

MATERIAL CHANGE REPORT
(FORM 51-102F3)

Item 1: REPORTING ISSUER

Stellar AfricaGold Inc. (the "Company")
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Item 2: DATE OF MATERIAL CHANGE

August 18, 2020

Item 3: PRESS RELEASE

Date: August 19, 2020

Dissemination: The news release dated March 6, 2020 was disseminated through *The Newswire* and is available on the SEDAR website (www.sedar.com).

Item 4: SUMMARY OF MATERIAL CHANGE

Acquisition of the Tichka Est property Morocco

Item 5.1: FULL DESCRIPTION OF MATERIAL CHANGE

**STELLAR AFRICAGOLD SIGNS DEFINITIVE AGREEMENT
TO ACQUIRE 90% INTEREST IN TICHKA EST GOLD PROJECT IN MOROCCO.**

Vancouver, August 19, 2020— John Cumming, President and CEO of Stellar AfricaGold Inc., (TSX-V: SPX) ("Stellar" or the "Company") is pleased to announce:

Tichka Est Gold Project Acquisition

Stellar and the Moroccan National Office of Hydrocarbons and Mines ("ONHYM") have signed the definitive Exploration Agreement for the acquisition, exploration and development of the gold and multi-elements potential of the Tichka Est property in the Occidental High Atlas region of Morocco. Pursuant to the Exploration Agreement Stellar may earn a 90% interest in the Tichka Est project by spending 19,200,000 Moroccan dirhams, approximately US\$2,070,000, over three years. Following the first three-year term or the completion of the proposed agreed exploration program, whichever comes first, a decision either to proceed to a feasibility study or continue exploration will be made by a joint management committee and, if advisable additional exploration may be required prior to proceeding with a feasibility study. All exploration work, including the feasibility study, will be at Stellar's expense.

Upon completion of a positive feasibility study, the permits will be transferred at no additional charge from ONHYM to a new mining company that will be jointly owned by Stellar as to 90% and by ONHYM as to 10%. Following the commissioning of the mining operation ONHYM will receive the greater of a 2.5% Net Smelter Return royalty or a lump sum payment of 100,000 Moroccan dirhams, approximately US\$10,750.

Other than the exploration expenditure requirements there are no additional fees payable to ONHYM.

Pursuant to TSX Venture Exchange Listing Policy 5.3 the Tichka acquisition is an Exempt Transaction.

About Tichka Est Gold Project

The Tichka Est gold project is comprised of three licences of 16 km² each totalling 48 Km². Tichka Est is in the High Atlas mountain region approximately 160-kilometres southwest of Marrakech and is easily accessible by road. Historical work on the property is well-documented, and ONHYM has completed a geological and geophysical IP chargeability survey and a stream sediments geochemistry survey over the area. ONHYM has outlined and surface sampled two extensive gold structures, designated Zone A and Zone B, related to a regional ENE-WSW regional fault. ONHYM has trenched the B structure for over 800 metres and reported historical gold grades as high as **27.1 g/t Au** in trench number 10. ONHYM cut a total of 11 trenches across the B structure and reported gold grades in all trenches.

Stellar, during its recently completed due diligence programs, successfully confirmed ONHYM's prior results, located some possible extensions of structures associated with Zones A and B, outlined other associated and mineralized structures within the property area, and collected 117 rock chips and grab samples. The structures associated with Zones A and B were chip sampled across their full exposure. The samples were sent to African Laboratory for Mining and Environment in Marrakech for analysis by Fire Assay method.

Tichka Zone A

The Zone A structure has been observed over a strike distance of 500 metres, is oriented NNW and is described as a granitic dyke containing numerous quartz-carbonate veins. A total of 9 different exposures across the Zone A structures were chip sampled and returned the following results:

Zone A chip sample assays – selected results:

4.48 g/t Au over 5.50 metres.	8.03 g/t Au over 6.30 metres.
2.84 g/t Au over 4.50 metres.	4.79 g/t Au over 6.40 metres.
3.95 g/t Au over 5.00 metres.	0.07 g/t Au over 4.50 metres.
2.12 g/t Au over 5.00 metres.	1.14 g t Au over/ 4.50 metres.
2.63 g/t Au over 5.00 metres.	

Prospecting in the surrounding area reported additional results of 12.25 g/t Au over 0.30 metres. and 10.79 g/t Au over 1.00 metre in the Zone A northern and southern extensions, respectively.

Tichka Zone B

Zone B is a major shear structure that is observed over two kilometres oriented N25°E. From this main structure numerous secondary structures oriented N50°E reported gold grades ranging from 0.1 to 4.0 g/t Au over 3.00 metres.

Technical Information and Quality Control Notes

The assay results referenced in this news release were prepared in accordance with National Instrument 43-101 Standards of Disclosure for Mineral Projects. The sampling of, and assay data from, channel

chips samples is monitored through the implementation of a quality assurance - quality control program designed to follow industry best practice.

Sample collection was done by two local experienced senior geologists under the supervision of Yassine Belkabir, MScDIC, CEng, MIMMM, Stellar's Director and QP in Morocco, and Dr. Ali Saquaque, Stellar's Technical Advisor for Africa. Channel sampling of each mineralized section encountered in the different trenches was done at surface across exposed sections of mineralized structures. Each sample collected weighed approximately two kilograms and is a representative composite of the material within this interval. The samples were bagged on site and stored in safe areas until being transported to African Laboratory for Mining and Environment ("Afrilab") in Marrakech for analysis.

A total of 117 samples were sent to Afrilab for preparation and analysis. All samples were crushed and ground to 75 microns, and fifty-gram aliquots of the samples were fire assayed with atomic absorption finish. Afrilab quality control consisted of 1 control, 1 blank and 2 duplicate samples, and all assays were within the targeted range.

About ONHYM

ONHYM was established on August 17, 2005 by the merger of the Bureau of Research and Mining Participations ("BRPM") and The National Office for Research and Petroleum Exploration ("ONAREP"). Since their inception BRPM (1928) and ONAREP (1981) have been leaders in Morocco in their respective fields, and have highly regarded among international operators.

ONHYM is a public institution with legal personality and financial autonomy, and it is subject to Moroccan State supervision to ensure compliance by the competent bodies of the Office of the provision of the law 33-01. ONHYM has more than 100 geologists and specialists in related disciplines. It also has multidisciplinary teams working on numerous projects basis in synergy with third party partners. With increasing international openness and strong technical proficiency ONHYM is aggressively pursuing its mandated objectives.

ITEM 6. RELIANCE ON SUBSECTION 7.1(2) OF NI 51-102

Not applicable.

ITEM 7. OMITTED INFORMATION

No information has been omitted on the basis that it is confidential information.

ITEM 8. EXECUTIVE OFFICER

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ITEM 9. DATE OF REPORT

August 19, 2020