



Notice of Availability of Proxy Materials for Stellar AfricaGold Inc. Annual General and Special Meeting of Shareholders

Meeting Date and Location:

When: Thursday, February 27, 2025
11:00 a.m. (Vancouver time)

Where: at Suite 1890 – 1075 West Georgia Street, Vancouver, BC V6E 3C9 or by teleconference at **1-877-407-8816**, Participation Code: 18707, followed by the # sign

You are receiving this notification as Stellar AfricaGold Inc. (the “**Company**”) is using the notice and access mechanism (the “**Notice and Access Provisions**”) to deliver the meeting materials to its registered and beneficial shareholders (the “**Shareholders**”) for its annual general and special meeting of Shareholders to be held on Thursday, February 27, 2025 (the “**Meeting**”) and to advise that the proxy materials for the Meeting are available on the Internet. The Notice and Access Provisions are a set of rules that allow reporting issuers to post electronic versions of proxy-related materials via the System for Electronic Document Analysis and Retrieval and the Internet, rather than mailing paper copies of such materials to Shareholders. The Company will not use the procedure known as “stratification” in relation to the use of Notice and Access Provisions. Stratification occurs when a reporting issuer using the Notice and Access Provisions provides a paper copy of a management proxy circular to certain shareholders with the notice package.

This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. **We remind you to access and review all of the important information contained in the information circular dated January 17, 2025 (the “Circular”) and other proxy-related materials before voting.**

The Circular, the 2024 audited financial statements and the related management’s discussion and analysis (the “**Financial Statements**”), and other relevant materials are available at:

[Annual General Meeting – Stellar AfricaGold](#)

OR

www.sedarplus.ca

How to Obtain Paper Copies of the Proxy Materials

Shareholders may request to receive paper copies of the current meeting materials and the Financial Statements by mail at no cost. To ensure you receive the materials in advance of the voting deadline and meeting date, all requests must be received no later than February 13, 2025. If you do request the current materials, please note that another Form of Proxy or Voting Instruction Form will NOT be sent; please retain your current one for voting purposes. To obtain information about notice and access or to request paper copies of the proxy-related materials, please call TSX Trust Company, toll-free within North America at 1-888-433-6443, or email your request at tsxt-fulfilment@tmx.com.



Shareholder Meeting Notice

Shareholders will be asked to consider and vote on the matters listed below:

1. to set the number of Directors at six (6);
2. to elect Directors for the ensuing year;
3. to appoint Jones & O'Connell LLP, Chartered Professional Accountants, as auditor of the Company for the ensuing year and to authorize the directors to fix its remuneration;
4. to consider and, if thought fit, approve, adopt and ratify, the special resolution, as more particularly set forth in the Company's Information Circular, relating to the Company's Omnibus Long-term Incentive plan;
5. to consider, and if thought fit, approve, adopt and ratify, the special resolution, as more particularly set forth in the Company's Information Circular, relating to the issuance of common shares of the Company to settle certain outstanding debts for fees owed to one director of the Company.

Voting

PLEASE NOTE – YOU CANNOT VOTE BY RETURNING THIS NOTICE. To vote your securities, you must vote using the methods reflected on your enclosed Form of Proxy or Voting Instruction Form. Your Form of Proxy or Voting Instruction Form must be received by 11:00 a.m. (Vancouver time) on February 25, 2025.

PLEASE REVIEW THE CIRCULAR PRIOR TO VOTING
