

- AMENDED -



NOTICE OF ANNUAL GENERAL & SPECIAL MEETING OF SHAREHOLDERS

TO BE HELD ON FEBRUARY 27, 2025

NOTICE IS HEREBY GIVEN that the Annual General & Special Meeting (the “**Meeting**”) of STELLAR AFRICAGOLD INC. (the “**Company**”) will be held 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 on **THURSDAY, FEBRUARY 27, 2025 at 11:00 am** (Vancouver time) for the following purposes:

1. to receive the audited financial statements of the Company for the financial year ended July 31, 2024, together with the auditor’s report thereon;
2. to fix number of directors at six (6);
3. to elect directors for the ensuing year;
4. to appoint Jones & O’Connell LLP, Chartered Professional Accountants, as the Company’s auditor for the ensuing year, and to authorize the directors to fix the remuneration to be paid to the auditor;
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 dated January 17, 2025 (the “**Circular**”), relating to the Company’s Omnibus Long-term Incentive plan;
6. to consider, and if thought fit, approve, adopt and ratify, the special resolution, as more particularly set forth in the 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; and
7. to transact such other business as may properly come before the Meeting or any adjournments thereof.

The Company’s board of directors (the “**Board**”) has fixed January 17, 2025 as the record date for the determination of Shareholders entitled to receive notice of and to vote at the Meeting and at any adjournment or postponement thereof. Each registered Shareholder at the close of business on that date is entitled to receive such notice and to vote at the Meeting in the circumstances set out in the Information Circular.

The Company has elected to use the notice-and-access provisions under National Instrument 54-101 and National Instrument 51-102 (the “**Notice-and-Access Provisions**”) for the Meeting. The Notice-and- Access Provisions are a set of rules developed by the Canadian Securities Administrators that reduce the volume of materials that must be physically mailed to Shareholders by allowing the Company to post the Information Circular, the Company’s 2024 audited financial statements and the related management’s discussion and analysis, and any additional materials (collectively, the “**Meeting Materials**”) online. Shareholders will still receive this Notice of Meeting, a form of proxy and request for financial information form and may choose to receive a paper copy of the Meeting Materials.

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 the Information Circular to some shareholders with this notice package. In relation to the Meeting, all Shareholders will receive the required documentation under the Notice-and- Access Provisions, which will not include a paper copy of the Meeting Materials.

PLEASE REVIEW THE INFORMATION CIRCULAR CAREFULLY IN FULL PRIOR TO VOTING IN RELATION TO THE RESOLUTIONS BEING PRESENTED, AS THE INFORMATION CIRCULAR HAS BEEN PREPARED TO HELP YOU MAKE AN INFORMED DECISION ON THE MATTERS. THE INFORMATION CIRCULAR IS AVAILABLE AT Annual General Meeting – Stellar AfricaGold AND UNDER THE COMPANY’S PROFILE ON SEDAR AT WWW.SEDAR.COM. ANY SHAREHOLDER WHO WISHES TO RECEIVE A PAPER COPY OF THE MEETING MATERIALS (INCLUDING THE INFORMATION CIRCULAR) SHOULD CONTACT TSX TRUST COMPANY BY EMAIL AT: tsxt-fulfilment@tmx.com or by calling toll-free at 1-888-433-6443.

ALSO USE THE TOLL-FREE NUMBER NOTED ABOVE TO OBTAIN ADDITIONAL INFORMATION ABOUT THE NOTICE-AND-ACCESS PROVISIONS.

Registered Shareholders

Every registered holder of Common Shares of the Company at the close of business on January 17, 2025 is entitled to receive notice of, and to vote such Common Shares in advance of the Meeting.

If you are a registered shareholder of the Company and are unable to attend the Meeting in person, please complete, date and execute the accompanying form of proxy and deposit it with TSX Trust Company, by any of the following methods: by mail: P.O. Box 721, Agincourt, Ontario, M1S 0A1; by fax: 416-595-9593; or online: www.meeting-vote.com not less than 48 hours (excluding Saturdays, Sundays and holidays) prior to the Meeting.

Non-Registered Shareholders

Shareholders may beneficially own Common Shares that are registered in the name of a broker, another intermediary or an agent of that broker or intermediary ("**Non-Registered Shareholders**"). Without specific instructions, intermediaries are prohibited from voting shares for their clients. **If you are a Non-Registered Shareholder, it is vital that the voting instruction form provided to you by TSX Trust Company, your broker, intermediary or its agent is returned according to the instructions provided in or with such form, sufficiently in advance of the deadline specified, to ensure that they are able to provide voting instructions on your behalf.**

DATED at Vancouver, British Columbia, this 17th day of January, 2025.

BY ORDER OF THE BOARD OF DIRECTORS:

Signed: "John Cumming"

JOHN CUMMING

Executive Chairman and Director