

Dear Shareholders,

I am Rusheng Wu ("I"), the CEO of Visionary Holdings Inc. ("the Company").

I am Jun Huang ("I"), the Co-CEO 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 We have formally requested the convening of an Annual Meeting of the shareholders of the Company pursuant to **Section 7.1** of *By-law No. 1* of the Company's articles and the resolution of the Board of Directors dated **July 28, 2025**.

I. Legal Basis for the Meeting

The Company's "*By-law No. 1*" recognizes the right of the Board to initiate such meetings and stipulates that the Company is obliged to give proper notice in accordance with **Section 7.1** (Annual Meeting), **Section 7.5** (Notice of Meetings), and **Section 10.3** (Notices Given to Predecessors). The meeting will be held at **10:00 a.m. Eastern Time, United States on September 4, 2025**.

For details of the specific meeting notice, please visit the following link to download and read the documents related to this meeting on **September 3, 2025**:

<https://visionary.holdings/news/detailed-descriptions-of-proposals-for-visionary-holdings-annual-meeting-of-shareholder-meeting-on-september-4-2025/616/.html>

II. Details of the Annual Meeting

1. Proposals for the Meeting

- Proposal 1: Deliberating on the "2024-2025 Annual Financial Report" and the annual work report of the Board of Directors;
- Proposal 2: Deliberating on the "Proposal on the Appointment of Auditing Institution for the 2025-2026 Fiscal Year" (reappointment or replacement of Assenture PAC, which shall be subject to prior review by the Audit Committee, and the auditing institution shall meet the registration requirements of the PCAOB);
- Proposal 3: Nominating and electing the next Board of Directors (13 members, including at least 7 independent directors, accounting for 53.8%, which complies with NASDAQ listing rules regarding the majority of independent directors; candidates for independent directors shall meet the independence standards under SEC rules);
- Proposal 4: Deliberating on shareholder proposals that comply with SEC Rule 14a-8 (if any);
- Proposal 5: Other statutory matters that must be deliberated;
- Proposal 6: Transacting any other interim matters that may properly be brought before this meeting.

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 Annual 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: $\text{Total voting rights} = 4,090,680 + (1,516,668 \times 100) = 155,757,480$ 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 Annual 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. 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 Annual Meeting.

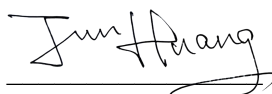
Dated at Toronto on August 12, 2025.

Visionary Holdings Inc.

By: 

Name: Rusheng Wu

Title: CEO of Visionary Holdings Inc.

By: 

Name: Jun Huang

Title: Co-CEO of Visionary Holdings Inc.

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS OF VISIONARY HOLDINGS INC.

NOTICE IS HEREBY GIVEN that an Annual meeting (the "Meeting") of the holders of common shares (the "Shares") of Visionary Holdings Inc. (the "Company") will be held virtually via ZOOM on **September 4, 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=b2duzilkKgYTnd3FEirL0TQbWdDM0h.1>**, using Meeting ID: **881 869 9983** and Passcode: **105095**.

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**: Deliberating on the "2024-2025 Annual Financial Report" and the annual work report of the Board of Directors;
- **Proposal 2**: Deliberating on the "Proposal on the Appointment of Auditing Institution for the 2025-2026 Fiscal Year" (reappointment or replacement of Assensure PAC, which shall be subject to prior review by the Audit Committee, and the auditing institution shall meet the registration requirements of the PCAOB);
- **Proposal 3**: Nominating and electing the next Board of Directors (13 members, including at least 7 independent directors, accounting for 53.8%, which complies with NASDAQ listing rules regarding the majority of independent directors; candidates for independent directors shall meet the independence standards under SEC rules);
- **Proposal 4**: Deliberating on shareholder proposals that comply with SEC Rule 14a-8 (if any);
- **Proposal 5**: Other statutory matters that must be deliberated;
- **Proposal 6**: Transacting any other interim matters that may properly be brought before this meeting.

Detailed descriptions of each proposal of this meeting and the text of the proposed special resolutions to be adopted can be found by visiting the following official website link on **September 3, 2025**:

<https://visionary.holdings/news/detailed-descriptions-of-proposals-for-visionary-holdings-annual-meeting-of-shareholder-meeting-on-september-4-2025/616/.html>.

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

The *Ontario 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.

Please (i) vote online (Please mail to: **vote@visionary.holdings**) or (ii) Date, sign, and submit the accompanying proxy card on-site (**445 Apple Creek Blvd., Unit 217, Markham, Ontario, L3R 9X7**). If you are a registered shareholder and later decide to attend the Meeting virtually, you may revoke your proxy card and vote online.

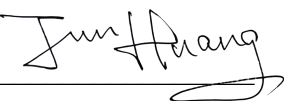
Dated at Toronto on August 12, 2025.

Visionary Holdings Inc.

By: 

Name: Rusheng Wu

Title: CEO of Visionary Holdings Inc.

By: 

Name: Jun Huang

Title: Co-CEO of Visionary Holdings Inc.

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 Annual Meeting of Holders of Common Shares of the Company to be held on September 4, 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 September 2025 Annual 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.