



Unit 400 – 257 Adelaide Street West
Toronto, ON M5H 1X9

PATRIOT ONE TECHNOLOGIES INC.

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

TO: THE SHAREHOLDERS OF PATRIOT ONE TECHNOLOGIES INC.

NOTICE IS HEREBY GIVEN THAT the 2022 annual general and special meeting (the “**Meeting**”) of the shareholders of Patriot One Technologies Inc. (the “**Company**”) will be held at the office of Cozen O’Connor LLP, Bentall 5, 550 Burrard St, Suite 1008, Vancouver, British Columbia, V6C 2B5, on Thursday, November 17, 2022, 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 year ended July 31, 2022 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 consider and, if thought advisable, to approve with or without variation, an ordinary resolution re-approving the Company’s omnibus equity incentive plan, as amended (the “**Omnibus Plan**”), the full text of which is attached as Schedule A to the accompanying Information Circular of the Company dated September 30, 2022 (the “**Information Circular**”), and all unallocated awards thereunder, as more particularly described in the accompanying Information Circular.
6. To consider and, if thought advisable, to approve with or without variation, an ordinary resolution approving the Company’s Advance Notice Policy, the full text of which is attached as Schedule B to the accompanying Information Circular.
7. 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.

Notice-and-Access

The Company has decided to use the notice and access mechanism (the “**Notice-and-Access Provisions**”) under National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer* (“**NI 54-101**”) for the delivery of this Information Circular to shareholders for the Meeting. Under the Notice-and-Access Provisions, instead of receiving printed copies of the Information Circular, shareholders will receive a notice with information on the Meeting as well as information on how they may access the Information Circular electronically and how they may vote.

The Company will not use procedures known as “stratification” in relation to the use of the Notice-and-Access Provisions. Stratification occurs when a reporting issuer using the Notice-and-Access Provisions provides a paper copy of the Information Circular to some shareholders with this notice package and not to others. In relation to the Meeting, all shareholders will receive the required documentation under the Notice-and-Access Provisions, which will not include a paper copy of the Information Circular.

Shareholders can request that printed copies of Meeting materials to be sent to them by postal delivery, at no cost to them, up to one year after the date the Information Circular was filed on SEDAR by calling the Company toll-free 1-888-728-1832.

Website Where Meeting Materials are Posted

The Notice-and-Access Provisions are a set of rules that allow reporting issuers to post electronic versions of meeting-related materials (such as proxy circulars and annual financial statements) on-line, via the System for Electronic Document Analysis and Retrieval (“**SEDAR**”) and one other website, rather than mailing paper copies of such materials to shareholders. Electronic copies of the Information Circular, consolidated audited financial statements of the Company for the year ended July 31, 2022 and Management’s Discussion & Analysis of the Company’s results of operations and financial condition for the year ended July 31, 2022 may be found on the Company’s SEDAR profile at www.sedar.com or at <https://docs.tsxtrust.com/2266>.

Shareholders are Reminded to Review the Information Circular Before Voting and to Vote in Advance of 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 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 to assist any such registered shareholder with remote voting via the dial-in coordinates below.**

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

<https://cozen.zoom.us/j/84153792391?pwd=YVFPeGwzRXRYcGgzNGd1TVYvaVVSUT09>
Dial in: +1 780 666 0144 (Canada)
Meeting ID: 841 5379 2391
Passcode: 547715

Find your local number: <https://cozen.zoom.us/j/84153792391?pwd=YVFPeGwzRXRYcGgzNGd1TVYvaVVSUT09>

The Board of Directors of the Company has fixed the close of business on September 30, 2022, 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 Tuesday, November 15, 2022, 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 by telephone toll-free at 1-888-728-1832, or by email at AGM@patriot1tech.com.

DATED at Vancouver, British Columbia, as of September 30, 2022.

PATRIOT ONE TECHNOLOGIES INC.

By: */s/Peter Evans*
Peter Evans, Chief Executive Officer