



STELLAR AFRICAGOLD INC.

CONSOLIDATED FINANCIAL STATEMENTS

As at and for the years ended July 31, 2021 and 2020
(Expressed in Canadian Dollars)

INDEPENDENT AUDITORS' REPORT

TO THE SHAREHOLDERS OF STELLAR AFRICAGOLD INC.

Opinion

We have audited the consolidated financial statements of Stellar AfricaGold Inc. (the "Company"), which comprise:

- the consolidated statements of financial position as at July 31, 2021 and 2020;
- the consolidated statements of comprehensive loss for the years then ended;
- the consolidated statements of shareholders' equity for the years then ended;
- the consolidated statements of cash flows for the years then ended; and
- the notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Company as at July 31, 2021 and 2020, and its consolidated financial performance and its consolidated cash flows for the years then ended in accordance with International Financial Reporting Standards ("IFRS").

Basis for Opinion

We conducted our audits in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the *Auditors' Responsibilities for the Audit of the Consolidated Financial Statements* section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the consolidated financial statements in Canada, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained in our audits is sufficient and appropriate to provide a basis for our opinion.

Material Uncertainty Related to Going Concern

We draw attention to Note 1 in the consolidated financial statements, which indicates that the Company incurred a net loss of \$1,186,561 during the year ended July 31, 2021 and, as of that date, had an accumulated deficit of \$23,073,134. As stated in Note 1, these events or conditions, along with other matters as set forth in Note 1, indicate that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

Other Information

Management is responsible for the other information. The other information comprises of Management's Discussion and Analysis.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon. In connection with our audits of the consolidated financial statements, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audits, and remain alert for indications that the other information appears to be materially misstated.

We obtained Management's Discussion and Analysis prior to the date of this auditors' report. If, based on the work we have performed on this other information, we conclude that there is a material misstatement of this other information, we are required to report that fact in this auditors' report. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with IFRS, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Company's financial reporting process.

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Auditors' Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Canadian generally accepted auditing standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements. As part of an audit in accordance with Canadian generally accepted auditing standards, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- ♦ Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- ♦ Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- ♦ Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- ♦ Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- ♦ Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- ♦ Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Company to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

The engagement partner on the audit resulting in this independent auditors' report is Kevin Kwan.

Smythe LLP

Chartered Professional Accountants

Vancouver, British Columbia
November 29, 2021

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STELLAR AFRICAGOLD INC.
CONSOLIDATED STATEMENTS OF FINANCIAL POSITION
(Expressed in Canadian Dollars)

As at	July 31, 2021	July 31, 2020
	\$	\$
ASSETS		
Current		
Cash	1,708,378	315,452
Amounts receivable (Note 11)	73,962	1,474,440
Due from Mosaic Minerals Corp	-	5,250
Due from related parties (Note 13)	20,400	-
Sales taxes receivable	3,154	43,854
Total Current Assets	1,805,894	1,838,996
Non-current		
Mosaic Minerals Corp marketable securities (Note 5)	468,000	198,193
Total Assets	2,273,894	2,037,189
LIABILITIES		
Current Liabilities		
Trade and other payables	196,525	309,353
Loans payable (Note 8)	-	188,360
Payable to related parties (Note 13)	70,000	347,895
Part XII.6 taxes (Note 16)	-	55,950
Total Liabilities	266,525	901,558
Equity		
Share Capital (Note 9)	20,153,099	18,826,605
Warrants (Note 9)	692,271	175,517
Contributed surplus (Note 9)	4,235,133	4,020,082
Deficit	(23,073,134)	(21,886,573)
Total Equity	2,007,369	1,135,631
Total Liabilities and Equity	2,273,894	2,037,189

Nature of operations and going concern (Note 1)
Commitments (Note 16)

These financial statements were approved and authorized for issue by the Board of Directors on November 29, 2021. 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 consolidated financial statements.

STELLAR AFRICAGOLD INC.
CONSOLIDATED STATEMENTS OF COMPREHENSIVE LOSS
(Expressed in Canadian Dollars)

	For the years ended	
	July 31, 2021	July 31, 2020
	\$	\$
Expenses		
Administration fees	34,000	-
Consultant fees (Note 13)	241,221	206,333
Director's fees	-	75,000
Exploration and evaluation (Note 11)	256,146	128,822
Foreign exchange loss (gain)	78,294	(75,905)
Interest on loans	-	75,246
Management fees (Note 13)	284,051	197,500
Other operational expenses	114,355	69,385
Professional fees	42,940	46,824
Project supervision (Note 13)	180,000	513,054
Registration and investor relations	23,675	142,303
Share-based compensation (Note 9)	215,051	4,187
Travel	-	23,913
Loss before other income	(1,469,733)	(1,406,662)
Other income (expenses)		
Sale of Balandougou Gold Project (Note 11)	(40,644)	4,270,389
Equity and dilution (loss) gain from associate (Note 5)	(63,826)	41,394
Fair value adjustment on marketable securities (Note 5)	333,633	-
Reversal of provision	55,950	-
Write-off of accounts payable	28,595	-
Write-off of sales taxes receivable	(30,536)	-
Net (loss) income and comprehensive (loss) income for the year	(1,186,561)	2,905,121
Basic and diluted (loss) earnings per share	(0.01)	0.04
Weighted average number of shares outstanding – Basic and diluted	80,842,107	65,275,322

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

STELLAR AFRICAGOLD INC.
CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY
For the years ended July 31, 2021 and 2020
(Expressed in Canadian Dollars)

	SHARE CAPITAL		WARRANTS	CONTRIBUTED SURPLUS	DEFICIT	TOTAL EQUITY
	SHARES #	AMOUNT \$				
Balance, July 31, 2019	63,922,117	18,758,605	175,517	4,015,895	(24,791,694)	(1,841,677)
Shares issued for property	300,000	15,000	-	-	-	15,000
Shares issued for services	2,500,000	125,000	-	-	-	125,000
Shares for settlement of interest on convertible debenture	560,000	28,000	-	-	-	28,000
Return of capital	-	(100,000)	-	-	-	(100,000)
Share-based compensation	-	-	-	4,187	-	4,187
Net income for the year	-	-	-	-	2,905,121	2,905,121
Balance, July 31, 2020	67,282,117	18,826,605	175,517	4,020,082	(21,886,573)	1,135,631
Shares and warrants issued for property	2,500,000	125,000	14,510	-	-	139,510
Private placement	29,166,667	1,251,000	499,000	-	-	1,750,000
Finders' fee	1,356,999	(49,506)	3,244	-	-	(46,262)
Share-based compensation	-	-	-	215,051	-	215,051
Net loss for the year	-	-	-	-	(1,186,561)	(1,186,561)
Balance, July 31, 2021	100,305,783	20,153,099	692,271	4,235,133	(23,073,134)	2,007,369

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

STELLAR AFRICAGOLD INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS
For the years ended July 31, 2021 and 2020
UNAUDITED - (Expressed in Canadian Dollars)

	July 31, 2021	July 31, 2020
	\$	\$
OPERATING ACTIVITIES		
Net (loss) income for the year	(1,186,561)	2,905,121
Items not involving cash:		
Equity and dilution loss (gain) from associate	63,826	(41,394)
Interest	-	4,194
Foreign exchange	13,224	(121,577)
Share-based compensation	215,051	4,187
Fair value adjustment on marketable securities	(333,633)	-
Shares issued for services	-	125,000
Shares and warrants issued for exploration property	139,510	15,000
Sale of Balandougou Gold Project	-	(4,270,389)
Reversal of provision	(55,950)	-
Write-off of accounts payable	28,595	-
Write-off of sales taxes receivable	(30,536)	-
Change in non-cash operating working capital:		
Change in trades and other payables	21,228	22,531
Change in sales taxes receivable	71,236	(3,791)
Change in due from Mosaic Minerals Corp	5,250	-
Cash flows from operating activities	(1,048,760)	(1,361,118)
INVESTING ACTIVITY		
Proceeds from sale of mineral properties	1,218,955	3,273,861
Cash flows from investing activity	1,218,955	3,273,861
FINANCING ACTIVITIES		
Proceeds from private placement, net	1,598,738	-
Repayment of loans payable	(77,712)	(435,661)
Payable to related parties	(298,295)	(1,026,211)
Debentures	-	(140,000)
Cash flows from financing activities	1,222,731	(1,601,872)
Net change in cash	1,392,926	310,871
Cash, beginning of the year	315,452	4,581
Cash, end of the year	<u>1,708,378</u>	<u>315,452</u>
Supplemental cash flow information:		
Shares issued for settlement of interest on convertible debentures	-	28,000
Shares issued for settlement of loans payable	105,000	-
Return of capital	-	100,000
Accrued payments on sale	-	125,790
Fair value of broker warrants	60,880	-
Fair value of broker shares	94,990	-
Interest paid	-	77,465

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

STELLAR AFRICAGOLD INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
For the years ended July 31, 2021 AND 2020
(Expressed in Canadian Dollars)

1. NATURE OF OPERATIONS AND GOING CONCERN

Stellar AfricaGold Inc. and its subsidiaries (hereinafter the "Company" or "Stellar") specialize in exploration of gold mining sites located in Canada and in Republic of Mali and Republic of Guinea, two countries located in the West Africa region. The Company is a public company listed on the TSX Venture Exchange (the "TSX.V"), trading under the "SPX" symbol. The Company was incorporated under the Company's Act of British Columbia in April 2006, was prorogued under the Canada Business Corporations Act and in January 2019 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 \$1,186,561 (2020 – income of \$2,905,121) for the year ended July 31, 2021 and as at that date had an accumulated deficit of \$23,073,134 (2020 - \$21,886,573). These 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 financial statements. The 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.

In March 2020, the World Health Organization declared the outbreak of the novel strain of coronavirus, specifically identified as "COVID-19", a pandemic. This has resulted in governments worldwide enacting emergency measures to limit the spread of the virus, including closure of non-essential businesses. As of the date of these consolidated financial statements, the Company has been able to continue operating with no material impact to operations.

There have been no material revisions to the nature and number of estimates and judgments made in respect of the Company's financial statements of prior periods. However, the effects of COVID-19 have required significant judgments and estimates to be made in the preparation of the Company's consolidated financial statements. Additionally, the effects of COVID-19 may require revisions to estimates. To date no revisions to managements' estimates and judgments used in the preparation of the Company's consolidated financial statements have been necessary.

Due to rapid developments and uncertainty surrounding COVID-19 or the possible ending of COVID-19, it is not possible to predict the impact that COVID-19 will have on the Company's operations or financial results in the future. Additionally, it is possible the Company's operations and consolidated financial results will change in the near term as a result of COVID-19 or the ending of COVID-19.

STELLAR AFRICAGOLD INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
For the years ended July 31, 2021 AND 2020
(Expressed in Canadian Dollars)

2. BASIS OF PRESENTATION

a) Statement of Compliance

These consolidated financial statements have been prepared in accordance with International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board (“IASB”).

b) Basis of Measurement

These consolidated financial statements have been prepared using the accrual basis of accounting except for cash flow information. In addition, these 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 subsidiaries have a year end reporting date of July 31.

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 July 31, 2021 are as follows:

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

During the year ended July 31, 2020, the Company sold its 80% interest in two subsidiaries, Manding Gold SARL and Stellar Guinee SARL, in connection with the sale of the Balandougou Gold Project (Note 11).

d) Functional and presentation currency

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

STELLAR AFRICAGOLD INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
For the years ended July 31, 2021 AND 2020
(Expressed in Canadian Dollars)

3. SIGNIFICANT ACCOUNTING POLICIES

a) Cash and Cash Equivalents

Cash comprises cash on hand and demand deposits. Cash equivalents are short-term, highly liquid investments with maturities within three months held for the purpose of meeting short-term cash commitments rather than for investing purposes. The Company did not have cash equivalents as at July 31, 2021.

b) Exploration and Evaluation Expenses

Exploration and evaluation expenses are costs incurred in the course of the initial search of mineral resources before the technical feasibility and commercial viability of extracting mineral resources are demonstrable. The costs directly related to the acquisition of the mineral property rights and the exploration expenditures incurred during the exploration and evaluation phase are expensed in the period incurred.

The Company will capitalize mineral property development expenditures under property and equipment once technical feasibility and commercial viability of extracting mineral resources are demonstrated. Depletion and amortization of mineral deposits and mine development costs are recorded as the minerals are extracted, based on units of production and engineering estimates of mineable resources or reserves. To date, neither the technical feasibility nor the commercial viability of extracting a mineral resource has been demonstrated.

Although the Company has taken steps to verify title to the mining properties in which it holds an interest, in accordance with industry practices for the current stage of exploration of such properties, these procedures do not guarantee the validity of the Company's titles. Property titles may be subject to unregistered prior agreements and non-compliance with regulatory requirements.

c) Tax Credits Receivable

The Company is entitled to a refundable tax credit on qualified Quebec exploration expenditures incurred and refundable credit on duties for losses under the Mining Tax Act. Such credits are recognized as a reduction of the exploration expenses. The Company records these tax credits when there is reasonable assurance with regards to collections.

d) Investment in Associate

An associate is an entity over which the Company has significant influence and that is neither a subsidiary nor an interest in a joint venture. Significant influence is the power to participate in the financial and operating policy decisions of the investee, but is not control or joint control over those policies.

The results, assets and liabilities of associates are incorporated using the equity method of accounting. Under the equity method, investments in associates are initially recognized in the consolidated statement of financial position at cost and adjusted thereafter to recognize the Company's share of the profit or loss and other comprehensive income (loss) of the associate.

When the Company's share of losses of an associate exceeds the Company's interest in that associate (which includes any long-term interests that, in substance, form part of the Company's net investment in the associate), the Company discontinues recognizing its share of further losses. Additional losses are recognized only to the extent that the Company has incurred legal or constructive obligations or made payments on behalf of that associate. Any excess of the Company's share of the net fair value of the identifiable assets, liabilities and contingent liabilities over the cost of acquisition, after reassessment, is recognized immediately in profit or loss.

STELLAR AFRICAGOLD INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
For the years ended July 31, 2021 AND 2020
(Expressed in Canadian Dollars)

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

e) Impairment of Long-lived Assets

Impairment tests on non-financial assets are undertaken whenever events or changes in circumstances indicate that their carrying amount may not be recoverable. Where the carrying value of an asset exceeds its recoverable amount, which is the higher of value in use and fair value less costs to sell, the asset is written down accordingly.

The Company assesses long-lived assets for impairment when facts and circumstances suggest that the carrying amount of an asset may exceed its recoverable amount. The recoverable amount is the higher of the asset's fair value less costs to sell and value in use.

Where it is not possible to estimate the recoverable amount of an individual asset, the impairment test is carried out on the asset's cash-generating unit, which is the lowest group of assets in which the asset belongs for which there are separately identifiable cash inflows that are largely independent of the cash inflows from other assets. An impairment loss is charged to profit or loss, except to the extent it reverses gains previously recognized in profit or loss.

f) Provisions and Contingent Liabilities

Provisions are recognized when present obligations resulting from past events will likely result in an outflow of economic resources from the Company and that the amounts can be reliably estimated. The timing or amount of outflow may be uncertain.

The measurement of provisions corresponds to the estimated expenditure required to settle the present obligation, based on the most reliable evidence available at the reporting date, including risks and uncertainties relating to the present obligation. Provisions are discounted when the time value of money is significant.

Provisions are reviewed at each reporting date and adjusted to reflect current best estimates. When possible outflow of economic resources arising from present obligations is considered improbable or remote, no liability is recognized unless it has been taken on the occasion of a business combination.

The Company's operations are governed by government environment protection legislation. Environmental consequences are difficult to identify in terms of amounts, timetable and impact. As of the reporting date, management believes that the Company's operations are in compliance with current laws and regulations.

Site restoration costs currently incurred are negligible. When the technical feasibility and commercial viability of extracting a mineral resource have been demonstrated, a restoration provision will be recognized in the cost of the mining property when there is constructive commitment that has resulted from past events, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and the amount of the obligation can be measured with sufficient reliability.

g) Income Taxes

Income tax expense is comprised of current and deferred tax. Current tax and deferred tax are recognized in net income except to the extent that it relates to a business combination or items recognized directly in equity or in other comprehensive income or loss.

Current income taxes are recognized for the estimated income taxes payable or receivable on taxable income or loss for the current period and any adjustment to income taxes payable in respect of previous periods. Current income taxes are determined using tax rates and tax laws that have been enacted or substantively enacted by the period-end date.

STELLAR AFRICAGOLD INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
For the years ended July 31, 2021 AND 2020
(Expressed in Canadian Dollars)

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

g) Income Taxes (Continued)

Deferred tax assets and liabilities are recognized where the carrying amount of an asset or liability differs from its tax base, except for taxable temporary differences arising on the initial recognition of goodwill and temporary differences arising on the initial recognition of an asset or liability in a transaction which is not a business combination and at the time of the transaction affects neither accounting nor taxable profit or loss.

Recognition of deferred tax assets for unused tax losses, tax credits and deductible temporary differences is restricted to those instances where it is probable that future taxable profit will be available against which the deferred tax asset can be utilized. At the end of each reporting period the Company reassesses unrecognized deferred tax assets. Deferred income tax assets and liabilities are offset when they relate to income taxes levied by the same taxation authority.

h) Basic and Diluted Earnings (Loss) Per Share

Basic earnings (loss) per share is calculated by dividing the earnings (loss) attributable to common shareholders of the Company by the weighted average number of common shares outstanding during the year. Diluted earnings (loss) per share is calculated by adjusting the earnings (loss) attributable to ordinary equity holders of the Company and the weighted average number of common shares outstanding, for the effects of all dilutive potential ordinary shares which include options and warrants.

It is assumed that the dilutive potential ordinary shares were converted into ordinary shares at the average market price at the beginning of the period or the date of issue of potential ordinary shares, if later.

i) Share Capital

Share capital represents the amount received on the issue of shares, less issuance costs, net of any underlying income tax benefit recognized from these issuance costs. When shares are issued on the exercise of options and warrants, the share capital account also comprises the costs previously recorded as contributed surplus and warrants. When shares are issued as consideration for the acquisition of a mineral property, they are measured at their fair value according to the quoted price on the date of issue.

j) Unit Placements

Proceeds from unit placements are allocated between shares and warrants issued on a pro rata basis. Proceeds are allocated to shares and warrants according to their relative weighted fair value. The unit's fair value is determined using the quoted price of the shares on the stock exchange and the warrant's fair value is estimated using the Black-Scholes pricing model.

k) Flow-through placements

Issuance of flow-through units represents in substance an issue of ordinary shares, warrants and the sale of the right to tax deductions to the investors. When the flow-through units are issued, the sale of the right to tax deductions is deferred and presented as other liabilities in the consolidated statement of financial position. The proceeds received from flow-through units are allocated between share capital, warrants and the liability using the residual method. The liability component recorded initially on the issuance of shares is reversed on renouncement of the right to tax deductions to the investors and when eligible expenses are incurred, and recognized in profit or loss as a recovery of deferred income taxes.

STELLAR AFRICAGOLD INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
For the years ended July 31, 2021 AND 2020
(Expressed in Canadian Dollars)

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

l) Share-based Compensation

The share option plan allows Company employees and consultants to acquire shares of the Company. The fair value of options granted is recognized as an employee or consultant expense with a corresponding increase in equity. An individual is classified as an employee when the individual is an employee for legal or tax purposes (direct employee) or provides services similar to those performed by a direct employee.

The fair value is measured at grant date, and each tranche is recognized over the period during which the options vest. The fair value of the options granted is measured using the Black-Scholes option pricing model taking into account the terms and conditions upon which the options were granted. At each financial position reporting date, the amount recognized as an expense is adjusted to reflect the actual number of share options that are expected to vest.

Where the terms and conditions of options are modified before they vest, the increase in the fair value of the options, measured immediately before and after the modification, is also charged to profit or loss over the remaining vesting period.

In situations where equity instruments are issued to non-employees and some or all of the goods or services received by the entity as consideration cannot be specifically identified, they are measured indirectly at the fair value of the share-based payment. Otherwise, share-based payments are measured at the fair value of goods or services received.

m) Foreign exchange

Foreign currency transactions are translated into the functional currency, using the exchange rates prevailing at the dates of the transactions (spot exchange rate). Foreign exchange gains and losses resulting from the settlement of such transactions and from the re-measurement of monetary items denominated in foreign currency at year-end exchange rates are recognized in profit or loss. Non-monetary items are not re-translated at year-end and are measured at historical cost (translated using the exchange rates at the date of the transaction). Non-monetary items measured at fair value are translated using the exchange rates at the date when fair value was determined.

n) Convertible Debentures

The Company classifies convertible debentures into debt and equity components based on the residual method. The liability component is calculated as the present value of the principal and interest, discounted at a rate approximating the estimated interest rate that was estimated would have been applicable to non-convertible debenture at the time the debenture was issued. This portion of the convertible debenture is accreted over its term to the full principal value using the effective interest rate method. The equity element of the convertible debenture comprises the value of the conversion option, being the difference between the face value of the convertible debt and the liability component. Upon maturity, the equity component is reclassified to reserves.

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3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

o) Financial Instruments and Risk Management

Financial assets

Classification and measurement

The classification and measurement of financial assets is based on the Company's business models for managing its financial assets and whether the contractual cash flows represent solely payments of principal and interest ("SPPI"). Financial assets are initially measured at fair value less, for an item not at fair value through profit or loss, transaction costs directly attributable to its acquisition or issue, and are subsequently measured at either (i) amortized cost, (ii) fair value through other comprehensive income ("FVTOCI"), or (iii) at fair value through profit or loss ("FVTPL").

Financial assets measured at amortized cost

Financial assets classified and measured at amortized cost are those assets that are held within a business model whose objective is to hold financial assets in order to collect contractual cash flows, and the contractual terms of the financial asset give rise to cash flows that are SPPI. Financial assets classified at amortized cost are measured using the effective interest method. The Company's amounts receivable and due from related parties are classified as financial assets measured at amortized cost.

Financial assets measured at FVTPL

Financial assets classified and measured at FVTPL are those assets that do not meet the criteria to be classified at amortized cost or at FVTOCI. Realized and unrealized gains and losses arising from changes in the fair value of the financial assets and liabilities held at FVTPL are included in profit or loss in the period in which they arise. The Company's cash and cash equivalents and investment in Mosaic are classified in this category.

Financial assets measured at FVTOCI

Financial assets classified and measured at FVTOCI are those assets that are held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets, and the contractual terms of the financial asset give rise to cash flows that are SPPI. The Company does not have any assets classified and measured at FVTOCI.

De-recognition of financial assets

The Company de-recognizes a financial asset if the contractual rights to the cash flows from the asset expire, or the Company transfers substantially all the risks and rewards of ownership of the financial asset. Any interests in transferred financial assets that are created or retained by the Company are recognized as a separate asset or liability. Gains and losses on de-recognition are generally recognized in profit or loss.

However, gains and losses on de-recognition of financial assets classified as FVTOCI remain within accumulated other comprehensive loss.

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3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

o) Financial Instruments and Risk Management (Continued)

Financial Liabilities

Classification and measurement

Financial liabilities are recognized when the Company becomes a party to the contractual provisions of the financial instrument. A financial liability is derecognized when it is extinguished, discharged, cancelled or when it expires. Financial liabilities are classified as either financial liabilities at fair value through profit or loss or financial liabilities subsequently measured at amortized cost. All interest-related charges are reported in profit or loss within interest expense, if applicable.

Other financial liabilities are non-derivatives and are initially recognized at fair value net of any transaction costs directly attributable to the issuance of the instrument and subsequently carried at amortized cost using the effective interest rate method. This ensures that any interest expense over the period to repayment is at a constant rate on the balance of the liability carried in the consolidated statements of financial position. Interest expense in this context includes initial transaction costs and premiums payable on redemption, as well as any interest or coupon payable while the liability is outstanding. Trade and other payables, loans payable and amounts payable to related parties are included in this category and represent liabilities for goods and services provided to the Company prior to the end of the year that are unpaid.

De-recognition of financial liabilities

The Company derecognizes a financial liability when the financial liability is discharged, cancelled or expired. Generally, the difference between the carrying amount of the financial liability de-recognized and the consideration paid and payable, including any non-cash assets transferred or liabilities assumed, is recognized in profit or loss.

Offsetting financial assets and liabilities

Financial assets and liabilities are offset and the net amount is presented in the consolidated statement of financial position only when the Company has a legally enforceable right to offset the recognized amounts and intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

Impairment of financial assets

The Company recognizes a loss allowance for expected credit losses on financial assets that are measured at amortized cost.

At each reporting date, the Company measures the loss allowance for the financial asset at an amount equal to the lifetime expected credit losses if the credit risk on the financial asset has increased significantly since initial recognition. If at the reporting date, the financial asset has not increased significantly since initial recognition, the Company measures the loss allowance for the financial asset at an amount equal to twelve month expected credit losses. The Company shall recognize in profit or loss, as an impairment gain or loss, the amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognized.

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3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

o) Financial Instruments and Risk Management (Continued)

Risk Management

Disclosures about the inputs to financial instrument fair value measurements are made within a hierarchy that prioritizes the inputs to fair value measurement.

The three levels of the fair value hierarchy are:

- Level 1 – Unadjusted quoted prices in active markets for identical assets or liabilities;
- Level 2 – Inputs other than quoted prices that are observable for the asset or liability either directly or indirectly; and
- Level 3 – Inputs that are not based on observable market data.

Financial instruments are exposed to credit, liquidity and market risks. 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. Liquidity risks is the risk that an entity will encounter difficulty in meeting obligations associated with financial liabilities. Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of price risk: currency risk, interest rate risk, and other price risk.

Liquidity risk is significant to the Company's consolidated statement of financial position. The Company manages these risks by actively pursuing additional share capital issuances to settle its obligations in the normal course of its operating, investing and financing activities. The Company's ability to raise share capital is indirectly related to changing metal and mineral prices and in particular, the price of gold. To mitigate this market risk, management of the Company actively pursues a diversification strategy with its property holdings.

p) Segment Reporting

The Company presents and discloses segmental information based on information that is regularly reviewed by the chief operating decision-maker (i.e., the Chairman and the Board of Directors). The Company has determined that there was only one operating segment being the sector of exploration and evaluation of mineral resources.

q) Future Accounting Pronouncements Not Yet Adopted

The Company has not applied the new and revised IFRSs that have been issued but are not yet effective. Management expects that all pronouncements will be adopted during the annual period beginning after the effective dates of the standards but they are not expected to have a significant impact on the consolidated financial statements of the Company.

4. ESTIMATES AND JUDGMENTS

In preparing the 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:

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4. ESTIMATES AND JUDGMENTS (CONTINUED)

a) Significant Management Judgment (Continued)

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, meet its liabilities for the ensuing year, and to fund planned and contractual exploration programs, 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. As at July 31, 2021, management is of the opinion that the Company's amounts receivable balance is collectible.

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 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.

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.

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4. ESTIMATES AND JUDGMENTS (CONTINUED)

b) Estimation Uncertainty (Continued)

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. These factors are sources of uncertainty in estimates.

5. 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 has significant influence, but not control, of Mosaic because it holds a minority position on the board of directors and does 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 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 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 July 31, 2021 of \$468,000. 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, 2019	7,200,000	\$ 256,799
Shares distributed to the Company's shareholders	(2,000,000)	(100,000)
Equity loss in associate	-	(4,289)
Dilution gain on investment	-	45,683
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

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6. PROPERTY AND EQUIPMENT

Disposal of Mill, Camp and Equipment

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 km² Balandougou semi-industrial exploitation permit together with all related property and equipment, and two Guinea subsidiary companies holding contiguous exploration permits totalling approximately 150 km². The Company and the minority partners owned 80% and 20% respectively of the Balandougou Gold Project. The transaction completed on October 28, 2019. As at the completion date, the property and equipment transferred to the purchaser had a carrying value of \$298,045, see note 11.

7. CONVERTIBLE DEBENTURES

On September 22, 2016, the Company issued convertible debentures in the amount of \$150,000. The debentures bear interest at the rate of 10% per annum, payable semi-annually, by the issuance of common shares of the Company and matures 36 months from the date of issue. During the first 12 months, the debentures are convertible, at the option of the holder, into common share units at a price of \$0.05 per unit; each unit comprised of one share and one-half common share purchase warrant. One full warrant allows the holder thereof to acquire one additional common share of the Company at a price of \$0.15 for a 2-year period. The convertible debentures were allocated as follows:

Liability portion of convertible debentures	\$	120,000
Equity portion of convertible debentures (recorded as contributed surplus)		30,000
Total convertible debentures issued	\$	150,000

Convertible Debentures as of July 31, 2021:

Balance at July 31, 2019	\$	163,806
Accrued Interest		4,194
Settlement through share issuance		(28,000)
Repayment		(140,000)
Balance July 31, 2021 and 2020	\$	-

During the year ended July 31, 2020, the Company made cash payments of \$140,000 to settle the loan principal balance and issued 560,000 common shares to settle accrued interest of \$280,000 (Note 9).

8. LOANS PAYABLE

On November 10, 2017, a subsidiary of the Company received an unsecured loan in the amount of US\$400,000 bearing interest at the rate of 10% per annum. Interest is capitalized until June 30, 2018 and thereafter repayable in blended payments (principal and interest) over 16 months. The loan is collaterally guaranteed by the Company.

The Company also granted to the lender a loan bonus in the form of a share purchase warrant to acquire 1,000,000 shares at \$0.05 until November 10, 2019. The warrant expired unexercised.

On October 31, 2019, in connection with the sale of the Balandougou Gold Project, the loan agreement was amended to freeze accrued of interest and to schedule the repayment of principal and interest. As at the date of the amendment, US\$86,268 had been accrued as interest payable. The scheduled repayments of principal and interest are as follows:

- i. US\$228,546 upon closing of the sale; paid
- ii. US\$87,528 payable on January 15, 2020; paid
- iii. US\$87,528 payable on July 15, 2020; paid
- iv. US \$82,666 payable on January 15, 2021.

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8. LOANS PAYABLE (CONTINUED)

During the year ended July 31, 2021, the Company issued 1,750,000 units at \$0.06 per unit for gross proceeds of \$105,000 with each unit comprised of one common share and one share purchase warrant exercisable at \$0.15 for 24 months in connection with the final payment of US\$82,666 owing on January 15, 2021.

9. SHARE CAPITAL

i) Authorized

Unlimited number of shares without par value and issued capital of 100,305,783 (2020 – 67,282,117) 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 Stellar AfricaGold Inc.

ii) Issued During the Year Ended July 31, 2021

During the year ended July 31, 2021, the Company issued 2,500,000 units consisting of 2,500,000 common shares fairly valued at \$125,000 and 2,500,000 share purchase warrants fairly valued at \$14,510 (Note 11) to acquire the Priko and Zenoula licenses.

The Company completed a private placement financing comprised of 29,166,667 units at \$0.06 per unit for gross proceeds of \$1,750,000 with each unit comprised of one common share and one share purchase warrant exercisable (a "Warrant") at \$0.15 for 24 months. Finder's fees were paid to arm's length parties in respect of this private placement in the total amount of \$46,262. In addition, an aggregate of 1,356,999 common shares with a fair value of \$94,990 and 2,178,108 share purchase warrants (Finders' Warrants) have been issued to finders. The terms of the Finders' Warrants are the same as the Warrants.

The fair value of the Finders' Warrants was determined to be \$60,880 calculated using the Black-Scholes option pricing model with the following assumptions: expected life of warrants – 2 years; expected volatility – 110.81%; expected dividend yield – 0%; and risk-free rate – 0.26%. As a result of applying the relative fair value method, the finder's fees were allocated \$144,496 to share capital and \$57,636 to warrant reserves.

As a result of applying the relative fair value method, the proceeds from the private placement were allocated \$1,251,000 to share capital and \$499,000 to warrant reserves. The fair value of the Warrants was calculated using the Black-Scholes option pricing model with the following assumptions: expected life of warrants – 2 years; expected volatility – 110.81%; expected dividend yield – 0%; and risk-free rate – 0.26%.

One Director of the Company subscribed for a total of 400,000 units of the private placement. Participation of the Director of Stellar in the private placement is considered a "related party transaction" as defined under Multilateral Instrument 61-101 ("MI 61-101"). The transactions are exempt from the formal valuation and minority shareholder approval requirements of MI 61-101 as neither the fair market value of the securities to be distributed in the private placement nor the consideration to be received for those securities, in so far as the private placement involves the Insiders, exceeds 25% of the Company's market capitalization.

iii) Issued During the Year Ended July 31, 2020

The Company issued 300,000 common shares fairly valued at \$15,000 for the purchase of the L-K properties.

The Company issued 2,500,000 common shares to settle \$125,000 in fees owing.

The Company issued 560,000 common shares fairly valued at \$28,000 in full settlement of the debenture interest payable.

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9. SHARE CAPITAL (CONTINUED)

iii) Issued During the Year Ended July 31, 2020 (Continued)

Pursuant to the arrangement agreement, the Company distributed 2,000,000 Mosaic common shares to the Company's shareholders in the form of a return of capital. As a result, the Company recorded a return on capital of \$100,000.

iv) Warrants

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

	July 31, 2021		July 31, 2020	
	Number of warrants	Average exercise price	Number of warrants	Average exercise price
Balance, beginning of the year	-	\$ -	1,100,000	\$ 0.05
Granted	33,844,775	\$ 0.14	-	\$ -
Expired	-	\$ -	(1,100,000)	\$ 0.05
Balance, end of the year	33,844,775	\$ 0.14	-	\$ -

The table below summarizes the information related to warrants as at July 31, 2021:

Expiration date	Number	Exercise price	Average remaining contractual life (Years)
November 27, 2022	2,500,000	\$ 0.07	1.32
February 26, 2023	11,391,667	\$ 0.15	1.58
March 19, 2023	19,953,108	\$ 0.15	1.63
	33,844,775	\$ 0.14	1.66

v) Stock 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:

	July 31, 2021		July 31, 2020	
	Number of options	Average exercise price	Number of options	Average exercise price
Balance, beginning of the year	5,292,000	\$ 0.05	5,042,000	\$ 0.05
Granted	4,000,000	\$ 0.07	250,000	\$ 0.05
Balance, end of the year	9,292,000	\$ 0.06	5,292,000	\$ 0.05
Exercisable options	9,292,000	\$ 0.06	5,292,000	\$ 0.05

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9. SHARE CAPITAL (CONTINUED)

v) Stock Options (Continued)

The table below summarizes the information related to share options as at July 31, 2021:

Expiry Date	Number of Options Outstanding	Number of Options Vested	Number of Options Unvested	Exercise Price	Weighted Average Remaining Life
January 18, 2022	1,250,000	1,250,000	-	\$ 0.05	0.47
March 1, 2022	100,000	100,000	-	\$ 0.05	0.58
March 15, 2022	200,000	200,000	-	\$ 0.05	0.62
November 14, 2022	3,492,000	3,492,000	-	\$ 0.05	1.29
November 29, 2024	250,000	250,000	-	\$ 0.05	3.33
March 22, 2026	4,000,000	4,000,000	-	\$ 0.07	4.64
	9,292,000	9,292,000	-	\$ 0.06	2.66

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.

On November 29, 2019, the Company granted 250,000 options to certain directors of the Company exercisable at \$0.05 for a period of five years. The fair value of the options granted was determined using the Black-Scholes option pricing model. The assumptions used to calculate the fair value of the options were based on risk free rate of 1.49%, expected volatility of 143%, expected life of 5 years and a dividend yield of 0%. The options vest immediately on grant.

On March 22, 2021, the Company granted 4,000,000 options to certain directors and consultants of the Company exercisable at \$0.07 for a period of five years. The fair value of the options granted was determined using the Black-Scholes option pricing model. The assumptions used to calculate the fair value of the options were based on risk free rate of 0.99%, expected volatility of 105.59%, expected life of 5 years and a dividend yield of 0%. The options vest immediately on grant.

10. EARNINGS (LOSS) PER SHARE

During the year, in calculating the diluted loss per share for the year ended July 31, 2021, dilutive potential ordinary shares such as share options and warrants have not been included as they would have the effect of decreasing the loss per share. Decreasing the earnings per share would be antidilutive. The basic and diluted loss per share has been calculated as follows.

	2021	2020
Net (loss) income for the year	\$ (1,186,561)	\$ 2,905,121
Weighted average number of shares in circulation	80,842,107	65,272,322
Basic and diluted (loss) earnings per share	\$ (0.01)	\$ 0.04

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11. EXPLORATION AND EVALUATION EXPENDITURES

	2021	2020
EXPLORATION EXPENDITURES		
Acquisition of Lullwitz-Kaepelli Gold Property	\$ -	\$ 20,000
Acquisition of Pricro and Zenoula licenses	139,510	-
Geologist and professional fees	12,171	55,727
General exploration and campsite expenses	104,465	53,095
TOTAL EXPLORATION EXPENSES	\$ 256,146	\$ 128,822

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 totalling 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. The cash payment was made and the shares were issued.

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 km² Balandougou semi-industrial exploitation permit together with all related plant and equipment, and two Guinea subsidiary companies holding contiguous exploration permits totalling approximately 150 km². The Company and the minority partners own 80% and 20% respectively of the Balandougou Gold Project. The transaction price is US\$3,850,000 paid in instalments, US\$1,800,000 on closing with the balance in three instalments.

At July 31, 2021 the Company had received US\$3,790,650 (CDN\$5,037,166) and therefore US\$59,350 (CDN\$73,962) was receivable.

On February 27, 2020, the Company reached an agreement with the former minority partners in the project, whereby the Company would pay US\$243,845 (\$330,396) of the consideration received from the purchaser, when the Company receives payments from the purchaser. As at July 31, 2021, accounts payable and accrued liabilities included US\$Nil (2020 - US\$93,845 (\$125,790)) payable to the former minority partners.

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 are payable upon receipt of proceeds from the purchaser. During the year ended July 31, 2021, the Company paid finder's fees of \$40,644 (2020 -\$90,869). As at July 31, 2021, \$Nil (2020 - \$36,861) of finder's fees was accrued in due to related parties.

During the year ended July 31, 2020, the Company recognized \$4,270,389 in costs recovered on sale of mineral properties as follows:

Revenue from sale of mineral properties (US\$3,850,000)	\$ 5,026,560
Less: Costs paid and accrued to former minority partners (US\$243,845)	(330,396)
Less: Disposal of property and equipment	(298,045)
Less: Finder's fees	(127,730)
Costs recovered on sale of mineral properties	\$ 4,270,389

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11. EXPLORATION AND EVALUATION EXPENDITURES (CONTINUED)

Birimian Geology Exploration “BGE”

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 (the Bocanda permit and the Djekanou permit) covering approximately 471 square kilometres. 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. The option remains subject to closing conditions including TSX Venture Exchange approval.

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

Stellar closed the September 16, 2020 acquisition agreement with Altus Strategies PLC (“Altus”) to buy a 100% interest in Aeos Resources Ltd (“Aeos”), which in turn owns 100% of Aucrest SARL, an Ivorian subsidiary that owns the Prikro Exploration Licence and the Zenoula Exploration Licence (pending) both totalling 770 km² in Côte d’Ivoire. The acquisition closed on November 27, 2020. For accounting purposes, the acquisition has been 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 common shares were fairly valued using the grant date share price of \$0.05 per share, 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%.

Contingent upon reaching exploration milestones on each permit Stellar will issue additional shares equal to US\$250,000 in value: a) upon 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 category, and b) upon completion of a definitive feasibility study. Due to uncertainty regarding the likelihood and timing of meeting each milestone payment a reliable estimate of the contingent consideration was not possible to determine and therefore no provision has been made. Altus will retain a 2.5% Net Smelter Return (“NSR”) royalty on each permit. Stellar may repurchase up to 1.0% of each NSR for US\$500,000 for each 0.5%. The Prikro Exploration licence covers 369.5 km² in the Prikro and Koun-Fao Departments in eastern Côte d’Ivoire, approximately 240 km northeast of Abidjan. The Zenoula project is a 400km² licence (application pending) in the Marahoue Department in central Côte d’Ivoire, approximately 300km north of Abidjan.

Titchka Est Gold Project

Stellar 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 Stellar’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 Stellar 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.

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11. EXPLORATION AND EVALUATION EXPENDITURES (CONTINUED)

Namarana Gold Project

The Company, through its 100% subsidiary Stellar Pacific Mali SARL, has secured a 50.2 km² Autorisation de Prospection Gold Permit in southwest Mali. The Namarana Authorization is located near the village of Namarana, Circle of Kangaba, region of Koulikoro, near the boarder with Guinea approximately 100 km W-SW west of Bamako, the capital.

12. INCOME TAXES

	2021	2020
Statutory Canadian corporate tax rate	27%	27%
Expected current income tax (recovery) expense	\$ (316,000)	\$ 773,000
Non-deductible permanent differences	58,000	1,000
Change in estimate and other	18,000	39,000
Application of non-capital loss carry-forwards	-	(676,000)
Change in deferred tax assets not recognized	240,000	(137,000)
Deferred income tax recovery	\$ -	\$ -

The significant components of the Company's deferred tax assets and liabilities are as follows:

	2021	2020
Non-capital loss carry-forwards	\$ 1,833,000	\$ 864,000
Share issue costs	13,000	3,000
Investment	-	16,000
Property and equipment	8,000	8,000
Mineral resource properties	604,000	542,000
Capital losses	74,000	74,000
	2,532,000	1,507,000
Unrecognized deferred tax assets	(2,532,000)	(1,507,000)
	\$ -	\$ -

The Company has not recorded deferred income tax assets based on the extent to which it is more likely than not that sufficient taxable income will not be realized during the carry-forward period to utilize these net deferred income tax assets. The Company has available non-capital losses for Canadian income tax purposes of approximately \$3,921,000 which may be carried forward to reduce taxable income in future years, if not utilized, expiring in years from 2033 to 2041.

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13. 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 year ended July 31, 2021 are unsecured, bear no interest, and are due on demand. Key management personnel of the Company are members of the Board of Directors and the management.

Key management short-term benefits	July 31, 2021	July 31, 2020
Management fees	\$ 240,000	\$ 197,500
Management bonus	-	348,054
Consulting fees	144,663	250,727
Project supervision fees	180,000	165,000
Finder's fee	40,644	127,730
Directors' fees	-	75,000
Share-based compensation	198,922	-
Interest	-	70,639
Total compensation	\$ 804,229	\$ 1,234,650

Due to related parties	July 31, 2021	July 31, 2020
Due to the President and CEO	\$ 45,000	\$ 3,993
Due to a company controlled by the COO and Director	15,000	17,349
Due to a company controlled by a Director	10,000	46,861
Due to (from) a Director of the Company	(20,400)*	-
Reimbursement of expenses	-	(5,250)
Related party loan principal	-	150,346
Related party loans principal and interest	-	129,346
Total	\$ 49,600	\$ 342,645

*relates to overpayment of payroll withholding tax related to management fees. Amount was repaid subsequent to year end.

As at July 31, 2021, the amounts owing to related parties are without interest, unsecured and are due on demand.

14. 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 owners of the parent.

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 year ended July 31, 2021.

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15. 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 Central Africa (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 Côte d'Ivoire are transacted primarily in US dollars and Central African (CFA) Francs. Foreign currency invoices are paid primarily in US dollars.

As at July 31, 2021, cash totalling \$595,240 (2020 - \$213,913) was held in US Dollars and cash totalling \$5,043 (2020 - \$Nil) was held in Central African (CFA) Francs; accounts receivable totalling \$73,962 (2020 - \$1,474,440) was held in US Dollars; and accounts payable and accrued liabilities totalling \$Nil (2020 - \$162,651) was payable in US Dollars and \$5,179 (2020 - \$Nil) was payable in Central 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 Central 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 period, 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.

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15. FINANCIAL INSTRUMENT RISK DISCLOSURES (CONTINUED)

Liquidity risk (Continued)

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

	July 31, 2021		July 31, 2020	
	Carrying amount	Fair value	Carrying amount	Fair value
	\$	\$	\$	\$
FINANCIAL ASSETS				
Cash and cash equivalents	1,708,378	1,708,378	315,452	315,452
Amounts receivable	73,962	73,962	1,474,440	1,474,440
Mosaic Minerals marketable securities	468,000	468,000	198,193	198,193
Due from related parties	20,400	20,400	-	-
Due to Mosaic	-	-	5,250	5,250
Sales taxes receivable	3,154	3,154	43,854	43,854
FINANCIAL LIABILITIES				
Trade and other payables	196,525	196,525	309,353	309,353
Payable to related parties	70,000	70,000	347,895	347,895
Loans payable	-	-	188,360	188,360
Part XII.6 taxes	-	-	55,950	55,950

16. CONTINGENCIES AND COMMITMENTS

- a) The Company may be liable for unpaid Part XII.6 tax on unspent flow-through renunciations related to financings obtained in 2007. The amount of estimated interest and penalties is not determinable, and management has concluded that outflow of economic resources is remote. During the year ended July 31, 2021 the provision for Part XII.6 taxes was reversed and the Company recognized a gain of \$55,950 in the statement of comprehensive loss.
- b) 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 (included within accounts payable). It is not possible to determine the negative tax consequences for the investors or the related amount for which the Company may be liable, if any.

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17. SEGMENTED INFORMATION

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

July 31, 2021	Canada	Western Africa	Total
Current Assets	\$ 1,800,851	\$ 5,043	\$ 1,805,894
Long-term assets	468,000	-	468,000
Total Assets	\$ 2,268,851	\$ 5,043	\$ 2,273,894

July 31, 2020	Canada	Western Africa	Total
Current Assets	\$1,838,996	\$ -	\$ 1,838,996
Long-term assets	198,193	-	198,193
Total Assets	\$2,037,189	\$ -	\$ 2,037,189

Segmented comprehensive losses by geographical location are as follows:

July 31, 2021	Canada	Western Africa	Total
Comprehensive loss	\$ (1,164,234)	\$ (22,327)	\$ (1,186,561)

July 31, 2020	Canada	Western Africa	Total
Comprehensive income	\$ 2,905,121	\$ -	\$ 2,905,121