



### Appointment of Proxyholder

I/We, being holder(s) of Common Shares of Stellar AfricaGold Inc. (the "Company"), hereby appoint: John Cumming, or failing him Maurice Giroux, or

Print the name of the person you are appointing if this person is someone other than the individuals listed above

as proxy of the undersigned, to attend, act and vote on behalf of the undersigned in accordance with the below direction (or if no directions have been given, as the proxy sees fit) on all the following matters and any other matter that may properly come before the Annual and Special Meeting of Shareholders of the Company to be held at 11:00 a.m. (Vancouver, British Columbia time) on Thursday, October 17, 2019, at 1095 W Pender Street, Suite #1120, Vancouver, BC V6E 4M3 (the "Meeting"), and at any and all adjournments or postponements thereof in the same manner, to the same extent and with the same powers as if the undersigned were personally present, with full power of substitution.

Management recommends voting FOR the following Resolutions. Please use a dark black pencil or pen.

1. Election of Directors	FOR	WITHHOLD
1. John Cumming	<input type="checkbox"/>	<input type="checkbox"/>
2. Maurice Giroux	<input type="checkbox"/>	<input type="checkbox"/>
3. John Ryan	<input type="checkbox"/>	<input type="checkbox"/>
4. Jean-François Lalonde	<input type="checkbox"/>	<input type="checkbox"/>
5. Lauren McCrae	<input type="checkbox"/>	<input type="checkbox"/>

2. Appointment of Auditor	FOR	AGAINST	WITHHOLD
Appointment of Morgan & Company LLP as Auditor of the Company for the ensuing year and authorizing the Directors to fix their remuneration	<input type="checkbox"/>		<input type="checkbox"/>

3. Rolling Stock Option Plan	FOR	AGAINST
Confirm the Company's rolling stock option plan	<input type="checkbox"/>	<input type="checkbox"/>

4. Sale of the Balandougou Gold Project to Rida Mining Ltd. ("Rida")	FOR	AGAINST
Approve the sale of the Balandougou Gold Project to Rida pursuant to the terms of a Global Sale and Purchase Agreement between the Company and Rida dated August 22, 2019 and the adoption of the Sale Agreement	<input type="checkbox"/>	<input type="checkbox"/>

Under Canadian Securities Law, you are entitled to receive certain investor documents. If you wish to receive such material, please tick the applicable boxes below. You may also go to the AST website <https://ca.astfinancial.com/financialstatements> and input code 7216a.

- I would like to receive the quarterly financial statements
- I would like to receive the annual financial statements

I/We authorize you to act in accordance with my/our instructions set out above. I/We hereby revoke any proxy previously given with respect to the Meeting. If no voting instructions are indicated above, this proxy will be voted FOR a matter by Management's appointees or, if you appoint another proxyholder, as such other proxyholder sees fit. On any amendments or variations proposed or any new business properly submitted before the Meeting, I/We authorize you to vote as you see fit.

Signature(s) \_\_\_\_\_ Date \_\_\_\_\_

Please sign exactly as your name(s) appear on this proxy. Please see reverse for instructions. All proxies must be received by 11:00 a.m. ( Vancouver, British Columbia time ), on Tuesday, October 15, 2019.

## Proxy Form – Annual and Special Meeting of Shareholders of Stellar AfricaGold Inc. to be held on October 17, 2019 (the “Meeting”)

### Notes to Proxy

1. This proxy must be signed by a holder or his or her attorney duly authorized in writing. If you are an individual, please sign exactly as your name appears on this proxy. If the holder is a corporation, a duly authorized officer or attorney of the corporation must sign this proxy, and if the corporation has a corporate seal, its corporate seal should be affixed.

2. If the securities are registered in the name of an executor, administrator or trustee, please sign exactly as your name appears on this proxy. If the securities are registered in the name of a deceased or other holder, the proxy must be signed by the legal representative with his or her name printed below his or her signature, and evidence of authority to sign on behalf of the deceased or other holder must be attached to this proxy.

3. Some holders may own securities as both a registered and a beneficial holder; in which case you may receive more than one Information Circular and will need to vote separately as a registered and beneficial holder. Beneficial holders may be forwarded either a form of proxy already signed by the intermediary or a voting instruction form to allow them to direct the voting of securities they beneficially own. Beneficial holders should follow instructions for voting conveyed to them by their intermediaries.

4. If a security is held by two or more individuals, any one of them present or represented by proxy at the Meeting may, in the absence of the other or others, vote at the Meeting. However, if one or more of them are present or represented by proxy, they must vote together in respect of such security.

All holders should refer to the Information Circular for further information regarding completion and use of this proxy and other information pertaining to the Meeting.

This proxy is solicited by and on behalf of the Company’s Management.



## How to Vote

### INTERNET

- Go to [www.astvotemyproxy.com](http://www.astvotemyproxy.com)
- Cast your vote online
- View Meeting documents

### TELEPHONE

Use any touch-tone phone, call toll free in Canada and United States **1-888-489-7352** and follow the voice instructions

To vote using your smartphone, please scan this QR Code  
➔



To vote by telephone or Internet you will need your control number. If you vote by telephone or Internet, do not return this proxy.

### MAIL, FAX OR EMAIL

- Complete and return your signed proxy in the envelope provided or send to:  
  
AST Trust Company (Canada) (“AST”)  
P.O. Box 721  
Agincourt, ON M1S 0A1
- You may alternatively fax your proxy to 416-368-2502 or toll free in Canada and the United States to 1-866-781-3111 or scan and email to [proxyvote@astfinancial.com](mailto:proxyvote@astfinancial.com).

An undated proxy is deemed to bear the date on which it is mailed by management to you.

**All proxies must be received by 11:00 a.m. (Vancouver, British Columbia time), on Tuesday, October 15, 2019.**