



GLOBAL CARBON CREDIT CORP.



Form of Proxy – Annual General and Special Meeting to be held on November 21, 2024

Appointment of Proxyholder

I/We being the undersigned shareholder(s) of Global Carbon Credit Corp. (the “Company”) hereby appoint Gary Monaghan or failing this person, Scott Davis

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 appointee 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 appointee sees fit) and all other matters that may properly come before the Annual General and Special Meeting of the Company (the “Meeting”) to be held at Suite 2200 – 885 West Georgia Street, Vancouver, British Columbia, V6C 3E8 at 10:00 am (Vancouver Time) or at any adjournment thereof.

1. Number of Directors. To set the number of directors to be elected at the Meeting to at three (3).	For <input type="checkbox"/>	Against <input type="checkbox"/>
2. Election of Directors.	For	Withhold
a. Gary Monaghan	<input type="checkbox"/>	<input type="checkbox"/>
b. Scott Davis	<input type="checkbox"/>	<input type="checkbox"/>
c. Gordon Villeneuve	<input type="checkbox"/>	<input type="checkbox"/>
3. Appointment of Auditors. To re-appoint Davidson & Company LLP as the Company’s auditor for the ensuing year, at remuneration to be fixed by the directors of the Company.	For <input type="checkbox"/>	Withhold <input type="checkbox"/>
4. Approval of Sale Transaction Resolution. Vote FOR or AGAINST (or if no specification is made, FOR) the special resolution of the Company to authorize and approve the Company to sell all or substantially all of its undertakings, including its entire portfolio of carbon credit units (the “ Sale Transaction ”), the full text of which is set out under “ <i>Particulars of Matters to be Acted Upon – Sale Transaction</i> ” in the information circular (the “ Circular ”), dated October 17, 2024, for the Meeting.	For <input type="checkbox"/>	Against <input type="checkbox"/>
5. Approval of Return of Capital Resolution. Vote FOR or AGAINST (or if no specification is made, FOR) the special resolution to authorize and approve the reduction of the stated capital of the Company’s common shares (“ Common Shares ”) for the purpose of a distribution to the Shareholders of an amount equal to the total remaining working capital of the Company and the net proceeds derived from the Sale Transaction, less the projected sustaining costs of the Company to meet its public reporting obligations, the full text of which is set out under “ <i>Particulars of Matters to be Acted Upon – Return of Capital</i> ” in the Circular.	For <input type="checkbox"/>	Against <input type="checkbox"/>

Authorized Signature(s) – This section must be completed for your instructions to be executed.

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.**

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.

Signature(s):

Date

Annual Financial Statements – Check the box to the right if you would like to **Choose an item.** the Annual Financial Statements and accompanying Management’s Discussion and Analysis by mail. See reverse for instructions to sign up for delivery by email.

MM / DD / YY

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 10:00 am (Vancouver Time) on November 19, 2024.

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.