

CRITICAL INFRASTRUCTURE TECHNOLOGIES LTD.
NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS
TO BE HELD ON NOVEMBER 8, 2024

NOTICE IS HEREBY GIVEN that the Annual and Special Meeting of shareholders of Critical Infrastructure Technologies Ltd. (the “**Company**”) will be held at Suite 2600, 1066 West Hastings Street, Vancouver, BC V6E 3X1 on Friday, November 8, 2024, at 4:00 p.m. (Vancouver time) (the “**Meeting**”) for the following purposes:

1. to receive the audited financial statements of the Company for the fiscal year ended June 30, 2024 and the auditor’s report thereon;
2. to fix the number of Directors of the Company at five (5) and to elect Directors for the ensuing year;
3. to appoint Davidson & Company LLP as the auditor of the Company for the ensuing year and authorizing the Directors to fix their remuneration;
4. to consider and, if thought fit, to pass an ordinary resolution (not including votes attaching to securities beneficially owned by related persons (as such term is defined in National Instrument 45-106 Prospectus Exemptions) to whom securities may be issued as compensation or under the Company’s Equity Incentive Plan), to ratify, confirm and approve the adoption of the Company’s new Equity Incentive Plan, as described in the accompanying information circular dated October 8, 2024 (the “**Circular**”);
5. to consider, and if deemed appropriate, pass with or without variation, a special resolution of disinterested Shareholders, the full text of which is set forth in the Circular, approving amendments to the milestones to be met for the issuance of performance shares, subject to the approval of the CSE, if required, as further described under the heading “Extension of Performance Shares Milestones” in the accompanying Circular; and
6. to transact such other business as may properly come before the Meeting or any adjournment thereof.

The specific details of the matters proposed to be put before the Meeting are set forth in the Circular.

Only shareholders of record at the close of business on October 8, 2024, will be entitled to receive notice of, and to vote at, the Meeting or any adjournment thereof. Registered shareholders who are unable to or who do not wish to attend the Meeting in person are requested to date and sign the enclosed Proxy and returning it to Odyssey Trust Company, Proxy Department, 702-67 Yonge St., Toronto, ON M5E 1J8 or by email at proxy@odysseytrust.com by 4:00 p.m. (Vancouver time) on November 6, 2024 or, if the Meeting is adjourned, by 4:00 p.m. (Vancouver time), on the second last business day prior to the date on which the Meeting is reconvened, or may be accepted by the chairman of the Meeting prior to the commencement of the Meeting.

If you are a non-registered shareholder of the Company and receive these materials through your broker or through another intermediary, you must complete and return your voting instructions in accordance with the procedures provided by your broker or such other intermediary.

Registered shareholders who are unable to attend the Meeting and who wish to ensure that their common 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 common shares will be voted at the Meeting. If you hold your common shares in a brokerage account, you are not a registered shareholder.

Dated as of the 8th day of October, 2024.

BY ORDER OF THE BOARD

"Brenton Scott"

Brenton Scott
CEO and Director