STELLAR AFRICAGOLD INC.

CONSOLIDATED INTERIM FINANCIAL STATEMENTS

THREE MONTHS ENDED OCTOBER 31, 2018 and 2017
(Expressed in Canadian Dollars)

Condensed Interim Consolidated 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 period ended October 31, 2018 and 2017. The accompanying unaudited condensed interim consolidated financial statements of Stellar AfricaGold Inc., for the periods ended October 31, 2018 and 2017, have been prepared by and are the responsibility of the Company's management.

STELLAR AFRICAGOLD INC.

CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

(Expressed in Canadian Dollars)
PREPARED BY MANAGEMENT WITHOUT AUDIT

		AS AT OCTOBER 31, 2018		AS AT JULY 31, 2018
ASSETS				
Current				
Cash and cash equivalents	**$**	**8,024**	$	120,681
Available-for-sale investments		**-**		-
Sales taxes receivable		**19,066**		19,066
Prepaid expenses		**-**		-
Total Current Assets		**27,090**		139,747
Non-current				
Property and equipment (Note 5)		**301,653**		302,385
Reclamation deposit		**7,500**		7,500
Total Assets	**$**	**336,243**	$	449,632
LIABILITIES				
Current Liabilities				
Trade and other payables (Note 14)	**$**	**150,706**	$	89,712
Payable to related parties (Note 12)		**904,058**		819,550
Part XII.6 taxes (Note 17)		**55,950**		55,950
Total Current Liabilities		**1,110,714**		965,212
Convertible debentures (Note 6)		**130,497**		127,497
Loans payable (Note 6)		**570,198**		558,198
Total Liabilities		**1,811,409**		1,650,907
Deficiency				
Share Capital (Note 7)	**$**	**18,758,605**	$	18,758,605
Commitment to issue shares		**-**		-
Warrants (Note 7)		**175,517**		175,517
Contributed surplus		**4,015,895**		4,015,895
Accumulated other comprehensive income		**-**		-
Deficit		**(24,425,183)**		(24,151,292)
Total Deficiency		**(1,475,166)**		(1,201,275)
Total Liabilities and Deficiency	**$**	**336,243**	$	449,632

These financial statements were approved and authorized for issue by the Board of Directors on December 20, 2018. They are signed on the Company's behalf by:

John Cumming	*J. Francois Lalonde*
Director	Director

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

STELLAR AFRICAGOLD INC.

CONSOLIDATED STATEMENTS OF COMPREHENSIVE LOSS

FOR THE THREE MONTHS ENDED OCTOBER 31, 2018 AND 2017

(Expressed in Canadian Dollars)
PREPARED BY MANAGEMENT WITHOUT AUDIT

	THREE MONTHS ENDED October 31, 2018	2017
Expenses		
Accretion on convertible debentures (Note 7)	**$ -**	$ -
Exploration and evaluation expenditures (Note 11)	**130,435**	97,379
Project management	**30,000**	30,000
Employee benefits expense	**-**	-
Amortization	**732**	72
Administrative fees	**62,500**	62,500
Professional fees	**-**	15,000
Interest on loans and convertible debentures (Note 7)	**15,000**	2,750
Other operational expenses	**13,202**	13,354
Share-based payments	**-**	-
Registration and shareholders information	**2,616**	7,931
Foreign exchange (gain) loss	**19,406**	23,520
Loss before other income	**(273,891)**	(252,506)
Other income		
Gain on sale of mineral properties	**-**	-
Gain on settlement of debt	**-**	-
Reversal of provision (Note 7)	**-**	-
Loss Before Income Taxes	**(273,891)**	(252,506)
Deferred income tax recovery	**-**	-
Net Loss For The Period	**(273,891)**	(252,506)
Other Comprehensive Loss		
Change in fair value of available-for-sale investments	**-**	-
Comprehensive Loss For The Year	**$ (273,891)**	$ (252,506)
Basic And Diluted Loss Per Share (Note 9)	**$ (0.00)**	$ (0.00)
Weighted average number of shares outstanding	**63,922,117**	57,546,093

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

STELLAR AFRICAGOLD INC.

CONSOLIDATED STATEMENTS OF CHANGES IN DEFICIENCY

FOR THE THREE MONTHS ENDED OCTOBER 31, 2018

(Expressed in Canadian Dollars)

	SHARE CAPITAL							
	SHARES	AMOUNT	COMMITMENT TO ISSUE SHARES	WARRANTS	CONTRIBUTED SURPLUS	ACCUMULATED OTHER COMPREHENSIVE LOSS	DEFICIT	TOTAL DEFICIENCY
Balance, July 31, 2018	**63,922,117**	**$ 18,758,605**	**$ -**	**$ 175,517**	**$ 4,015,895**	**$ -**	**$ (24,151,292)**	**$ (1,201,275)**
Shares issued for debt	-	-	-	-	-	-	-	-
Issued for debt interest	-	-	-		-	-	-	-
Net loss for the three months	-	-	-	-	-	-	(273,891)	(273,891)
Balance, October 31, 2018	**63,922,117**	**$ 18,758,605**	**$ -**	**$ 175,517**	**$ 4,015,895**	**$ -**	**$ (24,425,183)**	**$ (1,475,166)**

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

STELLAR AFRICAGOLD INC.

CONSOLIDATED STATEMENTS OF CASH FLOWS

FOR THE THREE MONTHS ENDED OCTOBER 31, 2018 AND 2017

(Expressed in Canadian Dollars)

	THREE MONTHS ENDED OCTOBER31, 2018	2017
Operating Activities		
Net loss for the year	**$ (273,891)**	$ (252,506)
Adjustments		
Accrued interest on loans and convertible debentures (Note 8)	**15,000**	2,347
Accretion on convertible debentures (Note 7)	**-**	-
Reversal of provision (Note 6)	**-**	-
Amortization	**732**	72
Gain on debt settlement	**-**	-
Share-based payments	**-**	403
Deferred income tax recovery	**-**	-
	(258,159)	(249,684)
Payable to related parties	**84,508**	92,500
Net change in working capital items (Note 10)	**60,994**	30,859
Cash flows used in operating activities	**(112,657)**	(126,325)
Investing Activity		
Acquisition of equipment	**-**	-
Cash used in investing activity	**-**	-
Financing Activities		
Loans payable	**-**	93,468
Shares issued for debenture conversion	**-**	10,000
Cancellation of debenture on conversion	**-**	(10,000)
Private placement	**-**	-
Issuance of convertible debentures	**-**	-
Share issuance costs	**-**	-
Cash flows from financing activities	**-**	93,468
Net change in cash and cash equivalents	**(112,657)**	(32,857)
Cash and cash equivalents, beginning of the year	**120,861**	38,474
Cash and cash equivalents, end of the period	**$ 8,024**	$ 5,617

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

1. NATURE OF OPERATIONS AND GOING CONCERN

Stellar AfricaGold Inc. and its subsidiaries (hereinafter the "Company") 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 and was prorogued under the Canada Business Corporations Act. The Company's registered office and its principal place of business is 4908 Pine Crescent, Vancouver, British Columbia, V6M 3P6.

These financial statements have been prepared on the basis of accounting principles applicable to a going concern, which presume the realization of assets and discharge of liabilities in the normal course of business for the foreseeable future. The recoverability of the amounts expensed for exploration and evaluation assets are dependent upon the existence of economically recoverable reserves, securing and maintaining title and beneficial interest in the properties, the ability of the Company to obtain necessary financing to complete the evaluation and development of commercially viable reserves, and upon future profitable production or proceeds from the disposition of exploration and evaluation assets.

The Company incurred a net loss of $273,891 for the three months ended October 31, 2018 and incurred losses of $1,327,135 (2017 – $907,693) for the year ended July 31, 2018 and as at October 31, 2018 had a deficit of $24,425,183. At October 31, 2018 the Company had a working capital deficiency of $1,083,624 (deficiency of $825,465 as at July 31, 2018). These factors may cast significant doubt about the ability of the Company to continue as a going concern.

2. BASIS OF PRESENTATION

a) Statement of Compliance

These interim financial statements of the Company for the three months ended October 31, 2018 have been prepared in accordance with International Financial Reporting Standards ("IFRS"), applicable to interim financial information as issued by the International Accounting Standards Board ("IASB") and Interpretations of the International Financial Reporting Interpretations Committee.

b) Basis of Measurement

These financial statements have been prepared on a historical cost basis except for financial instruments that have been measured at fair value. In addition, these financial statements have been prepared using the accrual basis of accounting, except for cash flow information.

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 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.

2. BASIS OF PRESENTATION (CONTINUED)

d) Basis of Consolidation (Continued)

Subsidiaries

Details of the Company's subsidiaries at October 31, 2018 are as follows:

Name of subsidiary	Principal activity	Country of Incorporation	Ownership %
Golden Frank Resources Inc.	Mineral exploration in Guinea	Canada	100%
Stellar Pacific Mali	Mineral exploration in Mali	Republic of Mali	100%
Africa Gold Business SARL	Disbanded Guinea	Republic of Guinea	80%
MGWA Golden Frank, SARL	Mineral exploration in Guinea	Republic of Guinea	80%
Stellar Guinea SARL	Mineral exploration in Guinea	Republic of Guinea	80%

e) Functional and presentation currency

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

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 October 31, 2018.

b) Available-for-Sale Investments

Investments in public companies have been designated as available-for-sale investments. The investments are reported at fair value based on quoted market prices with unrealized gains or losses excluded from operations and reported as other comprehensive income or loss.

c) 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.

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

c) Exploration and Evaluation Expenses (Continued)

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.

Disposal of interest in connection with mineral option agreements

On the disposal of interest in connection with option agreements, the Company does not recognize expenses related to the exploration and evaluation performed on the property by the optionee. In addition, cash or share considerations received directly from the optionee are credited as a gain on disposal of mining rights in profit or loss.

d) Property and Equipment

Property and equipment are held at cost less accumulated depreciation and accumulated impairment losses. Cost includes all costs incurred initially to acquire or construct an item of property and equipment. Costs directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management and costs incurred subsequently to add to or replace part thereof.

Depreciation is recognized if and when the equipment is productive using the declining balance method to write down the cost to its estimated residual value. The rates generally applicable are as follows:

Rates	
20%	Office furniture
30%	Computer equipment
20%	Rolling stock
20%	Mining camp

The depreciation expense for each period is recognized in profit or loss.

The residual value, depreciation method and useful life of each asset are reviewed at least at each financial year-end. The carrying amount of an item of property and equipment is derecognized upon disposal or when no future economic benefits are expected from its use or disposal. The gain or loss arising from the non recognition of an item of property and equipment is included in profit or loss when the item is derecognized.

e) Impairment of Long-lived Assets

For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are largely independent cash inflows (cash-generating units). As a result, some assets are tested individually for impairment and some are tested at a cash-generating unit level.

Whenever events or changes in circumstances indicate that the carrying amount may not be recoverable an asset or cash-generating unit is reviewed for impairment.

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

An impairment loss is recognized in profit or loss for the amount by which the assets or cash-generating units carrying amount exceeds its recoverable amount. The recoverable amount of an asset or a cash-generating unit is the higher of its fair value less cost to sell and its value in use.

An impairment charge is reversed if the assets or cash-generating unit's recoverable amount exceeds its carrying amount.

f) 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 and assessments and that the Company will comply with the conditions associated to them.

g) 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 data, 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.

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 period. 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, 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 period or the date of issue of potential ordinary shares, if later.

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

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.

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.

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 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 assets.

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 the statement of operations and comprehensive 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.

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

j) 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.

k) 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 principle 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.

l) Financial Instruments and Risk Management

Financial assets

The Company classifies its financial assets into one of the following categories, depending on the purpose for which the asset was acquired. The Company's accounting policy for each category is as follows:

Fair value through profit or loss (“FVTPL”) - This category comprises derivatives, or financial assets acquired or incurred principally for the purpose of selling or repurchasing in the near term. They are carried in the statements of financial position at fair value with changes in fair value recognized in the statements of operations and comprehensive loss.

Loans and receivables - These assets are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are carried at amortized cost less any provision for impairment. Significant receivables are considered for impairment when they are past due or when other objective evidence is received that a specific counterparty will default.

Held-to-maturity investments - These assets are non-derivative financial assets with fixed or determinable payments and fixed maturities that the Company's management has the positive intention and ability to hold to maturity. These assets are measured at amortized cost using the effective interest rate method. If there is objective evidence that the investment is impaired, determined by reference to external credit ratings and other relevant indicators, the financial asset is measured at the present value of estimated future cash flows. Any changes to the carrying amount of the investment, including impairment losses, are recognized in the statements of operations and comprehensive loss.

Available-for-sale - Non-derivative financial assets not included in the above categories are classified as available-for-sale. They are carried at fair value with changes in fair value recognized directly in other comprehensive income (loss). Where a decline in the fair value of an available-for-sale financial asset constitutes objective evidence of impairment, the amount of the loss is removed from equity and recognized in the statements of operations and accumulated other comprehensive income (loss).

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

l) Financial Instruments and Risk Management (Continued)

Transaction costs associated with fair value through profit or loss financial assets are expensed as incurred, while transaction costs associated with all other financial assets are included in the initial carrying amount of the asset.

All financial assets except for those at FVTPL are subject to review for impairment at least at each reporting date. Financial assets are impaired when there is objective evidence that a financial asset or a group of financial assets is impaired. Different criteria to determine impairment are applied for each category of financial assets, which are described above.

Financial Liabilities

The Company classifies its financial liabilities into one of two categories, depending on the purpose for which the asset was acquired. The Company's accounting policy for each category is as follows:

Fair value through profit or loss - This category comprises derivatives, or liabilities acquired or incurred principally for the purpose of selling or repurchasing in the near term. They are carried in the statement of financial position at fair value with changes in fair value recognized in the statement of operations and comprehensive loss.

Other financial liabilities - This category includes amounts due to related parties and accounts payables and accrued liabilities, all of which are recognized at amortized cost.

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 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 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.

m) 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.

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

n) Future Accounting Pronouncements Not Yet Adopted

The Company has not applied the following 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 expect to have a significant impact on the consolidated financial statements of the Company.

IFRS 9 Financial Instruments - In July 2014, the IASB published IFRS 9 which replaces IAS 39 Financial Instruments: Recognition and Measurement (IAS 39). IFRS 9 introduces improvements which include a logical model for classification and measurement of financial assets, a single, forward-looking “expected loss" impairment model and substantially-reformed approach to hedge accounting. IFRS 9 is effective for annual reporting periods beginning on or after January 1, 2018.

IFRS 15 Revenue from Contracts with Customers establishes a five-step model that will apply to revenue earned from a contract, regardless of the type of revenue transaction or the industry. The standard’s requirements will also apply to the recognition and measurement of gains and losses on the sale of some non-financial assets that are not an output of the entity’s ordinary activities. IFRS 15 is effective for annual periods beginning on or after January 1, 2018.

IFRS 16 Leases replaces IAS 17 – Leases and requires lessees to account for leases on statement of financial position by recognizing a right to use asset and lease liability. The standard is effective for annual reports beginning on or after January 1, 2019.

4. ESTIMATES AND JUDGEMENTS

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

a) Significant Management Judgement

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

Recognition of deferred income tax assets and measurement of income tax expense

Management continually evaluates the likelihood that its deferred tax assets could be realized. This requires management to assess whether it is probable that sufficient taxable income will exit in the future to utilize these losses within the carry-forward period. By its nature, this assessment requires significant judgement. To date, Management has not recognized any deferred tax assets in excess of existing taxable temporary differences expected to reverse within the carry-forward period.

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, meets its liabilities for the ensuing year, and to fund planned and contractual exploration programs, involves significant judgement based on historical experience and other factors including expectation of future events that are believed to be reasonable under the circumstances.

(Expressed in Canadian Dollars)

4. ESTIMATES AND JUDGEMENTS (CONTINUED)

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.

Provisions and contingent liabilities

Judgements 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. PROPERTY AND EQUIPMENT

For the three months ended October 31, 2018

	Computer Equipment	Automotive Equipment	Office Furniture	Mining Camp	Mill	Total
Gross carrying amount						
Balance at August 1, 2018	$ 12,013	$ 30,256	$11,957	$ 75,620	$ 216,312	$ 346,158
Additions	-	-	-	-	-	-
Balance at October 31, 2018	**12,013**	**30,256**	**11,957**	**75,620**	**216,312**	**346,158**
Accumulated depreciation						
Balance at August 1, 2018	11,196	20,600	9,869	2,108	-	43,773
Depreciation	45	486	104	97	-	732
Balance at October 31, 2018	**11,241**	**21,086**	**9,973**	**2,205**	**-**	**44,505**
Carrying amount October 31, 2018	**$ 772**	**$ 9,170**	**$ 1,984**	**$ 73,415**	**$216,312**	**$ 301,653**

6. CONVERTIBLE DEBENTURES AND LOANS PAYABLE

Convertible Debentures

On September 22, 2016, the Company closed 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 $0.10 for a 2-year period.

(Expressed in Canadian Dollars)

CONVERTIBLE DEBENTURES (CONTINUED)

Between the 13th month and the 36th month from the closing of the private placement, the debentures are convertible, at the option of the holder, into common shares at a price of $0.10 per common share and one-half common share purchase warrant. One full warrant allows the holder thereof to acquire one 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

During the year ended July 31, 2017, the Company accrued $12,863 in interest related to these convertible debentures. On June 21, 2017, the Company settled $7,500 of this accrued interest through the issuance of 150,000 common shares of the Company using a weighted average share price of $0.05.

Convertible Debentures as of October 31, 2018:

Liability portion on issuance	$	120,000
Conversion		(10,000)
Interest for three months to October 31, 2018		3,000
Accretion to October 31, 2018		17,497
	$	130,497

During the three months ended October 31, 2017 the Company issued 200,000 shares of common stock plus 100,000 share purchase warrants upon the conversion of $10,000 of convertible debentures and issued an additional 8,067 shares to satisfy accrued interest of $403 on the debenture to the conversion date. All shares were issued at an issue price of $0.05 per share. The warrants are exercisable at $0.10 until August 22, 2019.

Loans Payable

On November 10, 2017, a subsidiary of the Company received an unsecured loan in the amount of US$400,000 (CDN $520,680) 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. For the year ended July 31, 2018, $37,518 in interest payable has been accrued with an additional $12,000 in interest accrued for the three months ended October 31, 2018. 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 fair value of the warrants was determined using the Black-Scholes option pricing model. The assumptions used to calculate the fair value of the warrants were based on a risk-free rate of 1.46%, expected volatility of 139%, expected life of 2 years and a dividend yield of 0%. The warrants vested on March 10, 2018.

7. SHARE CAPITAL

i) Authorized

Unlimited number of shares without par value. 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.

(Expressed in Canadian Dollars)

7. SHARE CAPITAL (CONTINUED)

ii) Issued During the Three Months Ended October 31, 2017

On August 22, 2017, the Company issued to one debenture holder 200,000 shares and 100,000 warrants upon conversion of $10,000 of a total $150,000 of convertible debt and issued to that debenture holder a further 8,067 shares for accrued interest to the conversion date, all at a price of $0.05 per share. The warrants are exercisable at $0.10 until August 22, 2019.

iii) Issued During the Three Months Ended October 31, 2018

There were nil share issuances during the three months ended October 31, 2018

iv) Warrants

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

	2018		2017	
	Number of warrants	**Average exercise price**	Number of warrants	Average exercise price
Balance, beginning of the period	**32,510,000**	**$ 0.10**	32,410,000	$ 0.10
Granted	**4,100,000**	**-**	100,000	0.10
Expired	**(24,910,000)**	**-**	-	-
Balance, end of the period	**11,700,000**	**$ 0.10**	32,510,000	$ 0.10

The number of outstanding warrants which could be exercised for an equivalent number of ordinary shares is as follows:

	2018		2017	
Expiration date	**Number**	**Exercise price**	Number	Exercise price
August 16, 2018	**-**	**$ 0.10**	7,900,000	$ 0.10
November 10, 2019	**1,000,000**	**0.10**	9,010,000	0.10
May 17, 2019	**3,100,000**	**0.10**	8,000,000	0.10
August 22, 2019	**100,000**	**0.10**	100,000	0.10
May, 2019	**7,500,000**	**0.05**	7,500,000	0.05
	11,700,000		32,510,000	

v) Brokers Warrants

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

	2018		2017	
	Number of warrants	**Average exercise price**	Number of warrants	Average exercise price
Balance, beginning of the period	**952,800**	**$ 0.05**	952,800	$ 0.05
Expired	**(752,800)**	**0.10**	-	-
Granted				
Balance, end of the period	**200,000**	**$ 0.05**	952,800	$ 0.05

(Expressed in Canadian Dollars)

The number of outstanding warrants which could be exercised for an equivalent number of ordinary shares is as follows:

7. SHARE CAPITAL (CONTINUED)

	2018		2017	
Expiration date	**Number**	**Exercise price**	Number	Exercise price
May 16, 2018	**-**	**$ -**	92,800	$ 0.10
June 8, 2018	**-**	**-**	210,000	0.10
August 16, 2018	**-**	**-**	450,000	0.10
May 12, 2019	**200,000**	**0.05**	200,000	0.05
	200,000	**$ 0.05**	952,800	$ 0.09

vi) 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 corporation from time to time. See also Note 17

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 1.17-1.24%, expected volatility of 148%, expected life of 5 years and a dividend yield of 0%. The options vest immediately on grant.

The Company's share options are as follows at October 31, 2018:

	2018		2017	
	Number of options	**Average exercise price**	Number of options	Average exercise price
Balance, beginning of the period	**5,092,000**	**$ 0.05**	2,100,000	$ 0.26
Granted	**-**	**0.05**	-	0.05
Expired/forfeited	**(50,000)**	**0.05**	-	0.26
Balance, end of the period	**5,042,000**	**$ 0.05**	2,100,000	$ 0.26
Exercisable options	**5,042,000**	**$ 0.05**	2,100,000	$ 0.26

The table below summarizes the information related to share options as at October 31, 2018:

Outstanding Options			Exercisable Options	
Number of options	Weighted average exercise price	Weighted remaining life (years)	Number of options	Weighted average exercise price
1,550,000	$ 0.05	0.60	1,550,000	$ 0.05
3,492,000	$ 0.05	0.60	3,492,000	$ 0.05
5,042,000			5,042,000	

(Expressed in Canadian Dollars)

8. LOSS PER SHARE

During the period, in calculating the diluted loss per share for the three months ended October 31, 2018, 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.

	2018	2017
Net loss for the period	**$ (273,891)**	**$ (252,506)**
Weighted average number of shares in circulation	**63,922,117**	**57,546,093**
Basic and diluted loss per share	**$ (0.00)**	**$ (0.00)**

9. SUPPLEMENTAL CASH FLOW INFORMATION

The changes in working capital items for the three months are detailed as follows:

	2018	2017
Sales taxes receivable	**$ -**	$ 28,121
Prepaid expenses	**-**	(10,000)
Trade and other payables	**60,994**	12,738
	$ 60,994	$ 30,859

10. EXPLORATION AND EVALUATION EXPENDITURES

	2018	2017
EXPLORATION EXPENDITURES		
Acquisition costs – expensed	**$ -**	$ -
Geology	**-**	-
Geophysics, milling and sampling	**-**	-
Geologist and professional fees	**30,000**	30,000
General exploration and campsite expenses	**130,435**	97,379
TOTAL EXPLORATION EXPENSES	**$ 160,435**	$ 127,379

On January 25, 2017, the Company completed the buyback of the remaining 49% interest in the advanced Balandougou Gold Project in Guinea. UltraGold Holding LLC ("UltraGold) will convey to GoldenFrank Resources Inc. ("Goldenfrank"), a 100% owned subsidiary of the Company, all of UltraGold's 49% right, title and interest in and to the Balandougou project. The Parties also agreed to terminate the Balandougou Joint Venture Agreement dated February 2009, and in consideration of the termination of the joint venture, the Company issued 750,000 common shares at a price of $0.05 per share to UltraGold. UltraGold will retain a 1.5% net smelter return royalty capped at US$3.0 million at which time the royalty terminates. The fair value of the shares of $37,500 was charged to the statement of comprehensive loss.

On March 14, 2017, the Company sold the Eastmain Properties for 350,000 shares of Amex Exploration Inc. The Company retained a 1.5% net smelter return royalty of which 50% (0.75%) may be purchased by Amex Exploration Inc. for $750,000. The Company has recorded a gain on the sale of these properties of $64,750.

Pursuant to a June 28, 2018 sale agreement and July 27, 2018 modification agreement the Company agreed to the Opawica mineral property to Mosaic Minerals Corp. for $360,000 payable by the issuance of

(Expressed in Canadian Dollars)

7,200,000 shares of Mosaic Minerals Corp. at $0.05 per share. At October 31, 2018 the Mosaic shares were held in escrow pending receipt of approve by the Company's shareholders.

11. INCOME TAXES

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 $1,930,000 which may be carried forward to reduce taxable income in future years, if not utilized, expiring in years from 2026 to 2038.

12. RELATED PARTY TRANSACTIONS

The Company's related parties include Company directors, officers, key management and companies held by key management.

Related party transactions include executive remuneration, shareholder loans to the Company, participation in private placements, incentive stock options and interest paid or accrued on shareholder loans and unpaid remuneration.

Details of these related party transactions are set forth below:

		2018		2017
Short-term key management benefits:				
Consulting & management fees	**$**	**62,500**	$	62,500
Project supervision fees		**30,000**		30,000
Other related party loan balances:				
Convertible debenture (Note 6)		**-**		10,000
Shareholder loans payable		**904,058**		442,930
Share-based payments		**-**		-
Total	**$**	**996,558**	$	545,430

13. 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.

(Expressed in Canadian Dollars)

No changes were made in the objectives, policies and processes for managing capital during the three months ended October 31, 2018.

14. 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 main risks the Company is exposed to are credit risk and liquidity risk.

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.

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. As at October 31, 2017 and 2016, the Company's maximum exposure to credit risk is limited to the carrying amount of financial assets at the reporting date, as summarized below:

	2018	2017
Cash and cash equivalents	**$ 8,024**	$ 5,617
Carrying amounts	**$ 8,024**	$ 5,617

The credit risk for cash and cash equivalents is considered negligible, since the counterparties are reputable banks with high quality external credit ratings.

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.

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

	2018		2017	
	Carrying amount	**Fair value**	Carrying amount	Fair value
FINANCIAL ASSETS				
Cash and cash equivalents	**$ 8,024**	**$ 8,024**	$ 5,617	$ 5,617
Available-for-sale investments	**-**	**-**	42,000	42,000
FINANCIAL LIABILITIES				
Trade and other payables	**150,706**	**150,706**	493,912	493,912
Convertible debentures	**130,497**	**130,497**	120,293	120,912

15. 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. As at October 31, 2018, $55,950 is accrued for Part XII.6 taxes.

b) The Company issued flow-though shares in the amount of $335,750 during the year ended July 31, 2017. The Company is 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. As at October 31, 2018, the Company is obligated to spend $60,560.

16. SUBEQUENT EVENTS

Opawica Gold Project

Subsequent to October 31, 2018 the Company closed its sale of the Opawica property located in Quebec to Mosaic Minerals Corp in exchange for 7,200,000 shares of common stock of Mosaic Minerals Corp. at a deemed price of $0.05 per share.
Mosaic has two directors in common with the Company.

Plan of Arrangement Spin Out Share Distribution

On November 7, 2018, Stellar signed an arrangement agreement with Mosaic pursuant to which Stellar would distribute to Stellar shareholders 2,000,000 of the 7,200,000 shares of Mosaic Minerals Corp. The spin out distribution to Stellar shareholders will use a statutory plan of arrangement (the “Arrangement”) and each Stellar shareholder receiving 0.0312 of a Mosaic share for each Stellar share held. On December 18, 2018 Stellar shareholders approved the plan of arrangement. The plan of arrangement and the spin out share distribution will be effective after the receipt of a final order from the British Columbia Supreme Court and after required filings are made with the BC Companies Registry.