



CONSOLIDATED FINANCIAL STATEMENTS
(Expressed in Canadian Dollars)

For the year ended January 31, 2019 and the year ended January 31, 2018

Independent Auditor's Report

To the Shareholders of Asante Gold Corporation

Opinion

We have audited the consolidated financial statements of Asante Gold Corporation ("the Company"), which comprise the consolidated statements of financial position as at January 31, 2019 and January 31, 2018 and the consolidated statements of comprehensive loss, changes in equity and cash flows for the years then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Company as at January 31, 2019 and January 31, 2018, and its consolidated financial performance and its consolidated cash flows for the years then ended in accordance with International Financial Reporting Standards.

Basis for Opinion

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

Material Uncertainty Related to Going Concern

We draw attention to Note 2 to the consolidated financial statements which describes the material uncertainty that may cast significant doubt on the Company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

Other Information

Management is responsible for the other information. The other information comprises:

- Management's Discussion and Analysis

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

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

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

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

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

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

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

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

As part of an audit in accordance with Canadian generally accepted auditing standards, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

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

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

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

The engagement partner on the audit resulting in this independent auditor's report is Keith L. Gagnon.

"Crowe MacKay LLP"

**Chartered Professional Accountants
Vancouver, Canada
May 30, 2019**

CONTENTS

CONSOLIDATED STATEMENTS OF FINANCIAL POSITION	3
CONSOLIDATED STATEMENTS OF COMPREHENSIVE LOSS	4
CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY	5
CONSOLIDATED STATEMENTS OF CASH FLOWS	6
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS	
1. Nature of Operations	7
2. Basis of Preparation.....	7
3. Summary of Significant Accounting Policies	8
4. Critical Accounting Estimates and Judgments	14
5. Fixed Assets	16
6. Exploration and Evaluation Assets.....	17
7. Share Capital and Reserves	18
8. Share-Based Payments.....	20
9. Financial Instruments.....	23
10. Income Taxes.....	24
11. Related Party Transactions	25
12. Segmental Reporting.....	27
13. Loss Per Share.....	27
14. Supplemental Cash Flow Information.....	27
15. Events After the Reporting Date.....	27

CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

	January 31, 2019	January 31, 2018
Assets		
Current Assets		
Cash	\$ 5,570	\$ 14,334
Receivables	10,870	8,689
Prepaid expenses and deposits	10,000	26,403
Total Current Assets	26,440	49,426
Non-current Assets		
Fixed assets (Note 5)	1,331	21,522
Exploration and evaluation assets (Note 6)	5,233,792	4,769,304
Total Assets	\$ 5,261,563	\$ 4,840,252
Liabilities and Equity		
Current Liabilities		
Trade and other payables	\$ 903,169	\$ 735,938
Due to related parties (Note 11)	2,125,956	1,635,001
Total Liabilities	3,029,125	2,370,939
Equity		
Share capital (Note 7)	7,167,588	7,167,588
Reserve for share-based payments (Note 7)	1,161,962	1,094,402
Reserve for warrants (Note 7)	159,856	159,856
Accumulated other comprehensive income	683,908	398,623
Accumulated deficit	(6,940,876)	(6,351,156)
Total Equity	2,232,438	2,469,313
Total Liabilities and Equity	\$ 5,261,563	\$ 4,840,252

GOING CONCERN (Note 2c)

EVENTS AFTER THE REPORTING DATE (Note 15)

"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

	Years ended	
	January 31,	
	2019	2018
Expenses		
Advertising, trade shows and promotions	\$ 15,501	\$ 27,895
Amortization (Note 5)	-	225
Directors' fees (Note 11)	44,855	55,662
Foreign exchange loss (gain)	95	(1,275)
Gain on settlement of debt (Note 7)	-	(307,496)
Gain on disposal of assets (Note 5)	(1,538)	-
General office	70,338	84,750
Management and consulting fees (Note 11)	144,071	299,675
Professional services (Note 11)	169,480	210,261
Share-based payments (Notes 8 and 11)	67,560	110,220
Shareholder communications	51,919	146,970
Transfer agent and regulatory fees	15,494	14,527
Travel	11,945	24,478
Net loss for the year	589,720	665,892
Currency translation adjustment	(285,285)	233,780
Total comprehensive loss for the year	\$ 304,435	\$ 899,672
Net loss per common share, basic and diluted (Note 13)	\$ 0.01	\$ 0.01

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

CONSOLIDATED FINANCIAL STATEMENTS
Expressed in Canadian Dollars

CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY

	Share capital	Accumulated Deficit	Reserve for share-based payments	Reserve for warrants	Accumulated other comprehensive income	Total
Balance - January 31, 2018	\$ 7,167,588	\$ (6,351,156)	\$ 1,094,402	\$ 159,856	\$ 398,623	\$ 2,469,313
Net loss for the year	-	(589,720)	-	-	-	(589,720)
Share based payments	-	-	67,560	-	-	67,560
Currency translation adjustment	-	-	-	-	285,285	285,285
Balance - January 31, 2019	\$ 7,167,588	\$ (6,940,876)	\$ 1,161,962	\$ 159,856	\$ 683,908	\$ 2,232,438

	Share capital	Accumulated deficit	Reserve for share based payments	Reserve for warrants	Accumulated other comprehensive income	Total
Balance - January 31, 2017	\$ 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
Shares and warrants issued for debt	621,708	-	-	27,270	-	648,978
Issuance costs	(33,257)	-	-	8,811	-	(24,446)
Net loss for the year	-	(665,892)	-	-	-	(665,892)
Share based payments	-	-	110,220	-	-	110,220
Currency translation adjustment	-	-	-	-	(233,780)	(233,780)
Balance - January 31, 2018	\$ 7,167,588	\$ (6,351,156)	\$ 1,094,402	\$ 159,856	\$ 398,623	\$ 2,469,313

CONSOLIDATED STATEMENTS OF CASH FLOWS

	Years ended January 31,	
	2019	2018
Cash flows from operating activities		
Loss for the year	\$ (589,720)	\$ (665,892)
Items not affecting cash:		
Amortization	-	225
Foreign exchange loss (gain)	95	(1,275)
Gain on settlement of debt	-	(307,496)
Gain on disposal of assets	(1,538)	-
Share-based payments	67,560	110,220
Changes in non-cash working capital balances:		
Prepaid expenses and deposits	16,403	(5,446)
Receivables	483	12,840
Trade and other payables	102,249	56,590
Due to related parties	329,405	468,465
Total cash inflows (outflows) from operating activities	(75,063)	(331,769)
Cash flows from investing activities		
Investment in exploration and evaluation assets	(98,774)	(726,297)
Proceed from disposal (purchase) of fixed assets	14,921	(25,402)
Total cash outflows from investing activities	(83,853)	(751,699)
Cash flows from financing activities		
Share capital	-	1,110,559
Loan from related parties	150,247	-
Due to other parties - long term	-	(46,518)
Total cash inflows from financing activities	150,247	1,064,041
Effect of foreign exchange on cash	(95)	1,275
Total decrease in cash	(8,764)	(18,152)
Cash at beginning of the year	14,334	32,486
Cash at end of the year	\$ 5,570	\$ 14,334
	2019	2018
Interest paid	\$ -	\$ -
Income taxes paid	\$ -	\$ -

Supplemental cash flow information (Note 14)

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 506, 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 consolidated financial statements have been prepared in accordance and compliance 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 consolidated financial statements were authorized for issue by the Board of Directors on May 30, 2019.

b) Basis of Measurement

These consolidated financial statements have been prepared on a historical cost basis except for financial instruments measured at 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 a comprehensive loss of \$304,435 during the year ended January 31, 2019 (2018: \$ 899,672) and as of that date the Company's accumulated deficit was \$6,940,876 (2018: \$6,351,156). 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 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.

2. BASIS OF PREPARATION (CONTINUED)

c) Going Concern of Operations (continued)

These consolidated 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 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.

c) Mineral Exploration and Evaluation Expenditures

Pre-exploration Costs

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

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

c) Mineral Exploration and Evaluation Expenditures (continued)

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.

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.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

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**

The Company adopted all of the requirements of IFRS 9 Financial Instruments on February 1, 2018. IFRS 9 replaces IAS 39 Financial Instruments: Recognition and Measurement. IFRS 9 utilizes a revised model for recognition and measurement of financial instruments in a single, forward-looking "expected loss" impairment model.

The following is the Company's new accounting policy for financial instruments under IFRS 9:

i. Classification

The Company classifies its financial instruments in the following categories: at fair value through profit and loss ("FVTPL"), at fair value through other comprehensive income (loss) ("FVTOCI") or at amortized cost. The Company determines the classification of financial assets at initial recognition. The classification of debt instruments is driven by the Company's business model for managing the financial assets and their contractual cash flow characteristics. Equity instruments that are held for trading are classified as FVTPL. For other equity instruments, on the day of acquisition the Company can make an irrevocable election (on an instrument-by-instrument basis) to designate them as at FVTOCI. Financial liabilities are measured at amortized cost, unless they are required to be measured at FVTPL (such as instruments held for trading or derivatives) or if the Company has opted to measure them at FVTPL.

The Company completed a detailed assessment of its financial assets and liabilities as at February 1, 2018. The following table shows the original classification under IAS 39 and the new classification under IFRS 9:

Financial assets/liabilities	Original classification IAS 39	New classification IFRS 9
Cash	FVTPL	FVTPL
Receivables	Amortized cost	Amortized cost
Trade and other payables	Amortized cost	Amortized cost
Due to related parties	Amortized cost	Amortized cost

The Company did not restate prior periods as it recognized the effects of retrospective application to shareholders' equity at the beginning of the 2019 annual reporting period, which also includes the date of initial application. The adoption of IFRS 9 resulted in no impact to the opening accumulated deficit nor the opening balance of accumulated comprehensive income on February 1, 2018.

ii. Measurement

Financial assets and liabilities at amortized cost

Financial assets and liabilities at amortized cost are initially recognized at fair value plus or minus transaction costs, respectively, and subsequently carried at amortized cost less any impairment.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

f) Financial Instruments (continued)

Financial assets and liabilities at FVTPL

Financial assets and liabilities carried at FVTPL are initially recorded at fair value and transaction costs are expensed in the consolidated statements of operations and comprehensive income (loss). Realized and unrealized gains and losses arising from changes in the fair value of the financial assets and liabilities held at FVTPL are included in the consolidated statements of comprehensive income (loss) in the period in which they arise.

Impairment of financial assets at amortized cost

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

iii. Derecognition

Financial assets

The Company derecognizes financial assets only when the contractual rights to cash flows from the financial assets expire, or when it transfers the financial assets and substantially all of the associated risks and rewards of ownership to another entity. Gains and losses on derecognition are generally recognized in the consolidated statements of comprehensive income (loss).

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 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.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

h) Income Taxes (continued)

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.

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.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

j) Share-based Payments (continued)

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.

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) New and Amended IFRS Standards that are Effective for the Current Year

In addition to IFRS 9, Financial Instruments, the Company has adopted these accounting standards effective February 1, 2018. The adoption of these accounting standards had no significant impact on the consolidated financial statements. These standards are:

- IFRS 15 - Revenue from Contracts with Customers
- IFRIC 22 - Foreign Currency Transactions and Advance Consideration
- Amendments to IFRS 2 - Share-based Payments

n) Standards, Amendments and Interpretations Not Yet Effective

The International Accounting Standards Board ("IASB") has issued new and amended standards and interpretations which have not yet been adopted by the Company. The following is a brief summary of the new and amended standards and interpretations:

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

n) Standards, Amendments, and Interpretations Not Yet Effective (continued)

IFRS 16 - 'Leases'

IFRS 16 specifies how an IFRS reporter will recognize, measure, present and disclose leases. The standard provides a single lessee accounting model, requiring lessees to recognize assets and liabilities for all leases unless the lease term is 12 months or less or the underlying asset has a low value. Lessors continue to classify leases as operating or finance, with IFRS 16's approach to lessor accounting substantially unchanged from its predecessor, IAS 17. The standard was issued in January 2016 and is effective for annual periods beginning on or after January 1, 2019. IFRS 16 is not expected to have a material impact on amounts recorded in the financial statements of the Company.

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:

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.

4. CRITICAL ACCOUNTING ESTIMATES AND JUDGMENTS (CONTINUED)

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 judgments 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
Cost						
Balance at January 31, 2017	\$ 3,232	\$ 4,823	\$ 34,383	\$ 42,438		
Additions	-	-	25,402	25,402		
Currency translation adjustment	(55)	(130)	(4,201)	(4,386)		
Balance at January 31, 2018	3,177	4,693	55,584	63,454		
Additions	-	-	-	-		
Disposals	-	-	(25,115)	(25,115)		
Currency translation adjustment	37	87	1,593	1,716		
Balance at January 31, 2019	\$ 3,214	\$ 4,780	\$ 32,062	\$ 40,055		
Amortization						
Balance at January 31, 2017	\$ 2,221	\$ 2,971	\$ 27,505	\$ 32,697		
Amortization	259	459	10,436	11,154		
Currency translation adjustment	141	(47)	(2,013)	(1,919)		
Balance at January 31, 2018	2,621	3,383	35,928	41,932		
Amortization	197	463	4,084	4,744		
Disposals	-	-	(7,950)	(7,950)		
Balance at January 31, 2019	\$ 2,818	\$ 3,846	\$ 32,062	\$ 38,726		
Carrying amounts						
at January 31, 2018	\$ 556	\$ 1,310	\$ 19,656	\$ 21,522		
at January 31, 2019	\$ 396	\$ 934	\$ -	\$ 1,331		

During the year ended January 31, 2019, the Company capitalized \$4,744 (2018 - \$10,929) of amortization in exploration and evaluation assets.

6. EXPLORATION AND EVALUATION ASSETS

	Fahiakoba	Betanase	Sraha	Kubi	Ayiem	Total
Balance at January 31, 2017	\$ 3,715,154	\$ 247,457	\$ 69,273	\$ 43,553	\$ -	\$ 4,075,437
Drilling	-	-	504,944	-	-	504,944
Assaying, testing and analysis	-	-	15,160	-	-	15,160
Geology and geophysics	22,320	255	91,456	5,795	3,887	123,713
Acquisition and sustaining fees	-	-	5,405	63,217	-	68,622
Field expenses	15,589	5,046	83,818	19,739	5,137	129,329
General and administrative	24,642	14,039	63,721	18,440	16,871	137,713
Currency translation adjustment	(210,865)	(14,808)	(48,988)	(9,805)	(1,148)	(285,614)
Balance at January 31, 2018	3,566,840	251,989	784,789	140,939	24,747	4,769,304
Geology and geophysics	27,146	3,594	9,556	5,673	2,441	48,410
Field expenses	8,106	2,548	2,548	13,655	2,817	29,674
General and administrative	20,941	13,183	12,972	11,677	13,091	71,864
Currency translation adjustment	248,393	16,306	53,042	(3,954)	753	314,540
Balance at January 31, 2019	\$ 3,871,426	\$ 287,620	\$ 862,907	\$ 167,990	\$ 43,849	\$ 5,233,792

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. The prospecting license for this property is in the process of being renewed by Goknet and further exploration will be planned and conducted once the title of the license is renewed and transferred to the Company.

Betanase

On August 4, 2015 as amended on May 15, 2018, the Company entered into an Option and Sale Agreement with Perseus Mining (Ghana) Limited (“Perseus”) to acquire up to a 100% interest in their Betanase Permit in Ghana. The Company may exercise the option to earn 100% interest in Betanase (subject to 10% reserved for the Government of Ghana, and 1% underlying NSR royalties) by completing US\$1million in exploration within four years of the earlier of either the issuance of the new Betanase prospecting licence, or December 31, 2019 and by paying US\$1million to Perseus. Perseus is in the process of renewing the prospecting licence for this property.

Sraha and Ayiem

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 four years (completed) 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. The Company is in the process of renewing the prospecting licence for this property.

6. EXPLORATION AND EVALUATION ASSETS (CONTINUED)

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 December 28, 2016 the Company finalised the 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.

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:

	Number of shares	Amount
Balance at January 31, 2017	39,356,588	\$ 5,444,132
Common shares issued for cash	8,238,889	1,135,005
Common shares issued for debt	9,564,744	621,708
Issuance costs	-	(33,257)
Balance at January 31, 2018 and January 31, 2019	57,160,221	\$ 7,167,588

7. SHARE CAPITAL AND RESERVES (CONTINUED)

a) Common Shares (continued)

From January 31, 2017 to January 31, 2019 the following stock transactions occurred:

No share issuances were made during the year ended January 31, 2019.

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, incurred other share issuance costs of \$879, and issued 165,000 broker warrants exercisable at \$0.15 until May 31, 2018, with a Fair Market Value of \$8,811.

On December 12, 2017 the Company issued 9,564,744 common shares at a price of \$0.065 per share and 603,977 common share purchase warrants (the 'Warrants'), in settlement of debt of \$956,474 to suppliers, employees, consultants and creditors of the Company, including some insiders, which resulted a gain on debt settlement of \$307,496. Warrants were issued only to arms-length creditors and are each exercisable into one common share at a price of \$0.15 for a two year term. The common shares issued are subject to a four month plus one day hold period.

b) Share Purchase Warrants

The Company extended the expiry date of 7,275,821 share purchase warrants due to expire in 2018 by one year, all other terms and exercise conditions remaining the same as issued.

The following is a summary of warrant activity from January 31, 2017 to January 31, 2019 together with warrants outstanding and exercise conditions:

	Number of Warrants
Balance at January 31, 2017	3,583,120
Issued - February 2017	1,944,445
Issued - May 2017	4,515,000
Issued for debt - December 2017	603,977
Expired warrants	(325,000)
Balance at January 31, 2018	10,321,542
Expired warrants	(497,299)
Balance at January 31, 2019	9,824,243

7. SHARE CAPITAL AND RESERVES (CONTINUED)

b) Share Purchase Warrants (continued)

Number of warrants	Exercise price	Expiry date
1,000,000	\$ 0.25	April 28, 2019 *
600,000	\$ 0.25	May 6, 2019 *
1,160,821	\$ 0.25	October 20, 2019
1,944,445	\$ 0.25	February 17, 2019 *
4,350,000	\$ 0.15	May 31, 2019
165,000	\$ 0.15	May 31, 2019
603,977	\$ 0.15	December 12, 2019
9,824,243		

Weighted Average Remaining Life - 0.34 years

*Warrants expired subsequent to year end, without being exercised.

c) 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, 2017 to January 31, 2019 together with options outstanding as at January 31, 2019 and their exercise conditions.

8. SHARE-BASED PAYMENTS (CONTINUED)

a) Option Plan Details (continued)

	Number of Options	Exercise Price	Expiry
Balance January 31, 2017	3,310,000		
Grant of options	200,000	\$ 0.20	March 7, 2022
Grant of options	800,000	\$ 0.15	May 12, 2022
Expired	(200,000)		
Balance January 31, 2018	4,110,000		
Grant of options	200,000	\$ 0.10	March 12, 2023
Grant of options	1,500,000	\$ 0.10	June 5, 2023
Expired	(300,000)	\$ 0.17	
Expired	(1,000,000)	\$ 0.20	
Balance January 31, 2019	4,510,000		

Options outstanding as at January 31, 2019 are as follows:

Grant Date	Expiry Date	Exercise Price	Outstanding Balance	Vested and Exercisable
4/11/2014	4/11/2019	\$ 0.15	200,000	200,000 *
5/15/2014	5/15/2019	\$ 0.15	350,000	350,000 *
7/2/2015	7/2/2020	\$ 0.15	220,000	220,000
5/6/2016	5/6/2021	\$ 0.17	1,040,000	1,040,000
3/7/2017	3/7/2022	\$ 0.20	200,000	200,000
5/12/2017	5/12/2022	\$ 0.15	800,000	800,000
3/12/2018	3/12/2023	\$ 0.10	200,000	200,000
6/5/2018	6/5/2023	\$ 0.10	1,500,000	1,500,000
Balance at January 31, 2019			4,510,000	4,510,000

Weighted Average Exercise Price: \$0.14

Weighted Average Remaining Life - 2.6 years

*Options expired subsequent to year end, without being exercised.

- i) On March 12, 2018, 200,000 options were granted with a fair value of \$0.0663 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	\$0.07
Option exercise price	\$0.10
Risk free interest rate	1.25%
Estimated annual volatility	179.18%
Expected dividends	\$Nil
Option fair value	\$0.0663
Fair value of compensation granted	\$13,260

8. SHARE-BASED PAYMENTS (CONTINUED)

- ii) On June 5, 2018, 1,500,000 options were granted with a fair value of \$0.0362 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:

Estimated life	5 years
Share price at date of grant	\$0.04
Option exercise price	\$0.10
Risk free interest rate	1.5%
Estimated annual volatility	165.6%
Expected dividends	\$Nil
Option fair value	\$0.0362
Fair value of compensation granted	\$54,300

- iii) On May 12, 2017, 800,000 options were granted with a fair value of \$0.0946 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

- iv) 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	\$0.18
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

9. FINANCIAL INSTRUMENTS

a) Disclosures:

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

The carrying values of the above approximate their respective fair values. Cash is carried at fair value at January 31, 2019 and 2018 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 and overall the Company's credit risk has not change significantly from previous year.

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 January 31, 2019, the Company had current liabilities totaling \$3,029,125 (2018:\$ 2,370,939) and cash of \$5,570 (2018: \$14,334). 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.

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 January 31, 2019, the Company is exposed to currency risk through the following financial instruments denominated in foreign currencies:

	US Dollars	Ghana Cedis
Liabilities	\$ 450,527	¢ 183,303
CAD foreign exchange rate	1.3144	0.2645
CAD equivalent	\$ 592,173	\$ 48,484

A 10% increase in the Canadian (CAD) dollar against the foreign currency at January 31, 2019 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	\$ 59,217	\$ 4,848

9. FINANCIAL INSTRUMENTS (CONTINUED)

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 January 31, 2019 would result in a decrease to other comprehensive income of approximately \$523,000 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 January 31, 2019 (2018: \$ Nil).

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.

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 January 31, 2019. The Company is not subject to any external covenants.

10. INCOME TAXES

Income tax expense is recognized based on management's best estimate of the weighted average annual income tax rate for the full financial year applied to the pre-tax income of the year.

	2019	2018
Statutory tax rates	27.00%	26.00%
Expected income tax expense (recovery) at statutory rates	\$ (159,224)	\$ (173,132)
Permanent differences	20,913	28,797
Difference in tax rates in other jurisdictions	(6,855)	(2,521)
Effect of change in tax rate	-	(51,223)
Change in tax benefits not realized	145,166	198,079
Deferred income tax expense	\$ -	\$ -

10. INCOME TAXES (CONTINUED)

Nature of deferred income tax assets (liabilities)	2019	2018
Exploration and evaluation assets	\$ (22,306)	\$ (20,739)
Fixed assets	28,341	27,283
Share issuance costs	8,901	12,692
Tax losses carried forward	1,648,210	1,498,758
Deferred income tax assets	1,663,146	1,517,994
Unrecognized deferred tax assets	(1,663,146)	(1,517,994)
Net deferred income tax assets (liabilities)	\$ -	\$ -

As at January 31, 2019, the carrying value of exploration and evaluation assets exceeds its tax value by \$68,097 (2017: \$179,723).

At January 31, 2019, subject to confirmation by Canadian income tax authorities, the Company has approximately \$5,527,000 (2018: \$5,096,000) in Canadian non-capital tax losses of available for carry-forward to reduce future years' taxable income, expiring as follows:

2032	\$ 382,000
2033	1,189,000
2034	803,000
2035	650,000
2036	803,000
2037	518,000
2038	751,000
2039	431,000
	\$ 5,527,000

The potential benefits of these carry-forward non-capital losses, capital losses and deductible temporary differences have not been recognized in these consolidated financial statements as it is not considered probable that sufficient future taxable profit will allow the deferred tax asset to be recovered.

11. RELATED PARTY TRANSACTIONS

The following is a summary of the Company's related party transactions during the year:

a) Management Fees

Management fees of \$60,000 (2018:\$170,000) incurred in connection with day-to-day management and general corporate matters were paid or accrued to a consulting firm owned by a director of the Company. At January 31, 2019, \$525,000 (2018: \$462,000) in fees were owing to this consulting firm.

Professional services of \$90,000 (2017:\$90,000) charged by a consulting firm owned by an officer of the Company. At January 31, 2019, \$415,667 (2018:\$313,967) in fees were owing to this consulting firm.

Professional services of \$84,071 (2017:\$83,295) charged by a director of the Company. At January 31, 2019, \$201,103 (2018: \$114,402) in fees were owing to this director.

As at January 31, 2019, included in due to related parties was \$56,953 (2018:\$27,638) in expense reimbursements owing to directors and officers of the Company.

As at January 31, 2019, included in due to related parties was \$128,318 (2018:\$81,304) in directors' fees owing to directors of the Company.

11. RELATED PARTY TRANSACTIONS (CONTINUED)

b) Key Management Compensation

Key management personnel compensation is summarized in the notes below.

	January 31,	
	2019	2018
Management and consulting fees paid or payable to MIA Investments Ltd, a company controlled by an officer and director, D MacQuarrie	\$ 60,000	\$ 170,000
Professional services paid or payable to 1765271 Ontario Inc., a company controlled by an officer of the Company, P Gibbs	90,000	90,000
Management and consulting fees paid or payable to B Ahmed, an officer and director	84,071	83,295
	<u>\$ 234,071</u>	<u>\$ 343,295</u>

	January 31,	
	2019	2018
Directors fees:		
F. Riedl-Riedenstein	\$ 12,000	\$ 12,000
A. Heath	12,000	12,000
N. Goodman	-	11,000
H. K. Arhin (ASG Mining Limited - Ghana)	15,641	15,496
R. Bourke (Asante Gold Cororation GH Limited - Barbados)	2,607	2,583
R. Holford (Asante Gold Cororation GH Limited - Barbados)	2,607	2,583
	<u>\$ 44,855</u>	<u>\$ 55,662</u>

During the year ended January 31, 2019 share-based payments with a fair value of \$28,933 (2018: \$Nil) were made to related parties.

c) Loans and advances

Included in due to related parties are loans and advances from related parties.

As at January 31, 2019, \$435,909 (2018:\$ 406,283) was owing to Goknet Mining Company Limited, a company with a common director of the Company, in respect of loans and advances.

As at January 31, 2019, \$363,006 (2018: \$229,407) was owing to MIA Investments Ltd. in respect of loans and advances.

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.

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 and property, plant and equipment are located in the Republic of Ghana.

13. LOSS PER SHARE

<u>Weighted Average Number of Common Shares Outstanding</u>	January 31,	
	2019	2018
Issued and outstanding common shares	57,160,221	57,160,221
Weighted average number of common shares outstanding (basic and diluted)	57,160,221	47,306,370
Loss per common share (basic and diluted)	\$ 0.01	\$ 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 years ended January 31, 2019 and 2018.

14. SUPPLEMENTAL CASH FLOW INFORMATION

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

- On December 12, 2017 the Company issued 9,564,744 common shares which were valued at \$0.065 per common share in settlement of debt totaling \$956,474.
- During the year ended January 31, 2019 the Company capitalized \$4,744 (2018 - \$10,929) of amortization costs to exploration and evaluation assets.
- At January 31, 2019, the Company had accounts payable of \$372,542 (2018 - \$307,560) and due to related parties of \$355,394 (2018 - \$193,844) related to exploration and evaluation expenditures.

15. EVENTS AFTER THE REPORTING DATE

Subsequent to January 31, 2019 the Company:

- On March 21, 2019, the Company granted 500,000 share purchase options to a director with an exercise price of \$0.10 with an expiry period of 5 years.
- On April 29, 2019, the Company granted 200,000 share purchase options to an external consultant with an exercise price of \$0.10 with an expiry period of 5 years.
- On April 29, 2019, the Company reduced its current accounts payable and due to related parties by CDN\$2,624,905 by entering into long term debt settlement agreements with various creditors, including Directors, Officers and Insiders. To facilitate the transaction, the Company has agreed to issue a total of 262,490 share purchase warrants as a bonus, each warrant will entitle the holder to purchase, for a period of 24 months from the date of issue, one common share of the Company at an exercise price of CDN\$0.15 per share. The shares will have a four (4) month hold period from the date of distribution.