

Fountain Asset Corp.

Security Class: Subordinate Voting Shares

Multiple Voting Shares

FORM OF PROXY

Annual & Special Meeting of the Shareholders to be held on Thursday, September 4, 2025 (the "Meeting")

This Form of Proxy is solicited by and on behalf of the management of Fountain Asset Corp. (the "Company")

Notes to proxy

Every holder has the right to appoint some other person or company of their choice, who need not be a holder, to attend and act on their behalf at the Meeting or any adjournment or postponement thereof. If you wish to appoint a person or company other than the persons whose names are printed herein, please insert the name of your chosen proxyholder in the space provided.

If the securities are registered in the name of more than one owner (for example, joint ownership, trustees, executors, etc.), then all those registered should sign this proxy. If you are voting on behalf of a corporation or another individual you must sign this proxy with signing capacity stated, and you may be required to provide documentation evidencing your power to sign this proxy.

This proxy should be signed in the exact manner as the name(s) appear(s) on the proxy.

If this proxy is not dated, it will be deemed to bear the date on which it is mailed by the management to the holder.

If you appoint the Management Nominees, as defined herein, to vote your securities, they will vote in accordance with your instructions or, if no instructions are given, in accordance with the Management Voting Recommendations highlighted for each resolution overleaf. If you appoint someone else to vote your securities, they will also vote in accordance with your instructions or, if no instructions are given, as they in their discretion choose.

This proxy confers discretionary authority in respect of amendments or variations to matters identified in the notice of meeting or other matters that may properly come before the Meeting or any adjournment or postponement thereof.

This proxy should be read in conjunction with the accompanying documentation provided by Management.

Proxies submitted must be received by 10:00 A.M., Eastern Time, on Tuesday, September 2, 2025 or in the case of any adjournment or postponement of the Meeting not less than 48 hours (Saturdays, Sundays and holidays excepted) before the time of the adjourned or postponed meeting.

VOTING METHODS	
MAIL or HAND DELIVERY	Endeavor Trust Corporation 702 – 777 Hornby Street Vancouver, BC V6Z 1S4
FACSIMILE – 24 Hours a Day	604-559-8908
EMAIL	proxy@endeavortrust.com
ONLINE	As listed on Form of Proxy or Voting Instruction Form

If you vote by FAX, EMAIL or On-Line, DO NOT mail back this proxy.

Voting by mail, fax or by email are the only methods by which a holder may appoint a person as proxyholder other than the Management Nominees named on the reverse of this proxy.

Appointment of Proxyholder

I/We, being holder(s) of certain subordinate voting shares and/or multiple voting shares in the capital of **Fountain Asset Corp.** hereby appoint: **Andrew Parks, CEO**, or, failing this person, **Matthew Davis, CFO** (the "Management Nominees").

OR

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

as my/our proxyholder with full power of substitution and to attend, act and to vote for and on behalf of the shareholder 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 and special meeting of shareholders of **Fountain Asset Corp. (the "Company")** to be held at **82 Richmond Street East, Floor 3, Toronto, Ontario, M5C 1P1 on Thursday, September 4, 2025 at 10:00 A.M.**, Eastern Time, and at any adjournment or postponement thereof.

MANAGEMENT VOTING RECOMMENDATIONS ARE INDICATED BY **HIGHLIGHTED TEXT** OVER THE BOXES.

1. Election of Directors

- i) Morris Prychidny
- ii) Paul Kelly
- iii) Andrew Parks
- iv) Roger Daher
- v) Michael Galloro

For

Withhold

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2. Appointment of Auditor

To appoint **MNP LLP** as auditor of the Company for the ensuing year and to authorize the directors to fix their remuneration;

For

Withhold

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3. Equity Incentive Plan

To approve the termination of the existing stock option plan of the Company and the adoption of a new equity incentive plan, including the reservation for issuance under the equity incentive plan a maximum of 10% of the issued and outstanding subordinate voting shares of the Company from time to time, substantially in the form of resolution appended as Appendix B to the management information circular of the Company dated as of July 28, 2025, all as more fully described therein.

For

Against

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

Signature(s)

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.

Print Name(s) & Signing Capacity(ies), if applicable

Date (MM-DD-YY)

THIS PROXY MUST BE DATED

Financial Statements Request

In accordance with securities regulations, shareholders may elect annually to receive financial statements, or a notice advising how to access financial statements, if they so request. If you wish to receive such mailings, please mark your selection.

Interim Financial Reports – Mark the box to the right if you would like to RECEIVE interim financial statements and accompanying management's discussion & analysis by mail.

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Annual Financial Report – Mark the box to the right if you would like to RECEIVE annual financial statements and accompanying management's discussion and analysis by mail.

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To request the receipt of future documents via email, you may contact Endeavor Trust Corporation at proxy@endeavortrust.com.