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Form of Proxy - Annual General and Special Meeting to be held on Friday, October 22, 2021

This Form of Proxy is solicited by and on behalf of Management.

Notes to proxy

1. 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 Management Nominees whose names are printed herein, please insert the name of your chosen proxyholder in the space provided (see reverse).
2. 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 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(s) appear(s) on the proxy.
4. If a date is not inserted in the space provided on the reverse of this proxy, it will be deemed to bear the date on which it was mailed to the holder by Management.
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, and the proxy appoints the Management Nominees listed on the reverse, this proxy will be voted as recommended by Management.**
6. The securities represented by this proxy will be voted in favour, or withheld from voting, or voted against each of the matters described herein, as applicable, in accordance with the instructions of the holder, on any ballot that may be called for. If you have 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 or variations to matters identified in the Notice of Meeting and Management Information Circular or other matters that may properly come before the meeting or any adjournment or postponement thereof, unless prohibited by law.
8. This proxy should be read in conjunction with the accompanying documentation provided by Management.

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Proxies submitted must be received by 10:00 am, Edmonton Time, on Wednesday, October 20, 2021.



Appointment of Proxyholder

I/We being holder(s) (the "Proxyholder") of Visionstate Corp. (the "Corporation") hereby appoint: John A. Putters, President, Chief Executive Officer and a director of the Corporation, or failing this person, Randa Kachkar, Chief Financial Officer (the "Management Nominees")

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 on all other matters that may properly come before the Annual General and Special Meeting of shareholders of the Corporation to be held at the Visionstate Corp. offices located at 8634 53 Avenue, Edmonton, Alberta T6E 5G2 with meeting to be conducted through Zoom at <https://zoom.us/j/2764635222?pwd=L1ZlOVA2TDNiT0JzNThWczdvaWJpQT09> Meeting ID:276 463 5222 Passcode: FCucH9, in order to observe Covid 19 safety measures on Friday, October 22, 2021 at 10:00 am (Edmonton Time), and at any adjournment or postponement thereof.

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

For **Against**

1. Number of Directors

Fixing the size of the Board of Directors of the Corporation at six (6) members.

2. Election of Directors

For **Withhold**

For **Withhold**

For **Withhold**

01. James Duke

02. John Putters

03. Ned Dimitrov

04. Kevin Gilbank

For **Withhold**

3. Appointment of Auditors

Appointing RSM Canada, Chartered Accountants, as auditors and to authorize the directors to fix the auditors' remuneration.

For **Against**

4. Stock Option Plan

An ordinary resolution, with or without variation, the full text of which is set forth in the accompanying Information Circular, to approve a stock option plan attached as Schedule B to this Information Circular whereby a maximum of ten (10%) percent of the Corporation's issued and outstanding Shares will be reserved for issuance from time to time.

At the discretion of the said proxyholder, upon any amendment or variation of the above matters or any other matter that may be properly brought before the Meeting or any adjournment thereof in such manner as such proxyholder, in such proxyholder's sole judgment, may determine.

Signature of Proxyholder

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, and the proxy appoints the Management Nominees, this Proxy will be voted as recommended by Management.

DD / MM / YY

