

**STAKEHOLDER GOLD CORP.**

**ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS**

**To be held April 6<sup>th</sup>, 2018**

**NOTICE OF MEETING**

**AND**

**MANAGEMENT INFORMATION CIRCULAR**

**Meeting to be held at the offices of Stakeholder Gold  
Corp. 44 Victoria Street, Suite 1612 Toronto, Ontario,  
M5C 1Y2 at 11:00 AM EST**

**STAKEHOLDER GOLD CORP.**

**NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS**

**NOTICE IS HEREBY GIVEN** that the Annual General and Special Meeting (the “Meeting”) of shareholders of Stakeholder Gold Corp. (the “Corporation”) will be held at the offices of the Corporation, 44 Victoria Street, Suite 1612 Toronto, Ontario, M5C 1Y2 at 11:00 AM EST (Toronto time) for the following purposes:

1. to receive annual financial statements of the Corporation for the fiscal year ended December 31, 2017 and the report of the auditors thereon;
2. to elect directors;
3. to appoint auditors and to authorize the directors to fix their remuneration;
4. to consider and, if thought advisable, pass an ordinary resolution of Shareholders approving the Corporation's existing stock option plan for the ensuing year, reserving for grant options to acquire up to a maximum of 10% of the issued and outstanding shares of the Corporation calculated at the time of each stock option grant;
5. to transact such other business as may properly come before the Meeting or any adjournment thereof.

The directors of the Corporation have fixed the close of business on March 12 2018 as the record date for the determination of the shareholders of the Corporation entitled to receive notice of the Meeting.

**DATED** at Toronto, Ontario, as of March 7, 2018.

**BY ORDER OF THE BOARD**

**“Christopher J. Berlet”**

Christopher J. Berlet, President and CEO