



**FORM OF PROXY**  
**FOR USE AT THE ANNUAL GENERAL & SPECIAL MEETING OF SHAREHOLDERS**  
**TO BE HELD AT 1800-8 KING STREET EAST, TORONTO, ONTARIO**  
**ON FRIDAY, SEPTEMBER 26, 2025, AT 11:00AM (ET)**

*Proxies must be received by Wednesday, September 24, 2025 at 11:00am (ET) to be valid.*

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VOTING METHOD	
INTERNET	Go to <a href="http://www.agmcvote.com">www.agmcvote.com</a> and enter your 12-Digit Control Number.
EMAIL	<a href="mailto:voteproxy@agmconnect.com">voteproxy@agmconnect.com</a>
MAIL	AGM Connect 1800-372 Bay Street Toronto, ON M5H 2W9

This Proxy is solicited on behalf of the management of Aston Bay Holdings Ltd. (the "Corporation"). The undersigned, being a shareholder of the Corporation hereby appoints, Thomas Ullrich, CEO of the Corporation, or failing him, Donna McLean, CFO, or instead of either of them, the following appointee:

\_\_\_\_\_  
*Please Print Appointee Name*

\_\_\_\_\_  
*Please Print Email of Appointee*

as proxyholder for and on behalf of the undersigned with the power of substitution to attend, act and vote for and on behalf of the undersigned in respect of all matters that may properly come before the meeting and at any adjournment(s) or postponement(s) thereof, in accordance with voting instructions, if any, provided below.

**-PLEASE SEE VOTING GUIDELINES ON REVERSE-**

	FOR	WITHHOLD
<b>1. Election of Directors</b>		
a. Thomas Ullrich	<input type="checkbox"/>	<input type="checkbox"/>
b. Jessie Liu-Ernsting	<input type="checkbox"/>	<input type="checkbox"/>
c. Jeffrey R. Wilson	<input type="checkbox"/>	<input type="checkbox"/>
d. Gary O'Connor	<input type="checkbox"/>	<input type="checkbox"/>
e. Mark J. Pryor	<input type="checkbox"/>	<input type="checkbox"/>
<b>2. Appointment of Auditors</b>	<b>FOR</b>	<b>WITHHOLD</b>
To appoint MNP LLP, Chartered Accountants, as auditors of the corporation and to authorize the directors to fix their remuneration.	<input type="checkbox"/>	<input type="checkbox"/>
<b>3. Approval of Stock Option Plan</b>	<b>FOR</b>	<b>AGAINST</b>
To approve, with or without variation, the Company's stock option plan, as more particularly described in the management information circular.	<input type="checkbox"/>	<input type="checkbox"/>

\_\_\_\_\_  
*Please Print Name*

\_\_\_\_\_  
*Signature of Shareholder*

\_\_\_\_\_  
*Dated*

*Please use the following information to vote your shares and attend the meeting:*

LINK TO VOTE	<a href="http://www.AGMVote.com">www.AGMVote.com</a>
CONTROL NUMBER	
NUMBER OF SHARES	

## PROXY VOTING GUIDELINES

1. THIS PROXY IS SOLICITED BY MANAGEMENT OF THE COMPANY.
2. THIS PROXY SHOULD BE READ IN CONJUNCTION WITH THE MEETING MATERIALS PRIOR TO VOTING.
3. If you appoint the management nominees to vote your securities, they will vote in accordance with your instructions or, if no instructions are given, they will vote in favour of each resolution. 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.
4. Each shareholder has the right to appoint a person other than management designees specified to represent them at the meeting or any postponement or adjournment thereof. Such right may be exercised by completing the proxy appointee information section located on the front side of this proxy form page. The appointed proxyholder need not be a shareholder of the Corporation.
5. The proxy confers discretionary authority in respect of amendments or variations to matters identified in the Notice of Meeting or other matters that properly come before the meeting or any adjournment or postponement thereof.
6. To be valid, this proxy must be signed by the shareholder named on the front side of this proxy. If the shareholder is a Corporation, the proxy must be executed by an officer of the Corporation or an attorney duly authorized thereof.
7. If the proxy is not dated, it is deemed to bear the date of it's mailing to the shareholders of the Company.
8. To be valid, this proxy must be filed using one of the Voting Methods and must be received by AGM Connect before the date noted on the front side of this proxy, or in the case of any adjournment or postponement of the Meeting not less than 48 hours (Saturdays, Sundays, and Holidays in the city of Toronto, Ontario excluded) before the time of the adjournment or postponement of the meeting.

## CONDITIONS

If any amendments or variations to the matters referred to above or any other matters identified in the notice of meeting are proposed at the Meeting or any adjournment(s) thereof, or if any other matters which are not known to management should properly come before the meeting or any adjournment(s) thereof, this proxy confers discretionary authority on the person voting the proxy to vote on such amendments or variations or such other matters in according with the best judgement of such persons.

***Late proxies may be accepted or rejected by the Chairman of the meeting in his or her sole discretion.***

### REQUEST FOR FINANCIAL STATEMENTS

#### ASTON BAY HOLDINGS LTD.: FISCAL YEAR 2025

In accordance with National Instrument 51-102 – *Continuous Disclosure Obligations*, registered and beneficial shareholder may elect annually to receive interim (quarterly) financial statements and corresponding management discussion and analysis ("MD&A") and/or annual financial statements and MD&A.

☐ IF THIS IS AN ADDRESS CHANGE, PLEASE CHECK THE BOX AND PROVIDE YOUR NEW ADDRESS BELOW.

New address:

#### PLEASE SEND ME THE FOLLOWING:

☐ Annual Financial Statements with MD&A

☐ Interim Financial Statements with MD&A

#### SHAREHOLDER REGISTRATION (PLEASE PRINT)

Name:

Street Address:

City:

Prov/State:

Postal/Zip Code:

Country:

Email Address:

I HEREBY CERTIFY that I am a registered and/or beneficial holder of the Corporation, and as such, request that my name be placed on the Corporation's Mailing List in respect to its annual and/or interim financial statements and the corresponding MD&A for the current financial year.

Signed

Dated

If you wish to receive these documents by mail or email, please return this completed form to AGM Connect in the envelope provided or by email to [support@agmconnect.com](mailto:support@agmconnect.com).

Rather than receiving financial statements by mail, you may choose to view these documents on the SEDAR+ website at [www.sedarplus.ca](http://www.sedarplus.ca).

\* By providing an e-mail address, you are consenting to the delivery of Corporation information and financial reports in PDF electronic format to the provided e-mail address. In the event that the electronic delivery fails, the documents will be sent by ordinary mail. In order to remove yourself from this list at any time (either email or ordinary mail) please send your written request to [support@agmconnect.com](mailto:support@agmconnect.com).