

PLYMOUTH REALTY CAPITAL CORP.

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING

TO THE SHAREHOLDERS:

NOTICE IS HEREBY GIVEN that the Annual General and Special Meeting (the “Meeting”) of Plymouth Realty Capital Corp. (the “Corporation”) will be held at Suite 704, 595 Howe Street, Vancouver, BC on February 28, at 10:00 am (Vancouver time) for the following purposes:

1. to set the number of directors of the Corporation for the ensuing year at four (4) persons;
2. to elect Jeffrey Witherell, Kermit Furlow, Gunther Roehlig and Nick DeMare, as directors of the Corporation to hold office until the next annual general meeting of the Corporation, or until such time as their successors are duly elected or appointed in accordance with the Corporation’s constating documents;
3. to appoint I&A Professional Corporation, Chartered Professional Accountants, as the auditors of the Corporation until the next annual general meeting of the Corporation and to authorize the directors of the Corporation to fix the remuneration to be paid to the auditors;
4. to consider, and if deemed advisable, to approve a resolution ratifying and approving the Corporation’s 10% “rolling” Stock Option Plan as described in the Information Circular;
5. to approve a special resolution approving the continuation of the Corporation from the *Business Corporations Act* (Ontario) (“OBCA”) to the *Business Corporations Act* (British Columbia) (“BCBCA”) as more particularly described in the Information Circular (the “Continuance Resolution”); and
6. to approve a special resolution approving the consolidation of the issued and outstanding common shares of the Corporation on the basis of one (1) post-consolidation share for every three (3) pre-consolidation shares, as more particularly described in the information circular accompanying this notice.

The accompanying Information Circular provides additional information relating to the matters to be dealt with at the Meeting and is supplemental to, and expressly made a part of, this Notice of Meeting.

The Corporation’s Board of Directors has fixed January 15, 2018 as the record date for the determination of shareholders entitled to notice of and to vote at the Meeting and at any adjournment or postponement thereof. Each registered shareholder at the close of business on that date is entitled to such notice and to vote at the Meeting in the circumstances set out in the accompanying Information Circular.

If you are a registered shareholder of the Corporation and unable to attend the Meeting in person, please complete, date and sign the accompanying form of proxy and deposit it with the Corporation’s transfer agent, TSX Trust Company, 301-100 Adelaide Street, West, Toronto ON M5H 4H1, in accordance with the instructions provided in the form of proxy, no later than no later than 10:00 a.m. (Vancouver time) on February 26, 2018.

If you are a non-registered shareholder of the Corporation, please complete and return the materials in accordance with the instructions set forth in the accompanying Information Circular.

The OBCA provides that a registered shareholder who properly dissent from the Continuance Resolution is entitled to be paid the fair value of the shareholder's shares in accordance with section 181 of the OBCA (if the continuance is completed). This right is described in further detail in the Circular under "Rights of Dissenting Shareholders" and "Dissent Rights". Failure to strictly comply with the requirements of section 181 of the OBCA may result in the loss of any right of dissent.

DATED this 29th day of January 2018.

By Order of the Board of

PLYMOUTH REALTY CAPITAL CORP.

"Jeffrey Witherell"

Jeffrey Witherell
President and Chief Executive Officer