

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=b2duzilxKgYTnd3FEirL0TObWdDM0h.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 accounting 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 19. The specific number of directors may be determined at any time 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 51% 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:

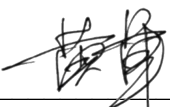
The Business Corporations Act [R.S.O. 1990, c. B.16] (the "OBCA") provides that holders of any class of Shares entitled to vote on a special resolution at the Meeting may dissent and be entitled to receive the fair value of their Shares under **Section 185** of the OBCA. For the specific content of the 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 20, 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 or (ii) date, sign, and return the accompanying proxy card in the enclosed return envelope. 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 25, 2025.

Visionary Holdings Inc.

By:  _____

Name: Jun Huang
Title: Co-CEO

PROXY

The undersigned shareholder of the Company appoints [Name], and in the absence of [Name], appoints [Name] as proxy, with full power to attend the Special Meeting of Holders of Common Shares of the Company to be held on July 24, 2025, and any adjournments thereof, and to vote all votes to which the undersigned is entitled in respect of the special resolutions set out in the Notice of the July 2025 Special Meeting.

The undersigned hereby undertakes to ratify and confirm all acts done by the said proxy hereunder and hereby revokes any previous proxies given.

Date: [Date]

[Name]

(Shareholder's Name)

By:

Name: [Name]

Title: [Title]

This proxy is being solicited by or on behalf of the Company's management.

Visionary Holdings Inc.
SPECIAL MEETING OF SHAREHOLDERS
July 24, 2025

RITTEN BALLOT-COMMON SHARES

The undersigned, as a holder of common stock of Visionary Holdings Inc., hereby votes as follows:

**PLEASE MARK VOTE IN BRACKET IN THE FOLLOWING MANNER
USING DARK INK ONLY. [X]**

1. Review the accounting status for the fiscal year 2024-2025 and vote to select the audit firm responsible for the audit report of this fiscal year.

For	Against	Abstain

2. Authorize the amendment of the company's articles of association: Authorize the increase of the number of directors from nine (9) to nineteen (19), which is within the range of the minimum one (1) to the maximum twenty (20) specified in the Articles of Association.

For	Against	Abstain

3. Authorize the company to relocate to the United States: In order 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 the NASDAQ (NASDAQ), a resolution is proposed to relocate the company's registered address from Ontario, Canada to the United States.

For	Against	Abstain

4. Authorize the amendment of the company's articles of association: To further safeguard the interests of the company and shareholders, add the authorization conditions for the board of directors to issue Class A common stock, preferred stock and Class C shares: The board of directors shall have the power to issue the company's Class A common stock, preferred stock and Class C shares only with the written approval of shareholders holding more than 51% of the voting rights of the company.

For	Against	Abstain

Date: July 24, 2025

Name of Registered Shareholder

Signature

Printed Name of Signatory

Printed Title

Number of Shares

Please sign strictly in the name of the shareholder. If the shares are held by joint owners or multiple persons, all holders shall sign. If signing in the capacity of an agent, executor, administrator, trustee or guardian, please fully indicate the corresponding capacity. If it is a company, please sign with the full name of the company by the chairman of the board or other authorized senior executives. If it is a partnership, please sign with the name of the partnership by an authorized person.