

Eureka Capital Corp.



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

Form of Proxy – Annual & Special Meeting to be held on Nov 28, 2024

Appointment of Proxyholder

I/We being the undersigned holder(s) of Eureka Capital Corp. hereby appoint **Minaz Lalani, CEO, CFO and Director** or failing this person, **Khalid Karmali, Corporate Secretary & Director**

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 holder 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 & Special Meeting of Eureka Capital Corp.** to be held at **Gowling WLG (Canada) LLP, Suite 1600 – 421 7th Avenue S.W., Calgary, AB at 10:00AM MST** or at any adjournment thereof.

1. Number of Interim Directors. To set the number of directors to be elected at the Meeting to at four (4).				For ☐	Against ☐
2. Election of Directors.	For	Withhold		For	Withhold
a. Minaz Lalani	☐	☐	b. Khalid Karmali	☐	☐
d. Karim Lalani	☐	☐	c. Steve Bjornson	☐	☐
3. Number of Contingent Directors. To consider and, if thought advisable, approve with or without variation, an ordinary resolution to be conditional on and effective following the closing of the Business Combination to set the number of directors of the Corporation to at seven (7).				For ☐	Against ☐
4. Election of Directors.	For	Withhold		For	Withhold
a. Sven Tjelta	☐	☐	b. Steve Bjornson	☐	☐
d. Dale Bellavance	☐	☐	e. Frederick Jung	☐	☐
g. Karim Lalani	☐	☐	f. Minaz Lalani	☐	☐
5. Appointment of Auditors. To appoint Buchanan Barry LLP, as the auditor of the Corporation for the ensuing year and to authorize the board of directors to fix the auditor's remuneration				For ☐	Withhold ☐
6. Appointment of Auditor in Connection with the Business Combination. To appoint, conditional and effective only upon the completion of the Business Combination, the appointment of MSLL CPA LLP, as independent auditor of the Corporation to hold office until the next annual general meeting of Shareholders, or until a successor is appointed, at a remuneration to be fixed by the Board.				For ☐	Withhold ☐
7. Name Change. To consider and, if deemed appropriate, to pass, conditional on and effective following the closing of the Business Combination, a special resolution approving the amendment of the articles of the Corporation to change the name of the Corporation to "Empire Hydrogen Energy Systems Inc.", or such other similar name as may be accepted by the relevant regulatory authorities and approved by the board of directors.				For ☐	Against ☐
8. Continuance of Corporation. To consider and, if deemed appropriate, to pass, conditional on and effective following the closing of the Business Combination, a special resolution approving the continuance of the Corporation under the <i>Canada Business Corporations Act</i> .				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.**

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.
Proxies must be received by 10:00 AM (MST), on Nov 26, 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.