

**YUKOTERRE RESOURCES INC.**

**NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS OF THE CORPORATION  
TO BE HELD ON JANUARY 29, 2021**

**TO THE SHAREHOLDERS OF YUKOTERRE RESOURCES INC.**

**NOTICE IS HEREBY GIVEN THAT** the annual general and special meeting (the “**Meeting**”) of the shareholders (the “**Shareholders**”) of **Yukoterre Resources Inc.** (the “**Corporation**”) will be held at 65 Queen Street West, 9<sup>th</sup> Floor, Toronto, Ontario, M5H 2M5 on January 29, 2021 at 11:00 a.m. (Toronto time) for the following purposes:

- (A) to receive and consider the audited financial statements of the Corporation for the financial year ended October 31, 2019, together with the report of the auditors thereon, and the unaudited financial statements of the Corporation for the nine-month period ended July 31, 2020;
- (B) to consider and, if deemed advisable, to pass an ordinary resolution electing the directors as set out in the Corporation’s information circular dated December 22, 2020 (the “**Circular**”) with such election including one slate of directors to hold office until the next annual meeting of Shareholders, or an alternative slate of directors conditional upon, and effective as of, the completion of the Corporation’s reverse take-over with FlyOverture Equity Inc. (“**Silo**”) (the “**Transaction**”);
- (C) to consider and, if deemed advisable, to pass a special resolution authorizing the Corporation to amend its articles to consolidate the common shares of the Corporation (the “**Common Shares**”) on the basis of one half (0.5) post-consolidation common share of the Corporation (the “**Common Shares**”) for every one (1) pre-consolidation Common Share;
- (D) to consider and, if deemed advisable, to pass a special resolution authorizing the Corporation to (a) enter into a purchase agreement to sell its interest in the Division Mountain Property to an arm’s length third party, and (b) enter into an amalgamation agreement with Silo and a wholly-owned subsidiary of the Corporation to effect the Transaction;
- (E) to consider and, if deemed advisable, to pass a special resolution authorizing the Corporation to amend its articles to change the name of the Corporation to “Silo Wellness Inc.” or such other name as the Board of Directors may choose, acting in the best interests of the Corporation;
- (F) to consider and, if deemed advisable, to pass an ordinary resolution of Shareholders approving the Corporation’s existing stock option plan for the ensuing year, reserving for grant options to acquire up to a maximum of 10% of the issued and outstanding shares of the Corporation calculated at the time of each stock option grant;
- (G) to appoint McGovern Hurley LLP, Chartered Accountants, as auditors of the Corporation for the ensuing year and to authorize the directors of the Corporation to fix their remuneration; and
- (H) to transact such further or other business as may properly come before the Meeting and any adjournment(s) thereof.

**AS A RESULT OF THE GOVERNMENTAL PROHIBITION AGAINST GROUP GATHERINGS AND TO HELP REDUCE THE SPREAD OF COVID-19, ONLY REGISTERED SHAREHOLDERS AND/OR THEIR APPOINTEES MAY ATTEND THE MEETING IN PERSON. IN ADDITION, WE ENCOURAGE ALL SHAREHOLDERS TO VOTE THEIR SHARES BY COMPLETING AND RETURNING THE ENCLOSED FORM OF PROXY, AS DESCRIBED BELOW.**

**Shareholders and/or their appointees may participate in the Meeting by way of conference call however votes cannot be cast on the conference call. Please register at <https://us02web.zoom.us/meeting/register/tZ0ocOigqjMtH9INKU18IvzMNrOvF0vuekmZ> to receive conference call details. Electronic copies of the Meeting materials may be obtained at [www.SEDAR.com](http://www.SEDAR.com).**

The accompanying information circular provides additional information relating to the matters to be dealt with at the Meeting and is deemed to form part of this notice. Also accompanying this notice is a form of proxy. Any adjournment(s) of the Meeting will be held at a time and place to be specified at the Meeting. Only Shareholders of record at the close of business on December 29, 2020 are entitled to receive notice of and vote at the Meeting and any adjournment(s) or postponement(s) thereof.

**If you are a registered Shareholder** of the Corporation and are unable to attend the Meeting in person, please date and execute the accompanying form of proxy and return it in the envelope provided to TSX Trust Company, the registrar and transfer agent of the Corporation, at 100 Adelaide Street West, Suite 301, Toronto, Ontario, M5H 4H1, at least 48 hours (excluding Saturdays, Sundays and holidays) prior to the time set for the Meeting.

**If you are not a registered Shareholder** of the Corporation and receive these materials through your broker or through another intermediary, please complete and return the form of proxy in accordance with the instructions provided to you by your broker or by the other intermediary. Failure to do so may result in your shares not being eligible to be voted by proxy at the Meeting.

**DATED** this 22<sup>nd</sup> day of December, 2020

**BY ORDER OF THE BOARD OF DIRECTORS**

*(signed) "Kenny Choi"*

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**KENNY CHOI  
CHIEF EXECUTIVE  
OFFICER**