



Exelerate Capital Corp.



Trader's Bank Building
702, 67 Yonge Street
Toronto ON M5E 1J8

Form of Proxy –Annual General and Special Meeting to be held on June 20, 2025

Appointment of Proxyholder

I/We being the undersigned shareholder(s) of **Exelerate Capital Corp. (the “Company”)** hereby appoint **Mark William Kohler, Director, Chief Executive Officer and Chairman of the Company** or failing this person, **Sean Carr, Chief Financial Officer of the Company**

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 shareholder 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 (the “Meeting”) of Exelerate Capital Corp.** to be held at **40 Temperance Street, Suite 3200, Toronto, ON, Canada M5H 0B4** on **June 20, 2025 at 1:30 p.m. (Eastern Time)** or at any adjournment thereof.

1. Number of Directors. To set the number of directors to be elected at the Meeting at three (3).				For	Against
				☐	☐
2. Election of Directors.	For	Withhold		For	Withhold
a. Mark William Kohler	☐	☐	b. Barry Cameron Richards	☐	☐
			c. Sheldon Pollack	☐	☐
3. Appointment of Auditors. The re-appointment of RSM Canada LLP, Chartered Accountants, as auditors for the ensuing year and to authorize the directors of the Company to fix their remuneration, as more particularly described in the accompanying management information circular of the Company dated May 20, 2025.				For	Withhold
				☐	☐
4. Re-Approval of Stock Option Plan. An ordinary resolution to re-approve the stock option plan of the Company, as more particularly described in the accompanying management information circular of the Company dated May 20, 2025.				For	Against
				☐	☐

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 of the Company.**

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 of
Exelerate Capital Corp. Proxies must be received by 1:30 p.m. (Eastern
Time), on June 18, 2025.**

Notes to Proxy

1. Each shareholder has the right to appoint a person, who need not be a shareholder, 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 shareholder (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 of the Company to the shareholder.
5. The securities represented by this proxy will be voted as directed by the shareholder; however, if such a direction is not made in respect of any matter, this proxy will be voted as recommended by management of the Company.
6. The securities represented by this proxy will be voted or withheld from voting, in accordance with the instructions of the shareholder, on any ballot that may be called for and, if the shareholder 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 of the Company.



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.