

PLYMOUTH ROCK TECHNOLOGIES INC.

ANNUAL GENERAL & SPECIAL MEETING
TO BE HELD ON WEDNESDAY,
AUGUST 2, 2023

NOTICE OF ANNUAL MEETING
AND
INFORMATION CIRCULAR

JUNE 28, 2023

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, August 2, 2023 at the hour of 10:00 a.m. (Vancouver time) at Suite 700-1199 West Hastings Street, Vancouver, British Columbia, V6E 3T5.

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 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 years ended November 30, 2021 and November 30, 2022;
2. To set the number of directors at five (5), 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 five (5) directors of the Company;
4. To appoint Reliant CPA PC 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 June 28, 2023 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 31, 2023 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 3 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 28th day of June, 2023.

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

"Philip Lancaster" _____

Philip Lancaster,
President & CEO & Director

INFORMATION CIRCULAR

PLYMOUTH ROCK TECHNOLOGIES INC.
Suite 700 – 1199 West Hastings Street
Vancouver, British Columbia
Canada V6E 3T5

(all information as at June 28, 2023 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, August 2, 2023 (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 June 2, 2023.

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 Suite 700 – 1199 West Hastings Street, Vancouver, British Columbia, V6E 3T5, 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 years commencing December 1, 2020 and December 1, 2021, 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 years ended November 30, 2021 and November 30, 2022, 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 years ended November 30, 2021 and November 30, 2022 are 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 700 – 1199 West Hastings Street, Vancouver, British Columbia, V6E 3T5.

VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES

As at the date hereof, the Company has issued and outstanding 95,597,461 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 95,597,461 Common shares.**

Any shareholder of record at the close of business on June 28, 2023 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⁾	51,810,105	54.20%
Canaccord Genuity Corp. ⁽¹⁾	21,780,000	22.78%

(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 28, 2023, the total number of common shares owned or controlled by management and the directors of the Company and their associates or affiliates was 2,204,975 common shares, representing 2.31% 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 five (5) 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⁾
Philip Lancaster Director Kelowna, BC Canada <i>President, Chief Executive Officer and Former Secretary</i>	Owner of West Riding Consultancy; Former SVP Business Development & Government Relations at Patriot One Technologies; Former British Police Officer in VIP close protection and international service in British Overseas Territories.	June 6, 2022 to present Officer: President: February 3, 2023 to present, Chief Executive Officer May 10, 2023 to present, Secretary February 3, 2023 to May 15, 2023	1,000,000
Dr. Khalid Al-Ali Director Doha Qatar	Co-Founder and Executive Chairman at Senseta, 2012 to present; Member of the Advisory Council at Qatar-America Institute; 2019 to present; Founder and CEO at STA, 2016 to present.	July 8, 2020 to present	Nil

Douglas Smith Director Washington, DC USA <i>Chairman</i>	Managing Partner, Kent Strategies (Orchard Global), from 2016 to present.	April 29, 2020 to present Officer: May 12, 2020 to present	1,204,975
Zara Kanji Director Vancouver, BC Canada <i>Former CFO</i>	Owner of Zara Kanji & Associates, CPA since 2004	April 10, 2023 to present Officer: January 15, 2018 to November 9, 2021.	Nil
Alan Treddenick Director Cobourg, ON Canada	Retired Government of Canada employee; President and CEO of 2504703 Ontario Limited, doing business as ATNOH Group; CEO of 1000430627 Ontario Inc., doing business as Taurus Innovations.	May 30, 2023 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

Except as noted below, 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.

The British Columbia Securities Commission issued a management cease trade order ("MCTO") on March 31, 2022 naming the Company and two insiders of the Company for failure to file audited financial statements for the year ended November 30, 2021. The MCTO was revoked on May 16, 2021. Although not named in the MCTO, Mr. Smith and Dr. Al-Ali were directors of the Company while the MCTO was in effect.

The Ontario and British Columbia Securities Commissions issued a cease trade order ("CTO") dated November 4, 2022 affecting the Company for failure to file certain periodic disclosure required by securities legislation. The CTO was revoked on December 19, 2022. Mr. Lancaster, Mr. Smith and Dr. Al-Ali were directors of the Company while the CTO was in effect.

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, 2021, the Company had four Named Executive Officers, being Dana Wheeler, President and CEO, Douglas Smith, Chairman, Zara Kanji, CFO, and Vivian Katsuris, Corporate Secretary and Interim CFO.

During the financial year ended November 30, 2022, the Company had four Named Executive Officers, being Dana Wheeler, President and CEO, Douglas Smith, Chairman, Vivian Katsuris, Corporate Secretary and Interim CFO, and Susan Gardner, CFO.

Currently, the Company has three Named Executive Officers, being Philip Lancaster, President and CEO, Douglas Smith, Chairman and Karen Mae Parrin, CFO and 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, 2022, the Company paid an aggregate of CAD 9,738 (US\$7,500) to Susan Gardner for services provided as the Company's Chief Financial Officer and \$15,750 to Vivian Katsuris for services provided as the Company's Corporate Secretary.

During the year ended November 30, 2021, the Company paid an aggregate of \$55,000 to Zara Kanji for services provided as the Company's Chief Financial Officer and \$Nil to Vivian Katsuris for services provided as the Company's Corporate Secretary.

Employment/Consulting Agreements of NEOs

The Company has consulting services agreements with the President & CEO, Chairman and CFO & Corporate Secretary.

President/CEO Compensation

The Company has a service agreement with Dana Wheeler for his services as President and CEO which was effective November 1, 2018 and was amended in April 8, 2020 (the "**Wheeler Agreement**"). The monthly services fee under the Wheeler Agreement is USD\$20,000, reduced as a temporary measure on April 8, 2020 to USD\$5,000, and in the year ended November 30, 2022, the Company paid a total of \$34,870 (2021 - \$313,065) in services fees. Under the Wheeler Agreement, Mr. Wheeler is entitled to receive a severance payment equal to six (6) months of his annual compensation in the event that the Wheeler Agreement is terminated, without cause by the Company (as defined in the Wheeler Agreement). Dana Wheeler resigned as CEO in February 2023.

The Company has a service agreement with Philip Lancaster which was effective June 1, 2022 (for his services as a Consultant) and was amended on March 1, 2023 (the "**Lancaster Agreement**" – to include management services). The monthly services fee under the Lancaster agreement was originally at \$12,500 and was subsequently reduced to \$5,000 on March 1, 2023. During the year ended November 30, 2022, the Company paid \$30,000 (2021 - \$Nil) for consulting fees. Under the Lancaster Agreement, Mr. Lancaster is also entitled to receive a mixture of full shares and options to be delivered in accordance with company policy and BCSC rules. During the year ended November 30, 2022, the Company has not issued shares or options to Mr. Lancaster.

Chairman Compensation

The Company has a service agreement with Douglas Smith for his services as Chairman which was effective April 1, 2020 (the "**Smith Agreement**"). The annual services fee under the Smith Agreement is \$250,000, payable in 12 monthly instalments in arrears. The Smith Agreement provides that payment of the annual services fee may, subject to shareholder and regulatory approval (if required), be made by the issuance of 1,000,000 common shares of the Company in four quarterly instalments, in arrears. Shareholders of the Company approved the compensation arrangement at the Company's annual general meeting on July 8, 2020 and in the year ended November 30, 2022 the Company issued 78,125 (2021 – 656,250) common shares to Mr. Smith in payment of service fees. The contract was cancelled effective March 31, 2022.

CFO Compensation

The Company has a service agreement with Zara Kanji for her services as CFO which was effective August 10, 2020 (the "**Kanji Agreement**"). The monthly services fee under the Kanji Agreement is \$5,000. During the year ended November 30, 2021, the Company paid Zara Kanji a total of \$55,000 in management fees. Zara Kanji ceased to be CFO on November 9, 2021.

The Company has a service agreement with Susan Gardner for her services as CFO which was effective January 13, 2022 (the "**Gardner Agreement**"). The monthly services fee under the Gardner Agreement is US\$5,000. During the year ended November 30, 2022, the Company paid Susan Gardner a total of \$9,738 (US\$7,500) in management fees. Susan Gardner ceased to be CFO on May 12, 2023.

The Company has a service agreement with Karen Mae Parrin for her services as CFO which was effective May 15, 2023 (the "**Parrin Agreement**"). The monthly services fee under the Parrin Agreement is \$5,000.

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, 2021, the Company granted 1,700,000 new stock options. During the fiscal year ended November 30, 2022, the Company granted Nil new stock options.

Currently the Company has granted an aggregate of 1,650,000 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 years ended November 30, 2021 and November 30, 2022:

Name and Principal Position	Year	Salary (\$)	Share-based Awards (\$)	Option-based Awards (\$) ⁽⁶⁾	Non-equity incentive plan compensation (\$)		Pension Value (\$)	All other compensation (\$)	Total Compensation (\$)
					Annual incentive plans	Long-term incentive plans			
Dana Wheeler ⁽¹⁾ Former President, Former CEO & Former Director	2022	\$34,870	N/A	\$Nil	N/A	N/A	N/A	Nil	\$34,870
	2021	\$313,065	N/A	\$133,276	N/A	N/A	N/A	Nil	\$446,341
	2020	\$133,387	N/A	\$44,455	N/A	N/A	N/A	Nil	\$177,842
	2019	\$318,790	N/A	\$113,077	N/A	N/A	N/A	Nil	\$431,867
Douglas Smith ⁽²⁾ Chairman & Director ³	2022	\$Nil	N/A	Nil	N/A	N/A	N/A	\$17,189	\$17,189
	2021	\$Nil	N/A	\$1,536	N/A	N/A	N/A	\$250,000	\$251,536
	2020	N/A	N/A	Nil	N/A	N/A	N/A	\$166,667	\$166,667
	2019	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Zara Kanji ⁽³⁾ Former CFO & Director	2022	\$Nil	N/A	\$Nil	N/A	N/A	N/A	\$Nil ⁽³⁾	\$Nil
	2021	\$Nil	N/A	\$33,319	N/A	N/A	N/A	\$91,202 ⁽³⁾	\$91,202
	2020	\$Nil	N/A	\$11,113	N/A	N/A	N/A	\$81,852 ⁽³⁾	\$92,965
	2019	\$Nil	N/A	\$28,269	N/A	N/A	N/A	\$84,490 ⁽³⁾	\$112,759
Vivian Katsuris ⁽⁴⁾ Former Corporate Secretary, Former Interim CFO, Former Director	2022	\$Nil	N/A	\$Nil	N/A	N/A	N/A	\$15,750 ⁽⁴⁾	\$15,750
	2021	\$Nil	N/A	\$33,319	N/A	N/A	N/A	\$63,000 ⁽⁴⁾	\$96,319
	2020	\$Nil	N/A	\$11,113	N/A	N/A	N/A	\$55,125 ⁽⁴⁾	\$66,238
	2019	\$Nil	N/A	\$28,269	N/A	N/A	N/A	\$63,000 ⁽⁴⁾	\$91,269
Susan Gardner ⁽⁵⁾ Former CFO	2022	\$Nil	N/A	N/A	N/A	N/A	N/A	\$9,738	\$9,738
	2021	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
	2020	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
	2019	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A

⁽¹⁾ Dana Wheeler ceased to be President and CEO on February 3, 2023 and ceased to be a director on May 19, 2023.

⁽²⁾ Douglas Smith was appointed a Director on April 29, 2020. Consulting fees of 2022 - \$Nil, 2021 \$307,334, (2020 - \$166,667) and (2019 - \$Nil) were paid to Douglas Smith in common shares.

⁽³⁾ Zara Kanji ceased to be CFO on November 9, 2021, and was appointed a Director on April 10, 2023. During the year ended November 30, 2022, the Company paid an aggregate of \$Nil; 2021 - \$91,202; 2020 - \$81,852 and 2019 - \$84,490 to Zara Kanji for services provided as the Company's Chief Financial Officer and for accounting services provided to the Company.

⁽⁴⁾ Vivian Katsuris ceased to be Interim CFO on January 13, 2022, ceased to be Corporate Secretary on March 16, 2022, and ceased to be a Director on March 16, 2022. During the year ended November 30, 2022, the Company paid an aggregate of \$15,750; 2021 \$63,000; 2020 - \$55,125 and 2019 - \$63,000 to Vivian Katsuris for services provided as the Company's Corporate Secretary.

⁽⁵⁾ Susan Gardner was appointed CFO on January 13, 2022 and ceased as CFO on May 15, 2023. During the year ended November 30, 2022, the Company paid an aggregate of \$9,738; 2021 \$Nil to Susan Gardner for services provided as the CFO.

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, 2021:

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
	200,000	\$0.75	January 20, 2026	Nil	N/A	N/A	N/A
Douglas Smith Chairman & Director	150,000	\$0.60	January 15, 2024	Nil	N/A	N/A	N/A
	150,000	\$0.60	March 21, 2024	Nil	N/A	N/A	N/A
Zara Kanji Former CFO	100,000	\$0.60	January 15, 2024	Nil	N/A	N/A	N/A
	50,000	\$0.75	January 20, 2026	Nil	N/A	N/A	N/A
Vivian Katsuris, Corporate Secretary & Interim CFO ⁽²⁾	100,000	\$0.60	January 15, 2024	Nil	N/A	N/A	N/A
	50,000	\$0.75	January 20, 2026	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, 2021 and the exercise price of the option. The closing market price for the Company's common shares as at November 30, 2021 was \$0.30 per common share.

⁽²⁾ Vivian Katsuris was appointed Interim CFO on November 9, 2021.

The following table sets out the outstanding option-based awards and share-based awards held by the Named Executive Officers as at November 30, 2022:

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
	200,000	\$0.75	January 20, 2026	Nil	N/A	N/A	N/A
Douglas Smith Chairman & Director	150,000	\$0.60	January 15, 2024	Nil	N/A	N/A	N/A
	150,000	\$0.60	March 21, 2024	Nil	N/A	N/A	N/A
Zara Kanji ⁽²⁾ Former CFO	100,000	\$0.60	January 15, 2024	Nil	N/A	N/A	N/A
	50,000	\$0.75	January 20, 2026	Nil	N/A	N/A	N/A
Vivian Katsuris ⁽³⁾ , Former Corporate Secretary & Former CFO	100,000	\$0.60	January 15, 2024	Nil	N/A	N/A	N/A
	50,000	\$0.75	January 20, 2026	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, 2022 and the exercise price of the option. The closing market price for the Company's common shares as at November 30, 2022 was \$0.055 per common share.

⁽²⁾ Zara Kanji ceased as CFO on November 9, 2021.

⁽³⁾ Vivian Katsuris ceased as CFO on January 13, 2022 and ceased as Corporate Secretary on March 16, 2022.

⁽⁴⁾ Susan Gardner was appointed CFO on January 13, 2022 and ceased as CFO on May 15, 2023.

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, 2021:

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
Douglas Smith Chairman & Director	Nil	N/A	N/A
Zara Kanji ⁽²⁾ Former CFO	Nil	N/A	N/A
Vivian Katsuris Corporate Secretary and Interim CFO ⁽¹⁾	Nil	N/A	N/A

⁽¹⁾ Vivian Katsuris was appointed Interim CFO on November 9, 2021.

⁽²⁾ Zara Kanji ceased as CFO on November 9, 2021.

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, 2022:

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
Douglas Smith Chairman & Director	Nil	N/A	N/A
Zara Kanji ⁽¹⁾ Former CFO	Nil	N/A	N/A
Vivian Katsuris ⁽²⁾ Former Corporate Secretary and Former CFO ⁽²⁾	Nil	N/A	N/A

⁽¹⁾ Zara Kanji ceased as CFO on November 9, 2021.

⁽²⁾ Vivian Katsuris ceased as CFO on January 13, 2022 and ceased as Corporate Secretary on March 16, 2022.

⁽³⁾ Susan Gardner was appointed CFO on January 13, 2022 and ceased as CFO on May 15, 2023.

Termination and Change of Control Benefits

As of the date hereof, 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 years ended November 30, 2021 or November 30, 2022, 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 years ended November 30, 2021 and November 30, 2022:

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 ⁽²⁾	2022	Nil	Nil	Nil	N/A	N/A	N/A	Nil	Nil
	2021	Nil	Nil	\$479	N/A	N/A	N/A	Nil	\$479
	2020	Nil	Nil	\$16,670	N/A	N/A	N/A	Nil	\$16,670
	2019	Nil	Nil	\$42,404	N/A	N/A	N/A	Nil	\$42,404
Timothy Crowhurst ⁽³⁾	2022	Nil	Nil	Nil	N/A	N/A	N/A	Nil	Nil
	2021	Nil	Nil	\$10,204	N/A	N/A	N/A	Nil	\$10,204
	2020	Nil	Nil	\$40,918	N/A	N/A	N/A	Nil	\$40,918
	2019	Nil	Nil	\$112	N/A	N/A	N/A	Nil	\$112
Dr. Khalid Al-Ali	2022	Nil	Nil	Nil	N/A	N/A	N/A	Nil	Nil
	2021	Nil	Nil	\$99,000	N/A	N/A	N/A	Nil	\$99,000
	2020	Nil	Nil	Nil	N/A	N/A	N/A	Nil	Nil
	2019	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Thomas William Nash ⁽⁴⁾	2022	Nil	Nil	Nil	N/A	N/A	N/A	Nil	Nil
	2021	Nil	Nil	\$99,000	N/A	N/A	N/A	Nil	\$99,000
	2020	Nil	Nil	Nil	N/A	N/A	N/A	Nil	Nil
	2019	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Cari Cagliarini ⁽⁵⁾	2022	N/A	N/A	N/A	N/A	N/A	N/A	Nil ⁽⁶⁾	Nil ⁽⁶⁾
	2021	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
	2020	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
	2019	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
George Stubos ⁽⁶⁾	2022	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
	2021	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
	2020	Nil	Nil	\$68,197	N/A	N/A	N/A	N/A	\$68,197
	2019	Nil	Nil	\$48,014	N/A	N/A	N/A	N/A	\$48,014

⁽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⁾ Mr. Kostopoulos ceased as a director on July 19, 2022.

⁽³⁾ Mr. Crowhurst ceased as a director on January 5, 2022.

⁽⁴⁾ Mr. Nash ceased as a director on March 31, 2023.

⁽⁵⁾ Mr. Cagliarini was appointed a director on January 13, 2022 and ceased as a director on May 10, 2023.

⁽⁶⁾ Mr. Stubos was appointed a director on November 26, 2019 and ceased as a director July 31, 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, 2021:

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 ⁽²⁾	150,000	\$0.50	January 15, 2024	Nil	N/A	N/A
Timothy Crowhurst	150,000	\$0.50	November 28, 2024	Nil	N/A	N/A
Dr. Khalid Al-Ali	150,000	\$0.75	January 21, 2026	N/A	N/A	N/A
Thomas William Nash ⁽³⁾	150,000	\$0.75	January 21, 2026	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, 2021 and the exercise price of the option. The closing market price for the Company's common shares as at November 30, 2021 was \$0.30 per common share.

⁽²⁾ Mr. Kostopoulos ceased as a director on July 19, 2022.

⁽³⁾ Mr. Crowhurst ceased as a director on January 5, 2022.

⁽⁴⁾ Mr. Nash ceased as a director on March 31, 2023.

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, 2022:

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 ⁽²⁾	150,000	\$0.60	January 15, 2024	Nil	N/A	N/A
Timothy Crowhurst ⁽³⁾	Nil	Nil	Nil	Nil	N/A	N/A
Dr. Khalid Al-Ali	150,000	\$0.75	January 21, 2026	N/A	N/A	N/A
Thomas William Nash ⁽⁴⁾	150,000	\$0.75	January 21, 2026	N/A	N/A	N/A
Carl Cagliarini ⁽⁵⁾	200,000	\$0.60	January 15, 2024	N/A	N/A	N/A
	200,000	\$0.75	January 21, 2026	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, 2021 and the exercise price of the option. The closing market price for the Company's common shares as at November 30, 2021 was \$0.30 per common share.

- (2) Mr. Kostopoulos ceased as a director on July 19, 2022.
(3) Mr. Crowhurst ceased as a director on January 5, 2022.
(4) Mr. Nash ceased as a director on March 31, 2023.
(5) Mr. Cagliarini was appointed a director on January 13, 2022 and ceased as a director May 10, 2023.

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, 2021:

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 ⁽¹⁾	\$479	N/A	N/A
Timothy Crowhurst ⁽²⁾	\$10,204	N/A	N/A
Dr. Khalid Al-Ali	\$99,000	N/A	N/A
Thomas William Nash ⁽³⁾	\$99,000	N/A	N/A

- (1) Mr. Kostopoulos ceased as a director on July 19, 2022.
(2) Mr. Crowhurst ceased as a director on January 5, 2022.
(3) Mr. Nash ceased as a director on March 31, 2023.

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, 2022:

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 ⁽¹⁾	Nil	N/A	N/A
Timothy Crowhurst ⁽²⁾	Nil	N/A	N/A
Dr. Khalid Al-Ali	Nil	N/A	N/A
Thomas William Nash ⁽³⁾	Nil	N/A	N/A
Carl Cagliarini ⁽⁴⁾	N/A	N/A	N/A

- (1) Mr. Kostopoulos ceased as a director on July 19, 2022.
(2) Mr. Crowhurst ceased as a director on January 5, 2022.
(3) Mr. Nash ceased as a director on March 31, 2023.
(4) Mr. Cagliarini was appointed a director on January 13, 2022 and ceased as a director May 10, 2023.

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, 2021:

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	4,225,000	\$0.75	1,698,934
Equity Compensation Plans not approved by security holders ⁽²⁾	N/A	N/A	N/A
Total	4,225,000	\$0.75	1,698,934

⁽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, 2021.

⁽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.

The following table provides information regarding the Company's equity compensation plans which were in effect as at the fiscal year end November 30, 2022:

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	4,025,000	\$0.64	1,906,746
Equity Compensation Plans not approved by security holders ⁽²⁾	N/A	N/A	N/A
Total	4,025,000	\$0.64	1,906,746

⁽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, 2022.

⁽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 five directors of which three are independent as such term is defined in NI 52-110. The independent directors are Dr. Khalid Al-Ali, Zara Kanji and Alan Treddenick. Douglas Smith and Philip Lancaster are not independent as they serve as Chairman and CEO of the Company, respectively.

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
Philip Lancaster	None	N/A	N/A	N/A
Douglas Smith	None	N/A	N/A	N/A
Dr. Khalid Al-Ali	None	N/A	N/A	N/A
Zara Kanji	ACME Lithium Inc. Beyond Medical Inc. First Responder Technologies Inc. INEO Tech Corp. Madoro Metals Corp. World Class Extraction Inc. Xander Resources Inc. Mobilum Technologies Inc. Good Gamer Entertainment Inc. Plymouth Rock Technologies Inc. Coloured Ties Capital Inc. Element 79 Gold Corp.	CSE CSE CSE TSXV TSXV CSE TSXV CSE TSXV CSE TSXV CSE	CFO CFO CFO CFO CFO CFO CFO CFO CFO CFO CFO CFO Director	November 2020 to present June 2021 to present June 2021 to March 2023 January 2020 to March 2023 September 2011 to present October 2018 to February 2023 December 2020 to December 2022 December 2020 to December 2021 October 2021 to present January 2018 to November 2021 September 2021 to present April 2023 to present
Alan Treddenick	None	N/A	N/A	N/A

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 five members.

COMPENSATION COMMITTEE

The Board has a Compensation Committee comprised of Douglas Smith, Zara Kanji and Khalid Al-Ali, all independent directors. The Compensation Committee is responsible for reviewing and recommending corporate goals and objectives relevant to the compensation of senior management of the Company, evaluating performance in light of those goals and making recommendations to the Board with respect to executive compensation levels based on that evaluation, reviewing and making recommendations to the Board with respect to the adequacy and form of the compensation of the directors, and reviewing executive compensation disclosure before it is publicly issued.

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 Schedule A 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
Philip Lancaster	Not Independent	Financially Literate	Phil brings several years of public company experience from his several years of tenure as SVP Business Development & Government Relations at Patriot One Technologies. Prior to this role Phil worked internationally as a British Police Officer in VIP close protection, as well as international service in British Overseas Territories. Throughout his career, Phil received several notable awards for his efforts in the UK and overseas. Through Phil's work in diplomatic protection, and Patriot One Technologies, he has established an extensive global network of contacts that range from government to law enforcement agencies. Phil has written several journal articles focused on the future of soft target hardening and innovation. In addition to his role as a director, Phil will also be taking a management role, assisting in the commercial exploitation of the company's technologies to law enforcement and state security agencies.
Zara Kanji	Independent	Financially Literate	Zara is the founder of Zara Kanji & Associates, CPA. (est. 2004) and is experienced in financial reporting and compliance for junior listed companies, including taxation, general accounting, financial reporting, and value-added advisory services. She has served as board director and Chief Financial Officer for several listed issuers, where she provided reporting and compliance services for financing and acquisitions. Furthermore, Zara is a member of the Chartered Professional Accountants of British Columbia and Canada, as well as a member of Certified General Accountants Association since August 2003. She holds a Bachelor of Technology in Accounting (Honours) and a Diploma in Corporate Finance (Honours) from the British Columbia Institute of Technology.
Dr. Khalid Al-Ali	Independent	Financially Literate	Dr. Khalid M. Al-Ali brings deep experience and expertise to his roles in various organizations, having spent much of his career in Silicon Valley. He is the Co-Founder and Executive Chairman of Senseta, a world leader in mission-critical big data fusion, AI and drone-powered deep technologies. He is the Co- Founder and Chairman of the Silicon Valley Space Business Roundtable (SVSBR). He was the Executive Director of the University of California Office for NASA Partnerships and the University Affiliated Research Center (UARC).

			<p>He was the Science Advisor for the Office of the Center Director at NASA Ames Research Center (ARC) and was the principal investigator, project lead, and program visionary at NASA ARC and NASA Jet Propulsion Laboratories (JPL), on key projects involving advanced aircraft and spacecraft technologies, intelligent avionics, novel power systems, planetary rovers and robots, spacecraft, and intelligent exploratory vehicles for Lunar, Martian, and Antarctic missions. He was the Director of Research at Carnegie Mellon University – Silicon Valley Campus and founded the Carnegie Mellon Innovations Lab (CMIL).</p>
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(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 two most recently completed financial years, November 30, 2021 and November 30, 2022, 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 two most recently completed financial years, November 30, 2021 and November 30, 2022, 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 Reliant CPA PC for fiscal year November 30, 2022 for audit services were \$40,587 (US\$30,000).

The aggregate fees billed by Manning Elliott for fiscal year November 30, 2021 for audit services were \$109,000 for November 30, 2021 (2020 - \$32,000).

Audit-Related Fees

The aggregate fees billed by Reliant CPA PC and Manning Elliott LLP for fiscal year November 30, 2022 for audit and assurance related services were \$Nil and \$2,500, respectively and by Manning Elliott LLP for the fiscal year ended November 30, 2021 is \$8,000 (2020 – \$5,000).

Tax Fees and All Other Fees

The aggregate fees billed for tax compliance, tax advice and tax planning services by Reliant CPA PC for fiscal year 2022 were Nil, and by Manning Elliott LLP for 2021 is Nil, (2020 - Nil).

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

PARTICULARS OF OTHER MATTERS TO BE ACTED UPON

A. APPOINTMENT AND REMUNERATION OF AUDITORS

Reliant, CPA PC ("Reliant"), is the independent registered certified auditor of the Company.

Shareholders will be asked to approve the appointment of Reliant as the auditor of the Company to hold office until the next Annual General Meeting of the Shareholders, or until a successor is appointed, at a remuneration to be fixed by the Board of Directors.

Manning Elliott LLP, Chartered Professional Accountants ("MNP"), the former auditor of the Company was not proposed for re-appointment as auditor of the Company effective January 18, 2023. Reliant was appointed by the directors of the Company as auditor of the Company commencing January 18, 2023. The resignation of MNP and the appointment of Reliant were approved by the Board of Directors of the Company.

Attached to this Information Circular as Schedule "B" is the reporting package consisting of a change of auditor notice, a letter from MNP, and a letter from Reliant, all as filed with the requisite securities regulatory authorities with respect to the Company's change of auditor.

Unless otherwise instructed, the proxies solicited by management will be voted FOR the appointment of Reliant, CPA PC as the auditor of the Company, to hold office for the ensuing year at a remuneration to be fixed by the directors.

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, 2020, which are also available on SEDAR at www.sedar.com.

DATED at Vancouver, British Columbia, this 28th day of June, 2023.

ON BEHALF OF THE BOARD

"Philip Lancaster"
Philip Lancaster
President, CEO & Director

SCHEDULE A

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.

SCHEDULE "B"

PLYMOUTH ROCK TECHNOLOGIES INC.

Suite 700-1199 West Hastings Street
Vancouver, BC V6E 3T5
(the "Company")

**NOTICE OF CHANGE OF AUDITOR
(the "Notice")**

To: Manning Elliott LLP, Chartered Professional Accountants
And To: Reliant, CPA PC

1. The directors of the Company do not propose to re-appoint Manning Elliott LLP, Chartered Professional Accountants, as auditors for the Company; and
2. The directors of the Company propose to appoint Reliant, CPA PC, as auditors of the Company, effective January 18, 2023, to hold office until the next annual meeting of the Company.

In accordance with National Instrument 51-102 *Continuous Disclosure Obligations* ("NI 51-102"), the Company confirms that:

1. Manning Elliott LLP, Chartered Professional Accountants has not been proposed for reappointment as auditor of the Company, effective January 18, 2023, to facilitate the appointment of Reliant, CPA PC at 895, Dove Street, Suite 300, #300180, Newport Beach, CA, USA, 92660.
2. Manning Elliott LLP, Chartered Professional Accountants has not expressed any reservation or modified opinion in its reports for the two most recently completed fiscal years of the Company, nor for the period from the most recently completed period for which Manning Elliott LLP, Chartered Professional Accountants issued an audit report in respect of the Company and the date of this Notice.
3. In the opinion of the Board of Directors of the Company, no "reportable event" as defined in NI 51-102 has occurred in connection with the audits of the two most recently completed fiscal years of the Company nor any period from the most recently completed for which Manning Elliott LLP, Chartered Professional Accountants issued an audit report in respect of the Company and the date of this Notice; and
4. This Notice of Change of Auditor has been reviewed by the Audit Committee and the Board of Directors.

Please review this Notice and prepare a letter identifying whether you agree, disagree and the reasons why, or have no basis to agree or disagree with each statement contained in this Notice, addressing your response to the relevant securities regulatory authorities (list of addresses attached hereto). Please deliver the response to the Company within seven (7) days from the date of this Notice.

This Notice and your reply will be part of the reporting package that will be filed with the applicable regulator or relevant securities administrators.

Dated as of the 12th day of May, 2023.

PLYMOUTH ROCK TECHNOLOGIES INC.

"Philip Lancaster"

List of Addresses

Alberta Securities Commission
Suite 600, 250 – 5th Street SW
Calgary, Alberta T2P 0R4

British Columbia Securities Commission
P.O. Bost 10142, Pacific Centre
701 West Georgia Street,
Vancouver, British Columbia V7Y 1L2

Ontario Securities Commission
20 Queen St. W., 20th Fl.
Toronto, Ontario M5H 3S8



17th floor, 1030 West Georgia St., Vancouver, BC, Canada V6E 2Y3

Tel: 604. 714. 3600 Fax: 604. 714. 3669 Web: manningelliott.com

May 15, 2023

To: British Columbia Securities Commission
Alberta Securities Commission
Ontario Securities Commission

Dear Sirs/Mesdames:

Re: Plymouth Rock Technologies Inc. (the "Company")

Notice of Change of Auditor

We have read the Notice of Change of Auditor from the Company (the "Notice"), dated May 12, 2023 delivered to us pursuant to Part 4.11 of National Instrument 51-102 – *Continuous Disclosure Obligations*.

In this regard, we confirm that we are in agreement with the statements with respect to Manning Elliott LLP as set out in the Notice, and for other statements we have no basis to agree or disagree.

Yours truly,

MANNING ELLIOTT LLP

Manning Elliott LLP

CHARTERED PROFESSIONAL ACCOUNTANTS



May 12, 2023

Alberta Securities Commission
Suite 600, 250 – 5th Street SW
Calgary, Alberta T2P 0R4

British Columbia Securities Commission
P.O. Box 10142, Pacific Centre
701 West Georgia Street,
Vancouver, British Columbia V7Y 1L2

Ontario Securities Commission
20 Queen St. W., 20th Fl.
Toronto, Ontario M5H 3S8

**Re: PLYMOUTH ROCK TECHNOLOGIES INC. (the “Company”)
Notice of Change of Auditor Pursuant to National Instrument 51-102**

Please be advised that, in connection with National Instrument 51-102 – *Continuous Disclosure Obligations*, we hereby notify you that we have reviewed the Company's Notice of Change of Auditor dated May 12, 2023, and, based on our knowledge at this time, are in agreement with the statements contained in the Notice.

We understand that the Notice of Change of Auditor, this letter, and a letter from the former auditor will be disclosed in the Information Circular to be mailed to all shareholders of the Company for the Company's next Annual General Meeting at which action is to be taken concerning the appointment of auditors.

Yours truly,

/s/ Reliant CPA PC

**Reliant CPA PC
Certified Public Accountants**