

SYLLA GOLD CORP.
802-1550 Bedford Highway
Bedford, Nova Scotia B4A 1E6

NOTICE OF SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that a special meeting (the “**Meeting**”) of the shareholders of **Sylla Gold Corp.** (the “**Company**”) will be held on **Friday, June 4, 2021**, at the hour of 3:00 p.m. (Atlantic time), 802-1550 Bedford Highway, Bedford, Nova Scotia B4A 1E6, for the following purposes:

1. to consider and, if deemed advisable, to pass, with or without variation, an ordinary resolution of the majority of the disinterested shareholders of the Company, approving and authorizing a debt settlement to an arm’s length and non-arm’s length creditor of the Company, as more fully described in the accompanying management information circular;
2. to consider and, if deemed advisable, to pass, with or without variation, an ordinary resolution of the majority of the disinterested shareholders of the Company, approving Gregory Isenor as a new “Control Person” of the Company, as such term is defined in the policies of the TSX Venture Exchange, as more fully described in the accompanying management information circular; and
3. to transact such other business as may properly come before the Meeting or any adjournments or postponements thereof.

COVID-19 GUIDANCE

In the context of the effort to mitigate potential risk to the health and safety associated with COVID-19 and in compliance with the orders and directives of the Government of Canada, the Province of Nova Scotia and the City of Halifax Regional Municipality, the shareholders are being discouraged from attending the Meeting in person. All shareholders are encouraged to vote on the matters before the Meeting by proxy in the manner set out herein and in the accompanying management information circular dated May 6, 2021 of the Company.

A shareholder wishing to be represented by proxy at the Meeting or any adjournment thereof must deposit his or her duly executed form of proxy with the Company’s transfer agent and registrar, Computershare Trust Company of Canada, Attention: Proxy Department, 100 University Avenue, 8th Floor, Toronto, Ontario M5J 2Y1 not later than 3:00 p.m. (Atlantic time) on Wednesday, June 2, 2021 or, if the Meeting is adjourned, not later than 48 hours, excluding Saturdays, Sundays and holidays, preceding the time of such adjourned meeting.

Shareholders who are unable to attend the Meeting in person, are requested to date, complete, sign and return the enclosed form of proxy so that as large a representation as possible may be had at the Meeting.

The board of directors of the Company has by resolution fixed the close of business on Friday, April 30, 2021 as the record date, being the date for the determination of the registered holders of common shares of the Company entitled to receive notice of, and to vote at, the Meeting and any adjournment thereof.

The accompanying management information circular provides additional detailed 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 special meeting. Additional information about the Company and its financial statements are also available on the Company's profile at www.sedar.com.

DATED this 6th day of May, 2021.

BY ORDER OF THE BOARD

"J. François Lalonde" (signed)

President, Chief Executive Officer and Director

SYLLA GOLD CORP.
802-1550 Bedford Highway
Bedford, Nova Scotia B4A 1E6

MANAGEMENT INFORMATION CIRCULAR
As at May 6, 2021

SOLICITATION OF PROXIES

THIS MANAGEMENT INFORMATION CIRCULAR (“CIRCULAR”) IS FURNISHED IN CONNECTION WITH THE SOLICITATION BY MANAGEMENT OF SYLLA GOLD CORP. (the “**Company**”) of proxies to be used at the special meeting of shareholders of the Company to be held on Friday, June 4, 2021 at 802-1550 Bedford Highway, Bedford, Nova Scotia B4A 1E6 at the hour of 3:00 p.m. (Atlantic time), and at any adjournment or postponement thereof (the “**Meeting**”) for the purposes set out in the enclosed notice of meeting (the “**Notice**”). Although it is expected that the solicitation of proxies will be primarily by mail, proxies may also be solicited personally or by telephone, facsimile or other proxy solicitation services. In accordance with National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer* (“**NI 54-101**”), arrangements have been made with brokerage houses and clearing agencies, custodians, nominees, fiduciaries or other intermediaries to send the Company’s proxy solicitation materials (the “**Meeting Materials**”) to the beneficial owners of the common shares of the Company (the “**Common Shares**”) held of record by such parties. The Company may reimburse such parties for reasonable fees and disbursements incurred by them in doing so. The costs of the solicitation of proxies will be borne by the Company. The Company may also retain, and pay a fee to, one or more professional proxy solicitation firms to solicit proxies from the shareholders of the Company in favour of the matters set forth in the Notice.

COVID-19 GUIDANCE

In the context of the effort to mitigate potential risk to the health and safety associated with COVID-19 and in compliance with the orders and directives of the Government of Canada, the Province of Nova Scotia and the City of Halifax Regional Municipality the shareholders are being discouraged from attending the Meeting in person. All shareholders are encouraged to vote on the matters before the Meeting by proxy in the manner set out herein.

APPOINTMENT AND REVOCATION OF PROXIES

A holder of Common Shares who appears on the records maintained by the Company’s registrar and transfer agent as a registered holder of Common Shares (each a “**Registered Shareholder**”) may vote in person at the Meeting or may appoint another person to represent such Registered Shareholder as proxy and to vote the Common Shares of such Registered Shareholder at the Meeting. In order to appoint another person as proxy, a Registered Shareholder must complete, execute and deliver the form of proxy accompanying this Circular, or another proper form of proxy, in the manner specified in the Notice.

The purpose of a form of proxy is to designate persons who will vote on the shareholder’s behalf in accordance with the instructions given by the shareholder in the form of proxy. The persons named in the enclosed form of proxy are officers or directors of the Company. **A REGISTERED SHAREHOLDER DESIRING TO APPOINT SOME OTHER PERSON, WHO NEED NOT BE A SHAREHOLDER OF THE COMPANY, TO REPRESENT HIM OR HER AT THE MEETING MAY DO SO BY FILLING IN THE NAME OF SUCH PERSON IN THE BLANK SPACE PROVIDED IN THE FORM OF PROXY OR BY COMPLETING ANOTHER PROPER FORM OF PROXY.** A Registered Shareholder wishing to be represented by proxy at the Meeting or any adjournment thereof must, in all cases, deposit the completed form of proxy with the Company’s transfer agent and registrar, Computershare Investor Services Inc. (the “**Transfer Agent**”), not later than 3:00 p.m. (Atlantic time) on Wednesday, June 2, 2021 or, if the Meeting is adjourned, not later than 48 hours, excluding Saturdays, Sundays

and holidays, preceding the time of such adjourned Meeting at which the form of proxy is to be used. A form of proxy should be executed by the Registered Shareholder or his or her attorney duly authorized in writing or, if the Registered Shareholder is a corporation, by an officer or attorney thereof duly authorized.

Proxies may be deposited with the Transfer Agent using one of the following methods:

By Mail or Hand Delivery:	Computershare Investor Services Inc. 100 University Avenue, 8th Floor, Toronto, Ontario M5J 2Y1
Telephone:	1-866-732-VOTE (8683) (toll free within North America) or 1-312-588-4290 (outside North America) You will need to provide your 15 digit control number (located on the form of proxy accompanying this Circular)
By Internet:	www.investorvote.com You will need to provide your 15 digit control number (located on the form of proxy accompanying this Circular)

A Registered Shareholder attending the Meeting has the right to vote in person and, if he or she does so, his or her form of proxy is nullified with respect to the matters such person votes upon at the Meeting and any subsequent matters thereafter to be voted upon at the Meeting or any adjournment thereof.

A Registered Shareholder who has given a form of proxy may revoke the form of proxy at any time prior to using it: (a) by depositing an instrument in writing, including another completed form of proxy, executed by such Registered Shareholder or by his or her attorney authorized in writing or, if the Registered Shareholder is a corporation, by an authorized officer or attorney thereof, to (i) the registered office of the Company, located at 802-1550 Bedford Highway, Bedford, Nova Scotia B4A 1E6, at any time prior to 5:00 p.m. (Atlantic time) on the last business day preceding the day of the Meeting or any adjournment thereof or (ii) with the Chairman of the Meeting on the day of the Meeting or any adjournment thereof; or (b) in any other manner permitted by law.

EXERCISE OF DISCRETION BY PROXIES

The Common Shares represented by proxies in favour of management nominees will be voted or withheld from voting in accordance with the instructions of the Registered Shareholder on any ballot that may be called for and, if a Registered Shareholder specifies a choice with respect to any matter to be acted upon at the meeting, the Common Shares represented by the proxy shall be voted accordingly. Where no choice is specified, the proxy will confer discretionary authority and will be voted for each item of business, as stated elsewhere in this Circular.

The enclosed form of proxy also confers discretionary authority upon the persons named therein to vote with respect to any amendments or variations to the matters identified in the Notice and with respect to other matters which may properly come before the Meeting in such manner as such nominee in his judgment may determine. At the time of printing this Circular, the management of the Company knows of no such amendments, variations or other matters to come before the Meeting.

ADVICE TO NON-REGISTERED SHAREHOLDERS

The information set forth in this section is of significant importance to many shareholders of the Company, as a substantial number of shareholders of the Company do not hold Common Shares in their own name. Only Registered Shareholders or the persons they appoint as their proxies are permitted to attend and vote at the Meeting and only forms of proxy deposited by Registered Shareholders will be recognized and acted upon at the Meeting. Common Shares beneficially owned by a beneficial holder of Common Shares who does not appear on the records maintained by the Company's registrar and transfer agent as a registered holder of Common Shares (each a "**Non-Registered Holder**") are registered either: (i) in the name of an intermediary (an "**Intermediary**") with whom the

Non-Registered Holder deals in respect of the Common Shares (Intermediaries include, among others, banks, trust companies, securities dealers or brokers and trustees or administrators of self-administered RRSPs, RRIFs, RESPs and similar plans); or (ii) in the name of a clearing agency (such as CDS Clearing and Depository Services Inc.) (a “**Clearing Agency**”) of which the Intermediary is a participant. Accordingly, such Intermediaries and Clearing Agencies would be the Registered Shareholders and would appear as such on the list maintained by the Transfer Agent. Non-Registered Holders do not appear on the list of the Registered Shareholders maintained by the Transfer Agent.

Distribution of Meeting Materials to Non-Registered Holders

In accordance with the requirements of NI 54-101, the Company has distributed copies of the Meeting Materials to the Clearing Agencies and Intermediaries for onward distribution to Non-Registered Holders as well as directly to NOBOs (as defined below).

Non-Registered Holders fall into two categories - those who object to their identity being known to the issuers of securities which they own (“**OBOs**”) and those who do not object to their identity being made known to the issuers of the securities which they own (“**NOBOs**”). Subject to the provisions of NI 54-101, issuers may request and obtain a list of their NOBOs from Intermediaries directly or via their transfer agent and may obtain and use the NOBO list for the distribution of proxy-related materials to such NOBOs. If you are a NOBO and the Company or its agent has sent the Meeting Materials directly to you, your name, address and information about your holdings of Common Shares have been obtained in accordance with applicable securities regulatory requirements from the Intermediary holding the Common Shares on your behalf.

The Company’s OBOs can expect to be contacted by their Intermediary. The Company does not intend to pay for Intermediaries to deliver the Meeting Materials to OBOs and it is the responsibility of such Intermediaries to ensure delivery of the Meeting Materials to their OBOs.

Voting by Non-Registered Holders

The Common Shares held by Non-Registered Holders can only be voted or withheld from voting at the direction of the Non-Registered Holder. Without specific instructions, Intermediaries or Clearing Agencies are prohibited from voting Common Shares on behalf of Non-Registered Holders. Therefore, each Non-Registered Holder should ensure that voting instructions are communicated to the appropriate person well in advance of the Meeting.

The various Intermediaries have their own mailing procedures and provide their own return instructions to Non-Registered Holders, which should be carefully followed by Non-Registered Holders in order to ensure that their Common Shares are voted at the Meeting.

Non-Registered Holders will receive either a voting instruction form or, less frequently, a form of proxy. The purpose of these forms is to permit Non-Registered Holders to direct the voting of the Common Shares they beneficially own. Non-Registered Holders should follow the procedures set out below, depending on which type of form they receive.

Voting Instruction Form. In most cases, a Non-Registered Holder will receive, as part of the Meeting Materials, a voting instruction form (a “**VIF**”). If the Non-Registered Holder does not wish to attend and vote at the Meeting in person (or have another person attend and vote on the Non-Registered Holder’s behalf), the VIF must be completed, signed and returned in accordance with the directions on the form.

or,

Form of Proxy. Less frequently, a Non-Registered Holder will receive, as part of the Meeting Materials, a form of proxy that has already been signed by the Intermediary (typically by a facsimile, stamped signature) which is restricted as to the number of Common Shares beneficially owned by the Non-Registered Holder but which is otherwise not completed. If the Non-Registered Holder does not wish to attend and vote at the Meeting in person (or have another person attend and vote on the Non-Registered Holder's behalf), the Non-Registered Holder must complete and sign the form of proxy and in accordance with the directions on the form.

Voting by Non-Registered Holders at the Meeting

Although a Non-Registered Holder may not be recognized directly at the Meeting for the purposes of voting Common Shares registered in the name of an Intermediary or a Clearing Agency, a Non-Registered Holder may attend the Meeting as proxyholder for the Registered Shareholder who holds Common Shares beneficially owned by such Non-Registered Holder and vote such Common Shares as a proxyholder. A Non-Registered Holder who wishes to attend the Meeting and to vote their Common Shares as proxyholder for the Registered Shareholder who holds Common Shares beneficially owned by such Non-Registered Holder, should (a) if they received a VIF, follow the directions indicated on the VIF; or (b) if they received a form of proxy strike out the names of the persons named in the form of proxy and insert the Non-Registered Holder's or its nominees name in the blank space provided. Non-Registered Holders should carefully follow the instructions of their Intermediaries, including those instructions regarding when and where the VIF or the form of proxy is to be delivered.

All references to shareholders in the Meeting Materials are to Registered Shareholders as set forth on the list of registered shareholders of the Company as maintained by the Transfer Agent, unless specifically stated otherwise.

VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES

Each holder of Common Shares of record at the close of business on Friday, April 30, 2021 (the "**Record Date**") will be entitled to vote at the Meeting or at any adjournment thereof, either in person or by proxy. As at the Record Date, there were a total of 5,250,914 Common Shares issued and outstanding. Each Common Share outstanding on the Record Date carries the right to one vote at the Meeting.

Only Registered Shareholders as of the Record Date are entitled to receive notice of, and to attend and vote at, the Meeting or any adjournment or postponement of the Meeting. On a show of hands, every Registered Shareholder and proxy holder will have one vote and, on a poll, every Registered Shareholder present in person or represented by proxy will have one vote for each Common Share held.

To the knowledge of the Company's directors and executive officers, as of the date hereof, no person or company beneficially owns, directly or indirectly, or exercises control or direction over, Common Shares carrying more than 10% of the voting rights attached to the outstanding Common Shares, other than as set forth below:

Name	Number of Shares	Percentage
Gregory Isenor ⁽¹⁾	1,227,100	23.37%

Note:

- (1) 937,100 Common Shares are held by Mr. Isenor directly and 290,000 Common Shares are held by G.P. Isenor Company Limited, a company controlled by Mr. Isenor.

INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON

Except as set out under the heading "*Particulars of Matters to be Acted Upon*" below, no person who has been a director or an officer of the Company at any time since the beginning of its last completed financial year or any associate of any such director or officer has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted upon at the meeting, except as disclosed in this Circular.

PARTICULARS OF MATTERS TO BE ACTED UPON

To the knowledge of the board of directors of the Company (the “**Board**”), the only matters to be brought before the Meeting are those matters set forth in the accompanying Notice.

1. APPROVAL OF DEBT SETTLEMENT

On February 19, 2021, the Company announced the settlement of an aggregate of \$491,057.90 of indebtedness owed to certain arm’s length and non-arm’s length creditors of the Company through the issuance of an aggregate of 9,821,158 Common Shares of the Company at a deemed price of \$0.05 per Common Share (the “**Debt Settlement**”). Following the announcement of the Debt Settlement, the Company effected a consolidation of the outstanding Common Shares in the capital of the Company on April 23, 2021 on the basis of one (1) post-consolidation Common Share for every five (5) pre-consolidation Common Shares (the “**Consolidation**”).

The purpose of the Debt Settlement is to reduce the debt owing by the Company. Under the debt settlement agreements, each creditor agreed to accept Common Shares of the Company. No other benefits will accrue to the arm’s length and non-arm’s length creditors as a consequence of the transaction except for those associated with ownership of the Common Shares received.

As part of the Debt Settlement, \$205,000 of the indebtedness to be settled is owed to John Cumming, an arm’s length creditor and former management of the Company, through the issuance of 820,000 post-Consolidation Common Shares of the Company for accrued management fees and loans and \$205,000 of the indebtedness to be settled is owed to Gregory Isenor, a non-arm’s length creditor of the Company, through the issuance of 820,000 post-Consolidation Common Shares of the Company (the “**Management Creditors**”) for accrued management fees and loans (the “**Management Debt Settlement**”). The Common Shares issued in connection with the Management Debt Settlement will be at a deemed price of \$0.25 on a post-Consolidation basis. The TSX Venture Exchange (the “**TSXV**”) has conditionally approved the Debt Settlement, subject, in the case of the Management Debt Settlement, to receiving disinterested shareholder approval. Accordingly, at the Meeting, shareholders, other than the arm’s length creditor, are being asked to approve the Management Debt Settlement.

Pursuant to Multilateral Instrument 61-101 – *Protection of Minority Security Holders in Special Transactions* (“**MI 61-101**”), the Debt Settlement may be classified as a “related party transaction” as an insider of the of the Company has agreed to accept Common Shares in settlement of the debt owing to such insider. Accordingly, pursuant to MI 61-101, the Debt Settlement may be subject to the minority shareholder approval and the formal valuation requirements (as such terms are defined in MI 61-101).

The Company has determined that an exemption from the minority approval requirement of MI 61-101 is available under section 5.7(1)(a) of MI 61-101 and that an exemption from the formal valuation requirement of MI 61-101 is available under section 5.5(a) of MI 61-101 because neither the fair market value of the Common Shares to be issued in connection with, nor the fair market value of the consideration for, the Debt Settlement, insofar as it involves interested parties, exceeds 25% of the market capitalization of the Company.

In order for the Management Debt Settlement to proceed, shareholders will be asked to consider, and if deemed advisable, approve and pass the following resolution (the “**Management Debt Settlement Resolution**”):

“BE IT RESOLVED THAT:

1. the Company be and it is hereby authorized to issue up to an aggregate of 1,640,000 Common Shares of the Company to the Management Creditors of the Company to settle up to an aggregate of \$410,000 of outstanding indebtedness as described in the management information circular of the Company dated May 6, 2021;

2. any director or officer of the Company is hereby authorized and directed, acting for, in the name of and on behalf of the Company, to execute or cause to be executed, under the seal of the Company or otherwise, and to deliver or cause to be delivered, such other documents and instruments, and to do or cause to be done all such acts and things, as may in the opinion of such director or officer of the Company be necessary or desirable to give effect to the foregoing resolution.”.

Management does not have any alternative plans in the event shareholder approval is not obtained for the Management Debt Settlement. In order to confirm and approve the Management Debt Settlement Resolution, the majority of the votes cast at the Meeting, without taking into consideration the Common Shares held by the non-arm’s length creditor or his associates, must be voted in favour of the Management Debt Settlement Resolution. In the event approval is not obtained, the Company will continue to be indebted to the arm’s length creditor and non-arm’s length creditor.

PROXIES RECEIVED IN FAVOUR OF MANAGEMENT WILL BE VOTED FOR APPROVING THE MANAGEMENT DEBT SETTLEMENT RESOLUTION UNLESS A SHAREHOLDER HAS SPECIFIED IN THE PROXY THAT HIS, HER OR ITS COMMON SHARES ARE TO BE VOTED AGAINST SUCH RESOLUTION.

2. APPROVAL OF CONTROL PERSON

The Company intends to complete a non-brokered private placement of up to 10,000,000 units of the Company (“Units”) to certain arm’s length and non-arm’s length investors at a price of \$0.10 per Unit for gross proceeds of up to \$1,000,000 (the “Private Placement”). Each Unit shall be comprised of one Common Share in the capital of the Company and one-half of one Common Share purchase warrant (each whole warrant, a “Warrant”). Each Warrant shall entitle the holder thereof to acquire one Common Share at a price of \$0.15 per Common Share for a period of twelve (12) months from the date of issuance. The TSXV has conditionally approved the Private Placement, subject, in the case of the Control Person, to receiving disinterested shareholder approval.

Assuming the Company receives disinterested shareholder approval for the Management Debt Settlement, and following completion of the Management Debt Settlement and Private Placement, the Company would have an aggregate of approximately 16,890,914 Common Shares issued and outstanding and the Company expects that Gregory Isenor will own directly, or through an entity which he controls, an aggregate of 3,547,100 Common Shares and 750,000 Warrants, representing approximately 21.00% of the issued and outstanding Common Shares on a non-diluted basis and approximately 24.36% of the issued and outstanding Common Shares on a partially diluted basis, assuming full exercise of the Warrants, which will result in Gregory Isenor becoming a “Control Person” of the Company (as defined below).

As defined by the TSXV, a “Control Person” means any person that holds a sufficient number of any of the securities of an issuer so as to affect materially the control of that issuer, or that holds more than 20% of the outstanding voting shares of an issuer except where there is evidence showing that the holder of those securities does not materially affect the control of the issuer. Pursuant to the policies of the TSXV, if a Control Person is created as a result of the acquisition of securities of an issuer, the TSXV will require the issuer to obtain the approval of a majority of the shareholders of the issuer, not including the shares held by such Control Person and its associates and affiliates, for the creation of such Control Person (“Disinterested Shareholders”).

Management of the Company believes that it is in the best interest of the Company to approve the creation of the Control Person and accordingly, at the Meeting, Disinterested Shareholders will be asked to consider, and if deemed advisable, to pass, with or without variation, the following resolution:

“BE IT RESOLVED THAT:

1. the creation of a new Control Person of the Company, as such term is defined in the policies of the TSXV, being Mr. Gregory Isenor, resulting from the completion of the Debt Settlement and Private Placement, is hereby authorized and approved;

2. notwithstanding that this resolution has been duly passed by shareholders of the Company, the directors of the Company be and they are hereby authorized without further approval of the shareholders of the Company, to revoke this resolution and determine not to proceed with the creation of a new Control Person, as such term is defined in the policies of the TSX Venture Exchange; and
3. any one director or officer of the Company is hereby authorized, for and on behalf of the Company, to execute and deliver all such further agreements, documents and instruments and to do all such other acts and things as such director or officer may determine to be necessary or advisable for the purpose of giving full force and effect to the provisions of this resolution, the execution and delivery by such trustee, director or officer of any such agreement, document or instrument or the doing of any such act or thing being conclusive evidence of such determination.”

In the event Shareholder approval is not given, the Company will not proceed with the creation of a new Control Person. In order to approve the creation of a new Control Person, a majority of votes cast at the Meeting by Disinterested Shareholders must be voted in favour of this resolution.

THE BOARD RECOMMENDS THAT THE COMPANY’S SHAREHOLDERS VOTE FOR THE RESOLUTION APPROVING THE CREATION OF A NEW CONTROL PERSON. PROXIES RECEIVED IN FAVOUR OF MANAGEMENT WILL BE VOTED FOR THE APPROVAL OF THE RESOLUTION UNLESS A SHAREHOLDER HAS SPECIFIED IN THE PROXY THAT THE SHARES ARE TO BE VOTED AGAINST SUCH APPROVAL.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Other than as otherwise disclosed in this Circular, no director, executive officer or principal shareholder of the Company, or associate or affiliate of any of the foregoing, has had any material interest, direct or indirect, in any transaction since the commencement of the Company’s most recently completed financial year end or in any proposed transaction that has materially affected or will materially affect the Company.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

No director or officer of the Company or person who acted in such capacity in the last financial year of the Company, or any other individual who at any time during the most recently completed financial year of the Company was a director of the Company or any associate of the Company, is indebted to the Company, nor is any indebtedness of any such person to another entity the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Company.

OTHER MATTERS

The management of the Company knows of no other matters to come before the Meeting other than as set forth in the Notice of Meeting. **However, if other matters which are not known to management should properly come before the Meeting, the accompanying form of proxy will be voted on such matters in accordance with the best judgment of the person or persons voting the proxy.**

ADDITIONAL INFORMATION

Additional information relating to the Company is available on SEDAR at www.sedar.com. Shareholders may contact the Company in order to request copies of: (i) this Circular; and (ii) the Company’s consolidated financial statements and the related management’s discussion and analysis (the “MD&A”) which will be sent to the shareholder without charge upon request. Financial information is provided in the Company’s consolidated financial statements and MD&A for its financial year ended February 29, 2020.

APPROVAL OF THE BOARD OF DIRECTORS

The contents of this Circular have been approved, and the delivery of it to each shareholder entitled thereto and to the appropriate regulatory agencies has been authorized by the Board.

DATED this 6th day of May, 2021.

BY ORDER OF THE BOARD

“J. François Lalonde” (signed)

President, Chief Executive Officer and Director