

**STAKEHOLDER GOLD CORP.**

**ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS**

**TO BE HELD SEPTEMBER 8, 2025**

**NOTICE OF MEETING**

**AND**

**MANAGEMENT INFORMATION CIRCULAR**

**Meeting to be held at the offices of Stakeholder Gold Corp. Sparks Boardroom (9<sup>th</sup> Floor) 130 Queens Quay East Toronto, Ontario, M5A 0P6 and Virtually at 587-405-1252 (PIN: 9186787) 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 587-405-1252 (PIN: 9186787) 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, 2023 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 July 25, 2025 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 July 25, 2025.

**BY ORDER OF THE BOARD**

**“Christopher J. Berlet”**

Christopher J. Berlet, President and CEO