This Management Discussion and Analysis ("MD&A") of Asante Gold Corporation, ("Asante" or the "Company" or the "Issuer") provides an analysis of the Company's performance and financial condition for the year ended January 31, 2021. It is prepared as at May 27, 2021 and was approved by the Board of Directors on that date.

*This MD&A should be read in conjunction with the Company's audited consolidated financial statements for the year ending January 31, 2021 including the related note disclosures. The Company's audited consolidated financial statements are prepared in accordance with International Financial Reporting Standards ("IFRS"). All dollar figures included therein and in the following discussion and analysis are quoted in the presentation currency of Canadian dollars unless otherwise specified. Additional information relevant to the Company's activities can be found on SEDAR at **www.sedar.com** or the Company's website at **www.asantegold.com.***

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

MANAGEMENT'S DISCUSSION AND ANALYSIS

The following information should be read in conjunction with the audited consolidated financial statements for the year ended January 31, 2021 and related notes thereto. The audited consolidated financial statements were prepared in accordance with International Financial Reporting Standards. All currency amounts are expressed in Canadian dollars unless otherwise stated.

Principal Business and Corporate History

Asante Gold Corporation is a mineral exploration company primarily involved in the acquisition and assessment of mineral properties in the Republic of Ghana. The Company's objective is to undertake mineral exploration on properties assessed to be of merit, to define mineral resources, and to take them to production when warranted. Precious metals are targeted with a focus on gold. On May 28, 2015 the Company obtained a listing on the Canadian Securities Exchange and commenced trading under the symbol "ASE".

The Company entered into a Purchase Agreement with Goknet Mining Company Limited ("Goknet"), a Company with a common director, of Accra, Ghana, on June 15, 2011 to acquire the Fahiakoba Concession, in the Ashanti and Central Regions in the Republic of Ghana. The Company acquired a 100% interest in the Fahiakoba Concession by paying Goknet the sum of US$51,976 (C$50,630) and by agreeing to expend US$1,000,000 over a five year period, which commitments have been met in full. The Company also granted Goknet a 3% net smelter return royalty on production from the Fahiakoba Concession. Given the prohibitive costs in transferring title in Ghana, the Company will complete the transfer when significant resources are outlined.

The Company entered into a definitive Option Agreement between the Company, Goknet Mining Company Limited ("Goknet"), Kubi Gold (Barbados) Limited ("Kubi") and Asante Gold Corporation (GH) Limited effective February 28, 2015, to earn a 50% interest in the Kubi Gold Project 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 had reached agreement with Goknet to close the acquisition of the Kubi Mining Lease, subject to receipt of governmental approvals, by issuing seven million shares and reserving for future delivery to Goknet a total of 8,000 ounces of gold from production from Kubi, and thereafter reserving for Goknet a 2% Net Smelter Return Royalty (the "Kubi NSR"). This agreement was formalized in a Mineral Assets Purchase and Sale Agreement between the Company and Goknet effective December 28, 2016. 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. Asante plans to further explore and if warranted develop Kubi to a mine. Goknet and the Company are related by one common director. The acquisition was negotiated and approved by a Special Committee of the Directors of Asante. The agreement is current.

In addition the Company may acquire Goknet's interests in eight prospecting licences: two totaling ~38 km^2 adjoining to the west of the Kubi Mining Lease, and six contiguous licences (the "Ashanti II concessions) totaling ~270 sq km located on the Asankrangwa Gold Belt 15 km to the south west and along the strike of the Galiano Gold -Goldfields mine. To purchase the licences the Company will issue up to a maximum of three million treasury 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. Disinterested shareholder approval for the Ashanti II and the Kubi Mining Lease transactions was obtained at the Annual General Meeting of Shareholders held on December 28, 2016.

The Company is continuing to source acceptable funding to develop Kubi to production, and in April 2021 raised gross proceeds of $7,016,265 through a private placement.

On September 8, 2016, the Company announced that it had entered into an agreement with Sikasante Mining Company Limited (“Sikasante”), a private Ghana corporation, to earn up to a 100% interest in their Keyhole Gold Project in Ghana, which consists of the Sraha and Ayiem licences. The Company has agreed (pending) 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 (completed) over four years in order to earn 50%. The Company 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 the Company (subject to the consent of the Minister of Lands and Natural Resources) a final payment of one million shares in the capital stock of the Company. 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 the Company.

On August 4, 2015 the Company announced that it entered into an Option and Sale Agreement with Perseus Mining (Ghana) Limited (“Perseus”) to acquire up to a 100% interest in a part of their Dunkwa prospecting license, to be called on issuance the Betenase prospecting license (pending). The license adjoins to the east of the Kubi Mining Lease.

The Company amended the agreement on May 15, 2018 such that 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 by December 31, 2023 and by paying US$1million to Perseus.

Investors are cautioned that final acquisition of Fahiakoba, the Kubi Mining Lease, any of the Ashanti II concessions, the Betenase prospecting license and the Keyhole options are dependent on additional financing, governmental renewals, approvals and consents, which though reasonably expected, may or may not be ultimately completed or obtained.

Corporate Developments

On July 7, 2020 our long-time independent director and founding shareholder, Florian Riedl-Riedenstein, passed away suddenly in Vienna. He will be greatly missed. The Company extends its heartfelt condolences to Florian’s family.

On July 21, 2020 Mr. Carsten Korch was appointed to the Board of Directors as a non-executive Director, and will serve as an independent director on the Audit Committee. Mr. Korch is one of the founding shareholders of Asante and has a long history of investing in mine development in Ghana. A highly optimistic and driven entrepreneur with more than 25 years of experience in senior Board and management positions. Mr. Korch is resourceful and forward-thinking, and a strong communicator known for establishing valuable contacts and increasing visibility for different types of businesses including intellectual property, retail, investment, mining, and data-driven marketing & sales. He is resident in Lima, Peru.

On August 18, 2020 Dr. Roger Norwich was appointed to the Board of Directors as a non-executive Director. Dr. Norwich trained as a Geologist at Manchester University, United Kingdom, and is a significant shareholder in Asante. He has a track record developed over the last twenty years of assisting smaller precious metal companies grow into much larger scale producing enterprises. As the founding director of Mexican Silver Mines Ltd., Dr. Norwich was involved in its merger into Rio Alto Mining and its development into a serious gold producer at the La Arena property in Peru including assisting in its TSX and NYSE listings and eventual sale in 2015 to Tahoe Resources Inc. for $1.12Billion. Dr. Norwich was until very recently a director of Otis Gold Corp. (TSX-V:OOO) and helped develop a significant gold resource at its Kilgore property in Idaho, USA and is now on the Board of Excellon Resources Inc. (TSX:EXN) following the successful merger of the two companies in April 2020. Dr. Norwich is resident in the Channel Islands.

On November 2, 2020 the Company announced the appointment of Mrs. Nadia Abdul-Aziz to the Board of Directors to replace Dr. Abdel-Majeed Haroun. Mrs. Aziz is a finance professional with many years of experience in government relations, communications, marketing and acquisitions through-out West Africa. As a Director of Indussi Resources, a private Ghana based project originator and developer, she has played a key role in the acquisition of significant mineral concessions and in mine development. Mrs. Abdul-Aziz is resident in Accra, Ghana. Dr. Haroun will continue to support the Company as a Special Advisor and Consultant.

On February 9, 2021 the Company announced that it would seek a secondary listing on the Ghana Stock Exchange, and that Black Star Advisors Limited of Accra, Ghana, had been appointed to act as Financial Advisor in connection with this listing. Listing is expected to occur in late 2nd Qtr or early 3rd Qtr2021.

On March 22, 2021 the Company announced the appointment of Mr. Malik Easah as an Executive Director. Mr. Easah was a founding Director of Cardinal Resources Limited where he spearheaded the acquisition of all tenements and played a key role in the discovery and development of the seven million-ounce Namdini Gold Project in Northern Ghana. Cardinal was recently purchased by Shandong Gold Company for ~AUS$600 million. Mr. Easah has over fifteen years of exploration, mining and project development experience, is resident in Accra, Ghana, and is the husband of Mrs. Aziz who joined the board in November 2020.

Key Activities

In order to reach production, the Company is currently evaluating surface oxide mining opportunities as well as specialized equipment to direct mine from surface. This would be done in conjunction with conventional underground mining by either decline and or shaft access at Kubi. Management remains focused on sourcing financing to develop Kubi to production, and to further exploration at Keyhole and its other Ghanaian holdings.

The Company is also continuing to evaluate other high potential acquisition opportunities in Ghana, as well as sourcing additional management, financial and production expertise.

Capital Stock and Financing

On April 16, 2021 the Company closed an oversubscribed private placement of 46,775,100 units for gross proceeds of $7,016,265. Each unit comprised one common share and one common share purchase warrant. Each warrant entitles the holder to purchase one additional share at an exercise price of $0.25 until April 15, 2023. In connection with this placement, the Company issued 935,502 finders units comprising one common share and one common share purchase warrant at an exercise price of $0.25 until April 15, 2023.

On October 22, 2020 the Company closed a private placement of 13,500,000 units for gross proceeds of $1,350,000. Each unit comprises one common share and one common share purchase warrant. Each warrant entitles the holder to purchase one additional share at an exercise price of $0.22 until October 21, 2022.

On September 17, 2020 the Company issued 2,017,500 units and on September 18, 2020 a further 1,000,000 units for gross proceeds of $301,750. Each unit comprises one common share and one common share purchase warrant. Each warrant entitles the holder to purchase one additional share at an exercise price of $0.15 for a period of two years. In connection with this private placement, the Company paid finders fees of $7,236 and issued 72,363 finders warrants.

On August 5, 2020 the Company closed a private placement of 3,500,000 units for gross proceeds of $175,000. Each unit comprises one common share and one common share purchase warrant. Each warrant entitles the holder to purchase one additional share at an exercise price of $0.06 until August 4, 2022.

In connection with this private placement, the Company paid finders fees of $1,750 and issued 35,000 finders warrants.

On March 12, 2020 the Company closed a private placement of 2,490,000 units for gross proceeds of $124,500. Each unit comprises one common share and one common share purchase warrant. Each warrant entitles the holder to purchase one additional share at an exercise price of $0.06 until March 12, 2022 and is subject to early forced conversion should the shares trade at a price equal to or greater than $0.20 for 20 consecutive trading days. In connection with this private placement, the Company paid finders fees of $4,375 and issued 87,500 finders warrants.

On September 3, 2019 the Company closed a private placement of 5,000,000 units for gross proceeds of $250,000. Each unit comprises one common share and one common share purchase warrant. Each warrant entitles the holder to purchase one additional share at an exercise price of $0.08 until September 4, 2022 and is subject to early forced conversion should the shares trade at a price equal to or greater than $0.20 for 20 consecutive trading days. In connection with this private placement, the Company paid finders fees of $10,255 and issued 205,100 finders warrants.

On July 11, 2019 the Company issued a total of 1,895,536 common shares with a fair market value of $85,299 in settlement of debt amounting to C$132,687. The Shares have a four (4) month and one day hold period from the date of distribution.

Overall Performance

The Company has no operational revenue, and exploration activity has been restricted. Global financial and commodity markets have been volatile, and the Company is thus impacted by these generic industry factors which are beyond its control. However, given the quality of the Company's gold assets in one of the foremost gold mining areas in the World, and the current high gold price, we anticipate overall improving conditions.

The global pandemic outbreak of COVID-19 has had limited impact on the day-to-day activities of the Company thus far, and various exploration programs including geophysics, trenching, auger drilling and diamond drilling have continued. Most recent progress globally with the distribution of vaccines is anticipated to have a further mitigating effect, and although the pandemic could continue to impact the volatility of stock markets, including trading prices of the Company's shares and its ability to raise new capital, the most recent capital raise of $7m and the proposed listing on the Ghana Stock Exchange are indicators that operations can continue despite difficult conditions. Nevertheless given the spread of COVID-19 variants, the possibility of a more significant impact on the Company's operations cannot be excluded. Management have given consideration as to the impact of COVID-19 on the Company and concluded that the financial statements appropriately reflect and disclose management's best estimate and uncertainty regarding the impact of COVID-19 on the Company's operations and financial results. We have reviewed the financial statement disclosures of the potential impact of COVID-19 on the Company's future operations and financial results and believe it is appropriate.

The Company has completed its initial exploration program on the Fahiakoba Concession, consisting of 4,987.5 metres of diamond drilling, ground VLF-EM geophysics and 1,200 auger drill holes. Results are considered sufficiently encouraging that further work is currently being planned.

The Company has also completed a program of ground geophysics at Betenase, covering the strong gold in soil anomaly previously outlined by Perseus, and has completed four diamond drill holes for a total of 562 metres. Significant results to 4m @ 3.14 g/t gold and widespread alteration and quartz veining were noted in the drilling. Further airborne drone and ground geophysics IP and drilling is planned to develop new targets.

Preliminary exploration has also been completed on the Keyhole Project optioned from Sikasante. On April 14, 2017 the Company announced the completion of a maiden 1,151 metre drill program in 12 holes, following up on ground geophysical survey results. Drillhole MEM17-001B was spotted to test directly under the old MEM shaft area and intersected 13.12g/t gold over 3.0m (estimated true width 1.50m) at a down hole depth of 139m. The intersection was vertically ~120m below the MEM shaft in a graphitic shear zone hosted in meta-greywacke/argillite, with quartz-sulfide mineralization and minor visible gold noted. Channel sampling results were also reported from trench MEM17-529 located 110m to the northeast along the inferred strike of the mineralization in drillhole 001B, with significant assay result of 10.23 g/t Au over 2.0m in vertical dipping meta-sediments with 10-15 % quartz vein material; and 1.62 g/t Au over 1.0m in saprolite in trench MEM17-002 located 110m to the northwest of the MEM showing.

In late October 2017, the Company announced final assay results from a 6 hole second phase 790m diamond drilling program. The program has extended the MEM shear zone to a length of 825m and to depths of 150m, open along strike and to depth. Visible gold was noted in multiple intersections in the sulfide and quartz mineralized shear zone, with assay grades to 15.9g/t Au. Mineralized intersections in the central 400m long section of the MEM shear averaged 9.6g/t Au over estimated average true widths of 1.2m.

Given the locally high grades encountered, the significant strike and depth potential of this shear as well as the prospect of finding numerous other mineralized shears in the MEM area and within a radius of several kilometres to the north and south, management is highly encouraged to continue exploring the Keyhole option. On conclusion of additional land acquisition, extensive ground and drone geophysical surveys will be conducted to locate additional drill targets and to test down dip on the MEM shear discovery.

In December 2019 the Company completed field exploration work at Kubi consisting of clearing the north face of the Kubi pit of vegetation and fill cover in order to expose the Kubi Main garnet-gold mineralization, returning a channel sample grading 5.93g/t Au over 3.0 metre true width. In addition, detailed ground magnetic and ground penetrating radar surveys to test the geophysical signatures of the Kubi Main gold mineralization were completed.

Field work was also completed over the 513 Zone, located 1.4km south west of the Kubi Main Gold resource, in order to test the magnetic and ground penetrating radar signatures of the gold mineralization previously identified in drilling and in order to provide the data to plan the next stages of exploration when funding permits. The 513 zone was first discovered in 2009 and 3,077m drilled to date in 25 shallow holes over a strike length of 540m. The zone is hosted in a vertical to moderately east dipping garnetized metagabbro similar to the garnet zone at Kubi Main. Best previous drill results are 4.8m at 3.76g/t from 85m depth, 8m at 3.68g/t from 64m, and 1m at 15.3 g/t from 66m. Mineralization consists of visible gold, minor pyrrhotite and arsenopyrite. Gold mineralization appears related to local magnetic highs and suggests a potential strike extension of at least another 150m to the north. The Company completed a program of ground geophysics consisting of a total of 5km of ground magnetic and 2km of induced polarization (IP) surveys. A program of trenching/auger drilling to test the grade of the surface material over the significant 513 zone drill intersections noted above, as well as to test other sections was completed with generally negative results relative to the noted deeper drill intersections – indicating potential surface depletion of gold in this area.

A limited program of ground IP surveys has also been completed over the Company’s Fahiakoba license to cover the NE strike extension of several mineralized trends from Perseus Minings Edikan Mine which adjoins Fahiakoba. Further drilling is planned to fully evaluate these well-defined trends.

Selected Annual Information

		2021	2020	2019
Net income (loss)	$'000	(673)	(501)	(590)
Net income (loss) per share $	$	(0.01)	(0.01)	(0.01)
Total assets $'000	$'000	6,316	5,515	5,262
Total long-term liabilities $'000	$'000	2,103	2,601	-

Selected Quarterly Information

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

Period ending:	Revenue	Net income (loss) for the period	Currency translation adjustment	Comprehensive Income (loss)	Net income (loss) per share
	$	$	$	$	$
January 31, 2021	Nil	(261,100)	(241,551)	(502,651)	-
October 31, 2020	Nil	(161,817)	(41,366)	(203,183)	(0.01)
July 31, 2020	Nil	(147,320)	(169,783)	(317,103)	-
April 30, 2020	Nil	(102,931)	237,024	134,093	-
January 31, 2020	Nil	(100,704)	11,583	(89,121)	-
October 31, 2019	Nil	(185,612)	12,913	(172,699)	(0.01)
July 31, 2019	Nil	(58,885)	(108,804)	(167,689)	-
April 30, 2019	Nil	(156,200)	113,004	(43,196)	-

Results of Operations

The Company's net operating loss for the year ended January 31, 2021 was $673,168 (2020: $501,401). Share-based compensation increased by $102,209 reflecting expensing of grants of options. Generally, costs for the year have been contained at or below the level of the prior year, with the exception of consulting fees which increased by $90,792 mainly related to Ghana field operations.

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

During the year ended January 31, 2021, mineral property acquisition and exploration costs totalling $457,514 (2020: $213,945), exclusive of Currency Translation Adjustments, were capitalized to mineral properties. Expenditures are detailed in the exploration expenditure table, page 9.

The table below presents the key expenditure items for the year ended January 31, 2021 and comparative year.

	Year ended January 31, 2021	2020
Expenses		
Advertising, trade shows and promotions	$ 20,112	$ 53,149
Directors' fees (	61,421	55,200
Foreign exchange (gain) loss	10,162	(155)
Gain on debt settlements	-	(38,385)
General office	22,781	28,364
Management and consulting fees	236,255	145,463
Professional services	79,128	115,486
Share-based payments	187,504	85,295
Shareholder communications	31,831	25,608
Transfer agent and regulatory fees	16,397	17,811
Travel	7,577	13,565
Net loss for the year	673,168	501,401

Dividends

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

Liquidity and Capital Resources

As at January 31, 2021, the Company had cash of $479,098 (January 31, 2020: $19,707) and current liabilities of $684,556 (January 31, 2020: $727,227). In April 2021 liquidity was significantly improved upon closing of a private placement which raised gross proceeds of $7m.

On May 14, 2020, the Company arranged a working capital loan of C$20,000 from an arm's length shareholder. The loan, together with interest totalling $1,126 calculated at rate of 8.0 percent per annum, was settled on August 8, 2020.

Long term debt settlement agreements totalling $2,601,331 initially deferred the maturity date of various amounts in accounts payable, accrued liabilities and amounts due to related parties until March 19, 2021. Of this deferral, $2,102,792 has been extended by a further 12 months until March 19, 2022. The debt agreements are non-interest bearing and are unsecured. To facilitate the transaction the Company issued 262,490 share purchase warrants. Each warrant entitles the holder to purchase one common share of the Company at an exercise price of $0.15 for a period of two years.

Key management and directors deferred cash compensation pending an improvement in the liquidity position of the Company, which the April 2021 financing has achieved.

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

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

In order to finance the Company's exploration programs and to cover general and administrative expenses, the Company raises money through private placements, shareholder loans and equity issuances. In addition, the Company continues to source funding for the development of the Kubi Gold Project as discussed in the "Principal Business" section on page 2 above.

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

Off-Balance Sheet Arrangements

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

Exploration Expenditures

Exploration expenditures for the period February 1, 2019 to January 31, 2021 were as follows:

	Property:					
	Fahiakoba	Betanase	Sraha	Kubi	Ayiem	Total
Balance at January 31, 2019	$ 3,871,426	$ 287,620	$ 862,907	$ 167,990	$ 43,849	$ 5,233,792
Geology and geophysics	26,600	2,205	3,830	39,971	2,518	75,124
Acquisition and sustaining fees	-	-	-	-	-	-
Field expenses	8,013	379	379	42,130	419	51,320
General and administrative	24,310	15,750	15,862	15,800	15,779	87,501
Currency translation adjustment	26,214	1,948	5,843	1,137	297	35,439
Balance at January 31, 2020	$ 3,956,563	$ 307,902	$ 888,821	$ 267,028	$ 62,862	$ 5,483,176
Geology and geophysics	26,189	1,766	1,721	49,875	1,630	81,181
Acquisition and sustaining fees	9,751	-	-	37,435	-	47,186
Drilling	-	-	-	27,994	-	27,994
Field expenses	13,993	1,425	2,070	113,451	1,629	132,568
General and administrative	61,176	23,785	29,653	30,199	23,772	168,585
Currency translation adjustment	(143,602)	(10,620)	(31,084)	(19,683)	(2,235)	(207,224)
Balance at January 31, 2021	$ 3,924,070	$ 324,258	$ 891,181	$ 506,299	$ 87,658	$ 5,733,466

Outstanding Securities Data

As at May 27, 2021 there are 136,445,310 common shares issued and outstanding. There are 74,318,065 warrants and 7,495,000 options outstanding as at that date.

Transactions with Related Parties

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

For the year ended January 31, 2021 the following transactions occurred:

a) Management Fees

	January 31, 2021	2020
Management and consulting fees paid or payable to MIA Investments Ltd, a company controlled by an officer and director	$ 60,000	$ 60,000
Professional services paid or payable to 1765271 Ontario Inc., a company controlled by an officer of the Company	12,000	31,500
Consulting fees paid to a former director	66,510	-
Management and consulting fees paid or payable to an officer and director	82,431	85,463
	$ 220,941	$ 176,963

b) Director Fees

	January 31, 2021	2020
Directors fees:		
F. Riedl-Riedenstein	$ 5,000	$ 12,000
A. Heath	12,000	12,000
A. Haroun	9,000	10,000
C. Korch	6,000	-
R. Norwich	5,000	-
N. Abdul Aziz	3,000	-
H. K. Arhin (ASG Mining Limited - Ghana)	16,066	15,900
R. Bourke (Asante Gold Cororation GH Limited - Barbados)	2,678	2,650
R. Holford (Asante Gold Cororation GH Limited - Barbados)	2,677	2,650
	$ 61,421	$ 55,200

During the year ended January 31, 2021 share-based payments with a fair value of $110,043 (2020: $57,850) were made to related parties.

As at January 31, 2021, included in due to related parties was $285,233 in expense reimbursements, director's fees, and professional services. Included in trade and other payables is $Nil (2020:$14,734) for professional services and director fees.

c) Loans and advances

Included in short term loans is $15,000 (2020: $Nil) due to related parties.

Included in long term liabilities due to related parties are loans and advances, fees, expense reimbursements and director's fees.

As at January 31, 2021, $275,858 (2020: $434,576) 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, 2021, $426,499 (2020: $414,532) was owing to MIA Investments Ltd. in respect of loans and advances; $614,250 (2020: $588,000) in respect of fees, and $61,852 (2020: $75,662) in respect of expense reimbursements.

As at January 31, 2021, $761,225 (2020: $733,091) was owing to other directors and officers in respect of fees, and $111,570 (2020: $144,192) in respect of director fees.

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.

Significant Accounting Policies

Significant accounting policies are detailed in the notes to the audited annual consolidated financial statements for the year ended January 31, 2021, which are available on www.sedar.com and on the Company's website.

Risks and Uncertainties

The Company is in the mineral exploration and development business and as such is exposed to a number of known and unknown risks and uncertainties common to other companies in the same business. There are a number of risks which may have a material and adverse impact on the future operating results and financial performance of the Company and could cause actual events to differ materially from those described in forward-looking statements related to the Company. These risks are in addition to those outlined in technical reports as well as the other information contained in the Company's public filings on SEDAR. Before making an investment decision, prospective investors should carefully consider the risks and uncertainties associated with any such decision and should seek independent financial advice.

Title to Mineral Properties

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 or in renewals or extensions of licences which may take considerable periods to effect. Government notice of termination is given 30 days in advance to provide time for any noted deficiencies to be corrected. The Company operates on the basis that title is secure unless notified of cancellation, and to date the Company has not received notice that any of the mineral titles it operates have been cancelled. If the Company does not have title to its mineral properties, there will be adverse consequences to the Company and its business prospects.

Financial Risk Management

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

Credit Risk

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

Liquidity Risk

Liquidity risk is the risk that the Issuer will not be able to meet its financial obligations when they become due. The Issuer ensures, as far as reasonably possible, it will have sufficient capital or access to debt in order to meet short to medium term business requirements, after taking into account cash flows from operations and the Issuer's holdings of cash and cash equivalents. The liquidity risk at this time has been ameliorated by the closing of a private placement in April 2021 for gross proceeds of $7m. The current investment climate related to the gold price has a strong impact on junior mining companies and their ability to raise funding for operations. The Company intends to raise funds from external sources through joint ventures, equity and debt.

Foreign Exchange Risk

The Issuer is exposed to financial risk arising from fluctuations in foreign exchange rates and the degree of volatility of these rates. At January 31, 2021, the Company is exposed to currency risk through the following financial instruments denominated in foreign currencies:

		US Dollars		Ghana Cedis
Net Liabilities	$	217,397	₵	316,171
CAD foreign exchange rate		1.2780		0.2181
CAD equivalent	$	277,834	$	68,957

A 10% increase in the Canadian (CAD) dollar against the foreign currency at January 31, 2021 would result in an increase (decrease) to net income as tabled below, assuming that all other variables remain constant:

		US Dollars		Ghana Cedis
Change in net income	$	27,783	$	6,896

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, 2021 would result in a decrease to other comprehensive income of approximately $575,000 arising from the Company's exploration and evaluation assets.

Interest rate risk

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

Commodity Price Risk

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

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

COVID-19 Virus Pandemic

The actual and threatened spread of the virus globally has had a material adverse effect on the global economy and, specifically, the regional economies in which the Company operates. Most recent progress globally with the distribution of vaccines is anticipated to have a further mitigating effect, and although the pandemic could continue to impact the volatility of stock markets, including trading prices of the Company's shares and its ability to raise new capital, the most recent capital raise of $7m and the proposed listing on the Ghana Stock Exchange are indicators that operations can continue despite difficult conditions. Nevertheless, given the spread of COVID-19 variants, the possibility of a more significant impact on the Company's future operations cannot be excluded.

Capital Management

The Issuer's intended policy is to maintain a strong capital base and deal flow so as to maintain investor and creditor confidence and to sustain future development of the business. The capital structure of the Issuer consists of cash and equity, comprising of issued common shares, share based payment reserve, accumulated and other comprehensive income (loss) and deficit.

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

Fair Value

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

Level 1 - Unadjusted quoted prices in active markets for identical assets or liabilities;

Level 2 - Inputs other than quoted prices that are observable for the asset or liability either directly or indirectly; and

Level 3 - Inputs that are not based on observable market data.

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.

The following table shows the classification of financial assets and liabilities under IFRS 9:

Financial assets/liabilities	**Classification**
Cash	FVTPL
Receivables	Amortized cost
Staff loans	Amortized cost
Trade and other payables	Amortized cost
Due to related parties	Amortized cost
Short term loans	Amortized cost
Other liabilities	Amortized cost