

**STAKEHOLDER GOLD CORP.**

**ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS**

**TO BE HELD NOVEMBER 29<sup>th</sup>, 2019**

**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 10:00 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 10:00 AM EST (Toronto time) for the following purposes:

1. to receive annual financial statements of the Corporation for the fiscal year ended December 31, 2018 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 consider, and if thought fit, pass a special resolution, with or without variation, authorizing the board of directors of the Corporation to consolidate the common shares of the Corporation on the basis of one (1) new common share for up to eight (8) pre-consolidation common shares issued and outstanding, and to amend the Corporation’s articles accordingly; and
6. 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 October 17, 2019 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 October 17, 2019.

**BY ORDER OF THE BOARD**

**“Christopher J. Berlet”**

Christopher J. Berlet, President and CEO

**If you are a registered shareholder** of the Corporation and are unable to attend the Meeting in person, please date and execute the accompanying form of proxy and return it in the envelope provided to Computershare Investor Services Inc., the registrar and transfer agent of the Corporation, at 7th Floor, 1500 Robert-Bourassa Blvd., Montreal, Quebec, H3A 388, at least 48 hours (excluding Saturdays, Sundays and holidays) prior to the time set for the Meeting.

**If you are not a registered Shareholder** of the Corporation and receive these materials through your broker or through another intermediary, please complete and return the form of proxy in accordance with the instructions provided to you by your broker or by the other intermediary. Failure to do so may result in your shares not being eligible to be voted by proxy at the Meeting.

**STAKEHOLDER GOLD CORP**  
44 Victoria Street. Suite 1612  
Toronto, Ontario M5C 1Y2, Canada  
**MANAGEMENT INFORMATION CIRCULAR**

**(Containing information as at October 17, 2019 unless indicated otherwise)**

**Solicitation of Proxies**

This Management Information Circular (the “Circular”) is furnished in connection with the solicitation by the management of Stakeholder Gold Corp. (the “Corporation”) of proxies to be used at the Annual and Special Meeting of shareholders of the Corporation (the “Meeting”) to be held at the time and place and for the purposes set forth in the accompanying Notice of Meeting.

**Appointment and Revocation of Proxies**

The persons named in the enclosed instrument of proxy are officers and directors of the Corporation who have been selected by the directors of the Corporation and have indicated their willingness to represent as proxies the Shareholders who appoint them.

**A SHAREHOLDER HAS THE RIGHT TO DESIGNATE OR APPOINT A PERSON OR COMPANY (WHO NEED NOT BE A SHAREHOLDER) TO ATTEND AND ACT FOR HIM AND ON HIS BEHALF AT THE MEETING OTHER THAN THE PERSONS DESIGNATED IN THE ENCLOSED INSTRUMENT OF PROXY.**

Such right may be exercised by striking out the names of the two persons designated in the instrument of proxy and by inserting in the blank space provided for that purpose the name of the desired person or company or by completing another proper instrument of proxy and, in either case, depositing the completed and executed proxy with the registrar and transfer agent of the Corporation, Computershare Investor Services Inc., 7m Floor, 1500 Robert—Bourassa Blvd, Montreal, Quebec, H3A 358, at least 48 hours (excluding Saturdays, Sundays and holidays) before the time of the Meeting or any adjournment thereof.

A Shareholder forwarding the enclosed form of proxy may indicate the manner in which the appointee is to vote with respect to any specific item by checking the appropriate space. If the Shareholder giving the proxy wishes to confer a discretionary authority with respect to any item of business, then the space opposite the item is to be left blank. The shares represented by the proxy submitted by a Shareholder will be voted in accordance with the directions, if any, given in the proxy.

A Shareholder who has given a proxy may revoke it at any time in so far as it has not been exercised. A proxy may be revoked, as to any matter on which a vote shall not already have been cast pursuant to the authority conferred by such proxy, by instrument in writing executed by the Shareholder or by his attorney authorized in writing or, if the Shareholder is a body corporate, by a duly authorized officer, attorney or representative thereof and deposited with the registrar and transfer agent of the Corporation, Computershare Investor Services Inc., 7m Floor, 1500 Robert-Bourassa Blvd, Montreal, Quebec, H3A 388, at least 48 hours (excluding Saturdays, Sundays and holidays) before the time of the Meeting or any adjournment thereof, at the registered office of the Corporation at any time prior to 5:00pm (Toronto time) on the last business day preceding the day of the Meeting or any adjournment(s) thereof or with the Chairman of the Meeting on the day of the Meeting or any adjournment(s) thereof, and upon any of such deposits the proxy is revoked. A proxy may also be revoked in any other manner permitted by law. The Corporation's registered office is located at 44 Victoria Street, Suite 1612, Toronto, Ontario, M5C 1Y2.

### **Voting of Proxies**

The persons named in the enclosed form of proxy will vote the shares in respect of which they are appointed in accordance with the direction of the shareholders appointing them. In the absence of such direction, such shares will be voted FOR in the election of directors, the appointment of auditors and approval of the rolling stock options. The enclosed form of proxy confers discretionary authority upon the persons named therein to exercise their judgment and to vote with respect to amendments or variations to matters identified in the Notice of Meeting and with respect to other matters which may properly come before the Meeting. At the date hereof, the management of the Corporation knows of no such amendments, variations or other matter to come before the Meeting other than the matters referred to in the Notice of Meeting.

### **Voting in Person at the Meeting**

A registered shareholder, or a non-objecting beneficial owner (“**NOBO**”) whose name has been provided to the Corporation’s registrar and transfer agent, Equity Financial Trust Company, will appear on a list of shareholders prepared by the registrar and transfer agent for purposes of the Meeting. To vote in person at the Meeting each registered shareholder or NOBO will be required to register for the Meeting by identifying themselves at the registration desk. Non-registered beneficial shareholders (other than NOBOs) must appoint themselves as a proxyholder to vote in person at the Meeting. Also see “Non-Registered Holders” below.

### **Voting by Proxy at the Meeting**

If a registered shareholder or NOBO cannot attend the Meeting but wishes to vote on the resolutions, the registered shareholder or NOBO should sign, date and deliver the enclosed form of proxy to the Corporation’s registrar and transfer agent, Computershare Investor Services Inc., 7m Floor, 1500 Robert—Bourassa Blvd, Montreal, Quebec, H3A 358, at least 48 hours (excluding Saturdays, Sundays and holidays) before the time of the Meeting or any adjournment thereof. **The persons named in the enclosed form of proxy are directors and/or officers of the Corporation. A shareholder giving a proxy can strike out the names of the nominees printed in the accompanying form of proxy and insert the name of another nominee in the space provided, or the shareholder may complete another form of proxy. A proxy nominee need not be a shareholder of the Corporation.** A shareholder giving a proxy has the right to attend the Meeting or appoint someone else to attend as his or her proxy at the Meeting and the proxy submitted earlier can be revoked in the manner described under “Appointment and Revocation of Proxies”.

### **Non-Registered Holders**

In many cases, Common Shares beneficially owned by a holder (a “**Non-Registered Holder**”) are registered either:

- (a) in the name of an intermediary that the Non-Registered Holder deals with in respect of the Common Shares. Intermediaries include banks, trust companies, securities dealers or brokers, and trustees or administrators of self-administered RRSPs, RRIFs, RESPs and similar plans; or,
- (b) in the name of a depository (such as The Canadian Depository for Securities Limited or “CDS”). Non-Registered Holders do not appear on the list of shareholders of the Corporation maintained by the transfer agent.

If you, as a non-registered holder, wish to vote at the Meeting in person, you should appoint yourself as proxyholder by writing your name in the space provided on the request for voting instructions or proxy provided by the Nominee and return the form to the Nominee in the envelope provided. Do not complete the voting section of the form as your vote will be taken at the Meeting.

### **Non-Objecting Beneficial Owners (“NOBO”)**

Canadian securities legislation now permits the Corporation to forward Meeting materials directly to "**non-objecting beneficial owners**". If the Corporation or its agent has sent these materials directly to you (instead of through a Nominee), your name and address and information about your holdings of securities have been obtained in accordance with applicable securities regulatory requirements from the Nominee holding such securities on your behalf. By choosing to send these materials to you directly, the Corporation (and not the Nominee holding such securities on your behalf) has assumed responsibility for: (i) delivering these materials to you; and (ii) executing your proper voting instructions. All references to shareholders in this Circular and the accompanying instrument of proxy and Notice are to Shareholders of record unless specifically stated otherwise.

### **Notice-and-Access**

Under applicable securities laws, issuers have the option of using “Notice and Access” to deliver meeting materials electronically by providing shareholders with notice of their availability and access to these materials electronically online.

The Corporation has adopted Notice and Access because it allows for the reduction of printed paper materials and will reduce the cost of printing associated with Meeting materials. Instead of mailing out the Circular, the Corporation has posted the Circular to SEDAR at [www.sedar.com](http://www.sedar.com). The Corporation has sent instruction on how to access this Circular in the proxy package mailed out by the Transfer Agent.