

**PRINCIPAL TECHNOLOGIES INC.**

2500 - 700 West Georgia Street  
Vancouver, British Columbia, V7Y 1B3  
Phone: 604.609.6110

**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 **Tuesday, December 12, 2023 at 9:30 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 years ended July 31, 2023 and July 31, 2022 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 20% fixed stock option plan for the Company, as more fully described in the accompanying management information circular of the Company (the "**Information Circular**").
6. To consider and, if thought fit, to pass an ordinary resolution to approve the granting of 2,125,000 conditional stock options at a price of \$0.12 per share to Gerald Trent, Chief Executive Officer, as more fully described in the accompanying Information Circular.
7. To transact such other business as may properly be transacted at such meeting or at any adjournment thereof.

The accompanying 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 years ended July 31, 2023 and July 31, 2022, 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.sedarplus.ca](http://www.sedarplus.ca).

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 30<sup>th</sup> day of October, 2023.

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

/s/ Gerald Trent

Chief Executive Officer and Director