

STONE GOLD INC.
82 Richmond Street East
Toronto, Ontario M5C 1P1

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the annual and special meeting (the “**Meeting**”) of the shareholders (“**Shareholders**”) of Stone Gold Inc. (the “**Corporation**”) will be held at the offices of the Corporation at Suite 1101, 141 Adelaide Street West, Toronto, Ontario at 10:00 a.m. (Toronto time) on June 28, 2021 for the following purposes, all as more particularly described in the enclosed management information circular (the “**Circular**”):

1. to receive the audited annual financial statements of the Corporation for the financial years ended December 31, 2020 and 2019, together with the auditor’s report thereon;
2. to fix the number of directors of the Corporation to be elected at the Meeting as more particularly described in the Circular;
3. to elect the directors of the Corporation for the ensuing year;
4. to appoint the auditor of the Corporation for the ensuing year and to authorize the directors to fix their remuneration;
5. to consider and, if deemed advisable, to pass, with or without variation, a special resolution to authorize the board of directors to set the number of directors from time to time within the minimum and maximum number of directors set forth in the articles of the Corporation, in accordance with Section 125(3) of the *Business Corporations Act* (Ontario), provided that the total number of directors so set may not exceed one-third of the number of directors elected at the previous annual meeting of Shareholders;
6. to consider and, if deemed advisable, to pass, with or without variation an ordinary resolution to approve the Corporation’s 10% rolling incentive stock option plan (the “**Stock Option Plan**”); and
7. to transact such other business as may properly be brought before the Meeting or any adjournment thereof.

The record date for the determination of Shareholders entitled to receive notice of, and to vote at, the Meeting or any adjournments or postponements thereof is May 19, 2021 (the “**Record Date**”). Shareholders whose names have been entered in the register of Shareholders at the close of business on the Record Date will be entitled to receive notice of, and to vote, at the Meeting or any adjournments or postponements thereof.

Voting

All Shareholders may attend the Meeting in or person or be represented by proxy. Shareholders who do not plan on attending the Meeting in person are requested to complete, date and sign the enclosed form of proxy and return it in the envelope provided. To be effective, the enclosed form of proxy or voting instruction form must be deposited with TSX Trust Company either by (i) mail at 301 – 100 Adelaide Street West, Toronto, Ontario M5H 4H1; (ii) facsimile at (416) 595-9593; (iii) email at tsxtrustproxyvoting@tmx.com; or (iv) voted online at www.voteproxyonline.com. In order to be valid and acted upon at the Meeting, the duly-completed form of proxy must be received prior to 10:00 a.m. (Toronto time) on June 24, 2021 (the “**Proxy Deadline**”), or be deposited with the Secretary of the Corporation before the commencement of the Meeting or of any adjournment thereof. Notwithstanding the foregoing, the Chair of the Meeting has the discretion to accept proxies received after such deadline.

A “beneficial” or “non-registered” Shareholder will not be recognized directly at the Meeting for the purposes of voting Common Shares registered in the name of his/her/its broker; however, a beneficial Shareholder may attend the Meeting as proxyholder for the registered Shareholder and vote the Common Shares in that capacity. Only Shareholders as of the Record Date are entitled to receive notice of and vote at the Meeting.

If you are a non-registered holder of Common Shares and have received these materials through your broker, custodian, nominee or other intermediary, please complete and return the form of proxy or voting instruction form provided to you by your broker, custodian, nominee or other intermediary in accordance with the instructions provided therein. **SHAREHOLDERS ARE REMINDED TO REVIEW THE CIRCULAR BEFORE VOTING.**

In an effort to mitigate the risks associated with COVID-19, and to preserve the health and safety of our communities, Shareholders, employees and other stakeholders, we are inviting Shareholders to participate in the Meeting by dialing in to our conference line at: (+1) 647-723-3981 (Toronto) or 1-800-747-5150 (North America – Toll Free) and use access code 8480107#. Participants should dial in at least 10 minutes prior to the scheduled start time and ask to join the call. Shareholders will have an equal opportunity to participate at the Meeting through this method regardless of their geographic location. However, Shareholders who do not complete a form of proxy or do not physically attend the Meeting, will not be able to vote their Common Shares via telephone. We encourage Shareholders to not attend the meeting in person due to risks related to COVID-19. We will also take additional precautionary measures in relation to the physical Meeting, limiting access to essential personnel, registered Shareholders and proxy holders entitled to attend and vote at the Meeting. We highly recommend Shareholders vote their Common Shares prior to the Meeting.

DATED at Toronto, Ontario as of the 19th day of May 2021.

BY ORDER OF THE BOARD OF DIRECTORS

(Signed) “John Timmons”

John Timmons
President & Chief Executive Officer