

GVEST PRIVATE EQUITY LTD.

(the "Corporation")

FORM OF PROXY

Annual General & Special Meeting to be held on June 20, 2024 at 3:30 (MDT)
to be held via Virtual Meeting only, accessible online at:

<https://attendee.gotowebinar.com/register/9210954591732741973>

(the "Meeting")

Proxies must be received by 3:30 (MDT) on June 18, 2024

VOTING METHOD	
INTERNET	Go to https://css.olympiatrust.com/pxlogin and enter the 12-digit control number shown on reverse.
EMAIL	proxy@olympiatrust.com
FACSIMILE	(403) 668-8307
MAIL	Olympia Trust Company PO Box 128, STN M Calgary, AB T2P 2H6 Attn: Proxy Dept.

The undersigned hereby appoints Tim Heavenor, Director, or failing him, Terry Freeman, Director (the "Management Nominees"), or instead of any of them, the following Appointee

Please print appointee name

as proxyholder 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.

- SEE VOTING GUIDELINES ON REVERSE -

RESOLUTIONS – MANAGEMENT VOTING RECOMMENDATIONS ARE INDICATED BY **HIGHLIGHTED** TEXT

1. Amendments to General By-Law No. 1

FOR

AGAINST

To consider an ordinary resolution to ratify certain amendments to the General By-Law No. 1 of the Corporation to:

- a) reduce notice time for calling of Shareholders meetings to minimum seven (7) days;
- b) permit written resolutions to be effective by execution of holders of two-thirds (2/3) of the shares entitled to vote;
- c) permit the waiver of appointment of an auditor, and therefore, of audited financial statements, by holders of two-thirds (2/3) of the votes

2. Dispense of Auditors

FOR

AGAINST

If item 1 is approved, special resolution to dispense with the appointment of an auditor with respect to the December 31, 2023 year-end financial statements

3. Election of Directors

FOR

WITHHOLD

- a) Tim Heavenor
- b) Brian Nilsson
- c) Terry Freeman

4. Appointment of Auditors

FOR

WITHHOLD

Appoint KPMG LLP, Chartered Accountants, as the auditors of the Corporation for the ensuing year.

This proxy revokes and supersedes all earlier dated proxies and **MUST BE SIGNED**

PLEASE PRINT NAME

Signature of registered owner(s)

Date (MM/DD/YYYY)



Proxy Voting – Guidelines and Conditions

1. **THIS PROXY IS SOLICITED BY MANAGEMENT OF THE CORPORATION.**
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, in accordance with the Management Voting Recommendations highlighted for each Resolution on the reverse. 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 security holder has the right to appoint a person other than the Management Nominees specified herein to represent them at the Meeting or any adjournment or postponement thereof. Such right may be exercised by inserting in the space labeled "*Please print appointee name*", the name of the person to be appointed, who need not be a security holder 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 should be signed in the exact manner as the name appears on the proxy. If the proxy is not dated, it is deemed to bear the date of its mailing to the security holders of the Corporation.
7. To be valid, this proxy must be filed using one of the Voting Methods and must be received by Olympia Trust Company before the date noted on the reverse, or in the case of any adjournment or postponement of the Meeting not less than 48 hours (Saturdays, Sundays and holidays excepted) before the time of the adjourned or postponed meeting.
8. Guidelines for proper execution of the proxy are available at www.stac.ca. Please refer to the Proxy Protocol.