

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 1095 W Pender Street, Suite #1120, Vancouver, BC V6E 4M3 on October 17, 2019 at 11:00 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, 2018 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 special resolution to approve the sale of the Balandougou Gold Project to Rida Mining Ltd. ("**Rida**") pursuant to the terms a Global Sale and Purchase Agreement (the "**Global Agreement**") between the Company and Rida dated August 22, 2019 and the adoption of the Sale Agreement;
6. 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 **September 16, 2019**, 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 19th day of September, 2019.



John Cumming
Chief Executive Officer and Director