

ASANTE GOLD CORPORATION

206 – 595 Howe Street
Vancouver, British Columbia, V6C 2T5

Telephone: (604)558-1134

Facsimile: (604)558-1136

INFORMATION CIRCULAR

(As at November 23, 2016 except as indicated)

ASANTE GOLD CORPORATION (the “Company”) is providing this Information Circular and a form of proxy in connection with management’s solicitation of proxies for use at the annual general meeting (the “Meeting”) of the Company to be held on Wednesday, December 28, 2016 and at any adjournments thereof. Unless the context otherwise requires, when we refer in this Information Circular to the Company, its subsidiaries are also included. The Company will conduct its solicitation by mail and officers and employees of the Company may, without receiving special compensation, also telephone or make other personal contact. The Company will pay the cost of solicitation.

APPOINTMENT OF PROXYHOLDER

The purpose of a proxy is to designate persons who will vote the proxy on a shareholder’s behalf in accordance with the instructions given by the shareholder in the proxy. The persons whose names are printed in the enclosed form of proxy are officers or Directors of the Company (the “Management Proxyholders”).

A shareholder has the right to appoint a person other than a Management Proxyholder, to represent the shareholder at the Meeting by striking out the names of the Management Proxyholders and by inserting the desired person’s name in the blank space provided or by executing a proxy in a form similar to the enclosed form. A proxyholder need not be a shareholder.

VOTING BY PROXY

Only registered shareholders or duly appointed proxyholders are permitted to vote at the Meeting. Shares represented by a properly executed proxy will be voted or be withheld from voting on each matter referred to in the Notice of Meeting in accordance with the instructions of the shareholder on any ballot that may be called for and if the shareholder specifies a choice with respect to any matter to be acted upon, the shares will be voted accordingly.

If a shareholder does not specify a choice and the shareholder has appointed one of the Management Proxyholders as proxyholder, the Management Proxyholder will vote in favour of the matters specified in the Notice of Meeting and in favour of all other matters proposed by management at the Meeting.

The enclosed form of proxy also gives discretionary authority to the person named therein as proxyholder with respect to amendments or variations to matters identified in the Notice of the Meeting and with respect to other matters which may properly come before the Meeting. At the date of this Information Circular, management of the Company knows of no such amendments, variations or other matters to come before the Meeting.

COMPLETION AND RETURN OF PROXY

Completed forms of proxy must be deposited at the office of the Company’s registrar and transfer agent, Computershare Trust Company of Canada, 100 University Avenue, 9th Floor, Toronto, Ontario, M5J 2Y1, not later than forty-eight (48) hours, excluding Saturdays, Sundays and holidays, prior to the time of the Meeting, unless the chairman of the Meeting elects to exercise his discretion to accept proxies received subsequently.

NON-REGISTERED HOLDERS

Only shareholders whose names appear on the records of the Company as the registered holders of shares or duly appointed proxyholders are permitted to vote at the Meeting. Most shareholders of the Company are “non-registered” shareholders because the shares they own are not registered in their names but instead registered in the name of a nominee such as a brokerage firm through which they purchased the shares; bank, trust company, trustee or administrator of self-administered RRSP’s, RRIF’s, RESP’s and similar plans; or clearing agency such as The Canadian Depository for Securities Limited (a “Nominee”). If you purchased your shares through a broker, you are likely a non-registered holder.

In accordance with securities regulatory policy, the Company has distributed copies of the Meeting materials, being the Notice of Meeting, this Information Circular and the Proxy, to the Nominees for distribution to non-registered holders.

Nominees are required to forward the Meeting materials to non-registered holders to seek their voting instructions in advance of the Meeting. Shares held by Nominees can only be voted in accordance with the instructions of the non-registered holder. The Nominees often have their own form of proxy, mailing procedures and provide their own return instructions. If you wish to vote by proxy, you should carefully follow the instructions from the Nominee in order that your Shares are voted at the Meeting.

If you, as a non-registered holder, wish to vote at the Meeting in person, you should appoint yourself as proxyholder by writing your name in the space provided on the request for voting instructions or proxy provided by the Nominee and return the form to the Nominee in the envelope provided. Do not complete the voting section of the form as your vote will be taken at the Meeting.

Non-registered holders who have not objected to their Nominee disclosing certain ownership information about themselves to the Company are referred to as “non-objecting beneficial owners (“NOBOs”). Those non-registered holders who have objected to their Nominee disclosing ownership information about themselves to the Company are referred to as “objecting beneficial owners” (“OBOs”).

The Company is not sending the Meeting materials directly to NOBOs in connection with the Meeting, but rather has distributed copies of the Meeting materials to the Nominees for distribution to NOBOs.

The Company does not intend to pay for Nominees to deliver the Meeting materials and Form 54-101F7 – *Request for Voting Instructions Made by Intermediary* to OBOs. As a result, OBOs will not receive the Meeting Materials unless their Nominee assumes the costs of delivery.

NOTICE-AND-ACCESS

The Company is not sending the Meeting materials to shareholders using “notice-and-access”, as defined under NI 54-101.

REVOCABILITY OF PROXY

In addition to revocation in any other manner permitted by law, a shareholder, his or her attorney authorized in writing or, if the shareholder is a corporation, a corporation under its corporate seal or by an officer or attorney thereof duly authorized, may revoke a proxy by instrument in writing, including a proxy bearing a later date. The instrument revoking the proxy must be deposited at the registered office of the Company, at any time up to and including the last business day preceding the date of the Meeting, or any adjournment thereof, or with the chairman of the Meeting on the day of the Meeting.

VOTING SECURITIES AND PRINCIPAL HOLDERS THEREOF

The Company is authorized to issue an unlimited number of common shares without par value (the “shares”), of which 38,426,311 shares were issued and outstanding as at November 23, 2016. Persons who are registered shareholders at the close of business on November 23, 2016 will be entitled to receive notice of and vote at the Meeting and will be entitled to one vote for each share held. The Company has only one class of shares.

To the knowledge of the Directors and executive officers of the Company, no person beneficially owns, controls or directs, directly or indirectly, shares carrying 10% or more of the voting rights attached to all shares of the Company, except as follows:

<i>Name</i>	<i>No. of Shares Beneficially Owned, Controlled or Directed, Directly or Indirectly</i>	<i>Percentage of Outstanding Shares</i>
<i>Douglas MacQuarrie</i>	9,239,550 ⁽¹⁾	24.04%
<i>Goknet Mining Company Limited</i> ⁽²⁾	4,842,000 ⁽²⁾	12.60%

⁽¹⁾ Of these shares 7,949,750 are held indirectly in the name of MIA Investments Ltd., a private company wholly owned by the MacQuarrie Family Trust and 458,500 are held indirectly in the name of Roberta MacQuarrie.

⁽²⁾ MIA Investments Ltd., a company owned by the MacQuarrie Family Trust, owns 23.13% of the shares of Goknet Mining Company Limited.

ELECTION OF DIRECTORS

The Directors of the Company are elected at each annual general meeting and hold office until the next annual general meeting or until their successors are appointed. In the absence of instructions to the contrary, the enclosed proxy will be voted for the nominees herein listed.

Shareholder approval will be sought to fix the number of Directors of the Company at five.

Pursuant to the Advance Notice Policy of the Company adopted by the Board of Directors on March 28, 2013, any additional Director nominations for the Meeting must have been received by the Company in compliance with the Advance Notice Policy no later than the close of business on November 28, 2016.

The Company is required to have an audit committee. Members of this committee are as set out below.

Management of the Company proposes to nominate each of the following persons for election as a Director. Information concerning such persons, as furnished by the individual nominees, is as follows:

<i>Name, Jurisdiction of Residence and Position</i>	<i>Principal Occupation or Employment and, if not a Previously Elected Director, Occupation During the Past 5 Years</i>	<i>Previous Service as a Director</i>	<i>Number of Shares Beneficially Owned, Controlled or Directed, Directly or Indirectly</i> ⁽²⁾
Douglas MacQuarrie ⁽¹⁾ Whistler, BC, Canada President, CEO and Director	President and Chief Executive Officer of the Company; President, MIA Investments Ltd. since May 1995.	Since May 4, 2011	9,239,550 ⁽³⁾
Florian Riedl-Riedenstein ⁽¹⁾ Innermanzing, Austria Director	Former investment banker; Self-employed since 1992.	Since May 18, 2011	1,794,000

Name, Jurisdiction of Residence and Position	Principal Occupation or Employment and, if not a Previously Elected Director, Occupation During the Past 5 Years	Previous Service as a Director	Number of Shares Beneficially Owned, Controlled or Directed, Directly or Indirectly⁽²⁾
Alex Heath ⁽¹⁾ Vancouver, BC, Canada Director	Associate, Analyst and VP in the Investment Banking Department of Salman Partners Inc. 2005 to 2013; Financial Analysis Manager, Seaspan Corp. November, 2013 to present.	Since April 10, 2014	215,000
Bashir Akwasi Ahmed Obuasi, Ghana Director and Vice President Production and Development	Thirty years' experience in underground Gold Mining - operations, mine planning, management, project management and consultancy services, AngloGold Ashanti to Jan 2014.	Since July 2, 2015	415,500
Ned Goodman Toronto, ON, Canada Director and Chairman	Founder and formerly President and CEO, Dundee Corporation.	Since June 27, 2016	Nil

(1) Member of the audit committee.

(2) Shares beneficially owned, directly or indirectly, or over which control or direction is exercised, as at November 23, 2016, based upon information furnished to the Company by individual Directors. Unless otherwise indicated, such shares are held directly.

(3) Of these shares, 7,949,750 are held indirectly in the name of MIA Investments Ltd., a private company wholly owned by the MacQuarrie Family Trust and 458,500 are held indirectly in the name of Roberta MacQuarrie.

No proposed Director is to be elected under any arrangement or understanding between the proposed Director and any other person or company, except the Directors and executive officers of the Company acting solely in such capacity.

To the knowledge of the Company, no proposed Director:

- (a) is, as at the date of the Information Circular, or has been, within 10 years before the date of the Information Circular, a Director, chief executive officer ("CEO") or chief financial officer ("CFO") of any company (including the Company) that:
- (i) was the subject, while the proposed Director was acting in the capacity as Director, CEO or CFO of such company, of a cease trade or similar order or an order that denied the relevant company access to any exemption under securities legislation, that was in effect for a period of more than 30 consecutive days; or
 - (ii) was subject to a cease trade or similar order or an order that denied the relevant company access to any exemption under securities legislation, that was in effect for a period of more than 30 consecutive days, that was issued after the proposed Director ceased to be a Director, CEO or CFO but which resulted from an event that occurred while the proposed Director was acting in the capacity as Director, CEO or CFO of such company; or
- (b) is, as at the date of this Information Circular, or has been within 10 years before the date of the Information Circular, a Director or executive officer of any company (including the Company) that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or

- (c) has, within the 10 years before the date of this Information Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the proposed Director; or
- (d) has been subject to any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or
- (e) has been subject to any penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable securityholder in deciding whether to vote for a proposed Director.

The following Directors of the Company hold Directorships in other reporting issuers as set out below:

Name of Director	Name of Other Reporting Issuer
Douglas MacQuarrie	Rockland Minerals Corp. ⁽¹⁾
Florian Riedl-Riedenstein	Cresval Capital Corp. ⁽¹⁾
Alex Heath	Roughrider Exploration Limited ⁽¹⁾
Bashir Akwasi Ahmed	Nil
Ned Goodman	Rockland Minerals Corp. ⁽¹⁾ Osisko Mining Inc. ⁽²⁾ DREAM Unlimited Corp. ⁽²⁾ Dundee Corporation ⁽²⁾ Dundee Acquisition Ltd. ⁽²⁾ Dundee Sustainable Technologies Inc. ⁽³⁾ Goodman Gold Trust ⁽²⁾ Excellon Resources Inc. ⁽²⁾

⁽¹⁾ Listed on the TSX Venture Exchange.

⁽²⁾ Listed on the Toronto Stock Exchange.

⁽³⁾ Listed on the Canadian Securities Exchange.

STATEMENT OF EXECUTIVE COMPENSATION

Compensation Discussion and Analysis

The Company's compensation philosophy for its NEO's is designed to attract well qualified individuals in what is essentially an international market by paying competitive base management fees plus short and long term incentive compensation in the form of stock options or other suitable long term incentives. The Board of Directors meets to discuss and determine executive compensation without reference to formal objectives, criteria or analysis. In making its determinations regarding the various elements of executive compensation, the Board of Directors does not benchmark its executive compensation program, but from time to time does review compensation practices of companies of similar size and stage of development to ensure the compensation paid is competitive within the Company's industry and geographic location while taking into account the financial and other resources of the Company.

The duties and responsibilities of the President and CEO are typical of those of a business entity of the Company's size in a similar business and include direct reporting responsibility to the Board, overseeing the activities of all other executive and management consultants, representing the Company, providing leadership and responsibility for achieving corporate goals and implementing corporate policies and initiatives.

Elements of Compensation

The Company's executive compensation policy consists of an annual base salary and long term incentives in the form of stock options granted under the Company's Stock Option Plan.

The base salaries paid to officers of the Company are intended to provide fixed levels of competitive pay that reflect each officer's primary duties and responsibilities and the level of skill and experience required to successfully perform their role. The Company intends to pay base salaries to officers that are competitive with those for similar positions in the mining industry to attract and retain executive talent in the market in which the Company competes for talent. Base salaries of officers are reviewed annually by the Board of Directors.

The incentive component of the Company's compensation program is the potential longer term reward provided through the grant of stock options. The Company's Stock Option Plan is intended to attract, retain and motivate officers and Directors of the Company in key positions, and to align the interests of those individuals with those of the Company's shareholders. The Stock Option Plan provides such individuals with an opportunity to acquire a proprietary interest in the Company's value growth through the exercise of stock options. Options are granted at the discretion of the Board of Directors, which considers factors such as how other junior exploration companies grant options and the potential value that each optionee is contributing to the Company. The number of options granted to an individual is based on such considerations. Stock options are granted at an exercise price of not less than the prevailing market price of the Company's shares at the time of the grant, and for a term of exercise not exceeding ten years.

The Company has not currently identified specific performance goals or benchmarks as such relate to executive compensation, but from time to time does review compensation practices of companies of similar size and stage of development to ensure the compensation paid is competitive within the Company's industry. The stage of the Company's development and the small size of its specialized management team allow frequent communication and constant management decisions in the interest of developing shareholder value as a primary goal. As the Company progresses toward a revenue-producing entity, and performance goals are more apt to be delegated, particular performance goals will become more complex and measurable, and included in the compensation structure accordingly.

Compensation Policies and Risk Management

The Board of Directors considers the implications of the risks associated with the Company's compensation policies and practices when determining rewards for its officers. The Board of Directors intends to review at least once annually the risks, if any, associated with the Company's compensation policies and practices at such time.

Executive compensation is comprised of short-term compensation in the form of a base salary and long-term ownership through the Company's Stock Option Plan. This structure ensures that a significant portion of executive compensation (stock options) is both long-term and "at risk" and, accordingly, is directly linked to the achievement of business results and the creation of long term shareholder value. As the benefits of such compensation, if any, are not realized by officers until a significant period of time has passed, the ability of officers to take inappropriate or excessive risks that are beneficial to their compensation at the expense of the Company and the shareholders is extremely limited. Furthermore, the short-term component of executive compensation (base salary) represents a relatively small part of the total compensation. As a result, it is unlikely an officer would take inappropriate or excessive risks at the expense of the Company or the shareholders that would be beneficial to their short-term compensation when their long-term compensation might be put at risk from their actions.

Due to the small size of the Company and the current level of the Company's activity, the Board of Directors is able to closely monitor and consider any risks which may be associated with the Company's compensation policies and practices. Risks, if any, may be identified and mitigated through regular Board meetings during which financial and other information of the Company are reviewed. No risks have been identified arising from the Company's compensation policies and practices that are reasonably likely to have a material adverse effect on the Company.

Hedging of Economic Risks in the Company's Securities

The Company has not adopted a policy prohibiting Directors or officers from purchasing financial instruments that are designed to hedge or offset a decrease in market value of the Company's securities granted as compensation or held, directly or indirectly, by Directors or officers. However, the Company is not aware of any Directors or officers having entered into this type of transaction.

Option-Based Awards

The Company's Stock Option Plan has been and will be used to provide share purchase options which are granted in consideration of the level of responsibility of the executive as well as his or her impact or contribution to the longer-term operating performance of the Company. In determining the number of options to be granted to the executive officers, the Board takes into account the number of options, if any, previously granted to each executive officer, and the exercise price of any outstanding options to ensure that such grants are in accordance with the policies of the Canadian Securities Exchange, and closely align the interests of the executive officers with the interests of shareholders.

The Board of Directors as a whole has the responsibility to administer the compensation policies related to the executive management of the Company, including option-based awards.

Compensation Governance

Options are granted at the discretion of the Board of Directors, which considers factors such as how other junior exploration companies grant options and the potential value that each optionee is contributing to the Company. The number of options granted to an individual is based on such considerations.

Summary Compensation Table

The following table (presented in accordance with National Instrument Form 51-102F6 ("Statement of Executive Compensation") (the "Form 51-102F6")) sets forth all annual and long term compensation for services in all capacities to the Company for the three most recently completed financial years of the Company in respect of each of the individuals comprised of each CEO and CFO who acted in such capacity for all or any portion of the most recently completed financial year, and each of the three most highly compensated executive officers, or the three most highly compensated individuals acting in a similar capacity (other than the CEO and the CFO), as at January 31, 2016, whose total compensation was, individually, more than \$150,000 for the financial year, and any individual who would have satisfied these criteria but for the fact that individual was neither an executive officer of the Company, nor acting in a similar capacity, at the end of the most recently completed financial year (collectively the "Named Executive Officers" or "NEOs").

NEO Name and Principal Position	Year	Salary (\$)	Share-Based Awards (\$)	Option-Based Awards (\$) ⁽¹⁾	Non-Equity Incentive Plan Compensation (\$)		Pension Value (\$)	All Other Compensation (\$)	Total Compensation (\$)
					Annual Incentive Plans	Long-term Incentive Plans			
Douglas MacQuarrie	2016	Nil	N/A	Nil	N/A	N/A	N/A	180,000 ⁽²⁾	180,000
CEO	2015	Nil	N/A	7,680	N/A	N/A	N/A	127,500 ⁽²⁾	135,180
	2014	Nil	N/A	Nil	N/A	N/A	N/A	180,000 ⁽²⁾	180,000
Philip Gibbs	2016	Nil	N/A	Nil	N/A	N/A	N/A	90,000 ⁽³⁾	90,000
CFO	2015	Nil	N/A	7,680	N/A	N/A	N/A	90,000 ⁽³⁾	97,680
	2014	Nil	N/A	Nil	N/A	N/A	N/A	90,000 ⁽³⁾	90,000

(1) The Company used the Black-Scholes pricing model as the methodology to calculate the grant date fair value, and relied on the following the key assumptions and estimates for each calculation: under the following assumptions: (i) risk free interest rate of 1.10%; (ii) expected dividend yield of nil; (iii) expected volatility of 100%; and (iv) an expected term of five years. The Black-Scholes pricing model was used to estimate the fair value as it is the most accepted methodology.

(2) Fees were paid or accrued to MIA Investments Ltd. for providing the services of Douglas MacQuarrie as President and CEO of the Company. (also refer to "Termination and Change of Control Benefits" below).

(3) Fees were paid or accrued to 1765271 Ontario Ltd., for providing the services of Philip Gibbs as CFO of the Company. (also refer to "Termination and Change of Control Benefits" below).

Outstanding Share-Based Awards and Option-Based Awards

The following table sets out all the option-based and share-based awards outstanding as at January 31, 2016 for each NEO:

Name	Option-Based Awards				Share-Based Awards		
	Number of Securities Underlying Unexercised Options (#)	Option Exercise Price (\$)	Option Expiration Date	Value of Unexercised In-The-Money Options ⁽¹⁾ (\$)	Number of Shares Or Units Of Shares That Have Not Vested (#)	Market or Payout Value Of Share-Based Awards That Have Not Vested (\$)	Market or payout value of vested share-based awards not paid out or distributed (\$)
Douglas MacQuarrie CEO	300,000	0.75	Oct. 24, 2016	Nil ⁽¹⁾	Nil	Nil	Nil
	100,000	0.15	May 15, 2019	Nil ⁽¹⁾	Nil	Nil	Nil
Philips Gibbs CFO	150,000	0.75	Oct. 24, 2016	Nil ⁽¹⁾	Nil	Nil	Nil
	100,000	0.15	May 15, 2019	Nil ⁽¹⁾	Nil	Nil	Nil

(1) The value of unexercised in-the-money options is calculated based on the difference between the market value of the Company's shares as at January 31, 2016 and the exercise price of the options. The closing price of the Company's shares on the Canadian Securities Exchange (the "CSE") on January 31, 2016 was \$0.10 per share.

Incentive Plan Awards – Value Vested or Earned During the Year

Name	Option-Based Awards - Value Vested During The Year (\$)	Share-Based Awards - Value Vested During The Year (\$)	Non-Equity Incentive Plan Compensation - Value Earned During The Year (\$)
Douglas MacQuarrie, CEO	Nil	Nil	Nil
Philip Gibbs, CFO	Nil	Nil	Nil

Outstanding Share-Based Awards and Option-Based Awards

The Company does not have any incentive plans, pursuant to which compensation that depends on achieving certain performance goals or similar conditions within a specified period is awarded, earned, paid or payable to the NEOs.

Pension Plan Benefits

The Company does not have a pension plan that provides for payments or benefits to the NEOs at, following, or in connection with retirement.

Termination and Change of Control Benefits

The Company has no compensatory plan, contract or agreement with any NEO, except as follows.

The Company entered into a consulting agreement dated June 1, 2011 with MIA Investments Ltd., pursuant to the terms of which the Company agreed to pay an annual management fee of \$180,000 to MIA Investments Ltd. MIA Investments Ltd. provides the services of Douglas MacQuarrie in the capacity as Chief Executive Officer and President of the Company. MIA Investments Ltd. is a private company wholly-owned by the MacQuarrie Family Trust. The trustees of the MacQuarrie Family Trust are Douglas MacQuarrie and Roberta MacQuarrie. Douglas MacQuarrie is the President and a director of MIA Investments Ltd. In the event the consulting agreement is terminated without cause or in the event of a change of control or a change in responsibilities and the agreement is terminated, one year's remuneration (\$180,000) is payable to MIA Investments Ltd.

The Company entered into a consulting agreement dated August 2, 2011 with 1765271 Ontario Ltd., pursuant to the terms of which the Company agreed to pay a fee of \$90,000 per annum to 1765271 Ontario Ltd. 1765271 Ontario Ltd., provides the services of Philip Gibbs in the capacity of Chief Financial Officer of the Company. 1765271 Ontario Ltd., is a private company wholly-owned by Philip Gibbs. In the event the consulting agreement is terminated without cause or in the event of a change of control or a change in responsibilities and the agreement is terminated, six month's remuneration (\$45,000) is payable to 1765271 Ontario Ltd.

Director Compensation

The following table sets forth all amounts of compensation provided to the Directors, who are each not also an NEO, for the Company's most recently completed financial year:

<i>Director Name</i>	<i>Fees Earned (\$)</i>	<i>Share-Based Awards (\$)</i>	<i>Option-Based Awards⁽¹⁾ (\$)</i>	<i>Non-Equity Incentive Plan Compensation (\$)</i>	<i>Pension Value (\$)</i>	<i>All Other Compensation (\$)</i>	<i>Total (\$)</i>
Alex Heath	12,000	N/A	Nil	N/A	N/A	N/A	12,000
Florian Riedl-Riedenstein	12,000	N/A	Nil	N/A	N/A	N/A	12,000
Bashir Akwasi Ahmed	41,911	N/A	18,854	N/A	N/A	N/A	60,765

⁽¹⁾ The Company used the Black-Scholes pricing model as the methodology to calculate the grant date fair value, and relied on the following the key assumptions and estimates for each calculation: under the following assumptions: (i) risk free interest rate of 1.10%; (ii) expected dividend yield of nil; (iii) expected volatility of 100%; and (iv) an expected term of five years. The Black-Scholes pricing model was used to estimate the fair value as it is the most accepted methodology.

The Company has no arrangements, standard or otherwise, pursuant to which Directors are compensated by the Company for their services in their capacity as Directors, or for committee participation, involvement in special assignments or for services as consultant or expert during the most recently completed financial year or subsequently, up to and including the date of this Information Circular.

The Company has a Stock Option Plan for the granting of incentive stock options to the officers, employees and Directors. The purpose of granting such options is to assist the Company in compensating, attracting, retaining and motivating the Directors of the Company and to closely align the personal interests of such persons to that of the shareholders.

Incentive Plan Awards - Outstanding Share-Based Awards and Option-Based Awards

The following table sets forth information concerning all awards outstanding under incentive plans of the Company at the end of the most recently completed financial year, including awards granted before the most recently completed financial year, to each of the Directors who are not Named Executive Officers:

<i>Director Name</i>	<i>Option-Based Awards</i>			<i>Share-Based Awards</i>		
	<i>Number of Securities Underlying Unexercised Options (#)</i>	<i>Option Exercise Price (\$)</i>	<i>Option Expiration Date</i>	<i>Value of Unexercised In-The-Money Options⁽¹⁾ (\$)</i>	<i>Number of Shares Or Units Of Shares That Have Not Vested (#)</i>	<i>Market or Payout Value Of Share-Based Awards That Have Not Vested (\$)</i>
Alex Heath	200,000	0.15	April 11, 2019	Nil	Nil	Nil
Florian Riedl-Riedenstein	200,000	0.75	Oct. 24, 2016	Nil	Nil	Nil
	100,000	0.15	May 15, 2019	Nil	Nil	Nil
Bashir Akwasi Ahmed	200,000	0.15	July 2, 2020	Nil	Nil	Nil

⁽¹⁾ The value of unexercised in-the-money options is calculated based on the difference between the market value of the Company's shares as at January 31, 2016 and the exercise price of the options. The closing price of the Company's shares on the CSE on January 31, 2016 was \$0.10 per share.

Incentive Plan Awards – Value Vested or Earned During the Year

The value vested or earned during the most recently completed financial year of incentive plan awards granted to Directors who are not Named Executive Officers are as follows:

<i>Director Name</i>	<i>Option-Based Awards - Value Vested During The Year (\$)</i>	<i>Share-Based Awards - Value Vested During The Year (\$)</i>	<i>Non-Equity Incentive Plan Compensation - Value Earned During The Year (\$)</i>
Alex Heath	Nil	N/A	N/A
Florian Riedl-Riedenstein	Nil	N/A	N/A
Bashir Akwasi Ahmed	Nil	N/A	N/A

The Company does not have any incentive plans, pursuant to which compensation that depends on achieving certain performance goals or similar conditions within a specified period is awarded, earned, paid or payable to the Directors.

Securities Authorized for Issuance Under Equity Compensation Plans

The following table sets forth the Company's compensation plans under which equity securities are authorized for issuance as at the end of the most recently completed financial year.

<i>Plan Category</i>	<i>Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)</i>	<i>Weighted-average exercise price of outstanding options, warrants and rights (b)</i>	<i>Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (c)</i>
<i>Equity compensation plans approved by securityholders</i>	2,220,000	\$0.39	93,100
<i>Equity compensation plans not approved by securityholders</i>	N/A	N/A	N/A
<i>Total</i>	2,220,000	-	93,100

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

As at November 23, 2016, there was no indebtedness outstanding of any current or former Director, executive officer or employee of the Company which is owing to the Company or to another entity which is the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Company entered into in connection with a purchase of securities or otherwise.

No individual who is, or at any time during the most recently completed financial year was, a Director or executive officer of the Company, no proposed nominee for election as a Director of the Company and no associate of such persons:

- (i) is or at any time since the beginning of the most recently completed financial year has been, indebted to the Company; or
- (ii) whose indebtedness to another entity is, or at any time since the beginning of the most recently completed financial year has been, the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Company,

in relation to a securities purchase program or other program.

INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON

Except as set out herein, no person who has been a Director or executive officer of the Company at any time since the beginning of the Company's last financial year, no proposed nominee of management of the Company for election as a Director of the Company and no associate or affiliate of the foregoing persons, has any material interest, direct or indirect, by way of beneficial ownership or otherwise, in matters to be acted upon at the Meeting other than the election of Directors.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Except as set out below, no informed person or proposed Director of the Company and no associate or affiliate of the foregoing persons has or has had any material interest, direct or indirect, in any transaction since the commencement of the Company's most recently completed financial year or in any proposed transaction which in either such case has materially affected or would materially affect the Company.

On August 9, 2016, the Company announced a special committee of the Company's independent directors had reached an agreement with Goknet Mining Company Limited ("Goknet") to close the acquisition of the Kubi Mining Leases, which the Company had previously entered into an option agreement dated February 28, 2015 for the acquisition thereof. The agreement also provides for the acquisition of Goknet's interest in up to eight prospecting licenses, two adjoining the Kubi Mining Leases, and six on the Asankrangwa gold belt. Please refer to the Company's news release dated August 9, 2016 for further details.

Goknet holds directly approximately 12.6% of the Company's outstanding shares. Douglas MacQuarrie, the Chief Executive Officer and a director of the Company, is the managing director of Goknet, and MIA Investments Ltd., a private company wholly-owned by the MacQuarrie Family Trust, owns 23.13% of the shares of Goknet.

See also "Particulars of Other Matters to be Acted Upon – Approval of the Acquisition of the Kubi Leases and Prospecting Licenses from Goknet" referred to in this Information Circular.

APPOINTMENT OF AUDITOR

Crowe MacKay LLP, Chartered Accountants, of Vancouver, British Columbia, is the auditor of the Company. Unless otherwise instructed, the proxies given pursuant to this solicitation will be voted for the re-appointment of Crowe MacKay LLP as the auditors of the Company to hold office for the ensuing year.

MANAGEMENT CONTRACTS

No management functions of the Company are performed to any substantial degree by a person other than the Directors or executive officers of the Company.

CORPORATE GOVERNANCE DISCLOSURE

National Policy 58-201 establishes corporate governance guidelines which apply to all public companies. The Company has reviewed its own corporate governance practices in light of these guidelines. In certain cases, the Company's practices comply with the guidelines, however, the Board considers that some of the guidelines are not suitable for the Company at its current stage of development and, therefore, these guidelines have not been adopted. National Instrument 58-101 mandates disclosure of corporate governance practices which disclosure is set out below.

Independence of Members of Board

The Company's current Board consists of five Directors, three of whom are independent based upon the tests for independence set forth in National Instrument 52-110 ("NI 52-110"). Florian Riedl-Riedenstein, Alex Heath and Bashir Ahmed are independent. Douglas MacQuarrie is not independent as he is the CEO of the Company. Ned Goodman is not independent as he is the Chairman of the Company.

Management Supervision by Board

The operations of the Company do not support a large Board of Directors and the Board has determined that the current constitution of the Board is appropriate for the Company's current stage of development. Independent supervision of management is accomplished through choosing management who demonstrate a high level of integrity and ability and having strong independent Board members. The independent Directors are however able to meet at any time without any members of management including the non-independent Directors being present. Further supervision is performed through the use of special committees as required and through the audit committee which is composed of a majority of independent Directors who meet with the Company's auditors without management being in

attendance. The independent Directors also have access to the Company's outside legal counsel as required, and its officers.

Risk Management

The Board of Directors is responsible for adoption of a strategic planning process, identification of principal risks and implementing risk management systems, succession planning and the continuous disclosure requirements of the Company under applicable securities laws and regulations.

The audit committee is responsible for the risk management items set out in the audit committee charter.

Participation of Directors in Other Reporting Issuers

The participation of the Directors in other reporting issuers is described in the table provided under "Election of Directors" in this Information Circular.

Orientation and Continuing Education

While the Company does not have formal orientation and training programs, new Board members are provided with:

1. information respecting the functioning of the Board of Directors, committees and copies of the Company's corporate governance policies;
2. access to recent, publicly filed documents of the Company, technical reports and the Company's internal financial information;
3. access to management and technical experts and consultants; and
4. a summary of significant corporate and securities responsibilities.

Board members are encouraged to communicate with management, auditors and technical consultants, to keep themselves current with industry trends and developments and changes in legislation with management's assistance and to attend related industry seminars and visit the Company's operations. Board members have full access to the Company's records.

Ethical Business Conduct

The Board views good corporate governance as an integral component to the success of the Company and to meet responsibilities to shareholders. The Board has adopted a Code of Conduct and has instructed its management and employees to abide by the Code.

Nomination of Directors

The Board has responsibility for identifying potential Board candidates. The Board assesses potential Board candidates to fill perceived needs on the Board for required skills, expertise, independence and other factors. Members of the Board and representatives of the mineral exploration industry are consulted for possible candidates.

Compensation of Directors and the CEO

The independent Directors are Florian Riedl-Riedenstein, Alex Heath and Bashir Ahmed. These Directors have the responsibility for determining compensation for the Directors and senior management.

To determine compensation payable, the independent Directors review compensation paid for Directors and CEOs of companies of similar size and stage of development in the mineral exploration industry and determine an appropriate compensation reflecting the need to provide incentive and compensation for

the time and effort expended by the Directors and senior management while taking into account the financial and other resources of the Company. In setting the compensation the independent Directors annually review the performance of the CEO in light of the Company's objectives and consider other factors that may have impacted the success of the Company in achieving its objectives.

Board Committees

The Company has an Audit Committee comprised of Douglas MacQuarrie, Alex Heath and Florian Riedl-Riedenstein. Special Committee's comprised of independent and non-conflicted Directors are formed to review any proposed non-arm's length transactions. The Directors are actively involved in the operations of the Company and the size of the Company's operations does not warrant a larger board of Directors. The Board has determined that additional committees beyond the audit committee and special committee are not necessary at this stage of the Company's development.

Assessments

The Board does not consider that formal assessments would be useful at this stage of the Company's development. The Board conducts informal annual assessments of the Board's effectiveness, the individual Directors and each of its committees. To assist in its review, the Board conducts informal surveys of its Directors.

Nomination and Assessment

The Board determines new nominees to the Board, although a formal process has not been adopted. The nominees are generally the result of recruitment efforts by the Board members, including both formal and informal discussions among Board members and the President and CEO. The Board monitors but does not formally assess the performance of individual Board members or committee members or their contributions.

Expectations of Management

The Board expects management to operate the business of the Company in a manner that enhances shareholder value and is consistent with the highest level of integrity. Management is expected to execute the Company's business plan and to meet performance goals and objectives.

AUDIT COMMITTEE

The Audit Committee's Charter

Mandate

The primary function of the audit committee (the "Committee") is to assist the Board of Directors in fulfilling its financial oversight responsibilities by reviewing the financial reports and other financial information provided by the Company to regulatory authorities and shareholders, the Company's systems of internal controls regarding finance and accounting and the Company's auditing, accounting and financial reporting processes. Consistent with this function, the Committee will encourage continuous improvement of, and should foster adherence to, the Company's policies, procedures and practices at all levels. The Committee's primary duties and responsibilities are to:

- Serve as an independent and objective party to monitor the Company's financial reporting and internal control system and review the Company's financial statements.
- Review and appraise the performance of the Company's external auditors.

- Provide an open avenue of communication among the Company's auditors, financial and senior management and the Board of Directors.

Composition

The Committee shall be comprised of three Directors as determined by the Board of Directors, the majority of whom shall be free from any relationship that, in the opinion of the Board of Directors, would interfere with the exercise of his or her independent judgment as a member of the Committee.

At least one member of the Committee shall have accounting or related financial management expertise. All members of the Committee that are not financially literate will work towards becoming financially literate to obtain a working familiarity with basic finance and accounting practices. For the purposes of the Company's Charter, the definition of "financially literate" is the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can presumably be expected to be raised by the Company's financial statements.

The members of the Committee shall be elected by the Board of Directors at its first meeting following the annual shareholders' meeting. Unless a Chair is elected by the full Board of Directors, the members of the Committee may designate a Chair by a majority vote of the full Committee membership.

Meetings

The Committee shall meet at least quarterly, or more frequently as circumstances dictate. As part of its job to foster open communication, the Committee will meet at least annually with the CFO and the external auditors in separate sessions.

Responsibilities and Duties

To fulfill its responsibilities and duties, the Committee shall:

Documents/Reports Review

- Review and update this Charter annually.
- Review the Company's financial statements, MD&A and any annual and interim earnings, press releases before the Company publicly discloses this information and any reports or other financial information (including quarterly financial statements), which are submitted to any governmental body, or to the public, including any certification, report, opinion, or review rendered by the external auditors.

External Auditors

- Review annually, the performance of the external auditors who shall be ultimately accountable to the Board of Directors and the Committee as representatives of the shareholders of the Company.
- Obtain annually, a formal written statement of external auditors setting forth all relationships between the external auditors and the Company, consistent with Independence Standards Board Standard 1.
- Review and discuss with the external auditors any disclosed relationships or services that may impact the objectivity and independence of the external auditors.
- Take, or recommend that the full Board of Directors take, appropriate action to oversee the independence of the external auditors.

- (e) Recommend to the Board of Directors the selection and, where applicable, the replacement of the external auditors nominated annually for shareholder approval.
- (f) At each meeting, consult with the external auditors, without the presence of management, about the quality of the Company's accounting principles, internal controls and the completeness and accuracy of the Company's financial statements.
- (g) Review and approve the Company's hiring policies regarding partners, employees and former partners and employees of the present and former external auditors of the Company.
- (h) Review with management and the external auditors the audit plan for the year-end financial statements and intended template for such statements.
- (i) Review and pre-approve all audit and audit-related services and the fees and other compensation related thereto, and any non-audit services, provided by the Company's external auditors. The pre-approval requirement is waived with respect to the provision of non-audit services if:
 - i. the aggregate amount of all such non-audit services provided to the Company constitutes not more than five percent of the total amount of revenues paid by the Company to its external auditors during the fiscal year in which the non-audit services are provided;
 - ii. such services were not recognized by the Company at the time of the engagement to be non-audit services; and
 - iii. such services are promptly brought to the attention of the Committee by the Company and approved prior to the completion of the audit by the Committee or by one or more members of the Committee who are members of the Board of Directors to whom authority to grant such approvals has been delegated by the Committee.

Provided the pre-approval of the non-audit services is presented to the Committee's first scheduled meeting following such approval such authority may be delegated by the Committee to one or more independent members of the Committee.

Financial Reporting Processes

- (a) In consultation with the external auditors, review with management the integrity of the Company's financial reporting process, both internal and external.
- (b) Consider the external auditors' judgments about the quality and appropriateness of the Company's accounting principles as applied in its financial reporting.
- (c) Consider and approve, if appropriate, changes to the Company's auditing and accounting principles and practices as suggested by the external auditors and management.
- (d) Review significant judgments made by management in the preparation of the financial statements and the view of the external auditors as to appropriateness of such judgments.
- (e) Following completion of the annual audit, review separately with management and the external auditors any significant difficulties encountered during the course of the audit, including any restrictions on the scope of work or access to required information.
- (f) Review any significant disagreement among management and the external auditors in connection with the preparation of the financial statements.
- (g) Review with the external auditors and management the extent to which changes and improvements in financial or accounting practices have been implemented.
- (h) Review any complaints or concerns about any questionable accounting, internal accounting controls or auditing matters.
- (i) Review certification process.

- (j) Establish a procedure for the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.

Risk Management

1. To review, at least annually, and more frequently if necessary, the Company's policies for risk assessment and risk management (the identification, monitoring, and mitigation of risks).
2. To inquire of management and the independent auditor about significant business, political, financial and control risks or exposure to such risk.
3. To request the external auditor's opinion of management's assessment of significant risks facing the Company and how effectively they are being managed or controlled.
4. To assess the effectiveness of the over-all process for identifying principal business risks and report thereon to the Board.

Other

Review any related-party transactions.

Composition of the Audit Committee

The following are the members of the Committee:

Alex Heath	Independent ⁽¹⁾	Financially literate ⁽¹⁾
Douglas MacQuarrie	Non-Independent ⁽¹⁾	Financially literate ⁽¹⁾
Florian Riedl-Riedenstein	Independent ⁽¹⁾	Financially literate ⁽¹⁾

⁽¹⁾ As defined by NI 52-110 – Audit Committee

Audit Committee Member Education and Experience

Alex Heath is the Chairman of the Audit Committee. Mr. Heath is experienced in investment banking, and has provided equity financing and financial advisory services to corporate and individual clients including public and private equity offerings. Mr. Heath's business knowledge and experience has provided him with an understanding of financial reporting sufficient to enable him to act as a member of the Audit Committee. Mr. Heath holds a Bachelor of Commerce Degree from the Sauder School of Business at UBC, and is a CFA charterholder.

Douglas MacQuarrie has been involved in public companies for over 31 years. Through his involvement with public companies, Mr. MacQuarrie has developed an understanding of financial reporting sufficient to enable him to act as a member of the Audit Committee.

Florian Riedl-Riedenstein has 31 years' corporate experience as a director and officer of Canadian public companies. Formerly, Mr. Riedl-Riedenstein was an investment banker in Vienna, Austria and New York. Through his involvement with public companies, Mr. Riedl-Riedenstein has developed an understanding of financial reporting sufficient to enable him to act as a member of the Audit Committee.

Audit Committee Oversight

At no time since the commencement of the Company's most recently completed financial year was a recommendation of the Committee to nominate or compensate an external auditor not adopted by the Board of Directors.

Reliance on Certain Exemptions

At no time since the commencement of the Company's most recently completed financial year has the Company relied on the exemption in Section 2.4 of NI 52-110 (*De Minimis Non-audit Services*), or an exemption from NI 52-110, in whole or in part, granted under Part 8 of NI 52-110.

Pre-Approval Policies and Procedures

The Committee has adopted specific policies and procedures for the engagement of non-audit services as described above under the heading "External Auditors".

Exemption in Section 6.1 of NI 52-110

The Company is relying on the exemption in Section 6.1 of NI 52-110 from the requirement of Parts 3 (Composition of the Audit Committee) and 5 (Reporting Obligations).

External Auditor Service Fees (By Category)

The aggregate fees billed by the Company's external auditors in each of the last two fiscal years for audit fees are as follows:

<i>Financial Year Ending</i>	<i>Audit Fees</i>	<i>Audit Related Fees</i>	<i>Tax Fees</i>	<i>All Other Fees</i>
January 31, 2016	\$9,000	Nil	\$1,300	Nil
January 31, 2015	\$9,000	Nil	\$1,100	Nil

PARTICULARS OF OTHER MATTERS TO BE ACTED UPON

A. Approval and Ratification of Stock Option Plan

The Board of Directors of the Company implemented a Stock Option Plan (the "Plan") effective September 7, 2011. The number of shares which may be issued pursuant to options previously granted and those granted under the Plan is a maximum of 10% of the issued and outstanding shares at the time of the grant. In addition, the number of shares which may be reserved for issuance to insiders as a group is 10%, to any one individual may not exceed 5% of the issued shares on a yearly basis or 2% if the optionee is engaged in investor relations activities or is a consultant. The Stock Option Plan which sets the number of shares issuable under the plan at a maximum of 10% of the issued and outstanding shares is approved and ratified by shareholders on an annual basis.

Therefore, at the Meeting, shareholders will be asked to pass a resolution in the following form:

"UPON MOTION IT WAS RESOLVED that the Company approve and ratify, subject to regulatory approval, the Stock Option Plan pursuant to which the Directors may, from time to time, authorize the issuance of options to Directors, officers, employees and consultants of the Company and its subsidiaries to a maximum of 10% of the issued and outstanding common shares at the time of the grant, with a maximum of 5% of the Company's issued and outstanding shares being reserved to any one person on a yearly basis."

The purpose of the Plan is to allow the Company to grant options to Directors, officers, employees and consultants, as additional compensation, and as an opportunity to participate in the success of the Company. The granting of such options is intended to align the interests of such persons with that of the shareholders. Options will be exercisable over periods of up to five years as determined by the Board of Directors of the Company and are required to have an exercise price no less than the closing market price of the Company's shares prevailing on the day that the option is granted. Pursuant to the

Plan, the Board of Directors may from time to time authorize the issue of options to Directors, officers, employees and consultants of the Company and its subsidiaries or employees of companies providing management or consulting services to the Company or its subsidiaries. The Plan contains no vesting requirements, but permits the Board of Directors to specify a vesting schedule in its discretion. The Plan provides that if a change of control, as defined therein, occurs, all shares subject to option shall immediately become vested and may thereupon be exercised in whole or in part by the option holder.

If the optionee ceases to be an eligible person as a result of termination for cause of such optionee by the Company any outstanding option held by such optionee on the date of such termination, whether in respect of option shares that are vested or not, shall be cancelled as of that date. If the optionee ceases to be an eligible person due to his or her retirement at the request of his or her employer earlier than the normal retirement date under the Company's retirement policy then in force, or due to his or her termination by the Company other than for cause, or due to his or her voluntary resignation, the option then held by the optionee shall be exercisable to acquire unissued option shares at any time up to but not after the earlier of the expiry date and the date which is 90 days (30 days if the optionee was engaged in investor relations activities) after the optionee or, the Board of Directors of the Company may, in its sole discretion if it determines such is in the best interests of the Company, extend the expiry date of the option of an optionee to a later date within a reasonable period.

The full text of the Plan will be available for review at the Meeting.

Unless such authority is withheld, the persons named in the enclosed Proxy intend to vote for the approval and ratification of the Plan.

B. Approval of the Acquisition of the Kubi Leases and Prospecting Licenses from Goknet

Acquisition Details and Proposed Consideration

On August 9, 2016, the Company announced a special committee of the Company's independent directors had reached an agreement (the "Kubi Acquisition Agreement") with Goknet to close the acquisition of the Kubi mining leases (the "Kubi Mining Leases"), which the Company had previously entered into an option agreement dated February 28, 2015 for the purchase thereof. The Kubi Acquisition Agreement also provides for the acquisition of Goknet's interest in up to eight prospecting licenses (the "Prospecting Licenses") adjoining the Kubi Mining Leases. The acquisition of the Kubi Mining Leases will be completed by the Company acquiring all of the issued and outstanding shares of Kubi Gold (Barbados) Limited ("Kubi Barbados") from Goknet. Kubi Barbados is the beneficial and recorded owner of the Kubi Mining Leases.

The consideration payable by the Company to Goknet for all the outstanding shares of Kubi Barbados will be the issuance of 7,000,000 common shares (the "Asante Shares") in its capital at the closing (the "Kubi Acquisition Closing") of the Kubi Acquisition Agreement, delivery of 8,000 ounces of gold produced from the Kubi Mining Leases within three months after production from the Kubi Mining Leases exceeds 32,000 ounces of gold, and a 2% net smelter return royalty payable from production generated from the Kubi Mining Leases after cumulative net cash flow exceeds US\$25 million. The Company and Goknet have agreed the 2% net smelter return royalty will be reduced to 1% in the event the agreement with BXC (hereinafter described) closes. The Kubi Mining Leases are also subject to a 3% net proceeds of production royalty payable to Royal Gold, Inc., and the Ghana government holds a 10% free carried equity and a 5% net smelter return royalty interest.

In addition to a statutory four month and one day hold period (the "Release Date"), the Asante Shares will be subject to voluntary resale requirements agreed to by Goknet. The Asante Shares will be subject

to an escrow agreement, providing that 20% will not be subject to voluntary resale requirements, with the remaining 80% of the Asante Shares being held in escrow, with 10% being released from escrow every three months after the Release Date. In the event that a block purchase of some of the Asante Shares is arranged between Goknet and an arm's length purchaser and the Company, in its discretion, approves the sale, the remaining escrow conditions will be removed for that purchase.

The consideration payable by the Company to Goknet for the Prospecting Licenses will be a maximum of 3,000,000 common shares in its capital on an independent license by license valuation basis. The Prospecting Licenses are currently in the process of being transferred to Goknet from a third party, subject to the consent of the Minister of Lands and Natural Resources. No shares will be issued until valid title is registered in the name of the Company. Goknet will retain a 2% net smelter return royalty on any of the Prospecting Licenses transferred to the Company. The Ghana government holds a statutory 10% free carried equity and a 5% net smelter return royalty interest on the Prospecting Licenses.

Description of the Kubi Mining Leases

The following summary is derived from a technical report (the "Technical Report") dated October 20, 2014, entitled "Kubi Gold Project" (as amended as required to reflect changes occurring subsequent to the preparation of the Technical Report). The Technical Report was prepared by Simon Meadows Smith, MIMMM, and Joe Amanor, MAusIMM CP (Geo)., who are qualified persons for the purposes of National Instrument 43-101 – Standards of Disclosure for Mineral Projects.

The Technical Report is available for review under the Company's profile on the SEDAR website. The entire Technical Report is incorporated by reference into this Information Circular.

1.0 SUMMARY

1.1 Overview of the Republic of Ghana

The Republic of Ghana ("Ghana") is located in West Africa on the Gulf of Guinea (Figure 1) and shares borders with Côte d'Ivoire to the west, Togo to the east and Burkina Faso to the north. To the south are the Gulf of Guinea and the Atlantic Ocean. Ghana has a total land area of approximately 239,540 square kilometres ("sq km") or (approximately 23,954,000 hectares ("ha")) and is about the size of Britain. Ghana's capital city, Accra, is located along the south eastern coast.

In March 1957, Ghana was the first country in sub-Saharan Africa to gain independence from Britain. Following a national referendum in July 1960, Ghana became a republic. Ghana has a population of approximately 24 million people, most of whom are English-speaking.

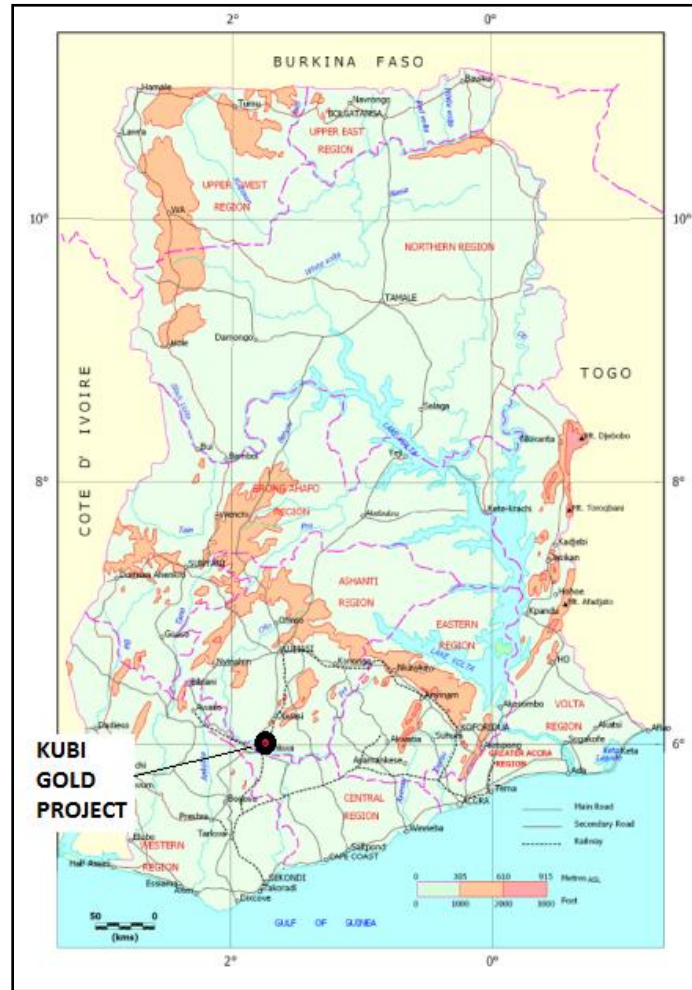


Figure 1: Location of Kubi Mining Leases and Dunkwa – Gyimigya Prospecting Licence

1.2 Property Description and Location

The Kubi Gold Project comprises two Mining Leases, the Kubi Mining Lease and the Kubi Forest Reserve Mining Lease, which cover a combined area of 19.16 km², and one Prospecting Licence referred to as the Dunkwa Gyimigya Prospecting Licence which covers an area of 28.26 km². The Kubi Mining Leases are in good standing having been renewed in 2008 for a period of twenty years. However, the Dunkwa Gyimigya Prospecting Licence has expired and is in the process of being renewed by the Minerals Commission of Ghana.

The two Mining Leases are located in the Adansi South District of the Ashanti Region. The Dunkwa Gyimigya Prospecting Licence falls within both the Adansi South District and the Upper Denkyira East Municipality of the Central Region (Figure 2).

The Kubi Gold Project lies on the western margin of the Ashanti Gold Belt and is bordered to the north by AngloGold Ashanti's Obuasi Mining Lease and to the southwest by Perseus Mining Limited's Elikan Gold Mine at Ayanfuri.

Dunkwa is the closest major town to the Project, falling within the southern portion of the Dunkwa Gyimigya Prospecting Licence. The Supuma Shelter Belt Forest Reserve traverses the northern end of the Kubi Mining Lease and covers approximately 10% of the total Kubi Gold Project landholding (Figure 2).

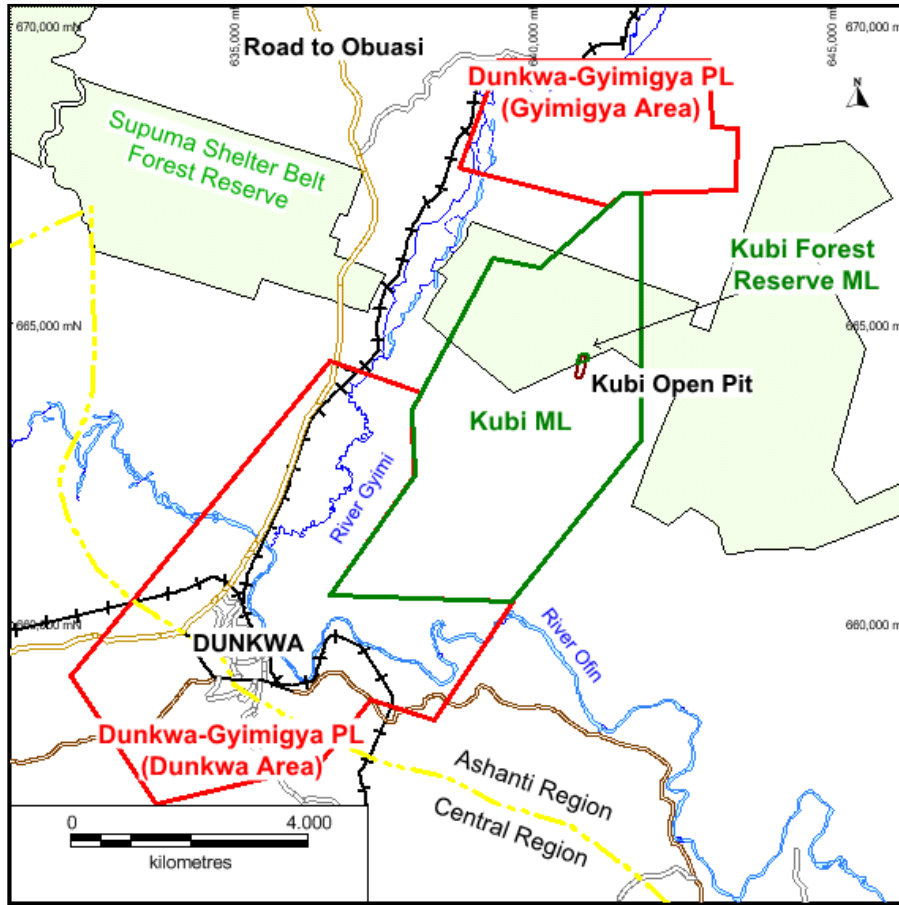


Figure 2: Kubi Gold Project, showing both Mining Leases and the Dunkwa Gyimigya Prospecting Licence
UTM 30N, WGS84, SEMS 2014

1.3 Ownership

1.3.1 The Kubi Mining Leases

The Kubi Mining Leases are held by Kubi Gold (Barbados) Limited (“Kubi Gold”) (formerly known as “Nevsun Ghana”), the Ghana registered Branch of Kubi Gold (Barbados) Limited a Barbados incorporated company, for the exploitation of gold only. The Leases will expire on September 17, 2028 having been granted to Nevsun Ghana for a twenty (20) year duration in 2008.

Pursuant to the settlement of arbitration between PMI Gold Corporation (“PMI Gold”) of Vancouver and Goknet Mining Company Limited (“Goknet”) of Accra on August 15, 2014, the terms of which were confidential, the ownership of 100% of the shares of Kubi Gold (Barbados) Limited were transferred to Goknet.

Royal Gold Inc. of Denver, Colorado, USA holds a 3% NPP (Net Proceeds of Production) royalty interest on gold mined from the Kubi Mining Leases, termed the Pre-Existing NPP.

1.3.2 The Dunkwa Gyimigya Prospecting Licence

The Dunkwa Gyimigya Prospecting Licence is held by Adansi Gold Company (Ghana) Limited (“Adansi Gold”) for the prospecting of gold only. The Prospecting Licence expired in August 2014 and Adansi Gold lodged an application for renewal of the Prospecting Licence with the Minerals Commission in August 2014.

Pursuant to the settlement of arbitration between PMI Gold and Goknet, the terms of which were confidential, the ownership of 100% of the Dunkwa Gyimigya Prospecting Licence is currently in the process of being transferred, upon receipt of Ministerial consent, from Adansi Gold to Goknet. Goknet has agreed to incorporate the Dunkwa Gyimigya Prospecting Licence, and any other adjacent Licences held by Goknet, into the proposed joint venture on terms to be finalised in a definitive agreement which will outline the full terms of the joint venture between Asante Gold Corporation of Vancouver (“Asante”) and Goknet.

1.3.3 Nature of Asante’s Interest in the Project

On September 29, 2014 Goknet signed a binding term sheet to enter into a Joint Venture with Asante whereby Asante undertakes to fund the Kubi Gold Project with fifteen million US dollars (US\$ 15,000,000), within two years, and issue two million shares to Goknet, to earn a 50% interest in the shares of Kubi Gold (Barbados) Limited and in the Kubi Mining Leases. The original binding agreement was amended pursuant to the terms of the Kubi Acquisition Agreement described in detail on page 19 of this Information Circular.

1.4 Geology

1.4.1 Regional Geology of Ghana

The regional geology of southern Ghana comprises thick sequences of steeply dipping metasediments, alternating with metavolcanic units of Proterozoic age (~2.2-2.3 Ga). These sequences, which belong to the Birimian Supergroup, occur in a number of northeasterly trending belts.

Syn - and post-tectonic granitoids intruded both the metasediments and metavolcanics of the Birimian Supergroup as a result of the Eburnean Orogeny. The granitoids can be broadly grouped into two types; namely Basin and Belt types. Basin granitoids intrude the metasedimentary basins whereas Belt type granitoids are normally restricted to the volcanic and volcanosedimentary assemblages.

1.4.2 Property Geology

The Kubi Project is located on the western margin of the Ashanti Belt, approximately 15km southwest of the Obuasi gold mine. The known deposit is situated at the intersection of a regional NE-SW trending shear zone, which represents a reactivated thrust fault system that forms the Birimian/Tarkwaian contact, and a major N-S trending basement fault.

Gold mineralisation at Kubi occurs in a 1.0 to 15.0 metre thick, garnetiferous horizon within Birimian metasediments which are contained within a north - northeast trending shear zone close to the Birimian/Tarkwaian contact.

This garnetiferous horizon contains fine grained gold associated with minor (5-15%) pyrite and pyrrhotite as well as some coarser gold which is associated with relatively narrow quartz veins.

1.5 Mineralisation

A distinct, laterally persistent, rock unit located within the Kubi shear zone is characterised by a dense concentration of garnets. This garnet-rich zone encloses approximately 85% of the Kubi Main Zone Mineral Resource and also contains amphiboles, pyrrhotite, arsenopyrite and free gold within quartz veins. Within the Kubi Main Zone, the garnet rich units can be traced for two kilometres along a consistent 020° strike, and with a steep westerly dip of 85° to 75°.

1.6 Exploration

Most exploration work within the Kubi Gold Project was completed by Nevsun Ghana between 1997 and

1998. During this time over 66,000 metres of RAB, RC and diamond core drilling was completed and almost 14km of trenches excavated.

PMI Gold commenced exploration activities on the Kubi Gold Project in 2009. The objective of PMI Gold's work was to further assess target areas outside the limits of the defined mineral resource. Exploration work included ground VLF-EM and Induced Polarization surveys as well as an airborne magnetic and radiometric survey. PMI Gold completed soil and auger geochemical sampling programs on selected parts of the Kubi Gold Project followed by 2,559 metres of diamond drilling in 22 holes.

A total of 66,312 metres of diamond core drilling in 226 drill holes, within the Kubi Main Zone, were used for the mineral resource estimate published in December 2010.

Between 2011 and 2013 PMI Gold continued to explore the Kubi Gold Project completing 1,627 drill holes, comprising: 38 diamond core drill holes, 283 air core drill holes and 1,306 auger drill holes. PMI Gold also excavated three trenches and one set of channel samples.

1.7 Mineral Resources

An independent mineral resource estimate for the Kubi Gold Project was completed in November 2010 by SEMS Exploration Services. The modelling of gold mineralisation for this mineral resource estimate reflected underground mining methods suitable for a narrow, high grade, gold deposit such as Kubi.

The 2010 mineral resource estimation, therefore, significantly reduced the tonnes of previous mineral resource estimates but resulted in an increased gold grade. Table one below summarises the Mineral Resource Estimates at 2.0 g/t Au block cut-off grades within the Kubi Main Zone.

	TONNAGE Tonnes (million)	GRADE (Au g/t)	CONT'D GOLD Ounces
Measured	0.66	5.30	112,000
Indicated	0.66	5.65	121,000
Measured & Indicated	1.32	5.48	233,000
Inferred	0.67	5.31	115,000

Table 1: Identified Mineral Resource (2.0 g/t Au cut-off) November 2010 for the Kubi Gold Project

MATERIAL TYPE	TONNAGE Tonnes (million)	GRADE (Au g/t)	CONT'D GOLD Ounces
Oxide	0.12	5.07	19,000
Fresh Rock	1.88	5.44	329,000
Total	2.00	5.42	348,000

Table 2: Mineral Resource Estimates by Material Type (2.0 g/t Au cut-off) November 2010

1.8 Development

As of the date of this Report, there are no declared Mineral Reserve Estimates for the Kubi Gold Project nor is it in the development stage.

1.9 Operations

The Kubi open pit gold mine was operated by Ashanti Goldfields and AngloGold Ashanti in two phases between 1999 and 2005. The Kubi open pit produced approximately 60,000 ounces of gold from 500,000 tonnes of oxide ore grading 3.65 g/t gold.

1.10 Conclusions and Recommendations

1.10.1 Conclusions

SEMS Exploration Services Ltd. (“SEMS”) is of the opinion that the November 2010 mineral resource estimation gave appropriate consideration to the underground mining methods that may be employed by Asante and Goknet to exploit the Kubi Main Zone. The 2010 mineral resource utilised a 2.0 g/t cut-off grade and adhered to strict ore body widths when constructing the Kubi mineral resource model.

The 2010 mineral resource model, compared to previous models, produced an increased average mineral resource grade within the Kubi deposit and an increased confidence level to the model demonstrated by the inclusion of a measured category.

The December 2010 Mineral Resource estimation provides a clear guide for future ore reserve determination and the scoping of an underground mine plan.

An exploration decline ramp at 15% would provide a suitable platform for both exploratory and definition drilling from underground to provide information on ore body geometry for mine planning purposes.

Exploration activities undertaken by PMI since December 2010 have not materially altered the 2010 mineral resource estimation, however they have identified significant intersections in air core drilling within other areas of the property that require further work.

1.10.2 Recommendations

It is recommended that Asante and Goknet undertake a Feasibility Study of an underground mining operation on the Kubi Gold Project as soon as possible.

The Feasibility Study may require a significant number of new drill holes to better define the geometry of high grade shoots within the Kubi Main Zone. This drilling would be best attempted from underground crosscuts off a footwall decline through the eastern wall of the historic Kubi open pit.

Should the decline option be accepted then a thorough geotechnical investigation will be required on material from the decline’s intended portal position and drill core collected from the upper levels of the planned path of the decline.

It is recommended that the recent LIDAR survey be used to verify the accuracy of historical campaigns of drill hole collar surveying.

Owing to the abundance of pyrrhotite observed in drill core, it is recommended that a gold deportment study be carried out so as to provide a thorough understanding of the occurrence of the mineral and its downstream implications on the metallurgical recovery of the Kubi primary ore which would be main feed for the underground mining project.

It is also recommended that Asante continue with exploration activities over the extensions of the Kubi Main Deposit, to the south of the Kubi open pit, as well as the interpreted ‘Ashanti structure’ which lies 1.5 km to the west of the Kubi open pit. This work should focus upon significant gold intersections identified in air core drilling completed by PMI Gold in 2011 and 2012.

Description of the Prospecting Licenses

Further to the acquisition of the Kubi Mining Leases, the Company will also acquire Goknet’s interests in up to eight prospecting licenses: two totaling 38 sq km adjoining to the west of the Kubi Mining Leases; and six contiguous licenses totaling approximately 270 sq km located on the Asankrangwa Gold Belt 15

kms. to the southwest and along strike of the Asanko Gold Mine. Each of the licenses has had considerable exploration work completed and many have drill ready targets outlined.

To purchase the licenses, the Company will issue up to a maximum of 3,000,000 treasury shares for all eight licenses. Shares will be issued pro-rata on a license by license 'area weighted' basis if as and when valid title is registered in the name of the Company. Goknet will retain a 2% net smelter return royalty on each license acquired by the Company.

Of the six prospecting licenses on the Asankrangwa Gold Belt, one has been transferred to Goknet pending the closing of the acquisition, one is under application, and the other four are in the process of being renewed and transferred to Goknet. The two prospecting licenses adjoining to the west of the Kubi Mining Leases, are also in the process of being renewed and transferred to Goknet. All license transfers are subject to the consent of the Minister of Lands and Natural Resources of Ghana. Final consent and transfers are expected by second quarter of 2017.

Agreement with BXC Company (Ghana) Limited ("BXC") and Proposed Financing

The Company entered into a binding term sheet with BXC to form the "Kubi Gold Joint Venture", resulting in a 50-50 joint venture development of the Kubi Mining Leases. BXC has agreed to provide funding in the amount of \$19,500,000 to earn a 50% interest in the Kubi Gold Joint Venture and to acquire a 30% equity interest in the Company, at a deemed price of \$0.20 per share, such price reserved until December 31, 2016. The Company will allocate 10% of the proceeds from the equity placement for working capital and the balance will be expended to develop the Kubi Gold Joint Venture. The Company has granted BXC the right to maintain a 30% equity interest in the Company and to have two representatives appointed to its board of directors. The closing of the proposed Kubi Gold Joint Venture is subject to acceptable due diligence reviews by BXC and the Company, the entering into of a definitive agreement, all applicable government and regulatory approvals, the Kubi Acquisition Agreement being approved by disinterested shareholders of the Company, and the Kubi Acquisition Closing being completed. The Company has agreed, as a term of the Kubi Gold Joint Venture, that it will be obligated to pay the 3% net proceeds of production (net profits) to Royal Gold, Inc. and the 1% net smelter return to Goknet.

The Company is advised BXC is a wholly owned subsidiary of Beijing Fuxing Xiao-Cheng Electronic Technology Stock Com Ltd. ("BFXC"), listed in China on the Shenzhen Exchange, with a market capitalization of US\$580 million and primarily involved in grid power infrastructure upgrades in Asia, South America and Africa. BXC has been active in Ghana for a decade and have invested or outstanding contracts for over US\$200 million in projects, including the design, build and operation of the commissioned 20MW Mankoadze solar plant; two US\$20 million projects pre-financed by BXC involving the upgrade and extension of grid power networks, and a US\$170 million 10 year contract with the Electricity Corporation of Ghana (ECG) to reduce distribution system losses. BXC also has two gold mining leases and two exploration/development projects in Ghana.

Goknet's Holdings as a Result of the Acquisition of the Kubi Mining Leases and Prospecting Licences

Goknet currently holds a total of 4,842,000 common shares of the Company, representing approximately 12.6% of the Company's outstanding shares. At the Kubi Acquisition Closing, Goknet will be issued the Asante Shares. Based on the number of Company common shares outstanding as of the date of this Information Circular, Goknet would own 11,842,000 common shares or 26.07% of the Company's outstanding common shares at the Kubi Acquisition Closing. Immediately after the Kubi Acquisition Closing, the Company intends on closing the Kubi Gold Joint Venture, which would result in BXC owning 30% of the Company's outstanding common shares. Goknet's shareholdings would be

diluted on the same basis as all Company shareholders on the closing of the Kubi Gold Joint Venture. Goknet may be issued up to a maximum of an additional 3,000,000 common shares in consideration of the Prospecting Licences.

Trading Price and Volume

The Company's common shares are listed and posted for trading on the Canadian Securities Exchange ("CSE") under the symbol "ASE". The following table sets forth information relating to the monthly trading of the shares on the CSE for the six month period preceding the date of the Information Circular.

Period (2016)	High (\$)	Low (\$)	Total Volume
May	0.2000	0.0700	250,494
June	0.2000	0.1100	116,457
July	0.2700	0.1500	367,185
August	0.2500	0.1500	344,483
September	0.2700	0.1850	86,460
October	0.2600	0.1800	228,320
November 1 – 22	0.2100	0.1600	214,800

In addition, the shares were quoted under the symbol "1A9" on the Frankfurt Stock Exchange.

Previous Purchases and Sales

Except as disclosed below, no securities of the Company have been purchased or sold by the Company during the twelve months preceding the date of the Information Circular (excluding securities purchased or sold pursuant to the exercise of employee stock options, warrants and conversion rights):

Date of Issue	Type of Securities	No. of Common Shares	Issue Price per Security	Reason for Issue
Jan. 5, 2016	Units	650,000	\$0.15	Private Placement
Feb. 18, 2016	Common Shares	533,000	\$0.10	Private Placement
March 3, 2016	Common Shares	10,967,000	\$0.10	Shares for Debt
April 29, 2016	Units	1,000,000	\$0.10	Private Placement
May 6, 2016	Units	600,000	\$0.10	Private Placement
Oct. 19, 2016	Units	2,125,311	\$0.18	Private Placement

Related Party Transaction

MI 61-101

As Goknet is an insider of the Company, the Kubi Acquisition Agreement constitutes a "related party transaction" under Multilateral Instrument 61-101 *Protection of Minority Security Holders in Special Transactions* ("**MI 61-101**"). MI 61-101 requires, among other things, issuers to obtain formal valuations and minority shareholder approval of related party transactions, absent the availability of applicable exemptions set forth in MI 61-101.

Pursuant to section 6.3(2) of MI 61-101, the formal valuation requirements under MI 61-101 do not apply to the Kubi Acquisition Agreement since:

- the only non-cash consideration involved in the Kubi Acquisition Agreement consists of securities of a reporting issuer (namely, shares of the Company); and
- this Information Circular contains statements to the effect that (i) the Company has no knowledge of any material information concerning the Company or its securities that has not been generally disclosed; and (ii) to the knowledge of the Company after reasonable inquiry, the related parties (namely, Goknet) does not have knowledge of any material information concerning the Company or its securities that has not been generally disclosed (see “Other Material Facts” below).

As the Kubi Acquisition Agreement value is expected to exceed applicable thresholds in certain exemptions contained in MI 61-101, the Company is seeking minority shareholder approval of the Kubi Acquisition Agreement pursuant to the requirements of MI 61-101.

CSE Requirements

The policies of the CSE require the Company to make timely filings in connection with significant transactions and developments, which the Company has made. Upon receiving shareholder approval of the Kubi Acquisition Agreement, the Company will finalize its filing with the CSE. The CSE may provide comments to the Company in connection with the filing.

Arrangements between the Company and Security Holders

Other than the Kubi Acquisition Agreement, there is no agreement, commitment or understanding made or, to the Company's knowledge, proposed to be made between the Company and a security holder of the Company relating to the Kubi Acquisition Agreement.

Proposed Material Changes

Other than in relation to the Company's financing plans referred to under “Agreement with BXC and Proposed Financing” above, the Company is not aware of any plans or proposals for material changes in the affairs of the Company.

Fees and Expenses

The total expenses incurred and to be incurred by the Company in respect of the Kubi Acquisition Agreement up to the date that all regulatory conditions are satisfied, including expenses incurred up to the date of the Meeting and the date that final filings are made with the CSE, are estimated to be approximately \$75,000, including, without limitation, amounts paid or payable to legal counsel, printers, transfer agents, applications and filing fees to the CSE, preparation and distribution of all necessary disclosure and other documents, preparation of the Kubi lease acquisition documents and other agreements, and other steps to implement the Kubi Acquisition Agreement.

Other Material Facts

Other than as disclosed in this Information Circular, there are no material facts concerning the Company or the securities of the Company or any other matter that has not previously been generally disclosed, is known to the Company and that would reasonably be expected to affect the decision of a shareholder of the Company in determining whether to vote for or against the resolution to approve the Kubi Acquisition Agreement.

To the knowledge of the Company after reasonable inquiry, Goknet does not have knowledge of any material information concerning the Company or its securities that has not been generally disclosed.

Minority Shareholder Approval of the Transaction

Pursuant to the requirements of MI 61-101, the Company cannot complete the Kubi Acquisition Agreement unless it is first approved by the minority shareholders at the Meeting by way of an ordinary resolution.

Excluded Votes

To the knowledge of the directors and management, the following shareholders are required to be excluded from voting on the Transaction Resolution (as defined below) pursuant to MI 61-101 requirements, as such persons are a “related party” of an interested party or a “joint actor” with any of the foregoing persons in respect of the Kubi Acquisition Agreement (as such terms are defined in MI 61-101):

Shareholder	No. of Shares Held	% outstanding Shares
Goknet	4,842,000 ⁽¹⁾	12.6%
Douglas MacQuarrie	9,239,500 ⁽²⁾	24.04%
Total:	<u>14,081,500</u>	<u>36.64%</u>

(1) MIA Investments Ltd., a company owned by the MacQuarrie Family Trust, owns 23.13% of the shares of Goknet Mining Company Limited.

(2) Of these shares 7,949,750 are held indirectly in the name of MIA Investments Ltd., a private company wholly owned by the MacQuarrie Family Trust and 458,500 are held indirectly in the name of Roberta MacQuarrie.

Transaction Resolution

At the Meeting, shareholders will be asked to consider and, if thought advisable, pass an ordinary resolution approving the Kubi Acquisition Agreement and matters related thereto, in substantially the form of the resolution set forth below (the “**Transaction Resolution**”). All shareholders, other than the shareholders set forth under “Excluded Votes” above, will be entitled to vote on the Transaction Resolution. In order to pass, the Transaction Resolution must be approved by greater than one-half (1/2) or 50% of the votes cast by those shareholders who, being entitled to do so, vote in person or by proxy at the Meeting.

“RESOLVED AS AN ORDINARY RESOLUTION THAT:

- (a) The Kubi Acquisition Agreement dated August 9, 2016 (the “Kubi Acquisition Agreement”) between Asante Gold Corporation (the “Company”) and Goknet Mining Company Limited (“Goknet”), pursuant to which the Company has agreed to acquire all the issued and outstanding shares of Kubi Gold (Barbados) Limited, in consideration of the issuance of 7,000,000 shares in its capital, delivery of 8,000 ounces of gold from future gold production from the Kubi Mining Leases and a 2% net smelter return royalty (to be reduced to a 1% net smelter return royalty in the event BXC Company (Ghana) Limited closes the Kubi Gold (Barbados) Limited joint venture), and may issue up to an additional 3,000,000 shares in its capital and a 2% net smelter return royalty for additional prospecting licences to be transferred by Goknet to the Company, be and the same is hereby ratified, confirmed and approved;

- (b) the completion of the Kubi Acquisition Agreement and the issuance of the requisite number of shares thereunder to Goknet in accordance with the terms of the Kubi Acquisition Agreement, as described in the Company's Information Circular dated November 23, 2016, be and are hereby authorized and approved;
- (c) notwithstanding the approval by the shareholders of the Company of this ordinary resolution, the board of directors of the Company is hereby authorized, by resolution at any time in its absolute discretion, to determine whether or not to proceed with the transactions contemplated by the Kubi Acquisition Agreement without further approval, ratification or confirmation by the shareholders of the Company; and
- (d) any one director or officer of the Company be and is hereby authorized for and on behalf of the Company to execute and deliver all such documents and instruments and take all such other actions as such director or officer may determine necessary or desirable to implement this resolution and the matters authorized hereby, such determination to be conclusively evidenced by the execution and delivery of such documents and instruments or the taking of such actions."

Unless otherwise directed, the persons named in the enclosed Proxy intend to vote FOR the Transaction Resolution.

ADDITIONAL INFORMATION

Additional information relating to the Company is on SEDAR at www.sedar.com. Shareholders may contact the Company at 206 – 595 Howe Street, Vancouver, British Columbia, V6C 2T5, to request copies of the Company's financial statements and MD&A.

Financial information is provided in the Company's comparative financial statements and MD&A for its most recently completed financial year which are filed on SEDAR.

OTHER MATTERS

Management of the Company is not aware of any other matter to come before the Meeting other than as set forth in the notice of Meeting. If any other matter properly comes before the Meeting, it is the intention of the persons named in the enclosed form of proxy to vote the shares represented thereby in accordance with their best judgment on such matter.

DATED this 23rd day of November, 2016.

BY ORDER OF THE BOARD OF DIRECTORS

"Douglas MacQuarrie"

Douglas MacQuarrie,
President and Chief Executive Officer