

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

**NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS**

**NOTICE IS HEREBY GIVEN** that an annual and special meeting (the “**Meeting**”) of the shareholders of **Sylla Gold Corp.** (the “**Company**”) will be held on **Friday, November 12, 2021**, at the hour of 3:00 p.m. (Atlantic time), Suite 802, 1550 Bedford Highway, Bedford, Nova Scotia B4A 1E6, for the following purposes:

1. to receive and consider the audited consolidated financial statements of the Company for the year ended February 28, 2021 and the report of the auditors thereon;
2. to elect the directors of the Company;
3. to appoint the auditors of the Company and to authorize the directors to fix their remuneration;
4. to consider and, if deemed advisable, pass, with or without variation, a resolution to confirm and approve the stock option plan of the Company;
5. to consider and, if considered advisable, to pass, with or without amendment, a resolution of the disinterested shareholders approving the proposed related party transaction between the Company and Niaouleni Gold Inc. (“**Niaouleni**”) pursuant to which the Company has the option to acquire all of the issued and outstanding shares of Niaouleni Gold Mali SARL, a wholly-owned subsidiary of Niaouleni which holds a 100% interest in the Niaouleni gold permit in the Republic of Mali, as more particularly described in the management information circular dated October 15, 2021 relating to the Meeting; and
6. 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 October 15, 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 Investor Services Inc., Attention: Proxy Department, 100 University Avenue, 8th Floor, Toronto, Ontario M5J 2Y1 not later than 3:00 p.m. (Atlantic time) on Tuesday, November 9, 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 Wednesday, September 15, 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 annual and special meeting. Additional information about the Company and its financial statements are also available on the Company's profile at [www.sedar.com](http://www.sedar.com).

**DATED** this 15<sup>th</sup> day of October, 2021.

**BY ORDER OF THE BOARD**

*"Regan Isenor" (signed)*

President, Chief Executive Officer and Director