This Management Discussion and Analysis ("MD&A") of Asante Gold Corporation, ("Asante" or the "Company" or the "Issuer") provides an analysis of the Company's performance and financial condition for the three and nine month periods ended October 31, 2014. It is prepared as at December 18, 2014 and was approved by the Board of Directors on that date.

This MD&A should be read in conjunction with the Company's unaudited condensed interim consolidated financial statements for the nine months ended October 31, 2014 including the related note disclosures. The Company's unaudited condensed interim financial statements are prepared in accordance with International Financial Reporting Standards ("IFRS"). All dollar figures included therein and in the following discussion and analysis are quoted in the functional currency of Canadian dollars unless otherwise specified. Additional information relevant to the Company's activities can be found on SEDAR at ***www.sedar.com*** *or the Company's website at* ***www.asantegold.com.***

This MD&A may contain forward-looking statements that are based on the Company's expectations, estimates and projections regarding its business and the economic environment in which it operates. These statements speak only as of the date on which they are made, are not guarantees of future performance, and involve risks and uncertainties that are difficult to control or predict. Examples of some of the specific risks associated with the operations of the Company are set out below. Actual outcomes and results may differ materially from those expressed in these forward-looking statements and readers should not place undue reliance on such statements.

MANAGEMENT'S DISCUSSION AND ANALYSIS

The following information should be read in conjunction with the Company's unaudited condensed interim financial statements for the three and nine months ended October 31, 2014 and related notes thereto. The unaudited condensed interim financial statements were prepared in accordance with International Financial Reporting Standards. All currency amounts are expressed in Canadian dollars unless otherwise stated.

Principal Business and Corporate History

Asante Gold Corporation is a mineral exploration company primarily involved in the acquisition and assessment of mineral properties in the Republic of Ghana. The Company's objective is to undertake mineral exploration on properties assessed to be of merit and to define mineral resources. Precious metals are targeted with a focus on gold and gold royalties.

The Company entered into a Purchase Agreement with Goknet Mining Company Limited ("Goknet") of Accra on June 15, 2011 to acquire the Fahiakoba Concession, in the Ashanti and Central Regions in the Republic of Ghana. The Company acquired a 100% interest in the Fahiakoba Concession by paying Goknet the sum of US$51,976 (C$50,630) and by agreeing to expend US$1,000,000 over a five year period, which commitment has been met in full. The Company also granted Goknet a 3% net smelter return royalty on production from the Fahiakoba Concession.

The Company has applied to have the concession title transferred to ASG Mining Ltd., the Company's 100% owned Ghana subsidiary.

In November 2012 the Company announced its intention to acquire a 1% NSR Royalty in PMI Gold Corporation's ("PMI") Obotan Project from Goknet. This transaction was subsequently cancelled due to a settlement of an arbitration between Goknet and PMI, which in return for certain consideration eliminated Goknet's rights to any royalty interest.

In October 2014, the Company announced that, subject to TSXV approval, it had entered into a binding term sheet with Goknet to form a 50:50 joint venture to further develop the Kubi gold project in Ghana. In terms of the agreement the Company must issue Goknet 2,000,000 shares of the Company's common stock and fund the joint venture with US$2 million within six months of closing, and provide total funding of US$15 million within two years. The Company is continuing its due diligence towards completing the acquisition and obtaining regulatory approval. Given the significance of the transaction the Company called a trading halt on its stock, which will resume once due diligence is satisfactorily concluded.

In addition the Company has acquired from NSS Resources Inc. a 2% net smelter returns royalty interest in the Seneca 1 to 9 claims which consist of 208 units covering an area of 4,124 hectares in the Harrison Lake area of British Columbia, Canada. The NSS Property surrounds four claims that cover the historical Seneca Deposit and two claims that cover the Vent Zone. (These six third party claims total 150 hectares and are referred to as the 'Adjacent Property'. Neither the Seneca Deposit nor the Vent Zone are a part of the NSS Property or the NSR royalty).

Capital stock and financing

Between May 4, 2011 and January 31, 2012, the Company raised gross proceeds of $23,250 through the issuance of 2,325,000 Common Shares at a price of $0.01 per Common Share, $391,750 through the issuance of 7,835,000 Units at a price of $0.05 per Unit, and $1,450,250 through the issuance of 5,801,000 Common Shares at a price of $0.25 per Common Share.

On February 28, 2012, the Company completed an initial public offering of 4,000,000 Units at $0.50 per unit for cumulative gross proceeds of $2,000,000. The Agent received at closing a cash commission of 7.5% of the gross proceeds as well as 300,000 Agent Warrants, which is equal to 7.5% of the number of Offered Securities sold in the Offering. The fair value of the warrants was calculated at $78,878 using the Black-Scholes method as disclosed in Note 7 to the audited financial statements. In addition, the Company issued to the Agent 150,000 Corporate Finance Shares. On November 22, 2012, 400,000 warrants were exercised at $0.25 per common share and on January 7, 2013, a further 1,000,000 escrowed warrants were exercised at $0.25 per common share. On February 27, 2013 150,000 escrowed warrants were exercised at $0.25 per common share; on March 6, 2013 120,000 escrowed warrants were exercised at $0.25 per common share; also on March 6, 2013 400,000 warrants were exercised at $0.25 per common share; on March 21, 2013 200,000 warrants were exercised at $0.25 per common share; and on April 24, 2013 50,000 warrants were exercised at $0.25 per common share. On May 1, 2013 50,000 warrants were exercised at $0.25 per common share. The following warrants expired unexercised: on February 28, 2013, 294,600 warrants; on March 14, 2013, 16,000 warrants; on June 10, 2013, 5,465,000 and on February 27, 2014, 300,000.

Pursuant to TSX-V requirements, shares and warrants held by insiders prior to the IPO became subject to escrow. A total of 5,285,000 shares and 2,700,000 warrants were initially placed into escrow, of which 4,492,250 shares have been released and 970,000 warrants exercised to date and 1,430,000 warrants expired unexercised on June 10, 2013. Currently 792,750 fully paid shares remain in escrow, for release on February 28, 2015.

On August 27, 2014 the Company announced that its private placement to raise up to $550,000 had been cancelled.

Overall performance

The Company has no operational revenue, and exploration activity is subject to the availability of funds raised through financings. Global financial and commodity markets have been volatile, and the Company is thus impacted by these generic industry factors which are beyond its control. The Company anticipates obtaining additional financing in the future primarily through further debt and equity financing.

The Company has completed its initial exploration program on the Fahiakoba Concession, consisting of 4,987.5 metres of diamond drilling, ground VLF-EM geophysics and 1,200 auger drill holes. Results are considered sufficiently encouraging and further work will be commenced when adequate working capital is available.

Selected Quarterly Information

The following table summarizes quarterly results for the current and 8 preceding quarters. The information contained in this table should be read in conjunction with the Company's financial statements.

Summary of quarterly results

Period ending:	Revenue $	Gain/(Loss) before other items $	Currency translation adjustment $	Comprehensive Gain/(Loss) $	Net loss per share
October 31, 2014	**Nil**	(169,270)	75,934	(93,336)	$ 0.01
July 31, 2014	Nil	(210,314)	(31,566)	(241,880)	$ 0.01
April 30, 2014	Nil	(185,057)	(45,682)	(230,739)	$ 0.01
January 31, 2014	Nil	(194,940)	167,845	(27,095)	$ 0.01
October 31, 2013	Nil	(175,457)	31,989	(143,468)	$ 0.01
July 31, 2013	Nil	(176,755)	59,233	(117,522)	$ 0.01
April 30, 2013	Nil	(243,066)	(1,521)	(244,587)	$ 0.01
January 31, 2013	Nil	(321,823)	(6,901)	(328,724)	$ 0.02
October 31, 2012	Nil	(227,355)	(2,908)	(230,263)	$ 0.01

The January quarter of 2013 reflected costs associated with a transaction to acquire a 1% NSR royalty interest from Goknet, which was subsequently cancelled. The quarter ended October 31, 2014 includes share based compensation of $44,120.

Results of Operations

The Company's comprehensive loss for the three months ended October 31, 2014 was $93,336 (2013: $143,469) or $0.01 per Common Share. The table below presents the key expenditure items for the quarter and for the year to date.

	Nine months ended October 31,		Three months ended October 31,	
	2014	2013	2014	2013
Interest and other income	$ -	$ (435)	$ -	$ -
Expenses				
Amortization	473	581	150	184
Directors' fees (Note 11)	27,433	27,000	9,550	9,000
Foreign exchange gain	2,008	4,406	1,444	4,395
Share based compensation (Note 8)	44,120	-	-	-
Management and consulting fees (Note 11)	148,100	164,830	29,100	52,830
Professional services (Note 11)	135,782	123,248	59,480	35,687
Shareholder communications (Note 11)	80,031	143,793	24,431	38,084
Advertising,trade shows and promotions	7,613	-	1,730	-
Transfer agent and regulatory fees	11,762	12,271	1,233	1,395
Travel	13,570	34,753	-	8,751
General office	71,570	84,831	41,517	25,132
Loss on disposal of assets	22,180	-	635	-
Net loss for the period	564,643	595,278	169,270	175,458
Other comprehensive loss/(income)				
Currency translation adjustment	1,314	(89,701)	(75,934)	(31,989)
Total comprehensive loss for the period	$ 565,957	$ 505,577	$ 93,336	$ 143,469
Loss per common share, basic and diluted (Note 13)	$ 0.03	$ 0.02	$ 0.01	$ 0.01

Among these administrative expenses for the quarter were fees for professional services of $59,480 which includes $22,500 in consulting fees charged by the Company's Chief Financial Officer at a rate of $7,500 per month. Other key personnel costs comprised management fees of $37,500 charged by the Company's Chief Executive Officer at a rate of $15,000 per month for two and a half months. As of October 15, 2014 the CEO has foregone a fee for his services. Corporate communication fees of $22,500 charged by a director at a rate of $7,500 per month are reflected in shareholder communication.

The Company capitalizes all mineral property acquisition and exploration costs until the properties to which the costs are related are placed into production, sold or abandoned. The decision to abandon a property is largely determined by exploration results and the amount and timing of the Company's write-offs of capitalized mineral property costs will vary in a fiscal period from one year to the next and typically cannot be predicted in advance.

During the three months ended October 31, 2014, mineral property acquisition and exploration costs totalling $40,507 were capitalized to mineral properties, as well as a Currency Translation Adjustment of $82.038. Expenditures are detailed in the exploration expenditure table on page 6 below.

Dividends

There are no restrictions that could prevent the Issuer from paying dividends on its Common Shares. The Issuer has not paid any dividends on its Common Shares and it is not contemplated that the Issuer will pay any dividends in the immediate or foreseeable future. All available cash will be used to finance operations and explore mineral properties, until a revenue stream is generated.

Liquidity and Capital Resources

At October 31, 2014, the Company had a working capital deficiency of $1,589,309, inclusive of a loan of $223,860 which was advanced by Goknet in two amounts on April 24, 2013 and April 29, 2013 for working capital purposes which carries interest of 5% per annum and is unsecured. It is repayable within 60 days upon demand. In addition key management and directors have deferred cash compensation until the liquidity position improves.

Expenditure obligations in terms of the acquisition of its interest in the Fahiakoba Concession have been met in full by the Company.

At present, the Company's operations do not generate cash flow and its financial success is dependent on management's ability to discover and develop economically viable mineral deposits and to realise a revenue stream from its proposed royalty acquisition. The mineral exploration process can take many years and is subject to factors that are beyond the Company's control.

In order to finance the Company's exploration programs and to cover general and administrative expenses, the Company raises money through equity issues.

Many factors influence the Company's ability to raise funds, including the health of the resource market, the climate for mineral exploration investment, the Company's track record, and the experience and calibre of its management. Actual funding requirements may vary from those planned due to a number of factors, including the progress of exploration activities. Management believes it will be able to raise equity capital as required in the long term, but recognizes there will be risks involved that may be beyond their control.

A proposed private placement announced in May 2014 has been cancelled.

Off-Balance Sheet Arrangements

The Company does not have any off-balance sheet arrangements.

Additional Disclosure for Venture Companies without Significant Revenue

Exploration expenditures from January 31, 2013 to October 31, 2014:

	Property: Fahiakoba
Balance at January 31, 2013	2,069,709
Assaying, testing and analysis	3,695
Geology and geophysics	114,906
Field expenses	108,456
General and administrative (Note 11)	148,039
Currency translation adjustment	279,745
Balance at January 31, 2014	$ 2,724,550
Assaying, testing and analysis	-
Geology and geophysics	17,570
Field expenses	12,796
General and administrative (Note 11)	33,577
Currency translation adjustment	(45,445)
Balance at April 30, 2014	$ 2,743,048
Assaying, testing and analysis	-
Geology and geophysics	14,720
Field expenses	3,491
General and administrative (Note 11)	29,630
Currency translation adjustment	(29,687)
Balance at July 31, 2014	$ 2,761,202
Assaying, testing and analysis	
Geology and geophysics	8406
Field expenses	10129
General and administrative (Note 11)	21972
Currency translation adjustment	82038
Balance at October 31, 2014	$ 2,883,746

Outstanding Securities Data

As at December 14, 2014 there are 22,481,000 Common Shares issued and outstanding. There are 2,000,000 Warrants outstanding, exercisable at $0.70 per Common Share up to February 28, 2015. There are also a total of 2,000,000 incentive options granted to directors, officers and consultants of the Company, of which 250,000 are exercisable at $0.15 and 900,000 are exercisable at $0.75 per Common Share up to October 24, 2016; 200,000 are exercisable up to April 3, 2017 at $0.15; 450,000 are exercisable at $0.15 up to May 15, 2019, and 200,000 exercisable at $0.15 per Common Share up to April 11, 2019.

Transactions with Related Parties

Related Party transactions include transactions with key management personnel and their related parties who hold positions in other entities that result in them having control or significant influence over the financial or operating policies of those entities.

For the nine months ended October 31, 2014 the following transactions occurred:

	October 31,	
Key Management Compensation	**2014**	**2013**
Directors and officers fees:		
Douglas MacQuarrie	$ 127,500	$ 135,000
Jagtar Sandhu	67,500	67,500
Philip Gibbs	67,500	67,500
Directors fees:		
M. Holcombe	3,000	9,000
F. Riedl-Riedenstein	9,000	9,000
A. Heath	6,742	-
H. K. Arhin (ASG Mining Limited - Ghana)	9,523	9,384
Robert J. Bourque (Asante GH Limited - Barbadc	1,863	2,000
Roger S. Holford (Asante GH Limited - Barbados)	1,863	2,000
	$ 290,765	$ 301,384

Share based payments for the nine months ended April 30, 2014 had a fair value of $44,120 (2013:$Nil).

Executive management and directors have deferred cash compensation until the working capital position is improved, and accordingly amounts due to related parties including key management and directors have increased significantly. As at October 31, 2014 a total of $773,254 was owed to key management (2013:$90,000).

In addition the following amounts were owed to other related parties in respect of loans and advances:

	October 31, 2014	October 31, 2013
Short term loan from Goknet Mining Company Limited, a company of which D Macquarrie, CEO, is also a director	$ 223,860	$ 200,000
Advances from Goknet Mining Company Limited, a company of which D Macquarrie, CEO, is also a director	212,612	115,000
Advances from MIA Investments Ltd., a company of which D Macquarrie, CEO, is also a director	99,517	-
	$ 535,989	$ 315,000

Significant Accounting Policies

Significant accounting policies are detailed in the notes to the consolidated financial statements for the year ended January 31, 2014, which are available on www.sedar.com and on the Company's website.

Risks and Uncertainties

The Company is exposed to a variety of risk factors, of which the most significant are outlined in the section 'Financial Risk Management' below.

Financial Risk Management

The Issuer is exposed in varying degrees to a variety of financial instrument related risks. The Board approves and monitors the risk management processes. The type of risk exposure and the way in which such exposure is managed is provided as follows:

Credit Risk

Credit risk is the risk of potential loss to the Issuer if a counterparty to a financial instrument fails to meet its contractual obligations. The Issuer's credit risk is primarily attributable to its liquid financial assets, including cash, amounts receivable and balances receivable from related parties. The Issuer limits the exposure to credit risk by only investing its cash and cash equivalents with high-credit quality financial institutions in business and saving accounts, guaranteed investment certificates, and in government treasury bills which are available on demand by the Issuer.

Liquidity Risk

Liquidity risk is the risk that the Issuer will not be able to meet its financial obligations when they become due. The Issuer ensures, as far as reasonably possible, it will have sufficient capital in order to meet short to medium term business requirements, after taking into account cash flows from operations and the Issuer's holdings of cash and cash equivalents. The liquidity risk at this time is high due to the working capital deficiency and the current investment climate related to the weak gold price and junior mining companies.

Foreign Exchange Risk

The Issuer is exposed to financial risk arising from fluctuations in foreign exchange rates and the degree of volatility of these rates.

Interest rate risk

The Issuer is subject to interest rate risk with respect to its investments in cash. The Issuer's policy is to invest cash at fixed rates of interest and cash reserves are to be maintained in cash and cash equivalents in order to maintain liquidity, while achieving a satisfactory return for shareholders. Fluctuations in interest rates when the cash and cash equivalents mature impact interest income earned. The Issuer is not exposed to significant interest rate risk.

Commodity Price Risk

While the value of the Issuer's only mineral resource property, Fahiakoba Concession, is related to the price of gold, the Issuer currently does not have any operating mines and hence does not have any hedging or other commodity based risks in respect of its operational activities.

Gold prices have historically fluctuated widely and are affected by numerous factors outside of the Issuer's control, including, but not limited to, industrial and retail demand, central bank lending, forward sales by producers and speculators, levels of worldwide production, short-term changes in supply and demand because of speculative hedging activities, and certain other factors related specifically to gold.

Capital Management

The Issuer's intended policy is to maintain a strong capital base and deal flow so as to maintain investor and creditor confidence and to sustain future development of the business. Given the poor equity markets over the last two years, the Company decided to rely on debt financing rather than equity in order to minimize share dilution. The capital structure of the Issuer consists of cash and equity, comprising of issued common shares, share based payment reserve, accumulated other comprehensive income (loss) and deficit, and contributed surplus.

There were no changes in the Issuer's approach to capital management during the quarter. The Issuer is not subject to any externally imposed capital requirements.

Fair Value

The fair value of the Issuer's financial assets and liabilities approximates their carrying amount. Financial instruments measured at fair value are classified into one of three levels in the fair value hierarchy according to the relative reliability of the inputs used to estimate the fair values. 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.