

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS & PROXY CARD

Shareholder ID:

Control #:

Date: January 12th, 2026

Time: 12:00pm US Eastern Time

Location: Virtually online via. Zoom Teleconference. The link is as follows: <https://mountainsharetransfer.com/ncra>

If you want to receive a paper copy of the proxy materials, you may request one. There is no charge for requesting a copy. To facilitate timely delivery, please make the request as instructed below before December 18th, 2025.

How to Request Paper Copies of Proxy Materials:

Facsimile:	Internet	Email
Fax this Notice to (404)-816-8830	www.mountainsharetransfer.com/ncra Follow the on-screen instructions	vote@mountainsharetransfer.com Email a request

How to Vote (you may vote until 5:00 p.m. Eastern Time on January 9, 2026):

1. **By Internet:** Please visit: www.mountainsharetransfer.com/ncra
2. **By Facsimile:** Please fax your signed Proxy Card to 404-816-8830
3. **By Email:** Please email a copy of your signed Proxy Card to vote@mountainsharetransfer.com
4. **By Mail:** If you received printed proxy materials, mailing your signed proxy card or voter instruction card. If you choose to submit your proxy by mail, simply mark, date and sign your proxy and return it to Mountain Share Transfer, LLC. c/o 2030 Powers Ferry Road SE, Suite # 212, Atlanta, GA. 30339. The signed proxy must be received prior to the Annual Meeting.

The undersigned hereby appoints Andy Jin as attorney and proxy for the undersigned, with full power of substitution, for and in the name, place and stead of the undersigned, to represent and vote, as designated below, all shares of stock of Nocera, Inc., a Nevada corporation, held of record by the undersigned on November 3, 2025, at the Annual Meeting of the Shareholders to be held on January 12, 2026, or at any adjournment or postponement of such meeting, in accordance with and as described in the Notice of Annual Meeting of Shareholders and Proxy Statement. If no direction is given, this proxy will be voted FOR Proposals 1, 2, 3, 4, 5, and 6, and in the discretion of the proxy as to such other matters as may properly come before the meeting.

1. Ratification of the appointment of Enrome LLP as the independent auditor of the Company for the fiscal year ending December 31, 2025.
2. Approval, for purposes of complying with Nasdaq Listing Rule 5635(d), the potential issuance of shares of common stock upon conversion of our Series B Preferred Stock, in excess of 19.99% of the issued and outstanding shares of Common Stock at a price that may be less than the Nasdaq Minimum Price, as defined in Nasdaq Listing Rule 5635(d).
3. Approval of an amendment to the Company's Articles of Incorporation to effect a reverse stock split of the Company's issued and outstanding common stock at any time over the next year at a ratio in the range of not less than one-for-five (1:5) and not greater than one-for-one-hundred (1:100), with the final ratio to be determined by the Board in its discretion.
4. Approval of an amendment to the Company's Articles of Incorporation to increase the number of authorized shares of common stock from 200,000,000 to 2,000,000,000
5. Approval, for purposes of complying with Nasdaq Listing Rule 5635(d), of the potential issuance of shares of common stock upon conversion of our senior secured convertible notes issued and issuable pursuant to that certain Securities Purchase Agreement, dated as of October 31, 2025, in excess of 19.99% of the issued and outstanding shares of Common Stock at a price that may be less than the Nasdaq Minimum Price, as defined in Nasdaq Listing Rule 5635(d).

The undersigned hereby revokes any proxy or proxies heretofore given to vote upon or act with respect to such stock and hereby ratifies all that the proxies, their substitutes, or any of them, may lawfully do by virtue hereof.

Sincerely,

Shareholder ID:

Proxy Control :

«PROXYCNTRL»