

*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 six months ended July 31, 2021. It is prepared as at September 28, 2021 and was approved by the Board of Directors on that date.*

*This MD&A should be read in conjunction with the Company's unaudited condensed interim consolidated financial statements for the six months ended July 31, 2021 and the audited consolidated financial statements for the year ending January 31, 2021 including the related note disclosures. The Company's 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](http://www.sedar.com) or the Company's website at [www.asantegold.com](http://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 unaudited condensed interim consolidated financial statements for the six months ended July 31, 2021 and related notes thereto. The unaudited condensed interim consolidated financial statements were prepared in accordance with International Financial Reporting Standards. All currency amounts are expressed in Canadian dollars unless otherwise stated.

### Highlights

On August 4, 2021, the Company announced that it had entered into an agreement with Resolute Mining Limited (Resolute) to purchase 100% of their Bibiani Gold Mine ("Bibiani") in Ghana, and further announced on August 19, 2021 that the transaction had closed.

Key terms of the transaction are:

- Asante acquires Resolute's interest in Bibiani through the purchase of 100% of the shares in Mensin Bibiani Pty Ltd., for a total cash consideration of US\$90 million payable in three tranches as follows:
  - US\$30 million initial payment on closing.
  - Additional US\$30 million to be paid on or before 6 months from completion.
  - Final US\$30 million to be paid on or before 12 months from completion.

The agreement has received Ministerial Consent, having been approved by the Ghanaian Honourable Minister of Lands and Natural Resources

- To fund the initial payment, start up and working capital, Asante accepted Subscription Receipts from accredited investors for C\$74,650,000, which at completion converted to 106,642,857 Asante common shares at C\$0.70 per share. A finder's fee of 4% on a portion of the subscription receipts, totaling 1,593,000 subscription receipts, converted to 2,275,714 common shares. No new control blocks were created as a result of this financing.
- On September 23, 2021 the Company announced a strategic investment of US\$5 million in Roscan Gold Corporation ("Roscan") ROS:TSXV. In terms of the investment, Asante will subscribe for 22.1 million common shares at a price of \$0.29.

### 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.

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 additional 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.

In addition the Company may acquire Goknet’s interests in eight prospecting licences: two totaling ~38 km<sup>2</sup> 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 Minerals Commission of Ghana has recommended the transfer of the PL’s to Asante.

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 (completed), 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 (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 August 19, 2021 the Company acquired the Bibiani Gold Mine in Ghana from Resolute Mining Limited through the purchase of 100% of the shares of Mensin Bibiani Pty Ltd. The mine has been on care and maintenance since Ashanti Goldfields exited the project in 2006, at a time when the price of gold was US\$650 per ounce. During the tenure of its ownership, Resolute completed 50,500 metres of drilling and issued a Feasibility Study Update in July 2018.

Asante plans to bring the mine back to production within the course of 2022, and has mobilized Harlequin International (Ghana) (“Harlequin”) through an Early Works EPCM contract to initiate the refurbishment of the Bibiani Mine processing plant. Concurrently Asante has appointed its key operations team to fast track the process of bringing Bibiani to production. Asante recognizes exploration upside potential opportunities, both from near surface and underground targets, and has commenced a drill program on the Bibiani property.

The Company has also announced a strategic investment of USD\$5m in Roscan Gold Corporation, a West African gold explorer. (Refer News Release September 23, 2021).

On May 28, 2021 the company announced it had received notice from the Minerals Commission of Ghana that eight highly prospective concessions covering approximately 314 km<sup>2</sup> have been recommended for transfer to Asante.

These licenses are comprised of the Diaso (104.1km<sup>2</sup>), Juabo (59.2 km<sup>2</sup>), Manhia (18.69km<sup>2</sup>), Dunkwa Gyimigya (32.72km<sup>2</sup>), Gyimigya (5.52km<sup>2</sup>), Agyaka Manso (40.0km<sup>2</sup>), Amuabaka (28.86km<sup>2</sup>) and Nkronua-Atifi (24.97km<sup>2</sup>) prospecting licenses (PL’s). All licenses are being acquired, on an as issued by the Minerals Commission basis, from Goknet Mining Company Limited (the “Vendor”) pursuant to the terms of agreement with Goknet dated December 28, 2016.

The concessions were variously explored by Canadian exploration juniors Nevsun Resources, Tri-Star Gold and Golden Rule Resources in the late 1990’s, and most recently by PMI Gold Corporation (now Galiano Gold) from 2002 thru August 2014 when rights to the land was acquired by Goknet.

Extensive work programs consisting of airborne magnetic, electromagnetic, and radiometric surveys, ground geophysics, regional silt and detail soil sampling, auger, aircore, reverse circulation and diamond drilling, and advanced exploration/structural interpretations have been completed. Multiple areas with initial discovery drill holes have been outlined for further follow up by Asante once the transfers have been completed.

The Juabo, Diaso and Manhia concessions are contiguous/on strike with our Keyhole Gold project, an area which has been the subject of extensive alluvial mining over a 7km length over the past 40 years. Their acquisition will finally allow the company to commence an aggressive exploration program to locate the bedrock source of the gold mineralization under the Ankobra River, a strong northerly trending structure which stretches 200km from the goldfields at Tarkwa/Prestea to Newmont’s Ahafo gold mine. The Company will issue 375,000 fully paid common shares of the Company for each of the PL’s so transferred, to a maximum of 3,000,000 shares, and reserve for the vendor a royalty equal to 2.0% of the Net Smelter Returns on each of the concessions transferred. Shares issued will be subject to a hold period expiring four months and one day from the date of issuance. In addition, 80% of the shares issued will be held in escrow and released as to 10% every 3 calendar months after the date which is four months and one day after the date of their issue.

On June 2, 2021 - the Company announced that Metso Outotec has been engaged as a Principle Project Development Partner to complete a preliminary capital and operating cost estimate on treatment options for processing of free-milling gold from our Kubi Gold Project in Ghana.

Metso Outotec is a frontrunner in sustainable technologies, end-to-end solutions and services for the minerals processing, metals refining and aggregates industries globally.

The Company has completed a drilling program to provide three composite samples for metallurgical evaluation of Kubi Main Zone gold mineralization for the study. Metso Outotec initiated and will supervise the test work at SGS Randfontein (South Africa). Final study results are expected in late 3rd Qtr. 2021.

On June 3, 2021, Asante announced the appointment of two internationally renowned mineral consultants to our mine development and exploration teams.

Mr. Dave Anthony has been appointed as Chief Operating Officer. Mr. Anthony has +40 years' experience in mining and mineral processing mostly gained at the senior management & executive levels in gold process plant design, permitting, construction and operation. He has designed, delivered and operated open pit and underground mine operating assets with CAPEX from \$100M to \$3.6B and with total material movement to 40Mt/y. Mr. Anthony is a former COO of African Barrick Gold and has extensive international experience including development and operation of the Barrick - Bulyanhulu, Tulawaka & Buzwagi mines in Tanzania, as well as the former COO of Cardinal Resources, responsible for development of the Namdini mine project in Ghana. Mr. Anthony has also worked extensively in Canada, Ecuador, and Brazil. He is recognized as a resourceful team leader, with a track record of delivering high quality assets on time and on budget, with exemplary safety and environmental performance.

The Company also welcomed Paul Abbott as Manager Geology. Mr. Abbott holds a MSc. in geology with 50 years of international exploration and mining experience, including 30 years in West Africa, primarily in Ghana. Mr. Abbott is credited with numerous gold discoveries, most recently the 7.0Moz Namdini gold deposit being developed by Cardinal Resources in northern Ghana. He has worked extensively at Kubi and on the delineation of the 4.5Moz Obotan deposit for PMI Gold Corporation (now the Galiano Gold - Goldfields Nkran Mine), on Ghana's Asankrangwa gold belt. This experience is key to the further exploration of the Company's Keyhole gold project concessions that are located adjacent to and south west of Galiano Gold's holdings.

The Company is continuing with its listing application to trade on the Ghana Stock Exchange. 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 3<sup>rd</sup> Qtr2021.

## **Key Activities**

The Company is currently focussing on the refurbishment of the Bibiani processing plant and on developing a mine plan to commence production at Bibiani during 2022. To reach production at Kubi, the Company is currently evaluating surface oxide mining opportunities as well as specialized equipment to mine from surface. This would be done in conjunction with conventional underground mining by either decline and/or shaft access at Kubi. Further exploration at Keyhole and other Ghanaian holdings continues.

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

## Capital Stock and Financing

On August 19, 2021, pursuant to a private offering, the Company issued 106,642,857 common shares at \$0.70 per share for gross proceeds of \$74.65 million. In connection with this offering, the Company issued 2,275,714 common shares with a fair value of \$2,298,471 as finders fees.

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.

## Overall Performance

The Company has no operational revenue, and exploration activity has till recently 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 acquisition of the Bibiani Mine and capital raise of C\$74.65 million and the proposed listing on the Ghana Stock Exchange are indicators that operations can continue despite difficult market 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.

Ground geophysics and drilling programs are continuing at Bibiani and Kubi. Metso Outotec is continuing with its preliminary capital and operating cost estimate on treatment options for processing of free-milling gold from Kubi, with final study results are expected in late 3rd Qtr. 2021.

### 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
	\$	\$	\$	\$	\$
July 31, 2021	Nil	(458,505)	99,147	(359,358)	-
April 30, 2021	Nil	(283,146)	(246,510)	(529,656)	(0.01)
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)

### Results of Operations

The Company’s net operating loss for the six months ended July 31, 2021 was \$741,651 (2020:\$250,252).

In April 2021, the raise of \$7million enabled the Company to increase its level of activity significantly over the comparative period in the prior year, leading to an increase in communication costs to keep shareholders informed. Professional fees increased by \$210k due to work towards a co-listing in Ghana and the Bibiani acquisition. Management and consulting fees increased due to engagement of consultants for the Bibiani project and to the elimination of the voluntary fee reduction effected by management over the past several years. The foreign exchange loss of \$64,706 reflects the movement in the USD/CAD exchange rate. Access to vaccines permitted an increase in travel.

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 six months ended July 31, 2021, mineral property acquisition and exploration costs totalling \$1,970,129 (2020: \$74,439), exclusive of Currency Translation Adjustments, were capitalized to mineral properties. Expenditures are detailed in the exploration expenditure table, page 9.

**MANAGEMENT DISCUSSION AND ANALYSIS**  
**For the six months ended July 31, 2021**

The table below presents the key expenditure items for the three and six months ended July 31, 2021 and comparative year.

	Six months ended		Three months ended	
	July 31,		July 31,	
	2021	2020	2021	2020
Expenses				
Advertising, trade shows and promotions	\$ 6,952	\$ 12,637	\$ 4,832	\$ 3,190
Directors' fees (Note 9)	37,951	27,978	19,916	13,464
Foreign exchange (gain) loss	64,706	-	29,704	-
General office	41,837	14,208	30,530	7,979
Management and consulting fees (Note 9)	170,355	74,257	99,462	37,030
Professional services (Note 9)	241,158	31,314	205,034	23,379
Share-based payments (Note 7 and 9)	92,532	58,384	-	54,704
Shareholder communications	40,541	18,818	26,705	1,000
Transfer agent and regulatory fees	10,185	10,072	7,110	6,496
Travel	35,434	2,584	35,212	76
<b>Net loss for the period</b>	<b>741,651</b>	<b>250,252</b>	<b>458,505</b>	<b>147,318</b>

*Note references refer to Notes to the Financial Statements*

## 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 July 31, 2021, the Company had cash of \$7,091,715 (January 31, 2021: \$479,098) and current liabilities of \$2,637,062 (January 31, 2021: \$684,556). In April 2021 liquidity was significantly improved upon closing of a private placement which raised gross proceeds of \$7m.

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 was extended by a further 12 months until March 19, 2022 and currently \$1,872,904 remains unpaid. As the settlement date is now within the next 12 months, the balances outstanding have been moved to current liabilities. The debt agreements are non-interest bearing and are unsecured. To facilitate the initial 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 achieved, and monthly payments have resumed.



At present, the Company's operations do not generate cash flow and its financial success is dependent on management's ability to fully commission the newly acquired Bibiani Mine, and to discover and develop other 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 has raised money through private placements, shareholder loans and equity issuances. In addition, the Company continues to source funding for the acquisition and development of the Bibiani Mine, and of the Kubi Gold Project as discussed in the "Principal Business" section on page 2 above. The Company may seek other financing sources to achieve its goals.

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 several factors, including the progress of exploration and development activities. Management believes it will be able to raise capital as required in the long term, but also recognizes 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, 2020 to July 31, 2021 were as follows:

	Property:					
	Fahiakoba	Betanase	Sraha	Kubi	Ayiem	Total
<b>Balance at January 31, 2020</b>	\$ 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)
<b>Balance at January 31, 2021</b>	3,924,070	324,258	891,181	506,299	87,658	5,733,466
Geology and geophysics	2,746	1,639	873	44,686	873	50,817
Acquisition and sustaining fees	59,320	2,832	2,832	2,240	2,832	70,056
Drilling	-	-	-	495,135	-	495,135
Field expenses	3,812	522	522	248,185	654	253,695
General and administrative	19,745	19,488	22,059	21,282	21,353	103,927
Currency translation adjustment	(180,498)	11,279	(37,114)	(35,525)	(4,900)	(246,758)
<b>Balance at April 30, 2021</b>	\$ 3,829,195	\$ 360,018	\$ 880,353	\$ 1,282,302	\$ 108,470	\$ 6,460,338
Geology and geophysics	4,357	3,110	6,836	186,072	1,372	201,747
Acquisition and sustaining fees	-	-	-	50,777	-	50,777
Drilling	-	-	-	396,946	-	396,946
Field expenses	8,014	3,293	2,189	239,066	2,379	254,941
General and administrative	3,716	2,448	2,571	80,958	2,395	92,088
Currency translation adjustment	55,391	5,309	12,843	31,589	1,647	106,779
<b>Balance at July 31, 2021</b>	3,900,673	374,178	904,792	2,267,710	116,263	7,563,616

### Outstanding Securities Data

As at September 24, 2021 there are 251,781,381 common shares issued and outstanding. There are 69,450,565 warrants and 12,845,000 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 six months ended July 31, 2021 the following transactions occurred:

#### a) Management Fees

	July 31,	
	2021	2020
Management and consulting fees paid or payable to MIA Investments Ltd, a company controlled by an officer and director	\$ 80,000	\$ 30,000
Professional services paid or payable to 1765271 Ontario Inc., a company controlled by an officer of the Company	38,500	6,000
Management and consulting fees paid or payable to an officer and director	40,891	44,257
	\$ 159,391	\$ 80,257

#### b) Directors Fees

	July 31,	
	2021	2020
Directors fees:		
A. Heath	6,000	6,000
C. Korch	6,000	6,000
R. Norwich	6,000	-
N. Abdul Aziz	6,000	-
M Easah	4,000	-
H. K. Arhin (ASG Mining Limited - Ghana)	7,463	8,234
R. Bourke (Asante Gold Cororation GH Limited - Barbados)	1,244	1,367
R. Holford (Asante Gold Cororation GH Limited - Barbados)	1,244	1,367
	\$ 37,951	\$ 22,968

During the six months ended July 31, 2021 share-based payments with a fair value of \$14,721 (2020:\$52,174) were made to related parties. As at July 31, 2021 included in due to related parties was \$176,800 in expense reimbursements, director's fees, professional service fees (January 31, 2021: \$285,233). As at July 31, 2021 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 \$Nil (January 31, 2021:\$15,000) 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 July 31, 2021, \$109,279 (January 31, 2021:\$275,858) was owing to Goknet Mining Company Limited, a company with a common director of the Company, in respect of loans and advances.

As at July 31, 2021, \$392,172 (January 31:\$426,499) was owing to MIA Investments Ltd. in respect of loans and advances; \$630,000 (January 31, 2021:\$614,250) in respect of fees, and \$57,622 (January 31, 2021: \$61,852) in respect of expense reimbursements.

As at July 31, 2021, \$775,426 (January 31, 2021:\$761,225) was owing to other directors and officers in respect of fees, and \$69,601 (January 31, 2021:\$111,570) 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. Long term debt agreements have a repayment date of no later than March 19, 2022, and consequently are reflected as current liabilities.

Included in short term loans is \$Nil (January 31, 2021: \$15,000) due to related parties.

### **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](http://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 and a further financing in August 2021 of \$74.54m, but the recommissioning of the Bibiani processing plant and payment of the balance of the purchase price for Bibiani necessitate that the Company access additional funding to complete the processes. 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. As at July 31, 2021, the Company is exposed to currency risk through the following financial instruments denominated in foreign currencies:

	US Dollars	Ghana Cedis
Net Assets/(Liabilities)	\$ 1,634,385	¢ (354,915)
CAD foreign exchange rate	1.2462	0.2181
CAD equivalent	\$ 2,036,771	\$ (77,407)

A 10% increase in the Canadian (CAD) dollar against the foreign currency at July 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	\$ 203,677	-\$ 7,741

The Company is also exposed to foreign currency risk because the Company's exploration and evaluation assets are denominated in United States dollars. A 10% increase in the CAD dollar against the United States dollar at July 31, 2021 would result in a decrease to other comprehensive income of approximately \$756,000 arising from the Company's exploration and evaluation assets.

The acquisition of the Bibiani Mine in August 2021 is denominated in US dollars, and USD\$60m is outstanding as of the date of this MDA. Consequently there is forex risk associated with this balance.

### *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 raises of \$7m and \$74.65m and the proposed listing on the Ghana Stock Exchange are indicators that operations can continue despite difficult conditions. Work in the field has not been significantly impacted by the pandemic. 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:

<b>Financial assets/liabilities</b>	<b>Classification</b>
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