

**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 18, 2024

ITEM 3. NEWS RELEASE

A news release with respect to the material change was disseminated on April 18, 2024 through the facilities of The Newswire.

ITEM 4. SUMMARY OF MATERIAL CHANGE

The Company announced that it has sold the Namarana Gold Project, Mali.

ITEM 5. FULL DESCRIPTION OF MATERIAL CHANGE

The Company has concluded an arm's length sale of its 100% owned Malian subsidiary, Stellar Pacific Mali SARL. Stellar Pacific Mali SARL is the sole owner of the Namarana Gold Project, the only project being developed by Stellar AfricaGold Inc. in Mali. The sale price for Stellar Pacific Mali SARL was Twenty-five Million (Franc CFA 25,000,000) West African Francs ("CFA"), approximately C\$52,000.

The sale of Stellar Pacific Mali SARL including the Namarana Gold Project is an Exempt Disposition pursuant to TSX Venture Exchange policy 5.3, Section 3.1(i).

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, President
Telephone: (514) 994-0654

ITEM 9. DATE OF REPORT

May 1, 2024