



**Annual General Meeting of Shareholders  
to be held Tuesday, November 24, 2020**

**NOTICE OF MEETING**

**AND**

**MANAGEMENT INFORMATION CIRCULAR**

October 16, 2020

**YOUR VOTE IS IMPORTANT. PLEASE VOTE TODAY.**

**Shareholders who have questions or require voting assistance may contact Patriot One's proxy solicitation agent,**

**Laurel Hill Advisory Group**

**North American Toll-Free Number: 1-877-452-7184**

**Outside North America: 416-304-0211**

**Email: [assistance@laurelhill.com](mailto:assistance@laurelhill.com)**





**Dear Shareholder,**

On behalf of the Board of Directors, it is our pleasure to invite you to attend this year's annual meeting.

The past year has seen Patriot One Technologies ("Patriot One" or the "Company") undertake transformations in leadership and enhanced governance, all the while, adapting to these unprecedented times with the COVID-19 pandemic. The pandemic has created unique challenges for all of us and at Patriot One. Although the COVID-19 lockdowns have had an adverse effect on fulfilling sales commitments, COVID-19 has also presented an opportunity for the Company to use its capabilities to provide solutions to assist other businesses safely re-open. The Company has identified and is continuing to identify opportunities to service public and private sectors with technology solutions to mitigate the risks of this pandemic, and other possible threats to business continuity and public health.

### **Creating Long Term Value**

This was a year of great transformation for Patriot One. In September 2019, we acquired artificial intelligence company Xtract Technologies Inc. ("Xtract") as part of an ongoing strategic initiative to bring together leading-edge technologies and services to enhance our PATSCAN™ Multi-Sensor Threat Detection Platform ("PATSCAN") platform. In May 2020, we announced that we were selected by Canada's Digital Technology Supercluster for participation in a funding program for up to \$4.5 million in co-investment capital. This important investment will advance the development and deployment of the Company's PATSCAN health and safety modules to detect dangers before they become a threat to our communities. These initiatives and our ongoing dedication to developing a world-class multi-sensor covert threat detection platform have culminated in the recent commercialization of our PATSCAN platform as we start to roll out live installations with our customers.

### **Leadership Team Poised for Growth**

On August 18, 2020 Patriot One announced that Martin Cronin, the Company's Chief Executive Officer ("CEO"), would be stepping down from his position as CEO. Having overseen the successful rollout of the PATSCAN Platform and the commencement of initial sales of our products, Martin indicated that it has been a rewarding experience leading Patriot One on this path from concept to product launch and that the transition is a natural step in the Company's evolution. Martin is committed to supporting a smooth transition for the benefit of all of our stakeholders and will remain as CEO until his successor is appointed, after which he will remain on the Board in an advisory role spearheading new technologies and partnership opportunities.

Following this announcement, Patriot One has initiated its search for a new CEO and engaged the services of Bruner Consulting Group who is currently in the process of identifying a number of potential external candidates. The Board will be seeking a new CEO with a strong background in sales and business development as the Company moves from the start-up phase to accelerated growth and full-scale operations.

As part of this growth initiative, Dietmar Wennemer recently joined the Company as our new President and COO followed up by the hiring of our new CFO, Karen Hersh. The search for a new CEO with demonstrated growth-stage experience will complement and round out our new leadership team. Martin's continued role as an advisor will also be a critical component for our continued leadership in innovative commercial threat countermeasures for community safety.

In short, we are very excited about this next phase in our mission to save lives and improve the way of life for our communities. We thank you for your continued commitment to Patriot One.

Sincerely,

Peter van der Gracht  
Chairman of the Board

Voting Method	Registered Securityholders If your securities are held in your name and represented by a physical certificate or DRS statement.	Non-Registered Shareholders If your shares are held with a broker, bank or other intermediary
	Go to <a href="http://www.voteproxyonline.com">www.voteproxyonline.com</a> . Enter the 12-digit control number printed on the form of proxy and follow the instructions on screen.	Go to <a href="http://www.proxyvote.com">www.proxyvote.com</a> . Enter the 16-digit control number printed on the VIF and follow the instructions on screen.
	Complete, date and sign the proxy and fax it to 1.416.595.9593	Complete, date, and sign the VIF and fax it to the number listed on the VIF.
	Enter voting instructions, sign and date the form of proxy and return your completed form of proxy in the enclosed postage paid envelope to: <b>TSX Trust Company</b> <b>Suite 301, 100 Adelaide Street West</b> <b>Toronto, ON M5H 4H1</b>	Enter your voting instructions, sign and date the VIF, and return the completed VIF in the enclosed postage paid envelope.

In light of the ongoing COVID-19 pandemic, we strongly encourage all shareholders to vote in advance of the Meeting, rather than appearing in person or appointing an alternate proxyholder to attend the Meeting in person. Instructions for voting in advance of the Meeting are included above. To mitigate the risks related to COVID-19, shareholders who are eligible to vote at the meeting, and who would prefer to vote in person, are asked to contact the Company at [AGM@patriot1tech.com](mailto:AGM@patriot1tech.com) to discuss their options. **Registered shareholders who attend the meeting to vote without having first made arrangements with the Company to do so safely and in compliance with applicable Provincial health directives will not be permitted to vote in person, however representatives from the Company will be available in advance of the meeting to assist any such registered shareholder with a suitable alternative.**

Shareholders wishing to call into the Meeting can do so at 10:00am (Pacific Time) on the date of the Meeting through the following:

Dial In: +1 778-907-2071  
Meeting ID: 968 2427 0980  
Passcode: 659083



Suite 750 – 1095 West Pender Street  
Vancouver, BC, V6E 2M6

## PATRIOT ONE TECHNOLOGIES INC.

### NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

TO: THE SHAREHOLDERS OF PATRIOT ONE TECHNOLOGIES INC.

NOTICE IS HEREBY GIVEN that the 2020 annual general meeting (the “**Meeting**”) of the shareholders of Patriot One Technologies Inc. (the “**Company**”) will be held at the office of Miller Thomson LLP, Pacific Centre, Suite 400 - 725 Granville Street, Vancouver, British Columbia, V7Y 1G5, on Tuesday November 24, 2020, at 10:00 a.m. (Pacific Time) for the following purposes:

1. To receive and consider the financial statements of the Company for the fiscal years ended July 31, 2020 and 2019 and the report of the auditor thereon.
2. To set the number of directors for the ensuing year at six (6).
3. To elect directors for the ensuing year.
4. To appoint the auditor of the Company for the ensuing year and to authorize the directors to fix the remuneration to be paid to the auditor.
5. To transact such other business as may properly come before the Meeting or any adjournment thereof.

This Notice is accompanied by the Information Circular and either a form of proxy for registered shareholders or a voting instruction form for beneficial shareholders. Shareholders are requested to read the Information Circular and, if unable to attend the Meeting in person, complete, date, sign and return the proxy or voting instruction form, as applicable, so that as large a representation as possible may be had at the Meeting.

In light of the ongoing COVID-19 pandemic, we strongly encourage all shareholders to vote in advance of the Meeting, rather than appearing in person or appointing an alternate proxyholder to attend the Meeting in person. Instructions for voting in advance of the Meeting are included below. To mitigate the risks related to COVID-19, shareholders who are eligible to vote at the meeting, and who would prefer to vote in person, are asked to contact the Company at [AGM@patriot1tech.com](mailto:AGM@patriot1tech.com) to discuss their options. **Registered shareholders who attend the meeting to vote without having first made arrangements with the Company to do so safely and in compliance with applicable Provincial health directives will not be permitted to vote in person, however representatives from the Company will be available in advance of the meeting to assist any such registered shareholder with a suitable alternative.**

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Passcode: 659083

The Board of Directors of the Company has fixed the close of business on October 16, 2020, as the record date, being the date for the determination of the registered holders of common shares entitled to receive notice of, and to vote at, the Meeting and any adjournment thereof. The Board of Directors has also fixed 10:00 a.m. (Pacific time) on Friday, November 20, 2020, or no later than 48 hours before the time of any adjourned Meeting (excluding Saturdays, Sundays and holidays), as the time before which proxies to be used or acted upon at the Meeting or any adjournment thereof must be deposited with the Company's registrar and transfer agent, TSX Trust Company.

If you have any questions or require any assistance in completing your proxy, please contact the Company's proxy solicitation agent, Laurel Hill Advisory Group, by telephone at 1-877-452-7184 (North American Toll Free), or 416-304-0211 (Outside North America), or by email [atassistance@laurelhill.com](mailto:atassistance@laurelhill.com).

DATED at Vancouver, British Columbia, as of October 16, 2020.

**PATRIOT ONE TECHNOLOGIES INC.**

By: */s/Martin Cronin*

**Martin Cronin, Chief Executive Officer**

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**PATRIOT ONE TECHNOLOGIES INC.**  
**INFORMATION CIRCULAR**

The information contained in this Information Circular, unless otherwise indicated, is as of October 16, 2020.

This Information Circular is in respect of the annual general meeting (the “**Meeting**”) of the shareholders of Patriot One Technologies Inc. (the “**Company**”) to be held on November 24, 2020, at the time and place set out in the accompanying Notice of Meeting. **This Information Circular is furnished in connection with the solicitation of proxies by management of the Company for use at the Meeting and any adjournment of the Meeting.** The Board of Directors of the Company (the “**Board**”) has fixed the close of business on October 16, 2020, as the record date (the “**Record Date**”), being the date for the determination of the registered holders of common shares (“**Shares**”) entitled to receive notice of, and to vote at, the Meeting and any adjournment thereof.

In light of the ongoing COVID-19 pandemic, we strongly encourage all shareholders to vote in advance of the Meeting, rather than appearing in person or appointing an alternate proxyholder to attend the Meeting in person. Instructions for voting in advance of the Meeting are included above. To mitigate the risks related to COVID-19, shareholders who are eligible to vote at the meeting, and who would prefer to vote in person, are asked to contact the Company at [AGM@patriot1tech.com](mailto:AGM@patriot1tech.com) to discuss their options. **Registered shareholders who attend the meeting to vote without having first made arrangements with the Company to do so safely and in compliance with applicable Provincial health directives will not be permitted to vote in person, however representatives from the Company will be available in advance of the meeting to assist any such registered shareholder with a suitable alternative.**

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**PROXY INSTRUCTIONS**

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**MANAGEMENT SOLICITATION AND APPOINTMENT OF PROXIES**

The persons named in the enclosed form of proxy are nominees of the Company’s management. **A shareholder has the right to appoint a person (who need not be a shareholder) to attend and act for and on the shareholder’s behalf at the Meeting other than the persons designated as proxyholders in the form of proxy.** To exercise this right, the shareholder must either:

- (a) on the form of proxy, strike out the printed names of the individuals specified as proxyholders and insert the name of the shareholder’s nominee in the blank space provided; or
- (b) complete another proper form of proxy.

To be valid, a proxy must be dated and signed by the shareholder or by the shareholder’s attorney authorized in writing. In the case of a corporation, the proxy must be signed by a duly authorized officer of or attorney for the corporation.

The completed proxy, together with the power of attorney or other authority, if any, under which the proxy was signed or a notarized copy of the power of attorney or other authority, must be delivered to TSX Trust Company (“**TSX Trust**”), 200 University Avenue, Suite 300, Toronto, Ontario, M5H 4H1; fax: 416-595-9593, not less than 48 hours (excluding Saturdays, Sundays and holidays) before the time for holding the Meeting or any adjournment thereof. TSX Trust also offers voting via the internet and by phone. Instructions for Internet voting can be found on the enclosed form of proxy or voting instruction form.

**REVOCABILITY OF PROXIES**

A shareholder who has given a proxy may revoke it at any time before the proxy is exercised:

- (a) by an instrument in writing that is:
  - (i) signed by the shareholder, the shareholder's attorney authorized in writing or, where the shareholder is a corporation, a duly authorized officer or attorney of the corporation; and
  - (ii) delivered to TSX Trust or to the Company's registered and records office at 400 – 725 Granville Street, Vancouver, British Columbia, V7Y 1G5, at any time up to and including the last business day preceding the day of the Meeting or any adjournment of the Meeting, or delivered to the Chairperson of the Meeting on the day of the Meeting or any adjournment of the Meeting before any vote on a matter in respect of which the proxy is to be used has been taken; or
- (b) in any other manner provided by law.

## **EXERCISE OF DISCRETION BY PROXYHOLDERS**

A shareholder may indicate the manner in which the persons named in the form of proxy are to vote with respect to a matter to be acted upon at the Meeting by marking the appropriate space. **If the instructions as to voting indicated in the proxy are certain, the shares represented by the proxy will be voted or withheld from voting on any ballot that may be called for in accordance with the instructions given in the proxy.**

**If the shareholder specifies a choice in the proxy with respect to a matter to be acted upon, then the shares represented will be voted or withheld from the vote on that matter accordingly. If no choice is specified in the proxy with respect to a matter to be acted upon, the proxy confers discretionary authority with respect to that matter upon the proxyholder named in the form of proxy. It is intended that the proxyholder named by management in the form of proxy will vote the shares represented by the proxy in favour of each matter identified in the proxy.**

The form of proxy also confers discretionary authority upon the named proxyholder with respect to amendments or variations to the matters identified in the Notice of Meeting and with respect to any other matters which may properly come before the Meeting. As of the date of this Information Circular, management of the Company is not aware of any such amendments or variations, or any other matters that will be presented for action at the Meeting other than those set out herein and referred to in the Notice of Meeting. If, however, other matters that are not now known to management properly come before the Meeting, then the persons named in the form of proxy intend to vote on them in accordance with their best judgment.

## **SOLICITATION OF PROXIES**

Although it is expected that the solicitation of proxies will be primarily by mail, proxies may also be solicited personally, or by telephone or email by regular employees or agents of the Company. In addition, the Company has retained Laurel Hill Advisory Group to provide the following services in connection with the Meeting: reviewing this Circular; recommending corporate governance best practices where applicable; liaising with proxy advisory firms; developing and implementing shareholder communication and engagement strategies; advising with respect to the Meeting and proxy protocol; reviewing and providing summary reports on the tabulation of shareholder proxies; and soliciting proxies from shareholders including contacting shareholders by telephone. In connection with the solicitation of proxies for the Meeting, Laurel Hill Advisory Group will receive a fee of \$35,000 plus reasonable out-of-pocket expenses. Pursuant to National Instrument 54-101 - *Communication with Beneficial Owners of Securities of a Reporting Issuer* ("NI 54-101"), arrangements have been made with clearing agencies, brokerage houses and other financial intermediaries to forward proxy solicitation material to the beneficial owners of Shares. The cost of solicitation of proxies will be borne by the Company.

## **ADVICE TO BENEFICIAL SHAREHOLDERS**

THE INFORMATION SET FORTH IN THIS SECTION IS OF SIGNIFICANT IMPORTANCE TO YOU IF YOU DO NOT HOLD YOUR COMMON SHARES IN YOUR OWN NAME. ONLY PROXIES DEPOSITED BY SHAREHOLDERS WHOSE NAMES APPEAR ON OUR RECORDS AS THE REGISTERED HOLDERS OF COMMON SHARES CAN BE RECOGNIZED AND ACTED UPON AT THE MEETING. YOU ARE A

**“BENEFICIAL SHAREHOLDERS”** IF YOUR COMMON SHARES ARE LISTED IN YOUR ACCOUNT STATEMENT PROVIDED BY YOUR BROKER INSTEAD OF REGISTERED IN YOUR NAME ON OUR RECORDS. Such common shares will likely be registered under the name of your broker or an agent of that broker. In Canada, the vast majority of such shares are registered under the name of CDS & Co., the registration name for CDS Clearing and Depository Services Inc., which acts as nominee for many Canadian brokerage firms. Common shares held by your broker or their nominee can only be voted upon your instructions. Without specific instructions, your broker or their nominee is prohibited from voting your shares.

Applicable regulatory policy requires your broker to seek voting instructions from you in advance of the meeting. Every broker has its own mailing procedures and provides its own return instructions, which you should carefully follow in order to ensure that your shares are voted at the meeting. Often, the form of proxy supplied by your broker is identical to the form of proxy provided to registered shareholders. However, its purpose is limited to instructing the registered shareholder how to vote on your behalf. The majority of brokers now delegate responsibility for obtaining instructions from clients to Broadridge Financial Solutions Inc. ("**Broadridge**") who mails a scannable voting instruction form ("**VIF**") in lieu of the form of proxy. You are asked to complete and return the VIF to them by mail or facsimile. Alternatively, you can use their website [www.proxyvote.com](http://www.proxyvote.com) or call their toll-free telephone number to instruct them how to vote your shares. They then tabulate the results of all instructions received and provide appropriate instructions respecting the voting of shares to be represented at the meeting.

Beneficial Shareholders who have not objected to their nominee disclosing certain ownership information about themselves to us are referred to as "**NOBOs**". Beneficial Shareholders who have objected to their broker/nominee disclosing ownership information about themselves to the Company are referred to as objecting beneficial owners ("**OBOs**"). Intermediaries are required to forward the meeting materials to Beneficial Shareholders unless in the case of certain proxy-related materials the Beneficial Shareholder has waived the right to receive them. Every broker/nominee has its own mailing procedures and provides its own return instructions, which should be carefully followed by OBOs to ensure that their securities are voted at the Meeting.

Should a beneficial shareholder wish to attend and vote at the Meeting or have another person attend and vote in person on your behalf, beneficial shareholders should enter their own names or the names of their desired proxyholder in the blank space on the form of proxy or voting instruction form provided to them and return the same to their intermediary in accordance with the instructions provided by intermediary well in advance of the Meeting.

## **UNITED STATES SHAREHOLDERS**

This solicitation of proxies involves securities of a corporation incorporated in Canada and is being affected in accordance with the corporate laws of the Province of British Columbia, Canada and securities laws of the provinces of Canada. The proxy solicitation rules under the United States *Securities Exchange Act of 1934*, as amended, are not applicable to the Company or this solicitation. Shareholders should be aware that disclosure and proxy solicitation requirements under the securities laws of the provinces of Canada differ from the disclosure and proxy solicitation requirements under United States securities laws. The enforcement by shareholders of civil liabilities under United States federal securities laws may be affected adversely by the fact that the Company is incorporated under the *Business Corporations Act* (British Columbia), some of its directors and its executive officers are residents of Canada and a significant portion of its assets and the assets of such persons are located outside the United States. Shareholders may not have standing to bring a claim against a foreign corporation or its officers or directors in a foreign court for violations of United States federal securities laws. It may be difficult to compel a foreign corporation and its officers and directors to subject themselves to a judgment by a United States court.

## **VOTING SHARES AND PRINCIPAL HOLDERS THEREOF**

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The Company has only one class of shares entitled to be voted at the Meeting, namely, common shares without par value (each a "**Share**"). All issued Shares are entitled to be voted at the Meeting and each Share has one vote. As of October 16, 2020, there were 150,728,622 Shares issued and outstanding.

At the Meeting, a quorum exists if at least one person entitled to vote is present at the Meeting and being or representing by proxy, two or more shareholders entitled to vote at the meeting. If a quorum is not present at the Meeting, the Shareholders present may adjourn the Meeting to a fixed time and place but may not transact any other business.

Only shareholders of record on October 16, 2020, will be entitled to vote at the Meeting or any adjournment thereof.

To the knowledge of the directors and executive officers of the Company, no person beneficially owns, or exercises control or direction, directly or indirectly, over Shares carrying 10% or more of the voting rights attached to all outstanding Shares of the Company which have the right to vote at the Meeting or in any other circumstance.

#### **INTEREST OF CERTAIN PERSONS OR COMPANIES IN MATTERS TO BE ACTED UPON**

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None of the directors or officers of the Company, nor any person who has held such a position since the beginning of the last completed fiscal year of the Company, nor any proposed nominee for election as a director of the Company, nor any associate or affiliate of the foregoing persons, has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted on at the Meeting.

#### **INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS**

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During the Company's fiscal years ended July 31, 2020 and 2019, no informed person of the Company, proposed director of the Company or associate or affiliate of an informed person or proposed director, had a material interest, direct or indirect, in any transaction or any proposed transaction which has materially affected or would materially affect the Company or any of its subsidiaries. An "informed person" means: (a) a director or executive officer of the Company; (b) a director or executive officer of a person or company that is itself an informed person or subsidiary of the Company; (c) any person or company who beneficially owns, or controls or directs, directly or indirectly, voting securities of the Company or a combination of both carrying more than 10% of the voting rights other than voting securities held by the person or company as underwriter in the course of a distribution; or (d) the Company itself, if it has purchased, redeemed or otherwise acquired any of its securities, for so long as it holds any of its securities.

#### **PRESENTATION OF FINANCIAL STATEMENTS**

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The financial statements of the Company for the fiscal years ended July 31, 2020 and 2019, will be placed before you at the Meeting. Copies of these financial statements, together with the auditor's report thereon, and management's discussion and analysis, were mailed to those shareholders who returned the request for annual and interim financial statement return card mailed to shareholders in connection with the Company's 2018 annual general meeting and indicated to the Company that they wished to receive same. The financial statements and management's discussion and analysis are also available for review on SEDAR. See Section entitled "OTHER INFORMATION – Additional Information" below. No formal action is required or proposed to be taken at the Meeting with respect to the financial statements.

#### **ELECTION OF DIRECTORS**

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##### ***Setting the Number of Directors***

Management proposes to nominate the persons named under the heading "Nominees for Election" below for election as directors of the Company. Each director elected will hold office until the next annual general meeting or until his or her successor is duly elected or appointed, unless his or her office is earlier vacated in accordance with the Articles of the Company or that the individual becomes disqualified to act as a director. It is proposed to set the number of directors at six (6). This requires the approval of the shareholders of the Company by an ordinary resolution, which approval will be sought at the Meeting.

**Unless the shareholder directs that his or her Shares be otherwise voted or withheld from voting in connection with the setting of the number of directors, the persons named in the enclosed Proxy will vote FOR the number of directors of the Company to be set at six (6).**

##### ***Nominees for Election***

The Board of the Company presently consists of six (6) directors. At the Meeting, it is proposed to approve the number of directors elected at six (6) to hold office until the next annual general meeting or until their successors are duly elected or appointed. **Unless the shareholder directs that his or her Shares be otherwise voted or withheld from voting in connection with the election of directors, the persons named in the enclosed Proxy will vote FOR the election of the six (6) nominees whose names are set forth below.**

Management does not contemplate that any of the following nominees will be unable to serve as a director but if that should occur for any reason prior to the Meeting, the persons named in the enclosed Proxy shall have the right to vote for another nominee in their discretion.

The tables below sets forth, among other things, the name, province and country of residence, present office held, period served as a director, director attendance record, skills assessment and principal occupation during the last five (5) years for each proposed director. The Board has several committees being an Audit Committee, a Governance and Nominating Committee, a Compensation and Human Resources Committee (“Compensation & HR Committee”), and a Technology Review Committee. Members of the respective committees and related information are also set out below. The information concerning the proposed directors has been furnished by each of them.

<b>Peter van der Gracht - Chair &amp; Director   British Columbia, Canada</b>				
 Director Since: July 10, 2018	Mr. van der Gracht is a successful start-up veteran, with over thirty years' of experience leading companies through multiple financings, operational build-outs, acquisitions, mergers and buy-outs. Peter has in the past or is currently, chairman, director, consultant or investor of over twenty for-profit organizations. Peter supports the following not-for-profit organizations: Entrepreneurship@UBC, a University of British Columbia seed-stage investment fund and program; and Alacrity Foundation, a not-for-profit start-up foundation. In the past, Peter supported two federal government initiatives, whereby he was a member of the Science, Technology and Innovation Council and a Global Industry Advisor for Global Affairs Canada. Peter holds a Masters Degree in Electrical Engineering from the University of British Columbia and is the recipient of multiple awards for entrepreneurship. Mr. van der Gracht is currently the Chair of the Company's Board of Directors and the Technology Review Committee.			
	<b>Securities Held</b>			
Common Shares <sup>(1)</sup>	RSUs <sup>(2)</sup>	At-Risk Value of Common Shares and RSUs <sup>(3)</sup>	Options <sup>(4)</sup>	At-Risk Value of Common Shares, RSUs and Options <sup>(5)</sup>
77,000	Nil	\$71,610	300,000	\$71,610
<b>Current Board and Committee Positions, Membership and Attendance<sup>(6)</sup></b>				
Independent Chair of the Board	Board Meetings Attended 2020: 13/13 - 100%			
Chair, Technology Review Committee	Technology Review Committee Meetings Attended 2020: 3/3 - 100%			
Member, Audit Committee	Audit Committee Meetings Attended 2020: 7/7 - 100%			
<b>Skills Matrix</b>				
Managing / Leading Growth; Human Resources / Executive Compensation; Marketing Strategies, Communication and Stakeholder Engagement; Government Relations, Legal and Regulatory; Leading Operations and Deployments; Security Industry; Information Technology, AI, Cyber Security; Public Company Board and Governance; Financial Literacy; Risk Management and Compliance Oversight; Capital Markets				

<b>Martin Cronin - CEO &amp; Director   British Columbia, Canada</b>				
 Director Since: November 9, 2016	Mr. Cronin is an expert in the areas of counter-terrorism, conflict resolution, and government/corporate interface. He has extensive experience in high intensity conflict environments and has served as CEO of a private company specializing in communications and survivability technologies. Before moving to the private sector, Mr. Cronin was British Consul-General to Western Canada, based in Vancouver. His career includes over twenty years of experience in the field of international diplomacy with the British Government, including postings in Yemen, Jordan, Sweden, Pakistan and Iraq. Mr. Cronin is also Honorary Colonel of the British Columbia Dragoons (a Canadian Forces Primary Reserve Regiment), Regional Director of the Canadian Forces Liaison Council, a member of the Advisory Board of the Central Okanagan Economic Development Commission, and Member of the Advisory Board of International Yacht Training Worldwide. He is a frequent guest speaker on the Middle East and security issues.			
	<b>Securities Held</b>			
Common Shares <sup>(1)</sup>	RSUs <sup>(2)</sup>	At-Risk Value of Common Shares and RSUs <sup>(3)</sup>	Options <sup>(4)</sup>	At-Risk Value of Common Shares, RSUs and Options <sup>(5)</sup>
578,300	Nil	\$537,819	645,963	\$918,819
<b>Current Board and Committee Positions, Membership and Attendance<sup>(6)</sup></b>				
Member of the Board	Board Meetings Attended 2020: 13/13 - 100%			
Member, Technology Review Committee	Technology Review Committee Meetings Attended 2020: 3/3 - 100%			
<b>Skills Matrix</b>				
Security Industry ; Marketing Strategies, Communication and Stakeholder Engagement; Government Relations, Legal and Regulatory; Information Technology, AI and Cyber Security; Financial Literacy; Capital Markets				

## John Gillies - Director | British Columbia, Canada



Director Since:  
May 30, 2017

Mr. Gillies brings over 33 years of federal government experience, principally within the national and international security and intelligence environment. Mr. Gillies served as an Assistant Director with the Canadian Security Intelligence Service (CSIS) and as a member of the CSIS Senior Executive Committee. Past duties within CSIS include extensive experience in both counter-intelligence and counter-terrorism sectors in a variety of roles including as Director General, Counter Terrorism Division and Director General, BC Region during the 2010 Winter Olympic Games. During his tenure as the Chief Human Resources Officer (CHRO) for CSIS, Mr. Gillies also served as a member of the Board of Governors for Canada's 10 Most Admired Corporate Cultures; sat as a Board member for the National Capital CHRO Forum; and served as a member of the Conference Board of Canada's Strategic Human Resource Management Council. Prior to joining the Canadian Security Intelligence Service, Mr. Gillies served as a police officer in the Royal Canadian Mounted Police (RCMP) which included service within the Drug Enforcement Section. He is a graduate of the University of Victoria and currently resides in the Lower Mainland of British Columbia. Mr. Gillies is currently the Chair of the Company's Compensation and Human Resources Committee.

### Securities Held

Common Shares <sup>(1)</sup>	RSUs <sup>(2)</sup>	At-Risk Value of Common Shares and RSUs <sup>(3)</sup>	Options <sup>(4)</sup>	At-Risk Value of Common Shares, RSUs and Options <sup>(5)</sup>
150,000	Nil	\$139,500	250,000	\$209,500

### Current Board and Committee Positions, Membership and Attendance<sup>(6)</sup>

Independent Member of the Board	Board Meetings Attended 2020: 12/13 - 92%
Chair, Compensation & HR Committee	Compensation & HR Committee Meetings Attended 2020: 5/5 - 100%
Member, Governance & Nomination Committee	Governance and Nomination Committee Meetings Attended 2020: 6/6 - 100%
Member, Audit Committee	Audit Committee Meetings Attended 2020: 6/7 - 86%

### Skills Matrix

Information Technology, AI, Cyber Security; Human Resources / Executive Compensation; Managing / Leading Growth; Security Industry; Financial Literacy; Risk Management and Compliance Oversight; Marketing Strategies, Communication and Stakeholder Engagement; Government Relations, Legal and Regulatory

## Victoria Calvert - Director | Alberta, Canada



Director Since:  
May 29, 2019

Ms. Calvert has served on public, crown, and not-for-profit boards for over two decades. Prior to becoming a professor, was engaged in corporate banking and corporate planning in the energy industry. As a full professor of Entrepreneurship and International Business at Mount Royal University (MRU), was active in research pertaining to entrepreneurship and community engagement, and was instrumental in developing the Community Service-Learning program for MRU creating university-community partnerships across Canada. Maintained a consulting practice since 1982 focusing on strategic growth through competitive positioning and alignment of organizational capacities to emergent opportunities. Ms. Calvert is director and the Chair of Governance of Heritage Board Society also serves as a director as well as a member of the governance committee and human resources and compensation committee of the board of AltaGas Ltd. Ms. Calvert is currently the Chair of the Company's Governance and Nomination Committee.

### Securities Held

Common Shares <sup>(1)</sup>	RSUs <sup>(2)</sup>	At-Risk Value of Common Shares and RSUs <sup>(3)</sup>	Options <sup>(4)</sup>	At-Risk Value of Common Shares, RSUs and Options <sup>(5)</sup>
4,000	Nil	\$3,720	250,000	\$3,720

### Current Board and Committee Positions, Membership and Attendance<sup>(6)</sup>

Independent Member of the Board	Board Meetings Attended 2020: 13/13 - 100%
Chair, Governance and Nomination Committee	Governance and Nomination Committee Meetings Attended 2020: 6/6 - 100%
Member, Compensation and HR Committee	Compensation and HR Committee Meetings Attended 2020: 5/5 - 100%

### Skills Matrix

Public Company Board and Governance; Human Resources / Executive Compensation; Financial Literacy; Risk Management and Compliance Oversight; Marketing Strategies, Communication and Stakeholder Engagement; Capital Markets; Government Relations, Legal and Regulatory

## Bill Maginas - Director | Ontario, Canada



Director Since:  
January 1, 2020

As the former President of Johnson Controls Canada, William (Bill) Maginas brings a great deal of industry expertise to Patriot One's Board of Directors. Bill is an accomplished Senior Executive and Thought Leader, who has more than 20 years of success across the commercial building, construction, technology, security, energy, and environmental solutions industries. His broad areas of expertise include business process improvement, change management, growth, and strategy. Through his career, Bill has held various leadership positions with Johnson Controls and Honeywell. Mr. Maginas is currently the Chair of the Company's Product Commercialization Sub-Committee.

Securities Held				
Common Shares <sup>(1)</sup>	RSUs <sup>(2)</sup>	At-Risk Value of Common Shares and RSUs <sup>(3)</sup>	Options <sup>(4)</sup>	At-Risk Value of Common Shares, RSUs and Options <sup>(5)</sup>
Nil	Nil	Nil	250,000	Nil
Current Board and Committee Positions, Membership and Attendance <sup>(6)</sup>				
Independent Member of the Board		Board Meetings Attended 2020: 8/9 - 89%		
Member, Technology Review Committee		Technology Review Committee Meetings Attended 2020: 1/1 - 100%		
Member, Compensation and HR Committee		Compensation and HR Committee Meetings Attended 2020: 3/3 - 100%		
Skills Matrix				
Managing / Leading Growth; Security Industry; Information Technology, AI, Cyber Security; Marketing Strategies, Communication and Stakeholder Engagement; Leading Operations and Deployments; Financial Literacy; Risk Management and Compliance Oversight; Human Resources / Executive Compensation; Government Relations, Legal and Regulatory Experience				

## Lea M. Ray - Director | Ontario, Canada



Director Since:  
February 7, 2020

Lea Ray is a certified director (ICD.D) of the Institute of Corporate Directors and is a Chartered Professional Accountant. She holds a Bachelor of Commerce Degree from the Odette School of Business, University of Windsor. Lea has served as the Chairman, Vice-chairman, Lead Independent Director and Audit Committee Chair on a variety of publicly-listed (TSX), public sector and non-profit entities. She is a former executive, Vice-President Corporate Finance, of Warner Bros. Entertainment Canada Inc. and former member of the Professional Conduct Committee of the Chartered Professional Accountants (Ontario). Ms. Ray is currently the Chair of the Company's Audit Committee.

Securities Held				
Common Shares <sup>(1)</sup>	RSUs <sup>(2)</sup>	At-Risk Value of Common Shares and RSUs <sup>(3)</sup>	Options <sup>(4)</sup>	At-Risk Value of Common Shares, RSUs and Options <sup>(5)</sup>
Nil	Nil	Nil	250,000	Nil
Current Board and Committee Positions, Membership and Attendance <sup>(6)</sup>				
Independent Member of the Board		Board Meetings Attended 2020: 9/9 - 100%		
Chair, Audit Committee		Audit Committee Meetings Attended 2020: 5/5 - 100%		
Member, Governance and Nomination Committee		Governance and Nomination Committee Meetings Attended 2020: 3/3 - 100%		
Skills Matrix				
Public Company Board and Governance; Financial Literacy; Government Relations, Legal and Regulatory; Managing / Leading Growth; Risk Management and Compliance Oversight; Human Resources / Executive Compensation; Capital Markets				

### Notes:

1. The information as to Shares beneficially owned or controlled or directed, directly or indirectly, not being within the knowledge of the Company, has been furnished by such directors.
2. The Company does not currently have an active RSU plan.
3. Calculated as of July 31, 2020 using the closing price of the Shares on the TSX of \$0.93 per Share.
4. For additional information regarding options held by directors, please see "Statement of Director Compensation".
5. Calculated as of July 31, 2020 using the closing price of the Shares on the TSX of \$0.93 per share less the applicable exercise price for stock options.
6. Attendance at Board and committee meetings are reported for the fiscal year ended July 31, 2020.

## **Corporate Cease Trade Orders or Bankruptcy**

To the best of our knowledge, as at the date of this Information Circular, and within the last ten (10) years before the herein, no proposed director (or any of their personal holding companies) of the Company was a director, chief executive officer or chief financial officer of any company (including the Company) that:

- (a) was subject to a cease trade or similar order or an order denying the relevant company access to any exemptions under securities legislation, for more than 30 consecutive days while that person was acting in the capacity as director, chief executive officer or chief financial officer; or
- (b) was the subject of a cease trade or similar order or an order that denied the issuer access to any exemption under securities legislation in each case for a period of 30 consecutive days, that was issued after the person ceased to be a director, chief executive officer or chief financial officer in the company and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer; or
- (c) is a director or executive officer of any company, including the Company, that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or
- (d) has become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangements or compromise with creditors, or had a receiver, receiver manager as trustee appointed to hold the assets of that individual.

## **Conflicts of Interest**

The directors of the Company are required by law to act honestly and in good faith with a view to the best interest of the Company and to disclose any interests which they may have in any project or opportunity of the Company. If a conflict of interest arises at a meeting of the Board, any director in a conflict will disclose his interest and abstain from voting on such matter. In determining whether or not the Company will participate in any project or opportunity, the directors will primarily consider the degree of risk to which the Company may be exposed and its financial position at that time.

Except as disclosed in this Information Circular, to the Company's knowledge, there are no known existing or potential conflicts of interest among the Company and its directors, officers or other members of management as a result of their outside business interests except that certain of the directors, officers and other members of management now or may in the future serve as directors, officers, promoters and members of management of other public companies, some of which are or may be involved in the security or radar technology industries, and therefore it is possible that a conflict may arise between their duties as a director, officer, promoter or member of management of the Company and their duties as a director, officer, promoter or member of management of such other companies.

## **STATEMENT OF CORPORATE GOVERNANCE PRACTICES**

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The Board believes that good corporate governance improves corporate performance and benefits all shareholders. National Policy 58-201 Corporate Governance Guidelines provides non-prescriptive guidelines on corporate governance practices for reporting issuers such as the Company. In addition, National Instrument 58-101 Disclosure of Corporate Governance Practices ("NI 58-101") prescribes that certain disclosure by the Company of its corporate governance practices be provided. The disclosure required by Form 58-101F1 as well as certain additional disclosure is presented below.

## **Majority Voting Policy**

While the Board recommends nominees to the Board, Shareholders vote to elect the members of the Board on an annual basis. The Company has a Majority Voting Policy which requires that any nominee for director who receives a greater or equal number of votes "withheld" than "for" their election shall tender their resignation to the Chair of the Board immediately following the Meeting. The nominee shall not attend any meeting or participate in any Board

or committee meetings while the resignation offer remains outstanding. Within ninety (90) days of the date of the shareholders' meeting at which the election occurred, the Board will make a decision with regard to the offer to resign. Absent exceptional circumstances, the Board will accept the resignation. Following the Board's decision, the Board will promptly disclose, by way of press release, its decision whether to accept the director's offer to resign including, if applicable, a full statement of the reasons of the Board for rejecting the offer to resign. Provided that securities of the Company are listed on the Toronto Stock Exchange (the "TSX"), a copy of such press release will be provided to the TSX.

### **Composition of the Board**

The Board is currently composed of six (6) directors. The Board determines the independence of all directors with reference to the requirements for independence set forth in NI 52-110. The Board has concluded that five (5) of its current six (6) directors are "independent" for purposes of board membership within the meaning of that term under NI 52-110. One (1) of the current directors, Martin Cronin, is not considered "independent" due to his role as Chief Executive Officer of the Company.

### **Other Directorships**

Victoria A. Calvert is currently a director of AltaGas Ltd., a reporting issuer in Canada. Lea M. Ray is currently the Chair of Board and Chair of the Audit Committee of Alefia Health Inc., a reporting issuer in Canada. Otherwise, no director of the Company is also a director of another reporting issuer (or the equivalent) in Canada or elsewhere.

### **Independent Chair of the Board**

Effective November 5, 2019, Peter van der Gracht was appointed, and began acting, as Interim Chair of the Board, following the resignation of Scott C. Shepherd as a director and Chair of the Board, pursuant to, and accordance with, the terms of the Company's Majority Voting Policy and the results of voting on the nomination and election of directors during the Company's most recently held annual general meeting held on November 5, 2019. On January 24, 2020, Mr. van der Gracht was appointed Chair of the Board.

From the period November 9, 2016 to November 5, 2019, Mr. Shepherd served as the independent Chair of the Board, and as an independent member of the Audit Committee.

### **Position Descriptions**

The Board has adopted position descriptions for the Chair of the Board and the Chief Executive Officer outlining the responsibilities for each position and are available at <https://patriot1tech.com/about/governance/>.

### **Attendance at Meetings of the Directors**

During the most recently completed fiscal year, the Board had four standing committees being:

- the Audit Committee;
- the Governance and Nominating Committee;
- the Compensation and HR Committee; and
- the Technology Review Committee.

Attendance at Board and committee meetings for the fiscal year ended July 31, 2020 is summarized in the following table. Attendance has only been recorded in the table for those meetings during the period a director served as a member of such committee and does not include attendance as an observer.

Director	Board	Audit Committee	Governance and Nominating Committee	Compensation and HR Committee	Technology Review Committee
Peter van der Gracht <sup>(1)</sup>	13/13	7/7	-	2/2	3/3
Martin Cronin	13/13		-	-	3/3
John Gillies	12/13	6/7	6/6	5/5	-
Victoria Calvert	13/13	-	6/6	5/5	-
Lea M. Ray <sup>(2)</sup>	9/9	5/5	3/3	-	-
Bill Maginas <sup>(3)</sup>	8/9	-	-	3/3	1/1
Scott Shepherd <sup>(4)</sup>	1/2	1/1	1/2	-	-
Jeff Tindale <sup>(5)</sup>	1/2	-	-	-	-

**Notes:**

1. Mr. van der Gracht ceased to be a member of the Compensation and HR committee on January 1, 2020 and was replaced by Mr. Maginas.
2. Ms. Ray joined the Board of Directors on February 7, 2020 and attended board and committee meetings during the February 7, 2020 to July 31, 2020 period.
3. Mr. Maginas joined the Board of Directors on January 1, 2020 and attended board and committee meetings during the January 1, 2020 to July 31, 2020 period.
4. Mr. Shepard left the Board of Directors on November 5, 2019, having attended board and committee meetings during the August 1, 2019 to November 5, 2019 period.
5. Mr. Tindale left the Board of Directors on September 9, 2019, having attended board meetings during the August 1, 2019 to September 9, 2019 period.

**Director Independence**

The independence status of each individual director is reviewed annually by the Board. The Board determines the independence of all directors with reference to the requirements for independence set forth in NI 52-110. A director is considered independent if he or she has no direct or indirect material relationship with the Company which, in the view of the Board, could reasonably be perceived to materially interfere with the exercise of the director’s independent judgment. The Board has determined that five of the six directors presented for election at the Meeting as management’s nominees are independent as set out below:

Name	Position	Independence
Peter van der Gracht	Director and Chairman of Board	Independent
Martin Cronin	Director and Chief Executive Officer	Not Independent
John Gillies	Director	Independent
Victoria Calvert	Director	Independent
Lea M. Ray	Director	Independent
Bill Maginas	Director	Independent

Mr. Cronin is not considered “independent” because he is an executive officer of the Company. Accordingly, upon completion of the Meeting, it is anticipated that the Board will be comprised of a majority of “independent” directors.

Independent directors will hold regularly scheduled meetings at which non-independent directors and members of management are not in attendance. In order to facilitate open and candid discussion among independent directors, from time to time as circumstances dictate, the non-independent directors and any representatives of management in attendance at meetings of the Board will be excused.

## **Orientation and Continuing Education**

The Governance and Nominating Committee is responsible for developing and recommending to the Board an appropriate orientation and education program for new members of the Board. In order to orient new directors regarding the role of the Board, its committees, and the business and operations of the Company, all new directors are given the opportunity to meet with the Chair of the Board, the Chairs of the various committees and other directors, the chief executive officer, the chief financial officer, corporate counsel and other members of the executive management team, to ask questions and become familiar with the Company as part of the onboarding process.

The Company has obtained board membership with the Institute of Corporate Directors (the “ICD”) for the benefit of its Board members. Board members are encouraged to maintain their governance skill set through attending workshops and courses offered by the ICD.

The Company provides continuing education opportunities to directors to enhance their skills and to strengthen their understanding of our evolving technologies as well as the varied competitive and customer landscapes. As part of its continuing education initiatives, the Board also participates in site visits to different operational offices where directors may meet with management, researchers, and staff. The Company provides ICD membership for members of the Board in an effort to encourage ongoing awareness of evolving governance, compensation, and leadership practices.

The following are some of the continuing education topics and events that directors attended in during the fiscal year ended July 31, 2020:

Date	Topic	Presenting Organization	Director Attended
Sep-19	Governance During a Crisis	ICD breakfast workshop	Victoria Calvert
Oct-19	Board Oversight of Culture	ICD full day course	Martin Cronin
Oct-19	Crisis Management	Deloitte	Lea M. Ray
Nov-19	ESG & the Link to Performance	ICD breakfast workshop	Victoria Calvert
Nov-19	Boardroom Financial Essentials	ICD full day course	Martin Cronin John Gillies
Nov-19	HR & Compensation Committee Effectiveness: Executive Compensation Trends	ICD Webinar	John Gillies
Nov-19	General Governance Director Session	Deloitte	Lea M. Ray
Jan-20	Economic Outlook	Deloitte	Lea M. Ray
Jan-20	General Governance Director Session	Ernst & Young	Lea M. Ray
Jan-20	Corporate Reporting: From Obligation to Opportunity	Deloitte	Lea M. Ray
Feb-20	Political Intelligence for the Boardroom	ICD full day course	Victoria Calvert Peter van der Gracht
Feb-20	Board Oversight of Strategic Planning	ICD full day course	Victoria Calvert Bill Maginas
Feb-20	Beyond Compliance: Evolving Board Leadership	ICD lunch workshop	Victoria Calvert
Feb-20	The Globalization of Governance	Deloitte	Lea M. Ray
Feb-20	General Governance Director Session	Dr. Richard Leblanc	Lea M. Ray
Feb-20	COVID-19 Crisis	Deloitte	Lea M. Ray
Feb-20	Resilience in Crisis	Deloitte	Lea M. Ray
Apr-20	Executive Compensation and COVID-19: What's Happening	ICD Webinar	John Gillies
Apr-20	Responding to COVID-19: Insights for Audit Committees	Deloitte	Lea M. Ray
Apr-20	Director Series: Board Round Table	Deloitte	Lea M. Ray
Apr-20	Audit Committee Network Session	Ernst & Young	Lea M. Ray
May-20	Next Level Governance for the New Normal	ICD Webinar	John Gillies
May-20	CEO Succession and COVID-19	ICD Webinar	John Gillies
May-20	The Board's Role in the COVID-19 Crisis: A Panel of Non-Executive Director's	Deloitte Global	Lea M. Ray
Jun-20	Executive Pay Proxy Season: What's New, Pay Trends and Issues	Hugessen Consulting Webinar	Victoria Calvert
Jun-20	Reputation as an Invaluable Asset	TMX & Cision Webinar	Martin Cronin
Jun-20	AI & Machine Learning	Collision Conference Online	Bill Maginas

## **Ethical Business Conduct**

The Board adopted a Code of Business Conduct and Ethics (the “Code”) on November 16, 2016.

The Code is applicable to all directors, officers, employees, contractors, and consultants of the Company, its subsidiaries and affiliates (collectively “**Employees**”). The Code is designed to provide guidance on the conduct of the Company’s business in accordance with high ethical standards. The Code constitutes written standards that are designed to promote integrity and to deter wrongdoing.

The Board is responsible for monitoring compliance with the Code. The Board carries out this responsibility through the following mechanisms, among others:

- upon commencing employment with the Company, requiring all Employees to review and acknowledge the Code by way of signature;
- requiring a biennial re-acknowledgement, by way of signature, by all Employees;
- providing readily available access to the Code through the Company’s internal human resources documentation application and the Company’s website;
- the fulfilment of the mandates of the Governance and Nomination, Audit and Compensation and HR Committees; and
- the provision of a whistle-blower policy, similarly requiring review and acknowledgement by all Employees upon commencing employment, along with a biennial review and re-acknowledgement by way of signature.

A copy of the Code is available at <https://patriot1tech.com/about/governance/>.

## **Compensation and Human Resources Committee**

The Board has a Compensation and HR Committee which is composed entirely of independent directors. The current members of the Compensation and HR Committee are John Gillies, Victoria Calvert and Bill Maginas.

## **Audit Committee**

The Audit Committee of the Board is a committee established for the purpose of overseeing the accounting and financial reporting processes of the Company and the annual external audit of the financial statements. All members of the Audit Committee are independent, financially literate and have accounting or related financial expertise based on criteria in accordance with NI 52-110. The mandate and responsibilities of the Audit Committee can also be found on the Company’s website at <https://patriot1tech.com/about/governance/> and on SEDAR at [www.sedar.com](http://www.sedar.com). The Audit Committee is composed entirely of independent directors (in accordance with National Instrument 52-110 *Audit Committees*). The current members of the Audit Committee are Lea M. Rae, John Gillies, and Peter van der Gracht.

## **Technology Review Committee**

The Board has a Technology Review Committee which is composed of our Chief Executive Officer and independent directors. The purpose of the committee is to oversee the Company’s technology related strategies, acquisitions, and technology advancement. The committee is responsible for reviewing the Company’s technology road map, product performance and development strategy on an ongoing basis. The current members of the Technology Review Committee are Martin Cronin, Peter van der Gracht and Bill Maginas. Mr. Maginas was appointed to the Board and Technology Review Committee on January 1, 2020.

## **Representation of Women on the Board and in Executive Officer Positions**

The Board is committed to diversity principles and best practices and the belief that a diverse group of directors and executive officers makes prudent business sense and supports better corporate governance. From the Board’s perspective, diversity promotes the inclusion of different ideas, mitigates against groupthink and ensures that the organization draws upon the broadest pool of qualified candidates.

Form 58-101F1 requires disclosure relating to the representation of women on the Board and in executive officer positions, with reference to policies and targets. The Board has adopted a Gender and Diversity Policy for the Board specifying a female representation target of at least 30% by 2022. The Governance and Nominations Committee

periodically assesses the effectiveness of the nomination process in achieving the gender target and continues to promote the objective.

There are currently two (2) women on the Board (representing 33% of the Board). Both Ms. Ray and Ms. Calvert are nominated for election to the Board at the Meeting. The Company has considered the level of representation of women in executive officer positions when making executive officer appointments. There is currently one (1) women (33%) serving in an executive officer position at the Company.

## **APPOINTMENT OF AUDITOR**

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Davidson & Company LLP, Chartered Professional Accountants, is the Company’s auditor, and was first appointed as the Company’s auditor on June 18, 2013.

At the Meeting, the shareholders will be asked to consider, and if deemed advisable, to pass a resolution to appoint Davidson & Company LLP, Chartered Professional Accountants, as the auditor for the Company, to hold office until the next annual general meeting of the Company and to authorize the directors to fix the remuneration to be paid to the auditor for the Company.

### **External Auditor Service Fees**

In the following table, “audit fees” are fees billed by the Company’s external auditor for services provided in auditing the Company’s annual financial statements for the subject year. “Audit-related fees” are fees not included in audit fees that are billed by the auditor for assurance and related services that are reasonably related to the performance of the audit or review of the Company’s financial statements. “Tax fees” are fees billed by the auditor for professional services rendered for tax compliance, tax advice and tax planning. “All other fees” are fees billed by the auditor for products and services not included in the foregoing categories.

The fees paid by the Company to its external auditors, Davidson & Company LLP, for services rendered to the Company in each of the last three fiscal years, by category, are as follows:

<b>Fiscal Year Ending</b>	<b>Audit Fees</b>	<b>Audit-related Fees</b>	<b>Tax Fees</b>	<b>All Other Fees</b>	<b>Total</b>
July 31, 2020	\$90,000	4,556	Nil	\$59,650	\$154,206
July 31, 2019	\$75,915	\$3,018	\$12,750	Nil	\$91,683
July 31, 2018	\$43,350	\$15,750	\$5,000	\$24,735	\$88,835

## **STATEMENT OF EXECUTIVE COMPENSATION**

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### **Compensation Discussion and Analysis**

#### **Compensation Governance**

##### *Composition of the Compensation and HR Committee*

The Board has a Compensation and HR Committee, which is comprised of independent Directors. The current members are John Gillies, as Committee Chair, with Bill Maginas and Victoria Calvert and committee members. Bill Maginas was appointed on February 1, 2020, in concert with Peter van der Gracht resigning as a member of the committee on that same date.

##### *Experience and Skills of the Compensation and HR Committee*

Each of the committee members, Mr. Gillies, Mr. Maginas and Ms. Calvert, has direct experience that is relevant to their responsibilities in executive compensation.

Spanning a career over 30 years, Mr. Gillies held senior leadership roles in the Canadian public sector, including Chief Human Resources Officer, Assistant Director, and Director General, for the Canadian Security Intelligence Services (“CSIS”). In these leadership positions, Mr. Gillies worked in the creation and periodic market assessment of complex compensation arrangements.

Prior to becoming a full-time professor, Ms. Calvert was engaged in corporate banking and corporate planning. Ms. Calvert currently serves on the Board of AltaGas Ltd., a TSX-listed company, for which she serves on the governance, human resources & compensation, and special strategy committees. Ms. Calvert has held a series of directorships throughout her career in the corporate, non-profit and public sectors.

During the course of his career, Mr. Maginas has held senior executive positions within the technology and security space, including President, Canada for Johnson Controls Inc., and Vice President, Business Model Innovation at Honeywell International Inc.

#### *Responsibilities of the Compensation and HR Committee*

The Compensation and HR Committee’s responsibilities with respect to compensation include but are not limited to the following:

- Company Compensation Framework
- Director Compensation
- Executive Compensation
- Senior Management Compensation
- Company Benefit Plans
- Stock Options
- Succession planning
- Human Resource Processes
- Termination Arrangements

A copy of the Compensation and Human Resources Committee Terms of Reference can be found at <https://patriot1tech.com/about/governance/>.

#### *Compensation Consultants*

In 2018, upon approval of the Board, the Compensation and HR Committee engaged Korn Ferry Hay Group Ltd. (“**Korn Ferry**”), an independent compensation consultant, to provide advice on the competitiveness and effectiveness of compensation programs for the Company’s independent directors. In fulfilling this mandate, Korn Ferry, among other things, advised on the Company’s compensation practices (including potential comparator companies, pay and performance positioning and performance metrics), plan designs and pay levels compared to potential comparator companies, and provided advice and recommendations to the Compensation and HR Committee accordingly.

Pursuant to the Korn Ferry review and advisory engagement, the Board of Directors resolved to commence compensation the independent directors, effective April 1, 2018.

Fees paid by the Company to Korn Ferry totalled \$30,000 for the fiscal year ended July 31, 2019 (\$Nil – July 31, 2020) related exclusively to compensation advisory services related to independent director compensation.

#### *Compensation Philosophy and Objectives*

The primary objectives of the Company’s executive compensation program are to attract and retain qualified executives critical to the success of the Company, to provide fair and competitive compensation, to align the interests of management with those of the Company and its shareholders and to reward corporate and individual performance.

In particular, the Company’s executive compensation program encompasses the following principles:

- Compensation should be fair, reasonable, and comparable to similar companies and similar positions within the Company's industry;
- Compensation should be rewarded on the basis of performance;
- An appropriate portion of total compensation should be equity-based, to align the financial interest of the executives with those of the Company and shareholders;
- Long-term performance should be emphasized, ensuring short-term performance is not prioritized at the expense of long-term benefits or in contradiction to long-term risk mitigation;
- Compensation should be transparent to executives and shareholders; and
- Compensation schemes, formulas, objectives and associated components should be sufficiently flexible to adjust to the Company's changing business needs, corporate environment and market practices.

### *Elements of Compensation*

The Company's executive compensation program consists of fixed and "at risk" compensation, provided in a mix of cash and equity. Executive compensation is reviewed and assessed annually by the Compensation and HR Committee, which makes recommendations to the Board on executive compensation to ensure value and continued alignment with the interests of the Company and its shareholders.

Rather than applying formulas or weighting elements of compensation based on forward-looking performance objectives, during fiscal 2019 and 2020 the Board, on the advice of the Compensation and HR Committee, exercised discretion and applied judgment in determining the total compensation package for each executive officer. During 2019 and 2020, there were no pre-determined formulas used in determining target levels of compensation in any category of award. Instead, the Board's comprehensive analysis took into account:

- The Company's compensation philosophy, as set out above.
- The overall business performance of the Company, including corporate performance against objectives (qualitative and quantitative) and business circumstances.
- The duties and responsibilities of the individual executive officer, and their length of service with the Company.
- The performance of the individual executive officer, and their contributions to the Company's success.
- The Company's financial resources, and specifically, cash balances required to pursue the Company's business plans and otherwise fund operations.

The weightings, considerations, and specificities for each of the factors above, are applied to the decision through the judgement of the Compensation and HR Committee.

The principal components of total compensation and the objectives they are intended to achieve for both 2019 and 2020 are summarized in the following table and described further below:

Compensation Element	Form	Description	Objectives
Annual Base Salary	Fixed, cash-based	A fixed level of compensation.	Attract qualified leaders, motivate, and reward strong business performance, with an emphasis on personal responsibility and performance.
Short-term incentive - fiscal 2019 and 2020	At-risk, cash based	Discretionary cash payment, with stated, pre-determined objectives.	Reward the performance of individual executives and their contributions to the Company's success.
Long-term incentive - fiscal 2019 and 2020	At risk, equity based	Discretionary equity-based payment in the form of stock options that are subject to vesting based on time. Quantum of grants depend on corporate and individual performance generally.	Retain executives and reward long-term financial and operating performance of the Company and share price growth, aligning interests of executives with those of the Company and its shareholders.

### *Base Salary*

Base salary is the primary means, in the form of a fixed component of the overall compensation paid the by Company to secure an executive officer's services. The base salary is intended to fit into the Company's overall compensation objectives, with consideration as to stage of the Company's growth, financial results, and the personal and corporate achievements of the executive. The Board aims to ensure salaries are in line with comparable companies, in terms of size and risk. Accordingly, there were a series of adjustments to base salary over the course of the fiscal 2019 and 2020 intended to achieve that goal.

The Compensation and HR Committee considers the following factors in setting and adjusting the base salaries:

- The level of responsibility of the executive officer
- Compensation paid comparatively to each executive officer
- Experience of the executive officer
- Executive officer's overall performance versus established goals and objectives

### *Incentive Compensation*

Annual cash bonuses are a short-term variable element of compensation that reward each executive officer for both corporate and individual performance and during fiscal 2019 were determined on a discretionary basis. During fiscal 2020, the introduction of stated pre-determined objectives lessened the discretionary basis of the annual cash bonus. The Board approved stated objectives for fiscal 2020 were (i) certain targeted revenue goals; and (ii) a measurable reduction of Company expenditures, allowing for a bonus of up to 50% of base salary.

### *Stock Option Grants*

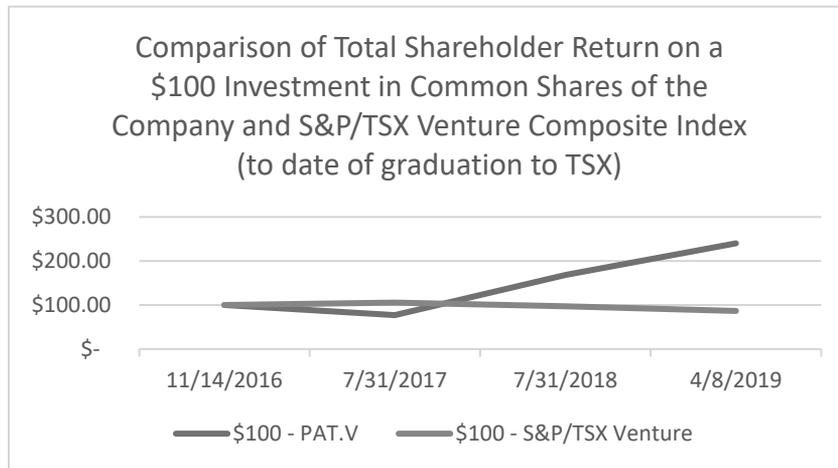
Share-based compensation is a long-term, at-risk, variable element of compensation that directly aligns the executive officer's interest with those of the Company and its shareholders, discourages excessive risk-taking and encourages retention. Stock option grants generally include vesting provisions in accordance with the Company's Omnibus Equity Incentive Plan.

Commencing in fiscal 2019, the Compensation and HR Committee approved a grid framework, with the intent to associate directors, executive management, and the wider employee base with a seniority level, each with an associated

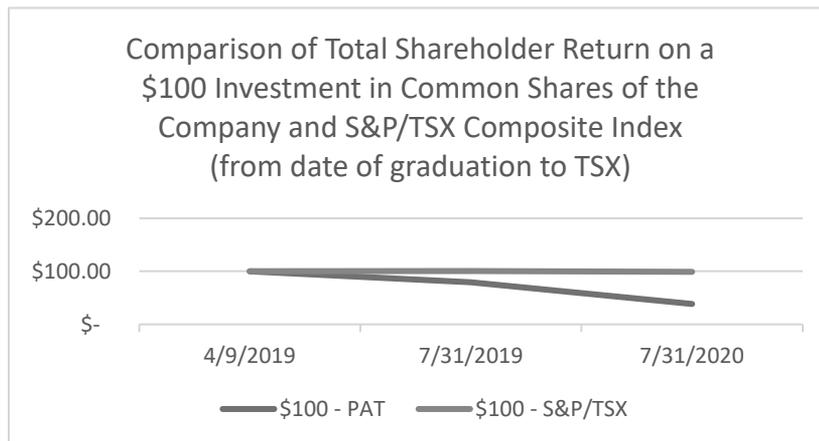
range of Option grants. After adoption, the Compensation and HR committee reviews the appropriateness of the proposed Option grants, as recommended by senior management.

### Performance Graphs

The following graph illustrate the cumulative return on a \$100 investment in the Company’s Shares made on November 14, 2016, the date the company became a reporting issuer on the TSX Venture Exchange, as compared with the cumulative return on a \$100 investment in the S&P/TSX Venture Composite Index made on the same date, to April 8, 2019, the date the Company’s securities ceased trading on the TSX Venture.



The following graph illustrates the cumulative return on a \$100 investment in the Company’s common shares made on April 9, 2019, the date the Company’s securities commenced trading on the TSX, as compared with the cumulative return on a \$100 investment in the S&P/TSX Composite Index made on the same day.



As a new company in the development stage, with a technology-based solution aimed at disrupting a mature market, the recent trend shown by the foregoing graph (i.e. a decline in share price) does not reflect the trend in the Company’s compensation to executive officers (i.e. an increase in executive compensation).

## Summary Compensation Table

The table below (presented in accordance with Form 51-102F6 – Statement of Executive Compensation (“Form 51-102F6”) under National Instrument 51-102 – Continuous Disclosure Obligations) sets forth all direct and indirect compensation for, or in connection with, services provided to the Company and its subsidiaries for the fiscal years ended July 31, 2020, 2019, 2018 and 2017 in respect of the Chief Executive Officer (“CEO”), the Chief Financial Officer (“CFO”), along with all other named executive officers, collective referred to as the “Named Executive Officers” or “NEOs”, which includes Dietmar Wennemer, President and Chief Operating Officer (“COO”) for the fiscal year ended July 31, 2020.

Name and Principal Position	Year ended	Salary (\$)	Share based awards (\$)	Option based awards (\$) <sup>(4)</sup>	Non-equity incentive plan compensation (\$)		Pension value (\$)	All other compensation (\$)	Total compensation (\$)
					Annual incentive plans	Long-term incentive plans			
Martin Cronin, CEO <sup>(1)</sup>	July 31, 2020	310,000	N/A	85,234	140,000	N/A	N/A	40,000	575,234
	July 31, 2019	Nil	N/A	N/A	N/A	N/A	N/A	264,000	264,000
	July 31, 2018	Nil	N/A	N/A	N/A	N/A	N/A	240,000	240,000
	July 31, 2017	Nil	N/A	56,240	N/A	N/A	N/A	130,000	186,240
Mike Barnsley, CFO and Corporate Secretary <sup>(2)</sup>	July 31, 2020	Nil	N/A	102,575	N/A	N/A	N/A	245,718	348,293
	July 31, 2019	Nil	N/A	Nil	N/A	N/A	N/A	201,900	201,900
	July 31, 2018	Nil	N/A	60,625	N/A	N/A	N/A	163,013	223,638
	July 31, 2017	Nil	N/A	Nil	N/A	N/A	N/A	66,987	66,987
Dietmar Wennemer, President and COO <sup>(3)</sup>	July 31, 2020	121,282	N/A	308,700	Nil	N/A	N/A	Nil	429,982
	July 31, 2019	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
	July 31, 2018	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
	July 31, 2017	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A

### Notes:

1. The Company entered into an employment agreement with Mr. Cronin effective October 1, 2019 (the “Cronin Agreement”). Under the terms of the Cronin Agreement, Mr. Cronin has agreed to provide services as CEO of the Company for an annual base salary of \$280,000, plus an additional \$80,000 annually equivalent in stock options using Black-Scholes calculation, plus the opportunity to earn an annual bonus of up to 50% of base salary.
2. The Company and Mr. Barnsley have a verbal agreement whereby Mr. Barnsley invoices the Company for services rendered in his role as CFO and Corporate Secretary at a rate of \$150 per hour plus GST.
3. The Company entered into an employment agreement with Mr. Wennemer effective April 13, 2020 (the “Wennemer Agreement”). Under the terms of the Wennemer Agreement, Mr. Wennemer has agreed to provide services to the Company for an annual salary of \$400,000 plus the opportunity to earn an annual bonus up to 25% of base salary.
4. Option-based awards are valued at the date of grant using the Black-Scholes option pricing model, which the Company has chosen because it is one of the most common valuation methodologies used by venture issuers. Option pricing models require the input of highly subjective assumptions, particularly as to the expected volatility of the stock. Changes in these assumptions can materially affect the fair value estimate, and therefore it is management’s view that the existing models may not provide a single reliable measure of the fair value of the Company’s stock option grants. The Company uses an option-pricing model because there is no market for which options may be freely traded. Readers are cautioned not to assume that the value derived from the model is the value that an option holder might receive if the options freely traded, nor assume that these amounts are the same as those reported for income tax purposes.

## Incentive Plan Awards

Name	Option Based Awards				Share Based Awards		
	Number of securities underlying unexercised options (#)	Option exercise price (\$)	Option Expiration date	Value of unexercised in-the-money options (\$) <sup>(2)</sup>	Number of shares or units of shares that have not vested (#)	Market or payout value of share-based awards that have not vested (\$)	Market or payout of vested share-based awards not paid out or distributed (\$)
Martin Cronin, CEO	250,000 <sup>(1)</sup>	\$0.30	August 1, 2021	\$157,500	Nil	Nil	Nil
	300,000 <sup>(1)</sup>	\$0.185	October 3, 2021	\$223,500	Nil	Nil	Nil
	95,963	\$1.31	January 20, 2025	Nil	Nil	Nil	Nil
Mike Barnsley, CFO and Corporate Secretary	125,000 <sup>(1)</sup>	\$0.65	September 5, 2021	\$35,000	Nil	Nil	Nil
	125,000	\$1.21	December 23, 2024	Nil	Nil	Nil	Nil
Dietmar Wennemer, President and COO	600,000	\$0.76	April 13, 2025	\$102,000	Nil	Nil	Nil

**Notes:**

- Options granted were fully vested as of the date of grant.
- In-the-money options are those where the market value of the underlying securities as at the most recent fiscal year end exceeds the option exercise price. This amount was calculated using the closing market price of the Company's shares on the TSX on July 31, 2020, being \$0.93.

### Incentive Plan Awards – Value Vested or Earned During the Year

The following table sets forth for each of the Named Executive Officers, the value of option-based awards which vested during the fiscal year ended July 31, 2020 and the value of non-equity compensation earned during the year ended July 31, 2020. The Company did not have any share-based award outstanding at the end of the year ended July 31, 2020.

Name	Option-based awards - value vested during the year (\$) <sup>(1)</sup>	Share-based awards - value vested during the year (\$)	Non-equity incentive plan compensation - value earned during the year (\$)
Martin Cronin	Nil	N/A	\$140,000
Mike Barnsley	Nil	N/A	Nil
Dietmar Wennemer	\$25,500	N/A	Nil

**Notes:**

- Calculated based on the difference between the market price of the Shares from the closing price of the Shares on the TSX on the vesting date and the exercise price of the options on the vesting date.

The following table sets forth for each of the Named Executive Officers, the value of option-based awards which vested during the fiscal year ended July 31, 2019 and the value of non-equity compensation earned during the year ended July 31, 2019. The Company did not have any share-based award outstanding at the end of the year ended July 31, 2019.

Name	Option-based awards— value vested during the year (\$)	Share-based awards— value vested during the year (\$)	Non-equity incentive plan compensation—value earned during the year (\$)
Martin Cronin	Nil	N/A	Nil
Mike Barnsley	Nil	N/A	Nil

**Notes:**

1. Calculated based on the difference between the market price of the Shares from the closing price of the Shares on the TSX on the vesting date and the exercise price of the options on the vesting date.

**Termination and Change of Control Benefits**

Except as disclosed below, during the fiscal years ended July 31, 2020 and 2019, there was no compensatory plan, contract or arrangement pursuant to which a Named Executive Officer would be entitled to receive any payment from the Company or its subsidiaries in the event of (a) the resignation, retirement or any other termination of the Named Executive Officer's employment with the Company or its subsidiaries; (b) a change of control of the Company or any of its subsidiaries; or (c) a change in the Named Executive Officer's responsibilities.

*Termination without cause and change in control*

Effective April 13, 2020, the Company entered into an employment agreement with Dietmar Wennemer, whereby Mr. Wennemer agreed to act as President and Chief Operating Officer for an indefinite term at an annual salary of \$400,000 per year. The employment agreement includes extensive confidentiality, non-solicitation, and non-complete clauses in favour of the Company. In the event the Company terminates the employment agreement without just cause, the Company has agreed to pay Mr. Wennemer three (3) months' salary if employment is terminated between 0-6 months, six (6) months' salary if employment is terminated between 6-9 months; and twelve (12) months' salary if employment is terminated between 9-12 months. In the event of a change of control, and if, on the date of or within twelve (12) months after any change of control, Mr. Wennemer's employment with the Company is terminated for any reason other than by the Company for just cause, by Mr. Wennemer for good reason, or as a result of disability, death or retirement, Mr. Wennemer would be entitled to receive a lump-sum cash payment equal to the aggregate of (i) severance amount determined by multiplying the annual compensation by the number of years in the severance period; (ii) any unpaid Annual Base Salary up to and including the Date of Termination; (iii) an amount in lieu of bonus for the calendar year in which the Date of Termination occurs, determined by pro rating the bonus amount over the portion of such calendar year to and including the Date of Termination; (iv) any other amounts to which Mr. Wennemer is entitled to by law or under any other terms and conditions of the employment with the Company, and; (v) in addition, if at the date of termination, Mr. Wennemer holds rights or options to purchase shares or receive cash payment under any plan, all rights or options so held shall immediately vest to the extent they have not already vested at such date, and, shall immediately become exercisable to the extent they have not already become exercisable at such date.

## STATEMENT OF DIRECTOR COMPENSATION

### Director Compensation

The following table (presented in accordance with Form 51-102F6) sets forth a summary of compensation earned by our directors who are not also Named Executive Officers, for the Company's fiscal year ended July 31, 2020.

Name	Fees Earned (\$) <sup>(1)</sup>	Share Based Awards (\$)	Option Based Awards (\$) <sup>(2)</sup>	Non-equity Incentive Plan Compensation (\$)	All Other Compensation (\$) <sup>(3)</sup>	Total Compensation (\$)
Peter van der Gracht	\$95,000	Nil	\$46,790	Nil	\$132,000 <sup>(4)</sup>	\$273,790
John Gillies	\$81,250	Nil	Nil	Nil	Nil	\$81,250
Victoria Calvert	\$71,250	Nil	Nil	Nil	\$18,000 <sup>(5)</sup>	\$89,250
Lea M. Ray	\$35,938	Nil	\$233,950	Nil	Nil	\$269,888
Bill Maginas	\$40,833	Nil	\$202,750	Nil	\$21,000 <sup>(6)</sup>	\$264,583
Scott Shepherd	\$22,756	Nil	Nil	Nil	Nil	\$22,756
Jeff Tindale	Nil	Nil	Nil	Nil	\$15,000 <sup>(7)</sup>	\$15,000

The following table (presented in accordance with Form 51-102F6) sets forth a summary of compensation earned by our directors who are not also Named Executive Officers, for the Company's fiscal year ended July 31, 2019.

Name	Fees Earned (\$) <sup>(1)</sup>	Share Based Awards (\$)	Option Based Awards (\$) <sup>(2)</sup>	Non-equity Incentive Plan Compensation (\$)	All Other Compensation (\$) <sup>(3)</sup>	Total (\$)
Peter van der Gracht	\$52,083	Nil	\$211,100	Nil	82,750 <sup>(4)</sup>	\$345,933
John Gillies	\$59,583	Nil	Nil	Nil	Nil	\$59,583
Victoria Calvert	\$9,484	Nil	\$311,250	Nil	3,222 <sup>(5)</sup>	\$323,956
Scott Shepherd	\$80,109	Nil	Nil	Nil	Nil	\$80,109
Jeff Tindale	Nil	Nil	Nil	Nil	180,000 <sup>(7)</sup>	\$180,000

#### Notes:

- Includes all Board related fees and formal committee fees.
- The value of Option Based Awards was determined using the Black-Scholes valuation model on the date the options were granted.
- Includes sub-committee fees, consulting arrangements and any other compensation.
- Mr. van der Gracht's other compensation includes short-term technology-related consulting arrangements, and reimbursement for administrative support. These consulting arrangements were temporary in nature and enacted with the aim of augmenting management's technical expertise in the short-term while the Company was searching for senior management personnel to shepherd in the next stage of the Company's growth. These consulting arrangements are now winding down with the hire of Dietmar Wennemer, the Company's Chief Operating Officer.
- Ms. Calvert's other compensation includes a short-term governance-related consulting arrangement. This consulting arrangement was temporary in nature and enacted with the aim of enhancing the Company's governance practices and documentation after moving to the Toronto Stock Exchange.
- Mr. Maginas' other compensation includes a short-term technology-related consulting arrangement which was enacted with the aim of augmenting management's technical expertise, while the Company was searching for senior management to shepherd in the next stage of the Company's growth. This consulting arrangement has now ended.
- Jeff Tindale was a non-independent director and resigned from the Board in September 2019. All other compensation includes any consulting fees earned by Jeff Tindale while serving as a Board member. Jeff Tindale continues to act as a consultant to the Company after resigning from the Board.

## Discussion of Director Compensation

Significant factors necessary to understand the information disclosed in the Director Compensation Table above include the Board's fee structure and the Company's Stock Option Plan.

### Board Fees

The Board, at the recommendation of the Compensation and HR Committee, determines independent director compensation from time to time. Beginning on November 1, 2019, independent directors received fees as follows:

Role	Annual Fees (\$)
Chair of the Board	\$75,000
Independent Director	\$50,000
Committee Chair (per committee)	\$15,000
Committee Member (per committee)	\$10,000

Prior to November 1, 2019 the independent directors received fees were as follows:

Role	Annual Fees (\$)
Chair of the Board	\$50,000
Independent Director	\$35,000
Committee Chair (per committee)	\$15,000
Committee Member (per committee)	\$10,000

### Incentive Plan Awards for Directors

The following table (presented in accordance with Form 51-102F6) sets forth for each director who is not a Named Executive Officer, all awards outstanding as at July 31, 2020, including awards granted before the fiscal year ended July 31, 2020. There were no share-based awards outstanding.

Name	Number of Securities Underlying Unexercised Options (#)	Option Exercise Price (\$)	Option Expiration Date	Value of Unexercised in-the-money Options (\$) <sup>(1)</sup>
Peter van der Gracht	250,000	\$1.35	July 10, 2021	Nil
	50,000	\$1.49	February 7, 2023	Nil
John Gillies	250,000	\$0.65	May 14, 2022	\$70,000
Victoria Calvert	250,000	\$2.00	May 29, 2022	Nil
Lea M. Ray	250,000	\$1.49	February 7, 2023	Nil
Bill Maginas	250,000	\$1.29	January 1, 2023	Nil

The following table (presented in accordance with Form 51-102F6) sets forth for each director who is not a Named Executive Officer, all awards outstanding as at July 31, 2019, including awards granted before the fiscal year ended July 31, 2019. There were no share-based awards outstanding.

Name	Number of securities underlying unexercised options (#)	Option exercise price (\$)	Option Expiration Date	Value of unexercised in-the-money options (\$) <sup>(2)</sup>
Peter van der Gracht	250,000	\$1.35	July 10, 2021	\$125,000
John Gillies	250,000	\$0.65	May 14, 2022	\$300,000
Victoria Calvert	250,000	\$2.00	May 29, 2022	Nil
Scott Shepherd	300,000	\$0.185	Oct 3, 2021	\$499,500
Jeff Tindale	250,000	\$0.185	Oct 3, 2021	\$416,250
	75,000	\$0.30	Oct 3, 2021	\$116,250

**Notes:**

1. Determined based on the closing price of the Shares on the TSX on July 31, 2020, being \$0.93, less the exercise price, multiplied by the number of unexercised Options, whether vested or unvested.
2. Determined based on the closing price of the common shares on the TSX on July 31, 2019, being \$1.85, less the exercise price, multiplied by the number of unexercised Options, whether vested or unvested

**Incentive Plan Awards – Value Vested or Earned During the Years**

The following table (presented in accordance with Form 51-102F6) sets forth details of the value vested or earned by each director who is not a Named Executive Officer, during the Company’s fiscal year ended July 31, 2020:

Name	Option-based awards—value vested during the year (\$)	Share-based awards—value vested during the year (\$)	Non-equity incentive plan compensation—value earned during the year (\$)
Peter van der Gracht	Nil	N/A	N/A
John Gillies	Nil	N/A	N/A
Victoria Calvert	Nil <sup>(1)</sup>	N/A	N/A
Lea M. Ray	Nil <sup>(2)</sup>	N/A	N/A
Bill Maginas	Nil <sup>(3)</sup>	N/A	N/A
Scott Shepherd	Nil	N/A	N/A
Jeff Tindale	Nil	N/A	N/A

The following table (presented in accordance with Form 51-102F6) sets forth details of the value vested or earned by each director who is not a Named Executive Officer, during the Company’s fiscal year ended July 31, 2019:

Name	Option-based awards—value vested during the year (\$)	Share-based awards—value vested during the year (\$)	Non-equity incentive plan compensation—value earned during the year (\$)
Peter van der Gracht	Nil	N/A	N/A
John Gillies	Nil	N/A	N/A
Victoria Calvert	Nil <sup>(4)</sup>	N/A	N/A
Scott Shepherd	Nil	N/A	N/A
Jeff Tindale	Nil	N/A	N/A

**Notes:**

1. Represents 80,000 Options granted on May 29, 2019 which vested on May 29, 2020. The value vested during the year of Option-based awards was calculated using the closing price of the common shares on the TSX on the vesting date of May 29, 2020, which was \$1.15, less the exercise price.
2. Represents 90,000 Options granted on February 7, 2020 which vested on February 7, 2020. The value vested during the year of Option-based awards was calculated using the closing price of the common shares on the TSX on the vesting date of February 7, 2020, which was \$1.49, less the exercise price.
3. Represents 90,000 Options granted on January 1, 2020 which vested on January 1, 2020. The value vested during the year of Option-based awards was calculated using the closing price of the common shares on the TSX on the vesting date of January 1, 2020, which was \$1.29, less the exercise price.
4. Represents 90,000 Options granted on May 29, 2019 which vested on May 29, 2019. The value vested during the year of Option-based awards was calculated using the closing price of the common shares on the TSX on the vesting date of May 29, 2019, which was \$2.00, less the exercise price.

**Discussion of Incentive Plan Awards for Directors**

The significant terms of all plan-based awards, issued or vested, or under which Options have been exercised, during the year, or outstanding at year end, are set out in the Company’s Omnibus Equity Incentive Plan. No Options held by the directors were exercised during the fiscal years ended July 31, 2020 or July 31, 2019. No RSUs have been granted to directors.

The Board, at the recommendation of the Compensation and HR Committee, determines director incentive plan compensation. New Directors successfully nominated to the Board receive a grant of 250,000 stock options that will be vested in accordance with the Company’s policy and have a term of four (4) years. An additional 50,000 Options are granted to the Chair of the Board which will be vested in accordance with the Company’s policy and have a term of four (4) years.

After a director has completed serving three (3) consecutive years as a member of the Board and if they are elected at a subsequent Annual General Meeting to serve a fourth year, the Director will receive the equivalent of an additional \$60,000 annually in stock options utilizing the Black-Scholes calculation. These Options vest immediately and carry a four-year term.

## Aggregated Option Exercises During the Two Most Recently Completed Fiscal Years and Fiscal Year-End Option Values

The following table sets forth details of the exercise of Options during the fiscal year ended July 31, 2020 by each director, not a named Executive Officer, and the fiscal year-end value of unexercised Options on an aggregated basis.

Name	Securities Acquired on Exercise (#)	Aggregate Value Realized (\$) <sup>(1)</sup>	Unexercised Options at Fiscal Year-End (#) Exercisable/Unexercisable	Value of Unexercised In-the-Money Options at Financial Year-End (\$) <sup>(2)</sup> Exercisable/Unexercisable
Peter van der Gracht	Nil	Nil	266,667 / 33,333	Nil / Nil
John Gillies	Nil	Nil	250,000 / Nil	\$70,000 / Nil
Victoria Calvert	Nil	Nil	170,000 / 80,000	Nil / Nil
Lea M. Ray	Nil	Nil	90,000 / 160,000	Nil / Nil
Bill Maginas	Nil	Nil	90,000 / 160,000	Nil / Nil
Scott Shepherd	Nil <sup>(3)</sup>	Nil <sup>(3)</sup>	N/A <sup>(4)</sup>	N/A <sup>(4)</sup>
Jeff Tindale	Nil <sup>(3)</sup>	Nil <sup>(3)</sup>	N/A <sup>(4)</sup>	N/A <sup>(4)</sup>

The following table sets forth details of the exercise of Options during the fiscal year completed July 31, 2019 by each director, not a named Executive Officer, and the fiscal year-end value of unexercised Options on an aggregated basis.

Name	Securities Acquired on Exercise (#)	Aggregate Value Realized (\$) <sup>(1)</sup>	Unexercised Options at Fiscal Year-End (#) Excisable/Unexercisable	Value of Unexercised In-the-Money Options at Financial Year-End (\$) <sup>(5)</sup> Exercisable/Unexercisable
Peter van der Gracht	Nil	Nil	250,000 / Nil	\$125,000 / Nil
John Gillies	Nil	Nil	250,000 / Nil	\$300,000 / Nil
Victoria Calvert	Nil	Nil	90,000 / 160,000	Nil / Nil
Scott Shepherd	Nil	Nil	300,000 / Nil	\$499,500 / Nil
Jeff Tindale	Nil	Nil	325,000 / Nil	\$532,500 / Nil

### Notes:

1. The aggregate value realized is calculated using the sale price of the Shares realized by each director following the exercise of Options by each director, less the exercise price of the Options.
2. Determined based on the closing price of the Shares on the TSX on July 31, 2020, being \$0.93, less the exercise price, multiplied by the number of unexercised Options
3. Scott Shepherd and Jeff Tindale resigned from the Board during the fiscal year ended July 31, 2020. Securities acquired on Exercise and Aggregate Value Realized only include Option exercises while serving as directors.
4. Does not include Options held by Scott Shepherd and Jeff Tindale as they were not active directors on July 31, 2020.
5. Determined based on the closing price of the Shares on the TSX on July 31, 2019, being \$1.85, less the exercise price, multiplied by the number of unexercised Options.

## OTHER INFORMATION

### SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The following table sets out equity compensation plan information as at the fiscal year ended July 31, 2020:

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)	Weighted-average exercise price of outstanding options, warrants and rights (b)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) <sup>(1)</sup> (c)
Equity compensation plans approved by security holders <sup>(2)</sup>	9,873,631	\$1.24	5,199,231
Equity compensation plans not approved by security holders	None	N/A	N/A
Total	9,873,631	-	5,199,231

**Notes:**

1. This figure is based on the total number of Shares authorized for issuance under the Option Plan, less the number of Options outstanding as at the Company's fiscal year ended July 31, 2020.
2. Pursuant to the Company's Omnibus Equity Plan.

The following table sets out equity compensation plan information as at the fiscal year ended July 31, 2019:

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)	Weighted-average exercise price of outstanding options, warrants and rights (b)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) <sup>(1)</sup> (c)
Equity compensation plans approved by security holders <sup>(2)</sup>	7,414,553	\$1.15	6,585,441
Equity compensation plans not approved by security holders	None	N/A	N/A
Total	7,414,553	\$1.15	6,585,441

**Notes:**

1. This figure is based on the total number of Shares authorized for issuance under the Option Plan, less the number of Options outstanding as at the Company's fiscal year ended July 31, 2019.
2. Pursuant to the Company's Omnibus Equity Plan.

## Burn Rate

In accordance with the policies of the TSX, the following table sets out the annual burn rate, calculated in accordance with section 613(p) of the TSX Company manual, of each of the Corporation's security-based compensation arrangements for the two most recently completed fiscal years, following completion of the Company's reverse take-over transaction on November 11, 2016:

Equity Incentive Plan	
For the Year Ended July 31,	Burn Rate <sup>(1)</sup>
2020	2.49%
2019	1.92%
2018	1.70%
2017	3.70%

**Notes:**

1. Annual burn rate is expressed as a percentage and is calculated by dividing the number of securities granted under the Option Plan by the weighted average number of securities outstanding for the applicable fiscal year.

## INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

As of the date hereof, no individual who is, or at any time during the most recently completed fiscal year of the Company was, a director or officer of the Company, no proposed nominee for election as a director of the Company, and no associate of any one of them is, or at any time since the beginning of the most recently completed fiscal year of the Company has been, indebted to the Company or any of its subsidiaries (other than in respect of amounts which would constitute routine indebtedness) or to another entity (where such indebtedness to such other entity is, or was at any time during the most recently completed fiscal year of the Company, the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Company or any of its subsidiaries).

As of the date hereof, no individual who is, or at any time during the most recently completed fiscal year of the Company was, a director or officer of the Company, no proposed nominee for election as a director of the Company, and no associate of any one of them is, or at any time since the beginning of the most recently completed fiscal year of the Company has been indebted to the Company, any of its subsidiaries or any other entity (where such indebtedness to such other entity is the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Company or any of its subsidiaries) in connection with the purchase of securities or otherwise.

## PARTICULARS OF MATTERS TO BE ACTED UPON

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### Financial Statements

The financial statements of the Company for the years ended July 31, 2020 and July 31, 2019 and the auditor's report thereon will be received at the Meeting. The financial statements of the Company and the auditor's report were delivered to each shareholder that has formally requested a copy thereof as required pursuant to applicable laws and are available on SEDAR at [www.sedar.com](http://www.sedar.com). No vote with respect to such financial statements or auditor's report is required or proposed to be taken at the Meeting.

### Setting Number of Directors

At the Meeting, shareholders will be asked to pass an ordinary resolution setting the number of directors to six (6) persons for the ensuing year.

Unless the shareholder directs that his or her Shares be otherwise voted or withheld from voting in connection with the setting of the number of directors, the persons named in the enclosed Proxy will vote FOR the number of directors of the Company to be set at six (6).

Unless authority to do so is withheld, the Management Proxyholders intend to vote FOR the resolution.

## **Election of Directors**

At the Meeting, shareholders will vote on the election of Directors. It is the intention of the persons named in the Proxy, if not expressly directed to the contrary in such Proxy, to vote such proxies FOR the election of each of the nominees specified under the heading “Election of Directors” above as Directors of the Company. Management of the Company has been informed that each of the proposed nominees specified under the heading “Election of Directors” above is willing to serve as a Director if elected. Each Director, if elected, will hold office until the next annual meeting of shareholders, or until a successor is elected or appointed or until the director is removed at a meeting of shareholders.

Unless authority to do so is withheld, the Management Proxyholders intend to vote FOR the election of the nominees whose names are set out under the heading “Election of Directors” above. Management does not expect that any of the nominees will be unable to serve as a Director, but, if that should occur for any reason prior to the Meeting, the Management Proxyholders will vote for another nominee at their discretion unless the Proxy specifies the common shares are to be withheld from voting in the election of the Directors.

### Majority Voting Policy

While the Board recommends nominees to the Board, Shareholders vote to elect the members of the Board on an annual basis. The Company has a Majority Voting Policy which requires that any nominee for director who receives a greater or equal number of votes “withheld” than “for” their election shall tender their resignation to the Chair of the Board following the Meeting. The nominee shall not attend any meeting or participate in any Board or Committee meetings while the resignation offer remains outstanding. The Board shall disclose its election decision via press release promptly after the meeting. After the resignation of the nominee, the Board may appoint a new director to fill the vacancy created by the resignation.

## **Appointment of the Auditors**

Davidson & Company LLP, Chartered Professional Accountants, is the Company’s auditor, and was first appointed as the Company’s auditor on June 18, 2013.

At the Meeting, the shareholders will be asked to consider, and if deemed advisable, to pass the following resolution with respect to the appointment of auditors for the Company:

“RESOLVED, as an ordinary resolution, that Davidson & Company LLP, Chartered Professional Accountants, be appointed as the Company’s auditor for the ensuing year, at a remuneration to be fixed by the Board of Directors.”

Unless such authority is withheld, the persons named in the enclosed form of proxy intend to vote FOR the appointment of Davidson & Company LLP, Chartered Professional Accountants, to serve as auditor of the Company until the next annual general meeting of the Company’s shareholders and to authorize the Board to fix the remuneration to be paid to the auditor.

## **ADDITIONAL INFORMATION**

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Additional information about the Company is located on SEDAR at [www.sedar.com](http://www.sedar.com). Financial information is provided in the Company’s financial statements and Management’s Discussion and Analysis for the fiscal years ended July 31, 2020 and July 31, 2019, which were filed on SEDAR on October 14, 2020 and October 28, 2019 and respectively.

Under National Instrument 51-102 *Continuous Disclosure Obligations*, any person or company who wishes to receive interim financial statements from the Company may deliver a written request for such material to the Company or the Company’s agent, together with a signed statement that the persons or company is the owner of securities of the Company. If you wish to obtain copies of such documents without charge please send your request to us at Suite 750 - 1095 West Pender Street, Vancouver, British Columbia, V6E 2M6.

## **QUESTIONS AND FURTHER ASSISTANCE**

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All questions regarding the information contained in this Circular or requests for assistance in completing the form of proxy can be directed to the Company's shareholder advisor and proxy solicitation agent, Laurel Hill Advisory Group, at 1-877-452-7184 (416-304-0211 outside North America), or by email at [assistance@laurelhill.com](mailto:assistance@laurelhill.com).

## **DIRECTORS' APPROVAL**

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The Board has approved the contents and the delivery of the Information Circular to its shareholders.

DATED at Vancouver, British Columbia, as of the 16<sup>th</sup> day of October, 2020.

BY ORDER OF THE BOARD

/s/ Peter van der Gracht

**Peter van der Gracht**  
**Chair of the Board**



**YOUR VOTE IS**  
**IMPORTANT**

**The Board of Directors of Patriot One Technologies Inc.  
Recommend a Vote FOR All Proposed Resolutions**

**QUESTIONS AND VOTING ASSISTANCE**

If you have any questions about the information contained in this circular or require voting assistance, please contact  
Patriot One Technologies Inc.'s proxy solicitation agent



**North American Toll Free**  
1-877-452-7184

**Outside North America**  
416-304-0211

**Email**  
[assistance@laurelhill.com](mailto:assistance@laurelhill.com)