

STELLAR AFRICAGOLD INC.

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NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

The annual and special meeting (the "Meeting") of shareholders of Stellar AfricaGold Inc. ("Stellar") will be held at 410 St-Nicolas, suite 250, Montreal, Quebec, on Thursday July 27, 2017 at 11:00 a.m., for the following purposes:

1. to receive and consider the financial statements and the management discussion and analysis report for its fiscal years ended July 31, 2016 and 2015 and the reports of the auditors thereon;
2. to elect directors to hold office for the current year;
3. to appoint the auditors for the year ended and to authorize the directors to fix their remuneration;
4. to adopt a new stock option plan of the Company.

The management proxy circular provides detailed information on the items that will be brought before the Meeting and is therefore to be considered as forming a part of this notice.

Montreal, June 28, 2017

BY ORDER OF THE BOARD OF DIRECTORS

(s) John Cumming

John Cumming
President and Chief Executive Officer

Holders of shares may exercise their rights by attending the Meeting or by completing a proxy form. Those who are unable to attend the Meeting in person are urged to complete and return to CST Trust Company ("CST") the enclosed form of proxy before 5:00 p.m. on July 25, 2017. A person appointed as proxy need not be a shareholder of the Company. For any additional information concerning this matter, please contact CST at 320 Bay Street, B1 Level, Toronto, Ontario, M5H 4A6, or by fax in Canada and the United States at 1-866-781-3111 or at 416-368-2502 .

Notice is also hereby given that the board of directors of the Company has fixed the record date for the Meeting at the close of business on June 27, 2017 (the "**Record Date**"). Only holders of common shares as of the Record Date are entitled to receive notice of the Meeting. Shareholders at the Record Date will be entitled to vote their shares at the Meeting, unless any such shareholder transfers his shares after the Record Date, in which case the transferee of those shares will be entitled to vote such shares at the Meeting if the transferee establishes that he owns the said shares and demands, no later than 10 days before the Meeting, that the transferee's name be included in the list of shareholders entitled to vote the Meeting.