TERM SHEET

November 4, 2024

A preliminary short form prospectus containing important information relating to the securities described in this document has not yet been filed with the securities regulatory authorities in each of the Provinces of Canada, except Quebec. The preliminary short form prospectus will be accessible through SEDAR+. A copy of the preliminary short form prospectus is required to be delivered to any investor that received this document and expressed an interest in acquiring the securities. A copy of the preliminary short form prospectus may be obtained from Paradigm Capital, email: ecm@paradigm.cap.com.

There will not be any sale or any acceptance of an offer to buy the securities until a receipt for the final short form prospectus has been issued.

This document does not provide full disclosure of all material facts relating to the securities offered. Investors should read the preliminary short form prospectus, final short form prospectus and any amendment, for disclosure of those facts, especially risk factors relating to the securities offered, before making an investment decision.

This communication shall not constitute an offer to sell or the solicitation of an offer to buy. There shall not be any sale of these securities in any jurisdiction outside of Canada in which such offer, solicitation or sale would be unlawful or would require registration under the securities laws of any such jurisdiction. The securities offered under this prospectus have not been and will not be registered under the United States Securities Act of 1933, as amended (the "U.S. Securities Act"), or the securities laws of any state of the United States (as such term is defined in Regulation S under the U.S. Securities Act) (the "United States"), and may not be offered or sold within the United States, except in transactions exempt from registration under the U.S. Securities Act and applicable U.S. state securities laws.

Issuer: STLLR Gold Inc. (the "**Company**").

Offering:

(i) 4,793,000 units of the Company issued on a charitable flow-through basis (the "**Premium FT Units**") at a price of $1.565 per Premium FT Unit (the "**Premium FT Issue Price**") for gross proceeds of approximately $7,501,045. Each Premium FT Unit will consist of one common share of the Company that will qualify as a flow-through share (within the meaning of subsection 66(15) of the *Income Tax Act* (Canada)) sold on a charitable flow-through basis ("**Premium FT Share**") and one-half of one common share purchase warrant (each whole warrant, a "**Premium FT Unit Warrant**"). Each Premium FT Unit Warrant underlying the Premium FT Units will also qualify as a "flow-through share" (within the meaning of subsection 66(15) of the *Income Tax Act* (Canada)). It is contemplated that the Premium FT Units will subsequently be donated or resold by certain subscribers under the Offering to one or more registered charities or purchasers, as applicable, arranged by the Underwriters in accordance with exemptions pursuant to applicable securities laws.

(ii) 3,788,000 units of the Company issued on a flow-through basis (the "**FT Units**") at a price of $1.320 per FT Unit (the "**FT Issue Price**") for gross proceeds of approximately $5,000,160. Each FT Unit will consist of one common share of the Company that will qualify as a flow-through share (within the meaning of subsection 66(15) of the *Income Tax Act* (Canada) sold on a flow-through basis ("**FT Share**") and one-half of one Common Share purchase warrant (each whole warrant, a "**FT Unit Warrant**"). Each FT Unit Warrant underlying the FT Units will also qualify as a "flow-through share" (within the meaning of subsection 66(15) of the *Income Tax Act* (Canada)).

(iii) 11,364,000 units of the Company (the "**Hard Dollar Units**") at a price of $1.100 per Hard Dollar Unit (the "**Hard Dollar Issue Price**") for gross proceeds of approximately $12,500,400. Each Hard Unit will consist of one common share of the Company and one-half of one Common Share purchase warrant (each whole warrant, a "**Hard Dollar Unit Warrant**") (which for greater certainty will not qualify as a "flow-through share").

The Premium FT Units, FT Units and Hard Dollar Units are collectively referred to as the "**Offered Securities**".

Warrant Terms: Each Premium FT Unit Warrant, FT Unit Warrant and Hard Dollar Unit Warrant will entitle the holder thereof to acquire one common share of the Company (each, a "**Warrant Share"**) on a non flow-through basis at an exercise price of $1.540 for a period of 2 years following the Closing Date (as defined herein). The Warrant Shares acquired upon exercise of the Warrants comprising part of the Premium FT Units and FT Units will not qualify as flow-though shares.

Underwriters' Option: The Company will grant to the Underwriters an option to cover over-allotments and for market stabilization purposes (the "**Over-Allotment Option**") to purchase up to that number of additional Offered Securities which equal to 15% of the Offered Securities purchased in the Offering. The Over-Allotment Option will be exercisable in whole or in part, at any time and from time to time, for a period of 30 days from and including the Closing Date.

Offering Procedure: The Offered Securities will be offered in Canada on a "Bought Deal" basis by way of a short-form prospectus (the "**Prospectus**"), pursuant to National Instrument 44-101 *Short Form Prospectus Distributions* ("**NI 44-101**") and in the United States pursuant to available exemptions from the registration requirements under the United States Securities Act of 1933, as amended (the "**U.S. Securities Act**") and state securities laws. The completion of the Offering shall be subject to the receipt of all necessary regulatory approvals and the other conditions listed herein.

Jurisdictions: The Underwriters will be entitled to offer the Offered Securities in all of the provinces of Canada other than Quebec (the "**Jurisdictions**"), in accordance with NI 44-101, and to offer the Offered Securities in such other jurisdictions as the Company and the Lead Underwriter mutually agree, provided that any offering or sale of the Offered Securities outside of the Jurisdictions does not give rise to any requirement on the part of the Company to file a prospectus, registration statement or offering memorandum or similar obligation, and does not impose any form of continuous disclosure obligations on the Company in such jurisdictions. Private placement offerings in the United States will be made to "qualified institutional buyers" pursuant to Rule 144A of the U.S. Securities Act. Any press release issued by the Company in connection with the Offering may not be disseminated in the United States and shall bear legends to this effect consistent with applicable laws.

Flow-Through Use of Proceeds and Tax Considerations:	An amount equal to the gross proceeds from the issuance of the FT Shares, the Premium FT Unit Warrants, the Premium FT Shares and the FT Unit Warrants (collectively, the "**FT Securities**") will be used to incur "Canadian exploration expenses" as defined in the *Income Tax Act* (Canada) that will qualify as "flow-through mining expenditures", as defined in subsection 127(9) of the *Income Tax Act* (Canada) (the "**Qualifying Expenditures**"). The Qualifying Expenditures will be incurred on or before December 31, 2025 and an amount of such Qualifying Expenditures equal to the gross proceeds from the issuance of the FT Securities will be renounced by the Company to the subscribers of the FT Units and the Premium FT Units with an effective date no later than December 31, 2024. In the event that the Company is unable to renounce the issue price of the FT Securities on or prior to December 31, 2024 in respect of each FT Unit and/or Premium FT Unit purchased and/or if the amount of the Qualifying Expenditures are reduced upon an assessment or reassessment by the Canada Revenue Agency, the Company will as sole recourse for such failure to renounce, indemnify each FT Unit and/or Premium FT Unit subscriber for the additional taxes payable by such subscriber to the extent permitted by the *Income Tax Act* (Canada) as a result of the Company's failure to renounce the Qualifying Expenditures as agreed.
Use of Proceeds of Hard Dollar Units:	The net proceeds from the sale of the Hard Dollar Units will be used for non flow-through eligible operating expenses and for general corporate and working capital purposes.
Listing:	The Company's common shares are listed on the TSX under the symbol "STLR". The Company will make an application to the TSX to list the Common Shares comprising part of the Offered Securities which listing must be conditionally approved prior to the Closing Date, subject only to customary listing conditions.
Eligibility:	The common shares and Warrants shall be qualified investments for RRSPs, RRIFs, RDSPs, RESPs, TFSAs and DPSPs under the *Income Tax Act* (Canada) subject to the rules concerning warrants.
Underwriter:	Paradigm Capital Inc. (the "**Lead Underwriter**")
Commission:	The Underwriter will be paid by the Company on the closing of the Offering and closing of the Over-Allotment Option, if any, a cash commission equal to 6.0% of the gross proceeds of the Offering (the "**Cash Commission**").

Broker Warrants:	The Underwriter will receive, on the closing of the Offering and closing of the Over-Allotment Option, broker warrants (the "**Broker Warrants**") entitling the Underwriters, from time to time for a period of 2 years from the closing of the Offering and closing of the Over-Allotment Option, to acquire that number of Common Shares (the "**Broker Shares**") that is equal to 3.0% of the Offered Securities issued pursuant to the Offering, at an exercise price equal to the Hard Dollar Issue Price.
Closing Date:	The Closing Date will be November 26, 2024, or such other date as mutually agreed to by the Company and the Lead Underwriter (the "**Closing Date**").