



VENZEE TECHNOLOGIES INC.

Form of Proxy – Annual General and Special Meeting to be held on December 10, 2025



Trader's Bank Building
1100, 67 Yonge Street
Toronto ON M5E 1J8

Appointment of Proxyholder

I/We being the undersigned holder(s) of Venzee Technologies Inc. hereby appoint **Peter Montross, Chief Executive Officer and Director** or failing this person, **Darren Battersby, 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 Venzee Technologies Inc.** to be held at **Suite 1100 – 1111 Melville Street, Vancouver, BC on Wednesday, December 10, 2025 at 11:00 am (PT)** or at any adjournment thereof.

	For	Withhold		For	Withhold		For	Withhold
1. Election of Directors.								
a. Peter Montross	<input type="checkbox"/>	<input type="checkbox"/>	b. Sean Copeland	<input type="checkbox"/>	<input type="checkbox"/>	c. Jeffrey J. Smith	<input type="checkbox"/>	<input type="checkbox"/>
d. Pamela Draper	<input type="checkbox"/>	<input type="checkbox"/>	e. Darren Battersby	<input type="checkbox"/>	<input type="checkbox"/>			
2. Appointment of Auditors. To re-appoint Davidson & Company LLP, Chartered Professional Accountants, as the Company's auditor for the ensuing year, and to authorize the directors to fix the remuneration to be paid to the auditor.							For	Withhold
							<input type="checkbox"/>	<input type="checkbox"/>
3. Approval of Omnibus Incentive Plan. To consider and, if thought fit, to pass an ordinary resolution of disinterested Shareholders approving the Company's Omnibus Long Term Incentive Plan, as more particularly described in the attached management information circular in " Section 3 - The Business of the Meeting - 4. Approval of Omnibus Long Term Incentive Plan ".							For	Against
							<input type="checkbox"/>	<input type="checkbox"/>
4. Approval of Transaction. To consider and, if thought fit, to pass an ordinary resolution (the "Transaction Resolution") of disinterested Shareholders approving the completion of the acquisition by the Company from Digital Commerce Payments Inc. ("DCP") of the Jasper Software as a Service (SaaS) Product Information Management (PIM) Solution business, including the right to use related software, by way of the issuance of 30,000,000 common shares of the Company ("Common Shares") to DCP pursuant to the terms of the transaction agreement dated October 31, 2025 entered into between the Company and DCP (the "Transaction Agreement"), as more particularly described in the Company's management information circular dated November 7, 2025 (the "Information Circular") in " Section 3 – The Business of the Meeting - 5. Approval of Transaction ".							For	Against
							<input type="checkbox"/>	<input type="checkbox"/>
5. Approval of Debt Settlement. To consider and, if thought fit, to pass an ordinary resolution (the "Debt Settlement Resolution") of disinterested Shareholders approving the issuance of up to 31,540,470 Common Shares to holders of debentures and other indebtedness issued by the Company, including DCP and certain of its affiliates, in satisfaction of such indebtedness and accrued interest owing to them by the Company, based on an issue price of CAD\$0.095 per Common Share (or, if greater, the applicable minimum acceptable price required by TSX Venture Exchange, as more particularly described in the Information Circular in " Section 3 – The Business of the Meeting - 6. Approval of Debt Settlement ".							For	Against
							<input type="checkbox"/>	<input type="checkbox"/>
6. Approval of Private Placement. To consider and, if thought fit, to pass an ordinary resolution (the "Private Placement Resolution") of disinterested Shareholders approving the issuance of up to 31,578,947 Common Shares to subscribers for Common Shares, including DCP, at an issue price of CAD\$0.095 per Common Share for gross proceeds of up to CAD\$3 million, as more particularly described in the Information Circular in " Section 3 – The Business of the Meeting - 7. Approval of Private Placement ".							For	Against
							<input type="checkbox"/>	<input type="checkbox"/>

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.**

MM / DD / YY

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.

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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.

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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 11:00 am, Pacific Time, on December 8, 2025.**

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://vote.odysseytrust.com>

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.