Exhibit

Visionary Holdings Inc.
445 Apple Creek Blvd., Unit 217, Markham, Ontario, Canada
Postal Code: L3R 9X7, Telephone: 905-305-1881

Please indicate whether you plan to attend the meeting: Yes □ No □

Please sign strictly in accordance with the name listed here. If signing in the capacity of an agent, executor, administrator, or other fiduciary, please indicate your full title. Joint owners must each sign personally. All holders must sign. If the signatory is a corporation or partnership, please sign in the full name of the corporation or partnership and have the signature executed by an authorized officer.

Signature: __________ Joint Owner's Signature: __________

Date: __________ Date: __________

Proxy Card for the 2025 Annual Meeting of Shareholders of Visionary Holdings Inc.

The undersigned hereby appoints _______________as the undersigned's true and lawful attorney-in-fact and proxy, with full power to act in the undersigned's place and stead at the 2025 Annual Meeting of Shareholders of Visionary Holdings Inc. (to be held on October 29, 2025, at 10:00 a.m. Eastern Time, at the Company's principal executive office: 19 West 26th Street, 5th Floor, New York, NY 10010, USA; Telephone: +1-484-253-8265) and any adjournments thereof, to vote all shares of the Company's stock entitled to be voted by the undersigned, and to act on all matters submitted to the meeting.

When properly executed, this proxy card will be voted in accordance with the instructions of the undersigned shareholder. If no instructions are given, this proxy card will be voted "**For**" the listed director candidates.

The proxy is authorized to vote discretionarily on any other matters that may properly be brought before the Annual Meeting of Shareholders and any adjournments thereof.

Please mark, date, sign, and submit your proxy card as soon as possible via the following email: lowelltoronto@hotmail.com. This proxy card shall only be valid upon being signed and dated.

The undersigned hereby undertakes to ratify and confirm all acts done by the above proxy pursuant to this proxy card, and hereby revokes all previous proxies issued.

Date: ____________
Shareholder's Name: ____________
By:____________
Name: ____________
Title:_____________

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

Visionary Holdings Inc.
2025 Annual Meeting of Shareholders
October 29, 2025
Written Ballot — Common Stock

The undersigned, as a holder of Common Stock of Visionary Holdings Inc., hereby votes as follows:

PLEASE MARK YOUR VOTE IN THE BRACKET USING DARK INK ONLY. [×]

Please retain this section for your records and submit only this section by sending the electronic ballot to: lowelltoronto@hotmail.com.

The Board of Directors recommends that you vote "**For**" the following proposals.

Proposal 1: To nominate and elect members of the next Board of Directors (for 2025-2026) (a total of 9 members, including at least 5 independent directors, accounting for 55.56%, which complies with the NASDAQ listing rule requiring "a majority of independent directors"; candidates for independent directors must meet the independence standards prescribed by the SEC rules). Each director shall hold office until the conclusion of the next Annual Meeting of Shareholders or until their successor is formally elected and qualified;

For	Against	Abstain

Please check the box next to the names of the director candidates and select 9 candidates from 16, then check "For" above.

01 Fan Zhou ☐ 02 Kealey Donald M ☐ 03 William T Chai ☐ 04 Simon Lung Lung Tang ☐
05 Charles Yongjun Fu ☐ 06 Jie Luo ☐ 07 Zongjiang He ☐ 08 Jun Huang ☐
09 Zhong Chen ☐ 10 Sheila Xu ☐ 11 Jiena Zhang ☐ 12 Rusheng Wu ☐
13 LEES Robert Jay ☐ 14 Yi Wang ☐ 15 Henry Sun ☐ 16 Weixing Wang ☐

For detailed information about the above director candidates, please visit the following link:
https://visionary.holdings/ir/ams/detailed-descriptions-of-proposals-for-visionary-holdings-inc-annual-meeting-of-shareholders-on-october-29-2025/794/.html

Proposal 2: Approve the ratification of Assentsure PAC as our registered public accounting firm for the fiscal year ending March 31, 2025.

For	Against	Abstain

Proposal 3: transaction of such other business as may properly come before the meeting or any adjournment thereof. (For example: consider the financial statements and reports required by the articles

of association to be presented at the meeting, and transact such other business as may properly be brought before the meeting, and so forth.)

For	Against	Abstain

Date: October 29, 2025

____
Name of Registered Shareholder

____
Signature

____
Printed Name of Signatory

____
Printed Title

____
Class of Shares

____
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 the signatory is a corporation, please sign in the full name of the corporation by the chairman of the board or other authorized senior executives. If the signatory is a partnership, please sign in the name of the partnership by an authorized person.