

## SYLOGIST LTD.

### NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

**NOTICE IS HEREBY GIVEN THAT** the annual general and special meeting (the “**Meeting**”) of the holders (the “**Shareholders**”) of common shares (“**Common Shares**”) in the capital of Sylogist Ltd. (the “**Corporation**” or “**Sylogist**”) will be held at Sylogist’s offices located at Suite 102, 5 Richard Way S.W. Calgary, Alberta, T3E 7M8, on Wednesday, August 12, 2020, at the hour of 10 a.m. (Mountain Time), for the following purposes:

1. To receive and consider the financial statements of the Corporation as at and for the financial year ended September 30, 2019, together with the report of the auditors thereon;
2. To fix the board of directors of the Corporation at six (6) members;
3. To elect directors of the Corporation for the ensuing year on the terms more particularly described in the Management Information Circular;
4. To appoint KPMG LLP, Chartered Professional Accountants, as auditors of the Corporation for the ensuing year and to authorize the directors to fix the remuneration to be paid to the auditors;
5. To approve, with or without modification, the ordinary resolution approving the 10% rolling stock option plan of the Corporation for the ensuing year;
6. To approve, with or without modification, the ordinary resolution authorizing, approving, adopting, ratifying and confirming the amended and restated by-law no. 1 of the Corporation; and
7. To transact such other business as may properly be brought before the Meeting, or any adjournment or postponement thereof.

Terms not defined herein are defined in the Management Information Circular accompanying this Notice. The accompanying Management Information Circular provides additional information relating to the matters to be dealt with at the Meeting.

Only persons registered as Shareholders of the Corporation as of the close of business on **June 23, 2020** (the “**Record Date**”), are entitled to receive notice of the Meeting or any adjournment or adjournments thereof and to vote thereat unless, after the Record Date, a Shareholder transfers its Common Shares and the transferee, not later than ten (10) days before the Meeting, produces properly endorsed certificates evidencing such Common Shares or otherwise establishes that it owns such Common Shares and requests that the transferee’s name be included in the list of Shareholders entitled to vote, in which case such transferee shall be entitled to vote such Common Shares at the Meeting.

#### COVID-19

*Amid ongoing concerns about the Coronavirus (COVID-19) pandemic, the Corporation remains mindful of the well-being of our Shareholders and their families, our industry partners and other stakeholders as well as the communities in which we operate. The Corporation currently intends on holding an in person Shareholder meeting. However, as COVID-19 is a rapidly evolving situation, the Corporation will continue to monitor and review provincial and federal governmental guidance in order to assess and implement measures to reduce the risk of spreading the virus at the Meeting, which may include potentially adjourning or postponing the Meeting. The Corporation will provide updates to any arrangements in respect of the Meeting by way of news release. Shareholders are encouraged to monitor the Corporation’s website at [www.sylogist.com](http://www.sylogist.com) or the Corporation’s SEDAR profile at [www.sedar.com](http://www.sedar.com), where copies of such news releases, if any, will be posted.*

***In light of current provincial recommendations against large gatherings, at this time, only registered Shareholders or their duly appointed proxy holders will be allowed to attend the Meeting.***

*In addition, in view of current and potential future guidance regarding social distancing and further restrictions on large gatherings, in order to ensure as many Common Shares as possible are represented at the Meeting, Shareholders are strongly encouraged to complete the enclosed Instrument of Proxy and return it as soon as possible in the envelope provided for that purpose. Shareholders who do not hold their Common Shares in their own name are strongly encouraged to complete the voting instruction forms received from their broker as soon as possible and to follow the instructions set out under "Advice to Beneficial Shareholders of Sylogist Shares" in the accompanying Management Information Circular.*

*To be effective, the enclosed Instrument of Proxy must be received by Computershare Trust Company of Canada: (a) by mail to Computershare Trust Company of Canada, 100 University Avenue, 8<sup>th</sup> Floor, Toronto, Ontario M5J 2Y1; or (b) by Fax at 1-866-249-7775, not later than 48 hours (excluding Saturdays, Sundays and statutory holidays in the Province of Alberta) prior to the time set for the Meeting or any adjournment(s) thereof.*

DATED as of the 13<sup>th</sup> day of July, 2020.

**BY ORDER OF THE BOARD OF DIRECTORS**

(signed) "James D. Wilson"  
Chairman of the Board of Directors