

**PLAINTREE SYSTEMS INC.**  
**10 Didak Drive, Arnprior, ON K7S 0C3**  
**Tel: (613) 623-3434 Fax: (613) 623-4647**

**NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS**

**NOTICE IS HEREBY GIVEN** that an annual and special meeting (the “**Meeting**”) of the common shareholders (the “**Shareholders**”) of Plaintiff Systems Inc. (“**Plaintree**” or the “**Company**”) is to be held at Plaintiff’s facilities at 10 Didak Drive, Arnprior, ON K7S 0C3 on Thursday, September 15, 2011 at 2:00 p.m. (Ottawa time) for the following purposes:

- (1) To receive the Company’s audited financial statements for the fiscal year ended March 31, 2011 and the report of the auditors thereon;
- (2) To elect directors of the Company for the ensuing year;
- (3) To re-appoint Deloitte & Touche as auditors for the ensuing year and to authorize the directors to fix their remuneration;
- (4) To consider, and if deemed advisable, to adopt, with or without amendment, a special resolution to reduce the stated capital account of the common shares in the capital of the Company by \$97,844,861 as further described on pages 17 through 19 of the Company Management Proxy Circular (“**Special Resolution No. 1**”); and
- (5) To transact such further or other business as may properly come before the Meeting and any adjournment thereof.

The nature of the business to be transacted at the Meeting and the specific details of the matters proposed to be put to the Meeting are all further described in the accompanying Management Proxy Circular. This notice is accompanied by a form of proxy and the accompanying Management Proxy Circular. **Only Shareholders of record at the close of business on August 5, 2011 will be entitled to notice of and to vote at the Meeting or any adjournment thereof. A Shareholder may attend the Meeting in person or may be represented by proxy.**

***Registered shareholders who are unable to attend the Meeting in person are requested to complete, date, sign and return the enclosed form of proxy so that as large a representation as possible may be had at the Meeting. To be effective, the enclosed proxy must be mailed or delivered so as to reach or be deposited with Computershare Investor Services Inc at 100 University Avenue, 9th Floor, South Tower, Toronto, Ontario M5J 2Y1 no later than 5:00 p.m. (Toronto time) on Tuesday, September 13, 2011 or not less than 48 hours (excluding Saturday, Sundays and holidays) before the time for holding any adjournment or adjustments of the Meeting. Non-registered shareholders who receive these materials through their broker or other intermediary are requested to follow the instructions for voting, provided by their broker or intermediary, which may include the completion and delivery of a voting instruction form.***

**As a Shareholder, it is very important that you read this material carefully and then vote your shares, either by proxy or in person at the Meeting. YOUR VOTE IS IMPORTANT, PLEASE PROMPTLY SUBMIT YOUR PROXY.**

DATED at Ottawa, Ontario this 17th day of August, 2011.

**BY ORDER OF THE BOARD**

BY: (Signed) “David Watson”  
Name: David Watson  
Title: PRESIDENT AND CHIEF  
EXECUTIVE OFFICER