

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