

**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

November 5, 2024

ITEM 3. NEWS RELEASE

A news release with respect to the material change was disseminated on November 7, 2024 through the facilities of The Newswire.

ITEM 4. SUMMARY OF MATERIAL CHANGE

The Company settled an aggregate of \$75,000 in debt (the "**Debt Settlement**") through the issuance of an aggregate of 1,250,000 common shares in the capital of the Company at a price of \$0.06 per share with related parties.

ITEM 5. FULL DESCRIPTION OF MATERIAL CHANGE

On November 5, 2024, the Company issued 1,250,000 common shares in the capital of the Company at a price of \$0.06 per share, to two non-arms length creditors to the Company, in settlement of an aggregate \$75,000 in debt.

All securities issued pursuant to the Debt Settlement are subject to a statutory four-month and one day hold period in accordance with Canadian Securities Law and the policies of the TSXV. The Debt Settlement remains subject to final acceptance of the TSXV.

Two Insiders of the Company participated in the Debt Settlement and is a related party of the Company pursuant to Multilateral Instrument 61-101 - *Protection of Minority Security Holders in Special Transactions* ("MI 61-101"). Related party involvement in the Debt Settlement constitutes a "related party transaction". The Company relied on the exemptions from the formal valuation and minority shareholder approval requirements of MI 61-101 pursuant to Sections 5.5(a) and 5.7(1)(a) respectively, as neither the fair market value of the subject matter of, nor the fair market value of the consideration for, the Debt Settlement, insofar as it involves interested parties, exceeds 25 per cent of the Company's market capitalization.

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

November 7, 2024