

KRAKEN ROBOTICS INC.

189 Glencoe Drive
Mount Pearl, NL
A1N 4P6

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

TO THE SHAREHOLDERS:

The 2021 Annual General and Special Meeting of the shareholders of Kraken Robotics Inc. (the “**Company**”) will be held virtually by teleconference on Thursday, June 24, 2021 at 2:00 p.m. (Eastern Daylight Time) for the following purposes:

1. To receive the Company’s most recently audited financial statements and the auditor’s report and management’s discussion and analysis thereon;
2. To appoint an auditor for the next year and to authorize the directors to fix the auditor’s remuneration;
3. To fix the number of directors of the Company at five (5) and to elect directors;
4. To consider and, if thought fit, to pass, with or without variation, an ordinary resolution approving the Company’s restated stock option plan;
5. To consider and, if thought fit, to pass, with or without variation, a special resolution approving an amendment to the articles of the Company to consolidate the issued and outstanding common shares of the Company at a ratio of between two (2) and seven (7) pre-consolidation common shares for every one (1) post-consolidation common share, as and when determined by the board of directors of the Company;
6. To transact any other business that may properly come before the meeting and any adjournment thereof.

A Management Proxy Circular and a form of Proxy accompany this Notice. The Management Proxy Circular provides additional information relating to the matters to be dealt with at the meeting and forms part of this Notice.

A shareholder entitled to attend and vote at the meeting is entitled to appoint a proxyholder to attend and vote in his or her place, as detailed below. If you are unable to attend the meeting or any adjournment in person, please read the Notes accompanying the enclosed form of Proxy and then complete, sign, and date the Proxy and return it within the time and to the location set out in the Notes. The Company’s management is soliciting the enclosed form of Proxy but, as set out in the Notes, you may amend the Proxy if you wish by striking out the names listed and inserting in the space provided the name of the person you want to represent you at the meeting.

Registered shareholders and proxyholders who have completed the Company’s virtual meeting advance registration process will be able to attend the Meeting via teleconference and vote. Non-registered shareholders who appoint themselves as proxyholder through their intermediary will be permitted to attend the Meeting via teleconference and vote. Non-registered shareholders who have not duly appointed themselves as proxyholder will not be permitted to attend the Meeting. This procedure is in place to ensure that the Company and its transfer agent can verify the identity of any voting shareholder at

the Meeting. The Company and its transfer agent do not have a record of the Company's non-registered shareholders and, as a result, will have no knowledge of their shareholdings or entitlement to vote unless they appoint themselves as proxyholder. Please see "Appointment of Proxyholder" and "Revocability of Proxy" below.

In order to streamline the Meeting process, the Company encourages shareholders to vote in advance of the Meeting using the voting instruction form or the form of proxy mailed to them with the Meeting materials and submitting them by no later than 2:00 p.m. ET on June 22, 2021, the cut-off time for deposit of proxies prior to the Meeting.

Advance registration for the Meeting is required by emailing the following information to investors@krakenrobotics.com: (a) the name of the registered shareholder in which common shares of the Company are held; (b) the proxy control number given in respect of such common shares of the Company (unless the person is registering as a proxyholder); and (c) an email address and/or telephone number at which a Company representative may contact such shareholder in order to provide the Meeting ID number and passcode, or request additional information, as necessary.

The teleconference number will only be provided to shareholders and proxyholders who complete the virtual meeting advance registration process using the instructions provided above.

Please advise the Company of any change in your address.

DATED at Mount Pearl, Newfoundland, this 14th day of May, 2021.

BY ORDER OF THE BOARD OF DIRECTORS

"Karl Kenny"

Karl Kenny, President, CEO and Director