### ZINC8 ENERGY SOLUTIONS INC.



8th Floor, 100 University Avenue Toronto, Ontario M5J 2Y1 www.computershare.com

**Security Class** 

Holder Account Number

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# Form of Proxy - Annual General and Special Meeting to be held on December 17, 2021

# This Form of Proxy is solicited by and on behalf of Management.

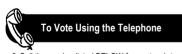
#### Notes to proxy

- 1. Every holder has the right to appoint some other person or company of their choice, who need not be a holder, to attend and act on their behalf at the meeting or any adjournment or postponement thereof. If you wish to appoint a person or company other than the Management Nominees whose names are printed herein, please insert the name of your chosen proxyholder in the space provided (see reverse).
- 2. If the securities are registered in the name of more than one owner (for example, joint ownership, trustees, executors, etc.), then all those registered should sign this proxy. 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(s) appear(s) on the proxy.
- 4. If a date is not inserted in the space provided on the reverse of this proxy, it will be deemed to bear the date on which it was mailed to the holder by Management.
- 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, and the proxy appoints the Management Nominees listed on the reverse, this proxy will be voted as recommended by Management.
- 6. The securities represented by this proxy will be voted in favour, or withheld from voting, or voted against each of the matters described herein, as applicable, in accordance with the instructions of the holder, on any ballot that may be called for. If you have 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 or variations to matters identified in the Notice of Meeting and Management Information Circular or other matters that may properly come before the meeting or any adjournment or postponement thereof, unless prohibited by law.
- 8. This proxy should be read in conjunction with the accompanying documentation provided by Management.

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Proxies submitted must be received by 10:00 am, Pacific Standard Time, on December 15, 2021.

### VOTE USING THE TELEPHONE OR INTERNET 24 HOURS A DAY 7 DAYS A WEEK!



 Call the number listed BELOW from a touch tone telephone.

1-866-732-VOTE (8683) Toll Free



 Go to the following web site: www.investorvote.com

• Smartphone?
Scan the QR code to vote now



If you vote by telephone or the Internet, DO NOT mail back this proxy.

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.

Voting by mail or by Internet are the only methods by which a holder may appoint a person as proxyholder other than the Management Nominees named on the reverse of this proxy. Instead of mailing this proxy, you may choose one of the two voting methods outlined above to vote this proxy.

To vote by telephone or the Internet, you will need to provide your CONTROL NUMBER listed below.

**CONTROL NUMBER** 

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### **Appointment of Proxyholder**

I/We being holder(s) of securities of Zinc8 Energy Solutions Inc. (the "Company") hereby appoint: David Hodge, a director of the Company, or failing this person, Ronald MacDonald, the CEO, Executive Chairman, President and a director of the Company (the "Management Nominees")

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 on all other matters that may properly come before the Annual General and Special Meeting of shareholders of the Company to be held at Suite 1450 - 789 West Pender Street, Vancouver, British Columbia V6C 1H2 on December 17, 2021 at 10:00 am, PST and at any adjournment or postponement thereof.

VOTING RECOMMENDATIONS ARE II	NDICATE	BY HIGH	LIGHTED TEXT OVER THE BOXE	ES.				
1. Number of Directors							For	Against
To set the number of Directors at five	'e (5).						Ш	
2. Election of Directors	For	Withhol	d	For	Withho	old	For	Withhold
01. Ronald MacDonald			02. Dave Hodge			03. Charn Deol		
04. Sean Charland			05. Thomas Hodgson					
							For	Withhold
3. Appointment of Auditors								
Appointment of Adam Sung Kim Ltd., Chartered Professional Accountants, as the auditors of the Company and authorization of the directors of the Company to fix the remuneration to be paid to the auditor						Ш		
							For	Against
4. Ratification of Stock Option Pla	ın							
To consider, and if thought fit, to approve an ordinary resolution to ratify, confirm and approve the Company's 10% Rolling Stock Option Plan as further described in the information circular (the "Information Circular").								
	,		,				For	Against
5. Ratification of Long-Term Incentive Plan								
To consider, and if thought fit, to approve an ordinary resolution to ratify, confirm and approve the Company's long-term incentive plan as further described in the Information Circular.						Ш		
Signature of Proxyholder			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, and the proxy appoints the Management Nominees, this Proxy will be voted as recommended by Management.		prince prince of the prince of		\ \\  <b> </b>	WWIYY			
Interim Financial Statements - Mark this boy like to receive Interim Financial Statements ar accompanying Management's Discussion and	nd <sup>*</sup>		Annual Financial Statements - M like to receive the Annual Financial accompanying Management's Disc	Statements and		]		

If you are not mailing back your proxy, you may register online to receive the above financial report(s) by mail at www.computershare.com/mailinglist.



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