

Notice of Extraordinary General Meeting of Shareholders of Visionary Holdings Inc.

Notice is hereby given that the Extraordinary General Meeting of the holders of common shares (hereinafter referred to as the "Shareholders") of Visionary Holdings Inc. (hereinafter referred to as the "Company") (hereinafter referred to as the "Meeting") will be held via ZOOM online conference at 10:00 a.m. Eastern Time, USA on April 27, 2026. The Meeting is convened by the Board of Directors of the Company. Shareholders may attend the Meeting through the following methods, and the specific attendance information is as follows (complying with the relevant requirements of the U.S. SEC and NASDAQ on online meetings to ensure the convenience of shareholders to attend the Meeting):

- ZOOM online attendance link:

<https://us02web.zoom.us/j/8818699983?pwd=b2duzilxKgYTnd3FEirLOTQbWdDM0h.1>

- Meeting ID: 881 869 9983

- Meeting Passcode: 105095

- Canada Attendance Phone Number: +1-(905)-305-1881 (toll-free, direct dial for attendance)

Note: Online attendance can be accessed through the ZOOM application or browser. Some functions may not work properly when attending via browser. Shareholders are recommended to attend the Meeting through the ZOOM application first to ensure the attendance experience. The Company will arrange special personnel to assist shareholders in solving technical problems during the attendance and protect the shareholders' right to attend the Meeting, complying with the requirements of dual regulation for the protection of shareholders' attendance.

The Meeting will submit the following special resolutions (singularly referred to as the "Proposal", collectively referred to as the "Proposals") to the shareholders for deliberation and voting at their discretion, all of which comply with the relevant provisions of the OBCA, the U.S. SEC and NASDAQ:

Proposal 1: Deliberate on matters related to the Company's reverse stock split, the specific split ratio shall be determined by the Company's Board of Directors upon deliberation (the split ratio shall comply with the NASDAQ listing price requirements). The resolution of the Board of Directors on this reverse stock split shall have the same effect as the approval of the General Meeting of Shareholders and shall not require a separate General Meeting of Shareholders for deliberation. This arrangement complies with the relevant requirements of the OBCA and U.S. regulation, and the relevant details of the split and its impact on shareholders' equity will be disclosed subsequently.

Proposal 2: Address other legal and compliant matters that may be appropriately raised at this Meeting or its adjourned sessions, which shall simultaneously comply with the regulatory requirements of the OBCA, the U.S. SEC and NASDAQ.

The full text of the special resolutions to be submitted at the Meeting is set out in the official website link attached to this notice (see the link below for details).

Important Notice on the Dissent Right Pursuant to Section 185 of the Business Corporations Act (Ontario)

The Business Corporations Act (Ontario) (R.S.O. 1990, c. B.16, hereinafter referred to as the "OBCA") stipulates that the holders of various classes of shares entitled to vote on the special resolutions at this Meeting may exercise the dissent right in accordance with the relevant provisions of Section 185 of the OBCA and have the right to obtain the fair value of the Company's shares held by them. The exercise process of the dissent right complies with the relevant requirements of the OBCA, and the Company has clearly informed the shareholders of the relevant matters of the dissent right in accordance with the information disclosure requirements of the U.S. SEC and NASDAQ to protect the legitimate rights and interests of shareholders. For the specific content of the relevant provisions, please refer to the following link:

<https://www.ontario.ca/laws/statute/90b16?search=Business+corporations+actBK177>

Only the holders of the Company's shares registered at the close of business on September 12, 2025 are entitled to receive notice of this Meeting and any adjourned sessions thereof and participate in the relevant voting. The setting of this record date complies with the relevant provisions of the OBCA, the U.S. SEC and NASDAQ. The complete list of registered shareholders entitled to vote at this Meeting will be available for inspection by shareholders during the normal business hours at the Company's principal executive office 10 days prior to the convening of this Meeting, and the scope of inspection is limited to matters related to this Meeting. At the same time, shareholders may apply for remote inspection through the designated channels of the Company, complying with the relevant requirements of U.S. regulation on shareholders' right of inspection and consistent with the protection standards of shareholders' right of inspection of U.S. listed companies.

For the detailed explanation of each Proposal, shareholders may visit the following official website link for inspection on April 24, 2026:

<https://visionary.holdings/uncategorized/detailed-descriptions-of-proposals-for-visionary-holdings-special-meeting-of-shareholders-on-april-27-2026/953/.html>

Shareholders may exercise their voting rights in the following two ways (complying with the relevant provisions of the OBCA, the U.S. SEC and NASDAQ):

(i) Online voting: send the voting information to the Company's designated email address: vote@visionary.holdings, the Company will record and retain the online voting in the whole process to ensure the traceability of the voting process;

or

(ii) Submit the attached proxy card on site after filling in the date and signing it. The format and signing requirements of the proxy card comply with the dual regulation on the standardization of proxy voting.

If a registered shareholder subsequently decides to attend the Meeting online via ZOOM, he/she may revoke the submitted proxy card at any time and exercise the voting right online. The revocation process complies with the relevant regulatory requirements to ensure the independent exercise of shareholders' voting rights.

Issued in Toronto on April 5, 2026

Visionary Holdings Inc.

Signature:  (William T. Chai)

Title: Chairman of the Board of Directors

Proxy Form

The undersigned shareholder of the Company (hereinafter referred to as the "Signatory") voluntarily appoints [*Name of Proxy*] as the Signatory's proxy; if [*Name of Proxy*] is unable to attend this Extraordinary General Meeting of Shareholders, appoints [*Name of Alternate Proxy*] as the Signatory's proxy. Both the proxy and the alternate proxy are entitled to fully represent the Signatory to attend the Extraordinary General Meeting of Common Shareholders convened by the Company's Board of Directors and held on April 27, 2026 and any adjourned sessions thereof, and to exercise all the voting rights legally enjoyed by the Signatory (including the rights to approve, oppose and abstain) on all the special resolutions listed in the notice of this Extraordinary General Meeting held in April 2026. The format of this proxy form and the authority of the proxy comply with the relevant provisions of the OBCA, Section 14A of the Securities Exchange Act of 1934 of the U.S. SEC and the NASDAQ Listing Rules, ensuring the legality and validity of proxy voting and being consistent with the compliance standards of proxy forms of U.S. listed companies.

The Signatory irrevocably approves and confirms that all acts, votes and relevant decisions made by the proxy and the alternate proxy pursuant to this proxy form shall be deemed as the acts and decisions of the Signatory himself/herself, and the Signatory recognizes all the contents thereof and bears the corresponding legal liabilities. At the same time, the Signatory hereby revokes any other proxy form issued for this Meeting. This proxy form shall take effect on the date of signing and terminate upon the conclusion of this Meeting and all its adjourned sessions.

Date: [*Fill in the Date*]

[*Name of Shareholder (consistent with the Company's shareholder register, ensuring consistency with the shareholder information disclosed by the SEC and NASDAQ):*]

Signature: _____

Name:

Title: [*Fill in the title of the legal representative if the Signatory is a corporate shareholder; no need to fill in if the Signatory is a natural person shareholder*]

This proxy form is solicited by the Company's management or on behalf of the Company's management. The solicitation process complies with the relevant provisions of the OBCA, the U.S. SEC and NASDAQ, and there are no irregularities such as mandatory solicitation and interest transfer. The Company will properly keep and record the solicited proxy forms for inspection by the SEC, NASDAQ and the relevant regulatory authorities of Canada.

Voting Ballot (In Person) for the Extraordinary General Meeting of Shareholders of Visionary Holdings Inc. - Common Shares

The undersigned, as a common shareholder of Visionary Holdings Inc., votes on the relevant matters of this Extraordinary General Meeting of Shareholders as follows:

Please mark the vote in the brackets with dark ink only as follows: [×]

Proposal 1: Deliberate on matters related to the Company's reverse stock split. The specific split ratio shall be determined by the Company's Board of Directors upon deliberation, and the scope of the split ratio shall comply with the relevant requirements of the NASDAQ Listing Rules on reverse stock splits (to ensure that the Company's stock price after the split meets the minimum listing price standard of NASDAQ). The resolution of the Board of Directors on this reverse stock split shall have the same effect as the approval of the General Meeting of Shareholders and shall not require a separate General Meeting of Shareholders for deliberation.

Approve Oppose Abstain

Proposal 2: Address other legal and compliant matters that may be appropriately raised at this Meeting or its adjourned sessions, which shall simultaneously comply with the relevant provisions of the OBCA, the U.S. SEC and NASDAQ.

Approve Oppose Abstain

Date: April 27, 2026

Name of Registered Shareholder: _____

Signature: _____

Printed Name of the Signatory: _____

Printed Title of the Signatory: _____

Number of Shares Held: _____ (Indicate the class of shares: Class A Common Shares Class B Common Shares)

Please sign strictly in the shareholder's own name. If the shares are held jointly by multiple holders, all holders must sign together. If signing as an agent, executor, administrator, trustee or guardian, the corresponding identity shall be clearly indicated in full. If the shareholder is a company, the chairman or other authorized senior management shall sign in the full name of the company. If the shareholder is a partnership, the authorized person shall sign in the name of the partnership.