

GENERAL ASSEMBLY HOLDINGS LIMITED



Trader's Bank Building
702, 67 Yonge Street
Toronto ON M5E 1J8

Form of Proxy – Annual General and Special Meeting to be held on May 3, 2024

Appointment of Proxyholder

I/We being the undersigned holder(s) of **General Assembly Holdings Limited** (the "Company") hereby appoint **Ted Hastings (Executive Chairman)** or failing this person, **Katharine Joakim (Chief Financial Officer)**

OR

Print the name of the person you are appointing if this person is someone other than the Management Nominees listed herein:

as my/our proxyholder with full power of substitution and to attend, act, and to vote for and on behalf of the holder in accordance with the following direction (or if no directions have been given, as the proxyholder sees fit) and all other matters that may properly come before the **Annual General and Special Meeting of General Assembly Holdings Limited** to be held at the offices of MNP LLP at 1 Adelaide St. E., Suite 1900, Toronto, Ontario M5C 2V9 on **May 3, 2024 at 1:30p.m. (Toronto time)** or at any adjournment thereof.

| | For | Withhold | | For | Withhold | | For | Withhold |
|--|--------------------------|--------------------------|------------------------|--------------------------|--------------------------|-------------------------|--------------------------|--------------------------|
| 1. Election of Directors. | | | | | | | | |
| a. Ali Khan Lalani | <input type="checkbox"/> | <input type="checkbox"/> | b. Ted Hastings | <input type="checkbox"/> | <input type="checkbox"/> | c. Kevin Ferrell | <input type="checkbox"/> | <input type="checkbox"/> |
| d. Glen Keleher | <input type="checkbox"/> | <input type="checkbox"/> | e. Iain Klugman | <input type="checkbox"/> | <input type="checkbox"/> | | | |
| 2. Appointment of Auditors. To appoint DNTW Toronto LLP, Chartered Professional Accountants, as auditor for the ensuing year and to authorize the directors of the Company to fix the auditor's remuneration. | | | | | | | For | Withhold |
| | | | | | | | <input type="checkbox"/> | <input type="checkbox"/> |
| 3. Approval of Stock Option Plan. To consider, and, if deemed advisable, to pass an ordinary resolution ratifying and approving the Company's existing Stock Option Plan, as more particularly described in the accompanying Management Information Circular. | | | | | | | For | Against |
| | | | | | | | <input type="checkbox"/> | <input type="checkbox"/> |
| 4. EIP Resolution. To consider and, if deemed advisable, to pass, with or without variation, an ordinary resolution ratifying and approving an amendment to the Company's Equity Incentive Plan, which provides for the increase in the pool of Reserved Shares that may be granted in connection with the Equity Incentive Plan, as more particularly described in the accompanying Management Information Circular. | | | | | | | For | Against |
| | | | | | | | <input type="checkbox"/> | <input type="checkbox"/> |
| 5. Ferrell Control Person Resolution. To consider, and, if deemed advisable, to pass, with or without variation, an ordinary resolution approving the conversion of existing debt owed by the Company to 22K Capital Corp. into Common Shares and the creation of a new "Control Person" (as such term is defined in the policies of the TSX Venture Exchange), as more particularly described in the accompanying Management Information Circular. | | | | | | | For | Against |
| | | | | | | | <input type="checkbox"/> | <input type="checkbox"/> |
| 6. Nye Control Person Resolution. To consider, and, if deemed advisable, to pass, with or without variation, an ordinary resolution approving the conversion of existing debt owed by the Company to Timothy Nye into Common Shares and the creation of a new "Control Person" (as such term is defined in the policies of the TSX Venture Exchange), as more particularly described in the accompanying Management Information Circular. | | | | | | | For | Against |
| | | | | | | | <input type="checkbox"/> | <input type="checkbox"/> |
| 7. Insider Services Debt Settlement Resolution. To consider, and, if deemed advisable, to adopt an ordinary resolution approving the issuance of Common Shares to certain related parties who are directors of the Company to settle outstanding amounts owed to the related parties of the Company, of which the details and the full text of the resolution are set out in the accompanying Circular; | | | | | | | For | Against |
| | | | | | | | <input type="checkbox"/> | <input type="checkbox"/> |
| 8. Legacy Share Sale Resolution. To consider, and, if deemed advisable, to pass, with or without variation, a special resolution authorizing and approving the sale of substantially all of the assets of the Company in accordance with Section 184(3) of the Business Corporations Act (Ontario), as more particularly described in the accompanying Management Information Circular. | | | | | | | For | Against |
| | | | | | | | <input type="checkbox"/> | <input type="checkbox"/> |
| 9. Consolidation Resolution. To consider, and, if deemed advisable, to pass, with or without variation, a special resolution authorizing and approving a consolidation of the issued and outstanding Class A common shares (the " Consolidation ") on the basis of fifty (50) pre-Consolidation Class A common shares for each one (1) post-Consolidation Class A common share, or such other ratio as the board of directors of the Company may determine, acting in the best interests of the Company, as more particularly described in the accompanying Management Information Circular. | | | | | | | For | Against |
| | | | | | | | <input type="checkbox"/> | <input type="checkbox"/> |
| 10. Name Change Resolution. To consider, and, if deemed advisable, to pass, with or without variation, a special resolution authorizing and approving to change the name of the Company to "CanPR Technology Inc." or to such other name acceptable to the TSX Venture Exchange and as the directors in their sole discretion determine is appropriate, as more particularly described in the accompanying Management Information Circular. | | | | | | | For | Against |
| | | | | | | | <input type="checkbox"/> | <input type="checkbox"/> |
| 11. Articles Amendment Resolution. To consider, and, if deemed advisable, to pass, with or without variation, a special resolution for the Class A common shares of the Company to be reclassified as "Common Shares" and to provide that the Common Shares shall have attached thereto the rights, privileges, restrictions and conditions, all as more particularly described in the accompanying Management Information Circular and that all other classes of shares of the Company be cancelled. | | | | | | | For | Against |
| | | | | | | | <input type="checkbox"/> | <input type="checkbox"/> |
| 12. Change of Registered Office Resolution. To consider, and, if deemed advisable, to pass, with or without variation, a special resolution authorizing the changing the address of the registered office of the Company to 1202-90 Burnhamthorpe Road West, Mississauga, Ontario L5B 3C2. | | | | | | | For | Against |
| | | | | | | | <input type="checkbox"/> | <input type="checkbox"/> |

INSTEAD OF MAILING THIS PROXY, YOU MAY SUBMIT YOUR PROXY USING SECURE ONLINE VOTING AVAILABLE ANYTIME:

**This form of proxy is solicited by and on behalf of Management.
Proxies must be received by 1:30 p.m., Toronto time, on May 1, 2024.**

Notes to Proxy

1. Each holder has the right to appoint a person, who need not be a holder, to attend and represent them at the Meeting. If you wish to appoint a person other than the persons whose names are printed herein, please insert the name of your chosen proxyholder in the space provided on the reverse.
2. If the securities are registered in the name of more than one holder (for example, joint ownership, trustees, executors, etc.) then all of the registered owners must sign this proxy in the space provided on the reverse. If you are voting on behalf of a corporation or another individual, you may be required to provide documentation evidencing your power to sign this proxy with signing capacity stated.
3. This proxy should be signed in the exact manner as the name appears on the proxy.
4. If this proxy is not dated, it will be deemed to bear the date on which it is mailed by Management to the holder.
5. The securities represented by this proxy will be voted as directed by the holder; however, if such a direction is not made in respect of any matter, this proxy will be voted as recommended by Management.
6. The securities represented by this proxy will be voted or withheld from voting, in accordance with the instructions of the holder, on any ballot that may be called for and, if the holder has specified a choice with respect to any matter to be acted on, the securities will be voted accordingly.
7. This proxy confers discretionary authority in respect of amendments to matters identified in the Notice of Meeting or other matters that may properly come before the meeting.
8. This proxy should be read in conjunction with the accompanying documentation provided by Management.



To Vote Your Proxy Online please visit:

<https://login.odysseytrust.com/pxlogin>

You will require the CONTROL NUMBER printed with your address to the right.

If you vote by Internet, do not mail this proxy.

To request the receipt of future documents via email and/or to sign up for Securityholder Online services, you may contact Odyssey Trust Company at <https://odysseytrust.com/ca-en/help/>.

Voting by mail may be the only method for securities held in the name of a corporation or securities being voted on behalf of another individual. A return envelope has been enclosed for voting by mail.

Authorized Signature(s) – This section must be completed for your instructions to be executed.

Signature(s):

Date

I/we authorize you to act in accordance with my/our instructions set out above. I/We hereby revoke any proxy previously given with respect to the Meeting. If no voting instructions are indicated above, **this Proxy will be voted as recommended by Management.**

Interim Financial Statements – Check the box to the right if you would like to receive interim financial statements and accompanying Management’s Discussion & Analysis by mail. See reverse for instructions to sign up for delivery by email.

Annual Financial Statements – Check the box to the right if you would like to **RECEIVE** the Annual Financial Statements and accompanying Management’s Discussion and Analysis by mail. See reverse for instructions to sign up for delivery by email.

MM / DD / YY