



## CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

(Expressed in Canadian Dollars)

For the three and six months ended July 31, 2017 and July 31, 2016

### Notice of No Auditor Review of Interim Financial Statements

The management of Asante Gold Corporation is responsible for the preparation of the accompanying unaudited condensed interim financial statements. The unaudited condensed interim financial statements have been prepared using accounting policies in compliance with International Financial Reporting Standards for the preparation of condensed consolidated financial statements and are in accordance with IAS 34 - Interim Financial Reporting.

The Company's auditor has not performed a review of these condensed interim consolidated financial statements in accordance with the standards established by the Canadian Institute of Chartered Accountants for a review of interim financial statements by an entity's auditor.

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## CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

	July 31, 2017	January 31, 2017
	Unaudited	Audited
<b>Assets</b>		
<b>Current Assets</b>		
Cash	\$ 20,322	\$ 32,486
Receivables	22,077	21,529
Prepaid expenses and deposits	20,762	20,957
<b>Total Current Assets</b>	<b>63,161</b>	<b>74,972</b>
<b>Non-current Assets</b>		
Fixed assets (Note 5)	27,788	9,741
Exploration and evaluation assets (Note 6)	4,526,028	4,075,437
<b>Total Assets</b>	<b>\$ 4,616,977</b>	<b>\$ 4,160,150</b>
<b>Liabilities and Equity</b>		
<b>Current Liabilities</b>		
Trade and other payables	\$ 567,416	\$ 685,636
Due to related parties (Note 10b and 11)	806,862	602,198
<b>Total Current Liabilities</b>	<b>1,374,279</b>	<b>1,287,834</b>
<b>Long Term Liabilities</b>		
Due to related parties (Note 10b and 11)	1,262,309	1,276,194
Other liabilities (Note 11)	36,095	96,894
<b>Total Liabilities</b>	<b>2,672,682</b>	<b>2,660,922</b>
<b>Equity</b>		
Share capital (Note 7)	6,545,880	5,444,132
Reserve for share-based payments (Note 7)	1,094,402	984,182
Reserve for warrants (Note 7)	132,586	123,775
Accumulated other comprehensive income	425,653	632,403
Accumulated deficit	(6,254,226)	(5,685,264)
<b>Total Equity</b>	<b>1,944,295</b>	<b>1,499,228</b>
<b>Total Liabilities and Equity</b>	<b>\$ 4,616,977</b>	<b>\$ 4,160,150</b>

*"Douglas MacQuarrie & Alex Heath"*

Signed on behalf of the Board of Directors

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

## CONSOLIDATED STATEMENTS OF COMPREHENSIVE LOSS

	Six months ended July 31,		Three months ended July 31,	
	2017	2016	2017	2016
Expenses				
Advertising, trade shows and promotions	\$ 10,162	\$ 35,184	\$ 2,705	8,512
Amortization	225	476	212	238
Directors' fees (Note 10)	30,839	22,429	17,887	12,663
Foreign exchange loss	(165)	23,361	146	1,268
General office	42,025	37,062	24,785	17,631
Management and consulting fees (Note 10)	164,508	218,987	79,386	152,500
Professional services (Note 10)	101,013	78,576	42,385	44,241
Share-based payments (Note 8)	110,220	304,058	75,680	304,058
Shareholder communications	92,136	5,000	36,676	5,000
Transfer agent and regulatory fees	8,015	9,234	4,840	5,917
Travel	9,984	12,272	9,216	4,689
<b>Net loss for the year</b>	<b>568,961</b>	<b>746,639</b>	<b>293,917</b>	<b>556,717</b>
Currency translation adjustment	206,750	211,936	450,542	(113,534)
<b>Total comprehensive loss/(income) for the period</b>	<b>\$775,711</b>	<b>\$958,575</b>	<b>\$744,459</b>	<b>\$443,183</b>
<b>Net loss per common share, basic and diluted (Note 13)</b>	<b>\$ 0.01</b>	<b>\$ 0.02</b>	<b>\$ -</b>	<b>\$ 0.01</b>

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

## CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY

	Share capital	Accumulated Deficit	Reserve for share-based payments	Reserve for warrants	Accumulated other comprehensive income	Total
<b>Balance - January 31, 2017</b>	\$ 5,444,132	\$ (5,685,264)	\$ 984,182	\$ 123,775	\$ 632,403	\$ 1,499,228
Common shares and warrants issued for cash	1,135,005	-	-	-	-	1,135,005
Issuance costs	(33,257)	-	-	8,811	-	(24,446)
Net loss for the period	-	(568,961)	-	-	-	(568,961)
Share based payments	-	-	110,220	-	-	110,220
Currency translation adjustment	-	-	-	-	(206,750)	(206,750)
<b>Balance - July 31, 2017</b>	<b>\$ 6,545,880</b>	<b>\$ (6,254,225)</b>	<b>\$ 1,094,402</b>	<b>\$ 132,586</b>	<b>\$ 425,653</b>	<b>\$ 1,944,295</b>

	Share capital	Accumulated deficit	Reserve for share based payments	Reserve for warrants	Accumulated other comprehensive income	Total
<b>Balance - January 31, 2016</b>	\$ 4,180,129	\$ (4,789,137)	\$ 680,124	\$ 111,378	\$ 854,552	\$ 1,037,046
Common shares and warrants issued for cash	213,300	-	78,878	(78,878)	-	213,300
Shares and warrants issued for debt	548,350	548,350	-	-	-	1,096,700
Net loss for the period	-	(746,639)	-	-	-	(746,639)
Share-based payments	-	-	304,058	-	-	304,058
Currency translation adjustment	-	-	-	-	(211,936)	(211,936)
<b>Balance - July 31, 2016</b>	<b>\$ 4,941,779</b>	<b>\$ (4,987,426)</b>	<b>\$ 1,063,060</b>	<b>\$ 32,500</b>	<b>\$ 642,616</b>	<b>\$ 1,692,529</b>

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

## CONSOLIDATED STATEMENTS OF CASH FLOWS

	Six months ended July 31,	
	2017	2016
<b>Cash flows from operating activities</b>		
Loss for the year	\$ (568,961)	\$ (746,639)
Items not affecting cash:		
Amortization	225	476
Foreign exchange loss (gain)	(165)	23,361
Share based payments	110,220	304,058
Changes in non-cash working capital balances:		
Prepaid expenses and deposits	195	10,795
Receivables	(548)	(781)
Trade and other payables	(118,220)	(331,188)
Due to related parties	204,664	(1,892,090)
<b>Total cash (outflows) from operating activities</b>	<b>(372,590)</b>	<b>(2,632,008)</b>
<b>Cash flows from investing activities</b>		
Investment in exploration and evaluation assets	(650,045)	(76,274)
Fixed assets	(25,402)	(946)
<b>Total cash (outflows) from investing activities</b>	<b>(675,447)</b>	<b>(77,220)</b>
<b>Cash flows from financing activities</b>		
Share capital	1,110,559	213,300
Shares for debt	-	1,096,700
Due to related parties - long term	(13,885)	1,342,709
Due to other - long term	(60,799)	59,574
<b>Total cash inflows from financing activities</b>	<b>1,035,874</b>	<b>2,712,283</b>
Effect of foreign exchange on cash	-	-
<b>Total increase (decrease) in cash</b>	<b>(12,164)</b>	<b>3,055</b>
Cash at beginning of the period	32,486	4,982
<b>Cash at end of the period</b>	<b>\$ 20,322</b>	<b>\$ 8,037</b>
	2017	2016
Interest paid	\$ -	\$ -
Income taxes paid	\$ -	\$ -

Supplemental cash flow information (Note 14)

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

## 1. NATURE OF OPERATIONS

Asante Gold Corporation's business activity is the exploration and evaluation of mineral properties in Ghana, West Africa. Asante Gold Corporation (the "Company" or "Asante") was incorporated under the Canada Business Corporations Act on May 4, 2011, and has continued as a company under the Business Corporations Act of British Columbia. The Company listed on the TSX Venture Exchange on February 28, 2012 under the symbol "ASE" until it listed and commenced trading on the Canadian Securities Exchange ("CSE") on May 28, 2015. The Company is in the process of exploring its mineral properties. The address of the Company's corporate office and principal place of business is Suite 206, 595 Howe Street, Vancouver, British Columbia, Canada, V6C 2T5.

The Company is in the process of acquiring and exploring mineral resource properties in the Republic of Ghana ("Ghana"). To date the Company has no revenue stream, and is considered to be in the exploration stage.

The business of mining and exploring for minerals involves a high degree of risk and there can be no assurance that current exploration programs will result in profitable mining operations. The Company's continued existence is dependent upon the preservation of its interests in the underlying properties, the discovery of economically recoverable reserves, the achievement of profitable operations, or the ability of the Company to raise additional financing, if necessary, or alternatively upon the Company's ability to dispose of its interests on an advantageous basis. The Company's resource properties which are located outside of North America are subject to the risk of foreign investment, foreign political influence, including increases in taxes and royalties, renegotiation of contracts, expropriation and currency exchange fluctuations and restrictions.

## 2. BASIS OF PREPARATION

### a) Statement of Compliance

These condensed interim consolidated financial statements have been prepared in accordance and compliance with IAS 34, Interim Financial Reporting ("IAS 34"). The IAS 34 condensed interim consolidated financial statements do not include all of the information required for annual financial statements, and should be read in conjunction with the Company's audited consolidated financial statements for the year ended January 31, 2017 which were prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and interpretations of the International Financial Reporting Interpretations Committee ("IFRIC"). The interim consolidated financial statements were authorized for issue by the Board of Directors on September 7, 2017.

### b) Basis of Measurement

These consolidated financial statements have been prepared on a historical cost basis except for financial instruments classified as financial assets or liabilities at fair value through profit or loss ("FVTPL") and available-for-sale financial assets which are presented at their fair value. These consolidated financial statements have been prepared using the accrual basis of accounting, except for cash flow information. The consolidated financial statements are presented in Canadian dollars, which is also the Company's functional currency. The functional currency of the Company's wholly owned subsidiaries is the United States dollar. The preparation of financial statements in compliance with IFRS requires management to make certain critical accounting estimates. It also requires management to exercise judgment in applying the Company's accounting policies. The areas involving a higher degree of judgment or complexity, or areas where assumptions and estimates are significant to the consolidated financial statements are disclosed in Note 4.

### c) Going Concern of Operations

The Company has not generated revenue from operations. The Company incurred an operating loss of \$293,917 during the three months ended July 31, 2017 (2016:\$556,717) and as of that date the Company's accumulated deficit was \$6,254,226 (January 31, 2017: \$5,685,264). The Company intends to raise further financing through private placements, joint venture and project financing.

These consolidated financial statements have been prepared on a going concern basis, which presumes the realization of assets and discharge of liabilities in the normal course of business for the foreseeable future. As the Company is in

## 2. BASIS OF PREPARATION (CONTINUED)

the exploration stage, the recoverability of the costs incurred to date on exploration properties is dependent upon the existence of economically recoverable reserves, the ability of the Company to obtain the necessary financing to complete the exploration and development of its

properties and upon future profitable production or proceeds from the disposition of the properties. The Company will periodically have to raise funds to continue operations and, although it has been successful thus far in doing so, there is no assurance it will be able to do so in the future. These material uncertainties raise substantial doubt about the Company's ability to continue as a going concern.

### c) Going Concern of Operations

These consolidated interim financial statements do not include any adjustments to the amounts and classification of assets and liabilities that might be necessary should the Company be unable to continue in business.

### d) Basis of Consolidation

These consolidated interim financial statements present the results of the Company and its wholly owned subsidiaries: Asante Gold Corporation (GH) Limited, registered in Barbados, and ASG Mining Limited, registered in Ghana. All intercompany accounts and transactions have been eliminated.

## 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

### a) Foreign Currency Transactions

Items included in the consolidated financial statements of the Company and its subsidiaries (the "Group") are measured using the currency of the primary economic environment in which the entity operates ("the functional currency"). The consolidated financial statements are presented in Canadian dollars. Foreign currency accounts are translated into Canadian dollars as follows:

At the transaction date, each asset, liability, revenue and expense denominated in a foreign currency is translated into the function currency by the use of the exchange rate in effect at that date. At the year-end date, monetary assets and liabilities are translated into the functional currency by using the exchange rate in effect at the year-end date and the related translation differences are recognized in net income. Exchange gains and losses arising on the retranslation of monetary available-for-sale financial assets are treated as a separate component of the change in fair value and recognized in net income.

Non-monetary assets and liabilities that are measured at historical cost are translated into the functional currency by using the exchange rate in effect at the date of the initial transaction and are not subsequently restated. Non-monetary assets and liabilities that are measured at fair value or a revalued amount are translated into Canadian dollars by using the exchange rate in effect at the date the value is determined and the related translation differences are recognized in net income or other comprehensive income/ loss consistent with where the gain or loss on the underlying non-monetary asset or liability has been recognized.

The financial results and position of foreign operations whose functional currency is different from the presentation currency are translated as follows:

- assets and liabilities are translated at period-end exchange rates prevailing at that reporting date; and
- income and expenses are translated at average exchange rates for the period.

Exchange differences arising on translation of foreign operations are transferred directly to the Group's accumulated other comprehensive income and are recognized in profit or loss in the period in which the operation is disposed of.

### b) Cash and Cash Equivalents

Cash and cash equivalents includes cash on hand, deposits held on call with financial institutions and other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and subject to an insignificant risk of change in value. Currently the Company holds only cash.



### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

c) Mineral Exploration and Evaluation Expenditures

**Pre-exploration Costs:**

Pre-exploration costs are expensed in the period in which they are incurred.

**Exploration and Evaluation Expenditures**

Once the legal right to explore a property has been acquired, costs directly related to exploration and evaluation expenditures (“E&E”) are recognized and capitalized, in addition to the acquisition costs. These direct expenditures include such costs as materials used, surveying costs, drilling costs, payments made to contractors and amortization on plant and equipment used during the exploration phase. Costs not directly attributable to exploration and evaluation activities, including general administrative overhead costs, are expensed in the period in which they occur.

The Company assesses exploration and evaluation assets for impairment when facts and circumstances suggest that the carrying amount of an asset may exceed its recoverable amount. When a project is deemed to no longer have commercially viable prospects to the Company, exploration and evaluation expenditures in respect of that project are deemed to be impaired. As a result, those exploration and evaluation expenditure costs, in excess of estimated recoveries, are written off to profit or loss.

Once the technical feasibility and commercial viability of extracting the mineral resource has been determined, the property is classified as ‘mines under construction’. Exploration and evaluation assets are also tested for impairment before the assets are transferred to development properties.

As the Company currently has no operational income, any incidental revenues earned in connection with exploration activities are applied as a reduction to capitalized exploration costs. Exploration and evaluation assets are classified as intangible assets.

d) Fixed Assets

On initial recognition, fixed assets are valued at cost, being the purchase price and directly attributable cost of acquisition or construction required to bring the asset to the location and condition necessary to be capable of operating in the manner intended by the Company, including appropriate borrowing costs and the estimated present value of any future unavoidable costs of dismantling and removing items. The corresponding liability is recognized within provisions.

Fixed assets are subsequently measured at cost less accumulated amortization, less any accumulated impairment losses, with the exception of land which is not amortized. Depreciation is provided over the estimated useful lives of the assets on the following basis and rates per annum:

Vehicles	5 years on a straight line basis
Office furniture and equipment	5 years on a straight line basis
Field tools and equipment	5 years on a straight line basis

The cost of replacing part of an item of fixed assets is recognized in the carrying amount of the item if it is probable that the future economic benefits embodied within the part will flow to the Company and its cost can be measured reliably. The carrying amount of the replaced part is derecognized. The costs of the day-to-day servicing of fixed assets are recognized in profit or loss as incurred.

An item of fixed assets is derecognized upon disposal, when held for sale or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on disposal of the asset, determined as the difference between the net disposal proceeds and the carrying amount of the asset, is recognized in profit or loss for the period. The Company conducts an annual assessment of the residual balances, useful lives and amortization methods being used for fixed assets and any changes arising from the assessment are applied by the Company prospectively.

### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Where an item of fixed assets comprises major components with different useful lives, the components are accounted for as separate items. Expenditures incurred to replace a component of an item of fixed assets, including major inspection and overhaul expenditures, are capitalized.

e) **Impairment of Non-Financial Assets**

Impairment tests on intangible assets with indefinite useful economic lives are undertaken at each reporting date. Other non-financial assets, including exploration and evaluation assets are subject to impairment tests whenever events or changes in circumstances indicate that their carrying amount may not be recoverable.

Where the carrying value of an asset exceeds its recoverable amount, which is the higher of value in use and fair value less costs to sell, the asset is written down to the recoverable amount.

Where it is not possible to estimate the recoverable amount of an individual asset, the impairment test is carried out on the asset's cash-generating unit, which is the lowest group of assets to which the asset belongs for which there are separately identifiable cash inflows that are largely independent of the cash inflows from other assets.

Where an impairment loss subsequently reverses, the carrying amount of the asset is increased to the revised estimate of its recoverable amount, but to an amount that does not exceed the carrying amount had no impairment loss been recognized. A reversal of an impairment loss is recognized immediately in profit or loss.

f) **Financial Instruments**

**Financial Assets**

Financial assets are classified and subsequently measured, based on the purpose for which the asset was acquired, as presented below. All transactions related to financial instruments are recorded on a trade date basis.

Asset	Classification	Subsequent Measurement
Cash	FVTPL	FVTPL
Receivables	Loans and receivables	Amortised cost

**Financial assets at fair value through profit or loss ("FVTPL")**

FVTPL assets are initially measured at fair value without transaction costs, and subsequent gains or losses are recognized in profit or loss.

**Loans and Receivables**

These assets are non-derivative financial assets resulting from the delivery of cash or other assets by a lender to a borrower in return for a promise to repay on a specified date or dates, or on demand. They are initially recognized at fair value plus transaction costs that are directly attributable to their acquisition or issue and subsequently carried at amortized cost, using the effective interest rate method, less any impairment losses. Amortized cost is calculated taking into account any discount or premium on acquisition and includes fees that are an integral part of the effective interest rate and transaction costs. Gains and losses are recognized in profit or loss when the loans and receivables are derecognized or impaired, as well as through the amortization process.

**Available-For-Sale Financial Assets**

Non-derivative financial assets not included in the above categories are classified as available-for-sale financial assets. Available-for-sale financial assets are carried at fair value with changes in fair value recognized in accumulated other comprehensive loss/income. Where there is a significant or prolonged decline in the fair value of an available-for-sale financial asset (which constitutes objective evidence of impairment), the full amount of the impairment, including any amount previously recognized in other comprehensive loss/income, is recognized in profit or loss. If there is no quoted market price in an active market and fair value cannot be readily determined, available-for-sale financial assets are carried at cost.

On sale or impairment, the cumulative amount recognized in other comprehensive loss/income is reclassified from accumulated other comprehensive loss/income to profit or loss.

### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

#### f) Financial Instruments (continued)

##### Held-to-Maturity Investments

Held-to-maturity investments are measured at amortized cost.

##### Impairment of Financial Assets

At each reporting date, the Company assesses whether there is any objective evidence that a financial asset or a group of financial assets is impaired. A financial asset or group of financial assets is deemed to be impaired, if, and only if, there is objective evidence of impairment as a result of one or more events that has occurred after the initial recognition of the asset and that event has an impact on the estimated future cash flows of the financial asset or the group of financial assets.

##### Derecognition of Financial Assets

The Company derecognizes a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the final asset and substantially all the risks and rewards of ownership to another entity.

##### Financial Liabilities

Financial liabilities are classified as either financial liabilities at fair value through profit or loss or as other financial liabilities, based on the purpose for which the liability was incurred.

##### Other Financial Liabilities

Other financial liabilities comprise of trade and other payables, due to related parties and other liabilities. These liabilities are initially recognized at fair value net of any transaction costs directly attributable to the issuance of the instrument and subsequently carried at amortized cost using the effective interest rate method. This ensures that any interest expense over the period to repayment is at a constant rate on the balance of the liability carried on the statement of financial position. Interest expense in this context includes initial transaction costs and premiums payable on redemption, as well as any interest or coupon payable while the liability is outstanding.

Trade and other payables represent liabilities for goods and services provided to the Company prior to the end of the period which are unpaid. Trade and other payable amounts are unsecured and are usually paid within 30 days of recognition.

##### Financial liabilities at fair value through profit and loss ("FVTPL")

FVTPL liabilities are initially measured at fair value without transaction costs, and subsequent gains or losses are recognized in profit or loss.

##### Derecognition of financial liabilities

The Company derecognizes financial liabilities when, and only when, the Company's obligations are discharged, cancelled, or they expire.

#### g) Provisions

##### Rehabilitation Provision

The Company is subject to various government laws and regulations relating to environmental disturbances caused by its exploration and evaluation activities. The Company records the present value of the estimated costs of legal or constructive obligations required to restore the exploration sites in the period in which the obligation is incurred. The nature of the rehabilitation activities includes restoration, reclamation and re-vegetation of the affected exploration sites.

The rehabilitation provision generally arises when the environmental disturbance is subject to government laws and regulations. When the liability is recognized, the present value of the estimated costs is capitalized by increasing the

### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

g) Provisions (continued)

**Rehabilitation Provision (continued)**

carrying amount of the related provision not necessarily limited to exploration and evaluation assets. Over time, the discounted liability is increased for the changes in present value based on current market discount rates and liability specific risks.

Additional environment disturbances or changes in rehabilitation costs will be recognized as additions to the corresponding assets and rehabilitation liability in the period in which they occur.

**Other Provisions**

Provisions are recognized for liabilities of uncertain timing or amount that have arisen as a result of past transactions, including legal or constructive obligations. The provision is measured at the best estimate of the discounted future cash flows required to settle the obligation.

h) Income Taxes

Income tax expense comprises current and deferred tax. Current tax and deferred tax are recognized in net income except to the extent that they relate to a business combination or items recognized directly in equity or in other comprehensive loss/income.

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

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

Recognition of deferred tax assets for unused tax losses, tax credits and deductible temporary differences is restricted to those instances where it is probable that future taxable profit will be available against which the deferred tax asset can be utilized. At the end of each reporting period the Company reassesses unrecognized deferred tax assets. The Company recognizes a previously unrecognized deferred tax asset to the extent that it has become probable that future taxable profit will allow the deferred tax asset to be recovered.

i) Share Capital

Financial instruments issued by the Company are classified as equity only to the extent that they do not meet the definition of a financial liability or financial asset. The Company's common shares, options and warrants are classified as equity instruments.

Incremental costs directly attributable to the issuance of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

**Valuation of Warrants**

The Company has adopted the residual value method with respect to the valuation of warrants issued as part of a private placement unit. The residual value method allocates the net proceeds to the common shares up to their fair value, as determined by the closing quoted trading price on the announcement date, and the balance, if any, to the attached warrants.

### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

#### i) Share Capital (continued)

##### Earnings / Loss per Share

Basic earnings/loss per share is computed by dividing the net income or loss applicable to common shares of the Company by the weighted average number of common shares outstanding for the relevant period.

The treasury stock method is used to determine the dilutive effect of stock options and other dilutive instruments. Under the treasury stock method, the weighted average number of shares outstanding used in the calculation of diluted loss per share assumes that the deemed proceeds received from the exercise of stock options, share purchase warrants and their equivalents would be used to re-purchase common shares of the Company at the average market price during the period.

#### j) Share-based Payments

Where equity-settled share options are awarded to employees, the fair value of the options at the date of grant is charged to profit or loss over the vesting period. Performance vesting conditions are taken into account by adjusting the number of equity instruments expected to vest at each reporting date so that, ultimately, the cumulative amount recognized over the vesting period is based on the number of options that eventually vest. Non-vesting conditions and market vesting conditions are factored into the fair value of the options granted. As long as all other vesting conditions are satisfied, a charge is made irrespective of whether these vesting conditions are satisfied. The cumulative expense is not adjusted for failure to achieve a market vesting condition or where a non-vesting condition is not satisfied.

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

Where equity instruments are granted to non-employees, they are recorded at the fair value of the goods or services received in profit or loss, unless they are related to the issuance of shares. Amounts related to the issuance of shares are recorded as a reduction of share capital.

When the value of goods or services received in exchange for the share-based payment cannot be reliably estimated, the fair value is measured by use of the Black Scholes valuation model. The expected life used in the model is adjusted, based on management's best estimate, for the effects of non-transferability, exercise restrictions, and behavioural considerations.

All equity-settled share-based payments are reflected in reserve for share-based payments, until exercised. Upon exercise, shares are issued from treasury and the amount reflected in reserve for share-based payments is credited to share capital, adjusted for any consideration paid.

Where a grant of options is cancelled or settled during the vesting period, excluding forfeitures when vesting conditions are not satisfied, the Company immediately accounts for the cancellation as an acceleration of vesting and recognizes the amount that otherwise would have been recognized for services received over the remainder of the vesting period. Any payment made to the employee on the cancellation is accounted for as the repurchase of an equity interest except to the extent the payment exceeds the fair value of the equity instrument granted, measured at the repurchase date. Any such excess is recognized as an expense.

#### k) Borrowing Costs

Borrowing costs directly attributable to the acquisition, construction or production of assets requiring a substantial period of time to get ready for their intended use or sale are capitalized as part of the cost of that asset. Other borrowing costs are recognized as an expense.

### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

l) **Interests in Joint Arrangements**

A joint arrangement can take the form of a joint venture or joint operation. All joint arrangements involve a contractual arrangement that establishes joint control, which exists only when decisions about the activities that significantly affect the returns of the investee require unanimous consent of the parties sharing control. A joint operation is a joint arrangement in which we have rights to the assets and obligations for the liabilities relating to the arrangement. A joint venture is a joint arrangement in which we have rights to only the net assets of the arrangement.

Joint ventures are accounted for in accordance with the policy "Investments in Associates and Joint Ventures." Joint operations are accounted for by recognizing our share of the assets, liabilities, revenue, expenses and cash flows of the joint operation.

m) **Standards, Amendments and Interpretations Not Yet Effective**

The International Accounting Standards Board has issued new and amended standards and interpretations which have not yet been adopted by the Company. The Company is currently evaluating the potential impact of these standards and amendments and does not anticipate early adoption. The following is a brief summary of the new and amended standards and interpretations:

IFRS 9 - 'Financial Instruments'

This standard introduces new classification and measurement models for financial assets, using a single approach to determine whether a financial asset is measured at amortized cost or fair value. To be classified and measured at amortized cost, assets must satisfy the business model test for managing the financial assets and have certain contractual cash flow characteristics. All other financial instrument assets are to be classified and measured at fair value. This standard allows an irrevocable election on initial recognition to present gains and losses on equity instruments (that are not held-for-trading) in other comprehensive income, with dividends as a return on these investments being recognized in profit or loss. In addition, those equity instruments measured at fair value through other comprehensive income would no longer have to apply any impairment requirements nor would there be any 'recycling' of gains or losses through profit or loss on disposal. The accounting for financial liabilities continues to be classified and measured in accordance with IAS 39, with one exception, being that the portion of a change of fair value relating to the entity's own credit risk is to be presented in other comprehensive income unless it would create an accounting mismatch. This standard is effective for annual periods beginning on or after January 1, 2018.

IFRS 16 - 'Leases'

This new standard brings most leases on-balance sheet for lessees under a single model, eliminating the distinction between operating and finance leases. The application of this standard is effective for annual periods beginning on or after January 1, 2019.

### 4. CRITICAL ACCOUNTING ESTIMATES AND JUDGMENTS

The Company makes estimates and assumptions about the future that affect the reported amounts of assets and liabilities. Estimates and judgments are continually evaluated based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. In the future, actual experience may differ from these estimates and assumptions. The effect of a change in an accounting estimate is recognized prospectively by including it in comprehensive income or loss in the period of the change, if the change affects that period only, or in the period of the change and future periods, if the change affects both.

Estimates have been applied in the following areas:

## 4. CRITICAL ACCOUNTING ESTIMATES AND JUDGMENTS (CONTINUED)

### a) Rehabilitation Provisions

No rehabilitation provisions have been created based on the Company's activity to date. Based upon the prevailing economic environment, assumptions will be made which management believes are reasonable upon which to estimate the future liability. These estimates will take into account any material changes to the assumptions that occur when reviewed regularly by management. Estimates are reviewed annually and are based on current regulatory requirements. Significant changes in estimates of contamination, restoration standards and techniques will result in changes to provisions from period to period. Actual rehabilitation costs will ultimately depend on future market prices for the rehabilitation costs which will reflect the market condition at the time the rehabilitation costs are actually incurred. The final cost of the currently recognized rehabilitation provisions may be higher or lower than currently provided for.

The areas in which the Company has exercised critical judgments in applying accounting policies that have the most significant risk of causing material adjustment to the carrying amounts of assets and liabilities recognized in the consolidated financial statements within the next financial year are discussed below:

### a) Exploration and Evaluation Expenditures

The application of the Company's accounting policy for exploration and evaluation expenditures requires judgment in determining whether it is likely that future economic benefits will flow to the Company, which may be based on assumptions about future events or circumstances. Estimates and assumptions made may change if new information becomes available. If, after an expenditure has been capitalized, information becomes available suggesting that the recovery of the expenditure is unlikely, the amount capitalized is written off to profit or loss in the period the new information becomes available.

### b) Title to Mineral Property Interests

Although the Company has taken steps to verify title to mineral properties in which it has an interest, these procedures do not guarantee the Company's title. Such properties may be subject to prior agreements or transfers and title may be affected by undetected defects.

### c) Income Taxes

Significant judgment is required in determining the provision for income taxes. There are many transactions and calculations undertaken during the ordinary course of business for which the ultimate tax determination is uncertain. The Company recognizes liabilities and contingencies for anticipated tax audit issues based on the Company's current understanding of the tax law. For matters where it is probable that an adjustment will be made, the Company records its best estimate of the tax liability including the related interest and penalties in the current tax provision. In addition, the Company recognizes deferred tax assets relating to tax losses carried forward to the extent that it has become probable that future taxable profit will allow the deferred tax assets to be recovered. Utilization of the tax losses also depends on the ability of the taxable entity to satisfy certain tests at the time the losses are recouped.

### d) Going concern assessment

The Company applies judgements in assessing whether material uncertainties exist that would cause significant doubt as to whether the Company could continue to exist as a going concern. Based on cash flow projections for at least the next 12 months management has determined that going concern uncertainties exist and therefore cast significant doubt as to the Company's ability to continue as a going concern (see Note 2).

## 5. FIXED ASSETS

	Field tools & equipment	Office furniture & equipment	Vehicles	Total
<b>Cost</b>				
Balance at January 31, 2016	\$ 2,250	\$ 4,990	\$ 36,865	\$ 44,105
Additions	946	-	-	946
Currency translation adjustment	36	(167)	(2,482)	(2,613)
Balance at January 31, 2017	\$ 3,232	\$ 4,823	\$ 34,383	\$ 42,438
Additions	-	-	25,402	25,402
Currency translation adjustment	(41)	(98)	(3,401)	(3,540)
Balance at July 31, 2017	\$ 3,191	\$ 4,724	\$ 56,384	\$ 64,299
<b>Amortization</b>				
Balance at January 31, 2016	\$ 1,575	\$ 2,079	\$ 22,118	\$ 25,772
Amortization	920	702	6,586	8,208
Currency translation adjustment	(274)	190	(1,199)	(1,283)
Balance at January 31, 2017	2,221	2,971	27,505	32,697
Amortization	163	235	4,755	5,154
Currency translation adjustment	148	(33)	(1,455)	(1,340)
Balance at July 31, 2017	\$ 2,532	\$ 3,174	\$ 30,805	\$ 36,511
<b>Carrying amounts</b>				
at January 31, 2017	\$ 1,011	\$ 1,852	\$ 6,878	\$ 9,741
at July 31, 2017	\$ 659	\$ 1,551	\$ 25,578	\$ 27,788



## 6. EXPLORATION AND EVALUATION ASSETS

	Property:					Total
	Fahiakoba	Betenase	Sraha	Kubi	Ayem	
<b>Balance at January 31, 2016</b>	3,811,235	294,589	-	-	-	4,105,824
Assaying, testing and analysis	-	-	1,068	-	-	1,068
Geology and geophysics	29,522	6,267	14,840	-	-	50,629
Field expenses	14,209	3,272	11,637	-	-	29,118
General and administrative	71,780	11,005	43,263	43,553	-	169,601
Currency translation adjustment	(211,592)	(67,676)	(1,535)	-	-	(280,803)
<b>Balance at January 31, 2017</b>	<b>\$ 3,715,154</b>	<b>\$ 247,457</b>	<b>\$ 69,273</b>	<b>\$ 43,553</b>	<b>\$ -</b>	<b>\$ 4,075,437</b>
Drilling	-	-	306,620	-	-	306,620
Assaying, testing and analysis	-	-	7,118	-	-	7,118
Geology and geophysics	5,445	-	43,715	4,612	-	53,772
Acquisition and sustaining fees	-	-	5,405	63,217	-	68,622
Field expenses	2,139	-	36,332	6,468	-	44,939
General and administrative	3,508	-	31,556	2,800	-	37,864
Currency translation adjustment	180,490	12,004	14,858	3,978	-	211,330
<b>Balance at April 30, 2017</b>	<b>\$ 3,906,736</b>	<b>\$ 259,461</b>	<b>\$ 514,877</b>	<b>\$ 124,628</b>	<b>\$ -</b>	<b>\$ 4,805,702</b>
Drilling	-	-	19,618	-	-	19,618
Assaying, testing and analysis	-	-	1,161	-	-	1,161
Geology and geophysics	5,437	-	36,719	1,183	-	43,339
Field expenses	5,625	3,756	29,782	4,815	3,847	47,825
General and administrative (Note 6)	6,451	4,814	16,049	3,432	4,822	35,568
Currency translation adjustment	(339,884)	(23,109)	(52,083)	(11,483)	(626)	(427,185)
<b>Balance at July 31, 2017</b>	<b>\$ 3,584,365</b>	<b>\$ 244,922</b>	<b>\$ 566,123</b>	<b>\$ 122,575</b>	<b>\$ 8,043</b>	<b>\$ 4,526,028</b>

### Fahiakoba

On June 15, 2011, the Company entered into a Purchase Agreement with Goknet Mining Company Limited ("Goknet"), a company with a common director, to acquire the Fahiakoba Concession, in the Ashanti and Central Regions in the Republic of Ghana, whereby the Company acquired a 100% interest in the Fahiakoba Concession (subject to a royalty interest) by paying Goknet the sum of US\$51,976 (C\$50,630) (paid July 12, 2011) and by agreeing to expend US\$1,000,000 over a five year period. This commitment has been met in full. The Company also granted Goknet a 3% net smelter return royalty on production from the Fahiakoba Concession.

### Betenase

On August 4, 2015 the Company entered into an Option and Sale Agreement with Perseus Mining (Ghana) Limited ("Perseus") to acquire up to a 100% interest in their Betenase Permit in Ghana. The Company may exercise the option to earn 100% interest in Betenase (subject to 10% reserved for the Government of Ghana, and 1% underlying NSR royalties) by completing US\$1million in exploration within four years and by paying US\$1million to Perseus. In the event the option is fully exercised it will also be subject to and included in the area of influence of the definitive Kubi Option Agreement between the Company and Goknet.

## 6. EXPLORATION AND EVALUATION ASSETS (CONTINUED)

### Sraha

On September 8, 2016, the Company announced that it had entered into an agreement with Sikasante Mining Company Limited, a private Ghana corporation, to earn up to a 100% interest in their Keyhole Gold Project which consists of the Sraha license and the Ayiem license application. Asante has agreed to issue to Sikasante 250,000 shares in its capital stock on final issuance of the Ayiem license to Sikasante and receipt by Sikasante of all necessary permits required to commence a drilling program (done), and to complete \$500,000 in work over the next four years in order to earn a 50% interest. Asante may earn an additional 50% interest by reserving for Sikasante a 2% net smelter returns royalty (the "Sika NSR Royalty"), and on the assignment of the Sikasante licenses to Asante (subject to the consent of the Minister of Lands and Natural Resources), a final payment of 1 million shares in the capital stock of Asante. Sikasante and the Company are related by one common director. All negotiations and final terms of agreement have been approved by a Special Committee of the Directors of Asante.

### Kubi

The Company has executed an Option Agreement between the Company, Goknet Mining Company Limited ("Goknet"), Kubi Gold (Barbados) Limited ("Kubi") and Asante Gold Corporation (GH) Limited to formalize the letter agreement of September 29, 2014 as amended December 29, 2014 and January 29, 2015, to earn a 50% interest in Kubi with the right to increase such interest to 75% and ultimately 100% upon completion of certain conditions.

On August 9, 2016 the Company announced that it has reached agreement with Goknet to close the acquisition of the Kubi Mining Leases, subject to receipt of Government approvals by issuing seven million shares and reserving for future delivery to Goknet a total of 8,000 ounces of gold, and thereafter reserving for Goknet a 2% Net Smelter Return Royalty ( the "Kubi NSR" ). Royal Gold Inc. of Denver holds a 3% Net Proceeds of Production royalty, and the Ghana Government a statutory 10% free carry equity and 5% NSR royalty interest.

In addition the Company will acquire Goknet's interests in eight prospecting licences: two adjoining to the west of the Kubi mining leases, and six contiguous licences located on the Asankrangwa Gold Belt (the "Ashanti II" concessions) 15 km to the south west and along the strike of the Asanko mine. To purchase the licences the Company will issue up to a maximum of three million shares, pro rata on a license by license basis if, as and when title is registered in the name of the Company. Goknet will retain a 2% Net Smelter Return royalty on each license purchased by the Company.

On October 17th, 2016, the Company announced that it entered into an agreement with BXC Company (Ghana) Limited ("BXC") to form the Kubi Gold JV, a 50:50 joint venture to develop the Kubi Mining Leases in Ghana towards production. On May 12, 2017 the Company announced that due to delays in closing, the parties had agreed to allow the agreement to expire. The Company is continuing to source funding to develop Kubi.

To date, assessment of exploration and evaluation assets has not resulted in any impairment of the Company's properties.

## 7. SHARE CAPITAL AND RESERVES

### a) Common Shares

The Company is authorized to issue an unlimited number of common shares without par value.

The holders of common shares will be entitled to receive dividends which will be declared from time to time, and are entitled to one vote per share at meetings of the Company. All shares are ranked equally with regards to the Company's residual assets.

The following is a summary of changes in common share capital:

## 7. SHARE CAPITAL AND RESERVES (CONTINUED)

### a) Common shares (continued)

	Number of shares	Amount
<b>Balance at January 31, 2016</b>	23,131,000	4,180,129
Common shares issued for debt	10,967,000	548,350
Common shares issued for cash	5,258,588	773,800
Issuance costs		(58,147)
<b>Balance at January 31, 2017</b>	39,356,588	\$ 5,444,132
Common shares issued for cash	8,238,889	1,135,005
Issuance costs		(33,257)
<b>Balance at July 31, 2017</b>	47,595,477	\$ 6,545,880

From January 31, 2016 to July 31, 2017 the following stock transactions occurred:

On March 3, 2016 the Company issued 10,967,000 common shares with a fair market value of \$548,350 in settlement of debt totaling \$1,096,700.

On February 18, 2016 the Company issued 533,000 shares at a price of \$0.10 per common share.

On April 28, 2016 the Company issued 1,000,000 units at a price of \$0.10 per unit. Each unit comprises one common share and one transferable share purchase warrant, exercisable for a period of two years at a price of \$0.25 per share.

On May 6, 2016 the Company issued 600,000 units at a price of \$0.10 per unit. Each unit comprises one common share and one transferable share purchase warrant, exercisable for a period of two years at a price of \$0.25 per share.

In September 2016, 70,000 warrants were exercised at an exercise price of \$0.15.

On October 19, 2016, pursuant to a private placement, the Company issued 2,125,311 units at a price of \$0.18. Each unit comprises one common share and one half warrant. Each full warrant is exercisable at a price of \$0.25 until October 20, 2018. In connection with the placement, the Company paid broker fees of \$17,670 and issued 98,166 broker warrants exercisable at \$0.25 until October 20, 2018.

On January 16, 2017, pursuant to a private placement, the Company issued 930,277 units at a price of \$0.18. Each unit comprises one common share and one half warrant. Each full warrant is exercisable at a price of \$0.25 until January 16, 2019. In connection with the placement, the Company paid broker fees of \$5,249 and issued 32,160 broker warrants exercisable at \$0.25 until January 16, 2019.

The Company paid \$22,831 in share issue costs in connection with the share issuances during the year ended January 31, 2017 (2016 - \$Nil).

On February 17, 2017, pursuant to a private placement, the Company issued 3,888,889 units at a price of \$0.18. Each unit comprises one common share and one half warrant. Each full warrant is exercisable at a price of \$0.25 until February 17, 2019. The Company incurred share issuance costs of \$7,067 in connection with the placement.

On May 31, 2017 pursuant to a private placement, the Company issued 4,350,000 units at a price of \$0.10. Each unit comprises one common share and one full share purchase warrant. Each full warrant is exercisable at a price of \$0.15 until May 31, 2018. In connection with the placement, the Company paid broker fees of \$16,500 and issued 165,000 broker warrants exercisable at \$0.15 until May 31, 2018, with a Fair Market Value of \$8,811.

## 7. SHARE CAPITAL AND RESERVES (CONTINUED)

### b) Share Purchase Warrants

The expiry date of 2,000,000 warrants originally due to expire on February 28, 2014 was extended to February 28, 2017 and the exercise price was reduced from \$0.70 to \$0.15 per common share. Due to accelerated expiry conditions related to the trading price, in September 2016, 70,000 warrants were exercised and the remaining 1,930,000 warrants expired unexercised.

The following is a summary of warrant activity from January 31, 2016 to July 31, 2017 together with warrants outstanding and exercise conditions:

	<u>Number of Warrants</u>
Balance at January 31, 2016	2,325,000
Issued	3,258,120
Expired warrants	(1,930,000)
Exercised	<u>(70,000)</u>
Balance at January 31, 2017	3,583,120
Issued - February 2017	1,944,445
Issued - May 2017	<u>4,515,000</u>
Balance at July 31, 2017	<u>10,042,565</u>

	<u>Number of warrants</u>	<u>Exercise price</u>	<u>Expiry date</u>
	325,000	\$ 0.30	January 5, 2018
	1,000,000	\$ 0.25	April 28, 2018
	600,000	\$ 0.25	May 6, 2018
	1,160,821	\$ 0.25	October 20, 2018
	497,299	\$ 0.25	January 16, 2019
	1,944,445	\$ 0.25	February 17, 2019
	4,350,000	\$ 0.15	May 31, 2018
	165,000	\$ 0.15	May 31, 2018
	<u>10,042,565</u>		

Weighted Average Remaining Life - 1.1 years

### b) Nature and Purpose of Equity and Reserves

The reserves recorded in equity on the Company's statement of financial position reflect the value of stock option grants and share warrants. 'Reserve for Share-Based Payments' and 'Reserve for Warrants' are used to recognize the value of stock option grants and share warrants respectively, prior to exercise. 'Accumulated Other Comprehensive Income' is used to record the cumulative translation adjustments arising from translating foreign operations to the presentation currency. 'Accumulated Deficit' is used to record the Company's change in deficit from profit or loss from period to period.

## 8. SHARE-BASED PAYMENTS

### a) Option Plan Details

The Company has an incentive Stock Option Plan (“the Plan”) under which non-transferable options to purchase common shares of the Company may be granted to directors, officers, employees or service providers of the Company. The terms of the Plan provide that the Directors have the right to grant options to acquire common shares of the Company at not less than the closing market price of the shares on the day of the grant less any discount allowable under CSE rules, at terms of up to five years. No amounts are paid or payable by the recipient on receipt of the option, and the options granted are not dependent on any performance-based criteria. In accordance with the Plan, options vest immediately upon grant unless otherwise specified by the Directors, with the exception of personnel working in Investor Relations whose options vest 25% every three months until all options are fully vested. Under the plan, the maximum number of shares which may be reserved for issuance is 10% of the number of issued and outstanding common shares.

The following is a summary of option activity since January 31, 2016 to July 31, 2017 together with options outstanding as at July 31, 2017 and their exercise conditions.

	Number of Options	Exercise Price	Expiry
Balance January 31, 2016	2,220,000		
Grant of options	1,340,000	\$ 0.17	May 6, 2021
Grant of options	1,000,000	\$ 0.20	July 4, 2021
Expiry/cancellation of options	(1,250,000)		
Balance January 31, 2017	3,310,000		
Grant of options	800,000	\$ 0.15	May 12, 2022
Balance July 31, 2017	4,110,000		

Options outstanding as at July 31, 2017 are as follows:

Grant Date	Expiry Date	Exercise Price	Balance	Vested and Exercisable
2014-04-11	2019-04-11	\$ 0.15	200,000	200,000
2014-05-15	2019-05-15	\$ 0.15	350,000	350,000
2015-07-02	2020-07-02	\$ 0.15	220,000	220,000
2016-05-06	2021-05-06	\$ 0.17	1,040,000	1,040,000
2016-05-06	2018-05-06	\$ 0.17	300,000	300,000
2016-07-04	2021-07-04	\$ 0.20	1,000,000	1,000,000
2017-03-07	2022-03-07	\$ 0.20	200,000	200,000
2017-05-12	2022-05-12	\$ 0.15	800,000	800,000
Balance as at July 31, 2017			4,110,000	4,110,000
Weighted Average Exercise Price:				\$ 0.17
Weighted Average Remaining Life - 3.5 years				

## 8. SHARE-BASED PAYMENTS (CONTINUED)

- i) On May 12, 2017, 800,000 options were granted with a fair value of \$0.1727 per option. The fair value of each option granted was estimated on the grant date using the Black-Scholes option pricing model with the following assumptions:

Number of options	800,000
Estimated life	5 years
Share price at date of grant	\$0.10
Option exercise price	\$0.15
Risk free interest rate	0.5%
Estimated annual volatility	179.18%
Expected dividends	\$Nil
Option fair value	\$0.0946
Fair value of compensation granted	\$75,680

- ii) On March 7, 2017, 200,000 options were granted with a fair value of \$0.1727 per option. The fair value of each option granted was estimated on the grant date using the Black-Scholes option pricing model with the following assumptions:

Number of options	200,000
Estimated life	5 years
Share price at date of grant	\$0.20
Option exercise price	\$0.20
Risk free interest rate	0.5%
Estimated annual volatility	184.5%
Expected dividends	\$Nil
Option fair value	\$0.1727
Fair value of compensation granted	\$34,540

- iii) On July 4, 2016, 1,000,000 options were granted with a fair value of \$0.1473 per option. The fair value of each option granted was estimated on the grant date using the Black-Scholes option pricing model with the following assumptions:

Number of options	1,000,000
Estimated life	5 years
Share price at date of grant	\$0.20
Option exercise price	\$0.20
Risk free interest rate	0.025%
Estimated annual volatility	100%
Expected dividends	\$Nil
Option fair value	\$0.1473
Fair value of compensation granted	\$147,300

- iv) On May 6, 2016, 1,040,000 options were granted with a fair value of \$0.1252 per option. The fair value of each option granted was estimated on the grant date using the Black-Scholes option pricing model with the following assumptions:

Number of options	1,040,000
Estimated life	5 years
Share price at date of grant	\$0.17
Option exercise price	\$0.17

## 8. SHARE-BASED PAYMENTS (CONTINUED)

Risk free interest rate	0.025%
Estimated annual volatility	100%
Expected dividends	\$Nil
Option fair value	\$0.1252
Fair value of compensation granted	\$130,208

- v) On May 6, 2016, 300,000 options were granted with a fair value of \$0.0885 per option. The fair value of each option granted was estimated on the grant date using the Black-Scholes option pricing model with the following assumptions:

Number of options	300,000
Estimated life	2 years
Share price at date of grant	\$0.17
Option exercise price	\$0.17
Risk free interest rate	0.50%
Estimated annual volatility	100%
Expected dividends	\$Nil
Option fair value	\$0.0885
Fair value of compensation granted	\$26,550

## 9. FINANCIAL INSTRUMENTS

- a) Disclosures:

The Company's financial instruments consist of cash, receivables, trade and other payables, due to related parties, and other liabilities.

The carrying values of the above approximate their respective fair values. All financial instruments carried at fair value at July 31, 2017 and 2016 were determined using Level 1 inputs.

- b) Financial instrument risk exposure and risk management:

- i) Credit risk:  
Credit risk is the unexpected loss if a customer or third party to a financial instrument fails to meet its contractual obligations. With very limited receivables and cash on deposit with sound financial institutions, it is management's opinion that the Company is not exposed to significant credit risks arising from the financial instruments.
- ii) Liquidity risk:  
Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. As at July 31, 2017, the Company had current liabilities totaling \$1,374,279 (January 31, 2017: \$1,287,834) and cash of \$20,322 (January 31, 2017: \$32,486). The Company intends to raise funds from external sources through equity and debt.
- iii) Market risk:  
Market risk is the risk that changes in market prices such as commodity prices, foreign exchange rates and interest rates will affect the Company's income. The objective of market risk management is to manage and control market risk exposure within acceptable parameters.

The Company does not use derivative instruments to reduce its exposure to market risks.

## 9. FINANCIAL INSTRUMENTS (CONTINUED)

iv) Currency risk:

The Company is exposed to financial risk arising from fluctuations in foreign exchange rates and the degree of volatility of these rates. At July 31, 2017, the Company is exposed to currency risk through the following financial instruments denominated in foreign currencies:

	US Dollars		Ghana Cedis
Liabilities	\$ 763,094	¢	98,394
CAD foreign exchange rate	1.2478		0.2631
CAD equivalent	\$ 952,175	\$	25,887

A 10% increase in the Canadian (CAD) dollar against the foreign currency at July 31, 2017 would result in an increase (decrease) to net income in the amounts shown below, assuming that all other variables remain constant.

This analysis assumes that all other variables, in particular, interest rates, remain constant:

	US Dollars		Ghana Cedis
Change in net income	\$ 95,218	\$	2,589

b) Financial instrument risk exposure and risk management (continued):

The Company is also exposed to foreign currency risk because the Company's exploration and evaluation assets are denominated in United States dollars. A 10% increase in the CAD dollar against the United States dollar at July 31, 2017 would result in a decrease to other comprehensive income of approximately \$480,000 arising from the Company's exploration and evaluation assets.

v) Interest rate risk:

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company has \$Nil in interest bearing debt as of July 31, 2017.

vi) Other risks:

As substantially all of the Company's exploration activities are conducted in Ghana, the Company is subject to different considerations and other risks not typically associated with companies operating in North America. These risks relate primarily to those typically associated with developing nations, and include a greater political risk, changes in government's ownership interest, sovereign risk, less developed infrastructure, and greater currency and inflation volatility.

c) Capital management

The Company includes cash and equity, comprising of issued common shares, reserves for share-based payments and warrants, accumulated other comprehensive income and accumulated deficit, in the definition of capital. The Company's objective when managing capital is to maintain its ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders.

The Company manages its capital structure and makes adjustments to it, based on the funds available to the Company, in order to support the acquisition and exploration of mineral properties. The Board of Directors does not establish quantitative return on capital criteria for management but rather relies on the expertise of the Company's management and consultants to sustain future development of the business.



## 9. FINANCIAL INSTRUMENTS (CONTINUED)

The Company's properties are in the exploration stage and as such the Company is dependent upon external financings to fund activities. In order to carry out planned exploration and pay for administrative costs, the Company will raise additional funds as required.

Management reviews its capital management approach on an ongoing basis and believes that this approach is reasonable given the relative size of the Company. There were no changes to the Company's approach to capital management during the year ended July 31, 2017. The Company is not subject to any external covenants.

## 10. RELATED PARTY TRANSACTIONS

The Company considers its key management to be its directors and officers.

During the six months ended July 31, 2017 the Company entered into the following related party transactions:

### a) Management Fees

	July 31,	
	2017	2016
Management and consulting fees paid or payable to MIA Investments Ltd, a company controlled by an officer and director, D MacQuarrie	\$ 90,000	\$ 90,000
Professional services paid or payable to 1765271 Ontario Inc., a company controlled by an officer of the Company, P Gibbs	45,000	45,000
Management and consulting fees paid or payable to Bashir Ahmed, an officer and director	42,831	41,550
	<u>\$ 177,831</u>	<u>\$ 176,550</u>

	July 31,	
	2017	2016
Directors fees:		
F. Riedl-Riedenstein	\$ 6,000	\$ 6,000
A. Heath	6,000	6,000
N. Goodman	6,000	-
H. K. Arhin (ASG Mining Limited - Ghana)	7,969	7,823
R. Bourke (Asante Gold Cororation GH Limited - Barbados)	2,435	1,303
R. Holford (Asante Gold Cororation GH Limited - Barbados)	2,435	1,303
	<u>\$ 30,839</u>	<u>\$ 22,429</u>

## 10. RELATED PARTY TRANSACTIONS (CONTINUED)

### b) Amounts due to related parties

Included in due to related parties are the following:

	July 31,	
	2017	2016
Loans and advances from Goknet Mining Company Limited, a company with a common director of the Company	\$ 862,715	\$ 921,861
Management fees, travel expenses and advances, loans and advances from MIA Investments Ltd.	599,082	468,901
Professional services payable to 1765271 Ontario Inc.	263,172	256,642
Management and consulting fees payable to B. Ahmed	118,181	41,550
Fees payable for Company Secretarial services	68,825	45,200
Director fees	88,881	33,939
	\$ 2,000,856	\$ 1,390,762

These transactions have been entered into in the normal course of operations and are recorded at their exchange amounts, which is the consideration agreed upon by the related parties.

Amounts due to related parties are unsecured and non-interest bearing.

## 11. OTHER LIABILITIES

On May 19, 2016, the Company signed agreements with certain related parties and vendors to extend the repayment dates to May 19, 2018. Related party amounts are included in Note 10 b) above.

## 12. SEGMENTAL REPORTING

The Company is organized into business units based on mineral properties and has one reportable operating segment, being that of acquisition and exploration and evaluation activities. The Company's exploration and evaluation assets are located in the Republic of Ghana.

## 13. LOSS PER SHARE

Weighted Average Number of Common Shares Outstanding	July 31, 2017	July 31, 2016
Issued and outstanding common shares	47,595,477	36,231,000
Weighted average number of common shares outstanding (basic and diluted)	44,346,253	34,539,630
Loss per common share (basic and diluted)	\$ -	\$ 0.01

The net effect of applying the treasury-stock method to the weighted average number of common shares outstanding had an anti-dilutive effect for the periods ended July 31, 2017 and 2016.

## 14. SUPPLEMENTAL CASH FLOW INFORMATION

The Company had the following significant non-cash financing transactions:

- On March 3, 2016 the Company issued 10,967,000 common shares with a Fair Market Value of \$0.05 per common share in settlement of debt totaling \$1,096,700.

## 15. EVENTS AFTER THE REPORTING DATE

- The Company announced that Phase 2 drilling had commenced at the Sraha concession, Keyhole Option.