

PROXY CARD

for the

ANNUAL MEETING OF THE STOCKHOLDERS OF VERIFY SMART CORP.

PROXY SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS

The undersigned, a stockholder of record of Verify Smart Corp. (the “Company”), hereby revoking any appointment of proxy previously given, does hereby appoint Anthony Cinotti, as proxy with full power of substitution, to represent and vote all of the shares of common stock of the Company the undersigned is entitled to vote, either on his own behalf or on behalf of an entity or entities, at the Annual Meeting of Stockholders of the Company to be held at The Mahwah Public Library, 100 Ridge Rd, Mahwah NJ 07430 in the Large Meeting Room, on Wednesday, September 20, 2023 beginning at 1:00 p.m. local time, or at any adjournment or postponement thereof, with the same force and effect as the undersigned might or could do if personally present thereat.

THE BOARD OF DIRECTORS RECOMMENDS A VOTE “FOR” THE FIRST FOUR OF THE NOMINEES LISTED IN PROPOSAL 1.

The proxies are authorized to vote upon such other business as may properly come before the Annual Meeting and any postponement or adjournment thereof. If any other business is properly presented at the Annual Meeting, this proxy will be voted by the proxies according to those named in this proxy in their best judgment. At the present time, the Board of Directors has learned that a shareholder of the Company notified the Company of such shareholder’s intent to nominate the following persons for election as directors to the Board of Directors of the Company: **Jay Gentry, James Rose, Donald E. Williams, Jr. and Greg Barna.**

INSTRUCTIONS:

PLEASE MARK YOUR VOTE IN BLUE OR BLACK INK AS SHOWN HERE:

To ensure that your shares are represented at the Annual Meeting, we ask that you appoint the proxies to vote your shares for you, whether or not you plan to attend the meeting, by marking this proxy card as indicated below and returning it to us before the Annual Meeting.

PROPOSAL 1

To elect four directors to hold office until the next annual meeting of Shareholders or until their successors have been duly elected and qualified:

Anthony Cinotti	<input type="checkbox"/> FOR	<input type="checkbox"/> WITHHOLD
Anthony Lalley	<input type="checkbox"/> FOR	<input type="checkbox"/> WITHHOLD
Sandy Manata	<input type="checkbox"/> FOR	<input type="checkbox"/> WITHHOLD
Stewart Goodin	<input type="checkbox"/> FOR	<input type="checkbox"/> WITHHOLD

THE BOARD OF DIRECTORS RECOMMENDS A VOTE “FOR” THE FIRST FOUR OF THE NOMINEES LISTED IN PROPOSAL 1.

PROPOSAL 2

Jay Gentry	<input type="checkbox"/> FOR	<input type="checkbox"/> WITHHOLD
James Rose	<input type="checkbox"/> FOR	<input type="checkbox"/> WITHHOLD
Donald E. Williams, Jr.	<input type="checkbox"/> FOR	<input type="checkbox"/> WITHHOLD
Greg Barna	<input type="checkbox"/> FOR	<input type="checkbox"/> WITHHOLD

Please sign exactly as your name or names appear on this proxy card. When shares are held jointly, each holder should sign. When signing as executor, administrator, attorney, trustee or guardian, please give full title as such. If the signer is a corporation, please sign the full corporate name by a duly authorized officer, giving full title as such. If signer is a partnership, please sign in partnership name by an authorized person.

(Number of VSMR Shares Owned)

(Print Name of Stockholder and/or Joint Tenant)

(Signature of Stockholder)

(Second Signature if held jointly)

Dated: _____, 2023

PLEASE COMPLETE, DATE, SIGN AND RETURN PROMPTLY TO:

VERIFY SMART CORP.

40 Hillside Ave.

Mahwah, NJ 07430