

PLYMOUTH ROCK TECHNOLOGIES INC.

ANNUAL GENERAL MEETING
TO BE HELD ON TUESDAY,
JANUARY 22, 2019

NOTICE OF ANNUAL MEETING
AND
INFORMATION CIRCULAR

DECEMBER 18, 2018

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting (the "Meeting") of the shareholders of **Plymouth Rock Technologies Inc.** (the "Company") will be held on Tuesday, January 22, 2018 at Suite 700 – 1199 West Hastings Street, Vancouver, British Columbia, Canada, V6E 3T5, at the hour of 10:00 a.m. (local time in Vancouver, B.C.) for the following purposes:

1. To receive and consider the audited annual financial statements of the Company for its fiscal year ended November 30, 2017;
2. To fix the number of directors at four (4), subject to the Company's Articles of Incorporation, whereby the directors of the Company, between the Meeting and the next annual meeting of shareholders, may appoint additional directors not exceeding one-third (1/3) of the number of directors holding office at the expiration of the Meeting to serve until the next annual meeting;
3. To consider and, if thought appropriate, to pass an ordinary resolution electing four (4) directors of the Company;
4. To appoint MNP LLP, Chartered Accountants, as the auditors for the Company for the ensuing financial year and to authorize the directors to fix the remuneration to be paid to the auditors; and
5. To transact such other business as may be properly brought before the Meeting or any adjournment thereof.

The nature of the business to be transacted as the Meeting is described in further detail in the Information Circular. Only shareholders of record as of the close of business on December 18, 2018 are entitled to notice of and to attend the Meeting or any adjournment or adjournments thereof and to vote thereat.

Registered Shareholders: If your Common Shares are held in physical form (ie. paper form) and are registered in your name, then you are a registered shareholder ("**Registered Shareholder**"). Every Registered Shareholder of common shares at the close of business on the Record Date is entitled to receive notice of and to attend and vote such common shares at the Meeting. Registered Shareholders who are unable to attend the Meeting in person and who wish to ensure that their common shares will be voted at the Meeting are requested to complete, sign and deliver the enclosed form of proxy c/o Proxy Dept., Computershare Investor Services Inc., 3rd floor, 510 Burrard Street, Vancouver, British Columbia, V6C 3B9. In order to be valid and acted upon at the Meeting, forms of proxy must be returned to the aforesaid address not later than 48 hours (excluding Saturdays, Sundays and holidays) before the time set for the holding of the Meeting or any adjournments thereof. Further instructions with respect to the voting by proxy are provided in the form of proxy and in the Information Circular accompanying this Notice.

Non-Registered Shareholders: Shareholders may beneficially own common shares that are registered in the name of a broker, another intermediary or an agent of that broker or intermediary ("**Non-Registered Shareholders**"). Without specific instructions, intermediaries are prohibited from voting shares for their clients. **If you are a Non-Registered Shareholder, it is vital that the voting instruction form provided to you by your broker, intermediary or its agent is returned according to their instructions, sufficiently in advance of the deadline specified by the broker, intermediary or agent, to ensure that they are able to provide voting instructions on your behalf.**

An Information Circular and a form of Proxy accompany this Notice.

DATED at Vancouver, British Columbia, this 18th day of December, 2018.

**BY ORDER OF THE BOARD OF DIRECTORS OF
PLYMOUTH ROCK TECHNOLOGIES INC.**

"Dana Wheeler"

**Dana Wheeler,
President & CEO & Director**

INFORMATION CIRCULAR

PLYMOUTH ROCK TECHNOLOGIES INC.
Suite 300-2015 Burrard Street
Vancouver, British Columbia
Canada V6J 3H4

(all information as at December 18, 2018 unless otherwise noted)

SOLICITATION OF PROXIES

This information circular (the “Circular”) is provided in connection with the solicitation of proxies by the management of PLYMOUTH ROCK TECHNOLOGIES INC. (the “Company”). The form of proxy which accompanies this Circular (the “Proxy”) is for use at the Annual General Meeting of the shareholders of the Company to be held on Tuesday, January 22, 2019 (the “Meeting”), at the time and place set out in the accompanying notice of meeting (the “Notice of Meeting”). The Company will bear the cost of this solicitation. The solicitation will be made by mail, but may also be made by telephone. Advance notice of the Meeting was filed on SEDAR on November 16, 2018.

APPOINTMENT, REVOCATION AND VOTING OF PROXIES

Appointment of Proxyholders

The individuals named in the accompanying form of proxy (the “**Proxy**”) are officers and/or directors of the Company. **IF YOU ARE A SHAREHOLDER ENTITLED TO VOTE AT THE MEETING, YOU HAVE THE RIGHT TO APPOINT A PERSON OR COMPANY OTHER THAN EITHER OF THE PERSONS DESIGNATED IN THE PROXY, WHO NEED NOT BE A SHAREHOLDER, TO ATTEND AND ACT FOR YOU AND ON YOUR BEHALF AT THE MEETING. YOU MAY DO SO EITHER BY INSERTING THE NAME OF THAT OTHER PERSON IN THE BLANK SPACE PROVIDED IN THE PROXY OR BY COMPLETING AND DELIVERING ANOTHER SUITABLE FORM OF PROXY.** If your Common Shares are held in physical form (ie. paper form) and are registered in your name, then you are a registered shareholder (“**Registered Shareholder**”). However, if, like most shareholders, you keep your Common Shares in a brokerage account, then you are a Beneficial Shareholder. The manner for voting is different for Registered Shareholders and Beneficial Shareholders. The instructions below should be read carefully by all shareholders.

Voting by Proxyholder

The persons named in the Proxy will vote or withhold from voting the Common Shares represented thereby in accordance with your instructions on any ballot that may be called for. If you specify a choice with respect to any matter to be acted upon, your Common Shares will be voted accordingly. The Proxy confers discretionary authority on the persons named therein with respect to:

- (a) each matter or group of matters identified therein for which a choice is not specified, other than the appointment of an auditor and the election of directors,
- (b) any amendment to or variation of any matter identified therein, and
- (c) any other matter that properly comes before the Meeting.

In respect of a matter for which a choice is not specified or where both choices have been specified in the Proxy, the persons named in the Proxy will vote the Common Shares represented by the Proxy for the approval of such matter.

Registered Shareholders

Registered Shareholders may wish to vote by Proxy whether or not they are able to attend the Meeting in person. Registered Shareholders electing to submit a Proxy may do so by:

(a) completing, dating and signing the enclosed form of Proxy and returning it to the Company's transfer agent, Computershare Investor Services Inc. ("**Computershare**"), by mail or by hand to Attention: Investor Services Division, 3rd Floor, 510 Burrard Street, Vancouver, BC V6C 3B9;

(b) using a touch-tone phone to transmit voting choices to the following toll-free number 1-866-732-8683. Registered Shareholders must follow the instructions of the voice response system and refer to the enclosed Proxy form for the holder's account number and the Proxy control number; or

(c) using the Internet through the website of the Company's transfer agent at www.investorvote.com. Registered Shareholders must follow the instructions that appear on the screen and refer to the enclosed Proxy form for the holder's account number and the Proxy control number.

In all cases ensuring that the Proxy is received at least 48 hours (excluding Saturdays, Sundays and holidays) before the meeting or the adjournment thereof at which the proxy is to be used.

Beneficial Shareholders

The following information is of significant importance to shareholders who do not hold Common Shares in their own name. Beneficial Shareholders should note that the only proxies that can be recognized and acted upon at the Meeting are those deposited by Registered Shareholders (those whose names appear on the records of the Company as the registered holders of Common Shares).

If Common Shares are listed in an account statement provided to a shareholder by a broker, then in almost all cases those Common Shares will not be registered in the shareholder's name on the records of the Company. Such Common Shares will more likely be registered under the names of the shareholder's broker or an agent of that broker. In the United States, the vast majority of such Common Shares are registered under the name of Cede & Co. as nominee for The Depository Trust Company (which acts as depository for many U.S. brokerage firms and custodian banks), and in Canada, under the name of CDS & Co. (the registration name for The Canadian Depository for Securities Limited, which acts as nominee for many Canadian brokerage firms).

Intermediaries are required to seek voting instructions from beneficial shareholders in advance of shareholders' meetings. Every intermediary has its own mailing procedures and provides its own return instructions to clients. There are two kinds of beneficial owners - those who object to their name being made known to the issuers of securities which they own (called "**OBOs**" for "**Objecting Beneficial Owners**") and those who do not object to the issuers of the securities they own knowing who they are (called "**NOBOs**" for "**Non-Objecting Beneficial Owners**").

The Corporation is taking advantage of the provisions of National Instrument 54-101 of the Canadian Securities Administrators, which permit it to directly deliver Proxy-related materials to its NOBOs. As a result NOBOs can expect to receive a scannable Voting Instruction Form (a "**VIF**") from Computershare. These VIFs are to be completed and returned to Computershare in the envelope provided or by facsimile. In addition, Computershare provides both telephone voting and Internet voting

as described on the VIF itself which contain complete instructions. Computershare will tabulate the results of the VIFs received from NOBOs and will provide appropriate instructions with respect to the shares represented by the VIFs they receive.

These securityholder materials are being sent to both registered and non-registered owners of the securities of the Corporation. If you are a non-registered owner, and the Corporation or its agent has sent these materials directly to you, your name and address and information about your holdings of securities, have been obtained in accordance with applicable securities regulatory requirements from the intermediary holding on your behalf.

By choosing to send these materials to you directly, the Corporation (and not the intermediary holding on your behalf) has assumed responsibility for (i) delivering these materials to you, and (ii) executing your proper voting instructions. Please return your voting instructions as specified in your request for voting instructions.

Beneficial Shareholders who are OBOs will not receive the materials unless their intermediary assumes the costs of delivery.

The form of Proxy supplied to you by your broker will be similar to the Proxy provided to Registered Shareholders by the Corporation. However, its purpose is limited to instructing the intermediary on how to vote on your behalf. Most brokers now delegate responsibility for obtaining instructions from clients to Broadridge Financial Solutions, Inc. ("**Broadridge**") in the United States and in Canada. Broadridge mails a similar voting information form (the "**Broadridge VIF**") in lieu of a Proxy provided by the Corporation. The Broadridge VIF will appoint the same persons as the Corporation's Proxy to represent you at the Meeting. You have the right to appoint a person (who need not be a Beneficial Shareholder of the Corporation), other than the persons designated in the Broadridge VIF, to represent you at the Meeting. To exercise this right, you should insert the name of the desired representative in the blank space provided in the Broadridge VIF. The completed Broadridge VIF must then be returned to Broadridge by mail or facsimile or given to Broadridge by phone or over the internet, in accordance with Broadridge's instructions. Broadridge then tabulates the results of all instructions received and provides appropriate instructions respecting the voting of Common Shares to be represented at the Meeting.

Voting in Person

If you plan to vote in person at the Meeting:

- nominate yourself as proxyholder by printing your name in the space provided on the enclosed voting instruction form. Your vote will be counted at the Meeting so do NOT complete the voting instructions on the form;
- sign and return the form, following the instructions provided by your nominee; and
- register with the Scrutineer when you arrive at the Meeting.

You may also nominate yourself as proxyholder online, if available, by typing your name in the "Appointee" section on the electronic ballot.

If you bring your voting instruction form to the Meeting, your vote will not count. Your vote can only be counted if you have followed the instructions above and attend the Meeting and vote in person.

Your Voting Instructions

If you do not specify how you want to vote, the appointed proxyholders will vote FOR each item of business. If you appointed someone else to attend the Meeting and vote on your behalf, he or she can vote as they see fit.

If you submit your voting instructions and later wish to change them, you may re-submit your instructions prior to the cut-off time noted above. The latest instructions will be recognized as the only valid ones.

Provisions Relating to Voting of Proxies

The shares represented by proxy in the enclosed form will be voted by the designated holder in accordance with the direction of the shareholder appointing him. If there is no direction by the shareholder, those shares will be voted for all proposals set out in the Proxy as set out in this Circular. The Proxy gives the person named in it the discretion to vote as they see fit on any amendments or variations to matters identified in the Notice of Meeting, or any other matters which may properly come before the Meeting. At the time of printing of this Circular, the management of the Company knows of no other matters which may come before the Meeting other than those referred to in the Notice of Meeting.

APPROVAL OF MATTERS

Unless otherwise noted, approval of matters to be placed before the Meeting is by an “ordinary resolution” which is a resolution passed by a simple majority (50%+1) of the votes cast by shareholders of the Company present and entitled to vote in person or by proxy.

INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON

Except as disclosed in this Information Circular, no person who has been a director or executive officer of the Company at any time since the beginning of the Company’s last financial year, no proposed nominee of the Company for election as a director of the Company, and no associate or affiliate of the foregoing persons, has any material interest, direct or indirect, by way of beneficial ownership or otherwise, in matters to be acted upon at the Meeting other than the election of directors or the appointment of auditors.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Except as disclosed in this Information Circular, during the fiscal year commencing December 1, 2016, no informed person of the Company, proposed nominee for director or any associate or affiliate of an informed person or proposed nominee, had any material interest, direct or indirect, in any transaction or any proposed transaction which has materially affected or would materially affect the Company or any of its subsidiaries.

An “informed person” means: (a) a director or executive officer of the Company; (b) a director or executive officer of a person or corporation that is itself an informed person or subsidiary of the Company; (c) any person or Corporation who beneficially owns, directly or indirectly, voting securities of the Company or who exercises control or direction over voting securities of the Company or a combination of both carrying more than 10% of the voting rights other than voting securities held by the person or corporation as underwriter in the course of a distribution; and (d) the Company itself, if and for so long as it has purchased, redeemed or otherwise acquired any of its shares.

FINANCIAL STATEMENTS

The audited financial statements of the Company for the year ended November 30, 2017, together with the Auditor’s Report on those statements (the “Financial Statements”), will be presented to the shareholders at the Meeting. The Financial Statements, the Auditor’s Report thereon together with Management Discussion and Analysis for the financial year ended November 30, 2017 is available on

SEDAR at www.sedar.com. The Notice of Annual General Meeting of Shareholders, Information Circular and form of Proxy will be available from the Company's Registrar and Transfer Agent, Computershare Trust Company of Canada, Attention: Proxy Department, 3rd Floor, 510 Burrard Street, Vancouver, BC, V6C 3B9, or from the Company's head office located at Suite 300-2015 Burrard Street, Vancouver, BC, V6J 3H4.

VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES

As at the date hereof, the Company has issued and outstanding 31,761,300 fully paid and non-assessable Common shares without par value, each share carrying the right to one vote. **The Company has no other outstanding voting securities other than 31,761,300 Common shares.**

Any shareholder of record at the close of business on December 18, 2018 who either personally attends the Meeting or who has completed and delivered a Proxy in the manner specified, subject to the provisions described above, shall be entitled to vote or to have such shareholder's shares voted at the Meeting.

To the knowledge of the directors and executive officers of the Company, as at the date of this Circular, the following persons beneficially own, directly or indirectly, or exercise control or direction over, 10% or more of the issued and outstanding shares of each class of the Company:

Member	Number of Common Shares	Percentage of Issued Common Share Capital
CDS & CO. ⁽¹⁾	24,597,000	77.44%

(1) The beneficial owners of common shares held by depositories are not known to the directors or executive officers of the Company.

As at December 18, 2018, the total number of common shares owned or controlled by management and the directors of the Company and their associates or affiliates was 1,607,500 common shares, representing 5% of the total issued and outstanding common shares.

ELECTION OF DIRECTORS

Management of the Company is seeking shareholder approval of an ordinary resolution to set the number of directors of the Company at four (4) for the ensuing year. The term of office of each of the present directors expires at the Meeting. The persons named below will be presented for election at the Meeting as management's nominees. Management does not contemplate that any of these nominees will be unable to serve as a director. Each director elected will hold office until the next annual general meeting of the Company or until his or her successor is elected or appointed, unless his or her office is earlier vacated in accordance with the Articles of the Company or with the provisions of the *Business Corporations Act* (British Columbia) ("Corporations Act").

The following table sets out the names of the nominees for election as directors, the country in which each is ordinarily resident, all offices of the Company now held by each of them, their principal occupations, the period of time for which each has been a director of the Company and the number of common shares of the Company beneficially owned by each, directly or indirectly, or over which control or direction is exercised, as at the date hereof.

Name , Present Position(s) with the Company ⁽¹⁾ and Place of Residence ⁽³⁾	Principal Occupation or Employment During the Past Five Years ⁽²⁾ ⁽³⁾	Date(s) Served as a Director or Officer	Ownership or Control Over Voting Shares Held ⁽³⁾
<p>Dana Wheeler <i>Director</i> Plymouth, MA USA</p> <p><i>President and Chief Executive Officer</i></p>	<p>President, Chief Executive Officer and Director of Plymouth Rock Technologies Inc. since October 30, 2018; Business Development Advisor, Serco, Inc. from June, 2017 to June, 2018; Chief Executive Officer and managing director, Radio Physics Solutions, October 2009 to December, 2016.</p>	<p>October 30, 2018 to present</p> <p>Officer: October 30, 2018 to Present</p>	<p>1,350,000</p>
<p>Vivian Katsuris <i>Director</i> Vancouver, BC Canada</p> <p>Corporate Secretary</p>	<p>President of Alexandra Capital Corp. (CSE: AXC) from January 2018 to October 30, 2018, Chief Financial Officer from August 2014 to January 2018 and Secretary since August 2014; President and Founder of Vivkor Holdings Inc. since August 2014, Director of Universal mCloud (TSXV-MCLD – formerly Universal Ventures Inc.) from April 2014 to October 2017; Director and Corporate Secretary of ArcPacific Resources Corp. (TSXV-ACP – formerly Plate Resources Inc.) from January 2014 to July 2016 and CFO from June 2015 to July 2016; Investment Advisor at Global Securities Corporation from 2003 to 2013; Director of KAPA Capital Inc., February 2018 to present.</p>	<p>November 16, 2017 to present</p> <p>Officer: <u>CFO</u>: August 11, 2014 to January 15, 2018, <u>President</u>: January 15, 2018 to October 30, 2018, <u>Corporate Secretary</u>: August 11, 2014 to Present</p>	<p>257,500</p>
<p>Jeremy Poirier <i>Director</i> North Vancouver, BC Canada</p>	<p>President, Chief Executive Officer and Director of Bearing Lithium Corp., August 2016 to present; President, Nico Consulting, 2004 to present; Director and CEO of Lions Bay Mining Corp., September 2018 to present; Director, Pure Energy Minerals Limited, December 2013 to September 2016.</p>	<p>December 22, 2017 to present</p>	<p>Nil</p>

Name , Present Position(s) with the Company ⁽¹⁾ and Place of Residence ⁽³⁾	Principal Occupation or Employment During the Past Five Years ⁽²⁾ ⁽³⁾	Date(s) Served as a Director or Officer	Ownership or Control Over Voting Shares Held ⁽³⁾
Angelos Kostopoulos Director Marathon, Attiki Greece	Partner with Nakou & Associates Law Firm from March 2004 to Present; Director of Blue White Capital LLC from August 2011 to Present; Manager for Enron Wind from October 1998 to December 2001; Manager for GE Wind from January 2002 to February 2004; COO for UPC Renewables from July 2006 to January 2009.	November 20, 2018 to present	Nil

- (1) For the purposes of disclosing positions held in the Company, "Company" includes the Company and any parent or subsidiary thereof.
- (2) Unless otherwise stated above, any nominees named above have held the principal occupation or employment indicated for at least five years.
- (3) The information as to country of residence, principal occupation and number of shares beneficially owned by the nominees (directly or indirectly or over which control or direction is exercised) is not within the knowledge of the management of the Company and has been furnished by the respective nominees.

Cease Trade Orders or Bankruptcies

No director, officer or promotor of the Company, and no securityholder expected to hold a sufficient number of securities of the Company to affect materially the control of the Company, has, within the last ten years prior to the date hereof, (i) been a director, officer or promotor of any company that, while such person was acting in that capacity was the subject of a cease trade or similar order or an order that denied it access to any statutory exemption for a period of more than 30 consecutive days, (ii) been a director, officer or promotor of any company that, while such person was acting in that capacity within one year of acting in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets, or (iii) became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets.

Penalties and Sanctions

No director, officer or shareholder holding a sufficient number of securities of the Company to affect materially the control of the Company has been subject to any penalties or sanctions imposed by a court relating to Canadian securities legislation or by a Canadian securities regulatory authority or has entered into a settlement agreement with a Canadian securities regulatory authority or been subject to any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable investor in making an investment decision.

Personal Bankruptcies

In the 10 years prior to the date hereof, none of the proposed directors, Officers or promoters of the Company or any security holder anticipated to hold a sufficient number of securities of the Company to affect materially the control of the Company, has become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets.

STATEMENT OF EXECUTIVE COMPENSATION

NAMED EXECUTIVE OFFICERS

Set out below are particulars of compensation paid to the following persons (the "Named Executive Officer"):

- (a) the Company's chief executive officer ("CEO");
- (b) the Company's chief financial officer ("CFO");
- (c) each of the Company's three most highly compensated executive officers, or the three most highly compensated individuals acting in a similar capacity, other than the CEO and CFO, at the end of the most recently completed financial year whose total compensation was, individually, more than \$150,000 as determined in accordance with subsection 1.3(6) of Form 51-102F6 Statement of Executive Compensation, for that financial year; and
- (d) each individual who would be a Named Executive Officer under paragraph (c) but for the fact that the individual was neither an executive officer of the Company, nor acting in a similar capacity, at the end of that financial year.

During the financial year ended November 30, 2017, the Company had two Named Executive Officers, being Blake Olafson, President and CEO, and Vivian Katsuris, CFO and Secretary. Blake Olafson resigned as President and CEO on January 15, 2018. Vivian Katsuris was appointed President on January 15, 2018 and resigned as CFO on January 15, 2018. Zara Kanji was appointed CFO on January 15, 2018. Vivian Katsuris resigned as President on October 30, 2018 and Dana Wheeler was appointed President and CEO on October 30, 2018.

Compensation Discussion and Analysis

The Company's executive compensation program is comprised of base salary, annual cash bonuses, indirect compensation (benefits) and long-term incentives in the form of stock options. The Company's executive compensation practices are designed to attract and retain talented personnel capable of achieving the Company's objectives. The Company also utilizes compensation programs to motivate and reward the Company's executives for the ultimate achievement of the Company's goals. The Company makes use of complementary short-term and long-term incentive programs intended to provide fair, competitive and motivational rewards in the short-term while ensuring that executive's long-term objectives remain aligned with those of the shareholders. The base salaries for all executives are paid within salary ranges established for each position based on scope and level of responsibility. Individual salaries within the range are determined by that executive's competence, skill level, and experience and market influences. Annual cash bonuses may be given based on subjective criteria, including the Company's ability to pay such bonuses, individual performance, the executive's contributions to achieving the Company's objectives and other competitive considerations.

During the year ended November 30, 2017, the Company paid an aggregate of \$13,500.00 to Vivian Katsuris for services provided as the Company's Chief Financial Officer and Corporate Secretary.

Option-Based Awards

Stock options are granted pursuant to the Plan to provide an incentive to the directors, officers, employees and consultants of the Company to achieve the longer-term objectives of the Company; to give suitable recognition to the ability and industry of such persons who contribute materially to the success of the Company; and to attract and retain persons of experience and ability, by providing them

with the opportunity to acquire an increased proprietary interest in the Company. Previous grants of incentive stock options are taken into account when considering new grants.

Implementation of a new incentive stock option plan and amendments to the existing stock option plan are the responsibility of the Company's Board of Directors. In determining the number of options to award to employees, the Board takes into consideration options previously awarded to each employee or consultant and other factors that would affect internal equity. During fiscal year ended November 30, 2017, the Company did not grant any new stock options.

Currently the Company has granted an aggregate of 125,000 incentive stock options to its officers and directors.

Share-Based and Non-Equity Incentive Plan Compensation

The Company has not at any time granted any share-based awards nor has it provided any awards pursuant to a non-equity incentive plan.

Benefit, Contribution, Pension, Retirement, Deferred Compensation and Actuarial Plans

The Company currently has no defined benefit, defined contribution, pension, retirement, deferred compensation or actuarial plans for its Named Executive Officers.

Summary of Compensation Table

The following table sets forth details of all compensation paid to the Named Executive Officers during the Company's financial year ended November 30, 2017:

Name and Principal Position	Year	Salary (\$)	Share-based Awards (\$)	Option-based Awards (\$) ⁽¹⁾	Non-equity incentive plan compensation (\$)		Pension Value (\$)	All other compensation (\$) ⁽²⁾	Total Compensation (\$)
					Annual incentive plans	Long-term incentive plans			
Blake Olafson Former President, CEO, & Director ⁽¹⁾	2017	Nil	N/A	N/A	N/A	N/A	N/A	Nil	Nil
	2016	Nil	N/A	N/A	N/A	N/A	N/A	Nil	Nil
	2015	Nil	N/A	N/A	N/A	N/A	N/A	Nil	Nil
Vivian Katsuris Corporate Secretary & Director ⁽²⁾	2017	Nil	N/A	N/A	N/A	N/A	N/A	\$13,500 ⁽⁴⁾	\$13,500
	2016	Nil	N/A	N/A	N/A	N/A	N/A	\$10,500 ⁽⁴⁾	\$10,500
	2015	Nil	N/A	N/A	N/A	N/A	N/A	\$6,000 ⁽⁴⁾	\$6,000

⁽¹⁾ Blake Olafson ceased to be President, Chief Executive Officer and Director on January 15, 2018.

⁽²⁾ Vivian Katsuris ceased to be CFO on January 15, 2018, was appointed President on January 15, 2018 and ceased to be President on October 30, 2018.

⁽⁴⁾ During the year ended November 30, 2017, the Company paid an aggregate of \$13,500 (2016 - \$10,500), (2015 - \$6,000) to Vivian Katsuris for services provided as the Company's Chief Financial Officer and Secretary.

Incentive Plan Awards

Outstanding option-based awards and share-based awards

The following table sets out the outstanding option-based awards and share-based awards held by the Named Executive Officers as at November 30, 2017:

Name	Option-Based Awards				Share-Based Awards		
	Number of Securities Underlying Unexercised Options (#)	Option Exercise Price (\$)	Option Expiration Date	Value of Unexercised In-the-Money Options ⁽¹⁾ (\$)	Number of Shares or Units of Shares That Have Not Vested (#)	Market or Payout Value of Share-Based Awards That Have Not Vested (\$)	Market or Payout Value of Vested Share-Based Awards Not Paid Out or Distributed (\$)
Vivian Katsuris, Corporate Secretary & Director ⁽²⁾	125,000	\$0.30 ⁽²⁾	November 11, 2019	Nil	N/A	N/A	N/A

⁽¹⁾ Based on the closing price of the Common Shares on November 12, 2014, being the date the options were granted.

⁽²⁾ Vivian Katsuris ceased to be CFO on January 15, 2018, was appointed President on January 15, 2018 and ceased to be President on October 30, 2018.

Value vested or earned during the year

The following table sets out the value vested or earned in incentive plan awards held by the Named Executive Officers during the financial year ended November 30, 2017:

Name	Option-based awards – Value vested during the year (\$)	Share-based awards – Value vested during the year (\$)	Non-equity incentive plan compensation – Value earned during the year (\$)
Blake Olafson Former President, CEO & Director ⁽¹⁾	Nil	N/A	N/A
Vivian Katsuris Corporate Secretary & Director ⁽²⁾	Nil	N/A	N/A

⁽¹⁾ Blake Olafson ceased to be President, Chief Executive Officer and Director on January 15, 2018.

⁽²⁾ Vivian Katsuris ceased to be CFO on January 15, 2018, was appointed President on January 15, 2018 and ceased to be President on October 30, 2018.

Termination and Change of Control Benefits

Other than as provided for at common law, there is no contract, agreement, plan or arrangement that provides for payments to the Name Executive Officers at, following or in connection with any termination (whether voluntary, involuntary or constructive), resignation, retirement, a change in control of the Company or a change in the Named Executive Officer's responsibilities.

COMPENSATION OF DIRECTORS

The Company has no arrangements, standard or otherwise, pursuant to which Directors are compensated by the Company for their services in their capacity as Directors, or for committee participation, involvement in special assignments or for services as a consultant or expert during the financial year ended November 30, 2017 or subsequently, up to and including the date of this Information Circular.

Director compensation table

The following table sets out the compensation provided to all directors of the Company, who are not Named Executive Officers, for the Company's financial year ended November 30, 2017:

Name and Principal Position	Year	Salary (\$)	Share-based Awards (\$)	Option-based Awards (\$) ⁽¹⁾	Non-equity incentive plan compensation (\$)		Pension Value (\$)	All other compensation (\$)	Total Compensation (\$)
					Annual incentive plans	Long-term incentive plans			
Ioannis Tsitos Former Director ⁽²⁾	2017	Nil	Nil	Nil	N/A	N/A	N/A	Nil	Nil
	2016	Nil	Nil	Nil	N/A	N/A	N/A	Nil	Nil
	2015	Nil	Nil	Nil	N/A	N/A	N/A	Nil	Nil
Patrick Morris Former Director ⁽³⁾	2017	Nil	Nil	Nil	N/A	N/A	N/A	Nil	Nil
	2016	Nil	Nil	Nil	N/A	N/A	N/A	Nil	Nil
	2015	Nil	Nil	Nil	N/A	N/A	N/A	Nil	Nil

⁽¹⁾ The Company has calculated the grant date fair value of the Options granted to the director using the Black Scholes-Merton model. The Company chose this methodology because it is recognized as the most common methodology used for valuing options and doing value comparisons. The Black Scholes Merton weighted average assumptions used by the Company were (i) an initial expected useful life of 3 years, (ii) a forfeiture rate of 0%, (iii) a volatility of 116%, and (iv) a risk free interest rate of 1.11%.

⁽²⁾ Ceased to be a Director on November 20, 2018.

⁽³⁾ Ceased to be a Director on November 16, 2017.

Incentive Plan Awards

Outstanding share-based awards and option-based awards

The following table sets out the outstanding share-based awards and option-based awards held by the directors of the Company, who are not Named Executive Officers, as at November 30, 2017:

Name	Option-based Awards				Share-based Awards	
	Number of securities underlying unexercised options (#)	Option exercise price (\$)	Option expiration date	Value of unexercised in-the-money options (\$) ⁽¹⁾	Number of shares or units of share that have not vested (#)	Market or payout value of share-based awards that have not vested (\$)
Ioannis Tsitos Former Director ⁽³⁾	125,000	\$0.30 ⁽²⁾	November 11, 2019	Nil	N/A	N/A

⁽¹⁾ Based on the closing price of the Common Shares on the date of grant being November 12, 2014.

⁽²⁾ Based on the closing price of the Common Shares on the date of grant being November 12, 2014.

⁽³⁾ Ceased to be a director on November 20, 2018.

Value vested or earned during the year

The following table sets out the value vested or earned in incentive plan awards by the directors of the Company, who are not Named Executive Officers, during the financial year ended November 30, 2017:

Name	Option-based awards – Value vested during the year (\$)	Share-based awards – Value vested during the year (\$)	Non-equity incentive plan compensation – Value earned during the year (\$)
Patrick Morris ⁽¹⁾	Nil	N/A	N/A
Ioannis Tsitos ⁽²⁾	Nil	N/A	N/A

⁽¹⁾ Ceased to be a director on November 16, 2017.

⁽²⁾ Ceased to be a director on November 20, 2018.

Equity Compensation Plans

The following table provides information regarding the Company's equity compensation plans which were in effect as at the fiscal year end November 30, 2017:

Plan Category	# of common shares to be issued upon exercise of outstanding options	Weighted-average exercise price of outstanding options	Number of securities remaining available for future issuance under Equity Compensation Plans ⁽¹⁾
Equity Compensation Plans approved by security holders	750,000	\$0.23	1,184,950
Equity Compensation Plans not approved by security holders ⁽²⁾	N/A	N/A	N/A
Total	750,000	\$0.23	1,184,950

⁽¹⁾ Based on the total number of shares authorized for issuance under the Company's Incentive Stock Option Plan, less the number of stock options outstanding as at November 30, 2017.

⁽²⁾ Represents the Incentive Stock Option Plan of the Company, which reserves a number of common shares equal to 10% of the then outstanding common shares from time to time for issue pursuant to stock options.

MANAGEMENT CONTRACTS

There are no management functions of the Company which are to any substantial degree performed by a person other than the directors or executive officers of the Company.

In addition, NI 58-101 prescribes certain disclosure by the Company of its corporate governance practices.

The following report by the Board of Directors describes the analysis and disclosure of corporate governance practices of the Company.

CORPORATE GOVERNANCE DISCLOSURE

General

The Board views effective corporate governance as an essential element for the effective and efficient operation of the Corporation. The Corporation believes that effective corporate governance improves corporate performance and benefits all of its shareholders. The following statement of corporate governance practices sets out the Board's review of the Corporation's governance practices relative to National Instrument 58-101 – *Disclosure of Corporate Governance Practices* and National Policy 58-201 – *Corporate Governance Guidelines*.

Board of Directors

An "independent director" generally is one who has no direct or indirect material relationship with the Corporation. A "material relationship" is a relationship which could, in the view of the Board, be reasonably expected to interfere with the exercise of a director's independent judgment.

The Board, which is responsible for supervising the management of the business and affairs of the Corporation, is currently comprised of four directors of which two are independent as such term is defined in NI 52-110. The independent directors are Jeremy Poirier and Angelos Kostopoulos.

Dana Wheeler is not independent as he serves as President and CEO of the Corporation and Vivian Katsuris is not independent as she serves as Corporate Secretary of the Corporation.

Other Board Positions

The following table sets out the directors, officers and promoter(s) of the Corporation that are, or have been within the last five years, directors, officers or promoters of other issuers that are or were reporting issuers in any Canadian jurisdiction:

Name of Director, Officer or Promoter	Name of Reporting Company	Name of Exchange or Market	Position	Period
Vivian Katsuris	ArcPacific Resources Corp.	TSXV	Secretary & Director CFO	January 2014 to July 31, 2016 July 2015 to July 2016
	Universal mCloud Corp.	TSXV	Director	April 2014 to October 13, 2017
	KAPA Capital Inc.	TSXV	Director	February 2018 to Present.
Jeremy Poirier	Bearing Lithium Corp.	TSXV	President, CEO & Director	August 2016 to present
	Pure Energy Minerals Limited	TSXV	Director	December 2013 to September 2016
	Lions Bay Mining Corp.	CSE	Director, CEO	September 2018 to Present

Orientation and Continuing Education

Given the current size of the Corporation and the Board, the Corporation provides only a limited orientation and education program for new directors. This process includes discussions with management and the Board, with respect to the business and operations of the Corporation. Each new Board member is also entitled to review all previous minutes of the Board and the shareholders.

Ethical Business Conduct

The board has found that the fiduciary duties place on individual directors pursuant to corporate legislation and the common law, and the conflict of interest provisions under corporate legislation which restricts an individual director's participation in decisions of the Board in which the director has an interest, have been sufficient to ensure that the Board operates independently of management and in the best interests of the Corporation.

Nomination of Directors

All members of the Board are encouraged to identify prospective additions to the Board. Any recommendations would be approved by the entire Board and elected annually by the shareholders of the Corporation.

The Board must have a sufficient number of directors to carry out its duties efficiently, presenting a diversity of views and experience. The Board as a whole reviews the contributions of the directors and considers whether the current size of the Board promotes effectiveness and efficiency, and currently believes that the appropriate size of the Board is three members.

Compensation of Directors and Officers

The Board has no other standing committees other than the Audit Committee.

Assessments of Directors, the Board and Board Committees

The Board monitors the adequacy of information given to directors, the communications between the Board and management and the strategic direction and processes of the Board and its Audit Committee, to satisfy itself that the Board, its Audit Committee and its individual directors are performing effectively.

AUDIT COMMITTEE

Audit Committee Charter

The text of the Audit Committee's Charter is attached as Appendix I to this Information Circular.

Composition of Audit Committee

The following provides the members of the Audit Committee and certain information regarding these members:

Name	Independent /Not Independent ⁽¹⁾	Financially Literate/Not Financially Literate ⁽¹⁾	Relevant Education and Experience
Vivian Katsuris	Not Independent	Financially Literate	Ms. Katsuris has over 25 years of experience as an investment advisor having worked for Global Securities Corporation from 2003 to 2013 and Canaccord Capital Corp. (now Canaccord Genuity) from 1993 to 2003. She has been Director of Universal Ventures Inc., April 24, 2014 to October 13, 2017; Director and Corporate Secretary of Plate Resources Inc., January 2014 to July 31, 2016 and CFO, July 2015 to July 2016.
Jeremy Poirier	Independent	Financially Literate	Mr. Poirier has studied Business Accounting and Business Law at BCIT.
Angelos Kostopoulos	Independent	Financially Literate	Mr. Kostopoulos has over 38 years experience in military & corporate management positions. He is a Partner with Nakou & Associates Law Firm from March 2004 to Present; Director of Blue White Capital LLC from August 2011 to Present; Manager for Enron Wind from October 1998 to December 2001; Manager for GE Wind from January 2002 to February 2004; COO for UPC Renewables from July 2006 to January 2009. He served as a US Army Military Intelligence Officer from September 1980 to September 1991.

⁽¹⁾ As defined by National Instrument 52-110 – *Audit Committees* (“NI 52-110”).

Audit Committee Oversight

At no time since the commencement of the Company's most recently completed financial year, has a recommendation of the audit committee to nominate or compensate an external auditor not been adopted by the board of directors.

Reliance on Certain Exemptions

During the most recently completed financial year, the Company has not relied on the *De Minimis Non-audit Services* exemption provided for in section 2.4 of NI 52-110. However, as a "venture issuer", the Company is relying on certain exemptions provided by section 6.1 of NI 52-110.

Pre-Approval Policies and Procedures

The Audit Committee has not adopted specific policies and procedures for the engagement of non-audit services.

Audit Fees

The aggregate fees billed by MNP LLP for fiscal year 2017 for audit services were \$16,000 (2016 - \$11,000).

Audit-Related Fees

The aggregate fees billed by MNP LLP for fiscal year 2017 for audit and assurance and related services were \$1,120 (2016 - \$220).

Tax Fees and All Other Fees

The aggregate fees billed for tax compliance, tax advice and tax planning services by MNP LLP for fiscal year 2017 were Nil (2016 – Nil).

PARTICULARS OF OTHER MATTERS TO BE ACTED UPON

A. APPOINTMENT AND REMUNERATION OF AUDITORS

Shareholders will be asked to re-approve the appointment of MNP LLP, Chartered Accountants, as auditors of the Company. **Unless otherwise directed, the Management Designees intend to vote in favour of the ordinary resolution appointing MNP LLP, Chartered Accountants, as auditors for the Company for the next ensuing year**, to hold office until the close of the next annual meeting of shareholders or until they are removed from office or resign and authorizing the Board to fix the compensation of the auditors. MNP LLP, Chartered Accountants were first appointed as the auditors of the Company in November 2011.

OTHER BUSINESS

While there is no other business other than that business mentioned in the Notice of Meeting to be presented for action by the shareholders at the Meeting, **it is intended that the proxies hereby solicited will be exercised upon any other matters and proposals that may properly come before the Meeting or any adjournment or adjournments thereof, in accordance with the discretion of the persons authorized to act thereunder.**

ADDITIONAL INFORMATION

Additional information relating to the Company may be found under the Corporation's profile on SEDAR at www.sedar.com. Inquiries, including requests for copies of the Company's financial statements and management's discussion and analysis, may be directed to Vivian Katsuris, Chief Financial Officer (604)729-2500. Additional financial information is provided in the Company's comparative financial statements and management discussion and analysis for the financial year ended November 30, 2016, which is also available on SEDAR at www.sedar.com.

DATED at Vancouver, British Columbia, this 18th day of December, 2018.

ON BEHALF OF THE BOARD

"Dana Wheeler"

Dana Wheeler

President, CEO & Director

APPENDIX I

Charter of the Audit Committee of the Board of Directors of Plymouth Rock Technologies Inc. (the "Corporation")

A. ROLE

The overall purpose of the Audit Committee (the "Committee") is to assist the Board in fulfilling its responsibility to ensure that the Corporation's management has designed and implemented an effective system of internal financial control, to review and report on the integrity of the financial statements and related financial disclosure of the Corporation and to review the Corporation's compliance with regulatory and statutory requirements as they relate to financial statements, taxation matters and disclosure of financial information.

B. COMPOSITION, PROCEDURES AND ORGANIZATION

1. The Committee shall consist of at least three members of the Board of Directors (the "Board").
2. The Board, at its organizational meeting held in conjunction with each annual general meeting of the shareholders, shall appoint the members of the Committee for the ensuing year. The Board may at any time remove or replace any member of the Committee and may fill any vacancy in the Committee.
3. Unless the Board shall have appointed a chair of the Committee, the members of the Committee shall elect a chair and a secretary from among their number.
4. The quorum for meetings shall be a majority of the members of the Committee, present in person or by telephone or other telecommunication device that permits all persons participating in the meeting to speak and to hear each other.
5. The Committee shall have access to such officers and employees of the Corporation and to the Corporation's external auditors, and to such information respecting the Corporation, as it considers to be necessary or advisable in order to perform its duties and responsibilities.
6. Meetings of the Committee shall be conducted as follows:
 - (a) the Committee shall meet at least twice annually (before and after the annual audit) at such times and at such locations as may be requested by the chair of the Committee. The external auditors or any member of the Committee may request a meeting of the Committee;
 - (b) the external auditors shall receive notice of and have the right to attend all meetings of the Committee; and
 - (c) management representatives may be invited to attend all meetings except private sessions with the external auditors.
7. The external auditors shall have a direct line of communication to the Committee through its chair and may bypass management if deemed necessary. The Committee, through its chair, may contact directly any employee in the Corporation as it deems necessary, and any employee may bring before the Committee any matter involving questionable, illegal or improper financial practices or transactions.

C. RESPONSIBILITIES AND PROCESSES

1. The Committee's primary responsibilities are as follows:
 - (a) to assist the Board in the discharge of its responsibilities relating to the Corporation's accounting principles, reporting practices and internal controls and its approval of the Corporation's annual and quarterly consolidated financial statements and related financial disclosure;
 - (b) to establish and maintain a direct line of communication with the Corporation's internal and external auditors and assess their performance;
 - (c) pre-approve all audit services and permissible non-audit services as may be amended from time to time;
 - (d) to ensure that the management of the Corporation has designed, implemented and is maintaining an effective system of internal financial control; and
 - (e) to report regularly to the Board on the fulfillment of its duties and responsibilities.

2. The duties of the Committee relating to its oversight responsibilities are:
 - (a) to recommend to the Board a firm of external auditors to be engaged by the Corporation, and to verify the independence of such external auditors;
 - (b) to review and approve the fee, scope and timing of the audit and other related services rendered by the external auditors;
 - (c) review the audit plan of the external auditors prior to the commencement of the audit;
 - (d) to discuss with the independent auditor and CFO's financial and accounting personnel, both together and separately, the adequacy and effectiveness of the internal controls over financial reporting; whereby eliciting recommendations for the improvement of such internal control procedures or specific areas where new or more detailed controls may be desirable;
 - (e) to provide sufficient opportunity for the independent auditor to meet with members of the Committee without members of management present, to perform an evaluation of the CFO's financial and accounting personnel and the cooperation that the independent auditor received during the course of the audit;
 - (f) to discuss with the external auditors the quality and not just the acceptability of the Corporation's accounting principles; and
 - (g) to implement structures and procedures to ensure that the Committee meets the external auditors on a regular basis in the absence of management.

3. The duties and responsibilities of the Committee as they relate to the internal control procedures of the Corporation are to:
 - (a) review the appropriateness and effectiveness of the Corporation's policies and business practices which impact on the financial integrity of the Corporation, including those relating to internal auditing, insurance, accounting, information services and systems and financial controls, management reporting and risk management;
 - (b) review compliance under the Corporation's business conduct and ethics policies and to periodically review these policies and recommend to the Board changes which the Committee may deem appropriate;
 - (c) review any unresolved issues between management and the external auditors that could affect the financial reporting or internal controls of the Corporation; and
 - (d) periodically review the Corporation's financial and auditing procedures and the extent to which recommendations made by the external auditors have been implemented.

4. The Committee is also charged with the responsibility to:
 - (a) review the Corporation's quarterly statements of earnings, including the impact of unusual items and changes in accounting principles and estimates and report to the Board with respect thereto;
 - (b) review and approve the financial sections of the annual report to shareholders; annual and interim MD&A; prospectuses; news releases discussing financial results of the Corporation; and any other public reports of a financial nature requiring approval by the Board, and report to the Board with respect thereto;
 - (c) review regulatory filings and decisions as they relate to the Corporation's financial statements;
 - (d) review the appropriateness of the policies and procedures used in the preparation of the Corporation's financial statements and other required disclosure documents, and consider recommendations for any material change to such policies;
 - (e) review and report on the integrity of the Corporation's financial statements;
 - (f) review the minutes of any audit committee meeting of subsidiary companies (if applicable);
 - (g) review with management, the external auditors and, if necessary, with legal counsel, any litigation, claim or other contingency, including tax assessments that could have a material effect upon the financial position or operating results of the Corporation and the manner in which such matters have been disclosed in the consolidated financial statements;
 - (h) review the Corporation's compliance with regulatory and statutory requirements as they relate to financial statements, tax matters and disclosure of financial information; and
 - (i) develop a calendar of activities to be undertaken by the Committee for each ensuing year and to submit the calendar in the appropriate format to the Board of Directors following each annual general meeting of shareholders.