

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")



Proxy Voting - Guidelines and Conditions

- 1. THIS PROXY IS SOLICITED BY OR ON BEHALF OF THE MANAGEMENT OF THE COMPANY.**
- 2. THIS PROXY SHOULD BE READ IN CONJUNCTION WITH THE MEETING MATERIALS PRIOR TO VOTING.**
- 3. If you appoint the Management Nominees indicated on the reverse to vote on your behalf, they must also vote in accordance with your instructions or, if no instructions are given, in accordance with the Voting Recommendations 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.**
- This proxy confers discretionary authority on the person named to vote in their discretion with respect to amendments or variations to the matters identified in the Notice of the Meeting accompanying the proxy or such other matters which may properly come before the Meeting or any adjournment or postponement thereof.
- 5. The securityholder has a right to appoint a person or company to represent the securityholder at the Meeting other than the person or company designated in the form of proxy.** Such right may be exercised by inserting, on the reverse of this form, in the space labeled "Please print appointee name", the name of the person to be appointed, who need not be a securityholder of the Company.
- To be valid, this proxy must be signed. Please date the proxy. If the proxy is not dated, it is deemed to bear the date of its mailing to the securityholders of the Company.
- To be valid, this proxy must be filed using one of the **Voting Methods** and must be received by *TSX Trust Company* before the **Filing Deadline for Proxy**, noted on the reverse or in the case of any adjournment or postponement of the Meeting not less than 48 hours (Saturdays, Sundays and holidays excepted) before the time of the adjourned or postponed meeting. Late proxies may be accepted or rejected by the Chair of the Meeting in their discretion, and the Chair is under no obligation to accept or reject any particular late proxy.
- If the holder is a corporation, the proxy must be executed by an officer or attorney thereof duly authorized, and the holder may be required to provide documentation evidencing the signatory's power to sign the proxy.
- Guidelines for proper execution of the proxy are available at www.stac.ca. Please refer to the Proxy Protocol.

Electronic Delivery

If you are a registered securityholder and wish to enroll for electronic delivery for future issuer communications including meeting related materials, financial statements, DRS, etc., where applicable, you may do so:

1. After you vote online at www.voteproxyonline.com using your control number.
2. Through TSX Trust's online portal, Investor Insite. You may log in or enroll at <https://www.tsxtrust.com/investor-login>

For details go to www.tsxtrust.com/consent-to-electronic-delivery

VOTING METHOD

Internet	Go to www.voteproxyonline.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

Investor inSite

TSX Trust Company offers at no cost to holders, the convenience of secure 24-hour access to all data relating to their account including summary of holdings, transaction history, and links to valuable holder forms and Frequently Asked Questions.

To register, please visit: <https://tsxtrust.com/t/investor-hub/forms/investor-insite-registration> and complete the registration form.

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

FORM OF PROXY ("PROXY")

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 Proxy revokes and supersedes all earlier dated proxies and **MUST BE SIGNED**

PLEASE PRINT NAME

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