

STAKEHOLDER GOLD CORP.

ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

TO BE HELD MARCH 15, 2024

NOTICE OF MEETING

AND

MANAGEMENT INFORMATION CIRCULAR

Meeting to be held at the offices of Stakeholder Gold Corp. Sparks Boardroom (9th Floor) 130 Queens Quay East Toronto, Ontario, M5A 0P6 and Virtually at 646-663-6070 (PIN: 02371302) 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 to be held at the offices of Stakeholder Gold Corp. Sparks Boardroom (9th Floor) 130 Queens Quay East Toronto, Ontario, M5A 0P6 and virtually at 646-663-6070 (PIN: 02371302) at 11:00 AM EST for the following purposes:

1. to receive annual financial statements of the Corporation for the fiscal year ended December 31, 2022 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 January 31st, 2024 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 January 31, 2024.

BY ORDER OF THE BOARD

“Christopher J. Berlet”

Christopher J. Berlet, President and CEO