FORM 51-102F3
MATERIAL CHANGE REPORT

ITEM 1. NAME AND ADDRESS OF COMPANY

Stellar AfricaGold Inc. (the "Company")
4908 Pine Crescent
Vancouver, BC V6M 3P6

ITEM 2. DATE OF MATERIAL CHANGE

April 8, 2024

ITEM 3. NEWS RELEASE

A news release with respect to the material change was disseminated on April 8, 2024 and was filed on SEDAR+ and disseminated through the facilities of The NewsWire.

ITEM 4. SUMMARY OF MATERIAL CHANGE

The Company closed debt settlement agreements on April 8, 2024 (the **"Settlement Agreements"**) to settle outstanding cash payments owed to arms' length creditors totaling approximately $226,388 (the **"Debt Settlement"**).

ITEM 5. FULL DESCRIPTION OF MATERIAL CHANGE

The Company closed the Settlement Agreements and issued an aggregate of 9,055,510 common shares (**"Shares"**) at a deemed price of $0.025 per Share to arms' length creditors.

The Debt Settlement is subject to final TSX Venture Exchange approval.

The Shares issued will be subject to a statutory four-month and one day hold period from the date of issuance.

ITEM 6. RELIANCE ON SUBSECTION 7.1(2) OR (3) OF NATIONAL INSTRUMENT 51-102

Not Applicable.

ITEM 7. OMITTED INFORMATION

There are no significant facts required to be disclosed herein which have been omitted.

ITEM 8. EXECUTIVE OFFICER

Contact: J. Francios Lalonde, Presient
Telephone: (514) 994-0654

ITEM 9. DATE OF REPORT

April 10, 2024