MATERIAL CHANGE REPORT

PURSUANT TO NATIONAL INSTRUMENT 51-102

RESPECTING CONTINUOUS DISCLOSURE OBLIGATIONS

ITEM 1: Name and address of the Company

Stellar Pacific Ventures Inc. (“Stellar”)
1155 University Suite 812
Montreal, Quebec, Canada
H3B 3A7

ITEM 2: Date of Material Change

December 30, 2011

ITEM 3: News Release

Press release was issued on January 3, 2011.

ITEM 4: Summary of Material Change

Stellar completes sale of 170 mining claims located in Quebec to TomaGold Corporation. Stellar has received 22,000,000 shares of TomaGold in exchange of the mining claims.

Stellar has completed a private placement in the amount $306,500 through the issuance of 3,831,250 units (the “Units”) at a purchase price of $0.08 per Unit.

ITEM 5: Full description of the Material Change

Stellar reports the completion of the sale of it’s Quebec properties (170 claims) to TomaGold Corporation (previously Carbon2Green Corporation) December 30, 2011. In exchange of the properties, Stellar has received 22,000,000 shares of TomaGold Corporation

Stellar also reported that it had completed a first tranche of the private placement offering (announced December 14, 2011) on December 30, 2011, and has raised gross proceeds of $306,500 through the issuance of 3,831,250 units (the “Units”) at a purchase price of $0.08 per Unit. Each Unit is composed of one common share and one half (½) of one common share purchase warrant (the “Warrant”). Each full Warrant entitles the holder to purchase one additional common share in the capital of the Corporation for a period of eighteen (18) months from the date of issuance, at a purchase price of $0.15 per common share. A finder’s fee of $8,750 was paid by the Corporation to Macquarie Private Wealth Inc. (“MPW”) in connection with the sale of Units where MPW acted as intermediary. In addition, a Finder Option was issued to MPW entitling MPW to purchase up to 109,375 Units for a period of 12 months. As defined above, each Unit is priced at $0.08 and is composed of one common share and one half (½) of one Warrant.

5.2 N/A

ITEM 6: Reliance on Subsection 7.1 (2) or (3) of National Instrument 51-102

Not applicable.

ITEM 7: Omitted Information

Not applicable.

ITEM 8: Executive Officer

Maurice Giroux, CEO
Tel.: 514-866-6299

ITEM 9: Date of Report

January 6, 2011