



YOUR CREATIVE CAREER AWAITS

The Hub, 34 Lady Musgrave Road / Kingston 5 / Jamaica, W.I. / www.iCreateEDU.com / 876-649-5563

Form of Proxy

[PLACE POSTAGE STAMP]

I/We _____ (insert name)
of _____
_____ (insert address)
being a shareholder(s) of the above-named Company, hereby appoint
_____ (proxy name)
of _____
_____ (address of proxy)
or failing him/her, _____ (alternate proxy)
of _____
_____ (address of alternate proxy)

as my/our Proxy to vote for me/us and on my/our behalf in the hybrid Extraordinary General Meeting of the Company to be held on **Monday, November 28, 2022 at 2:00pm** at the Outpost Republic, 80 Lady Musgrave Road, Kingston 10, in the parish of Saint Andrew.

No.	Resolution(s)	For <i>(tick as appropriate)</i>	Against
1.	<p>“The Company hereby confirms that the resolutions passed at the EGM held on August 25, 2022 concerning the approval of the shareholders of the Company, authorising the acceptance by the Company of convertible debt financing in an amount of One Hundred Million Jamaican Dollars (J\$100,000,000.00) and Four Hundred Thousand United States Dollars (US\$400,000.00) to be provided by Astronomical Holdings Limited and Kintyre Holdings Limited respectively on the terms and conditions stated therein, be set aside, rescinded and deemed set aside and rescinded, to the intent that these transactions shall not be proceeded with by the Company and the other transactional parties.”</p>		
2.	<p>““The Company hereby approves the acceptance by the Company of convertible debt financing by way of the Loans of One Hundred Million Jamaican Dollars (J\$100,000,000.00); Seventy Million Jamaica Dollars (\$70,000,000.00); Three Hundred and Seventy Five Thousand United States Dollars (US\$375,000.00); Fifty Million Jamaican Dollars (\$50,000,000.00); Twenty Million Jamaican Dollars (J\$20,000,000.00); Thirteen Million Jamaican Dollars (J\$13,000,000.00); Ten Million Jamaican Dollars (J\$10,000,000.00); and Five Million Jamaican Dollars (J \$5,000,000.00) (collectively “the Loans”) to be provided by Astronomical Holdings Limited, JPS Pension Fund, Kintyre Holdings Limited, Victorial Mutual Investments Limited and / or Nominee, Kerry Spencer Young, Andrew Pairman, Dane Warren, and Jevaughn Clarke respectively with the intent that the Loans will be converted to Ordinary Shares at a conversion price of One Jamaican Dollar (J\$1.00) per share, made available for subscription””</p>		



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3.	“The Company hereby approves the Exchange of Shares as part of the authorised capital of ordinary shares for the purposes of raising capital for the benefit of the Company, towards the payment of the purchase price with respect to the Acquisition as the Directors and/or any duly appointed Committee of Directors shall deem fit and approve.”		
4.	“The Company hereby approves the acceptance by the Company of the Exchange of Shares with the intent that the designated SPV will subscribe for the Ordinary Shares proposed to be made available for subscription pursuant to the Exchange of Shares up to the Jamaican Dollar equivalent of Two Million United States Dollars (US\$2,000,000.00) which will be relied on, in part, to complete the Acquisition.		
5.	“Any pre-emption rights to which existing shareholders of the Company may be entitled, howsoever arising, be and are hereby dis-applied for the purpose of the implementation of the Exchange of Shares and the obtaining and/or securing of the convertible debt financing hereinbefore described, in each case for the benefit of the Company.”		
6.	“The Directors and the Company Secretary do execute all steps and documents and are hereby authorised to execute all steps and documents in order to implement and effectuate the Exchange of Shares and the obtaining and/or securing of the convertible debt financing, in each case, as described in the Notice of Extraordinary General Meeting dated November 11, 2022, on terms and conditions as the Directors may consider expedient in their discretion, in consultation with the Arranger, VM Wealth Management Limited.”		

Dated the _____ day of _____ 2022

Signature of Shareholder

Signed: _____ (signature of primary shareholder)

Name: _____ (print name of primary shareholder)

Signed: _____ (signature of joint shareholder, if any)

Name: _____ (print name of joint shareholder, if any)