMENDS
STOCKHOLDERS VOTE FOR THE PROPOSED AMENDMENT**

**PLEASE VOTE YOUR SHARES FOR THE PROPOSED
AMENDMENTS TODAY!**

Enclosed is a Notice of Special Meeting and Proxy Statement (“Proxy”) containing detailed information concerning the proposed amendments to our Restated Certificate, the Reverse Stock Split and the Special Meeting. An amendment to this Proxy is also enclosed. We urge you to read carefully this entire Proxy and the amendment and vote your shares. Approval of the proposed amendments to our Restated Certificate requires the affirmative vote of the holders of at least a majority of the outstanding shares of Common Stock. **VOTING “ABSTAIN” IS THE SAME AS VOTING AGAINST.**

YOUR “YES” VOTE IS CRITICAL. Whether or not you plan to attend the Special Meeting and regardless of the number of shares you own, it is critical that your shares be represented at the Special Meeting. Therefore, please take the time to vote your shares by completing and mailing the enclosed proxy card and returning it in the enclosed pre-paid return envelope. If you hold your shares with a bank or broker, you will likely have the opportunity to vote by internet or telephone by following the instructions on the enclosed voting instruction form.

Thank you for your continued support.

Sincerely,

The Board of Directors

***If you have any questions or need assistance voting your shares, please
call Saratoga Proxy Consulting LLC at one of the numbers below:***

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