# **GENESIS AI CORP.**



8th Floor, 100 University Avenue Toronto, Ontario M5J 2Y1 www.computershare.com

Security Class

Holder Account Number

## Form of Proxy - Annual General and Special Meeting to be held on November 20, 2023

## 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.

Proxies submitted must be received by 10:00 am (Vancouver time) on Thursday, November 16, 2023.

### VOTE USING THE TELEPHONE OR INTERNET 24 HOURS A DAY 7 DAYS A WEEK!

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To Vote Using the Telephone

- Call the number listed BELOW from a touch tone telephone.
  - 1-866-732-VOTE (8683) Toll Free



- Go to the following web site: www.investorvote.com
- Smartphone? Scan the QR code to vote now.



- To Receive Documents Electronically
- You can enroll to receive future securityholder communications electronically by visiting www.investorcentre.com.

#### If you vote by telephone or the Internet, DO NOT mail back this proxy.

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. Voting by mail or by Internet 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. Instead of mailing this proxy, you may choose one of the two voting methods outlined above to vote this proxy.

To vote by telephone or the Internet, you will need to provide your CONTROL NUMBER listed below.

#### **CONTROL NUMBER**

### **Appointment of Proxyholder**

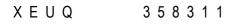
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I/We being holder(s) of securities of Genesis Al Corp. (the "Company") hereby appoint: Devinder Randhawa, or failing this person, Jamie Bannerman, or failing this person, Ryan Cheung (the "Management Nominees") OR Print the name of the person you are appointing if this person is someone other than the Management Nominees"											
as my/our proxyholder with full power given, as the proxyholder sees fit) and 1620 Dickson Avenue, Kelowna, BC V	of substitutio I on all other /1Y 9Y2 on N	n and to atte matters that lovember 20	end, act and to may properly o ), 2023 at 10:00	vote for and c come before t ) am (Vancou	on behalf of the holder in he Annual General and i iver time) and at any adj	accordance Special Mee ournment of	e with the following eting of shareholder r postponement the	direction (or if no direc s of the Company to b reof.	ctions have b be held at Su	been lite 750 –	
VOTING RECOMMENDATIONS ARE		) BY <mark>HIGHL</mark>	IGHTED TEXT	OVER THE	BOXES.				100	Againat	
1. Number of Directors									For	Against	
To set the number of Directors at	3										
	0.										
2. Election of Directors	For	Withhold			For	Withhold	1		For	Withhold	Fold
01. Devinder Randhawa			02. Jamie B	annerman			03. Jeremy Wie	ebe			
3. Appointment of Auditors									For	Withhold	<b>W</b>
Appointment of DeVisser Gray LL Directors to fix their remuneration.		d Professio	onal Accounta	ants as Audi	tors of the Company	for the ens	uing year and au	thorizing the			
4. Stock Option Plan Resolutior	ı								For	Against	
To consider, and if deemed appropriate, to pass an ordinary resolution, affirming, ratifying and approving the 10% stock option plan of the Company.											
									For	Against	
5. Equity Incentive Plan Resolut	tion										
To consider, and if deemed appropriate, pass an ordinary resolution approving the new Fixed Equity Incentive Plan.									For	Against	
6. Other Business									_	_	
To transact such other business as may properly come before the Meeting or any adjournment(s) or postponement(s) thereof.											Fold
Signature of Proxyholder					Signature(s)			Date			
/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.											
Interim Financial Statements - Mark this t like to receive Interim Financial Statements accompanying Management's Discussion a mail.	oox if you would and Ind Analysis by	d	like to receive	the Annual Fin	<b>ts</b> - Mark this box if you wou ancial Statements and s Discussion and Analysis b					_	

accompanying Management's Discussion and Analysis by mail.

If you are not mailing back your proxy, you may register online to receive the above financial report(s) by mail at www.computershare.com/mailinglist.





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