

**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 4908 Pine Crescent, Vancouver, BC V6M 3P6 on December 29, 2021 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, 2021 together with the auditor's reports thereon;
2. to elect directors for the ensuing year;
3. to appoint Smythe 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 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 29, 2021**, 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 TSX Trust Company, 1 Toronto Street, Suite 1200, Toronto, Ontario, M5C 2V6 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.

**COVID-19 GUIDANCE**

**To mitigate potential risk to the health and safety of attendees shareholders are encouraged to vote by proxy as directed in the Information Circular rather than attend the Meeting in person. All shareholders attending the Meeting in person will be required to show government issued proof of vaccination and photo ID prior to entering the meeting. All attendees must wear a mask throughout the meeting.**

DATED at Vancouver, British Columbia, the 1<sup>st</sup> day of December, 2021.



John Cumming  
Executive Chairman and Director