

PRINCIPAL TECHNOLOGIES INC.

(the "Company")

Annual General and Special Meeting

June 27, 2025 at 09:30 AM (Canada/Pacific)

2500 - 700 West Georgia Street, Vancouver, British Columbia, V7Y 1B3 Canada

(the "Meeting")



Voting Instructions - Guidelines and Conditions

The Company is providing you the enclosed proxy-related materials for their securityholder Meeting. Your name, address and information about your security holdings have been obtained in accordance with applicable securities regulations from the intermediary holding them on your behalf (which is identified by name, code or identifier in the information on the top right corner on the reverse). The Voting Instruction Form ('VIF') is to enable your vote to be submitted on the stated matters. Please complete, sign, date and return the VIF. Unless you appoint yourself or a delegate to attend the Meeting and vote, your securities can be voted only by Management Nominees in accordance with your instructions.

We are prohibited from voting these securities on any of the matters to be acted upon at the Meeting without your specific voting instructions. In order for these securities to be voted at the Meeting, **it will be necessary for us to have your specific voting instructions.** Please complete and return the information requested in this form to provide your voting instructions to us promptly.

By providing voting instructions as requested, you are acknowledging that you are the beneficial owner of, and are entitled to instruct us with respect to the voting of, these securities.

THIS VOTING INSTRUCTION FORM SHOULD BE READ IN CONJUNCTION WITH THE MEETING MATERIALS. YOUR VOTING INSTRUCTIONS MUST BE RECEIVED NO LATER THAN THE FILING DEADLINE NOTED ON THE REVERSE OF THE VIF OR THE EQUIVALENT TIME BEFORE THE TIME AND DATE OF ANY ADJOURNMENT OR POSTPONEMENT OF THE MEETING.

Voting Instructions and Authority - Notes

- 1. THIS VOTING INSTRUCTION FORM IS SOLICITED BY OR ON BEHALF OF THE MANAGEMENT OF THE COMPANY.**
- If you appoint the Management Nominees indicated on the reverse to vote your securities, they will vote in accordance with your instructions or, if no instructions are given, in accordance with the Voting Recommendation highlighted for each Resolution on the reverse. If you appoint someone else to vote your securities, they will also vote in accordance with your instructions or, if no instructions are given, as they in their discretion choose.
- The appointment of the Management Nominees or another Appointee gives them discretion to vote on any other matters that may properly come before the Meeting.
- If internet voting is available, you can provide your voting instructions on the website (see "Internet" section under "Voting Method").
- To be valid, this VIF must be signed. Please date the VIF. If the VIF is not dated, it is deemed to bear the date of mailing to the securityholders of the Company.
- This form does not convey any right to vote in person at the Meeting. We urge you to read the above instructions, and the Information Circular prior to completing, signing and returning the VIF so that your securities can be voted. If you want to attend the Meeting and vote in person, write your name in the place provided for that purpose on the reverse of this form. You can also write the name of someone else whom you wish to attend the Meeting and vote on your behalf. Unless prohibited by law, the person whose name is written in the space provided will have full authority to present matters to the Meeting and vote on all matters that are presented at the Meeting, even if those matters are not set out in this form or the information circular. Consult a legal advisor if you wish to modify the authority of that person in any way. If you require help, contact your advisor.**
- Guidelines for proper execution of the VIF are available at www.stac.ca. Please refer to the Proxy Protocol.

VOTING METHOD	
Internet	Go to www.voteproxonline.com and enter the 12 digit control number 
FACSIMILE	416-595-9593
MAIL or HAND DELIVERY	TSX Trust Company 301-100 Adelaide Street West Toronto, Ontario, M5H 4H1
For assistance, please contact TSX TRUST INVESTOR SERVICES. Mail: 301 - 100 Adelaide Street West Toronto, ON, M5H 4H1 Tel: 1-866-600-5869 Email: tsxtis@tmx.com	

VOTING INSTRUCTION FORM ("VIF")

PRINCIPAL TECHNOLOGIES INC.
(the "Company")

CONTROL NUMBER: «CONTROL_NUMBER»

Annual General and Special Meeting
June 27, 2025 at 09:30 AM
(Canada/Pacific)
2500 - 700 West Georgia Street, Vancouver,
British Columbia, V7Y 1B3 Canada

SECURITY CLASS: Common Shares

RECORD DATE: May 9, 2025

FILING DEADLINE FOR PROXY:

June 25, 2025 at 09:30 AM
(Canada/Pacific)

APPOINTEES

The undersigned hereby appoints **Gerald (Jerry) Trent, Chief Executive Officer, President, and Director** whom failing **Peter McKeown, Chief Financial Officer and Corporate Secretary** or failing both of them **Daniel Everall, Counsel of the Company** (the "Management Nominees") or instead of any of them, the following Appointee

PLEASE PRINT APPOINTEE NAME

as proxyholder on behalf of the undersigned with the power of substitution to attend, act and vote for and on behalf of the undersigned in respect of all matters that may properly come before the Meeting and at any adjournment(s) or postponement(s) thereof, to the same extent and with the same power as if the undersigned were personally present at the said Meeting or such adjournment(s) or postponement(s) thereof in accordance with the voting instructions, if any, provided below.

- SEE VOTING GUIDELINES ON REVERSE -

RESOLUTIONS - VOTING RECOMMENDATIONS ARE INDICATED BY **HIGHLIGHTED** TEXT ABOVE THE BOXES

1. Number of Directors	FOR	AGAINST	2. Election of Directors	FOR	WITHHOLD
To set the number of Directors at 3	<input type="checkbox"/>	<input type="checkbox"/>	A) Gerald (Jerry) Trent	<input type="checkbox"/>	<input type="checkbox"/>
			B) Prince Alfred of Liechtenstein	<input type="checkbox"/>	<input type="checkbox"/>
			C) Dr. Leopold Specht	<input type="checkbox"/>	<input type="checkbox"/>
3. Appointment of Auditor	FOR	WITHHOLD	4. Approval of Amendment of Stock Option Plan	FOR	AGAINST
To appoint Manning Elliott LLP, Chartered Professional Accountants, as auditor of the Company for the ensuing year and to authorize the directors of the Company to fix the remuneration to be paid to the auditor.	<input type="checkbox"/>	<input type="checkbox"/>	To consider and, if deemed advisable, to pass, with or without variation, an ordinary resolution of disinterested Shareholders (the "Amended Option Plan Resolution") approving the amended "fixed up to 20%" stock option plan of the Company, inclusive of amendments which, among other items, increase the number of common shares of the Company ("Shares") reserved for issuance thereunder from 4,575,092 to 9,160,000 Shares, as more particularly described in the accompanying management information circular of the Company dated May 9, 2025 (the "Circular").	<input type="checkbox"/>	<input type="checkbox"/>
5. Approval of Grant of September 2024 Stock Options	FOR	AGAINST	6. Approval of Grant of May 2025 Stock Options	FOR	AGAINST
Subject to the approval of the Amended Option Plan Resolution, to consider and, if deemed advisable, to pass, with or without variation, an ordinary resolution of disinterested shareholders of the Company ratifying and approving the previous grant of 2,425,000 conditional stock options on September 16, 2024, at an exercise price of \$0.16 per Share (the "September 2024 Conditional Options Resolution"), under the Company's amended stock option Plan, as more particularly described in the Circular.	<input type="checkbox"/>	<input type="checkbox"/>	Subject to the approval of the Amended Option Plan Resolution, to consider and, if deemed advisable, to pass, with or without variation, an ordinary resolution of disinterested Shareholders ratifying and approving the previous grant of 2,350,000 conditional incentive stock options on May 1, 2025, at an exercise price of \$0.20 per Share (the "May 2025 Conditional Options Resolutions"), under the Company's amended stock option Plan, as more particularly described in the Circular.	<input type="checkbox"/>	<input type="checkbox"/>
7. Approval of Alteration of Articles - Advance Notice Provisions	FOR	AGAINST			
To consider and, if deemed advisable, to pass, with or without variation, an ordinary resolution authorizing the alteration of the Articles of the Company, in accordance with the Business Corporations Act (British Columbia), to include new Article 14.12 - Advance Notice Provisions (the "Advance Notice Provisions Resolution") as more particularly described in the Circular.	<input type="checkbox"/>	<input type="checkbox"/>			

The VIF revokes and supersedes all earlier dated VIF and **MUST BE SIGNED**

PLEASE PRINT NAME

Signature of registered owner(s)
Date(MM/DD/YYYY)