



Appointment of Proxyholder

I/We, being holder(s) of Common Shares of Stellar AfricaGold Inc. (the "Company"), hereby appoint: John Cumming, or failing him Jean François Lalonde, or

Print the name of the person you are appointing if this person is someone other than the individuals listed above

as proxy of the undersigned, to attend, act and vote on behalf of the undersigned in accordance with the below direction (or if no directions have been given, as the proxy sees fit) on all the following matters and any other matter that may properly come before the Annual General and Special Meeting (the "Meeting") of Shareholders of the Company to 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 a.m. (Vancouver time), and at any and all adjournments or postponements thereof in the same manner, to the same extent and with the same powers as if the undersigned were personally present, with full power of substitution.

MANAGEMENT’S VOTING RECOMMENDATIONS ARE INDICATED BY HIGHLIGHTED TEXT OVER THE BOXES. Please use a dark black pencil or pen.

1. Set the number of Directors at 6

FOR **AGAINST**

2. Election of Directors

FOR **WITHHOLD**

FOR **WITHHOLD**

1. John Cumming

4. Lauren McCrae

2. Jean-François Lalonde

5. Anthony Trevisan

3. Yassine Belkabar

6. Francis M.Y. Boulle

3. Appointment of the Auditor

Appointment of 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.

FOR **WITHHOLD**

4. Approval of the Omnibus Long-Term Incentive Plan

To consider and, if thought fit, approve, adopt and ratify the special resolution, as more particularly set forth in the accompanying Information Circular, relating to the Company’s Omnibus Long-Term Incentive Plan.

FOR **AGAINST**

5. Settling of certain outstanding debts for fees owed to one director

To consider and, if thought fit, approve, adopt and ratify the special resolution, as more particularly set forth in the accompanying 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.

FOR **AGAINST**

Under Canadian Securities Laws, you are entitled to receive certain investor documents. If you wish to receive such materials, please tick the applicable boxes below. You may also go to TSX Trust Company website <https://services.tsxtrust.com/financialstatements> and input code 7216a.

- I would like to receive quarterly financial statements
- I would like to receive annual financial statements

I/We authorize you to act in accordance with my/our instructions set out above. I/We hereby revoke any proxy previously given with respect to the Meeting. If no voting instructions are indicated above, this proxy will be voted as recommended by management or, if you appoint another proxyholder, as such other proxyholder sees fit. On any amendments or variations proposed or any new business properly submitted at the Meeting, I/We authorize you to vote as you see fit.

Signature(s)

Date

Please sign exactly as your name(s) appear on this proxy. Please see reverse for instructions. All proxies must be received by 11:00 a.m. (Vancouver time) on February 25, 2025.

Form of Proxy – Annual General and Special Meeting of Shareholders of Stellar AfricaGold Inc. (the “Corporation”) to be held on February 27, 2025 (the “Meeting”)

This Form of Proxy is solicited by and on behalf of Management.

Notes

1. Every holder of common shares of the Corporation (the “Common Shares”) has the right to appoint some other person or company of its choice, who need not be a holder of Common Shares, to attend and act on its behalf at the Meeting or any adjournment or postponement thereof. If you wish to appoint a person or company other than the persons whose names are printed herein, please insert the name of your chosen proxyholder in the space provided (see reverse).
2. If the securities are registered in the name of more than one holder of Common Shares (for example, joint ownership, trustees, executors/liquidators), then all those registered should sign this proxy. If you are voting on behalf of a corporation or another individual, you must sign this proxy and state your signing capacity, and you may be required to provide documentation evidencing your proxy signing authority.
3. This proxy should be signed in the exact manner as the name(s) appear(s) on the proxy.
4. If this proxy is not dated, it will be deemed to bear the date on which it is mailed by management to the holder of Common Shares.
5. **The securities’ voting right represented by this proxy will be voted as directed by the holder of Common Shares, however, if such a direction is not made in respect of any matter, this proxy will be voted as recommended by Management.**
6. The proxyholder will exercise the securities’ voting right represented by this proxy by voting “for”, “against” or “withhold” for each of the matters described herein, as applicable, in accordance with the instructions of the holder of Common Shares on any ballot that may be called for and, if the holder of Common Shares has specified a choice with respect to any matter to be acted on, the securities will be voted accordingly.
7. This proxy confers discretionary authority in respect of amendments to matters identified in the notice of meeting or other matters that may properly be brought at the Meeting or any adjournment or postponement thereof.
8. This proxy should be read in conjunction with the documentation prepared by management.

All proxies must be received by 11:00 a.m. (Vancouver time) on February 25, 2025.

How to Vote

INTERNET

- Go to www.meeting-vote.com
- Cast your vote online
- View Meeting documents

TELEPHONE

Use any touch-tone phone, call toll free in Canada and United States **1-888-489-7352**, an agent will help you vote online.

To vote by Internet or telephone you will need your control number. If you vote by Internet or telephone, DO NOT return this proxy.

To vote using your smartphone, please scan this QR Code:



MAIL, FAX or EMAIL

- Complete and return your signed proxy in the envelope provided or send to:

TSX Trust Company
P.O. Box 721
Agincourt, ON M1S 0A1

- You may alternatively fax your proxy to 416-595-9593 or scan and email to proxyvote@tmx.com.

If you wish to receive investor documents electronically in the future, please visit <https://services.tsxtrust.com/edelivery> to enroll.