

**FORM 51-102F3  
MATERIAL CHANGE REPORT**

**Item 1.**

**Name and Address of Company**

Plymouth Rock Technologies Inc.  
Suite 300 - 2015 Burrard Street  
Vancouver, British Columbia V6J 3H4

**Item 2.**

**Date of Material Change**

July 2, 2020

**Item 3.**

**News Release**

The news release was disseminated through Baystreet.com on July 2nd, 2020

**Item 4.**

**Summary of Material Change**

The Company announced its intention to complete a non-brokered private placement of up to 6,000,000 Units of the Company for gross aggregate proceeds of up to CDN\$2,160,000.

**Item 5.**

**Full Description of Material Change**

**5.1**

**Full Description of Material Change**

See Schedule "A" attached hereto

**5.2**

**Disclosure for Restructuring Transactions**

Not applicable.

**Item 6.**

**Reliance on Subsection 7.1(2) of National Instrument 51-102**

Not applicable.

**Item 7.**

**Omitted Information**

None.

**Item 8.**

**Executive Officer**

Contact: Vivian Katsuris  
Title: Corporate Secretary  
Telephone: (604) 563-7647  
Email: vivian@plyrotech.com

**Item 9.**

**Date of report**

July 2, 2020

## Schedule “A”

### PLYMOUTH ROCK ANNOUNCES PRIVATE PLACEMENT

**Plymouth, Massachusetts – July 2, 2020** – Plymouth Rock Technologies Inc. (CSE: PRT) (OTC: PLRTF) (Frankfurt: 4XA WKN# A2N8RH) (“Plymouth Rock”, “PRT”, or the “Company”) today announced it has arranged a non-brokered private placement financing of up to 6,000,000 units (the “Units”) of securities at a price of \$0.36 CAD per Unit for aggregate gross proceeds of up to \$2,160,000 CAD (the “Offering”). Each Unit will be comprised of one (1) common share and one-half of one (1/2) non-transferable common share purchase warrant, with each whole warrant entitling the holder to purchase one additional common share at a price of \$0.50 CAD for two (2) years from closing of the Offering. All securities issued in the private placement will be subject to a four month hold period.

Finders’ fees of up to 7.0%, payable in cash or Units, may be payable on a portion of the Offering at the discretion of the Company.

The net proceeds of the private placement will be used for the commercialization of PRT’s technologies, and for working capital.

#### **About Plymouth Rock Technologies Inc.**

We are on a mission to bring engineering-driven answers to the most critical problems that threaten our safety. We work with government, law enforcement and military to innovate solutions for national security, defense and space systems.

The Company is developing the next generation of threat detection solutions, The PRT X1 is a purpose built multirotor Unmanned Aircraft System (UAS). The unit contains an integrated sensor package that combines Thermal detection with 4K HD real-time air-to-ground streaming. Our advanced threat detection methods fuse artificial intelligence with augmented reality interfaces to eliminate human operating error. Plymouth Rock products, both airborne and land-based, will scan for threat items at greater “stand-off” distances than current existing technologies. Our unique radar imaging and signal processing technology creates new opportunities for remotely operated, none intrusive screening of crowds in real time.

Plymouth Rock’s other core technologies include: (1) A Millimeter Remote Imaging from Airborne Drone (“MIRIAD”); (2) A compact microwave radar system for scanning shoe’s (“Shoe-Scanner”).

[www.plyrotech.com](http://www.plyrotech.com)

## ON BEHALF OF THE BOARD OF DIRECTORS

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This news release does not constitute an offer to sell or a solicitation of an offer to buy any of the securities in the United States. The securities have not been and will not be registered under the *United States Securities Act of 1933*, as amended (the "*U.S. Securities Act*"), or any state securities laws and may not be offered or sold within the United States or to U.S. Persons unless registered under the *U.S. Securities Act* and applicable state securities laws or an exemption from such registration is available.

### Forward Looking Statements

Certain information set forth in this news release may contain forward-looking statements that involve substantial known and unknown risks and uncertainties. All statements other than statements of historical fact are forward-looking statements, including, without limitation, statements regarding future financial position, business strategy, use of proceeds, corporate vision, proposed acquisitions, partnerships, joint-ventures and strategic alliances and co-operations, budgets, cost and plans and objectives of or involving the Company. Such forward-looking information reflects management's current beliefs and is based on information currently available to management. Often, but not always, forward-looking statements can be identified by the use of words such as "plans", "expects", "is expected", "budget", "scheduled", "estimates", "forecasts", "predicts", "intends", "targets", "aims", "anticipates" or "believes" or variations (including negative variations) of such words and phrases or may be identified by statements to the effect that certain actions "may", "could", "should", "would", "might" or "will" be taken, occur or be achieved. A number of known and unknown risks, uncertainties and other factors may cause the actual results or performance to materially differ from any future results or performance expressed or implied by the forward-looking information. These forward looking statements are subject to numerous risks and uncertainties, certain of which are beyond the control of the Company including, but not limited to, the impact of general economic conditions, industry conditions and dependence upon regulatory approvals. Readers are cautioned that the assumptions used in the preparation of such information, although considered reasonable at the time of preparation, may prove to be imprecise and, as such, undue reliance should not be placed on forward-looking statements. The Company does not assume any obligation to update or revise its forward-looking statements, whether as a result of new information, future events, or otherwise, except as required by securities laws.