

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