

PLYMOUTH ROCK TECHNOLOGIES INC.

ANNUAL GENERAL & SPECIAL MEETING
TO BE HELD ON WEDNESDAY,
JULY 8, 2020

NOTICE OF ANNUAL MEETING
AND
INFORMATION CIRCULAR

JUNE 4, 2020

NOTICE OF ANNUAL GENERAL & SPECIAL MEETING

Notice is hereby given that the Annual General & Special Meeting (the “Meeting”) of the shareholders of **Plymouth Rock Technologies Inc.** (the “Company”) will be held on Wednesday, July 8, 2020 at Suite 300 – 2015 Burrard Street, Vancouver, British Columbia, Canada, V6J 3H4, at the hour of 10:00 a.m. (local time in Vancouver, B.C.). **In light of the ongoing public health concerns related to COVID-19 and in order to comply with the measures imposed by the federal and provincial governments, the Company is encouraging shareholders and others not to attend the meeting in person.** The Company is offering its shareholders the option to listen and participate (but not vote) at the Meeting in real time by conference call at the following coordinates:

Dial 1-(888)-511-2557 (toll free) or 1-(267)-930-4000 (not toll free) – Participant code 639-446-319

While as of the date of this Circular, we are intending to hold the Meeting in physical face to face format with a conference call for participation, we are continuously monitoring the current coronavirus (COVID-19) outbreak. In light of the rapidly evolving news and guidelines related to COVID-19, we ask that, in considering whether to attend the Meeting in person, shareholders follow, among other things, the instructions of the Public Health Agency of Canada (<https://www.canada.ca/en/public-health/services/diseases/coronavirus-disease-covid-19.html>) and any applicable additional provincial and local instructions. You should not attend the Meeting in person if you are experiencing any cold or flu-like symptoms, or if you or someone with whom you have been in close contact has travelled to/from outside of Canada within the 14 days prior to the Meeting. **In order to minimize group sizes and respect social distancing regulations, all shareholders are urged to vote on the matters before the Meeting by proxy which can be submitted electronically, by mail, or by phone as further described herein.** We reserve the right to take additional precautionary measures we deem appropriate in relation to the Meeting in response to further developments in respect of the COVID-19 outbreak. Changes to the Meeting date and/or means of holding the Meeting may be announced by way of press release which would be filed on SEDAR. Please monitor the Company’s press releases as well as the Company’s website (<http://www.plyrotech.com/>) for updated information up until the date of the Meeting. We do not intend to prepare or mail an amended management information circular in the event of changes to the Meeting format.

The Meeting will be held for the following purposes:

1. To receive and consider the audited annual financial statements of the Company for its fiscal year ended November 30, 2018 and November 30, 2019;
2. To set the number of directors at six (6), 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 six (6) directors of the Company;
4. To appoint Manning Elliott LLP, Chartered Professional 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;
5. To approve the common share equity component of the Chairman’s remuneration; and
6. 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 June 4, 2020 are entitled to notice of and to attend the Meeting or any adjournment or adjournments thereof and to vote thereat.

To assure your representation at the Meeting as a registered Shareholder (a "**Registered Shareholder**"), please complete, sign, date and return the enclosed proxy, whether or not you plan to personally attend the Meeting. Sending your proxy will not prevent you from voting in person at the Meeting. All proxies completed by Registered Shareholders must be received by the Company's transfer agent, Computershare Investor Services Inc. ("**Computershare**"), not later than **Monday, July 6, 2020 at 10:00 a.m. (Vancouver Time)**. A Registered Shareholder must return the completed proxy to Computershare as follows:

- (a) by the **Internet** or **telephone** as described on the enclosed proxy; or
- (b) by **registered mail**, by **hand** or by **courier** to the attention of Computershare Attention: Investor Services Division, 3rd Floor, 510 Burrard Street, Vancouver, BC V6C 3B9

Non-registered Shareholders ("**Non-Registered Shareholders**") whose shares are registered in the name of an intermediary should carefully follow voting instructions provided by the intermediary. A more detailed description on returning proxies by Non-Registered Shareholders can be found beginning on page [2] of the attached Circular.

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 4th day of June, 2020.

**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 June 4, 2020 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 & Special Meeting of the shareholders of the Company to be held on Wednesday, July 8, 2020 (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. Advance notice of the Meeting was filed on SEDAR on May 6, 2020, and amended and re-filed on June 2, 2020.

Solicitation of Proxies

The solicitation will be primarily by mail but may also be made by telephone or other means of communication by the directors, officers, employees or agents of the Company at nominal cost. All costs of solicitation will be paid by the Company. The Company will also pay the fees and costs of intermediaries for their services in transmitting proxy-related material in accordance with National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer* ("**NI 54-101**").

Appointment and Revocation of Proxies

Shareholders may be "Registered Shareholders" or "Non-Registered Shareholders". If common shares of the Company ("**Common Shares**") are registered in the Shareholder's name, the Shareholder is a "**Registered Shareholder**". If Common Shares are registered in the name of an intermediary and not registered in the Shareholder's name, they are said to be owned by a "**Non-Registered Shareholder**". An intermediary is usually a bank, trust company, securities dealer or broker, or a clearing agency in which an intermediary participates. The instructions provided below set forth the different procedures for voting Common Shares at the Meeting to be followed by Registered Shareholders and Non-Registered Shareholders.

The persons named in the enclosed instrument appointing proxy are officers and directors of the Company. **Each Shareholder has the right to appoint a person or company (who need not be a Shareholder) to attend and act for him at the Meeting other than the persons designated in the enclosed form of proxy.** Shareholders who have given a proxy also have the right to revoke it insofar as it has not been exercised. The right to appoint an alternate proxy holder and the right to revoke a proxy may be exercised by following the procedures set out below under "*Registered Shareholders*" or "*Non-Registered Shareholders*", as applicable.

If any Shareholder receives more than one (1) proxy or voting instruction form, it is because that Shareholder's shares are registered in more than one form. In such cases Shareholders should sign and submit all proxies or voting instruction forms received by them in accordance with the instructions provided.

Registered Shareholders

Registered Shareholders may 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.

To exercise the right to appoint a person or company to attend and act for a Registered Shareholder at the Meeting, a Shareholder must strike out the names of the persons designated on the enclosed instrument appointing proxy and insert the name of the alternate appointee in the blank space provided for that purpose.

To exercise the right to revoke a proxy, in addition to any other manner permitted by law, a Shareholder who has given a proxy may revoke it by instrument in writing, executed by the Shareholder or his attorney authorized in writing, or if the Shareholder is a corporation, by a duly authorized officer or attorney thereof, and deposited: (i) with the Company at 300-2015 Burrard Street, Vancouver, B.C. V6, Attention: Vivian Katsuris, at any time up to and including the last business day preceding the Meeting at which the proxy is to be used, or at any adjournment thereof, or (ii) with the Chairman of the Meeting on the date of the Meeting, or at any adjournment thereof, and upon either of such deposits the proxy is revoked.

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.

Non-Registered Shareholders

Non-Registered Shareholders who have not objected to their intermediary disclosing certain ownership information about themselves to the Company are referred to as "**NOBOs**". Non-Registered Shareholders who have objected to their intermediary disclosing the ownership information about themselves to the Company are referred to as "**OBOs**".

In accordance with the requirements of NI 54-101, the Company is sending the Notice of Meeting, this Circular and either the voting instruction form ("**VIF**") or the form of proxy, as applicable, (collectively, the "**Meeting Materials**") directly to the NOBOs and, indirectly, through intermediaries to the OBOs. The Company will also pay the fees and costs of intermediaries for their services in delivering Meeting Materials to OBOs in accordance with NI 54-101.

Meeting Materials Received by OBOs from Intermediaries

The Company has distributed copies of the Meeting Materials to intermediaries for distribution to OBOs. Intermediaries are required to deliver these materials to all OBOs of the Company who have not waived their rights to receive these materials, and to seek instructions as to how to vote the Common Shares. Often, intermediaries will use a service company (such as Broadridge Financial Solutions, Inc.) to forward the Meeting Materials to OBOs.

OBOs who receive Meeting Materials will typically be given the ability to provide voting instructions in one of two ways:

- (a) Usually, an OBO will be given a VIF which must be completed and signed by the OBO accordance with the instructions provided by the intermediary. In this case, the mechanisms described above for Registered Shareholders cannot be used and the instructions provided by the intermediary must be followed;
- (b) Occasionally, however, an OBO may be given a proxy that has already been signed by the intermediary. This form of proxy is restricted to the number of Common Shares owned by the OBO but is otherwise not completed. This form of proxy does not need to be signed by the OBO but must be completed by the OBO and returned to Computershare in the manner described above for Registered Shareholders.

The purpose of these procedures is to allow OBOs to direct the proxy voting of the Common Shares that they own but that are not registered in their name. If an OBO who receives either a form of proxy or a VIF wishes to attend and vote at the Meeting in person (or have another person attend and vote on his or her behalf), the OBO should strike out the persons named in the form of proxy as the proxy holder and insert the OBO's (or such other person's) name in the blank space provided or, in the case of a VIF, follow the corresponding instructions provided by the intermediary. **In either case, OBOs who receive Meeting Materials from their intermediary should carefully follow the instructions provided by the intermediary.**

To exercise the right to revoke a proxy, an OBO who has completed a proxy (or a VIF, as applicable) should carefully follow the instructions provided by the intermediary.

Proxies returned by intermediaries as "non-votes" either because the intermediary has not received instructions from the OBO with respect to the voting of certain shares or because, under applicable stock exchange or other rules, the intermediary does not have the discretion to vote those shares on one or more of the matters that come before the Meeting, will be treated as not entitled to vote on any such matter and will not be counted as having been voted in respect of any such matter. Common Shares represented by such "non-votes" will, however, be counted in determining whether there is a quorum.

Meeting Materials Received by NOBOs from the Company

As permitted under NI 54-101, the Company has used a NOBO list to send the Meeting Materials directly to the NOBOs whose names appear on that list. If you are a NOBO and the Company's transfer agent, Computershare, has sent these materials directly to you, your name and address and information about your holdings of Common Shares have been obtained from the intermediary holding such shares on your behalf in accordance with applicable securities regulatory requirements.

As a result, any NOBO of the Company can expect to receive a scannable VIF from Computershare. Please complete and return the VIF to Computershare in the envelope provided. Computershare will tabulate the results of the VIFs received from the Company's NOBOs and will provide appropriate instructions at the Meeting with respect to the shares represented by the VIFs received by Computershare.

By choosing to send these materials to you directly, the Company (and not the intermediary holding Common Shares on your behalf) has assumed responsibility for: (i) delivering these materials to you, and (ii) executing your proper voting instructions. The intermediary holding Common Shares on your behalf has appointed you as the proxy holder of such shares, and therefore you can provide your voting instructions by completing the proxy included with this Circular in the same way as a Registered Shareholder. Please refer to the information under the heading "*Registered Shareholders*" for a description of the procedure to return a proxy, your right to appoint another person or company to attend the meeting, and your right to revoke the proxy.

Although a Non-Registered Shareholder may not be recognized directly at the Meeting for the purposes of voting Common Shares registered in the name of his or her broker, a Non-Registered Shareholder may attend the Meeting as proxy holder for the Registered Shareholder and vote the Common Shares in that capacity. A Non-Registered Shareholder who wishes to attend the Meeting and indirectly vote his or her Common Shares as proxy holder for the Registered Shareholder should enter his or her own name in the blank space on the form of proxy provided to him or her and return the same to his or her broker (or the broker's agent) in accordance with the instructions provided by such broker.

Notice-and-Access

The Company is not sending the Meeting Materials to Registered Shareholders or Non-Registered Shareholders using notice-and-access delivery procedures defined under NI 54-101 and National Instrument 51-102, *Continuous Disclosure Obligations*.

Exercise of Proxies

Where a choice is specified, the Common Shares represented by proxy will be voted for, withheld from voting or voted against, as directed, on any poll or ballot that may be called. **Where no choice is specified, the proxy will confer discretionary authority and will be voted in favour of all matters referred to on the form of proxy. The proxy also confers discretionary authority to vote for, withhold from voting, or vote against amendments or variations to the matters identified in the Notice of Meeting and with respect to other matters not specifically mentioned in the Notice of Meeting but which may properly come before the Meeting.**

Management has no present knowledge of any amendments or variations to matters identified in the Notice of Meeting or any business that will be presented at the Meeting other than that referred to in the Notice of Meeting. However, if any other matters properly come before the Meeting, it is the intention of the person named in the enclosed instrument appointing proxy to vote in accordance with the recommendations of the management of the Company.

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, 2018, 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, 2018 and November 30, 2019, 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, 2018 and November 30, 2019 is available on SEDAR at www.sedar.com. The Notice of Annual General & Special 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 36,515,431 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 36,515,431 Common shares.**

Any shareholder of record at the close of business on June 4, 2020 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⁾	26,850,050	67.73%

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

As at June 4, 2020, the total number of common shares owned or controlled by management and the directors of the Company and their associates or affiliates was 2,251,500 common shares, representing 6.17% 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 six (6) 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 Director 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>Dr. Khalid Al-Ali Director Nominee Qatar</p>	<p>Co-Founder and Executive Chairman, Senseta; Co-Founder and Chairman, Silicon Valley Space Business Roundtable; Senior Advisor, Qatar-America Institute since</p>	<p>N/A</p>	<p>Nil</p>
<p>Angelos Kostopoulos Director Marathon, Attiki Greece</p>	<p>Partner with Nakou & Associates Law Firm from March 2004 to Present; Partner with Strati & Kostopoulos Law from January 2018 to Present, Director of Blue White Capital LLC from August 2011 to December 2019; 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.</p>	<p>November 20, 2018 to present</p>	<p>Nil</p>
<p>Timothy Crowhurst Director Vancouver, BC Canada</p>	<p>President, Sea Level Communications Ltd.</p>	<p>October 17, 2011 to July 30, 2013 & July 13, 2019 to present</p>	<p>Nil</p>
<p>George Stubos Director Vancouver, BC Canada</p>	<p>President, Stubos Capital Inc.</p>	<p>November 26, 2019 to present</p>	<p>744,000 157,500⁽⁴⁾ Total: 901,500</p>
<p>Douglas Smith Director Washington, DC USA</p> <p><i>Chairman</i></p>	<p>Managing Partner, Kent Strategies</p>	<p>April 29, 2020 to present</p>	<p>Nil⁽⁵⁾</p>

- (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.
- (4) These shares are held through a corporation controlled by Mr. Stubos.
- (5) The Company has agreed to issue 1,000,000 common shares to Mr. Smith, subject to shareholder approval. See "*Particulars of Other Matters to be Acted Upon – B. Chairman Remuneration – Equity Component*".

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, other than Mr. Stubos. An order of the British Columbia Securities Commission ("BCSC") dated June 28, 2007 imposed certain restrictions on Mr. Stubos for a period of two years for failure to file insider reports. The restrictions included trading in securities, acting as a director or officer of any issuer and engaging in investor relations activities. Mr. Stubos paid \$20,000 to the BCSC as part of a settlement agreement.

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, 2019, the Company had three Named Executive Officers, being Dana Wheeler, President and CEO, Zara Kanji, CFO, and Vivian Katsuris, Corporate Secretary.

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, 2019, the Company paid an aggregate of \$60,000 to Zara Kanji for services provided as the Company's Chief Financial Officer and \$63,000 to Vivian Katsuris for services provided as the Company's 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, 2019, the Company granted 3,300,000 new stock options.

Currently the Company has granted an aggregate of 3,150,000 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, 2019:

Name and Principal Position	Year	Salary (\$)	Share-based Awards (\$)	Option-based Awards (\$) ⁽⁴⁾	Non-equity incentive plan compensation (\$)		Pension Value (\$)	All other compensation (\$)	Total Compensation (\$)
					Annual incentive plans	Long-term incentive plans			
Dana Wheeler President & CEO & Director	2019	\$318,790	N/A	\$113,077	N/A	N/A	N/A	Nil	\$431,867
	2018	\$13,200	N/A	Nil	N/A	N/A	N/A	Nil	\$13,200
	2017	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Zara Kanji CFO	2019	Nil	N/A	\$28,269	N/A	N/A	N/A	\$84,490 ⁽²⁾	\$112,759
	2018	Nil	N/A	Nil	N/A	N/A	N/A	\$50,748 ⁽²⁾	\$50,748
	2017	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Vivian Katsuris Corporate Secretary & Former Director ⁽²⁾	2019	Nil	N/A	\$28,269	N/A	N/A	N/A	\$63,000 ⁽³⁾	\$91,269
	2018	Nil	N/A	Nil	N/A	N/A	N/A	\$136,842 ⁽³⁾	\$136,842
	2017	Nil	N/A	Nil	N/A	N/A	N/A	\$13,500 ⁽³⁾	\$13,500

⁽¹⁾ During the year ended November 30, 2019, the Company paid an aggregate of \$84,490 (2018 - \$50,748), (2017 - \$nil) to Zara Kanji for services provided as the Company's Chief Financial Officer and for accounting services provided to the Company.

⁽²⁾ Vivian Katsuris ceased to be a Director on April 29, 2020.

⁽³⁾ During the year ended November 30, 2019, the Company paid an aggregate of \$63,000 (2018 - \$136,842), (2017 - \$13,500) to Vivian Katsuris for services provided as the Company's Corporate Secretary.

⁽⁴⁾ 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 5 years, (ii) a forfeiture rate of 0%, (iii) a volatility of 100%, and (iv) a risk free interest rate of 1.80%.

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, 2019:

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 (\$)
Dana Wheeler President, CEO & Director	400,000	\$0.60	January 15, 2024	Nil	N/A	N/A	N/A
Zara Kanji CFO	100,000	\$0.60	January 15, 2024	Nil	N/A	N/A	N/A
Vivian Katsuris , Corporate Secretary & Director ⁽²⁾	100,000	\$0.60 ⁽²⁾	January 15, 2024	Nil	N/A	N/A	N/A

⁽¹⁾ In-the-Money Options are the difference between the market value of the underlying securities at November 30, 2019 and the exercise price of the option. The closing market price for the Company's common shares as at November 30, 2019 was \$0.49 per common share.

⁽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, 2019:

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 (\$)
Dana Wheeler President, CEO & Director	Nil	N/A	N/A
Zara Kanji CFO	Nil	N/A	N/A
Vivian Katsuris Corporate Secretary & Director ⁽²⁾	Nil	N/A	N/A

⁽¹⁾ 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, and other than described below in respect of Dana Wheeler, 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. Dana Wheeler entered into a Service Agreement with the Company, dated October 30, 2018, which provides *inter alia*, that the Agreement shall continue until terminated i) with immediate effect for cause, ii) with not less than 6 months' notice by either the Company or Mr. Wheeler, of iii) with immediate effect without cause if the Company pays Mr. Wheeler 6 months' service fees.

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, 2019 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, 2019:

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			
Angelos Kostopoulos	2019	Nil	\$42,404	Nil	N/A	N/A	N/A	Nil	\$42,404
	2018	Nil	Nil	Nil	N/A	N/A	N/A	Nil	Nil
	2017	Nil	Nil	Nil	N/A	N/A	N/A	Nil	Nil
George Stubos ⁽²⁾	2019	Nil	Nil	Nil	N/A	N/A	N/A	Nil	Nil
	2018	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Nil
	2017	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Nil
Douglas Smith ⁽³⁾	2019	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Nil
	2018	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Nil
	2017	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Nil
Timothy Crowhurst	2019	Nil	Nil	Nil	N/A	N/A	N/A	Nil	Nil
	2018	Nil	Nil	Nil	N/A	N/A	N/A	Nil	Nil
	2017	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 5 years, (ii) a forfeiture rate of 0%, (iii) a volatility of 100%, and (iv) a risk free interest rate of 1.80%.

⁽²⁾ Appointed a Director on November 26, 2019.

⁽³⁾ Appointed a Director on April 29, 2020.

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, 2019:

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 (\$)
Angelos Kostopoulos	150,000	\$0.50	January 15, 2024	Nil	N/A	N/A
George Stubos	200,000 250,000 ⁽²⁾	\$0.60 \$0.50	March 20, 2024 November 28, 2024	Nil	N/A	N/A
Douglas Smith ⁽³⁾	150,000	\$0.60	March 20, 2024	Nil	N/A	N/A
Timothy Crowhurst	150,000	\$0.50	November 28, 2024	Nil	N/A	N/A

⁽¹⁾ In-the-Money Options are the difference between the market value of the underlying securities at November 30, 2019 and the exercise price of the option. The closing market price for the Company's common shares as at November 30, 2019 was \$0.49 per common share .

⁽²⁾ Options granted to Stubos Capital Corp., which is controlled by George Stubos.

⁽³⁾ Appointed a Director on April 29, 2020.

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, 2019:

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 (\$)
Angelos Kostopoulos	Nil	N/A	N/A
George Stubos	Nil	N/A	N/A
Douglas Smith	Nil	N/A	N/A
Timothy Crowhurst	Nil	N/A	N/A

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, 2019:

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	3,150,000	\$0.58	501,543
Equity Compensation Plans not approved by security holders ⁽²⁾	N/A	N/A	N/A
Total	3,150,000	\$0.58	501,543

⁽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 June 4, 2020.

⁽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 Company. The Company 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 Company'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 Company. 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 Company, is currently comprised of four directors of which two are independent as such term is defined in NI 52-110. The independent directors are Angelos Kostopoulos, Timothy Crowhurst, and George Stubos. Dana Wheeler is not independent as he serves as President and CEO of the Company and Vivian Katsuris is not independent as she serves as Corporate Secretary of the Company.

Other Board Positions

The following table sets out the directors, officers and promoter(s) of the Company 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.

Orientation and Continuing Education

Given the current size of the Company and the Board, the Company 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 Company. 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 Company.

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 Company.

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 six 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
George Stubos	Independent	Financially Literate	Financially literate. Qualifications: Director of publicly traded company San Telmo Energy 2002 – 2004 and former Investment Advisor at Canaccord Genuity (formerly Canaccord Capital) 1991 - 1996
Timothy Crowhurst	Independent	Financially Literate	Financially literate. Qualifications, CEO and Director of Ripple Lake Diamonds / Devonshire Resources 2004 – 2007
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; Partner with Strati & Kostopoulos Law Firm from January 2018 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 2019 for audit services were \$37,000 (2018 - \$40,000).

Audit-Related Fees

The aggregate fees billed by MNP LLP for fiscal year 2019 for audit and assurance related services were Nil (2018 - Nil).

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 2019 were Nil (2018 – 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 Manning Elliott LLP, Chartered Professional Accountants, as auditors of the Company. **Unless otherwise directed, the Management Designees intend to vote in favour of the ordinary resolution appointing Manning Elliott LLP, Chartered Professional 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.

B. CHAIRMAN REMUNERATION – EQUITY COMPONENT

Shareholders will be asked to consider and, if thought fit, approve the common share equity component of the remuneration paid to Douglas Smith, Chairman of the Board of Directors of the Company (the “**Chairman**”) for providing his services.

The Company’s wholly-owned Delaware subsidiary, Plymouth Rock Technologies, Inc. entered into a Consulting Agreement (the “Consulting Agreement”) dated April 1, 2020 with Douglas Smith for the services of Douglas Smith as a consultant to the Company. The Consulting Agreement includes the following provision (the “**Consulting Fee Provision**”) under the section titled “Compensation”:

“The Company shall pay to Consultant \$250,000 CAD per annum for services rendered to the Company under this Agreement. Subject to the Company’s option to make payment as described below, compensation shall be paid in twelve (12) monthly instalments at the end of each calendar month, and pro-rated for partial months, during the term of this Agreement.

Notwithstanding the foregoing, and subject to:

- (i) approval by the shareholders of the Company,
- (ii) acceptance by all applicable regulatory agencies (including without limitation the Canadian Securities Exchange (the “**CSE**”)),

(iii) minimum issuance price pursuant to the policies of the CSE,

payment of Consultant's annual compensation may be made and satisfied by the issuance of 1,000,000 common shares of the Company's parent company in four equal quarterly instalments, in arrears.

Consultant acknowledges and agrees that if this Consulting Agreement is terminated for any reason before the completion of a full year, the number of common shares to be issued hereunder shall be modified and reduced in proportion to the period of engagement."

As the Company is a reporting issuer in British Columbia and other jurisdictions in Canada, the share equity component of the Consulting Fee Provision is also subject to Multilateral Instrument 61-101 – Protection of Minority Security Holders in Special Transactions ("MI 61-101"), a multilateral instrument of the Canadian Securities Administrators intended to regulate certain transactions to ensure the protection and fair treatment of minority security holders. MI 61-101 requires, in certain circumstances, enhanced disclosure, approval by a majority of security holders excluding interested or related parties and the preparation of independent valuations and approval.

The protections afforded by MI 61-101 apply to "related party transactions" (as such term is defined in MI 61-101). The proposed Management Fee Provision share issuance is a "related party transaction" under MI 61-101 as the Company is proposing to issue securities to an insider of the Company qualifying as a "related party" (as such term is defined in MI 61-101). Mr. Moody is an insider and a "related party" to the Company.

While the proposed Consulting Fee Provision share issuance constitutes a "related party transaction" under MI 61-101, it is not subject to the requirement to obtain a formal valuation. The Company is exempt from such requirement in MI 61-101 since the fair market value of the proposed Consulting Fee Provision share issuance would not exceed 25% of the Company's market capitalization at the time the proposed share issuance was negotiated between the Company and the Consultant. There were no prior valuations in respect of the Company that relate to or are otherwise relevant to the proposed Consulting Fee Provision share issuance.

In accordance with MI 61-101, disinterested shareholders of the Company will be asked to approve the following resolution authorizing the issuance of common shares of the Company in payment of the management fee payable to the Consultant:

"BE IT RESOLVED AS AN ORDINARY RESOLUTION THAT:

1. Subject to the approval of the Canadian Securities Exchange (if applicable), the Company be and is hereby authorized to issue 1,000,000 common shares of the Company to Douglas Smith (the "Consultant") annually, in lieu of the annual management fee payable to the Consultant, pursuant to section 3.1 of the Consulting Agreement dated April 1, 2020 between the Company's wholly-owned Delaware subsidiary and the Consultant; and
2. Any one director or officer of the Company is hereby authorized to execute (whether under the corporate seal of the Company or otherwise) and deliver all such documents and to do all such other acts and things as such director or officer may determine to be necessary or advisable in connection with these resolutions, the execution of any such document or the doing of any such other act or thing by an director or officer of the Company being conclusive evidence of such determination."

In accordance with the requirement to obtain disinterested shareholder approval, shares beneficially owned by Mr. Smith and by his associates or affiliates (as such terms are defined in Exchange policies)

will not be eligible to vote on this resolution. As at the date hereof, Mr. Smith does not own or control, directly or indirectly, any of the issued and outstanding common shares of the Company.

Directors' Recommendation

The Company's board of directors recommends that shareholders vote "FOR" the approval of the Consulting Fee Provision share issuance resolution. In the absence of contrary instructions, the persons designated by management of the Company in the enclosed form of proxy intend to vote FOR the approval of the Consulting Fee Provision share issuance resolution.

Unless a proxy specifies that the shares it represents are to be voted against the Consulting Fee Provision share issuance resolution or the proxy is from the Consultant or an associate, affiliate or holding company related to him, the proxies named in the accompanying form of proxy intend to vote in favour of the Consulting Fee Provision share issuance resolution.

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 Company'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, Corporate Secretary (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, 2018 and November 30, 2019, which are also available on SEDAR at www.sedar.com.

DATED at Vancouver, British Columbia, this 4th day of June, 2020.

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 "Company")

A. ROLE

The overall purpose of the Audit Committee (the "Committee") is to assist the Board in fulfilling its responsibility to ensure that the Company'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 Company and to review the Company'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 Company and to the Company's external auditors, and to such information respecting the Company, 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 Company 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 Company's accounting principles, reporting practices and internal controls and its approval of the Company's annual and quarterly consolidated financial statements and related financial disclosure;
 - (b) to establish and maintain a direct line of communication with the Company'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 Company 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 Company, 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 Company'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 Company are to:
 - (a) review the appropriateness and effectiveness of the Company's policies and business practices which impact on the financial integrity of the Company, 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 Company'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 Company; and
 - (d) periodically review the Company'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 Company'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 Company; 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 Company's financial statements;
 - (d) review the appropriateness of the policies and procedures used in the preparation of the Company'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 Company'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 Company and the manner in which such matters have been disclosed in the consolidated financial statements;
 - (h) review the Company'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.