# FORM 51-102F3
# MATERIAL CHANGE REPORT

## ITEM 1. NAME AND ADDRESS OF COMPANY

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

## ITEM 2. DATE OF MATERIAL CHANGE

January 29, 2025

## ITEM 3. NEWS RELEASE

The news release was disseminated through the facilities of Thenewswire and filed on SEDAR+ on January 29, 2025.

## ITEM 4. SUMMARY OF MATERIAL CHANGE

The Issuer announced the renewal of the Tichka Est group of permits in Morocco.

## ITEM 5. FULL DESCRIPTION OF MATERIAL CHANGE

On January 29, 2025, the Issuer announced the completion of a renewal agreement with the Office National des Hydrocarbures et des Mines du Maroc ("ONHYM"). Under the agreement, the Issuer will invest US$2,239,000 (approximately C$3,500,000) in exploration over a 3-year period to earn an 85% interest in the permits group. Once the earn-in is completed, ONHYM will maintain a 15% free carried interest and a 3% Net Smelter Return royalty.

The Tichka Est gold project is comprised of seven permits aggregating 82 square kilometres located in the High Atlas Mountain region of Morocco approximately 80 kilometres south-southwest of Marrakech. To date the Issuer has incurred just over USD $1.1 million of agreed exploration expenditures and identified extensive gold mineralization within three structures.

## 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

January 29, 2025