

**PRINCIPAL TECHNOLOGIES INC.**  
**Suite 3123, 595 Burrard Street**  
**Vancouver, British Columbia, V7X 1J1**  
**Phone: 604.609.6110**  
**Fax: 604.609.6145**

**NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS**

**NOTICE** is hereby given that the Annual General and Special Meeting (the "**Meeting**") of the shareholders of **Principal Technologies Inc.** (the "**Company**"), will be held at Suite 3123, 595 Burrard Street, Vancouver, British Columbia, V7X 1J1, on Wednesday, **November 30<sup>th</sup>, 2022 at 10:00 a.m. (Vancouver time).**

The Meeting is to be held for the following purposes:

1. To receive the audited financial statements of the Company for the financial year ended July 31, 2021 and the auditors' report thereon.
2. To fix the number of directors for the ensuing year at three (3).
3. To elect directors for the ensuing year.
4. To re-appoint DMCL LLP, Chartered Professional Accountants as 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 fit, to pass an ordinary resolution to approve and adopt a new stock option plan for the Company, as described in the management information circular dated October 21, 2022.
6. To transact such other business as may properly be transacted at such meeting or at any adjournment thereof.

The accompanying management information circular (the "**Information Circular**") provides additional information relating to the matters to be dealt with at the Meeting and is deemed to form part of this Notice. No other matters are contemplated, however, any permitted amendment to or variation of any matter identified in this Notice may properly be considered at the Meeting. The Meeting may also consider the transaction of such further and other business as may properly come before the Meeting or any adjournment or postponement thereof.

The audited consolidated financial statements for the year ended July 31, 2021, including the report of the auditor thereon, and the related management's discussion and analysis will be made available at the Meeting and are available under the Company's profile on SEDAR at [www.sedar.com](http://www.sedar.com).

Registered Shareholders unable to attend the Meeting in person and who wish to ensure that their shares will be voted at the Meeting are requested to complete, date and sign the enclosed form of proxy, or another suitable form of proxy and deliver it in accordance with the instructions set out in the form of proxy and in the Information Circular.

Non-registered Shareholders who plan to attend the Meeting must follow the instructions set out in the form of proxy or voting instruction form to ensure that their shares will be voted at the Meeting. If you hold your shares in a brokerage account, you are a non-registered Shareholder.

**DATED** at Vancouver, British Columbia as of this 21<sup>st</sup> day of October, 2022.

By order of the board of directors of PRINCIPAL TECHNOLOGIES INC.

*/s/ Gerald Trent*

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Chief Executive Officer and Director