

## AUKA CAPITAL CORP.

### NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

**NOTICE IS HEREBY GIVEN** that the annual and special meeting (the "**Meeting**") of the holders ("**Shareholders**") of common shares (the "**Common Shares**") of Auka Capital Corp. (the "**Corporation**") will be held at the offices of Gowling WLG (Canada) LLP, Suite 1600 – 421 7<sup>th</sup> Avenue S.W., Calgary, Alberta T2P 4K9 on January 20, 2025 at 10:00 a.m. (Calgary time) for the following purposes:

1. to receive the audited financial statements of the Corporation for the fiscal year ended December 31, 2023, together with the report of the auditors thereon;
2. to (i) appoint Hayden Beck, CPA, as the auditor of the Corporation for the ensuing year and to authorize the board of directors to fix such auditor's remuneration (the "**Auka Auditor Resolution**"), and (ii) to consider and, if deemed appropriate, to approve with or without variation an ordinary resolution to be conditional on, and to take effect only in the event that the Business Combination (as defined in the circular accompanying this notice of meeting) closes, to appoint EBT Chartered Professional Accountants as auditor for the Resulting Issuer (as defined in the circular accompanying this notice of meeting) and to authorize the board of directors of the Resulting Issuer to fix such auditor's remuneration (the "**Resulting Issuer Auditor Resolution**", and together with the Auka Auditor Resolution the "**Auditor Resolutions**");
3. to (i) fix the number of directors of the Corporation to be elected at seven (7) (the "**Auka Board Resolution**"), and (ii) to consider and, if deemed appropriate, to approve with or without variation an ordinary resolution to be conditional on, and to take effect only in the event that the Business Combination closes, to set the number of directors of the Resulting Issuer at eight (8) (the "**Resulting Issuer Board Resolution**", and together with the Auka Board Resolution the "**Board Resolutions**");
4. to (i) elect the directors for the ensuing year, as described more particularly in the management information circular accompanying this Notice (the "**Auka Election Resolution**"), and (ii) to consider and, if deemed appropriate, to approve with or without variation an ordinary resolution to be conditional on, and to take effect only in the event that the Business Combination closes, to elect Piyush Sawhney, Sunil Goel, Anil Verma, Frank Y. Sur, Graham Barr, Jay Baraniecki, Robert Cole and Jeff Lloyd, as directors of the Resulting Issuer (the "**Resulting Issuer Election Resolution**", and together with the Auka Election Resolution the "**Director Election Resolutions**");
5. to consider and, if deemed appropriate, to approve with or without variation and 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 "Dr. Phone Fix Corporation", or such other similar name as may be accepted by the relevant regulatory authorities and approved by the board of directors of the Resulting Issuer (the "**Name Change**"); and
6. to transact such other business as may be properly brought before the Meeting or any postponement or adjournment thereof.

The Board Resolutions, Director Election Resolutions and the Auditor Resolutions must be approved by a majority of the votes cast by Shareholders present in person or represented by proxy at the Meeting.

This notice of Meeting is accompanied by: (a) the management information circular of the Corporation (the "**Circular**"); and (b) either a form of proxy for registered Shareholders or a voting instruction form for beneficial Shareholders. **The Circular accompanying this notice of Meeting is incorporated into and shall be deemed to form part of this notice of Meeting.**

The record date for the determination of Shareholders entitled to receive notice of, and to vote at, the Meeting or any adjournments or postponements thereof is December 16, 2024 (the "**Record Date**"). Shareholders whose names have been

entered in the register of Shareholders at the close of business on the Record Date will be entitled to receive notice of, and to vote, at the Meeting or any adjournments or postponements thereof.

**A Shareholder may attend the Meeting in person or may be represented by proxy. Shareholders who are unable to attend the Meeting or any adjournments or postponements thereof in person are requested to complete, date, sign and return the accompanying form of proxy for use at the Meeting or any adjournments or postponements thereof.** To be effective, the enclosed form of proxy must be received by Odyssey by no later than 10:00 a.m. (Calgary time) on January 16, 2024 or, in the case of any adjournment or postponement of the Meeting, by no later than 48 hours (excluding Saturdays, Sundays and holidays) before the time for the adjourned or postponed Meeting.

The above time limit for deposit of proxies may be waived or extended by the chair of the Meeting at his or her discretion without notice.

Capitalized terms used herein which are not otherwise defined shall have the meaning given thereto in the Circular.

DATED this 16<sup>th</sup> day of December, 2024.

**BY ORDER OF THE BOARD OF DIRECTORS**

*"Robert Cole"*

Robert Cole  
Director, President and Chief Executive Officer  
Auka Capital Corp.