



STELLAR
AFRICAGOLD

MATERIAL CHANGE REPORT
(FORM 51-102F3)

Item 1: REPORTING ISSUER

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

Item 2: DATE OF MATERIAL CHANGE

August 22, 2019

Item 3: PRESS RELEASE

Date: August 22, 2019

Dissemination: The news release dated August 22, 2019 was disseminated through *The Newswire* and is available on the SEDAR website (www.sedar.com).

Item 4: SUMMARY OF MATERIAL CHANGE

Sale of Balandougou gold Project for \$5,120,000

Item 5.1: FULL DESCRIPTION OF MATERIAL CHANGE

Vancouver, August 22, 2019 – John Cumming, **President and Chief Executive Officer** of Stellar AfricaGold Inc., (TSX-V: SPX) ("Stellar" or the "Company") is pleased to announce:

Sale of Balandougou Gold Project, Guinea

Stellar and its minority partners have reached a definitive agreement dated August 22, 2019 with Rida Mining Ltd. of Khartoum, Sudan, an arm's length party, for the sale of 100% of the Balandougou Gold Project including the 7 km² Balandougou semi-industrial exploitation permit together with all related plant and equipment, and two Guinea subsidiary companies holding adjacent exploration permits pending totalling approximately 150 km². Stellar and the minority partners own 80% and 20% respectively of the Balandougou Gold Project.

The transaction price is US\$3.85M (C\$5.13M) paid to Stellar as intercorporate exploration and development expense recovery. The sale proceeds will be paid in installments, US\$1.8M (C\$2.46M) on closing with the balance in three installments ending January 15, 2021.

Project due diligence is complete; however, the sale remains subject to several closing conditions including governmental approvals in Guinea, Stellar shareholder approval at the Annual General Meeting scheduled for October 17, 2019 and TSX Venture Exchange approval in the normal course.

African Bureau of Mining Consultants and its founder (“ABM”) of Casablanca, Morocco were instrumental in the transaction origination and are providing ongoing essential transaction facilitation services including structuring the transaction, inter-jurisdictional legal coordination, project technical consulting, and cross-cultural advice. In respect of the transaction origination ABM will receive a finder’s fee to be paid from the proceeds of the transaction. ABM’s support and facilitation services are ongoing and will continue until all non-domestic transactional conditions are satisfied. ABM will be paid consultancy fees for those support and facilitation services which are in addition to the finder’s fee.

“The skill and dedication of Stellar’s exploration team during the past several years has successfully demonstrated the excellent gold potential of the Balandougou Gold Project” said Stellar vice President and COO Maurice Giroux. “The discovery of a cluster of gold deposits in the Solotomo area provide the Balandougou Gold Project a solid foundation for the current transaction with Rida Mining. Rida Mining possesses the expertise and financial capacity to take the Balandougou Gold Project forward to commercial production.”

New Projects for Stellar AfricaGold

“The sale of Balandougou marks the end of one journey and the beginning of another. It is time for Stellar to forge a new direction forward” said Stellar President and CEO John Cumming. “Management is refocusing Stellar on mineral resource exploration and is actively evaluating several potential acquisition opportunities. The closing of the Balandougou transaction with Rida Mining will strengthen Stellar financially enabling management to begin examining and acquiring promising exploration opportunities in North and West Africa. Future acquisitions will be announced as decisions are taken.”

Board Expansion

Stellar’s management is also considering expanding its board of directors by adding new members with expertise in UK and European equity financing, and African mineral exploration. Advanced discussions with qualified candidates are ongoing. Announcements will be made as decisions are taken.

ABOUT STELLAR AFRICAGOLD INC.

Stellar AfricaGold Inc. is a Canadian exploration company with offices in Vancouver, BC and Montreal, QC.

Stellar is focussing in the acquisition, exploration and promotion of new mineral exploration projects in north and west African jurisdictions to create wealth for shareholders.

The technical content of this press release has been reviewed and approved by independent consultant Greg Isenor, P. Geo, a Qualified Person as defined in NI 43-101.

For further information please contact:

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Additional information is available on the Company’s website at www.stellarafricagold.com.

ITEM 5.2 DISCLOSURE FOR RESTRUCTURING TRANSACTIONS

Not applicable.

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

Contact: John Cumming, President and Chief Executive Officer
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ITEM 9. DATE OF REPORT

August 22, 2019