

Proxy for the Special Meeting of Shareholders of Psirenty Inc.

This Proxy is solicited by the Management of Psirenty Inc. (the “Corporation”), and will be used at the Special Meeting of Shareholders to be held on October 15, 2024, at 11:00 a.m. (EST)

THIS PROXY MUST BE RECEIVED NO LATER THAN 11:00 A.M. (EST) ON October 11, 2024

SEE BACK FOR DELIVERY INSTRUCTIONS.

The undersigned holder of common shares of the Corporation, revoking all proxies previously given, hereby nominates, constitutes, and appoints Chris McCullough, the President & Director of the Corporation, or instead of him, _____ the true and lawful attorney and proxy holder of the undersigned, with full power of substitution to attend, vote and otherwise act for and on behalf of the undersigned in respect of all matters that may come before the **Special Meeting of Shareholders of the Corporation, to be held on October 15, 2024, commencing at 11:00 a.m. (Toronto time), and at every adjournment or postponement thereof (the “Meeting”)**, and at every poll or ballot that may take place in consequence thereof to the same extent and with the same powers as if the undersigned were present at such Meeting.

Without limiting the general authorization and powers conferred hereby, the undersigned hereby instructs the said proxy to vote the common shares represented by this form of proxy as indicated below and hereby revokes any proxy previously given.

Shareholders are recommended to VOTE as follows:		
Vote FOR		
	FOR	AGAINST
To consider, and if thought fit, pass a special resolution authorizing, approving and confirming the amendment to the Articles of Incorporation of the Corporation to consolidate the issued and outstanding Class A Common shares of the Corporation on the basis of one (1) post-consolidation Class A Common share for up to every five (5) pre-consolidation Class A Common shares.	<input type="checkbox"/>	<input type="checkbox"/>

Signature of shareholder:

Name of shareholder:

Title (if applicable):

Phone number:

Date:

INSTRUCTIONS FOR COMPLETION OF PROXY
– YOU MUST ACT QUICKLY FOR YOUR VOTE TO COUNT –
VOTE YOUR PROXY TODAY USING ONE OF THE METHODS AVAILABLE BELOW

1. This form of proxy (the “**Proxy**”) is solicited by the management of the Corporation. Shareholders are directed to reference the accompanying Notice of Meeting for more detailed information.
2. Each shareholder has the right to appoint a person other than the persons specified above to represent such shareholder at the Meeting and any adjournments thereof. Such right may be exercised by striking out the names of the specified persons and by inserting in the blank space provided the name of the person to be appointed and a valid contact email address, who need not be a shareholder of the Corporation. Appointed proxies that do not have valid email addresses will not be accepted.
3. This Proxy must be signed by you, the registered shareholder, or by your attorney duly authorized by you in writing, or, in the case of a corporation, by a duly authorized officer or representative of the corporation; and if executed by an attorney, officer, or other duly appointed representative, the original or a notarial copy of the instrument so empowering such person, or such other documentation in support as shall be acceptable to the Chairman of the Meeting, must accompany this Proxy.
4. Please sign and date this Proxy. If not dated, this Proxy shall be deemed to be dated on the date it was mailed to shareholders.
5. The securities represented by this Proxy will be voted for or against, as the case may be, in accordance with your instructions on any poll of a resolution or ballot that may be called for and, if you specify a choice with respect to any matter to be acted upon, the securities will be voted accordingly. **Where no choice is specified for the matters referred to in item 1 herein, the securities represented by this Proxy will be VOTED FOR the matter referred to in such items.** Further, the securities will be voted by the appointed proxy holder with respect to any amendments or variations of any of the resolutions set out on this Proxy or any other matters that may properly come before the Meeting as the proxy holder in its sole discretion sees fit.
6. Time is of the essence. A proxy, to be effective, must be returned and received by AGM Connect by either email to voteproxy@agmconnect.com, completing the form at <https://app.agmconnect.com> or mailing a signed proxy to the address listed below, no later than 11:00 a.m. (Eastern Standard Time) on 11th of October, 2024, or in the case of any adjournment or postponement of the Meeting, no later than 24 hours before the time of such reconvened meeting. The mailing address is:

AGM Connect.
ATTN: Psirenty Inc
372 Bay Street, Suite 1800,
Toronto, ON, M5H 2W9

PLEASE ENSURE THAT YOU:

1. **SIGN** your name exactly as it appears on this Proxy.
2. **DATE** this Proxy.
3. Return this Instrument of Proxy to the Corporation by using one of the following methods:
 - ☐ **by EMAIL to AGM Connect – ATTN: Psirenty at voteproxy@agmconnect.com**
 - OR**
 - ☐ **by MAIL to the address noted above**

PSIRENITY INC.

NOTICE OF SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN pursuant to Section 96 of the *Business Corporations Act* (Ontario) (the “**OBCA**”) that a Special meeting (the “**Meeting**”) of the shareholders (the “**Shareholders**”) of Psirenty Inc. (the “**Corporation**” or “**Psirenty**”) will be held virtually through the platform of AGM Connect on Tuesday, October 15, 2024 at 11:00 a.m. (Toronto time) for the following purposes:

1. To consider and, if deemed appropriate, pass a special resolution (the "Special Resolution") authorizing, approving and confirming the amendment to the Articles of Incorporation of the Corporation, to consolidate the issued and outstanding Class A Common shares of the Corporation on the basis of one (1) post-consolidation Class A Common share for up to every five (5) pre-consolidation Class A Common shares; and
2. to transact such other business as may properly come before the Meeting or any adjournment or postponement thereof.

The Meeting can be accessed through: www.agmconnect.com/Psirenty2024

Accompanying this Notice of Meeting is a form of proxy. Every Shareholder entitled to vote at the Meeting may by means of a proxy appoint a proxy holder, or one or more alternate proxy holders, who need not be Shareholders as his, her or its nominee to attend and act at the Meeting in the manner, to the extent and with the authority conferred by the proxy. The proxy shall be executed by the Shareholder or his, her or its attorney authorized in writing, or, if the Shareholder is a corporation, by any officer or attorney thereof duly authorized. The proxy may be in any form which complies with the OBCA and its regulations, but preferably in the form attached. Proxies must be delivered to AGM Connect either by email via voteproxy@agmconnect.com or mailed to AGM Connect at 372 Bay Street, Suite 1800, Toronto, ON, M5H 2W9 at any time up to 11:00 a.m. (Toronto time) on October 11, 2024 (or, in the case of any adjournment(s) or postponements(s) of the Meeting, 11:00 a.m. (Toronto time) one business day preceding the date of the adjourned or postponed Meeting at which the proxy is to be used) or may be deposited with the Chairperson of the Meeting prior to the commencement of the Meeting.

VOTING INSTRUCTIONS FOR SHAREHOLDERS

Completed proxies for Shareholders must be submitted to AGM Connect by:

- (i) Online voting: www.agmconnect.com/Psirenty2024
- (ii) Email to voteproxy@agmconnect.com;
- (iii) Facsimile at +1.416.222.4202; or
- (iv) Mail to AGM Connect at 372 Bay Street, Suite 1800, Toronto, ON, M5H 2W9.

before 11:00 am (EST) on October 11, 2024, or not less than 24 hours (excluding Saturdays, Sundays and statutory holidays in the City of Toronto, Ontario) before the time of any adjourned or postponed Meeting (the "Proxy Deadline"). In the case of a Proxy Form, strike out the names of the persons named in the proxy, insert the Non-Registered Shareholder's name and email address in the space provided and supply to AGM Connect as directed.

PARTICULARS OF MATTERS TO BE ACTED UPON AT THE MEETING

Approval of the Consolidation of Outstanding Securities

The Board proposes to reduce the number of Common Shares of the Corporation in order to increase its flexibility with respect to potential business transactions, including any equity financings, if determined by the Corporation to be necessary. Shareholders are being asked to consider and, if thought appropriate, to pass the special resolution authorizing the Board, in its sole discretion, to consolidate the Common Shares on the basis of 1 new Common Share for up to every 5 old Common Shares (the “Consolidation”) and amending the Corporation’s articles accordingly. Notwithstanding approval of the Consolidation by the shareholders, the Board of Directors may, in its sole discretion, revoke this special resolution, and abandon the Consolidation without further approval or action by or prior notice to shareholders.

The Board believes that it is in the best interests of the Corporation to provide the Board with the flexibility to elect to reduce the number of outstanding Shares by way of the Share Consolidation. The current share structure of the Corporation may make it more difficult for the Corporation to attract additional equity financing that may be required or desirable to maintain the Corporation or to further develop its business. The Share Consolidation may have the effect of raising, on a proportionate basis, the price of the Shares, which could appeal to certain investors who find shares valued above certain prices to be more attractive from an investment perspective.

The Board believes shareholder approval of the proposed consolidation ratio range provides the Board with flexibility to achieve the desired results of the Consolidation. If this special resolution is approved, the Consolidation will be implemented, if at all, only upon a determination by the Board that the Consolidation is in the best interests of the Corporation and its shareholders at that time. In connection with any determination to implement a Consolidation, the Board will set the timing for such a consolidation.

Principal Effects of the Consolidation

As of October 1, 2024, the Corporation had 31,232,017 Common Shares issued and outstanding. Following the completion of the proposed Consolidation, the number of Common Shares of the Corporation issued and outstanding will depend on the ratio selected by the Corporation’s Board. The following table sets out the appropriate number of Common Shares that would be outstanding as a result of the Consolidation at the ratios suggested below in Table 1 – Consolidation Ratio.

Selected Proposed Consolidation Ratio ⁽¹⁾	Approximate Number of Outstanding Common Shares (Post Consolidation) ^{(2) (3)}
1 for 2	15,616,009
1 for 3	10,410,672
1 for 4	7,808,004
1 for 5	6,246,403

Notes:

- (1) The ratios above are for information purposes only and are not indicative of the actual ratio that may be adopted by the Board of Directors to effect the Consolidation, which, if the Consolidation Resolution is approved, may be one New Common Share for up to every five (5) issued and outstanding Common Shares.
- (2) The exact number of Common Shares outstanding after the Consolidation will vary based on the elimination of fractional shares, and certain other factors.
- (3) Based on the number of outstanding Common Shares as at the date hereof, being 31,232,017 Common Shares.

Tax Effect

The Consolidation will not give rise to a capital gain or loss under the Income Tax Act (Canada) for a shareholder who holds such Common Shares as capital property. The adjusted cost base to the shareholder of the new Common Shares immediately after the consolidation will be equal to the aggregate adjusted cost base to the shareholder of the old Common Shares immediately before the Consolidation. **EACH SHAREHOLDER SHOULD CONSULT ITS TAX ADVISOR WITH RESPECT TO THE PARTICULAR TAX CONSEQUENCES OF THE SHARE CONSOLIDATION TO SUCH SHAREHOLDER, INCLUDING THE EFFECTS OF ANY CANADIAN OR U.S. FEDERAL, STATE AND LOCAL, FOREIGN AND OTHER TAX LAWS.**

Notice of Consolidation and Letter of Transmittal

The Corporation has mailed with the proxy materials to each registered Shareholder a letter of transmittal in connection with the Consolidation. Each registered Shareholder must complete and sign the letter of transmittal after the Consolidation takes effect. **Registered Shareholders should delay sending in the Letter of Transmittal until the Consolidation Resolution has been approved on October 15, 2024.**

The letter of transmittal contains instructions on how to surrender the certificate(s) representing the registered Shareholder's pre-consolidation Shares. The Company will send to each registered Shareholder who follows the instructions provided in the letter of transmittal a share certificate representing the number of post-consolidation Shares to which the registered Shareholder is entitled rounded down to the nearest whole number or, alternatively, a DRS Advice/Statement representing the number of post-consolidation Shares the registered Shareholder holds following the Consolidation. Beneficial Shareholders (i.e., non-registered Shareholders) who hold their Shares through intermediaries (securities brokers, dealers, banks, financial institutions, etc.) and who have questions regarding how the Consolidation will be processed should contact their intermediaries with respect to the Consolidation. See "Effect on Non-Registered Holders" below.

Until surrendered to the transfer agent, each share certificate representing pre-consolidation Shares will be deemed for all purposes to represent the number of post-consolidation Shares to which the registered Shareholder is entitled as a result of the Consolidation. Until registered Shareholders have returned their properly completed and duly executed letter of transmittal and surrendered their share certificate(s) for exchange, registered Shareholders will not be entitled to receive any distributions, if any, that may be declared and payable to holders of record following the Consolidation.

Any registered Shareholder whose old certificate(s) have been lost, destroyed or stolen will be entitled to a replacement share certificate only after complying with the requirements that the Corporation and the transfer agent customarily apply in connection with lost, stolen or destroyed certificates.

The method chosen for delivery of share certificates and letters of transmittal to the Corporation's transfer agent is the responsibility of the registered Shareholder and neither the transfer agent nor the Corporation will have any liability in respect of share certificates and/or letters of transmittal which are not actually received by the transfer agent.

REGISTERED SHAREHOLDERS SHOULD NEITHER DESTROY NOR SUBMIT ANY SHARE CERTIFICATE UNTIL HAVING RECEIVED A LETTER OF TRANSMITTAL.

Effect on Non-registered shareholders

Non-registered shareholders of the Corporation holding their Common Shares through a bank, broker or other nominee should note that such banks, brokers or other nominees may have different procedures for processing the proposed Consolidation than those that will be put in place by the Corporation for registered shareholders. If you hold your Common Shares with such a bank, broker or other nominee and if you have any questions in this regard, you are encouraged to contact your nominee.

Effect on Fractional Shares

No fractional Common Shares of the Corporation will be issued upon the Consolidation. All fractions of post Consolidation Common Shares will be rounded down to the next lowest whole number if the first decimal place is less than five and rounded up to the next highest whole number if the first decimal place is five or greater.

Effect on Percentage Shareholdings

The Consolidation will not affect any shareholder's percentage ownership in the Corporation, even though such ownership will be represented by a smaller number of Common Shares. Instead, the Consolidation will reduce proportionately the number of Common Shares held by all shareholders.

Effect on Convertible Securities and Stock Options

The exercise or conversion price and/or the number of Shares issuable under any of the Corporation's outstanding convertible securities including under outstanding stock options, warrants, rights, restricted share units and any other similar securities will be proportionally adjusted upon the implementation of the Consolidation, in accordance with the terms of such securities, based on the Consolidation ratio.

Implementation

The implementation of the special resolution is conditional upon the Corporation obtaining the necessary regulatory consents. The special resolution provides that the Board is authorized, in its sole discretion, to determine not to proceed with the proposed Consolidation, without further approval of the Corporation's shareholders. In particular, the Board of Directors may determine not to present the special resolution to the Meeting or, if the special resolution is presented to the Meeting and approved, may determine after the Meeting not to proceed with completion of the proposed Consolidation and filing of the articles of amendment. If the Board does not implement the Consolidation prior to the next meeting of shareholders, the authority granted by the special resolution to implement the Consolidation on these terms would lapse and be of no further force or effect.

Special Resolution Approving the Consolidation

It is proposed that the shareholders pass a resolution in the form set forth below:

"BE IT RESOLVED, as a special resolution of the shareholders of Psirentity Inc. (the **"Corporation"**) that:

1. The articles of incorporation of the Corporation (the **"Articles"**), be amended to change the number of issued and outstanding shares of the Corporation by consolidating the issued and outstanding Class A Common Shares of the Corporation (the **"Common Shares"**) on the basis of one (1) post-consolidation Class A Common Share for up to every five (5) Class A Common Shares; (the **"Consolidation"**).
2. The Board of Directors is hereby authorized to determine the ratio for the Consolidation within the range set out in Table 1 – "Consolidation Ratio" of the Notice dated October 2, 2024;
3. The amendment to the Articles will provide that no fractional Common Shares will be issued in connection with the Consolidation, and any fractional number of post-Consolidation Common Shares will be rounded down to the next lowest whole number if the first decimal place is less than five and rounded up to the next highest whole number if the first decimal place is five or greater (or cancelled if, following the Consolidation, a holder of Common Shares holds less than one (1) Common Share), and no consideration therefor will be payable to the holder(s) thereof.
4. The effective date of such Consolidation shall be the date shown in the certificate of amendment; and

5. Any director or officer of the Corporation be, and each of them is hereby authorized and directed, for and in the name of and on behalf of the Corporation, to execute and deliver or cause to be delivered articles of amendment to the Director appointed under the *Business Corporations Act* (Ontario) (the “Act”) and to execute and deliver or cause to be delivered all documents and to take any action which, in the opinion of that person, is necessary or desirable to give effect to this special resolution.
6. The directors of the Corporation, in their sole discretion, may act upon these resolutions to effect the Consolidation or, if deemed appropriate, may choose not to act upon these resolutions without further notice to, or approval of, the shareholders of the Corporation despite shareholder approval of the Consolidation.
7. Any one director or officer of the Corporation be, and each of them is hereby authorized and directed, for and in the name of and on behalf of the Corporation, to execute or cause to be executed, whether under corporate seal of the Corporation or otherwise, and to deliver or cause to be delivered all such documents, and to do or cause to be done all such acts and things, as in the opinion of such director or officer may be necessary or desirable in order to carry out the terms of this resolution, such determination to be conclusively evidenced by the execution and delivery of such documents or the doing of any such act or thing.”

Unless such authority is withheld, the persons named in the enclosed Form of Proxy intend to vote FOR the resolution authorizing and approving the Consolidation. In order to be approved, the special resolution must be passed by at least 66 2/3% of the votes cast by shareholders at the Meeting in person or by proxy.

GENERAL INFORMATION

Dissenting Shareholder Rights

A brief summary of the provisions of the dissent rights under the OBCA is set forth below and is qualified in its entirety by the text of Section 185 of the OBCA.

A Psirenty shareholder who intends to exercise dissent rights should carefully consider and strictly comply with the provisions of Section 185 of the OBCA. Failure to strictly comply with the provisions of that section, and to adhere to the procedures established therein may result in the loss of all rights thereunder. It is suggested that Psirenty shareholders wishing to avail themselves of their rights under those provisions seek their own legal advice, as failure to comply strictly with them may prejudice their right of dissent.

A Psirenty shareholder who fully complies with the dissent procedures in Section 185 of the OBCA is entitled, if the Transaction becomes effective, in addition to any other rights he may have, to dissent and to be paid the fair value of the Psirenty shares held by them in respect of which they dissent, determined as of the close of business on the last business day before the Meeting. A Psirenty Shareholder may dissent only with respect to all of the Psirenty shares held by them or on behalf of any one beneficial owner and registered in the dissenting shareholder’s name. Psirenty shareholders who have voted in favour of the Transaction, in person or by proxy, shall not be accorded a right of dissent.

Persons who are beneficial owners of Psirenty shares registered in the name of a broker, custodian, nominee or other intermediary who wish to dissent, should be aware that only the registered owner of such Psirenty shares is entitled to dissent. Accordingly, a beneficial owner of Psirenty shares desiring to exercise their right of dissent must make arrangements for the Psirenty shares beneficially owned by them to be registered in their name prior to the time the written objection to the Transaction resolution is required to be received by Psirenty or, alternatively, make arrangements for the registered holder of their Psirenty shares to dissent on their behalf.

A Dissenting Shareholder must: (i) send to Psirenty a dissent notice, which dissent notice must be received by Psirenty at 372 Bay Street, Suite 1800, Toronto, ON, M5H 2W9 Attention: Chris McCullough, President and

Director by 5:00 p.m. (Toronto time) on or prior to the second last business day preceding the Meeting or any adjournment thereof; or (ii) provide a dissent notice to the Chair of the Meeting at the Meeting. No Psirenty shareholder who has voted in favour of the Transaction shall be entitled to dissent with respect to the Transaction.

All Resolutions to be Approved

Each of the resolutions attached to this Notice of Meeting must be approved by the requisite Shareholder approval for the Transaction to proceed. In the event that any of the resolutions is not passed notwithstanding that other resolutions are passed, the Transaction will not proceed. Notwithstanding the approval of the resolutions by the Shareholders, the Board, in its sole discretion, may revoke the resolutions and abandon the Transaction without further approval, action by, or prior notice to Shareholders.

DATED at Toronto, Ontario this 2nd day of October, 2024.

BY ORDER OF THE BOARD

Per: Chris McCullough
Chris McCullough
President & Director