

STELLAR AFRICAGOLD INC.
4908 Pine Crescent,
Vancouver, British Columbia V6M 3P6

NOTICE OF ANNUAL AND SPECIAL GENERAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that an annual and special general meeting (the "**Meeting**") of the shareholders of Stellar AfricaGold Inc. (the "**Company**") will be held at 2600- 1066 West Hastings Street Vancouver, British Columbia on December 11, 2018 at 10:00 a.m. (Vancouver, British Columbia time) for the following purposes:

1. to receive and consider the audited financial statements of the Company for the years ended July 31, 2017 and July 31, 2016, together with the auditor's reports thereon;
2. to elect directors for the ensuing year;
3. to appoint Morgan & Company LLP, Chartered Professional Accountants, as auditor of the Company for the ensuing year and authorize the directors to determine the remuneration to be paid to the auditor;
4. to confirm the Company's rolling stock option plan, as required annually by the policies of the TSX Venture Exchange;
5. to consider and, if deemed advisable, to pass, with or without variation, a resolution (the "**Disposition Resolution**") to approve, among other things, the sale of the Opawica mineral claims to Mosaic Minerals Corp. ("**Mosaic**") pursuant to the terms of an asset purchase agreement (the "**Purchase Agreement**") between the Company and Mosaic dated June 28, 2018 and the related modification agreement (the "**Modification Agreement**") between the Company and Mosaic dated July 27, 2018, both attached as Schedule O to the Management Information Circular of the Company dated November 12, 2018 (the "**Circular**"), and the adoption of the Purchase and Modification Agreements;
6. to consider and, if deemed advisable, to pass, with or without variation, a special resolution (the "**Continuance Resolution**") authorizing the continuance of the Company into British Columbia (the "**Continuance**"), under the *Business Corporations Act* (British Columbia) (the "**BCBCA**"), as more particularly described in the Circular;
7. to consider, pursuant to an order (the "**Interim Order**") of the Supreme Court of British Columbia (the "**Court**") dated November 12, 2018, and, if deemed advisable, pass, with or without variation, a special resolution (the "**Arrangement Resolution**"), the full text of which is attached as Schedule D to the Circular authorizing and approving the arrangement agreement dated November 7, 2018 (the "**Arrangement Agreement**") the full text of which is attached as Schedule E to the Circular, and the arrangement under Part 9, Division 5 of the BCBCA (the "**Arrangement**"), as more particularly set out in the Circular under the heading "The Arrangement"; and
8. transact such other business as may properly be put before the Meeting.

The accompanying 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 are (i) Forms of Proxy or Voting Instruction Form, and (ii) Financial Statement Request Form. Any adjournment 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 **November 7, 2018**, will be entitled to receive notice of and vote at the Meeting. Shareholders who are unable to attend the Meeting are requested to complete, sign, date and return the enclosed form of proxy indicating your voting instructions. A proxy will not be valid unless it is deposited at the office of AST Company, 320 Bay Street, B1 Level, Toronto, Ontario, M5H 4A6 not less than 48 hours (excluding Saturdays, Sundays and holidays) before the time fixed for the Meeting or any adjournments thereof. If you are not a registered shareholder, please refer to the accompanying Information Circular for information on how to vote your shares.

DATED at Vancouver, British Columbia, the 12th day of November, 2018.



John Cumming
Chief Executive Officer and Director