

STELLAR AFRICAGOLD INC.
4908 Pine Cres., Vancouver, British Columbia V6M 3P6

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that an annual general and special meeting (the “**Meeting**”) of the holders (the “**Shareholders**”) of common shares (the “**Common Shares**”) of Stellar AfricaGold Inc. (“**Stellar**” or the “**Company**”) will be held at Suite 1890 – 1075 West Georgia Street, Vancouver, BC V6E 3C9 on **Tuesday, January 20, 2026 at 10:00 a.m. (Pacific Standard Time)**, for the following purposes:

1. to receive the audited financial statement of the Company for the year ended July 31, 2025, together with the auditor’s report thereon.
2. to fix the number of directors of the Company at six (6).
3. to elect directors of the Company to hold office until the next annual meeting of Shareholders or until their successors are duly elected or appointed.
4. to appoint Jones & O’Connell LLP, Chartered Professional Accountants, as Company’s auditor for the ensuing year, and to authorize the directors to fix the auditor’s remuneration.
5. to consider, and if deemed appropriate, with or without variation, to pass an ordinary resolution of Shareholders to approve and ratify the Company’s Omnibus Long-term Incentive Plan (the “**Omnibus Plan**”), as more particularly described in the accompanying management information circular dated December 8, 2025 (the “**Information Circular**”)
6. to transact such other business as may properly come before the Meeting or any adjournment or postponement thereof.

The Company’s board of directors (the “**Board**”) has fixed December 8, 2025 as the record date (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 (as defined below) of record as of the close of business on the Record Date is entitled to receive notice of and vote at the Meeting in accordance with the provisions set out in the accompanying Information Circular.

Registered Shareholders

If you are a registered Shareholder (i.e., you hold Common Shares directly in your name and have a share certificate or direct registration system (DRS) statement), and are unable to attend the Meeting in person, please complete, date, and sign the accompanying form of proxy and deposit it with the Company’s transfer agent, TSX Trust Company (“**TSX Trust**”), by any of the following methods:

- by mail: P.O. Box 721, Agincourt, Ontario M1S 0A1;
- by facsimile: (416) 607-7964; or
- online: www.meeting-vote.com

not less than 48 hours (excluding Saturdays, Sundays and holidays) prior to the Meeting. Should you require any assistance, please contact TSX Trust via email at shareholderinquiries@tmx.com or call toll-free 1-800-387-0825.

Beneficial Shareholders

If you are a beneficial Shareholder (i.e., your Common Shares are held through an intermediary such as a broker, bank, trust company, or other nominee), you should follow the voting instructions provided by your intermediary to ensure your Common Shares are represented at the Meeting.

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 2025 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 ON THE COMPANY'S WEBSITE AT: [HTTPS://STELLARAFRICAGOLD.COM/](https://stellarafricagold.com/) AND UNDER THE COMPANY'S PROFILE ON SEDAR+ AT [WWW.SEDARPLUS.CA](http://www.sedarplus.ca). ANY SHAREHOLDER WHO WISHES TO RECEIVE A PAPER COPY OF THE MEETING MATERIALS (INCLUDING THE INFORMATION CIRCULAR) SHOULD CONTACT THE COMPANY AT SUITE 1890, 1075 WEST GEORGIA STREET, VANCOUVER, BC, V6E 3C9, BY FAX AT (604) 687-3141, BY TELEPHONE TOLL FREE AT 1-888-787-0888 OR BY EMAIL AT [INFO@DENOVOGROUP.CA](mailto:info@denovogroup.ca). SHAREHOLDERS MAY ALSO USE THE TOLL-FREE NUMBER NOTED ABOVE TO OBTAIN ADDITIONAL INFORMATION ABOUT THE NOTICE-AND-ACCESS PROVISIONS.

As always, the Company encourages Shareholders to vote prior to the Meeting by proxy and to join the Meeting in person.

Dated at Vancouver, British Columbia this 8th day of December, 2025.

By Order of the Board of Directors of

STELLAR AFRICAGOLD INC.

/s/ "John Cumming"

John Cumming

Executive Chairman & Director
