

Dear Shareholders,

I am Min Ye, General Manager of MONOLITH IT SOLUTIONS INC ("MONOLITH IT SOLUTIONS"), the registered holder of approximately 4.62% of the common shares of Visionary Holdings Inc. (the "Company")

I am Yiyu Peng, General Manager of CAKL HOLDINGS SDN BHD ("CAKL HOLDINGS"), the registered holder of approximately 4.52% of the common shares of the Company.

The Company is incorporated under *the Ontario Business Corporations Act, 1990* (R.S.O. 1990, c. B.16, the "OBCA").

NOTICE IS HEREBY GIVEN THAT MONOLITH IT SOLUTIONS and CAKL HOLDINGS have authorized 3888 Investment Group Limited to formally request the convening of a special meeting of the Company's shareholders pursuant to **Section 105(1)** of the OBCA. The purpose of this special meeting is to address urgent matters relating to the Company's compliance and governance.

I. Legal Basis for the Meeting

1. Relevant Provisions of the OBCA:

Under **Section 105(1)** of the OBCA, "The holders of not less than 5 per cent of the issued shares of a corporation that carry the right to vote at a meeting sought to be held may requisition the directors to call a meeting of shareholders for the purposes stated in the requisition". MONOLITH IT SOLUTIONS and CAKL HOLDINGS, which hold more than 5% of the voting shares, have lawfully exercised their right to request the convening of the meeting, and on May 14, 2025, jointly authorized and entrusted 3888 Investment Group Limited to submit a written application to all directors of Visionary.

Whereas, on **June 19, 2025**, the Ontario Superior Court of Justice in Canada (Court File No.: **CV-25-741704-00CL**) has ruled on the lawfulness of the Company's board of directors, but on **June 23, 2025**, certain directors flagrantly flouted the Court's ruling by unilaterally removing lawfully appointed directors without shareholders' meeting resolutions and forming illegal board resolutions without lawfully convening a board meeting, thereby deliberately disrupting corporate governance. To safeguard the legitimate rights and interests of the Company and its shareholders, MONOLITH IT SOLUTIONS and CAKL HOLDINGS have decided to jointly and concurrently convene this Special Meeting of Shareholders.

2. Provisions of the Articles of Association:

The Company's Articles of Association "*By-law No. 1*" recognizes the right of

shareholders to initiate such meetings and provides that the Company is obliged to give proper notice in accordance with **Section 7.2** (Calling Meetings) and **Section 10.3** (Notice). Whereas the directors failed to convene the meeting within 21 days of receiving the request, MONOLITH IT SOLUTIONS and CAKL HOLDINGS have decided to jointly and concurrently convene this meeting in accordance with **Section 105(4)** of the OBCA.

The meeting will be held at **10:00 a.m. Eastern Time, United States on July 24, 2025**. For details of the specific meeting notice, please visit the following link to download and read the documents related to this meeting:

<https://visionary.holdings/uncategorized/detailed-descriptions-of-proposals-for-visionary-holdings-special-shareholders-meeting-on-july-24-2025/493/.html>

II. Details of the Special Shareholders' Meeting

1. Proposals for the Meeting

- **Proposal 1:** Review the audit status for the 2024-2025 fiscal year and vote to select the auditing firm to be engaged for the audit report of the 2024-2025 fiscal year.
- **Proposal 2:** Amendment to the Articles of Association: To further strengthen the Company's governance and promote its global market development, particularly in the North American and Asian markets, resolve to amend the Articles of Association: change the maximum number of directors from 10 to 20, and increase the number of directors from 9 to 13, with the specific number to be determined by a special resolution of the shareholders.
- **Proposal 3:** Resolution on Relocating to the United States: To achieve the Company's strategic goals, obtain a more favorable economic environment, high-quality talent, and financial service resources, broaden capital market channels, and better comply with the supervision of the U.S. Securities and Exchange Commission (SEC) and Nasdaq, it is proposed to resolve to relocate the Company's registered location from Ontario, Canada, to the United States.
- **Proposal 4:** Amendment to the Articles of Association: To further safeguard the interests of the Company and its shareholders, add authorization conditions for the Board of Directors to issue Class A common shares, preferred shares, and Class C shares: The Board shall have the power to issue the Company's Class A common shares, preferred shares, and Class C shares only upon written approval by shareholders holding more than 50% of the voting rights.
- **Proposal 5:** To transact such other business as may properly be brought before the Special Meeting or any adjournment thereof.

2. Record Date:

In accordance with **Section 108(2)** of the OBCA, the record date for determining the shareholders entitled to receive notice of and vote at this Special Meeting is the close of business on **May 7, 2025**.

3. Shareholdings and Voting Rights

- As of the record date, the Company has 5,607,348 issued and outstanding common shares, consisting of:

- 4,090,680 Class A common shares (each with 1 vote);
- 1,516,668 Class B common shares (each with 100 votes).
- Total voting rights calculation: Total voting rights = 4,090,680 + (1,516,668 × 100) = 155,757,480 voting units, of which Class A shares account for approximately 2.63% and Class B shares account for approximately 97.37%.
- Quorum: Pursuant to **Section 7.9** of the Articles of Association "*By-law No. 1*", the quorum for the meeting is a majority of the voting units represented in person or by proxy.

4. Voting Procedures and Proxy Voting:

Detailed rules, operating guidelines, and related materials regarding voting procedures and proxy voting will be separately notified to shareholders in strict accordance with the relevant provisions of the OBCA, SEC, and Nasdaq.

III. Compliance Statement

1. Compliance with Canadian Law:

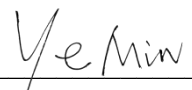
The convening, organization, and related processes of this Special Meeting strictly comply with the provisions of the OBCA and the Company's Articles of Association "*By-law No. 1*" to ensure legal and procedural compliance.

2. Compliance with U.S. Regulatory Requirements:

The Company has fully considered the compliance requirements of the SEC and Nasdaq. The meeting agenda is designed to address the current compliance challenges and enable the Company's operations to comply with U.S. securities regulatory rules as soon as possible. Subsequent links such as voting procedures and information disclosure will also be strictly implemented in accordance with the relevant provisions of the SEC and Nasdaq to ensure that the Company fully meets the compliance standards of the U.S. securities market in handling matters related to this Special Meeting.

Dated at Toronto on June 24, 2025.

MONOLITH IT SOLUTIONS INC

By: Min Ye 
 Title: General Manager

CAKL HOLDINGS SDN BHD

By: Yiyu Peng 
 Title: General Manager

NOTICE OF SPECIAL MEETING OF SHAREHOLDERS OF VISIONARY HOLDINGS INC.

NOTICE IS HEREBY GIVEN that a special meeting (the "Meeting") of the holders of common shares (the "Shares") of Visionary Holdings Inc. (the "Company") will be held virtually via ZOOM on **July 24, 2025, at 10:00 a.m. Eastern Time, United States**. Shareholders may attend the Meeting by accessing the video conference link: **<https://us02web.zoom.us/j/8818699983?pwd=b2duzilaKgYTnd3FEirL0TQbWdDM0h.1>**, using Meeting ID: **881 869 9983** and Password: **105095**, or by telephone at **+1-(905)-305-1881** (Canada).

At the Meeting, shareholders will be asked to consider and, if deemed appropriate, vote on the following special resolutions (each a "Proposal," collectively the "Proposals"):

Proposal 1: Review of the audit status for the 2024-2025 fiscal year and voting to select the auditing firm for the audit report of such fiscal year.

Proposal 2: Amendment to the Articles of Association: To further strengthen corporate governance and promote the Company's global market development, particularly in the North American and Asian markets, resolve to amend the Articles of Association: Increase the maximum number of directors from 10 to 20, and expand the number of directors from 9 to 13. The specific number of directors may be determined by shareholders through a special resolution.

Proposal 3: Resolution on Relocating to the United States: To achieve the Company's strategic goals, obtain a more favorable economic environment, high-quality talent, and financial service resources, broaden capital market channels, and better comply with the regulations of the U.S. Securities and Exchange Commission (SEC) and NASDAQ, resolve to relocate the Company's registered office from Ontario, Canada to the United States.

Proposal 4: Amendment to the Articles of Association: To further safeguard the interests of the Company and its shareholders, add authorization conditions for the Board of Directors to issue Class A common shares, preferred shares, and Class C shares: The Board of Directors shall have the power to issue the Company's Class A common shares, preferred shares, and Class C shares only upon written approval by shareholders holding more than 50% of the voting rights.

Proposal 5: To transact such other business as may properly be brought before the Special Meeting or any adjournment thereof.

The text of the proposed special resolutions for the Meeting is set out in the official website link attached to this Notice.

IMPORTANT NOTICE REGARDING DISSENT RIGHTS UNDER SECTION 185
OF THE ONTARIO BUSINESS CORPORATIONS ACT:

The Business Corporations Act [R.S.O. 1990, c. B.16] (the "OBCA") provides that holders of any class of Shares entitled to vote on a special resolution at the Meeting may dissent and be entitled to receive the fair value of their Shares under **Section 185** of the OBCA. For the specific content of the provision, please refer to the link: <https://www.ontario.ca/laws/statute/90b16?search=Business+corporations+act#BK177>.

Only holders of record of Shares at the close of business on **May 7, 2025** (the "Record Date") are entitled to receive notice of and vote at the Meeting and any adjournments thereof. A complete list of registered shareholders entitled to vote at the Meeting will be available for inspection at the Company's principal executive office for 10 days prior to the Meeting during normal business hours with respect to any matter relating to the Meeting.

For detailed descriptions of each proposal, please visit the following website on July 23, 2025: <https://visionary.holdings/uncategorized/detailed-descriptions-of-proposals-for-visionary-holdings-special-shareholders-meeting-on-july-24-2025/493/.html>. Please (i) vote online (Please mail to: vote@visionary.holdings) or (ii) Date, sign, and submit the accompanying proxy card on-site. If you are a registered shareholder and later decide to attend the Meeting virtually, you may revoke your proxy card and vote online.

Dated at Toronto on June 24, 2025.

MONOLITH IT SOLUTIONS INC

By: Ye Min

Name: Min Ye

Title: General Manager

CAKL HOLDINGS SDN BHD

By: Peng Yiyu

Name: Yiyu Peng

Title: General Manager