

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 audit 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 thirteen (13), 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 50% 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.