

**NOTICE OF INTENTION TO DISTRIBUTE SECURITIES UNDER SECTION 2.8
OF NI 45-102 RESALE OF SECURITIES**

Reporting issuer

1. Name of Reporting Issuer

Plaintree Systems Inc.

Selling security holder

2. Your name:

David Watson
Box 115
Burritts Rapids ON
K0G 1B0

3. The offices or positions you hold in the reporting issuer:

Chief Executive Officer and Director of Plaintree Systems Inc.

4. Are you selling securities as a lender, pledgee, mortgagee or other encumbrancer?

No.

5. Number and class of securities of the reporting issuer you beneficially own:

David Watson owns directly 1,925,000 common shares of Plaintree Systems Inc. Targa Group Inc. owns an aggregate of 2,524,676 common shares of the reporting issuer, representing approximately 20.2% of the outstanding common shares. David Watson is an officer, director and one of the controlling shareholders of Targa Group Inc. . Nora Watson, a director of Targa Group Inc. and one of its controlling shareholders holds 1,575,000 common shares of Plaintree System Inc.. Targa Electronic Systems Inc., a wholly-owned subsidiary of Targa Group Inc., owns 9,000 class A preferred shares of Plaintree Systems Inc. and David Watson and Nora Watson own 5,203.75 and 4,121.25 class A preferred shares of Plaintree Systems Inc., respectively.

6. Number and class of securities you propose to sell:

1,925,000 common shares

7. Will you sell the securities privately or on an exchange or market? If on an exchange or market, provide the name.

The common shares will be sold privately and/or on the Canadian National Stock Exchange (CNSX)

Warning

It is an offence to submit information that, in a material respect and in light of the circumstances in which it is submitted, is misleading or untrue.

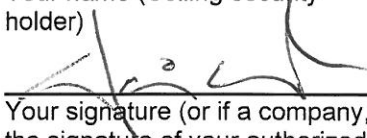
Certificate

I certify that

- (1) I have no knowledge of a material fact or material change with respect to the issuer of the securities that has not been generally disclosed; and
- (2) the information given in this form is true and complete.

Date: January 6, 2011

David Watson.
Your name (Selling security holder)



Your signature (or if a company, the signature of your authorized signatory)

Name of your authorized signatory

INSTRUCTION:

File this form electronically through SEDAR with the securities regulatory authority or regulator in each jurisdiction where you sell securities and with the Canadian exchange on which the securities are listed. If the securities are being sold on an exchange, the form should be filed in every jurisdiction across Canada.

Notice to selling security holders – collection and use of personal information

The personal information required in this form is collected for and used by the listed securities regulatory authorities or regulators to administer and enforce securities legislation in their jurisdictions. This form is publicly available by authority of National Instrument 45-102 and the securities legislation in each of the jurisdictions. The personal information collected will not be used or disclosed other than for the stated purposes without first obtaining your consent. Corporate filers should seek the consent of any individuals whose personal information appears in this form before filing this form.