

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**
- September 2, 2020
- Item 3. News Release**
- The news release was disseminated through Baystreet.com on September 2nd, 2020
- Item 4. Summary of Material Change**
- The Company announced its intention to complete a non-brokered private placement of up to 2,500,000 Units of the Company for gross aggregate proceeds of up to CDN\$750,000.
- 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: investor@plyrotech.com
- Item 9. Date of report**
- September 2, 2020

NOT FOR DISTRIBUTION TO UNITED STATES NEWS WIRE SERVICES OR FOR DISSEMINATION IN THE UNITED STATES.

PLYMOUTH ROCK ANNOUNCES PRIVATE PLACEMENT

Vancouver, British Columbia -- September 2, 2020 -- Plymouth Rock Technologies Inc. ("Plymouth Rock" or the "Company") (Canadian Securities Exchange: PRT) is pleased to announce its intention to complete a non-brokered private placement (the "Offering") of up to 2,500,000 units (the "Units") at a price of CDN\$0.30 per Unit for gross proceeds of up to CDN\$750,000. Each Unit will consist of one common share in the capital of the Company (a "Share") and one-half of one transferable common share purchase warrant (each whole common share purchase warrant, a "Warrant"). Each whole Warrant will be exercisable to acquire one Share at an exercise price of CDN\$0.50 per Share for a period of 24 months from the date of issuance.

The Offering is subject to a minimum subscription amount of CDN\$9,000.

Certain insiders of the Company may acquire Units in the Offering. Any participation by insiders in the Private Placement would constitute a "related party transaction" as defined under Multilateral Instrument 61-101 *Protection of Minority Security Holders in Special Transactions* ("MI 61-101"). However, the Company expects such participation would be exempt from the formal valuation and minority shareholder approval requirements of MI 61-101 as the fair market value of the Units subscribed for by the insiders, nor the consideration for the Units paid by such insiders, would exceed 25% of the Company's market capitalization.

Plymouth Rock intends to use the net proceeds of the Offering for commercialization of technology and working capital.

The Company may pay finder's fees on a portion of the Offering, subject to applicable securities legislation.

The securities issued under the Offering, and any Shares that may be issuable on exercise of any such securities, will be subject to a statutory hold period expiring four months and one day from the date of issuance of such securities.

About Plymouth Rock

The Company is developing the next generation of threat detection solutions, with state-of-the-art technological advancements. 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, non-intrusive screening of crowds in real time. Plymouth Rock's core technologies include: (1) A Millimeter Remote Imaging from Airborne Drone ("MIRIAD"); (2) A compact microwave radar system for scanning shoe's ("Shoe-Scanner"); and (3) Wi-Fi radar techniques for threat detection screening in Wi-Fi enabled zones in buildings and places, such as airports, shopping malls, schools and sports venues ("Wi-Ti").

Vivian Katsuris
Corporate Secretary
Plymouth Rock Technologies Inc.
investor@plyrotech.com

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.

Cautionary Statement Regarding Forward-Looking Information

Certain information contained in this news release constitutes "forward-looking information" or "forward-looking statements" (collectively, "forward-looking information"). Without limiting the foregoing, such forward-looking information includes statements regarding the process and completion of the Offering, the use of proceeds of the Offering and any statements regarding the Company's business plans, expectations and objectives. In this news release, words such as "may", "would", "could", "will", "likely", "believe", "expect", "anticipate", "intend", "plan", "estimate" and similar words and the negative form thereof are used to identify forward-looking information. Forward looking information should not be read as guarantees of future performance or results, and will not necessarily be accurate indications of whether, or the times at or by which, such future performance will be achieved. Forward-looking information is based on information available at the time and/or the Company management's good faith belief with respect to future events and is subject to known or unknown risks, uncertainties, assumptions and other unpredictable factors, many of which are beyond the Company's control. For additional information with respect to these and other factors and assumptions underlying the forward-looking information made in this news release, see the Company's most recent Management's Discussion and Analysis and financial statements and other documents filed by the Company with the Canadian securities commissions and the discussion of risk factors set out therein. Such documents are available at www.sedar.com under the Company's profile and on the Company's website, <https://plyrotech.com/>. The forward-looking information set forth herein reflects the Company's expectations as at the date of this news release and is subject to change after such date. The Company disclaims any intention or obligation to update or revise any forward-looking information, whether as a result of new information, future events or otherwise, other than as required by law.

