



**STELLAR AFRICAGOLD INC.**

**CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS**

**NINE MONTHS ENDED APRIL 30, 2023 AND 2022**  
**(Expressed in Canadian dollars)**

**NOTICE OF NO AUDITOR REVIEW OF INTERIM FINANCIAL STATEMENTS**

In accordance with National Instrument 51-102 released by the Canadian Securities Administrators, the Company discloses that its independent auditor has not reviewed the unaudited condensed interim consolidated financial statements for the periods ended April 30, 2023 and 2022.

The accompanying unaudited condensed interim consolidated financial statements of Stellar AfricaGold Inc., for the periods ended April 30, 2023 and 2022, have been prepared by and are the responsibility of the Company's management.

**STELLAR AFRICAGOLD INC.**  
**CONDENSED INTERIM CONSOLIDATED STATEMENTS OF FINANCIAL POSITION**  
(Expressed in Canadian dollars)

As at,	April 30, 2023 (Unaudited)	July 31, 2022 (Audited)
	\$	\$
<b>ASSETS</b>		
<b>Current</b>		
Cash	39,305	737,201
Prepaid expenses (Note 5)	3,482	148,080
Sales taxes receivable	1,408	39,524
<b>Total Current Assets</b>	<b>44,195</b>	<b>924,805</b>
<b>Non-current</b>		
Mosaic Minerals Corp marketable securities (Note 6)	383,280	468,000
<b>Total Assets</b>	<b>427,475</b>	<b>1,392,805</b>
<b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>		
<b>Current Liabilities</b>		
Trade and other payables	162,434	139,063
Payable to related parties (Note 9)	177,120	124,576
<b>Total Liabilities</b>	<b>339,554</b>	<b>263,639</b>
<b>Shareholders' Equity</b>		
Share capital (Note 7)	20,556,109	20,543,609
Warrants (Note 7)	923,709	923,709
Contributed surplus (Note 7)	4,321,843	4,321,843
Deficit	(25,713,740)	(24,659,995)
<b>Total Shareholders' Equity</b>	<b>97,921</b>	<b>1,129,166</b>
<b>Total Liabilities and Shareholders' Equity</b>	<b>427,475</b>	<b>1,392,805</b>

Nature of operations and going concern (Note 1)

These financial statements were approved and authorized for issue by the Board of Directors on June 26, 2023. They are signed on the Company's behalf by:

John Cumming

Director

J. Francois Lalonde

Director

The accompanying notes are an integral part of these condensed interim consolidated financial statements.

**STELLAR AFRICAGOLD INC.**  
**CONDENSED INTERIM CONSOLIDATED STATEMENTS OF COMPREHENSIVE LOSS**  
Unaudited – (Expressed in Canadian dollars)

	For the three months ended		For the nine months ended	
	April 30, 2023 \$	April 30, 2022 \$	April 30, 2023 \$	April 30, 2022 \$
<b>Expenses</b>				
Administration fees	4,806	13,715	57,592	41,680
Consultant fees (Note 9)	70,473	39,721	167,611	114,975
Exploration and evaluation (Notes 8 and 9)	27,419	35,046	324,734	289,789
Foreign exchange loss (gain)	(274)	(1,375)	4,788	(19,845)
Management fees (Note 9)	85,685	90,000	266,027	270,000
Other operational expenses	19,624	18,562	79,309	80,238
Professional fees	-	-	2,185	4,982
Project supervision	-	45,000	-	135,000
Registration and investor relations	8,788	54,484	110,351	115,193
Share-based compensation (Note 7)	-	65,284	-	65,284
<b>Loss before other expenses</b>	<b>(216,522)</b>	<b>(360,437)</b>	<b>(1,012,598)</b>	<b>(1,097,296)</b>
<b>Other income (expenses)</b>				
Sale of Balandougou Gold Project (Note 8)	-	-	-	(2,017)
Fair value adjustment on marketable securities (Note 6)	(148,630)	286,000	(47,910)	78,000
Realized gain on sale of marketable securities (Note 6)	6,517	-	8,112	-
Taxes paid	(1,349)	-	(1,349)	-
Recovery of payroll taxes	-	-	-	16,660
<b>Net loss and comprehensive loss for the period</b>	<b>(359,984)</b>	<b>(74,437)</b>	<b>(1,053,745)</b>	<b>(1,004,653)</b>
<b>Basic and diluted loss per share</b>	<b>(0.00)</b>	<b>(0.00)</b>	<b>(0.01)</b>	<b>(0.01)</b>
<b>Weighted average number of shares outstanding – Basic and diluted</b>	<b>111,388,967</b>	<b>100,305,783</b>	<b>111,364,322</b>	<b>100,305,783</b>

The accompanying notes are an integral part of these condensed interim consolidated financial statements.

**STELLAR AFRICAGOLD INC.**  
**CONDENSED INTERIM CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY**  
**For the nine months ended April 30, 2023 and 2022**  
**Unaudited – (Expressed in Canadian dollars)**

	SHARE CAPITAL		SHARE SUBSCRIPTION PAID IN ADVANCE \$	WARRANTS \$	CONTRIBUTED SURPLUS \$	DEFICIT \$	TOTAL EQUITY \$
	SHARES #	AMOUNT \$					
Balance, July 31, 2021	100,305,783	20,153,099	-	692,271	4,235,133	(23,073,134)	2,007,369
Share subscription received in advance	-	-	18,000	-	-	-	18,000
Share-based compensation	-	-	-	-	86,710	-	86,710
Net loss for the period	-	-	-	-	-	(1,004,653)	(1,004,653)
<b>Balance, April 30, 2022</b>	<b>100,305,783</b>	<b>20,153,099</b>	<b>18,000</b>	<b>692,271</b>	<b>4,321,843</b>	<b>(24,077,787)</b>	<b>1,107,426</b>
Balance, July 31, 2022	111,352,450	20,543,609	-	923,709	4,321,843	(24,659,995)	1,129,166
Shares issued for exploration and evaluation	250,000	12,500	-	-	-	-	12,500
Net loss for the period	-	-	-	-	-	(1,053,745)	(1,053,745)
<b>Balance, April 30, 2023</b>	<b>111,602,450</b>	<b>20,556,109</b>	<b>-</b>	<b>923,709</b>	<b>4,321,843</b>	<b>(25,713,740)</b>	<b>87,921</b>

The accompanying notes are an integral part of these condensed interim consolidated financial statements.

**STELLAR AFRICAGOLD INC.**  
**CONDENSED INTERIM CONSOLIDATED STATEMENTS OF CASH FLOWS**  
**For the nine months ended April 30, 2023 and 2022**  
**Unaudited – (Expressed in Canadian dollars)**

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	April 30, 2023 \$	April 30, 2022 \$
<b>OPERATING ACTIVITIES</b>		
Net loss for the period	(1,053,745)	(1,004,653)
<b>Items not involving cash:</b>		
Fair value adjustment on marketable securities	47,910	(78,000)
Realized gain on sale of marketable securities	(8,112)	-
Registration and investor relations	-	21,426
Exploration and evaluation	12,500	-
Share-based compensation	-	65,284
<b>Change in non-cash operating working capital:</b>		
Change in trades and other payables	23,371	(101,455)
Change in sales taxes receivable	38,116	(13,110)
Change in prepaid expenses	144,598	(57,040)
Change in amounts receivable	-	73,962
<b>Cash flows used in operating activities</b>	<u>(795,362)</u>	<u>(1,093,586)</u>
<b>FINANCING ACTIVITIES</b>		
Proceeds from sale of marketable securities	44,922	-
Repayment of amount due from related party	-	20,400
Funds received from related parties	52,544	82,183
Share subscription received in advance	-	18,000
<b>Cash flows from financing activities</b>	<u>97,466</u>	<u>120,583</u>
<b>Net change in cash</b>	<b>(697,896)</b>	<b>(973,003)</b>
Cash, beginning of the period	<u>737,201</u>	<u>1,708,378</u>
Cash, end of the period	<u>39,305</u>	<u>735,375</u>

The accompanying notes are an integral part of these condensed interim consolidated financial statements.

**STELLAR AFRICAGOLD INC.**  
**NOTES TO CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS**  
**FOR THE NINE MONTHS ENDED April 30, 2023 AND 2022**  
**Unaudited – (Expressed in Canadian dollars)**

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**1. NATURE OF OPERATIONS AND GOING CONCERN**

Stellar AfricaGold Inc. and its subsidiaries (hereinafter the "Company" or "Stellar") focus on exploring for gold in Canada, Republic of Mali, and the Kingdom of Morocco. The Company is a public company listed on the TSX Venture Exchange (the "TSX.V"), trading under the "SPX" symbol, on the OTCQB Venture Market under the "STLXF" symbol, on the Frankfurt Stock Exchange under the "6YP1" symbol. On March 30, 2022, the Company announced that it had been listed for trading on the Tradegate Exchange in Berlin, Germany under the symbol "6YP1". The Company was incorporated under the Company's Act of British Columbia in April 2006, continued under the Canada Business Corporations Act until January 2019 when it was continued back into British Columbia. The Company's registered office and its principal place of business is 4908 Pine Crescent, Vancouver, British Columbia, V6M 3P6.

**Going Concern**

The Company incurred a net loss of \$1,053,745 (2022 - \$840,216) during the nine months ended April 30, 2023 and as at that date had an accumulated deficit of \$25,713,740 (July 31, 2022 - \$24,659,995). These condensed interim consolidated financial statements have been prepared on a going concern basis, which assumes that the Company will continue in operation for the foreseeable future and will be able to realize its assets and settle its liabilities in the normal course of business. The Company has incurred losses since inception and the ability of the Company to continue as a going concern depends upon its ability to develop profitable operations and to continue to raise adequate financing. Management is actively targeting sources of additional financing through alliances with financial entities or other business and financial transactions which would assure continuation of the Company's operations and exploration programs. In order for the Company to meet its liabilities as they come due and to continue its operations, the Company is solely dependent upon its ability to generate such financing. These circumstances comprise a material uncertainty which may cast significant doubt as to the ability of the Company to continue as a going concern.

There can be no assurance that the Company will be able to continue to raise funds, in which case the Company may be unable to meet its obligations. Should the Company be unable to realize its assets and discharge its liabilities in the normal course of business, the net realizable value of its assets may be materially less than the amounts recorded in these condensed interim consolidated financial statements. The condensed interim consolidated financial statements do not include any adjustments relating to the recoverability and classification of recorded asset amounts and classification of liabilities that might be necessary should the Company be unable to continue in existence. The adjustments could be material.

**2. BASIS OF PRESENTATION**

**a) Statement of Compliance**

These unaudited condensed interim consolidated financial statements, including comparatives have been prepared using accounting policies consistent with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and Interpretations issued by the International Financial Reporting Interpretations Committee ("IFRIC") and in accordance with International Accounting Standards ("IAS") 34, Interim Financial Reporting. The policies applied in these condensed interim consolidated financial statements are based on IFRS issued and outstanding as of April 30, 2023.

The preparation of financial data is based on accounting principles and practices consistent with those used in the preparation of the condensed interim unaudited financial statements as at April 30, 2023. These unaudited condensed interim consolidated financial statements should be read in conjunction with the Company's audited financial statements for the year ended July 31, 2022.

**STELLAR AFRICAGOLD INC.**  
**NOTES TO CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS**  
**FOR THE NINE MONTHS ENDED April 30, 2023 AND 2022**  
**Unaudited – (Expressed in Canadian dollars)**

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**2. BASIS OF PRESENTATION (CONTINUED)**

**b) Basis of Measurement**

These condensed interim consolidated financial statements have been prepared using the accrual basis of accounting except for cash flow information. In addition, these condensed interim consolidated financial statements have been prepared on the historical-cost basis, except for the revaluation of certain financial assets and financial liabilities to fair value.

**c) Basis of Consolidation**

The Company's consolidated financial statements include the accounts of the parent Company and its subsidiaries. Subsidiaries are entities in which the Company is exposed or has rights to variable returns from its involvement with the subsidiary and that it has the ability to affect those returns through the power it holds in the subsidiary.

All transactions and balances between companies are eliminated upon consolidation, including unrealized gains and losses on transactions between group companies. Amounts reported in the financial statements of subsidiaries have been adjusted where necessary to ensure consistency with the accounting policies adopted by the Company.

**Subsidiaries**

Details of the Company's subsidiaries at April 30, 2023 are as follows:

Golden Frank Resources Inc.	Holding company	Canada	100%
Aeos Resources Ltd.	Holding company	Republic of Seychelles	100%
		Republic of Côte d'Ivoire	100%
Aucrest SARL	Mineral exploration in Cote d'Ivoire	d'Ivoire	
Stellar Pacific Mali SARL	Mineral Exploration in Mali	Republic of Mali	100%
MGWA Golden Frank, SARL	Mineral exploration in Guinea	Republic of Guinea	80%

Details of the Company's subsidiaries at July 31, 2022 are as follows:

Aeos Resources Ltd.	Holding company	Republic of Seychelles	100%
		Republic of Côte d'Ivoire	100%
Aucrest SARL	Mineral exploration in Cote d'Ivoire	d'Ivoire	
Stellar Pacific Mali SARL	Mineral Exploration in Mali	Republic of Mali	100%
MGWA Golden Frank, SARL	Mineral exploration in Guinea	Republic of Guinea	80%

**d) Functional and presentation currency**

The condensed interim consolidated financial statements are presented in Canadian dollars, which is the functional currency of the parent Company and its subsidiaries.

**3. SIGNIFICANT ACCOUNTING POLICIES**

In preparing these condensed interim consolidated financial statements, the significant accounting policies and the significant judgments made by management in applying the Company's significant accounting policies and key sources of estimation uncertainty were the same as those that applied to the Company's audited consolidated financial statements for the year ended July 31, 2022.



**STELLAR AFRICAGOLD INC.**  
**NOTES TO CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS**  
**FOR THE NINE MONTHS ENDED April 30, 2023 AND 2022**  
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**3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)**

**Newly adopted accounting standards**

Accounting standards or amendments to existing accounting standards that have been issued but have future effective dates are either not applicable or not expected to have a significant impact on the Company's condensed interim consolidated financial statements.

**4. ESTIMATES AND JUDGEMENTS**

In preparing the condensed interim consolidated financial statements, management poses a number of judgments, estimates and assumptions regarding the recognition and valuation of assets, liabilities, income and expenses.

**a) Significant Management Judgment**

The following are significant management judgments in applying the accounting policies of the Company that have the most significant effect on the financial statements:

**Going concern**

The assessment of the Company's ability to continue as a going concern and to raise sufficient funds to pay for its ongoing operating expenditures and meet its liabilities for the ensuing year involves significant judgment based on historical experience and other factors, including expectation of future events that are believed to be reasonable under the circumstances.

**Recovery of receivables**

Management reviews receivables on a regular basis, reviewing the history of payments to determine their collectability. Management is of the opinion that the Company's receivables are collectable.

**Determination of functional currency**

The functional currency for the Company and its subsidiaries is the currency of the primary economic environment in which the respective entity operates; the functional currency of the parent and its subsidiaries is determined to be the Canadian dollar. Such determination involves certain judgments to identify the primary economic environment. The Company reconsiders the functional currency of its subsidiary if there is a change in events and/or conditions which determine the primary economic environment.

**Control and significant influence**

The Company consolidates all entities which are determined that the Company controls. Control is evaluated on the ability of the Company to direct the activities of an entity to derive variable returns and management uses judgment in determining whether control exists. Judgment is exercised in the evaluation of the variable returns and in determining the extent to which the Company has the ability to exercise its power to generate variable returns. The Company applies the equity method to account for its investments when the Company determines that it has significant influence in the investees. Significant influence is the power to participate in the financial and operating policy decision of the investee but not control of those policies and management uses judgment in determining whether significant influence exists. Judgment is exercised in the evaluation of its voting power and potential voting rights by examining all facts and circumstance in determining its powers to participate in the financial and operating policy decisions of an investee.

**b) Estimation uncertainty**

Information about estimates and assumptions that have the most significant effect on recognition and measurement of assets, liabilities, income and expenses is provided below. Actual results may be substantially different.

**STELLAR AFRICAGOLD INC.**  
**NOTES TO CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS**  
**FOR THE NINE MONTHS ENDED April 30, 2023 AND 2022**  
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**4. ESTIMATES AND JUDGEMENTS (CONTINUED)**

**Share-based payments**

To estimate expenses for share-based payments, it is necessary to select an appropriate valuation model and obtain the inputs necessary for the valuation model chosen. The Company estimated the volatility of its own shares and the expected life and the exercise period of options and warrants granted. The model used by the Company is the Black-Scholes valuation model.

**Provisions and contingent liabilities**

Judgments and estimates may be used to determine whether a past event has created a liability that should be recognized in the consolidated financial statements or disclosed as a contingent liability. Factors, such as the nature of the claim or dispute, the potential amount to be paid, and the probability of the realization of a loss, are sources of uncertainty in estimates.

**5. PREPAID EXPENSES**

	<b>April 30, 2023</b>	<b>July 31, 2022</b>
Marketing	\$ 1,042	\$ 75,428
OTC annual sustaining fees	1,160	6,048
Software license	-	5,171
Geological consulting services	1,280	53,049
Consulting	-	8,384
	<b>\$ 3,482</b>	<b>\$ 148,080</b>

**6. MOSAIC MINERALS CORP. MARKETABLE SECURITIES**

During the year ended July 31, 2019, the Company sold its rights, title and interest in the Opawica property located in Quebec to Mosaic Minerals Corp. (“Mosaic”), a Company with directors in common, in exchange for 7,200,000 common shares of Mosaic Minerals Corp. with a fair value of \$0.05 per share (\$360,000), plus a 2% Net Smelter Return royalty (“NSR”), one half of which may be purchased by Mosaic for \$1,000,000. The Company then entered an Arrangement Agreement with Mosaic pursuant to which the Company would distribute 2,000,000 of the 7,200,000 common shares received from the sale of the Opawica property to the Company’s shareholders. The 2,000,000 common shares distributed had a fair value of \$100,000 and the distributions were paid in the form of a return of capital.

As at the transaction closing date, the Company held 42% of Mosaic’s issued and outstanding common shares. The Company’s judgment is that it had significant influence, but not control of Mosaic because it held a minority position on the board of directors and did not have the power to govern the strategic operating and financing decisions of Mosaic.

During the year ended July 31, 2020, the Company completed the Arrangement Agreement thereby reducing its holdings of Mosaic to 5,200,000 common shares. It is management’s judgment that the Company retained significant influence over Mosaic after the distribution. During the period ended April 30, 2023, the Company sold 409,000 common shares of Mosaic for gross proceeds of \$44,922, resulting in realized gain on sale of \$8,112, and reducing its holdings of Mosaic to 4,791,000 common shares.

During the year ended July 31, 2021, the Company’s ownership was further diluted, and common directors resigned from the board of Mosaic. Therefore, management assessed that the Company lost significant influence and the investment in Mosaic was reclassified as an investment carried at FVTPL. As at April 30, 2023, the Company held 6.97% (2022- 9.9%) of the issued and outstanding common shares of Mosaic.

**STELLAR AFRICAGOLD INC.**  
**NOTES TO CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS**  
**FOR THE NINE MONTHS ENDED April 30, 2023 AND 2022**  
**Unaudited – (Expressed in Canadian dollars)**

**6. MOSAIC MINERALS CORP. MARKETABLE SECURITIES (CONTINUED)**

As Mosaic is a publicly traded entity, the fair value of the Company's investment was determined by the closing market price of Mosaic's common shares on the CSE as at April 30, 2023 which was \$383,280 (2022- \$468,000). The fair value was determined in accordance with Level 1 of the fair value hierarchy.

A summary of the Company's investment in Mosaic is as follows:

	Number of shares	Amount
Balance, July 31, 2020	5,200,000	\$ 198,193
Equity loss in associate	-	(41,865)
Dilution loss on investment	-	(21,961)
Fair value adjustment	-	333,633
Balance, July 31, 2021	5,200,000	468,000
Fair value adjustment	-	-
Balance, July 31, 2022	5,200,000	\$ 468,000
Shares sold	(409,000)	(36,810)
Fair value adjustment on marketable securities	-	(47,910)
Balance, April 30, 2023	4,791,000	\$ 383,280

**7. SHARE CAPITAL**

**i) Authorized**

Unlimited number of shares without par value and issued capital of 111,602,450 (2022 – 111,352,450) common shares. All shares are equally eligible to receive dividends and the repayment of capital, and represent one vote each at the shareholders' meetings of the Company.

**ii) Issued During the Nine Months Ended April 30, 2023**

On April 17, 2023, the Company issued 250,000 common shares with a fair value of \$12,500 in connection with the acquisition of the Prikro Exploration Licence and Zenoula Exploration Licence (Note 8).

**iii) Issued During the Six Months Ended April 30, 2022**

There were nil share issuances during the nine months ended April 30, 2022.

On April 29, 2022, the Company received an \$18,000 share subscription for a private placement that closed on May 30, 2022.

**iv) Warrants**

Outstanding warrants entitle their holders to subscribe to an equivalent number of ordinary shares, as follows:

	April 30, 2023		July 31, 2022	
	Number of warrants	Average exercise price	Number of warrants	Average exercise price
Balance, beginning of the year	45,572,309	\$ 0.15	33,844,775	\$ 0.14
Granted	-	-	11,727,534	\$ 0.15
Expired	(33,844,775)	\$ (0.15)	-	-
Balance, end of the period	11,727,534	\$ 0.15	45,572,309	\$ 0.15

**STELLAR AFRICAGOLD INC.**  
**NOTES TO CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS**  
**FOR THE NINE MONTHS ENDED April 30, 2023 AND 2022**  
**Unaudited – (Expressed in Canadian dollars)**

**7. SHARE CAPITAL (CONTINUED)**

The table below summarizes the information related to warrants as at April 30, 2023:

<b>Expiration date</b>	<b>Number of warrants</b>	<b>Exercise price</b>	<b>Average remaining contractual life (Years)</b>
May 30, 2024	9,377,667	\$ 0.15	1.08
July 5, 2024	2,349,867	\$ 0.15	1.18
	11,727,534	\$ 0.15	1.12

**v) Share Options**

The Company has a rolling stock option plan under which options to acquire common shares of the Company are granted to directors, officers, employees and consultants of the Company. The maximum number of options permitted is limited to ten percent (10%) of the issued capital of the Company from time to time.

The Company's share purchase options are as follows:

	<b>April 30, 2023</b>		<b>July 31, 2022</b>	
	<b>Number of options</b>	<b>Average exercise price</b>	<b>Number of options</b>	<b>Average exercise price</b>
Balance, beginning of the year	9,492,000	\$ 0.06	9,292,000	\$ 0.06
Granted	-	-	1,750,000	\$ 0.05
Expired	(4,092,000)	\$ (0.05)	(1,550,000)	\$ (0.05)
Balance, end of the period	5,400,000	\$ 0.06	9,492,000	\$ 0.06
Exercisable options	5,400,000	\$ 0.06	9,492,000	\$ 0.06

The table below summarizes the information related to share options as at April 30, 2023:

<b>Expiry Date</b>	<b>Number of Options Outstanding</b>	<b>Number of Options Vested</b>	<b>Number of Options Unvested</b>	<b>Exercise Price</b>	<b>Weighted Average Remaining Life</b>
November 29, 2024	250,000	250,000	-	\$ 0.05	1.59
March 9, 2025	400,000	400,000	-	\$ 0.05	1.86
March 22, 2026	3,400,000	3,400,000	-	\$ 0.07	2.90
March 9, 2027	100,000	100,000	-	\$ 0.05	3.86
March 14, 2027	1,250,000	1,250,000	-	\$ 0.05	3.87
	5,400,000	5,400,000	-	\$ 0.06	2.84

In estimating the fair value of options issued using the Black-Scholes option pricing model, the Company is required to make assumptions. The expected volatility assumption is based on the historical volatility of the Company's common share price on the TSX-V. The risk-free interest rate assumption is based on yield curves on Canadian government zero-coupon bonds with a remaining term equal to the stock options' expected life. The Company uses historical data to estimate option exercise, forfeiture and employee termination within the valuation model. The Company has historically not paid dividends on its common stock.

The Company did not grant any options during the period ended April 30, 2023.

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**FOR THE NINE MONTHS ENDED April 30, 2023 AND 2022**  
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**8. EXPLORATION AND EVALUATION EXPENDITURES**

	<b>Lullwitz- Kaepelli, Quebec</b>	<b>Imiter Nord, Morocco</b>	<b>Namarana, Mali</b>	<b>Prikro and Zenoula, Côte d'Ivoire</b>	<b>Tichka Est, Morocco</b>	<b>Total expenditures</b>
Assays	\$ -	\$ -	\$ 14,532	\$ -	\$ -	\$ 14,532
Demobilization	-	-	820	-	-	820
Environmental	-	-	3,075	-	-	3,075
Equipment rental	-	-	10,404	-	-	10,404
Field personnel	-	-	3,648	-	-	3,648
General exploration and expenses	-	-	2,230	2,580	-	4,810
Geological	6,449	-	11,002	-	6,236	23,687
Mobilization	-	-	820	-	-	820
Permitting	-	-	44,524	-	-	44,524
Property investigation	-	14,829	-	-	-	14,829
Road construction	-	-	-	-	62,331	62,331
Supplies	-	-	1,707	-	-	1,707
Travel and related	-	-	4,654	-	-	4,654
Trenching	-	-	10,303	-	89,645	99,948
Total exploration and evaluation expenditures at April 30, 2022	\$ 6,449	\$ 14,829	\$ 107,719	\$ 2,580	\$ 158,212	\$ 289,789
Acquisition costs	\$ -	\$ -	\$ -	\$ 13,200	\$ -	\$ 13,200
Field personnel	-	-	5,386	-	-	5,386
General exploration and expenses	-	-	1,612	-	-	1,612
Geological	-	-	-	-	102,782	102,782
Project supervision	-	-	2,500	5,000	67,500	75,000
Road construction	-	-	-	-	45,570	45,570
Travel and related	-	-	1,889	-	-	1,889
Trenching	-	-	-	-	79,295	79,295
Total exploration and evaluation expenditures at April 30, 2023	\$ -	\$ -	\$ 11,387	\$ 18,200	\$ 295,147	\$ 324,734

**Lullwitz-Kaepelli Gold Property**

During the year ended July 31, 2020, the Company acquired the Lullwitz-Kaepelli Gold Property comprised of four contiguous mineral claims totaling 231.4 hectares located in the Lacoste and DeSales townships in the Charlevoix area of Quebec (the "L-K Property") for \$5,000 cash and the issuance of 300,000 shares of common stock fair valued at \$15,000. The property is subject to a 1.5% net smelter return royalty which can be purchased for \$500,000.

**STELLAR AFRICAGOLD INC.**  
**NOTES TO CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS**  
**FOR THE NINE MONTHS ENDED April 30, 2023 AND 2022**  
**Unaudited – (Expressed in Canadian dollars)**

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**8. EXPLORATION AND EVALUATION EXPENDITURES (CONTINUED)**

**Balandougou Gold Project**

On August 22, 2019, the Company and its minority partners reached a definitive agreement for the sale of 100% of the Balandougou Gold Project including the 7 km<sup>2</sup> Balandougou semi-industrial exploitation permit together with all related plant and equipment, and two Guinea subsidiary companies holding contiguous exploration permits totaling approximately 150 km<sup>2</sup>. The Company and the minority partners owned 80% and 20% respectively of the Balandougou Gold Project. The transaction price was US\$3,850,000 paid in instalments, US\$1,800,000 on closing with the balance in three instalments. As at April 30, 2023 and July 31, 2022, all the balances have been received.

In connection with the sale, the Company agreed to pay finder's fees equal to 2.5% of the proceeds received from the sale to a director of the Company. The fees were payable upon receipt of proceeds from the purchaser. During the period ended April 30, 2023 the Company paid finder's fees of \$nil (2022 - \$nil).

**Birimian Geology Exploration**

The Company has an option to purchase the shares of Birimian Geology Exploration ("BGE"), a Cote d'Ivoire company. BGE holds two gold exploration permits pending (the Bocanda permit and the Djekanou permit) covering approximately 471 km<sup>2</sup>. The Company will acquire an 80% interest for US\$20,000 and the expenditure of US\$3,000,000 on exploration over the next two years and may acquire the remaining 20% at any time for US\$1,500,000. The property is subject to a 1.25% net smelter royalty. On March 6, 2020, the TSX Venture Exchange ("TSX-V") approved the acquisition.

**Prikro Exploration Licence and Zenoula Exploration Licence, Côte d'Ivoire**

The Company completed the acquisition agreement of a 100% interest in Aeos Resources Ltd. ("Aeos") on November 27, 2020 from Altus Strategies PLC. Aeos owns 100% of Aucrest SARL, an Ivoirian subsidiary that owns the Prikro Exploration Licence and the Zenoula Exploration Licence both totaling 770 km<sup>2</sup> in Côte d'Ivoire. For accounting purposes, the acquisition was recorded as an asset acquisition as Altus did not meet the definition of a business as defined in IFRS 3.

The consideration for the acquisition was 2,500,000 units, each unit consisting of one common share and one common share purchase warrant exercisable within two years at \$0.07 per share. The fair value of the common shares was determined using the share price of \$0.05 per share on the closing date. The fair value of the common share purchase warrants was determined to be \$14,510 calculated using the Black-Scholes option pricing model with the following assumptions: expected life of warrants – 2 years; expected volatility – 117.50%; expected dividend yield – 0%; and risk-free rate – 0.27%.

The Company will issue additional shares contingent upon reaching exploration milestones for each permit equal to US\$250,000 in value upon achieving the following milestones: a) completion of a NI43-101 resource estimate of not less than 500,000 ounces of gold with not less than 250,000 ounces in the Inferred Resource category, and b) completion of a definitive feasibility study. Due to uncertainty of the likelihood and timing of achieving each milestone, it is not possible to determine a value for the additional shares. Altus will retain a 2.5% Net Smelter Return ("NSR") royalty on each permit. The Company may repurchase up to 1.0% of each NSR for US\$500,000 for each 0.5%. The Prikro Exploration licence covers 369.5 km<sup>2</sup> in the Prikro and Koun-Fao Departments in eastern Côte d'Ivoire, approximately 240 km northeast of Abidjan. The Zenoula project is a 400 km<sup>2</sup> licence (application pending) in the Marahoue Department in central Côte d'Ivoire, approximately 300 km north of Abidjan.

The Prikro license expired without renewal due to a lack of encouraging results. The Company continues to work on finalizing the pending Zenoula permit application.

**STELLAR AFRICAGOLD INC.**  
**NOTES TO CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS**  
**FOR THE NINE MONTHS ENDED April 30, 2023 AND 2022**  
**Unaudited – (Expressed in Canadian dollars)**

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**8. EXPLORATION AND EVALUATION EXPENDITURES (CONTINUED)**

**Prikro Exploration Licence and Zenoula Exploration Licence, Côte d'Ivoire (Continued)**

On February 16, 2023, the Company entered into a Second Amendment Agreement where there was a modification to Zuénoula Licence Agreement. The Company has reached an agreement regarding the Zuénoula Gold Licence (under application) in Côte d'Ivoire with Altus Strategies Ltd, a wholly owned subsidiary of TSX-V listed Elemental Altus Royalties Corp. ("Elemental Altus") to modify the existing property purchase agreement and royalty deed.

The agreement is amended as follows: a) to reduce the current Net Smelter Royalty from 2.5% with the right to buy-back 1% of that royalty for \$1,000,000 to a flat 1% Net Smelter Royalty with no buy-back, and b) to reduce the additional considerations payable from \$250,000 in cash or common shares upon reaching 500,000 ounces of gold resources with at least 250,000 in the Indicated category and a further \$250,000 in cash or common shares upon completion of a feasibility study to a flat \$500,000 in cash or shares upon reaching 1,000,000 ounces of gold resources with at least 500,000 ounces in the Indicated category. The consideration payable by the Company is the issuance of 250,000 common shares in the Company to Elemental Altus upon TSX Venture Exchange acceptance of the amending agreements and an additional 250,000 shares upon final issuance of the Zuénoula Gold Licence by the Côte d'Ivoire authorities. TSXV approved the amending agreement, and the Company issued 250,000 common shares of the Company with a fair value of \$12,500 on April 17, 2023 (Note 7).

**Tichka Est Gold Project**

The Company and the Moroccan National Office of Hydrocarbons and Mines ("ONHYM") signed a definitive Exploration Agreement for the acquisition, exploration and development of the gold and multi-elements potential of the Tichka Est property in the Occidental High Atlas region of Morocco pursuant to which Stellar may earn a 90% interest in the Tichka Est project by spending 19,200,000 Moroccan dirhams, approximately US\$2,070,000, on exploration of the property over three years. Following the first three-year term or the completion of the proposed agreed exploration program, whichever comes first, a decision either to proceed to a feasibility study or continue exploration will be made by a joint management committee and, if advisable additional exploration may be required prior to proceeding with a feasibility study. All exploration work, including the feasibility study, is at the Company's expense. Upon completion of a positive feasibility study, the permits will be transferred at no additional charge from ONHYM to a new mining company that will be jointly owned by the Company as to 90% and by ONHYM as to 10%. Following the commissioning of the mining operation ONHYM will receive the greater of a 2.5% Net Smelter Return royalty or a lump sum payment of 100,000 Moroccan dirhams, approximately US\$10,750. Other than the exploration expenditure requirements there are no additional fees payable.

On January 11, 2022, the Company and ONHYM signed an addendum to the August 18, 2020 Tichka Est exploration agreement whereby four new exploration permits were added bringing the total to seven exploration permits covering 82 km<sup>2</sup>.

**Namarana Gold Project**

The Company, through its 100% subsidiary Stellar Pacific Mali SARL, has secured an Autorisation de Prospection Gold Permit for 50.2 km<sup>2</sup> in southwest Mali. The Namarana Authorization is located near the village of Namarana, Circle of Kangaba, region of Koulikoro, near the border with Guinea approximately 100 km W-SW west of Bamako, the capital.

On December 14, 2021, the Company announced that it received final approval for exploration of the Namarana Gold Project.

**STELLAR AFRICAGOLD INC.**  
**NOTES TO CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS**  
**FOR THE NINE MONTHS ENDED April 30, 2023 AND 2022**  
**Unaudited – (Expressed in Canadian dollars)**

**9. RELATED PARTY TRANSACTIONS**

The Company's related parties include key management officers and companies held by key management officers. Unless otherwise stated none of the transactions incorporated special terms and conditions and no guarantees were given or received. These amounts for the nine months ended April 30, 2023 are unsecured, bear no interest, and are due on demand. Key management personnel of the Company are members of the Board of Directors and management.

Key management short-term benefits	April 30, 2023	April 30, 2022
Management fees	\$ 266,027	\$ 270,000
Consulting	94,500	94,500
Project supervision and Exploration fees	116,993	135,000
Share-based compensation	-	59,546
Finder's fee	-	2,017
Total compensation	\$ 477,520	\$ 561,063
Due to related parties	April 30, 2023	April 30, 2022
Due to the President and CEO	\$ 142,500	\$ 105,625
Due to a company controlled by the COO and Director	-	34,982
Due to a company controlled by a Director	21,995	10,001
Due to a director of the Company	10,000	-
Due to a company controlled by the CFO	2,625	1,575
Total	\$ 177,120	\$ 152,183

On November 26, 2021, the Company received repayment of \$20,400 from a director related to an overpayment of management fees during fiscal 2021.

As at April 30, 2023 and 2022, the amounts owing to related parties are without interest, unsecured and are due on demand.

**10. CAPITAL MANAGEMENT**

The Company's capital management objectives are:

- To ensure the Company's ability to continue as a going concern;
- To increase the value of the assets of the business; and
- To provide an adequate return to shareholders of the parent company.

These objectives will be achieved by identifying the right exploration projects, adding value to these projects and ultimately taking them through to production or sale and cash flow, either with partners or by the Company's own means. The Company monitors capital on the basis of the carrying amount of equity.

The Company is not exposed to any externally imposed capital requirements except when the Company issues flow-through shares for which proceeds are committed for exploration work. The Company finances its exploration and evaluation activities principally by raising additional capital either through private placements or public offerings. When financing conditions are not optimal the Company may enter into option agreements or other solutions to continue its activities or may slow its activities until conditions improve.

No changes were made in the objectives, policies and processes for managing capital during the period ended April 30, 2023.



**STELLAR AFRICAGOLD INC.**  
**NOTES TO CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS**  
**FOR THE NINE MONTHS ENDED April 30, 2023 AND 2022**  
**Unaudited – (Expressed in Canadian dollars)**

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**11. FINANCIAL INSTRUMENT RISK DISCLOSURES**

The Company is exposed to various risks in relation to financial instruments. The Company's financial assets and liabilities are summarized below. The Company focuses on actively securing short- to medium-term cash flows by minimizing the exposure to financial markets. The Company does not actively engage in the trading of financial instruments for speculative purposes.

The most significant financial risks to which the Company is exposed to are described below.

**Interest rate risk**

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company considers interest rate risk related to cash and cash equivalents to be low because of their short-term nature.

**Currency risk**

Foreign currency risk is the risk that the fair values of future cash flows of a financial instrument will fluctuate because they are denominated in currencies that differ from the respective functional currency. The Company's functional currency is the Canadian dollar. Major capital purchases are made internationally and are transacted in US dollars. A significant portion of the Company's exploration expenditures are transacted in US dollars, Moroccan dirham and West African (CFA) Francs and the Company is thus exposed to risk of major changes in these currencies relative to the Canadian dollar.

The Company's exploration expenditures for its Moroccan project are in US dollars and Moroccan dirhams and the Company's exploration expenditures in Mali are transacted primarily in US dollars and West African (CFA) Francs. Foreign currency invoices are paid primarily in US dollars.

As at April 30, 2023, cash totaling \$328 (July 31, 2022 – \$15,236) was held in US dollars and cash totaling \$22,749 (July 31, 2022 – 8,475) was held in West African (CFA) Francs; amounts receivable totaling \$Nil (July 31, 2022 – 4,986) was held in West African (CFA) Francs; and accounts payable and accrued liabilities totaling \$31,075 (July 31, 2022 – \$2,026) was payable in West African (CFA) Francs. Based on forecast exchange rate movements for the next twelve months, assuming all other variables remain constant, the Company considers its financial performance and cash flows would not be materially affected by a weakening or strengthening US dollar or West African (CFA) Franc. The Company does not manage currency risks through hedging or other currency management tools.

**Credit risk**

Credit risk is the risk that one party to a financial instrument will cause a financial loss for the other party by failing to discharge an obligation. The Company's primary exposure to credit risk is on its cash which is held in bank accounts. This risk is low and is managed by using major banks that are high credit quality financial institutions as determined by rating agencies. The maximum exposure to credit risk is the carrying amount of the Company's financial instruments.

**Liquidity risk**

Liquidity risk is the risk that an entity will encounter difficulty in meeting obligations associated with financial liabilities that are settled by delivering cash or another financial asset.

Liquidity risk management serves to maintain a sufficient amount of cash and to ensure that the Company has financing sources such as private and public investments for a sufficient amount. Over the past year, the Company has financed its exploration and evaluation programs, its working capital requirements and acquisitions of mining properties through private and flow-through financings.

The Company's trade and other payables all contractually mature within three months, except for amounts due to related parties which are payable on demand.

**STELLAR AFRICAGOLD INC.**  
**NOTES TO CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS**  
**FOR THE NINE MONTHS ENDED April 30, 2023 AND 2022**  
**Unaudited – (Expressed in Canadian dollars)**

**11. FINANCIAL INSTRUMENT RISK DISCLOSURES (CONTINUED)**

The carrying amounts and fair value of financial instruments presented in the consolidated statement of financial position are as follows:

	April 30, 2023		July 31, 2022	
	Carrying amount	Fair value	Carrying amount	Fair value
	\$	\$	\$	\$
<b>FINANCIAL ASSETS</b>				
Cash	39,305	39,305	735,257	735,257
Mosaic Minerals marketable securities	383,280	383,280	468,000	468,000
<b>FINANCIAL LIABILITIES</b>				
Trade and other payables	162,434	162,434	139,063	118,304
Payable to related parties	177,120	177,120	124,576	130,335

**12. CONTINGENCIES AND COMMITMENTS**

- a) During the year ended July 31, 2017, the Company issued flow-through shares in the amount of \$335,750. The Company was committed to spend this money on exploration work on its Quebec mineral properties by December 31, 2017 before incurring Part XII.6 tax and extending the deadline to December 31, 2018.

Following an audit, the CRA determined that the required qualifying expenditures were not made by the prescribed deadline and that the amount renounced be reduced to \$59,295 and assessed a penalty of \$69,114. On January 17, 2022, the Company paid a total of \$89,768 to settle the flow-through share penalty of \$69,114 plus \$20,654 for interest and additional penalties (included within other operational expenses).

**13. SEGMENTED INFORMATION**

The Company has one operating segment, the exploration and evaluation of mineral properties. Geographic information is as follows:

April 30, 2023	Canada	Western Africa	Total
Current Assets	\$ 22,551	\$ 21,644	\$ 44,195
Long-term assets	383,280	-	383,280
<b>Total Assets</b>	<b>\$ 405,831</b>	<b>\$ 21,644</b>	<b>\$ 427,475</b>
July 31, 2022	Canada	Western Africa	Total
Current Assets	\$ 911,344	\$ 13,461	\$ 924,805
Long-term assets	468,000	-	468,000
<b>Total Assets</b>	<b>\$ 1,379,344</b>	<b>\$ 13,461</b>	<b>\$ 1,392,805</b>

Segmented comprehensive losses by geographical location are as follows:

April 30, 2023	Canada	Western Africa	Total
<b>Comprehensive loss</b>	<b>\$ (976,796)</b>	<b>\$ (76,949)</b>	<b>\$(1,053,745)</b>
April 30, 2022	Canada	Western Africa	Total
Comprehensive loss	\$ (855,341)	\$ (149,312)	\$(1,004,653)