Asante GOLD CORPORATION

(Incorporated as a public limited liability company in Canada under the Business Corporations Act of British Columbia with registration number BC 0909607, on 4th May 2011)
(Registered in Ghana as an external company with registration number ET000800721)

PROSPECTUS

DATED : 01 SEPTEMBER 2024

RELATING TO THE OFFER AND LISTING OF BONDS (UNDER THE GHS EQUIVALENT OF USD 400,000,000 BOND ISSUANCE PROGRAMME) ON THE GHANA FIXED INCOME MARKET OF THE GHANA STOCK EXCHANGE

JOINT LEAD ARRANGER & CO-SPONSORING BROKER

ic

JOINT LEAD ARRANGER & CO-SPONSORING BROKER

TEMPLE INVESTMENTS

BOND TRUSTEE & PAYING BANK & ESCROW ACCOUNT BANK & DSR ACCOUNT BANK

FIDELITY BANK

REPORTING ACCOUNTANTS

KPMG

REGISTRAR/TRANSFER AGENT/CALCULATION AGENT

CENTRAL SECURITIES DEPOSITORY
You invest, we protect

LEGAL ADVISERS

JLD & MB LEGAL CONSULTANCY

IMPORTANT NOTICES AND DISCLAIMERS

THIS PROSPECTUS CONTAINS IMPORTANT INFORMATION ABOUT THE ISSUER AND THE BONDS ISSUED UNDER THIS PROGRAMME. PROSPECTIVE INVESTORS SHOULD CAREFULLY READ THIS DOCUMENT AS WELL AS CONSULT THEIR PROFESSIONAL INVESTMENT ADVISERS AND DEALERS ABOUT THE SOUNDNESS OF THEIR CHOICE TO INVEST IN THE BONDS ISSUED UNDER THIS PROGRAMME PRIOR TO MAKING A PURCHASE.

Asante Gold Corporation (the "**Company**" or "**Asante Gold**" or "**Issuer**") is a public limited liability company incorporated in Canada under the Business Corporations Act of British Columbia with registration number BC 0909607, on 4th May 2011 with its principal business activities being the exploration and evaluation of mineral properties. The Company is listed on the Canadian Securities Exchange ("**CSE**") and the Frankfurt Stock Exchange ("**FWB**") and is listed by introduction on the Ghana Stock Exchange ("**GSE**"). The Company is also registered in Ghana as an external company with registration number ET000800721.

The Issuer has established this bond issuance programme to raise an aggregate amount of up to the Ghana Cedi ("**GHS**") equivalent of USD 400,000,000 (the "**Programme"**) for the purpose set out in Section 2.3 below. Under the Programme, the Issuer may, from time to time, issue Bonds (as defined) denominated in any currency as specified in an Applicable Pricing Supplement (as defined) subject to the approval of the Bank of Ghana (in the case of issuance of Bonds denominated in a foreign currency). The maximum aggregate principal amount of all Bonds, from time to time, outstanding under the Programme will not exceed the GHS equivalent of USD 400,000,000.

The Applicable Pricing Supplement which pertains to the Bonds of such Series (as defined) or Tranche (as defined) shall contain the final offer price, aggregate principal amount and interest (if any) payable in respect of such Bonds and all other terms and conditions not contained herein which are applicable to each Series or each Tranche. Each Applicable Pricing Supplement shall be subject to the approval of the SEC (as defined).

This prospectus (the "**Prospectus"**) provides, among others, the terms and conditions of the Bonds and the risk factors relating to the Bonds and the Issuer.

The Prospectus has been reviewed and approved by the SEC in accordance with section 3 of the Securities Industry Act (as defined) and Regulation 51 of the SEC Regulations (as defined). In its review, the SEC examined the contents of this Prospectus to ensure that adequate disclosures have been made. To ascertain the financial soundness or value of the Bonds, investors are advised to consult a dealer, investment adviser, or other professional for appropriate advice.

Provisional approval has been obtained from the GSE for permission to admit and trade the Bonds on the Ghana Fixed Income Market (**GFIM**) of the GSE. Such approval is granted subject to the Issuer fulfilling all listing requirements.

A copy of this Prospectus has also been delivered to the ORC (as defined) for filing as required under section 308(6) of the Companies Act.

Neither the SEC, nor the GSE, nor the ORC assumes any responsibility for the correctness of any statements made, opinions expressed, or reports contained in this Prospectus. Neither the SEC, nor the GSE, nor the ORC has verified the accuracy and truth of the contents of this Prospectus or any other documents submitted under it, and the SEC, the GSE and the ORC will not be liable for any claim of any kind whatsoever. Approval of the issuance and/or listing of the Bonds by the SEC or the GSE is not to be taken as an indication of the merits of the Issuer or of any issue of the Bonds.

The contents of this Prospectus do not constitute, and are not to be construed as, legal, business or tax advice. Each investor should consult his/her/its own independent legal adviser, financial adviser or tax adviser for legal, financial and/or tax advice in relation to the purchase of the Bonds.

Prospective investors should also pay particular attention to the factors described under Section 6 (*Risk Factors*) in this Prospectus.

A. GENERAL INFORMATION

The Issuer accepts responsibility for the information contained in this Prospectus and the Applicable Pricing Supplement for each Tranche or Series issued under the Programme. To the best of the knowledge of the Issuer (having taken all reasonable care to ensure that such is the case), the information contained in this Prospectus is in accordance with the facts as at the date hereof and does not omit anything likely to affect the import of such information.

The scientific and technical information contained in this Prospectus relating to the Issuer's mineral projects has been approved by Dave Anthony, the Chief Executive Officer and a President of the Company, and a "qualified person" within the meaning of National Instrument 43-101 – Standards of Disclosure for Mineral Project of the Canadian Securities Administrators.

To the best of the knowledge and belief of the Joint Lead Arrangers (as defined), the Co-Sponsoring Brokers (as defined), the Bond Trustee (as defined), the Reporting Accountants (as defined) and the Legal Advisers (as defined) (or any of their respective directors, Affiliates, advisers or agents), the Prospectus constitutes full and fair disclosure of all material facts about the Programme and the Issuer.

The distribution of this Prospectus and the offer or sale of the Bonds in certain jurisdictions may be restricted by law. Neither the Issuer nor the Joint Lead Arrangers nor the Dealers (as defined) represents that this Prospectus may be lawfully distributed, or that any of the Bonds may be lawfully offered, in compliance with any applicable registration or other requirements in any such jurisdiction, or pursuant to an exemption available thereunder, or assume any responsibility for facilitating any such distribution or offering. In particular, no action has been taken by the Issuer which is intended to permit an offering of any of the Bonds or distribution of this Prospectus in any jurisdiction where action for that purpose is required. Accordingly, no Bonds may be offered or sold, directly or indirectly, and neither this Prospectus nor any advertisement or other offering material may be distributed or published in any jurisdiction, unless such offer or sale is in compliance with any applicable laws and regulations. Persons into whose possession this Prospectus or any Bonds may come must inform themselves about, and observe, any such restrictions. In particular, the Bonds have not been and will not be registered under U.S. federal or state securities laws ("**U.S. Securities Laws")** and may not be offered or sold in the United States except pursuant to an exemption from, or transaction not subject to, any registration requirements under and in accordance with all applicable U.S. Securities Laws and any other jurisdiction. See "Form of Bonds" for a description of the manner in which Bonds will be issued. Bonds are subject to certain restrictions on transfer, see "Selling Restrictions".

This Prospectus does not constitute an offer and may not be used for the purpose of an offer or solicitation by anyone in any jurisdiction or in any circumstances in which such an offer or solicitation is not authorised or is unlawful. The Issuer and the Joint Lead Arrangers accept no responsibility for any violation by any person of any such restrictions.

Before deciding whether to subscribe for the Bonds, an investor should consider whether the Bonds are a suitable investment. Investors should consult suitable professional advisers when making a decision as to whether to purchase the Bonds. No person is authorised to give any information or make any representation not contained in this Prospectus or the Bond Documents in connection with the Programme, and, if given or made, such information or representation must not be relied upon as having been authorijxxsed by the Issuer or the Arrangers.

The information contained in this Prospectus is accurate only as of the date of the Prospectus, regardless of the time of delivery of this Prospectus or any offering or sale of the Bonds. In the event that this Prospectus is delivered to or comes into the possession of any investor at any time after the date hereof, it is for, and the responsibility of, the investor to ascertain whether any supplement or amendment of the information herein contained has been made or issued, or whether updated information is available. Such updated information can be obtained from the registered offices of the Issuer and the Bond Trustee. Reliance on this Prospectus at any time subsequent to the date hereof without reference to any such updated information subsequent to the date of the Prospectus shall be at the investor's risk.

This Prospectus is to be read in conjunction with all documents specifically stated to be incorporated or referred to herein and should be read and understood on the basis that such other documents are incorporated in and form part of this Prospectus under Section 4 (*Incorporation of Documents by Reference*) hereof.

All payments in respect of the Bonds will be subject to deduction for, or on account of, taxes in Ghana, as described in Condition 11.8 of the Conditions (as defined).

B. SUPPLEMENTS TO THE PROSPECTUS

In the event of any occurrence of a significant factor after the issuance of the Prospectus or a material mistake or inaccuracy relating to the information included in the Prospectus, the Issuer may prepare a supplement to this Prospectus to address such significant factor or material inaccuracy. The Issuer may also publish a new prospectus for use in connection with any subsequent issue of Bonds. Such supplement or new prospectus will be subject to the approval of the SEC.

C. PRESENTATION OF FINANCIAL INFORMATION

Unless otherwise indicated, the financial information regarding the Issuer set out in this Prospectus has been derived from the financial reports set out under Section 14 (*Financial Reports*) and Appendix C (*Reporting Accountants Report*) of this Prospectus and reviewed by the Reporting Accountants (as defined). The Company has a fiscal year ending January 31st. Any year figures that are on a fiscal basis are denoted as “fiscal” or “FY”. Any year figures without this notation refer to calendar years.

D. ROUNDING

Some numerical figures included in this Prospectus may have been subject to rounding adjustments. Accordingly, numerical figures shown as totals in certain figures may not be an arithmetic aggregation of the figures that precede them.

E. FORWARD-LOOKING STATEMENTS

This Prospectus includes “forward-looking statements” that reflect the Issuer’s intentions, beliefs or current expectations and projections about its future results, operations, financial condition, liquidity, performance, prospects, anticipated growth, strategies, plans, opportunities, trends, and the market in which it operates.

These forward-looking statements are based on numerous assumptions regarding the Issuer's present and future business and the environment in which it expects to operate in the future. Forward-looking statements are subject to known and unknown risks, uncertainties, assumptions, and other factors that could cause the Issuer's actual results, operations, financial condition, liquidity, performance, prospects, anticipated growth, strategies, plans or opportunities, as well as those of the markets it serves or intends to serve, to differ materially from those expressed in, or suggested by, forward-looking statements contained in this Prospectus.

The forward-looking statements speak only as of the date of this Prospectus. The Issuer expressly disclaims any obligation or undertaking to release publicly any updates or revisions to any forward-looking statement contained herein to reflect any change in its expectations with regard thereto or any change in events, conditions, or circumstances on which any such statement is based. An investor should not place undue reliance on any forward-looking statements and is cautioned that any forward-looking statements are not guarantees of future results, performance or achievements of the Issuer.

F. TRANSACTION ADVISERS

IC Securities (Ghana) LTD (IC Securities) and Temple Investments LTD (Temple) are acting as the Joint Lead Arrangers (as defined) and Co-Sponsoring Brokers (as defined) for the Programme. IC Securities and Temple consent to act in the specified capacities and to their names being stated in this Prospectus. Neither IC Securities, Temple nor any of their employees or principals have any material direct or indirect economic or financial interest in the Issuer.

Fidelity Bank Ghana LTD (Fidelity Bank) is acting as the Bond Trustee, the Paying Bank (as defined), DSR Account Bank (as defined) and Escrow Account Bank (as defined) for the Programme. Fidelity Bank consents to act in the specified capacities and to its name being stated in this Prospectus. Neither Fidelity Bank nor any of its employees or principals has any material direct or indirect economic or financial interest in the Issuer.

Central Securities Depository (GH) LTD (CSD) is acting as the Calculation Agent (as defined), Transfer Agent (as defined) and Registrar (as defined) in respect of the Programme. CSD consents to act in the specified capacities and to its name being stated in this Prospectus. Neither CSD nor any of its employees or principals has any material direct or indirect economic or financial interest in the Issuer.

KPMG is acting as Reporting Accountants to the Issuer in respect of the Programme. KPMG consents to act in the specified capacity and to its name being stated in this Prospectus and confirms that it has not withdrawn its consent to any statement or report prepared by it being included in this Prospectus (in the form and context in which it is included). As indicated above, KPMG has reviewed the financial reports set out under Section 14 (*Financial Reports*) and Appendix C (*Reporting Accountants Report*) of this Prospectus. Neither KPMG nor any of its partners, principals or employees has any material direct or indirect economic or financial interest in the Issuer.

JLD & MB Legal Consultancy (JLD & MB) is acting as Legal Advisers to the Issuer in respect of the Programme. JLD & MB consents to act in the specified capacity and to its name being stated in this Prospectus and confirms that it has not withdrawn its consent to any statement or report prepared by it being included in this Prospectus (in the form and context in which it is included). JLD & MB has prepared the Legal Compliance Letter (as defined) set out under Appendix E (*Legal Compliance Letter*) of this Prospectus. Neither JLD & MB nor any of its partners or employees has any material direct or indirect economic or financial interest in the Issuer.

G. DIRECTORS' RESPONSIBILITY STATEMENT

The Issuer and its Directors accept responsibility for the information contained in this Prospectus. This Prospectus has been reviewed and approved by the Directors of the Issuer, who collectively and individually accept full responsibility for the accuracy of the information given and, after making all reasonable inquiries and to the best of their knowledge and belief, confirm that there are no facts the omission of which would make any statement in the document referred to above misleading.

No Director of the Issuer has been involved in any of the following events: (a) a petition under bankruptcy laws in any jurisdiction filed against such person or any partnership in which s/he was a partner or any corporation of which s/he was a director or chief executive officer; (b) such person has been convicted of fraud, misappropriation or breach of trust or any other similar offence; (c) such person was the subject of any order, judgement or ruling of any court of competent jurisdiction or administrative body enjoining him/ her from acting as an investment adviser, dealer's representative, investment representative, a director of a financial institution or engaging in any type of business or professional activity.

None of the Directors intend to take part in the offer under the Programme. The Issuer Board warrants that no takeover offer has been made in respect of the shares of the Issuer over the past or current financial year.

Signed for and on behalf of the Issuer on 1st September 2024

....	....
Dave Anthony	**Malik Easah**
President & CEO	**Executive Chairman**

TABLE OF CONTENTS

IMPORTANT NOTICES AND DISCLAIMERS 1
CORPORATE INFORMATION OF ISSUER 8
CONTACT DETAILS OF THE TRANSACTION ADVISERS AND PARTIES 9
DEFINITIONS 11
1. GENERAL DESCRIPTION OF THE PROGRAMME 21
2. LEGAL BASIS AND USE OF PROCEEDS FOR THE PROGRAMME 23
3. SUMMARY OF THE PROGRAMME 25
4. INCORPORATION OF DOCUMENTS BY REFERENCE 30
5. FORM OF THE BONDS 32
6. RISK FACTORS 33
7. INFORMATION ON THE ISSUER 55
8. OVERVIEW OF THE GOLD MINING INDUSTRY 76
9. OVERVIEW OF THE GHANAIAN ECONOMY 79
10. OVERVIEW OF THE GHANAIAN CAPITAL MARKET 84
11. CONDITIONS 86
12. SUBSCRIPTION AND SALE INFORMATION 111
13. LEGAL COMPLIANCE LETTER 113
14. FINANCIAL REPORTS AND FORECASTS 114
15. GENERAL INFORMATION 115
APPENDIX A: APPLICATION FORM 117
APPENDIX B: FORM OF GLOBAL BOND CERTIFICATE 121
APPENDIX C: REPORTING ACCOUNTANTS REPORT 123
APPENDIX D: FORM OF APPLICABLE PRICING SUPPLEMENT 186
APPENDIX E: LEGAL COMPLIANCE LETTER 192
APPENDIX F: CERTIFICATE OF INDEBTEDNESS AS OF Q1 - 2024 199
APPENDIX H: MATERIAL CONTRACTS 210
APPENDIX I: LITIGATION AND CLAIMS TABLE 213

CORPORATE INFORMATION OF ISSUER

Issuer	**Asante Gold Corporation** **Canada Address:** Suite 615, 800 West Pender Street, Vancouver, British Columbia, Canada, V6C 2V6. Email: info@asantegold.com **Ghana Address:** 17 Jungle Avenue, East Legon Accra Telephone: +233-303-972-147 Contact: David Wiens Email: david.wiens@asantegold.com
Directors	Malik Easah – Executive Chairman Dave Anthony – President and CEO Alex Heath – Director Bashir Akwasi Ahmed – Director Carsten Korch – Director Mohammad S.A.A Alothman – Director Roger Norwich – Director Alexander Smirnov – Director Edward Nana Yaw Koranteng – Director
Company Secretary	Charlotte May Corporate Secretary Asante Gold Corporation Suite 615, 800 West Pender Street, Vancouver, BC, Canada V6C 2V6 Email: charlotte@asantegold.com Tel: +1 416 471 3366
Auditor	PricewaterhouseCoopers LLP 250 Howe Street, Suite 1400, Vancouver, British Columbia, Canada V6C 3S7 Email: ca_pwc_canada_sedar_requests@pwc.com Tel: +1 (604) 806-7000

CONTACT DETAILS OF THE TRANSACTION ADVISERS AND PARTIES

Joint Lead Arranger and Co-Sponsoring Broker	**IC Securities (Ghana) LTD** No. 2 Johnson Sirleaf Rd, North Ridge, Accra Tel: +233 (0) 308 250 051 Contact: Kwabena Osei-Boateng, Randy Ackah-Mensah, Derrick Mensah, Opoku Boaten, Emmanuel Lartey Email: dealteam@ic.africa
Joint Lead Arranger and Co-Sponsoring Broker	**Temple Investments LTD** F 305/6 Adebeto Close, Accra Tel: +233 (0) 303 931 514 Contact: Cecilia Hesse, Seyram Ofori-Atta, Monica Dadzie Email: advisory@templeinvest.com
Legal Advisers	**JLD & MB Legal Consultancy** 23 Nortei Ababio Street, Airport Residential Area, Accra Tel: +233 (0)302 784 298/ +233 (0)302 782 711 Contact: Zoe Phillips Takyi-Appiah, Lily Acquaye, Doreen Nyaaba, Sati Bharwani, Daniel Martey Email: zoe@jldmblaw.net, lily@jldmblaw.net, doreen@jldmblaw.net, sati@jldmblaw.net, daniel@jldmblaw.net
Bond Trustee & Paying Bank	**Fidelity Bank Ghana LTD** Ridge Tower, West Ridge, Accra, Ghana Tel: +233(0)302-214-490 Contact: John Taricone and Jane-Anna Abban Abaka-Quansah Email: jtaricone@myfidelitybank.net jaaquansah@myfidelitybank.net
Escrow Account Bank & DSR Account Bank	**Fidelity Bank Ghana LTD** Ridge Tower, West Ridge, Accra, Ghana Tel: +233(0)302-214-490 Contact: John Taricone and Jane-Anna Abban Abaka-Quansah Email: jtaricone@myfidelitybank.net jaaquansah@myfidelitybank.net
Calculation Agent, Registrar and Transfer Agent	**Central Securities Depository (GH) LTD** 4th Floor, Cedi House, Accra, Ghana Tel:+233(0)302-689-313 Contact: Kwame Addai Boa-Amponsem Email: kwame.boa-amponsem@csd.com.gh

Reporting Accountants	**KPMG** Marlin House, 13 Yiyiwa Drive, Abelempke Accra, Ghana Tel: +23(0)302-770-454 Contact: Evans Asare Email: Easare@kpmg.com

DEFINITIONS

Unless inconsistent with the context or separately defined in this Prospectus or an Applicable Pricing Supplement, the following expressions used in this document and which form a key part of the Conditions, shall have the following meanings ascribed to them in this Prospectus and any Applicable Pricing Supplement of any subsequent Series or Tranches issued under this Programme:

TERM	DEFINITION
Affiliates	means, in relation to a corporate body, its subsidiary, its holding company, or any other subsidiary or holding company of its holding company, and Affiliate shall be construed accordingly
Agency Agreement	means the agency agreement dated on or about the date of this Prospectus entered between the Issuer, the Bond Trustee, the Paying Bank and the CSD, in relation to the Bonds (and as amended, restated and/or supplemented from time to time)
All-in sustaining cost (“AISC”)	AISC is a metric used by mining companies to measure the total cost associated with producing an ounce of gold. The Issuer defines AISC as the cost of sales, less cost of obtaining contracts as well as depreciation and depletion, and plus all other indirect costs associated with production, including general and administrative expenses, wages and salaries for site administration personnel, management and consulting expenses attributed to production, sustaining capital expenditures, exploration expenses, and other expenses necessary to sustain gold production. By including these indirect costs, AISC provides investors with a comprehensive understanding of the total costs of gold production and helps them evaluate the profitability and sustainability of mining operations. The Issuer monitors AISC closely to ensure that costs are managed effectively. Sustaining capital expenditures are defined as those expenditures which do not increase annual gold ounce production at a mine site and excludes all expenditures of the Issuer’s projects and certain expenditures at the Issuer’s operating sites which are deemed expansionary. Sustaining capital expenditures can include, but are not limited to, capitalized stripping costs at open pit mines, underground mine development, and mining equipment.
AML Laws	means the Anti-Money Laundering Act, 2020 (Act 1044), the Anti-Money Laundering Regulations, 2008 (L.I. 1925) and the Anti-Terrorism Act, 2008 (Act 762) (as amended by the Anti-Terrorism Amendment Act, 2012 (Act 842) and the Anti-Terrorism Amendment Act, 2014 (Act 875) or any statutory modification or

	re-enactment thereof (as well as any related directives, guidelines or notices issued by the SEC)
Applicable Law	means any law or regulation of any governmental or other regulatory authority which governs the Issuer, the Programme, the Conditions and the Bonds (in accordance with which the same are to be construed) or any relevant person, and Applicable Laws shall be construed accordingly
Applicable Pricing Supplement	means the pricing supplement issued in relation to each Series or Tranche (substantially in the form set out in Appendix D (*Form of Applicable Pricing Supplement*) to this Prospectus) as a supplement to this Prospectus, giving details of that particular Series or Tranche and the Conditions applicable to each Bond in that Series or Tranche in so far as such terms and conditions are different from these Conditions
Arrangers	means the Joint Lead Arrangers which are acting as arrangers and/or managers for the Programme, and **Arranger** shall be construed accordingly
Auditors	means PricewaterhouseCoopers LLP the statutory auditors of the Issuer as at the date of the Prospectus
Bond	means a Bond issued under an Applicable Pricing Supplement to this Programme, and Bonds shall be construed accordingly
Bond Documents	means this Prospectus, each Applicable Pricing Supplement, the Trust Agreement the Agency Agreement and the Escrow Account Agreement and any other document designated as such, and **Bond Document** shall be construed accordingly
Bondholders	means all holders of Bonds under all Series or Tranches, from time to time, and recorded as such in the Register, and **Bondholder** shall be construed accordingly
Bond Repayment	means the Interest, Instalment Amount, Redemption Amount, or other amounts payable on any outstanding Bonds (and as set out in the Conditions or an Applicable Pricing Supplement), and **Bond Repayments** shall be construed accordingly
Bond Repayment Date	means an Interest Payment Date, Instalment Date, or a Redemption Date (and as set out in the Conditions or an Applicable Pricing Supplement), and **Bond Repayment Dates** shall be construed accordingly
Bond Trustee	means Fidelity Bank (or such other person as may be appointed in accordance with the Trust Agreement and specified in the Applicable Pricing Supplement as the Bond Trustee) which is acting as the trustee for the Bondholders

Book Closure Period	means 6 Business Days prior to each date upon which a payment of Interest, Instalment Amount or Principal Amount is due, as set out in the Applicable Pricing Supplement
Broken Amount	means the amount of any initial or final Interest which does not correspond to the Fixed Coupon Amount and the Interest Payment Dates to which they relate, calculated in respect of a Fixed Rate Bond, as provided for by the Applicable Pricing Supplement
Business Day	means a day (other than a Saturday or Sunday or official public holiday) on which banks, the GSE and the CSD are open for general business in Ghana, and **Business Days** shall be construed accordingly
Business Day Convention	means each of the Floating Rate Business Day Convention, the Following Business Day Convention, the Modified Following Business Day Convention and the Preceding Business Day Convention, which may be applicable to the calculation of Interest and, if applicable, as set out in the Applicable Pricing Supplement
Calculation Agent	unless otherwise set out in an Applicable Pricing Supplement, means the CSD
Call Option	means the call option on the Bonds, which may be provided to the Issuer and exercised in accordance with Condition 11.6.4. of the Conditions, and as set out in the Applicable Pricing Supplement
Central Securities Depository or CSD	means the Central Securities Depository (GH) LTD, a limited liability company duly incorporated under the laws of Ghana (or its nominee) operating as a central securities depository where the Bondholders will be credited with the Bonds, or any additional or alternate depository approved by the Issuer
Companies Act	means the Companies Act of Ghana, 2019 (Act 992) or any statutory modification or re-enactment thereof
Co-Sponsoring Brokers	unless otherwise set out in an Applicable Pricing Supplement, means IC Securities and Temple, and Co-Sponsoring Broker shall be construed accordingly
Conditions	means the terms and conditions set out under Section 11 (*Conditions*) and in accordance with which Bonds shall be issued in terms of the Programme, which terms and conditions may be amended by an Applicable Pricing Supplement, and **Condition** shall be construed accordingly
Currency	means GHS or any other currency as may be specified in the Applicable Pricing Supplement. The primary currency of the Bonds shall be GHS. The Issuer may, however, issue Bonds denominated in any foreign currency subject to the receipt of all necessary regulatory approvals from the Bank of Ghana and compliance with conditions under the foreign exchange laws of Ghana
Day Count Fraction	has the meaning provided for in Condition 11.5.5 below
Dealers	unless otherwise set out in an Applicable Pricing Supplement, means the Arrangers, as well as any other dealer that may be appointed under the Programme, from time to time, which

	appointment may be for a specific issue or on an on-going basis, subject to the Issuer's right to terminate the appointment of any dealer, and **Dealer** shall be construed accordingly
Debt Service Amount	means (for any DSR Funding Period) the aggregate amount, at least, equal to the next due Bond Repayment
Debt Service Reserve Account Agreement	means the debt service reserve account agreement dated on or about the date of this Prospectus entered between the Issuer, Bond Trustee and DSR Account Bank in relation to the debt service reserve account (as amended, restated and/or supplemented from time to time)
Default Interest	means the default interest, at the rate of 4% per annum above the Interest Rate, payable on a Bond in a case where the whole or any part of any due Bond Repayment is not paid for more than 7 Business Days from the relevant Bond Repayment Date, and applicable from the relevant Bond Repayment Date until the date of actual payment to the Bondholders
Directors	mean the directors of the Issuer from time to time, and **Director** means any of them (as applicable in the relevant context)
DSR Account	means the debt service reserve account set up with the DSR Account Bank in the name of the Issuer and: a) Into which shall be paid all the relevant Debt Service Amount from the selected operations account; and b) From which transfers shall be made by the DSR Account Bank into the Trust Account in respect of Bond Repayments, and which account shall be managed under the terms of the Debt Service Reserve Account Agreement
DSR Account Bank	unless otherwise set out in an Applicable Pricing Supplement, means Fidelity Bank which is acting as the account holding bank in respect of the DSR Account (or such other person as may be appointed in accordance with the Debt Service Reserve Account Agreement
DSR Funding Period	means each period of 60 Business Days ending on a Bond Repayment Date
Early Redemption	means the early redemption of a Bond prior to its due date
Early Redemption Amount	means the amount payable upon the Early Redemption of a Bond
Encumbrance	means any mortgage, charge, lien, pledge, hypothecation, assignment by way of security, deposit by way of security or any other agreement or arrangement (whether conditional or not and whether relating to existing or to future assets), having the effect of providing a security interest to a creditor or any agreement or arrangement to give any form of a secured claim to a creditor but excluding statutory preferences and any security interest arising by operation of law
Escrow Account	means each account set up with the Escrow Account Bank where all amounts raised from each Series or Tranche will be deposited until transferred to the Issuer's operations account(s)

Escrow Account Agreement	means the escrow account agreement dated on or around the date of this Prospectus and entered between the Issuer, the Joint Lead Arrangers, the Co-Sponsoring Brokers, and the Escrow Account Bank, in relation to the Escrow Account (as amended, restated and/or supplemented from time to time)
Escrow Account Bank	unless otherwise set out in an Applicable Pricing Supplement, means Fidelity Bank, which is acting as the account holding bank for the Escrow Account
Event of Default	means any event contemplated in Condition 11.17 below, and Events of Default shall be construed accordingly
Exercise Notice	means the formal notification by the Issuer of the exercise of a Call Option
Final Redemption	means the Final Redemption of a Bond on the Maturity Date
Final Redemption Amount	means the Principal Amount of a Bond payable in respect of each Bond, upon Final Redemption thereof
Financial Indebtedness	means any obligation of the Issuer (whether incurred as principal or as surety) for the payment or repayment of money, whether present or future, actual or contingent for or in respect of: (a) Indebtedness for Borrowed Money; or (b) bonds, standby letters of credit, guarantees or other similar instruments issued in connection with the performance of contracts
Fixed Coupon Amount	means the amount of Interest in respect of a Fixed Rate Bond (as set out in the Applicable Pricing Supplement)
Fixed Interest Period	means the period from (and including) an Interest Payment Date (or the Interest Commencement Date) to (but excluding) the next (or first) Interest Payment Date
Fixed Rate Bonds	means Bonds entitled to a fixed rate of Interest (as set out in the Applicable Pricing Supplement)
Floating Rate Bonds	means Bonds entitled to a floating rate of Interest (as set out in the Applicable Pricing Supplement)
Floating Rate Business Day Convention	means a Business Day Convention specified in Condition 11.5.2. below
Following Business Day Convention	means a Business Day Convention specified in Condition 11.5.2 below
GFIM	means the Ghana Fixed Income Market operated by the GSE
Ghana	means the Republic of Ghana
Ghana Constitution	means the 1992 Constitution of Ghana
GHS	means the Ghana Cedi, the official currency of Ghana or any successor currency
GRA	means the Ghana Revenue Authority, the statutory body responsible for the administration and enforcement of the Income Tax Act and any other tax or other government revenue law in Ghana

Global Bond Certificate	means a certificate evidencing title to the issued Bonds under the Programme and issued to the Bond Trustee as nominee for the Bondholders
GSE	means the Ghana Stock Exchange
IFRS	means International Financial Reporting Standards
Income Tax Act	means the Income Tax Act of Ghana, 2015 (Act 896) (as amended) or any statutory modification or reenactment thereof
Instalment Amount	means the amount of the relevant portion of the Principal Amount payable on a Bond on an Instalment Date (as set out in the Applicable Pricing Supplement)
Instalment Date	means the date for the payment of an Instalment Amount (as set out in the Applicable Pricing Supplement)
Interest	means the amount of interest payable on a Bond (as set out in the Applicable Pricing Supplement and Condition 11.6. below)
Interest Commencement Date	means the date that Interest shall commence to accrue or be calculated (as set out in the Applicable Pricing Supplement)
Interest Determination Date	means the date upon which Interest and the Interest Rate is calculated for a specified Interest Period and as set out in the Applicable Pricing Supplement
Interest Period	means, in relation to a Tranche or Series of Bonds, each period beginning on (and including) the Interest Commencement Date or any Interest Payment Date and ending on (but excluding) the next Interest Payment Date, as specified in the Applicable Pricing Supplement
Interest Payment Date	means the date for the payment of Interest (as set out in the Applicable Pricing Supplement) or, if no express Interest Payment Date(s) is/are specified in the Applicable Pricing Supplement, the last day of the Interest Period commencing on the preceding Interest Payment Date, or (in the case of the first Interest Payment Date) commencing on the Interest Commencement Date
Interest Rate	means the rate of Interest (as set out in the Applicable Pricing Supplement and Condition 11.6 below)
Issue Date	in relation to each Tranche or Series, means the date specified as such (as set out in the Applicable Pricing Supplement)
Issue Price	means the price at which the Bonds may be issued (as specified in the Applicable Pricing Supplement). The price and amount to be issued under any Series or Tranche will be determined by the Issuer and the relevant Dealer(s) at the time of issue in accordance with prevailing market conditions
Issuer	means Asante Gold Corporation, which is issuing the Bonds under the Programme
Issuer Board	means the board of directors of the Issuer
Issuer Constitution	means the articles of association of the Issuer dated 4 May 2011 (as amended from time to time)
Joint Lead Arrangers	means IC Securities and Temple
Joint Series Meeting	means a meeting of Bondholders of 2 or more Series affected by the subject matter of such meeting, and **Joint Series Meetings** shall be construed accordingly

Joint Tranche Meeting	means a meeting of Bondholders of 2 or more Tranches affected by the subject matter of such meeting, and **Joint Tranche Meetings** shall be construed accordingly
Last Day to Register	means 5 pm on the last Business Day before the first day of a Book Closure Period
Legal Advisers	means JLD & MB
Legal Compliance Letter	means the legal compliance letter prepared and issued by JLD & MB in relation to compliance of the Programme with Ghanaian law requirements, and which is set out under Appendix E (Legal Compliance Letter)
Maturity Date	means, in respect of a Series or Tranche, the date upon which the Bonds are to be finally redeemed and all amounts due on the Bonds are to be repaid by the Issuer and as set out in the Applicable Pricing Supplement
Maximum Interest Rate	means the maximum rate of Interest that may be payable on a Floating Rate Bond, as agreed by the Issuer, Arrangers and Dealer (if any) and as set out in the Applicable Pricing Supplement
Meeting	means a meeting of Bondholders convened and held physically or electronically and which may be a Series Meeting, Tranche Meeting, Joint Series Meeting or a Joint Tranche Meeting, and Meetings shall be construed accordingly
Minimum Interest Rate	means the minimum rate of Interest that may be payable on a Floating Rate Bond, as agreed by the Issuer, Joint Lead Arrangers and Dealer (if any) and as set out in the Applicable Pricing Supplement
Modified Following Business Day Convention	means a Business Day Convention specified in Condition 11.6.2 below
ORC	means the Office of the Registrar of Companies, which is the public registry in Ghana responsible for the incorporation of companies and the registration of, among others, public offer documents in accordance with the provisions of the Companies Act
Optional Redemption	means the redemption of a Bond upon exercise of the Call Option, as specified in the Applicable Pricing Supplement
Optional Redemption Amount	means the amount payable upon exercise of the Call Option (as specified in the Applicable Pricing Supplement)
Optional Redemption Date	means the date for redemption of Bonds (as specified in the Exercise Notice)
Ordinary Resolution	means a resolution passed at a Series Meeting, Tranche Meeting, Joint Series Meeting or Joint Tranche Meeting (as the case may be) duly convened and held in accordance with Condition 11.10.1 below and the Trust Agreement) by the affirmative vote of, at least, 51% of the outstanding aggregate of the total Principal Amount of the relevant Tranche Bonds, the relevant Series Bonds or all Bonds (as the case may be)
Paying Bank	Unless otherwise set out in an Applicable Pricing Supplement, means Fidelity Bank
Preceding Business Day Convention	means a Business Day Convention specified in Condition 11.6.2 below

Prevailing Exchange Rate	means the daily foreign exchange offer rate provided in the Applicable Pricing Supplement
Principal Amount	means the face value of the Bonds
Programme	means the GHS equivalent of USD 400,000,000 bond issuance programme established by the Issuer (and as amended from time to time), under which the Issuer may, from time to time, issue Bonds denominated in the Currency and having such maturity as may be set out in the Applicable Pricing Supplement
Prospectus	means this prospectus issued by the Issuer on the date stated hereon (as amended, restated and/or supplemented from time to time)
Redemption	means Redemption by Instalments, Final Redemption or Early Redemption (as the case may be)
Redemption Amount	means the Instalment Amount, the Early Redemption Amount or the Final Redemption Amount (as set out in the Applicable Pricing Supplement)
Redemption by Instalments	means the redemption of a Bond by instalments prior to its due date
Redemption Date	means the date upon which the Issuer undertakes a Redemption (as set out in the Applicable Pricing Supplement)
Reference Rate	means the benchmark interest rate so specified in the Applicable Pricing Supplement for each Series or Tranche of Floating Rate Bonds to be issued under the Programme
Register	means the register of the Bondholders maintained by the CSD in electronic form
Registrar	unless otherwise set out in an Applicable Pricing Supplement, means the CSD appointed as registrar for the Programme under the Agency Agreement
Relevant Time	means the time on the Interest Determination Date, (if any) specified in the Applicable Pricing Supplement for calculating the Interest Rate and Interest payable on a Bond
Reporting Accountants	means KPMG which is acting as the reporting accountants for the Programme
SEC	means the Securities and Exchange Commission of Ghana
Securities Industry Act	means the Securities Industry Act of Ghana, 2016 (Act 929) or any statutory modification or re-enactment thereof
SEC Regulations	means the Securities and Exchange Commission Regulations, 2003 (L.I. 1728) or any statutory modification or re-enactment thereof
Senior Secured Bonds	means Bonds which constitute direct, general, unconditional, unsubordinated and secured obligations of the Issuer and have been designated as such in the Applicable Pricing Supplement
Senior Unsecured Bonds	means Bonds which constitute direct, general, unconditional, unsubordinated, and unsecured obligations of the Issuer and have been designated as such in the Applicable Pricing Supplement

Subordinated Bonds	means Bonds which constitute direct, general, unconditional, subordinated, and unsecured obligations of the Issuer and have been designated as such in the Applicable Pricing Supplement
Series	means a series of Bonds having one or more Issue Dates and identical terms as to the Maturity Date, Interest, and Redemption (except that, among Series, the Issue Dates, Issue Price, Interest Commencement Dates, Interest Payment Dates and amounts of the first interest payment, and related matters may differ)
Series Bondholders	means all holders of Bonds under a particular Series, from time to time, and recorded as such in the Register and **Series Bondholder** shall be construed accordingly
Series Bonds	means the Bonds under a particular Series
Series Meeting	means a meeting of Bondholders of a particular Series and Series Meetings shall be construed accordingly
Special Resolution	means a resolution passed at a Series Meeting, Tranche Meeting, Joint Series Meeting, or a Joint Tranche Meeting (as the case may be) duly convened and held in accordance with Condition 11.10 and the Trust Agreement) by the affirmative vote of, at least, 75% of the outstanding aggregate of the total Principal Amount of the relevant Tranche Bonds, the relevant Series Bonds or all Bonds (as the case may be)
Taxes	has the meaning provided for in Condition 11.9 below
Tranche	means a tranche of a Series which are identical in all respects (except for Issue Date, Issue Price, Tranche amount, Interest Commencement Date and amount of first Interest Payment)
Tranche Bonds	means the Bonds under a particular Tranche
Tranche Bondholders	means all holders of Bonds under a particular Tranche, from time to time, and recorded as such in the Register, and **Tranche Bondholder** shall be construed accordingly
Tranche Meeting	means a meeting of Bondholders of a particular Tranche, and **Tranche Meetings** shall be construed accordingly
Transfer Agent	unless otherwise set out in an Applicable Pricing Supplement, means the CSD, acting as the transfer agent for the Programme under the Agency Agreement
Transfer Form	has the meaning provided for in Condition 11.3 below
Trust Account	means the segregated cash account set up by the Paying Bank as banker for the receipt of all Bond Repayment funds from the Issuer and for disbursements of all Bond Repayments to the relevant Bondholders
Trust Agreement	means the trust agreement dated on or about the date of this Prospectus and entered into between the Issuer and the Bond Trustee (as amended, restated and/or supplemented from time to time)
USD	means the United States Dollars, the official currency of the United States of America or any successor currency
Written Resolution	means a resolution in writing signed or confirmed in writing by (or on behalf of) Tranche Bondholders, Series Bondholders, or all Bondholders (as the case may be) of, at least, 75% of the outstanding aggregate of the total Principal Amount of the relevant

	Tranche Bonds, the relevant Series Bonds, or all Bonds (as the case may be)

1. GENERAL DESCRIPTION OF THE PROGRAMME

1.1 Establishment of the Programme

The Issuer has established the Programme to raise debt financing of up to the GHS equivalent of USD 400,000,000 for the purpose set out in Section 1.2 below. See Section 2 (*Legal Basis and Use of Proceeds for the Programme*) below.

The Bonds will be issued in one or more Series or Tranches by the Issuer under the Programme. The Bonds may be Senior Secured Bonds, Senior Unsecured Bonds or Subordinated Bonds and shall be at either a Floating Rate or a Fixed Rate (as indicated in the Applicable Pricing Supplement). The Bonds will be admitted on GFIM, or any other stock exchange as may be specified in an Applicable Pricing Supplement.

All Bonds in a Series shall have the same Maturity Date and identical terms (except that the Issue Dates, Issue Price, Interest Commencement Date, amounts of the first Interest payment, and related matters may be different). Bonds in each Series may be issued in one or more Tranches. The terms of each Tranche (save for the Issue Date, Issue Price, Tranche amount, Interest Commencement Date, and amount of first Interest payment) shall be identical in all respects. The details applicable to each Series and Tranche will be specified in the Applicable Pricing Supplement, which shall be submitted to the SEC for approval.

1.2 Use of Bond Proceeds

The Issuer has entered into the Escrow Account Agreement with the Escrow Account Bank for the purpose of setting up and operating the Escrow Account for the deposit of all amounts raised from each Series or Tranche until payment to the Issuer's operations account(s) following the approval of the SEC and the satisfaction of all conditions precedent set out in the Trust Agreement.

The Issuer shall utilise the proceeds from each Series or Tranche in the manner set out under Section 2.3 (*Use of Net Proceeds*) below.

1.3 Conditions of the Bond

Section 11 (*Conditions*) contains the terms and conditions of the Bonds, which are governed by Ghanaian law. The Conditions include key terms such as the status of the Bonds, mechanisms for payments under the Bonds, Redemption, taxation, financial covenants, Events of Default, and enforcement of the Bonds.

The final Issue Price, aggregate Principal Amount and Interest and any other terms and conditions not contained in the Conditions (which are applicable to any Series or Tranche) will be agreed between the Issuer, the Joint Lead Arrangers and, if applicable, the relevant Dealer(s) at the time of issuance in accordance with prevailing market conditions, and will be set out in the Applicable Pricing Supplement issued in respect of the Series or Tranche.

1.4 The Bond Trustee

The Issuer has appointed the Bond Trustee, under the Trust Agreement, as trustee for the protection and enforcement of the rights of the Bondholders under the Conditions. Under certain circumstances, the Bond Trustee may be required (subject to it being indemnified and/or secured to its satisfaction) by a Special Resolution or a Written Resolution to exercise its powers under the Trust Agreement or if so, requested in writing by Bondholders holding, at least, 51% in aggregate of the Principal Amount of the relevant Tranche Bonds, the relevant Series Bonds or all Bonds then outstanding.

1.5 Sale and Subscription for the Bonds

Section 12 (*Subscription and Sale Information*) sets out the details on, among others, the sale of the Bonds, the application procedure and payment for the Bonds, and the trading and settlement procedures for the Bonds. Also see Appendix A (*Application Form*).

1.6 Repayments under the Bonds

All the payment terms of the Bonds are contained in Section 11 (*Conditions*) below and the Applicable Pricing Supplement. Also see "Repayments" under Section 3 (*Summary of The Programme*) below.

An Applicable Pricing Supplement may contain financial covenants as may be determined by the Issuer.

The Paying Bank is responsible for processing and effecting all payments under the Bonds in accordance with Condition 11.8 (*Payments*) below and the terms of the Agency Agreement. The Calculation Agent is also responsible for calculating any Interest payable under the Bonds and any Interest Rate for the Floating Rate Bonds in accordance with Condition 11.6 (*Interest)* below and the terms of the Agency Agreement.

1.7 Bond Documents

The Bonds are subject to the provisions of the Bond Documents. The Bondholders are bound by, and are deemed to have knowledge of, all the provisions of the Bond Documents. Copies of all the Bond Documents will be available for inspection during usual business hours at the offices of the Bond Trustee and (where possible) on the website of Issuer at www.asantegold.com.

2. LEGAL BASIS AND USE OF PROCEEDS FOR THE PROGRAMME

2.1 Legal Basis for the Programme

The Programme and the admission of Bonds on the GFIM have been approved by the Issuer's Board by an extract of a resolution of the Issuer Board dated 22nd March, 2024 and 12th June, 2024.

2.2 Rationale for the Programme

The Issuer has established the Programme to raise debt financing of up to the GHS equivalent of USD 400,000,000 for the purpose set out in Section 2.3 below.

2.3 Use of Net Proceeds

Bonds will be issued in Series or Tranches for the following over the duration of the Programme:

	Item	Allocation
1	To support the Issuer's existing operations, including capital and growth-related projects, which would include completion of a sulphide recovery plant, open pit and underground expansion(s), community relocation, road construction, mobile fleet investments and other projects, as well as operating expenses and working capital.	35%
2	Business development: In addition to its near-term organic growth plans, the Issuer continually evaluates external growth opportunities. In the event that a suitable acquisition opportunity were to arise during the life of the Programme, the Issuer may seek to utilize the Programme to finance such an acquisition.	45%
3	Refinance debt and other financial liabilities	17.5%
4	Programme Expenses	~2.5%
Total		**100%**

Table 1: Use of Net Proceeds

The proceeds from each Series or Tranche shall be in the Escrow Account until all conditions precedent (set out in the Trust Agreement) have been satisfied by the Issuer and the SEC has approved the release of the funds in the Escrow Account, whereupon the Escrow Account Bank shall transfer the funds into the operations account(s) of the Issuer.

2.4 Programme Expenses

The estimated expenses related to the Programme are as follows:
All conversions to GHS were done at interbank Bank of Ghana rate as of June 12, 2024 of 14.27

Item	Amount (GHS)	% of Programme
Advisory Fees		
Arrangers Fee	128,430,000	2.250%
Legal Fee	998,900	0.018%
Reporting Accountant Fee	577,935	0.010%
Bond Trustee Fee	25,000	0.000%
Sub Total	**130,031,835**	**2.278%**
Regulatory Fees		
GSE Fees	1,693,248	0.030%
SEC Fees	3,653,120	0.064%
CSD Fees	1,027,123	0.018%
Sub Total	**6,373,491**	**0.112%**
Other Costs		
Printing & Miscellaneous	100,000	0.002%
	100,000	**0.002%**
Grand Total	**136,505,326**	**2.392%**

3. SUMMARY OF THE PROGRAMME

The following is qualified in its entirety by the remainder of this Prospectus and, in relation to the terms and conditions of any particular Series or Tranche of Bonds under an Applicable Pricing Supplement.

Factor	Summary Description
Issuer	Asante Gold Corporation, a public limited liability company incorporated on 4th May 2011 in Canada under the Business Corporations Act of British Columbia with registration number BC0909607 and registered in Ghana, according to the laws of Ghana, as an external gold exploration, development, and production company with company registration number ET000800721.
Description	Bond issuance programme
Size	Up to GHS equivalent of USD 400,000,000 aggregate Principal Amount of Bonds outstanding at any one time. From time to time, the Issuer may increase the aggregate nominal amount of the Bonds that may be issued under the Programme subject to SEC approval. Subject to any Applicable Laws and the relevant corporate approvals, the Issuer may, without consent of the Bondholders, increase the aggregate nominal amount of the Bonds that may be issued under the Programme by issuing a supplementary prospectus thereof to holders in accordance with the Conditions. Upon the issuance of such a supplementary prospectus, all references in the Prospectus or any other agreement, deed, or document in relation to the Programme to the aggregate nominal amount of the Bonds, shall be and shall be deemed to be references to the increased aggregate nominal amount.
Use of Proceeds	The Issuer shall use the net proceeds from any Series or Tranche in the manner set out under Section 2.3 (Use of Net Proceeds) above.
Repayments	Bond Repayments will be made on the relevant Bond Repayment Dates.
Risk Factors	There are certain factors that may affect the Issuer's ability to fulfil its obligations under the Bonds issued under the Programme. These are set out under Section 6 (Risk Factors) below and include risks related to the Issuer, its business and the Ghanaian economy.
Bond proceeds flow structure	The flow of funds in relation to any Series or Tranche will be as follows: i. Bondholders pay the relevant consideration for the Bonds into the Escrow Account and the CSD credits the relevant

	amount of the Bonds to the CSD Accounts of the relevant Bondholders ii. after all conditions precedent to the disbursement (set out under Trust Agreement) have been met by the Issuer and the SEC has approved the release of the funds in the Escrow Account, the funds in the Escrow Account will (on the instructions of the Issuer) be transferred to an operations account of the Issuer
Debt Service Reserve Account Structure	As long as any of the Bonds remains outstanding, the Issuer shall keep and maintain the DSR Account in accordance with the Debt Service Reserve Account Agreement. The summary of the flows into (and from) the DSR Account is as follows: i. during the DSR Funding Period, the DSR Account will be funded from the selected operations account to satisfy the relevant Debt Service Amount, and (unless otherwise indicated in an Applicable Pricing Supplement) in the following manner: a. by the 20th Business Day of the DSR Funding Period – an amount equal to the aggregate of the first instalment of the Debt Service Amount, comprising at least 20% of the Interest, 20% of the relevant Instalment Amount, and 20% of any other amounts under the next due relevant Bond Repayment b. by the 40th Business Day of the DSR Funding Period – an amount equal to the aggregate of the second instalment of the Debt Service Amount, comprising at least 20% of the Interest, 20% of the relevant Instalment Amount, and 20% of any other amounts under the next due relevant Bond Repayment c. by the 60th Business Day of the DSR Funding Period – an amount equal to the aggregate of the third instalment of the Debt Service Amount, comprising at least 60% of the relevant Interest, 60% of the relevant Instalment Amount, and 60% of any other amounts under the next due relevant Bond Repayment the credit balance of the DSR Account shall include interest (charged and credited in accordance with the Debt Service Reserve Account Agreement) on the funds in the account d. by the 5th Business Day before any Bond Repayment Date, funds in the DSR Account (equivalent to the relevant Debt Service Amount) will be transferred to the Trust Account for onward payments by the Paying Bank to Bondholders in respect of due Bond

Type of Bonds	The Bonds may be Senior Secured Bonds, Senior Unsecured Bonds or Subordinated Bonds and may be either Fixed Rate Bonds or Floating Rate Bonds (as specified in the Applicable Pricing Supplement).
Currency of Bonds	GHS or any other currency as may be specified in the Applicable Pricing Supplement. The primary currency of the Bonds shall be GHS. The Issuer may, however issue Bonds denominated in any other foreign currency subject to the receipt of all necessary regulatory approvals from the Bank of Ghana and compliance with conditions under the foreign exchange laws of Ghana. Each Series or Tranche denominated in a currency subject to certain Applicable Laws will only be issued in circumstances which comply with such Applicable Laws from time to time.
Denomination of Bonds	The Bonds may be issued in such denominations as may be agreed between the Issuer and the relevant Dealer(s) and as specified in the Applicable Pricing Supplement or such other minimum denomination of each as may be allowed or required from time to time by the SEC or any Applicable Laws.
Prevailing Exchange Rate	This will be as indicated in the Applicable Pricing Supplement.
Fixed Rate Bonds	Fixed interest will be payable on such date or dates as specified in the Applicable Pricing Supplement and, on Redemption, will be calculated on the basis of such Day Count Fraction as specified in the Applicable Pricing Supplement
Floating Rate Bond	Floating Rate Bonds will bear interest at a rate determined on the basis of a Reference Rate or benchmark and as adjusted for any applicable margin, or as may be agreed among the Issuer, the Joint Lead Arrangers and the relevant parties and specified in the Applicable Pricing Supplement The margin (if any) relating to such a floating rate will be specified in the Applicable Pricing Supplement for each Series or Tranche of Floating Rate Bonds. Floating Rate Bonds may also have a Maximum Interest Rate, a Minimum Interest Rate or both Interest on Floating Rate Bonds in respect of each Interest Period will be payable on such Interest Payment Dates and will be calculated on the basis of such Day Count Fraction, as specified in the Applicable Pricing Supplement.
Form and Delivery of Bonds	The Bonds shall be in registered form held electronically on the CSD
Register	The Register will be maintained electronically in a book-entry form on the CSD system. The Register will be held and updated by the CSD, which shall record each Series and Tranche, the number of

	Bonds in each Series and Tranche held by each Bondholder and the names and addresses and bank account details of each Bondholder.
Distribution of Bonds	Subject to Applicable Laws, the Bonds may be distributed by way of private placement or public offer and, in each case, on a syndicated or non-syndicated basis.
Redemption	Bonds shall, subject to Early Redemption or Optional Redemption and as stated in the Applicable Pricing Supplement, be redeemed in whole or in part, at the Principal Amount or Instalment Amount thereof plus accrued interest, if any, at their stated Maturity Date or Instalment Date.
Optional Redemption	If specified in an Applicable Pricing Supplement, Bonds shall be subject to Redemption in whole or part at their Principal Amount or appropriate part thereof plus accrued interest, if any, prior to their stated Maturity Date at the option of the Issuer. The Issuer may exercise the right to Optional Redemption if it decides to restructure its balance sheet or refinance its existing indebtedness. The Issuer shall exercise this option to redeem the Bonds in the manner contemplated under the Conditions of the Bonds.
Admission	Bonds issued under the Programme will be admitted on the GFIM. Trading in the Bonds is subject to the trading, clearing and settlement rules and procedures of the GFIM.
Rating	The Bonds have not been rated. Details of any subsequent ratings applicable to a particular Series or Tranche will be set out in the Applicable Pricing Supplement Credit ratings assigned to Bonds do not necessarily mean that the Bonds are a suitable investment. A rating is not a recommendation to buy, sell or hold securities and may be subject to revision, suspension or withdrawal at any time by the rating agency. Similar ratings on different types of Bonds do not necessarily mean the same thing. The ratings do not address the marketability of any Bonds or any market price. Any change in the credit ratings of Bonds or the Issuer, could adversely affect the prices that a subsequent purchaser will be willing to pay for the Bonds. The significance of each rating should be analysed independently from any other rating.
Negative Pledge	See Condition 11.5 of the Conditions
Book Closure Period	The Register will be closed 6 Business Days prior to each Interest Payment Date each year until the Redemption Date or for such other periods as the Issuer may determine, subject to the prior approval of the SEC.

Last Day of Period	5 pm on the last Business Day before the first day of a Book Closure Period.
Interest Payment Date	The date of payment of interest on a Bond (as set out in the Applicable Pricing Supplement).
Interest Periods	May be monthly, quarterly, semi-annually or such other periods deemed appropriate and as set out in the Applicable Pricing Supplement.
Interest Rates	This will be as indicated in the Applicable Pricing Supplement.
Taxation	The Issuer is a Ghanaian and Canadian resident for tax purposes. All payments of Principal Amounts, Instalment Amounts and Interest in respect of the Bonds will be made in compliance with applicable tax laws of Ghana. Currently, the Issuer is required by the Income Tax Act to withhold tax at the rate of 8% on all Interest Payments to Bondholders, except where the Bondholders are exempted by Applicable Law. Bondholders are advised to seek professional tax advice concerning their specific tax obligations relating to investing in the Bonds.
Events of Default	Events of Default in respect of the Bonds include, but are not limited to, the events set out in Condition 11.18 of the Conditions.
Maturity	The maturity of the Bonds shall be specified in the Applicable Pricing Supplement in accordance with such minimum or maximum maturities as may be allowed or required from time to time by the SEC (or equivalent body) or any Applicable Laws.
Programme Expiry	The Programme will expire 7 years from the date of this Prospectus. All Bonds issued prior to the expiry of the Programme will be valid and remain contractual obligations of the Issuer after expiration.
Bond Trustee & Paying Bank	Fidelity Bank
Escrow Account Bank	Fidelity Bank
DSR Account Bank	Fidelity Bank
Calculation Agent	CSD
Costs and Expenses of the Programme	The total cost and expense of the Programme is not expected to exceed 5% of the total proceeds of the Bonds. The cost of the Programme is summarised under Section 2.4. (Programme Expenses).

Table 3: Summary of the Programme

4. INCORPORATION OF DOCUMENTS BY REFERENCE

4.1 Incorporated Documents

The following documents are incorporated by reference and form part of the Prospectus. The content of these documents shall, where appropriate, modify and supersede the contents of this Prospectus:

(a) all supplements to the Prospectus circulated or published by the Issuer from time to time;

(b) the Trust Agreement;

(c) the Agency Agreement;

(d) the Escrow Account Agreement;

(e) the Debt Service Reserve Account Agreement;

(f) each Applicable Pricing Supplement relating to any Series or Tranche issued or published under this Prospectus;

(g) the technical report entitled "NI 43- 101 Technical Report and Updated Mineral Resource Estimate, Chirano Gold Mines Limited, Ghana, West Africa" dated April 30, 2024 (with an effective date of December 31, 2023) and filed on *SEDAR+ (www.sedarplus.ca) under the Company's issuer profile and the technical report entitled "NI 43- 101 Technical Report and Updated Mineral Resource Estimate, Mensin Gold Bibiani Limited, Ghana, West Africa" dated April 30, 2024 (with an effective date of December 31, 2023) prepared for the Issuer and filed on*SEDAR+ (www.sedarplus.ca) under the Company's issuer profile; and

(h) the audited annual consolidated financial statements (and notes thereto) for the fiscal years ending on January 31 2020, January 31 2021, January 31 2022, January 31 2023, and January 31 2024, as well as the unaudited interim consolidated financial statements for the period ending April 30, 2024 of the Issuer

4.2 Documents Available for Inspection

As long as any Bonds are outstanding, certified copies of the following documents will be available for inspection by Bondholders, on request, at the principal place of business of the Issuer or the offices of the Bond Trustee on Business Days and during normal business hours:

(a) the Issuer's Constitution and the incorporation documents of the Issuer

(b) the certificate of incorporation of the Issuer's Affiliates, Asante Gold Bibiani LTD and Asante Gold Chirano LTD;

(c) the board resolution of the Issuer approving the Programme and the admission of the Bonds on the GFIM;

(d) the Prospectus;

(e) the most recently published audited annual consolidated financial statements of the Issuer and the most recently published unaudited interim consolidated financial statements of the Issuer, together with any audit prepared in connection therewith;

(f) the Legal Compliance Letter;

(g) the Global Bond Certificate for each Series or Tranche held by the Bond Trustee on behalf of Bondholders; and/or

(h) any document listed under Section 4.1 (*Incorporated Documents*) above.

5. FORM OF THE BONDS

5.1 The details of the form of the Bonds shall be as follows:

(a) the Bonds shall be held electronically on the CSD;

(b) all Bondholders will be required to open and maintain CSD accounts prior to a purchase under this Programme, if they do not own one already, to which all purchases will be credited upon allotment;

(c) the Register will be maintained electronically in book-entry form on the CSD, and no certificates will be issued to individual Bondholders;

(d) the CSD shall maintain a Register, which shows a record of Bondholders' respective electronic book entries in the CSD system, the particulars of Bondholders and their respective holdings;

(e) entry on the Register shall represent proof of ownership of the rights in a Bond;

(f) the Issuer shall issue a single Global Bond Certificate to the Bond Trustee (in respect of each Series or Tranche), who will hold the Global Bond Certificate as a nominee for the Bondholders; and

(g) If Bonds are transferred subsequent to issue, rights of ownership will be transferred via entries in the Register, per the CSD securities transfer rules.

6. RISK FACTORS

Prior to making an investment decision, prospective purchasers of the Bond should carefully consider (in consultation with relevant advisors), along with the information referred to in this Prospectus, the following risk factors (which are not meant to be exhaustive) associated with an investment in Ghana, the Issuer, and the Bonds.

6.1 Risk Relating to Ghana

6.1.1. Economic Instability Risk

In 2022, Ghana experienced a severe economic crisis exacerbated by pre-existing vulnerabilities, worsened by external shocks like the COVID-19 pandemic and the Russia-Ukraine conflict. This led to acute financing pressures, currency depreciation, dwindling reserves, slowed economic activity, and high inflation. In response, the Government of Ghana embarked on a USD 3 billion IMF reform program in 2023 to restore macroeconomic stability and debt sustainability. Initiatives included a successful domestic debt exchange program and ongoing external debt negotiations. Despite efforts to reduce inflation and stabilize macroeconomic fundamentals, it is important to acknowledge that these fundamentals are still not at desirable levels. It is crucial for investors to recognize the potential impact of economic changes on the Issuers' operational performance and their ability to meet obligations to bondholders.

6.1.2. Political Instability Risk

Since adopting a multi-party democracy in 1992, Ghana has experienced several peaceful changes in government, which have contributed to strengthening its democratic institutions and fostering a mature democracy. However, any significant adverse policy changes or disruptions in policy continuity, such as opposition to or reversal of reforms related to privatization, industrial restructuring, and economic management, could negatively impact the economy. This, in turn, may affect the issuer's capability to meet its commitments to Bondholders.

6.1.3. High Commodity Dependence Risk

Ghana began extracting crude oil commercially in 2011, which, along with increases in oil prices, has boosted its export earnings, fiscal balance, and GDP contribution, complementing income from cocoa and gold exports. Despite some economic diversification, Ghana's foreign exchange earnings heavily depend on three key exports: gold, cocoa, and crude oil, which made up 81% of the trade receipts as of December 2023. These commodities are subject to high volatility due to global market conditions, geopolitical factors, global growth trends, and specific factors such as weather for cocoa. This makes Ghana's external sector particularly sensitive to shocks in commodity prices and output, posing exchange rate risks to offshore bondholders.

6.2 Risk Relating to the Issuer

The Company is in the mineral exploration, development, and production business and as such is exposed to a number of known and unknown risks and uncertainties in conducting its business, including but not limited to risks related to the title and ownership of the Company's mineral properties; risks associated with foreign operations; metals price risk; liquidity risk; and environmental risks. These and other risks and uncertainties are described below as well as in the Company's latest annual information form available on SEDAR+ at www.sedarplus.ca. Readers are encouraged to refer to these documents for a more detailed description of some of the risks and uncertainties inherent to the Company and its business.

Potential investors must note that the Company does not directly own any mineral rights in Ghana. Its mineral rights and mining operations in Ghana are held by and conducted through its direct and indirect subsidiaries in Ghana.

6.2.1. Mineral Operations are Inherently Dangerous

Mining operations are inherently dangerous and generally involve a high degree of risk. The Company's and production of gold and silver, including, without limitation, unusual and unexpected geologic formations, seismic activity, rock bursts, cave-ins, flooding, pit wall failure, mining voids and other conditions involved in the drilling and removal of material, any of which could result in damage to, or destruction of, mines and other producing facilities, personal injury or loss of life, damage to property and environmental damage, all of which may result in possible legal liability. Although the Company expects that adequate precautions to minimize risk will be taken, mining operations are subject to hazards such as fire, rock falls, geomechanically issues, equipment failure, failure of retaining dams around tailings disposal areas and instability of historical tailings, which may result in environmental pollution and consequent liability. The occurrence of any of these events could result in a prolonged interruption of the Company's operations that would have a material adverse effect on its business, financial condition, results of operations and prospects. The Company’s current and proposed exploration and development programs may not result in profitable commercial mining operations and, due to factors beyond its control, may result in the Company not receiving an adequate return on invested capital. Development of any of the Company’s exploration and development-stage mineral projects will only follow upon, among other things, obtaining satisfactory exploration results and the completion of feasibility or other economic studies. The exploration and development of mineral deposits involve significant financial risks over a significant period of time, which even a combination of careful evaluation, experience and knowledge may not eliminate. Few properties that are explored are ultimately developed into producing mines. Major expenses may be required to establish reserves by drilling and to construct mining and processing facilities at a site. It is impossible to ensure that the current or proposed exploration programs on exploration properties in which the Company has an interest will result in a profitable commercial mining operation.

The economics of exploring and developing mineral properties are affected by many factors, including capital and operating costs, variations of the grades and tonnages of ore mined, fluctuating mineral market prices, costs of mining and processing equipment, and such other factors as government regulations, allowable production, importing and exporting of minerals and environmental protection.

Whether developing a producing mine is economically feasible will depend upon numerous factors, most of which are beyond the control of the Company, including the availability and cost of required development capital, movement in the price of commodities, securing and maintaining title to mining tenements, as well as obtaining all necessary consents, permits and approvals for the development of the mine. Should a producing mine be developed at any of the Company's exploration or development-stage mineral properties, other factors will ultimately impact whether mineral extraction and processing can be conducted economically, including actual mineralization, consistency and reliability of ore grades and future commodity prices, as well as the effective design, construction, and operation of processing facilities. The Company's operating expenses, and capital expenditures may increase in subsequent years as consultants, personnel and equipment associated with advancing exploration, development and commercial production of its properties are added. The effect of these factors cannot be accurately predicted, but the combination of these factors may result in the Company not receiving an adequate return on invested capital. Although the Company evaluates these risks and carries insurance policies to mitigate the risk of loss where economically feasible, not all of these risks are reasonably insurable and insurance coverages may contain limits, deductibles, exclusions and endorsements. The Company cannot assure that its coverage will be sufficient to meet its needs. Such a loss may have a material adverse effect on the Company. Even if the development of one of the Company's projects is found to be economically feasible and approved by the Board, such development will require obtaining permits and financing, and the construction and operation of mines, processing plants and related infrastructure, including road access. As a result, the Company will be subject to all of the risks associated with establishing new mining operations, including those described above. The costs, timing and complexities of developing its projects may be greater than anticipated because such property interests are not located in developed areas, and, as a result, its property interests are not currently served by appropriate road access, water and power supply and other support infrastructure. Cost estimates may increase significantly as more detailed engineering work is completed on a project. It is common in new mining operations to experience unexpected costs, problems, and delays during construction, development and mine start-up. In addition, delays in the early stages of mineral production often occur. Accordingly, the Company cannot provide assurance that its activities will result in profitable mining operations at its mineral properties.

6.2.2. Nature of Mineral Exploration, Development and Mining

The Company's future is dependent on its exploration, development, and successful results from technical study programs. The exploration and development of mineral deposits involves significant financial risks over a prolonged period, which may not be eliminated even through a combination of careful evaluation, experience, and knowledge. Major expenditures on the Company's properties may be required to construct or repair mining and processing facilities at a site, and it is possible that further detailed studies may show uneconomic results, leading to the abandonment of projects. It is impossible to ensure that economic studies on the Company's projects, or the current or proposed exploration programs on any of the properties in which the Company has exploration rights, will result in any profitable commercial mining operations. The Company cannot give any assurance that its current and future exploration activities will result in a discovery of mineral deposits containing mineral reserves. Estimates of mineral resources and any potential determination as to whether a mineral deposit will be commercially viable can also be affected by such factors as: the particular attributes of the deposit, such as its size and grade; unusual or unexpected geological formations and metallurgy; proximity to infrastructure; financing costs; gold and by-product metal prices, which are highly volatile; and governmental regulations, including those relating to prices, taxes, royalties, infrastructure, land use and acquisition, importing and exporting of metal, exchange controls and environmental protection. The effect of these factors cannot be accurately predicted, but the combination of any or all of these factors may result in the Company not receiving an adequate return on its invested capital or suffering material adverse effects to its business and financial condition. Exploration and development projects also face significant operational risks including but not limited to an inability to obtain access rights to properties, accidents, equipment breakdowns, labour disputes (including work stoppages and strikes), and other unanticipated interruptions.

6.2.3. Failure to Make Payments Under Chirano Purchase Agreement When Due

The Company has not yet satisfied its payment obligations under the Chirano Purchase Agreement with respect to certain deferred consideration payments to KG Africa B.V., an affiliate of Kinross, despite such obligations having become due. As at January 31, 2024, USD150.3 million (CAD $201.4 million), including accrued interest, remains unpaid and due to Kinross pursuant to the Chirano Purchase Agreement. The Company's obligation to pay the deferred consideration under the Chirano Purchase Agreement is guaranteed on a limited recourse basis, and is secured by a pledge of, the Company's equity interests in certain direct and indirect subsidiaries that were acquired from KG Africa B.V. in connection with the acquisition of the Company's interest in the Chirano Gold Mine (the "Pledged Securities") under the Chirano Purchase Agreement pursuant to the terms of certain security and pledge agreements in favour of KG Africa B.V. (the "Pledge Agreements"). In accordance with the terms of the Pledge Agreements, Kinross, among other things, exercise certain remedies, including the ability to realize upon or dispose of all or part of the Pledged Securities as a result of the Company failing to satisfy such payment obligations when due. There can be no assurance that Kinross will not exercise its rights and remedies under the Chirano Purchase Agreement and the Pledge Agreements and enforce its security. Should Kinross exercise such rights and remedies, this could materially adversely affect the Company's operations, financial condition, and the value of its Common Shares. See "Material Contracts – Chirano Purchase Agreement".

6.2.4. Ability to Service Existing Indebtedness

The Company's ability to make scheduled payments of the principal of, to pay interest on or to refinance its indebtedness depends on the Company's future performance and its ability to complete financings, which is subject to economic, financial, competitive, and other factors, many of which are not under the control of the Company. Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due, including, among others, debt repayments, interest payments and contractual commitments. If the Company is unable to generate cash flow from operations in the future sufficient to service the debt and make necessary capital expenditures, it may be required to adopt one or more alternatives, such as selling assets, restructuring debt or obtaining additional equity capital on terms that may be onerous or highly dilutive. The Company's ability to refinance its indebtedness will depend on the capital markets and its financial condition at such time. The Company may not be able to engage in any of these activities, or engage in these activities on desirable terms, which could result in a default on its debt obligations. In addition, the Company's present and future debt or credit arrangements may require the Company to satisfy various affirmative and negative covenants and to meet certain financial ratios and tests. These covenants may limit, among other things, the Company's ability to incur further indebtedness, create certain liens on assets, or engage in certain types of transactions. There are no assurances that the Company will not, as a result of such covenants, be limited in its ability to respond to changes in its business or competitive activities or be restricted in its ability to engage in mergers, acquisitions, or dispositions of assets. Furthermore, a failure to comply with such covenants could result in an event of default under any debt instruments, which may allow the lenders thereunder to accelerate repayment obligations or enforce security, if any.

6.2.5. 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 licenses which may take considerable periods to effect. Government's notice of termination must be given at least 120 days in advance in the case of a mining lease, and at least 60 days in advance in the case of any other mineral right 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 holds 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.

6.2.6. Forecast of future production are estimates and actual production may be less than estimates

Forecasts of future production at the Company's mineral projects are estimates prepared by senior management of the Company and are based on interpretation and assumptions, and actual production may be less than estimated. The ability of the Company to achieve and maintain the production rates on which such estimates are based is subject to a number of risks and uncertainties. Production estimates for all of the Company's mineral projects are dependent on, among other things, the accuracy of mineral reserve and mineral resource estimates, the accuracy of assumptions regarding ore grades and recovery rates, ground conditions, and the physical characteristics of ores, such as hardness and the presence or absence of particular metallurgical characteristics, and the accuracy of estimated rates and costs of mining and processing. Actual production at the Company's mineral projects may vary from estimates prepared by the Company for a variety of reasons. The failure to achieve production estimates could have a material adverse effect on the Company's results of operations and financial condition. There is no guarantee that anticipated production costs will be achieved at any of the Company's mineral projects. Failure to achieve anticipated production costs could have a material adverse impact on the Company's ability to repay any loans and generate revenue and cash flow to fund operations and future profitability.

6.2.7. Foreign Operations

The Company is exposed to risks of political instability and changes in government policies, laws and regulations in Ghana. The Company holds mineral interests in the Republic of Ghana and a majority of the Company's production and revenue to January 31, 2023, was derived from its operations in Ghana. Ghana is potentially subject to a number of political and economic risks including those described in this section. The Company is unable to determine the impact of these risks on its future financial position or results of operations and the Company's exploration, development and production activities may be substantially affected by factors outside the Company's control. The Company and its operations may be adversely affected in varying degrees by political instability, government regulations relating to the mining industry and foreign investment therein, and the policies of other nations in respect of Ghana. Any changes in regulations or shifts in political conditions are beyond the Company's control and may adversely affect the Company's business. New laws, regulations and requirements may be retroactive in their effect and implementation. The Company's operations may be affected in varying degrees by government regulations, including those with respect to restrictions on production, price controls, export controls, income taxes, expropriation of property, employment, land use, water use, environmental legislation, and mine safety. The Company's operations may also be adversely affected in varying degrees by government regulations, including those with respect to restrictions on foreign ownership, state-ownership of strategic resources, production, price controls, export controls, income taxes, expropriation of property, employment, land use, water use, environmental legislation, and mine safety. There is no assurance that permits can be obtained, or that delays will not occur in obtaining all necessary permits or renewals of such permits for existing properties or additional permits required in connection with future exploration and development programs. In the event of a dispute arising at the Company's foreign operations, the Company may be subject to the exclusive jurisdiction of foreign courts or may not be successful in subjecting foreign persons to the jurisdiction of courts in Canada. The Company may also be hindered or prevented from enforcing its rights with respect to a government entity or instrumentality because of the doctrine of sovereign immunity. Government authorities in emerging market countries often have a high degree of discretion and at times may appear to act selectively or arbitrarily, and sometimes in a manner that may not be in full accordance with the rule of law or that may be influenced by political or commercial considerations. Unlawful, selective or arbitrary governmental actions could include denial or withdrawal of licenses, sudden and unexpected tax audits, and civil actions. Although unlawful, selective or arbitrary government action may be challenged in court, such action, if directed at the Company or its shareholders, could have a material adverse effect on the Company's business, results of operations, financial condition and future prospects. The Company has no political risk insurance coverage against these risks.

6.2.8. Potential Conflicts of Interest

Certain of the Company's directors and officers may serve as directors and/or officers of other public and private companies and devote a portion of their time to manage other business interests. This may result in certain conflicts of interest, to the extent that such other companies may participate in ventures in which the Company is also participating. The laws of British Columbia require the directors and officers to act honestly, in good faith, and in the best interests of the Company. In addition, each director must declare his or her interest and abstain from voting on any contract or transaction in which the director may have a conflict of interest.

6.2.9. Permits and Licenses

The operations of the Company will require licenses and permits from various governmental authorities. There can be no assurance that the Company will be able to obtain all necessary licenses and permits that may be required to carry out exploration, development and mining operations at its projects. Currently, the Company, holds valid operating permits and environmental permits in respect of its mining leases which are the material assets. Some of the operating licences and permits in respect of the Company's prospecting operations have currently expired. Although the Company is making efforts to renew such licences and permits, no assurance can be given that the Company will be able to obtain all necessary permits and licences in a timely manner, or at all with respect to its prospecting licences.

6.2.10. Intense Competition in Mining Industry

The Company's business is mineral exploration, development, and production. The mining industry is intensely competitive, and the Company competes with other companies that have greater resources. Larger mining companies often have more resources to invest in research and development, leading to innovations in mining techniques, technology, and sustainability practices. Where the Company is unable to keep up with these innovations, the Company may fall behind technologically, further diminishing its competitiveness. Underperformance or the inability of the Company to compete may cause the Company to become a target for acquisition or takeover by larger competitors or investors seeking to consolidate assets in the industry.

6.2.11. Resource Exploration, Development, and Operating being a Speculative Business.

Resource exploration, development, and operating is a speculative business and involves a high degree of risk, including, among other things, unprofitable efforts resulting not only from the failure to discover mineral deposits but from finding mineral deposits which, though present, are insufficient in size or too metallurgically challenging to return a profit from production. The marketability of natural resources that may be acquired or discovered by the Company will be affected by numerous factors beyond the control of the Company. These factors include market fluctuations, the proximity and capacity of natural resource markets, government regulations, including regulations relating to prices, taxes, royalties, land use, importing and exporting of minerals and environmental protection. The exact effect of these factors cannot be accurately predicted, but the combination of these factors may result in the Company not receiving an adequate return on invested capital. The great majority of exploration projects do not result in the discovery of commercially mineable deposits.

6.2.12. Uninsured Environmental Risks

The Company may become subject to liability for pollution or hazards against which it cannot insure or against which it may elect not to insure where premium costs are disproportionate to the Company's perception of the relevant risks. The payment of such insurance premiums and of such liabilities would reduce the funds available for exploration and production activities.

6.2.13. Environmental Matters

Existing and possible future environmental legislation, regulations and actions could cause significant expense, capital expenditures, restrictions and delays in the activities of the Company, the extent of which cannot be predicted, and which may well be beyond the capacity of the Company to fund. The Company's right to exploit any mining properties will be subject to various reporting requirements and to obtaining certain government approvals and there can be no assurance that such approvals, including environmental approvals, will be obtained without inordinate delay or at all. Environmental legislation is evolving in a manner which is imposing stricter standards and enforcement, increased fines and penalties for non-compliance, in addition to more stringent environmental assessments of proposed projects and a heightened degree of responsibility for companies and their officers, directors and employees. Compliance with environmental laws and regulations may require significant capital outlays on behalf of the Company and may cause material changes or delays in the Company's intended activities. Failure to comply with applicable environmental laws, regulations and permitting requirements may result in enforcement actions thereunder, including orders issued by regulatory or judicial authorities, causing operations to cease or be curtailed. Such enforcement actions may include the imposition of corrective measures requiring capital expenditure, installation of new equipment, or remedial action. There is no assurance that future changes in environmental regulation, if any, will not adversely affect the Company's operations. The Company might find itself in situations where the state of compliance with regulation and permits can be subject to interpretation and challenge from authorities that could carry risk of fines or temporary stoppage.

6.2.14. Additional Financing Required to Advance Development of Mineral Projects

The Company will have various capital requirements and exploration and development expenditures as it proceeds to expand exploration and development activities at its mineral properties, develop any such properties or take advantage of opportunities for acquisitions, joint ventures or other business opportunities that may be presented to it. Funds from mining operations at the Chirano Gold Mine and the Bibiani Gold Project are not expected to be sufficient to fund such capital requirements. The continued exploration and future development of the Company's exploration and development-stage properties will therefore depend on the Company's ability to obtain the required financing. In particular, any potential development of its projects will require substantial capital commitments, which the Company cannot currently quantify and may not currently have in place. The Company can provide no assurance that it will be able to obtain financing on favourable terms or at all. In addition, the Company may incur substantial costs in pursuing future capital requirements, including investment banking fees, legal fees, accounting fees, securities law compliance fees, printing and distribution expenses and other costs. The ability to obtain needed financing may be impaired by such factors as the capital markets (both generally and in the gold industry in particular), the price of gold on the commodities markets (which will impact the amount of asset-based financing available) and/or the loss of key management personnel. If the Company is unable to obtain additional financing as needed, it may not be able to move forward with its planned exploration and development activities at its mineral properties. Any of the foregoing could have a material adverse effect on the Company's business, financial condition, results of operations, cash flows or prospects.

6.2.15. Liquidity Risks

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they come due or that the Company will be able to raise enough funds through the Programme to settle the current outstanding financial obligations of its Ghanaian subsidiaries. The Company manages its liquidity risk by continually monitoring forecasted and actual cash flows. We have in place a planning and budgeting process to help determine the funds required to support our normal operating requirements and our development plans. We aim to maintain sufficient liquidity to meet our short-term business requirements, taking into account our anticipated cash flows from operations, our holdings of cash and cash equivalents, and our committed and anticipated liabilities.

6.2.16. Going Concern Risks

The Company prepared its audited consolidated financial statements for the year ended January 31, 2024, on a going concern basis, which presume the realization of assets and discharge of liabilities in the normal course of business for at least twelve months from January 31, 2024. Disclosure in the annual financial statements under Note 1 of the audited consolidated January 31 2024, financial statements discussed the company's ability to continue as a going concern. The Company will depend on the success of its ongoing operations, the Bond issuance and other financings to be able to fund other exploration and depletion activities in order to continue as a going concern.

6.2.17. No Assurance of Profitability

The Company has no history of consolidated profitable operations and, due to the nature of its business, there can be no assurance that the Company will be profitable. The Company's Chirano operation does have a history of profit under Asante's ownership and also under previous ownership. The Company has not paid dividends on its shares and does not anticipate doing so in the foreseeable future. The only present source of funds available to the Company is from the sale of gold, which has not yet yielded profitable operations, sale of its common shares, debt financings or, possibly, the sale or optioning of a portion of its interest in its resource properties. While the Company may generate additional working capital through further equity offerings or through the sale or possible syndication of its properties, there can be no assurance that any such funds will be available on favorable terms, or at all. At present, it is impossible to determine what amounts of additional funds, if any, may be required. Failure to raise such additional capital could put the continued viability of the Company at risk.

6.2.18. Negative Cash Flow from Operations

The Company had negative cash flow from operating activities for the year ended January 31, 2024. The Company cannot guarantee that it will have positive or negative cash flow from operating activities in future periods. The Company cannot provide any assurances that it will achieve sufficient revenues (if at all) or maintain profitability or positive cash flow from operating activities. If the Company does not achieve or maintain profitability or positive cash flow from operating activities, then there could be a material adverse effect on the Company's business, financial condition and results of operation, and the Company may need to deploy a portion of its working capital to fund such negative operating cash flows or seek additional sources of funding.

6.2.19. Dependence upon Key Personnel and Other Parties

The success of the Company's operations will depend upon management and skilled personnel including the ability to attract and retain qualified personnel in the future. Our management team has significant experience and has been intimately involved in the development of our two operating assets. If we lose the services of any key member of our management team and are unable to find a suitable replacement in a timely manner, we may be unable to effectively manage our business and execute our strategy. We also depend on skilled employees to carry out our operations. There is required expertise that is applied and required in the areas of engineering, geology, metallurgy, mine operations and stakeholder relations in Ghana. These and other factors will require the use of outside suppliers as well as the talents and efforts of the Company and its consultants and employees. There can be no assurance of success with any or all of these factors on which the Company's operations will depend, or that the Company will be successful in finding and retaining the necessary employees, personnel and/or consultants in order to be able to successfully carry out such activities.

6.2.20. Dependence on the Chirano Gold Mine and Bibiani Gold Project

The Company's current principal operations are comprised of the Chirano Gold Mine and the Bibiani Gold Project, and the Company is dependent upon the success of such projects. The continued development of mining operations at these properties will require the commitment of substantial additional resources for capital expenditures and operating expenditures, which may increase in subsequent years as needed, and for consultants, personnel and equipment associated with additional development and mining of such project.

6.2.21. Failure to Develop Mineral Projects

The ability of the Company to sustain or increase its present level of gold production is dependent, in part, on the success of its projects. The Chirano Gold Mine and the Bibiani Gold Project are currently in production; however, the Kubi Gold Project is an exploration and development stage project. Risks and unknowns inherent in all projects include, but are not limited to: the accuracy of mineral reserve and mineral resource estimates; metallurgical recoveries; geotechnical and other technical assumptions; capital and operating costs of ongoing production of these projects; the future price of gold and silver; environmental compliance regulations and restraints; political climate and/or governmental regulation and control; the accuracy of engineering; the ability to manage large-scale construction and scoping of major projects, including delays, aggressive schedules and unplanned events and conditions. The significant capital expenditures and long time required to further develop this project are considerable and changes in costs and market conditions or unplanned events or construction schedules can affect project economics. The Company's ability to maintain licenses to operate these projects is also important to the success of these projects. Actual costs and economic returns may differ materially from estimates prepared by the Company, or the Company could fail or be delayed in obtaining all approvals necessary for execution of these projects, in which case, any or all of the projects may not proceed either on its original timing or at all. In addition, the Kubi Gold Project may not demonstrate attractive economic feasibility at low gold prices. The capital costs for each of the Company's mineral projects may outweigh the Company's capital, financial and staffing capacity and may adversely affect the development of these projects. The inability to further develop these projects could have a material adverse effect on the Company's business, financial condition, results of operations, cash flows or prospects. Projects also require the successful completion of feasibility studies, the resolution of various fiscal, tax and royalty matters, the issuance of, and compliance with, necessary governmental permits and the acquisition of satisfactory surface or other land rights. It may also be necessary for the Company to, among other things, find or generate suitable sources of water and power for the project, ensure that appropriate community infrastructure is developed by third parties to support the project and to secure appropriate financing to fund these expenditures. It is also not unusual in the mining industry for mining operations to experience unexpected problems during the start-up phase, resulting in delays and requiring the investment of more capital than anticipated.

6.2.22. Limited Operating History

The Company has recently commenced commercial production at the Bibiani Gold Project. There can be no assurance that the Company will achieve profitability or that the Company or any of the properties it may hereafter acquire or obtain an interest in will generate earnings, operate profitably, or provide a return on investment in the future. There can be no assurance that the underlying assumed levels of expenses will prove to be accurate. There can be no assurance that significant losses will not occur in the near future or that the Company will be profitable in the future. The Company's operating expenses, and capital expenditures may increase in subsequent years as the costs increase for the consultants, personnel and equipment associated with advancing exploration, development, and production. The amount and timing of expenditures will depend on the progress of ongoing exploration, development and production, the results of consultants' analysis and recommendations, the rate at which operating losses are incurred, the execution of any joint venture agreements with strategic partners, the Company's acquisition of additional properties and other factors, many of which are beyond the Company's control.

6.2.23. Government Regulations

The Company's business interests and operations are subject to the laws and regulations of the jurisdictions in which the Company operates. These laws and regulations are wide-ranging and oversee the license, exploration, development, taxes, employee labour standards, health and safety, environmental protection, human rights, anticorruption measures and matters related to later stage operating companies including but not limited to production, exports, waste disposal and tailings management, safe handling of toxic substances, water usage and greenhouse gases. Compliance with such laws and regulations potentially increases the costs of planning, designing, drilling, developing, constructing, operating, managing, closing, reclaiming, and rehabilitating a mine or other facilities. Introduction of new laws, amendments to current laws and regulations governing mining activities and operations or more stringent implementation or arbitrary interpretation thereof could have a material adverse effect on the Company, increase costs, cause a reduction in levels of production and delay, or prevent the development of the Company's projects. Regulatory enforcement, in the form of compliance or infraction notices, has occurred in the past and, while the current risks related to such enforcement are not expected to be material, the risk of material fines or corrective action cannot be ruled out in the future.

6.2.24. Risk of Inaccurate Estimates of Mineral Resources

Calculations of mineral resources, mineral reserves and metal recovery are estimates only, and there can be no assurance about the quantity and grade of minerals until reserves or resources are actually mined. Until reserves or resources are actually mined and processed, the quantity of reserves or resources and grades must be considered as estimates only. In addition, the quantity of reserves or resources may vary depending on commodity prices. Any material changes in the quantity of resources, grade or stripping ratio or recovery rates may adversely affect the economic viability of the projects and the Company's financial condition and prospects.

6.2.25. Risk of Mineral Resources Not Showing Economic Viability

Mineral resources that are not mineral reserves do not have demonstrated economic viability. There is no assurance that the mineral resources set out in the technical reports will ever be classified as proven or probable mineral reserves as a result of continued exploration. In addition, mineral resources that are classified as inferred mineral resources are considered too speculative geologically to have economic considerations applied to them to enable them to be categorized as reserves. Due to the uncertainty which may attach to inferred mineral resources, there is no assurance that the estimated tonnage and grades as stated will be achieved or that they will be upgraded to measured and indicated mineral resources or proven and probable mineral reserves as a result of continued exploration.

6.2.26. Climate Change Risks

The Company acknowledges climate change as an international and community concern, and it supports and endorses various initiatives for voluntary actions consistent with international initiatives on climate change. However, in addition to voluntary actions, governments are moving to introduce climate change legislation and treaties at the international, national, state/provincial, and local levels. Where legislation already exists, regulation relating to emission levels and energy efficiency is becoming more stringent. Some of the costs associated with reducing emissions can be offset by increased energy efficiency and technological innovation. However, if the current regulatory trend continues, the Company expects that this could result in increased costs for its operations in the future.

6.2.27. Costs of Land Reclamation

It is difficult to determine the exact amounts that will be required to complete all land reclamation activities in connection with the properties in which the Company holds an interest. Reclamation bonds and other forms of financial assurance represent only a portion of the total amount of money that will be spent on reclamation activities over the life of a mine. Accordingly, it may be necessary to revise planned expenditures and operating plans in order to fund reclamation activities. Such costs may have a material adverse impact upon the financial condition and results of operations of the Company.

6.2.28. Estimation of Mineral Reserves and Mineral Resources

Mineral Reserves and Mineral Resources are estimates only, and no assurance can be given that the anticipated tonnages and grades will be achieved, that the indicated level of recovery will be realized or that Mineral Reserves can be mined or processed profitably. Mineral Reserve and Mineral Resource estimates may be materially affected by environmental, permitting, legal, title, taxation, sociopolitical, marketing, and other relevant issues. There are numerous uncertainties inherent in estimating Mineral Reserves and Mineral Resources, including many factors beyond the Company's control. Such estimation is a subjective process and the accuracy of any Mineral Reserve or Mineral Resource estimate is a function of the quantity and quality of available data, the nature of the ore body and of the assumptions made and judgments used in engineering and geological interpretation. These estimates may require adjustments or downward revisions based on further exploration or development work or actual production experience. Fluctuations in gold or silver prices, results of drilling, metallurgical testing and production, the evaluation of mine plans after the date of any estimate, permitting requirements or unforeseen technical or operational difficulties may necessitate revisions of Mineral Reserve and Mineral Resource estimates. Prolonged declines in the market price of gold (or applicable by-product metal prices) may render Mineral Reserves containing relatively lower grades of mineralization uneconomical to recover and could materially reduce the Company's Mineral Reserves. Should reductions in Mineral Resources or Mineral Reserves occur, the Company may be required to take a material write-down of its investment in mining properties, reduce the carrying value of one or more of its assets or delay or discontinue production or the development of new projects, resulting in increased net losses and reduced cash flow. Mineral Resources and Mineral Reserves should not be interpreted as assurances of mine life or ~~of~~ the profitability of current or future operations. There is a degree of uncertainty attributable to the calculation and estimation of Mineral Resources and Mineral Reserves and corresponding grades being mined, and, as a result, the volume and grade of Mineral Reserves mined and processed, and recovery rates may not be ~~the same~~ as currently anticipated. Any material reductions in estimates of Mineral Reserves and Mineral Resources, or of the Company's ability to extract these Mineral Reserves, could have a material adverse effect on the Company's results of operations and financial condition. Mineral Resources are not Mineral Reserves and have a greater degree of uncertainty regarding their existence and feasibility. There is no assurance that Mineral Resources will be upgraded to proven or probable Mineral Reserves.

6.2.29. Rights or Claims of Indigenous Groups

The Company’s properties may be located in areas currently or previously inhabited or used by indigenous peoples and may be affected by evolving regulations regarding the rights of indigenous peoples and local communities. The Company’s operations are subject to national and international laws, codes, resolutions, conventions, guidelines, and other similar rules respecting the rights of indigenous peoples, including the provisions of ILO Convention 169. ILO Convention 169 mandates, among other things, that governments consult with indigenous peoples who may be impacted by mining projects prior to granting rights, permits or approvals in respect of such projects. The Company's current or future operations are subject to a risk that one or more groups of indigenous people may oppose continued operation, further development, or new development of those projects or operations on which the Company holds an interest. Such opposition may be directed through legal or administrative proceedings or protests, roadblocks, or other forms of public expression against the Company or the owner/operators' activities and may require the modification of, or preclude operation or development of projects, or may require entering into agreements with indigenous people.

6.2.30. Surface Rights and Access

Although the Company acquires the rights to some or all of the minerals in the ground subject to the tenures that it acquires, or has a right to acquire, in most cases it does not thereby acquire any rights to, or ownership of, the surface of the areas covered by its mineral tenures. In such cases, applicable mining laws usually provide for rights of access to the surface for the purpose of carrying on mining activities, however, the enforcement of such rights can be costly and time consuming. In areas where there are no existing surface rights holders, this does not usually cause a problem, as there are no impediments to surface access. However, in areas where there are local populations or landowners, it is necessary, as a practical matter, to negotiate surface access. There can be no guarantee that, despite having the right under law to access the surface and carry on mining activities, the Company will be able to negotiate a satisfactory agreement with any such existing landowners/occupiers for such access, and therefore it may be unable to carry out mining activities. In addition, in circumstances where such access is denied, or no agreement can be reached, the Company may need to rely on the assistance of local officials or the courts in such jurisdictions.

6.2.31. Dispute Resolution Risk

In the ordinary course of the Company’s business, it may become party to new litigation or other dispute resolution proceedings in local or international jurisdictions in respect of any aspect of its business, whether under criminal law, contract or otherwise. The causes of potential litigation cannot be known and may arise from, among other things, business activities, employment matters, including compensation issues, environmental, health and safety laws and regulations, tax matters, volatility in the Company’s stock price, failure to comply with disclosure obligations or labour disruptions at its project sites. Default or breach(es) by the Company under any of its material contracts may also expose the Company to potential litigation. Regulatory and government agencies may initiate investigations relating to the enforcement of applicable laws or regulations and the Company may incur expenses in defending them and be subject to fines or penalties in the event of any violation and could face damage to its reputation. The Company may attempt to resolve disputes involving foreign contractors/suppliers through arbitration in another country and such arbitration proceedings may be costly and protracted, which may have an adverse effect on the Company’s financial condition. Dispute Resolution may be costly and time-consuming and can divert the attention of management and key personnel from the Company’s operations and, if adjudged adversely against the Company, may have a material and adverse effect on the Company’s cash flows, operations and financial condition.

6.2.32. Unknown Liabilities in Connection with Acquisitions

As part of the Company's acquisitions, the Company has assumed certain liabilities and risks. While the Company conducted thorough due diligence in connection with such acquisitions, there may be liabilities or risks that the Company did not discover in the course of performing the due diligence investigations or for which the Company was not indemnified. Any such liabilities, individually or in the aggregate, could have a material adverse effect on the Company's financial position and operations.

6.2.33. Shareholder Activism

The Company's relationships with stakeholders are critical to ensure the future success of its existing operations and the construction and development of its projects. In recent years, publicly traded companies in the mining industry have been increasingly subject to demands from NGOs and activist shareholders advocating for changes to corporate governance practices, such as executive compensation practices, social issues, or for certain corporate actions or reorganizations. There is an increasing level of public concern relating to the perceived effect of mining and processing activities on the environment and on communities impacted by such activities. Activist shareholder activity could cause a disruption to the Company's strategy, operations, and leadership, resulting in a material unfavourable impact on its operational and financial performance and longer-term value creation strategy. Responding to challenges from activist shareholders, such as proxy contests, media campaigns or other activities, could be costly and time consuming and could have an adverse effect on the Company's reputation and divert the attention and resources of management and the Board. Loss of reputation may result in decreased investor confidence, increased challenges in developing and maintaining community relations and impede the Company's overall ability to advance its projects, obtain permits and licenses or continue its operations, which could have a material adverse impact on the Company's business, results of operations and financial condition.

6.2.34. Corruption and Bribery Laws

The Company's operations are governed by, and involve interactions with, many levels of government in various countries. The Company is required to comply with anti-corruption and anti-bribery laws, including the Criminal Code, and the Corruption of Foreign Public Officials Act (Canada), as well as similar laws in the countries in which the Company conducts its business. In recent years, there has been a general increase in both the frequency of enforcement and the severity of penalties under such laws, resulting in greater scrutiny and punishment for companies convicted of violating anti-corruption and anti-bribery laws. Measures that the Company has adopted to mitigate these risks are not always effective in ensuring that the Company, its employees or third-party agents will comply strictly with such laws. Furthermore, a company may be found liable for violations by not only its employees, but also by its contractors and third-party agents. If the Company finds itself subject to an enforcement action or is found to be in violation of such laws, this may result in significant penalties, fines and/or sanctions imposed on the Company resulting in a material adverse effect on the Company's reputation and its operations.

6.2.35. Changes to Strategic Plans

The Company conducts a strategic planning process that is intended to define long term objectives and execution strategies designed to achieve those objectives. These plans are regularly reviewed and updated as current or prospective external and internal conditions change. The strategic plans are based upon certain assumptions about key variables that can directly impact the validity of the strategy and the achievement of anticipated results. As unforeseen changes in business, operating and market conditions can occur at any time, resulting in the assumptions underlying the Company's decision-making process becoming invalid, there can be no assurance that the Company's strategic planning process will be completely effective in developing a strategic plan that addresses changing conditions and might result in a material adverse effect on the Company's business, financial condition, and results of operations. Additionally, due to internal and external factors, the Company may not have sufficient capital resources, organizational skills and knowledge, or systems and processes in place to execute its strategic plans in a timely or efficient manner.

6.2.36. Damage to the Company's Image and Reputation

Damage to the Company's reputation can result from the actual or perceived occurrence of any number of events and could include negative publicity, whether true or not. Although the Company places a great emphasis on protecting its image and reputation, it does not ultimately have direct control over how it is perceived by others. Reputation loss may lead to increased challenges in developing and maintaining community relations and decreased investor confidence and may act as an impediment to the Company's overall ability to advance its projects, thereby having a material adverse impact on financial performance, cash flows and growth prospects.

6.2.37. Network Systems and Cyber Security

Equipment failures, natural disasters including severe weather, terrorist acts, acts of war, cyber-attacks or other breaches of network systems or security that affect computer systems within the Company's network could disrupt the Company's business functions, including the Company's exploration and any future production activities. The mining industry has become increasingly dependent on digital technologies. The Company relies on digital technologies to conduct certain exploration and other activities. The mining industry faces various security threats, including cybersecurity threats. Such attacks are increasing and include malicious software, attempts to gain unauthorized access to data and other electronic security breaches that could lead to disruptions to critical systems, unauthorized release of confidential information and corruption of data. A cyber-attack could negatively impact the Company's operations. Corruption of the Company's financial or operational data or an operational disruption could, among other potential impacts, result in: (i) distraction of management; (ii) damage to the Company's reputation or its relationship with customers, vendors, employees and joint venture partners; or (iii) non-compliance events, which could lead to regulatory fines or penalties. Any of the foregoing could have a material adverse impact on the Company's reputation, results of operations and financial condition.

6.2.38. Audit of Tax Filings

The Company's taxes may be affected by a number of factors, some of which are outside of its control, including the application and interpretation of the relevant tax laws and treaties. If the Company's filing position, application of tax incentives or similar “holidays” or benefits were to be challenged for whatever reason, this could have a material adverse effect on the Company's business, operations and financial condition. The Company may be subject to routine tax audits by various tax authorities. Tax audits may result in additional tax, interest payments and penalties which would negatively affect the Company's financial condition and operations. New laws and regulations or changes in tax rules and regulations or the interpretation of tax laws by the courts or the tax authorities may also have a substantially negative impact on the Company's business. There is no assurance that the Company's current financial condition will not be materially adversely affected in the future due to such changes.

6.2.39. Acquisitions and Integration

From time to time, the Company may examine opportunities to acquire additional exploration and/or mining assets and businesses. Any acquisition that the Company may choose to complete may be of a significant size, may change the scale of the Company's business and operations, and may expose the Company to new geographic, political, operating, financial and geological risks. The Company's success in its acquisition activities depends upon its ability to identify suitable acquisition candidates, negotiate acceptable terms for any such acquisition, and integrate the acquired operations successfully with those of the Company. Any acquisitions would be accompanied by risks. In the event that the Company chooses to raise debt capital to finance any such acquisitions, the Company's leverage will be increased. If the Company chooses to use equity as consideration for such acquisitions, existing shareholders may suffer dilution. Alternatively, the Company may choose to finance any such acquisitions with its existing resources. There can be no assurance that the Company would be successful in overcoming these risks or any other challenges encountered in connection with such acquisitions.

6.2.40. Influence of Significant Shareholders

Emiral Resources Limited (**Emiral**) and Fujairah Holding LLC (**Fujairah**) are each considered significant shareholders of the Company. As at the date hereof, to the best of the Company’s knowledge, Emiral and Fujairah’s beneficial holdings represent approximately 13.9% and 11.2%, respectively, of the issued and outstanding Common Shares on an undiluted basis. As a result, Emiral and Fujairah may be able to significantly affect the outcome of important matters that require shareholder approval, including the approval of significant corporate matters, election of directors of the Company and the approval of certain corporate transactions. There is no assurance that the interests of such significant shareholders will always be aligned with the Company’s interests or the interests of other shareholders of the Company and any conflicts of interest may be resolved in a manner detrimental to the Company or its other shareholders.

6.2.41. Infrastructure

Mining, processing, development and exploration activities depend on adequate infrastructure. Reliable roads, bridges, power sources and water supply are important determinants, which affect capital and operating costs. Projects will need sufficient infrastructure to commence and continue mining operations and will need access to start-up and ongoing capital to establish and maintain the infrastructure necessary to operate a mine on the Property. There is no assurance that such infrastructure can be established or maintained, which would have a material adverse effect on the Company's financial condition and results of operation. Unusual or infrequent weather phenomena, sabotage, government or other interference in the maintenance or provision of such infrastructure could also adversely affect the Company's operations, financial condition and results of operations.

6.2.42. Development of Mining Operations Prior to Technical Report

The decision of the Company to commence development and production of the Bibiani Gold Mine was not based on a technical report supporting mineral reserves or a feasibility study of mineral reserves, demonstrating economic and technical viability. As a result, there may be an increased uncertainty of achieving any particular level of recovery of minerals or the cost of such recovery, which includes increased risks associated with developing a commercially mineable deposit.

Historically, such projects have a much higher risk of economic or technical failure. There is no guarantee that anticipated production costs will be achieved. Failure to achieve the anticipated production costs would have a material adverse impact on the Company’s cash flow and future profitability. Investors are cautioned that there is increased uncertainty and higher risk of economic and technical failure associated with such production decisions. It is further cautioned that mineral resources are not mineral reserves and do not have demonstrated economic viability.

6.2.43. Increase in Production and Development Costs

Changes in the Company's production and development costs could have a major impact on its profitability. Its main production and development expenses are contractor costs, materials including diesel fuel, personnel costs, and energy. Changes in the costs of the Company's mining and processing operations could occur as a result of unforeseen events, including international and local economic and political events, increased costs and scarcity of labour, and could result in changes in profitability or Mineral Reserve estimates. Many of these factors may be beyond the Company's control. The Company relies on third-party suppliers for a number of raw materials. Any material increases in the cost of raw materials, or the inability of the Company to source third-party suppliers for its raw materials, could have a material adverse effect on the Company's results of operations or financial condition.

Risks related to global economic instability, including global supply chain issues, inflation and fuel and energy costs may affect our business. The volatile global economic environment has created market uncertainty and volatility recently. This global economic uncertainty has negatively affected the mining and minerals sectors in general. Many industries, including the mining industry, are impacted by these market conditions. Global financial conditions remain subject to sudden and rapid destabilizations in response to economic shocks. A slowdown in the financial markets or other economic conditions including but not limited to global supply chain issues, inflation, fuel and energy costs, business conditions, lack of available credit, the state of the financial markets, interest rates and tax rates, may adversely affect our growth. Future economic shocks may be precipitated by a number of causes, including a continued rise in the price of oil and other commodities, the volatility of metal prices, geopolitical instability (including events such as the Russian invasion of Ukraine), terrorism, pandemics, the devaluation and volatility of global stock markets and natural disasters. Any sudden or rapid destabilization of global economic conditions could impact our ability to obtain equity or debt financing in the future on terms favourable to us or at all. In such an event, our operations and financial condition could be adversely impacted.

Prices and availability of commodities consumed or used in connection with exploration and development and mining, such as natural gas, diesel, oil, and electricity, also fluctuate, and these fluctuations affect the costs of operations. These fluctuations can be unpredictable, can occur over short periods of time and may have a material adverse impact on our operating costs or the timing and costs of various projects.

6.2.44. Fluctuations in the Price of Gold

The Company's revenues depend in part on the market gold prices for mine production from the Company's producing properties. Gold prices can fluctuate widely over the course of a year and are affected by numerous factors beyond the Company's control including: central banks' lending rates; sales and purchases of gold; producer hedging activities; expectations of inflation; the level of demand for gold as an investment; speculative trading; the relative exchange rate of the US dollar with other major currencies; interest rates and interest rate expectations; global and regional demand; political and economic conditions and uncertainties; industrial and jewellery demand; production costs in major gold producing regions; increased production due to new mine developments and improved mining and production methods; decreased production due to mine closures and worldwide production levels. Cryptocurrencies and other blockchain-based technologies that perform the function of a "medium of exchange" (collectively "Digital Currencies") are becoming more integrated with the global economy and have the potential to become a means of storing wealth outside of conventional financial markets. These Digital Currencies may offer a compelling alternative to financial instruments exchangeable for government issued currencies because they are held and traded on a decentralized network of computers, often beyond the control of individual governments or companies. Since gold serves a substantially similar wealth-storing function, the growing acceptance and popularity of cryptocurrencies and other blockchain-based mediums of exchanges may have an adverse effect on the market for gold and put significant downward pressure on gold prices. The aggregate effect of these factors is impossible to predict with accuracy. There can be no assurance that gold prices will remain at current levels or that such prices will improve. A future decline in gold prices may materially and adversely affect the Company's financial performance, its ability to service or repay its debt, or results of operations and may result in adjustments to Mineral Reserve estimates and life-of-mine LOM plans. As a result, the Company may be required to materially write-down certain of its investments in mining properties. Insufficient preparedness for substantial gold price volatility may result in a significant impact on the production profile and adverse financial performance. Any of these factors could result in a material adverse effect on the Company's results of operations, cash flows and financial position. Further, if revenue from gold sales declines, the Company may experience liquidity difficulties. Its cash flow from mining operations may be insufficient to meet its operating needs, and as a result the Company could be forced to discontinue production and could lose its interest in, or be forced to sell, some or all of its properties. In addition to adversely affecting Mineral Reserve and Mineral Resource estimates and the Company's results of operations, cash flows and financial position, declining gold prices can impact operations by requiring a reassessment of the feasibility of a particular project. Even if a project is ultimately determined to be economically viable, the need to conduct such a reassessment may cause substantial delays and/or may interrupt operations until the reassessment can be completed, which may have a material adverse effect on the Company's results of operations, cash flows and financial position. In addition, lower gold prices may require the Company to reduce funds available for exploration with the result that the depleted reserves may not be replaced.

6.3 Risk Relating to the Market

6.3.1. Secondary Market Risk

When initially issued, there may not be an active trading market for the Bonds, and one might never materialize. If a trading market does emerge, it might lack liquidity, making it difficult for investors to sell their Bonds easily or at favourable prices. This issue is particularly for Bonds that are highly sensitive to changes in interest rates, currency values, or market risks, or those designed for specific investment strategies. Such Bonds might experience limited market activity and greater price volatility compared to standard debt securities. A lack of liquidity could significantly decrease the Bonds' market value.

6.3.2. Market Price Risk

The market price of the Bonds can experience substantial fluctuations due to various factors, such as changes in the Issuer's financial performance, business setbacks, regulatory changes, analysts' financial forecasts, or large-scale sales of the Bonds. Moreover, global financial markets have historically seen significant price and volume shifts, which could negatively impact the Bonds' market price, independent of the Issuer's financial health.

6.3.3. Emerging Markets Risk

The Bond's market price is affected by economic conditions in Ghana and, to a lesser extent, by those in other emerging and developed economies, including the EU and the USA. Past financial disturbances in Ghana and other emerging markets have negatively impacted global securities prices, including those of entities operating in developing economies. Stability in Ghana does not guarantee immunity from the adverse effects of financial turmoil in other countries on the Bond's market price.

6.3.4. Exchange Rate and Exchange Control Risk

The Issuer will pay the Principal Amount and Interest in GHS. This presents certain risks relating to currency conversions if an investor's financial activities are denominated principally in a currency or currency unit (the Investor's Currency) other than the GHS. These include the risk that exchange rates may significantly change (including changes due to a devaluation of the Currency or a revaluation of the Investor's Currency) and the risk that authorities with jurisdiction over the Investor's Currency may impose or modify exchange controls. An appreciation in the value of the Investor's Currency relative to the Currency would decrease (i) the Investor's Currency equivalent yield on the Bonds, (ii) the Investor's Currency equivalent value of the principal payable on the Bonds and (iii) the Investor's Currency equivalent market value of the Bonds.

Government and monetary authorities may impose (as some have done in the past) exchange controls that could adversely affect an applicable exchange rate or the ability of the Issuer to make payments in respect of the Bonds. As a result, investors may receive less interest or principal than expected, or no interest or principal. An investor may also not be able to convert (at a reasonable exchange rate or at all) amounts received in the Currency into the Investor's Currency, which could have a material adverse effect on the market value of the Bonds. There may also be tax consequences for investors.

6.3.5. Interest Rate and Fixed Rate Bonds Risks

Investing in Fixed Rate Bonds carries the risk of decreasing value if market interest rates rise above the Bonds' fixed rate. Variable rate Bonds can be more volatile, especially if they include features like multipliers, leverage factors, caps, or floors, making their market values more susceptible to fluctuations than traditional securities.

6.4 Risk Relating to the Bonds

6.4.1. Bond Suitability Risk

The appropriateness of Bonds as an investment option varies widely among investors, depending on their individual legal and regulatory circumstances. Before investing, potential Bondholders should consult with legal advisors to verify the Bonds' compliance with applicable investment laws and regulations. This includes understanding whether Bonds are permissible investments, can be utilized as collateral for loans, or are subject to any restrictions regarding their purchase or pledge. This is particularly crucial for investors who are subject to specific investment guidelines or are financial institutions, as they need to determine how the Bonds fit within risk-based capital frameworks or other regulatory requirements.

6.4.2. Redemption Risk

The presence of an optional redemption feature in the Bonds can significantly impact their market value. Investors should be aware that during periods when the issuer has the right to redeem Bonds, their market price is unlikely to exceed the redemption price significantly. This effect can also be observed before the commencement of the redemption period. The Issuer's decision to redeem Bonds is often driven by a reduction in its borrowing costs, which may leave investors unable to reinvest the proceeds at an interest rate that matches or exceeds the rate of the redeemed Bonds. This introduces a reinvestment risk that investors must consider, particularly in relation to other available investment opportunities at the time of redemption.

6.4.3. Unsecured Bond Risk

The Issuer's obligations under the unsecured Bonds constitute unsecured obligations of the Issuer. Accordingly, any claims against the Issuer under the Bonds would be unsecured claims. The ability of the Issuer to pay such claims, and to pay them on time, will depend upon, among other factors, its liquidity, overall financial strength, the approval of any senior lenders and the Issuer's ability to generate other asset cash flows.

6.4.4. Amendment Risk

The Terms and Conditions of the Bonds include provisions that allow for the convening of meetings by Bondholders to address matters affecting their collective interests. These meetings can lead to decisions that materially alter the Terms and Conditions or waive certain provisions following an Event of Default. Importantly, the decisions made by a defined majority at these meetings are binding on all Bondholders, including those who did not participate in the vote or voted against the majority decision. This process can lead to outcomes that may not be in the best interest of all Bondholders, particularly those in the minority.

6.4.5. Legal and Regulatory Changes Risk

The legal framework governing the Bonds is based on the laws of Ghana as they stand at the time of issuance. However, there is no guarantee against future legal or regulatory changes that could adversely impact the Bonds. Such changes could arise from judicial decisions or amendments to laws and administrative practices, potentially affecting the value of the Bonds. Investors must be cognizant of this risk, as any adverse legal or regulatory developments could materially affect their investment.

6.4.6. Credit Rating Risks

As of now, no credit rating agency has assessed the Issuer or the Bonds. However, in the future, one or more independent agencies might evaluate and assign credit ratings to these Bonds. It is crucial to note that such ratings may not encapsulate all potential risks, including those associated with the Bonds' structure, market conditions, and other previously mentioned or unforeseen factors influencing their value.

Credit ratings serve as an opinion on the creditworthiness of the Bonds, rather than an investment guide. They are not endorsements to buy, sell, or hold the Bonds and can be subject to change, including suspension, revision, or withdrawal by the rating agency at any point. The assignment of a credit rating to the Bonds does not guarantee their investment suitability. Moreover, a rating's presence does not imply uniform risk across different bonds bearing similar ratings, as the meanings can vary.

Furthermore, credit ratings do not comment on the Bonds' marketability or their potential market price. Should there be any alterations in the credit ratings of either the Bonds or the Issuer, it could negatively impact the willingness of future buyers to invest at previously expected prices. Each credit rating must be considered on its own merits, independent of other ratings, to fully understand its implications for investment decisions.

6.4.7. Further Issuance Risk

The Issuer reserves the right to issue additional Bonds in the future without the consent of current Bondholders. These new Bonds may have identical terms or differ in aspects such as the interest payment commencement date. They may be consolidated with the existing Bonds, forming a single series. This right to issue additional Bonds could potentially dilute the market value of the existing Bonds or alter the demand-supply dynamics, affecting Bondholders' interests.

7. INFORMATION ON THE ISSUER

7.1 Corporate History and Background

Asante Gold Corporation was established on May 4, 2011, under the Business Corporations Act of British Columbia, Canada. Asante Gold's primary operations are the Chirano and Bibiani Gold Mine located in Ghana. Asante holds dual registration, including as an external company in Ghana with a dedicated office, reflecting its significant operational footprint in the country. Asante Gold's common shares are actively traded on multiple exchanges: the Canadian Securities Exchange (CSE) under the ticker "ASE", the Ghana Stock Exchange (GSE) with the symbol "ASG", the Frankfurt Stock Exchange (FSE) as "1A9", and also on the Pink Sheets of the OTC Markets under "ASGOF" in the US stock market. This broad listing, initiated on the CSE on May 28, 2015, and on the FSE on March 12, 2012, underscores its global investment appeal.

Asante, previously focused on exploration, acquired the Bibiani and Chirano Gold Mines through its offshore subsidiaries in August 2021 and August 2022, respectively. These strategic expansions were preceded by a series of exploration initiatives and acquisitions, starting with the Fahiakoba Concession in 2011, the Betenase Prospecting Licence in 2015, and the Keyhold Gold Project in 2016. Each acquisition was structured to enhance Asante's asset base and exploration potential in Ghana's rich gold-bearing regions.

On August 24, 2021, the Company completed the acquisition of all issued and outstanding common shares of Mensin Bibiani Pty Ltd and its subsidiary Asante Gold Bibiani LTD (formerly Mensin Gold Bibiani Ltd) (collectively "Mensin") for cash consideration of USD 90 million from Resolute Mining Limited.

Mensin is an exploration, development and production company which holds mineral rights including the Bibiani Mining Lease ("Bibiani") located in Ghana. The acquisition resulted in Mensin becoming a wholly-owned subsidiary of the Company, and the Ghanaian government retaining a 10% free carried interest in the Bibiani Gold Mine.

The Company brought the Bibiani Gold Mine into production and first gold pour was achieved on July 7, 2022.

On August 10, 2022, through an offshore subsidiary, the Company acquired the Chirano Gold Mine by acquiring all issued and outstanding common shares of Red Back Mining Pty Ltd and its subsidiaries, Chirano Mines Limited (formerly Red Back Mining (Ghana) Limited), Asante Gold Chirano Ltd (formerly Chirano Gold Mines LTD), Chirano Explorer Limited (formerly Red Back Mining No 2 (Ghana) Limited), and Chirano Exploration Ltd (formerly Red Back Mining Ghana Limited). The purchase consideration was comprised of the issuance of 34,962,584 common shares of the Company at a value of USD 1.35 per share which was the share price of the Company on closing date of this acquisition, a cash payment of USD 60 million and deferred cash consideration of USD 134 million payable to Kinross Gold Corporation, as well as USD 4 million contingent consideration representing indemnifiable tax liability.

Chirano was in production at the time of acquisition and has remained in production since then.

This background underscores Asante Gold Corporation's strategic approach to growth, focusing on operational expansion, exploration success, and sustainable practices, laying a solid foundation for its proposal to raise debt. The company's proven track record of strategic acquisitions, coupled with its commitment to responsible mining and exploration, positions it favourably for future growth and value creation for stakeholders.

7.2 Overview of the Business of the Issuer

7.2.1. Business and Operations of the Issuer

The Issuer’s business activity is focused on the operation, development and exploration of the Bibiani and Chirano mines, the assessment, acquisition, development, and exploration of other mineral properties in Ghana.

As indicated above, the Company does not directly own any mineral rights in Ghana. Its mineral rights and mining operations in Ghana are held by and conducted through its direct and indirect subsidiaries in Ghana.

As of January 31, 2024, the Issuer had CAD 569.1 million of working capital deficiency, an accumulated deficit of CAD 325.9 million. The Issuer incurred a total comprehensive loss of CAD 137.6 million, and at the end of the year FY24, had a cash balance of CAD 2.1million. This condition in addition to other conditions according to the Issuer’s audit report indicate the existence of material uncertainties that may cast significant doubt upon the Issuer’s ability to continue as a going concern.

7.2.2. Bibiani Gold Mine

Bibiani is an operating open pit gold mine situated in the Western North Region of Ghana, with previous gold production of more than 4.5 million ounces. It is fully permitted with available mining and processing infrastructure on-site consisting of a process plant and existing mining infrastructure.

In August 2021, the Issuer acquired all of Resolute Mining Limited’s ownership interest in the Bibiani Gold Mine in Ghana through the purchase of all the issued and outstanding common shares of Mensin Bibiani Proprietary Limited leading to the Issuer’s indirect ownership of 90% in Bibiani. The Ghanaian Government has ten (10) percent free carried interest in the Bibiani Mining Lease. In connection with the acquisition of Bibiani, Asante Gold Corporation gained access to promising exploration opportunities comprising both surface and underground targets. Subsequently, a drilling initiative was initiated at the Bibiani main pit and its associated satellite pits (primarily focusing on the Walsh and Strauss pits).

In September 2021, the Company refurbished the Bibiani process plant, which was in care and maintenance at the time of the acquisition and began gold production on July 7, 2022. Since Asante assumed ownership through January 31, 2024, 139,051 gold equivalent ounces have been produced at Bibiani under Asante ownership.

Subject to obtaining financing, the Company is planning to expand the Bibiani open pit and develop the Russel deposit while continuing its near-mine drilling programs as well as at the Grasshopper and Elizabeth satellite deposits. The Company is also progressing with an underground mine planning study to define development of an underground mine operation that would access mineralized deposits below the Bibiani main pit and the satellite pits. Subject to obtaining financing and successful completion of the study, the Company anticipates that the underground mine program initiative could increase annual gold production beginning in 2025 and extend mine life beyond the period of open pit mining.

7.2.3. Chirano Gold Mine

Chirano is an operating open pit and underground mine located in the Western North Region of Ghana, immediately south of the Company's Bibiani Gold Mine. Chirano was first explored and developed in 1996 and began production in October 2005.

On August 10, 2022, the Issuer acquired all outstanding common shares of Asante Chirano Australia Proprietary Ltd. Asante Chirano indirectly owns a 90% interest in the Chirano Gold Mine, along with its subsidiary companies, including Chirano Mines Limited (formerly Red Back Mining (Ghana) Limited), Asante Gold Chirano LTD (formerly Chirano Gold Mines LTD, Chirano Explorer Limited (formerly Red Back Mining No 2 (Ghana) Limited), and Chirano Exploration Limited (formerly Red Back Mining Ghana Limited) (collectively referred to as the "Chirano Group"). Following the acquisition, Asante Chirano became a fully owned subsidiary of the Issuer with the Ghanaian government maintaining a 10% free carried interest in the Chirano Gold Mine.

Since Asante assumed ownership through to January 31, 2024, Chirano has produced 137,913 ounces of gold. In FY2025, Chirano's pen pit operations will continue to be focused at the Sariehu and Obra pits, while the Mamnao North and Akpti South pits are being prepared for future mining. Underground mining will continue at the Akwaaba, Akoti, Tano, Suraw and Obra.

7.3 Licensing and Regulation

The Issuer's Ghanaian subsidiaries' operations are governed by a comprehensive framework of laws and regulations concerning environmental protection, employee health and safety, waste disposal, environmental remediation, mine and exploration site reclamation, mine safety, hazardous goods management, and other relevant areas. Adherence to these regulations demands careful planning and vigilant execution in all aspects of the Issuer's activities.

Two key regulatory permits are required for development of mining projects in Ghana; these are:

- The Mine Operating Permit ("MOP") issued by the Minerals Commission of Ghana
- The Environmental Permit issued by the Environmental Protection Agency ("EPA")

7.4 Litigation, arbitration or claims

The Issuer's Ghanaian subsidiaries are involved in the material litigation and claims set out in Appendix I below.

7.5 Outlook for the Issuer

The Issuer remains committed to enhancing operational efficiency and production capacities. The Company's long-term outlook has consolidated production exceeding 500,000 ounces by 2028 at a consolidated all-in sustaining cost of under USD 1,200 per ounce.[1]

On April 30, 2024, the Company filed an updated NI 43-101 technical report for the Bibiani mine (the "Bibiani 2024 Technical Report"). The NI 43-101 is a regulatory standard for disclosing mineral resources and reserves, governing how mining-related information must be reported in Canada. It is enforced by the Canadian Securities Administrators (CSA) to ensure transparency and accuracy in the mining industry. The report highlighted the following key points:

- Gold production of 271koz in fiscal 2026 (a 254% increase over fiscal 2024), enabled by fiscal 2025 investments in second cutback to expand the main pit in fiscal 2025 and sulphide treatment plant to increase gold recovery to 92%
- Commencement of underground mine development in fiscal 2025 with first underground ore processed in fiscal 2027; a robust mine plan is underpinned by first-ever underground reserves delineated by Asante
- Significant unit cost reduction by fiscal 2026 reflecting reduced stripping requirements, increased scale, and increased gold recovery; AISC projected to be under USD1,100/oz by fiscal 2027
- 2.5 million ounces of measured and indicated mineral resources
- 1.2 million ounces of inferred mineral resources

The Bibiani mine plan as outlined in the Bibiani 2024 Technical Report is based on proven and probable reserves only, without inclusion of the significant incremental resource base. The Company foresees the potential for production increases and mine life extension based on continued resource conversion and exploration success.

Consistent with the Bibiani 2024 Technical Report and subject to availability of financing, the Company expects production of 110,000 to 120,000 gold equivalent ounces in fiscal 2025 based on successful execution of the following initiatives:

- Cutting the Bibiani-Goaso National Highway
- Execution of the second cutback of the main pit as envisaged in the Bibiani 2024 Technical Report
- Progression of community relocation and road construction activities
- Construction and commissioning of the sulphide treatment plant by fiscal Q4 2025
- Other plant upgrades including installation of a pebble crusher by fiscal Q2 2025, completion of the scalping screen supporting the gravity plant, and upgrades and expansions of the CIL and elution facilities
- Development of a starter pit at the South Russell project to supplement ore feed from the main pit

1 All-in sustaining cost per equivalent ounce sold is a non-IFRS measure. (Refer to definitions section)

Consistent with the Bibiani 2024 Technical Report, the Company expects that execution of these initiatives will also result in a significant increase in production and decrease in costs beyond fiscal 2025.

On April 30, 2024, the Company filed an updated NI 43-101 technical report for the Chirano mine (the "Chirano 2024 Technical Report"), with highlights as follows:

- Gold production of 178koz in fiscal 2025 (a 28% increase over 2023) and exceeding 200koz by fiscal 2027
- Underground mine plan focused on expansion of the Obra and Suraw mines
- Lower unit costs from fiscal 2025 from increased throughput, efficiencies, improved use of capital
- 2.1 million ounces of measured and indicated mineral resources
- 1.0 million ounces of inferred mineral resources

The Chirano mine plan as articulated in the Chirano 2024 Technical Report is based on proven and probable reserves only, without inclusion of the significant incremental resource base. The Company foresees the potential for production increases and mine life extension based on continued resource conversion and exploration success.

Consistent with the Chirano 2024 Technical Report and subject to the availability of financing, the Company expects production of 160,000 to 170,000 gold equivalent ounces in fiscal 2025.

Near-term initiatives in fiscal 2025 include:

- Installation of an Aachen Reactor to enhance leaching kinetics by the end of Q1 2025
- A pebble crusher has been procured and installed on schedule, and throughput capacity has increased from 3.4Mt/y to 3.6Mt/y. Further primary grinding upgrades, CIL upgrades, pump upgrades and cyclone replacement are planned to be operational from Q4 2025 with the aim of increasing process plant throughput capacity from 3.7Mt/y to 4.0Mt/y
- Completion of the second cutback at the Sariehu open pit
- Replacement of mining from the Mamnao central and south pits with Sariehu, Mamnao north and Obra pits in fiscal Q1 2025

Management expects that these initiatives will provide access to incremental resources with the ultimate strategy of efficient blend of open pit and underground ore to ensure control of head grade.

Looking ahead, the Issuer is focused on continued development, with advancements in key projects such as Obra, Suraw, and lower Tano underground mines. These efforts are targeted to expand operational flexibility through the development of additional mines and further strengthen our position in the market. Exploration remains a cornerstone of Asante Gold's strategy, with planned investments to extend Chirano's mine life and explore underexplored areas within the Bibiani mining lease. Furthermore, Asante Gold is committed to environmental stewardship, with plans underway for biodiversity offset planning and environmental permit applications at the Kubi Gold Mine.

7.6 Other Mineral Rights

In addition to its Chirano and Bibiani Mining Leases, the Issuer, through its direct and indirect Ghanaian subsidiaries holds or has an interest in the mineral rights listed in Appendix G.

7.7 Share Capital

Over the last three years, the company has experienced several notable events that have impacted its share capital.

In August 2021, the Company issued 106,642,857 common shares at $0.70 per share, generating gross proceeds of $74,650 in a private placement. In connection with this offering, the Company issued 2,275,714 common shares as finders' fees, with a fair value of $2,298, and incurred issuance costs of $40. Earlier, in April 2021, the Company issued 46,775,100 units at $0.15 per unit, raising gross proceeds of $7,016 in another private placement. Each unit consisted of one common share and one share purchase warrant, with each warrant entitling the holder to purchase one common share at an exercise price of $0.25 until April 15, 2023. As part of this offering, the Company issued 935,502 finders' units, valued at $354, under the same terms as the financing, and incurred issuance costs of $30. Additionally, the Company issued 2,711,348 common shares following the exercise of 2,711,348 options, with a weighted average exercise price of $0.12, generating total proceeds of $328. Consequently, the Company transferred $193, representing the fair value of the exercised options, from the reserve for share-based payments to share capital. The Company also issued 6,428,951 common shares upon the exercise of 6,428,951 warrants, with a weighted average exercise price of $0.07, resulting in total proceeds of $470. As a result, the Company transferred $20, representing the fair value of the exercised warrants, from the reserve for warrants to share capital.

In March 2022, the Company closed a private placement financing by issuing 58,431,914 common shares at $1.75 per share, generating gross proceeds of $102,256, with issuance costs amounting to $3,224. In July 2022, the Company issued 250,000 common shares with a fair value of $325 in connection with the option agreement for Sraha and Ayiem, completing the acquisition of a 50% interest. In August 2022, the Company issued 34,962,584 common shares with a fair value of $47,185 as part of the acquisition of Red Back. Additionally, the Company issued 1,130,000 common shares from the exercise of options, raising proceeds of $370, which resulted in the reclassification of $292 from the reserve for share-based payments to share capital. Furthermore, the Company issued 29,679,964 common shares from the exercise of warrants for proceeds of $5,934, with $58 from the reserve for warrants reclassified to share capital.

On April 6, 2023, the Issuer completed a non-brokered private placement, issuing 18,232,000 units for gross proceeds of $27,348. Each unit comprised one common share and one share purchase warrant, with all proceeds allocated to share capital as there was no residual fair value for the warrant reserve. Subsequently, on June 5, 2023, after receiving Ghana Government approval, the Company issued 7,000,000 common shares with a fair value of $13,790 to Goknet, fulfilling an agreement related to the acquisition of the Kubi Mining Leases. Additionally, the Company issued 2,977,042 common shares upon the exercise of 3,255,000 options for proceeds of $435, resulting in $377 recorded in the share-based payments reserve being reclassified to share capital. Of the total options exercised, 320,000 were exercised on a cashless basis, leading to the issuance of 42,042 common shares, while 277,958 common shares were withheld to cover the exercise price and withholding tax obligations. The Company also issued 38,710,601 common shares upon the exercise of 38,710,601 warrants for proceeds of $9,678, with $134 recorded in the reserve for warrants reclassified to share capital. Lastly, the Company issued 29,500 common shares upon the exercise of 29,500 RSUs, with $50 from the share-based payments reserve reclassified to share capital.

7.8 Shareholding Structure

The Issuer is authorized to issue an unlimited number of common shares of no-par value, of which as of April 30, 2024 and the date of this prospectus, there are currently 445,384,986 issued and outstanding. The Issuer's outstanding securities as of April 30, 2024 is as follows:

Type of Security	As of April 30, 2024
Common Shares	445,384,986
Stock Options	16,102,840
Warrants	5,000,000
Restricted Share Units ("RSUs")	6,327,260
Deferred Share Units ("DSUs")	6,785,900

Table 4: Outstanding Securities

The total outstanding shares have been issued to over 300 shareholders with Ghanaian private and institutional shareholders holding about 31%. The top twenty (20) shareholders as of the date of this Prospectus is as follows:

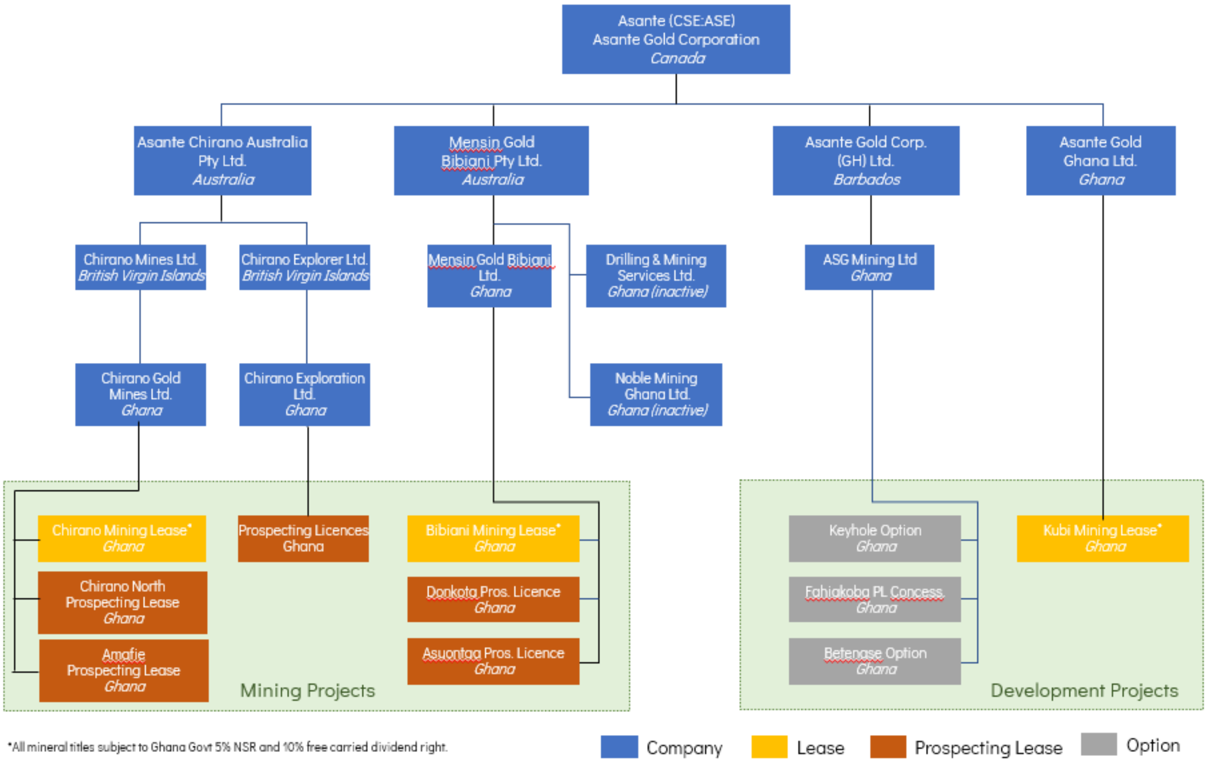
#	SHAREHOLDER	SHARES	% OF SHARES
1	EMIRAL RESOURCES LIMITED	61,999,208	13.92%
2	FUJAIRAH HOLDING LLC	49,750,000	11.17%
3	KINROSS GOLD CORPORATION	34,962,584	7.85%
4	MINERALS INCOME INVESTMENT FUND	32,746,286	7.35%
5	GHANA INFRASTRUCTURE INVESTMENT FUND	29,100,571	6.53%
6	JADACORE HOLDINGS LTD.	26,000,000	5.84%
7	NOTRE DAME INVESTMENT LIMITED	13,333,334	2.99%
8	EGH ARLEPA ANWIA - BOKAZO COMMUNITY FUND	7,142,757	1.60%
9	GOKNET MINING COMPANY LIMITED	7,000,000	1.57%
10	MALIK MOHAMMED EASAH	6,983,866	1.57%
11	RAMATU EGALA	4,166,666	0.94%
12	CARSTEN MICHAEL KORCH	3,930,000	0.88%
13	BXC COMPANY GHANA LIMITED	3,888,889	0.87%
14	THOMAS WESLEY PORTFOLIO LIMITED	3,405,903	0.76%
15	ROGER NORWICH	3,325,000	0.75%
16	WESTHILL GROUP LIMITED	1,739,237	0.39%
17	PAUL ABBOTT	1,333,334	0.30%

18	DEVALAYA LIMITED	1,100,000	0.25%
19	FREDERICK ATTAKUMAH	900,000	0.20%
20	BASHIR AHMED	796,500	0.18%
	TOTAL TOP 20 SHAREHOLDINGS	**293,604,135**	**65.92%**
	OTHERS	151,780,851	34.08%
	TOTAL ISSUED SHARES	**445,384,986**	**100.00%**

Table 5: Top 20 Shareholders

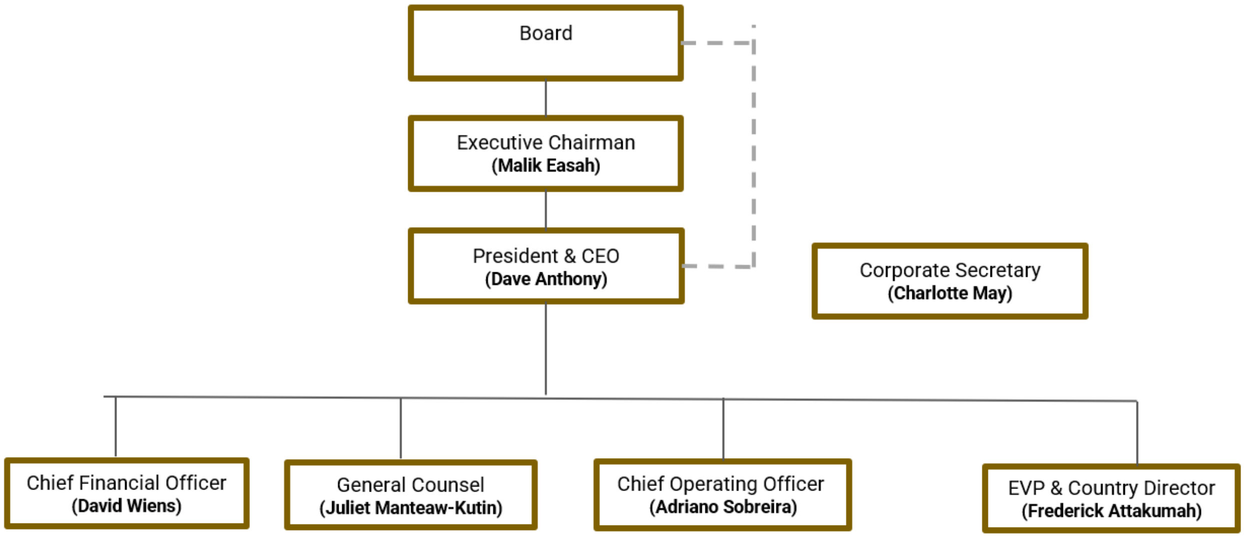
7.9 Corporate Structure

Diagram 1: Organisational Structure of the Issuer



7.10 Governance Structure

Diagram 2: Governance Structure of the Issuer



7.11 Board of Directors

Name	Nationality	Role	Age	Other Directorship	Appointment Date
Malik Easah	Ghana	Executive Chairman	52 years	Churchill Resources Inc. Savannah Mining Ghana Ltd Indussi Resources Public Ltd	March 22, 2021
Dave Anthony	Canada	President and CEO	67 years	None	March 16, 2023
Bashir Ahmed	Ghana	Director and Technical Committee Chair	67 years	None	July 2, 2015
Alexandre Heath	Canada	Lead Independent Director, Audit Committee	43 years	Prospector Metals Corp. and Southern Empire Resources Corp.	April 10, 2014

		Chair			
Mohammad Alothman	Kuwait	Independent Director	41 years	None	January 17, 2022
Edward Koranteng	Ghana	Independent Director	49 years	None	March 16, 2023
Carsten Korch	Peru	Independent Director, Member of Audit Committee	58 years	American Lithium Corp.	July 21, 2020
Dr. Roger Norwich	UK	Independent Director	74 years	ReVolve Renewable Power Corp.	September 21, 2020
Alexander Smirnov	UAE	Independent Director	36 years	None	January 17, 2022

Table 6: Summary of Director's Profiles

7.12 Profile of the Directors

(a) **Malik Easah, Executive Chairman**

Mr. Easah, a resident of Accra, Ghana, was a founding Director of Cardinal Resources Limited responsible for acquisition of all tenements. He played a key role in the discovery and development of the seven million-ounce Namdini Gold Project in Northern Ghana. Cardinal Resources was recently purchased by Shandong Gold Company for ~USD 500 million. Mr. Easah studied Business Administration at the Bergen Community College in the United States of America.

(b) **Dave Anthony (Chief Executive Officer)**

Mr. Dave Anthony is a seasoned executive with over 40 years of experience in mine project developments and operations, holding exemplary senior management and executive positions. Mr. Anthony holds a Bachelor of Science degree in Mining and Mineral Process Engineering from Queen's University. His extensive expertise encompasses various facets of the mining industry, including mine and process plant design, permitting, construction, and operation.

Mr. Anthony's career includes a notable tenure of 10 years with Barrick Gold Corp. in Africa, during which he ascended to the position of Chief Operating Officer (COO) of African Barrick Gold. His contributions were instrumental in driving operational excellence and maximizing value within the organization. Notably, Mr. Anthony served as the COO of Cardinal Resources Limited, where he played a pivotal role in the development of the Namdini Gold Mine, boasting reserves and resources totaling 7 million ounces.

Under his leadership, Cardinal Resources Limited achieved significant milestones, culminating in its acquisition by Shandong Gold for over USD 500 million, representing a premium of 400% to the unaffected price. This acquisition followed a rigorous bidding process and underscored the exceptional value Mr. Anthony brought to the organization.

(c) **Bashir Ahmed, Director & Technical Committee Chair**

Mr. Ahmed, a Ghanaian National and resident of Obuasi, is a mining engineer with over 30 years of experience in mine operations, planning, production, and management. This wealth of expertise gained him the position of Mine Manager at Obuasi, one of the World's foremost underground gold mines, producing up to 1.8 million tonnes per year (~4,900 tpd). In this capacity, Mr. Ahmed managed a workforce of over 1000, with an annual budget of USD100 million. Mr. Ahmed obtained a BSc. Mining Engineering degree from Kwame Nkrumah University of Science and Technology as well as a post-graduate degree in Management Practice from University of Cape Town.

(d) **Alexandre Nicolas Heath, Lead Independent Director, Audit Committee Chair**

Mr. Heath, a resident of Vancouver, Canada, has 15 years of corporate finance, investment banking and capital markets experience focused on the mining industry. He has worked on numerous public and private equity offerings, valuations, fairness opinions, and M&A transactions. Mr. Heath graduated with a B.Com. (Hons) specializing in Finance and Marketing from the Sauder School of Business at the University of British Columbia and is a CFA charter holder.

(e) **Mohammad Alothman, Independent Director**

Mr. Alothman is a senior professional who currently serves as the CEO of Fujairah Holding LLC where he oversees both UAE and Global operations. He holds an MBA from Hult International Business School, a Bachelor of Science, from Kings College London, and also the following certifications: CMA, PMP, and CDIF. Mr. Alothman has worked on numerous IPO listings. He has worked with several financial institutions such as Al Ahli Bank, Bastion Capital, etc. He has negotiated and closed many Joint Venture projects with large, listed entities including a Platinum Recovery Plant and Refinery.

(f) **Edward Koranteng, Independent Director**

Mr. Koranteng, a resident of Ghana, is a lawyer, and corporate and investment banker with over 23 years' international working experience. He holds a Master of Laws Degree in International Banking and Finance from the University of Leeds. He is the Chief Executive Officer of MIIF, a sovereign minerals wealth fund, and oversees the management of Ghana's equity interest in mining companies and all royalties paid to the state from mining activities. Mr. Koranteng has held executive and senior managerial positions at Ghana International Bank Plc (GHIB), Ecobank Ghana, Access Bank Ghana and Fidelity Bank.

(g) **Carsten Korch, Independent Director, Member Audit Committee**

Mr. Korch is a business coach and an active board member in businesses related to intellectual property, retail, investment, mining, and data-driven marketing & sales. He is a successful entrepreneur with more than 25 years of experience as Founder, CEO, and

Board Member. He obtained a degree in Marketing & Finance from Fredericia International Business Academy, Denmark. Mr. Korch is resident in Lima, Peru.

(h) **Dr. Roger Norwich, Independent Director, Member of Audit Committee**

Dr. Roger Norwich undertook both undergraduate and postgraduate studies in geology at Manchester University, England. He initially worked in the oil industry in the Permian Basin, the Gulf of Mexico and the North Sea. More recently, he has been involved in the development and financing of precious metals mining companies. For example, he played a significant role in Otis Gold Corp., which had substantial silver and gold assets in Idaho, USA, and was acquired by Excellon Resources (TSX & NYSE American) in April 2020. He currently serves on Excellon's Board, as the company produces silver in Mexico, develops future gold assets in Idaho, and explores for silver in Saxony, Germany.

As the founding director of Mexican Silver Mines (TSX-V), Dr. Norwich was instrumental in its merging with Rio Alto Mining (TSX & NYSE) which grew into a significant gold producer in Peru and was subsequently sold to Tahoe (NYSE) for USD 1.12billion. He is the Chairman of Mexican Renewable Energy - a Dublin-based company developing multiple large-scale wind energy projects throughout Mexico for sale to multinational power companies.

(i) **Alexander Smirnov, Independent Director**

Mr. Alexander Smirnov is the CEO of Emiral Resources Limited. He has 12 years of business experience in natural resource development, with degrees in finance and oriental studies from leading universities in Russia and is an Executive MBA candidate at London Business School. Mr. Smirnov is overseeing the creation of a diversified mining portfolio across geographies including Africa and the Middle East. He is a resident of Dubai, UAE. Emiral is focused on international natural resources exploration, development, production, trading, and procurement. Emiral, through its production subsidiary, Alliance for Mining, is the largest industrial gold producer in Sudan. Alliance has been commended by the Sudanese Ministry of Energy & Mining for its development of the country's mining sector and its outstanding results.

7.13 Committees of the Issuer Board

The Issuer Board has 3 committees. The details of the committees are as follows:

Committee	Functions	Committee members
ESG Committee	Oversees the Company's overall sustainability and social responsibility practices to ensure long-term value for shareholders and stakeholders. These include the development of an ESG strategy and policy development, addressing climate change and ensuring alignment with	Roger Norwich Carsten Korch Edward Koranteng

	international standards and frameworks such as the UN SDGs.	
Technical Committee	Responsible for providing technical guidance and strategy to the company. This includes ensuring compliance with applicable laws and regulations and international best practices, reviewing risks, identifying and assessing emerging technologies.	Bashiru Ahmed Dave Anthony Roger Norwich
Audit Committee	Oversees the Company's governance financial reporting and compliance,	Alex Heath (Chair) Roger Norwich Carsten Korch

Table 7: Issuer Board Committee

7.14 Other Director Matters

(a) Conflicts of interest

Certain directors of the Company also serve as directors of other companies involved in natural resource exploration and development and consequently, there exists the possibility for such directors to be in a position of conflict. Any decision made by such directors involving the Company will be made in accordance with the duties and obligations of directors to deal fairly and in good faith with the Company and such other companies. In addition, such directors declare, and refrain from voting on, any matter in which such directors may have a conflict of interest.

(b) Director's Remuneration and Benefits

The breakdown of the remuneration and benefits paid to Directors and key management of the Issuer from 2021 to 2024 fiscal year is as follows:

Remuneration to Directors (*Expressed in thousands of Canadian Dollars*)	**FY2021**	**FY2022**	**FY2023**	**FY2024**
Director fees	40	180	830	1,504
Other benefits	-	-	-	
Key management emoluments	392	3,615	21,261	5,599
Total	432	3.795	22,091	7,103

Table 8: Director's Remuneration and Benefits

7.15 Management Team

The current management team of the Issuer are as follows:

Name	Nationality	Qualification	Position	Age
Malik Easah	Ghana	BA Business Administration	Executive Chairman	52
Dave Anthony	Canada	BSc. Mining Engineering, Mineral Processing	President & Chief Executive Officer	67
Frederick Attakumah	Ghana	BSc. Electrical Engineering MBA	Executive Vice President & Country Director	55
David Wiens	Canada	B. Commerce CFA Charter holder	Chief Financial Officer	44
Adriano Sobreira	South Africa	B.Tech. in Mining Engineering	Chief Operating Officer	64
Juliet Ofeibea Manteaw-Kutin	Ghana	LLM, International Commercial Law, BL, LLB	General Counsel	48

Table 9: Summary of Management Team

(a) **Malik Easah, Executive Chairman**, See Section 7.9a

(b) **Dave Anthony, Chief Executive Officer -** See Section 7.9b

(c) **Frederick Attakumah, Country Director (Ghana)**

Mr. Attakumah holds a B.Sc. (Hons) in Electrical Engineering from the Kwame Nkrumah University of Science and Technology (Ghana) and a Master of Business Administration degree from the Henley Business School (UK). He has thirty years' experience in the mining industry spanning project development, operations management, sustainability, and corporate affairs.

Prior to joining Asante, Mr. Attakumah was the Executive Vice President and Managing Director of Asanko Gold Ghana Limited. He has also held several senior executive roles including Managing Director of AngloGold Ashanti (Ghana) Limited and Vice President of Sustainability for AngloGold Ashanti's operations in Ghana.

At the industry level, he held the position of First Vice President of the Ghana Chamber of Mines and concurrently served as a member of the Governing Council of the Private Enterprise Federation of Ghana (PEF). He has also served as President of the Canada Ghana Chamber of Commerce which is focused on building bilateral private sector relationships between Ghana and Canada.

(d) **David Wiens, Chief Financial Officer**

David Wiens is an experienced mining executive with over 20 years of expertise in financial management and investment banking roles in Canada and the United Kingdom. He has spent most of the last ten years in finance, corporate development and investor relations roles with gold and silver producers, including over six years at SSR Mining Inc. when the company transitioned from a single asset silver producer to become a diversified, long-life gold company. Recently he was the Chief Financial Officer of Bunker Hill Mining Corp., where he delivered project financing for the mine restart, secured new strategic shareholders, and uplisted and grew the company alongside a team of former Barrick executives. Previously, he was a mining investment banker at several financial institutions, including Deutsche Bank AG in London, UK. Mr. Wiens holds a Bachelor of Commerce from the University of British Columbia in Canada and is a CFA® Charter holder.

(e) **Adriano Sobreira, Chief Operating Officer**

Mr. Adriano Sobreira is a distinguished professional holding a Bachelor of Technology degree in Mining Engineering from the University of Johannesburg. With over 35 years of extensive experience, he has garnered expertise in both underground and open pit mine operations.

Throughout his career, Adriano has held key leadership positions at renowned mining companies. He served as General Manager for esteemed entities such as Anglo American and Harmony Gold, where he played instrumental roles in optimizing operational efficiency and fostering sustainable growth.

(f) **Juliet Ofeibea Manteaw-Kutin, General Counsel**

Juliet Manteaw-Kutin, is a corporate lawyer with over 15 years' experience in the mining & metals industry. She is a business leader with demonstrated commercial acumen and technical appreciation of the company's business. Prior to joining Asante Gold, Juliet was the Head of Legal, Corporate Affairs and Company Secretary of AngloGold Ashanti (Ghana) Limited comprising the Obuasi and Iduapriem Mines, as well as five other subsidiaries where she ensured a high standard of legal practices and governance.

7.16 Issuer Disclosures

7.16.1. Subsidiaries and Affiliates

See Diagram 1: Organisational Structure of the Issuer

7.16.2. Existing Contracts or Arrangements with Directors

As at the date of this Prospectus:

(a) There are no existing contracts or arrangements in which any director of the Issuer is materially interested, nor are there any that are significant in relation to the business of the Issuer, or its subsidiaries takes as a whole

(b) There are no management contracts, technical services contracts, or other similar contracts in place, nor are there any fees payable under such contracts that are due for renewal or subject to review

(c) There are no existing or proposed service contracts between any director of the Issuer and the Issuer or any of its subsidiaries

7.16.3. Related Party Transactions

The Company's related parties include key management personnel and companies controlled by key management personnel. Key management personnel are defined as those having authority and responsibility for planning, directing, and controlling the activities of the Company as a whole. The Company has identified its key management personnel as members of the Board of Directors and senior corporate officers.

A summary of the Company's related party transactions is as follows:

	Years ended January 31,		
	2024	**2023**	**2022**
	$	$	$
Compensation to key management personnel	1,886	2,814	-
Share-based payments to key management personnel	3,165	17,351	2,349
Management fees paid to related entities	1,562	1,450	1,323
Professional fees paid to related entities	490	476	123
	7,103	22,091	3,795

Table 10: Summary of Issuer's Related Party Transactions

Transactions with related parties 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.

As at January 31, 2024, accounts payable and accrued liabilities contain amounts due to related parties of USD 5,059 (January 31, 2023 - USD 3,203, January 31, 2022 - USD 1,980) pertaining to expense reimbursements, directors' fees, and professional fees. These amounts are unsecured, non-interest bearing and due on demand.

As at January 31, 2024, there were 10,434,800 options, 5,141,600 RSUs, and 6,357,300 DSUs outstanding that had been granted to related parties as share-based payments.

As at January 31, 2024, loans payable contains USD 32,153 (January 31, 2023 & 2022 - USD nil) due to a company controlled by a director of Asante.

Please see Asante's consolidated financial statements for the years ended January 31, 2024, 2023 and 2022 for full disclosure of related party transactions on an annual basis.

7.16.4. Indebtedness of Issuer

Appendix F *(Certificate of Indebtedness as April 2024)* sets out the existing indebtedness of the Issuer's subsidiaries as of April 30, 2024 and the encumbrances relating to the indebtedness. The Issuer itself has no current indebtedness. The Issuer will fund repayment of these obligations through cashflow from its operations. Information on the Issuer's projected cash flow is provided in the Issuer's technical reports referenced in this Prospectus which is available on the Issuer's website.

7.17 Employee Breakdown for calendar year

No. of Employees	2019	2020	2021	2022	2023	2024
Ghana	9	8	84	1417	1367	1367
Canada	0	0	4	4	5	5

Table 11: Number of Employees

7.18 Insurance

As of the date of this Prospectus, the Issuer maintains valid insurance policies that provide coverage for the following risks and assets:

Policy type	Asset/Interest covered	Insured Value
PDBI (Chirano)	Property Damage	USD 600,496,686
	Gross Profit	USD 128,128,162

	Policy Limit of Liability	USD 200,000,000
PDBI (Bibiani)	Property Damage	USD 155,250,000
	Gross Profit	USD 136,327,525
	Policy Limit of Liability	USD 150,000,000
General Liability (Asante Gold)	Third Party Liabilities	USD 1,000,000
Directors/Officers Liability	Liabilities	USD 5,000,000
Marine Cargo (Bibiani)	Machinery, Equipment, Supplies	USD 30,000,000
Marine Cargo (Chirano)	Machinery, Equipment, Supplies	USD 13,000,000
Marine Bullion (Chirano)	Goods, Merchandise (Premises Transit)	USD 30,000,000
Marine Bullion (Bibiani)	Goods, Merchandise (Premises, Transit)	USD 18,000,000
Workmen Compensation (Occupational Injury)	Chirano	GHS 194,311,797
	Bibiani	GHS 32,031,375
Motor Vehicle Insurance Company Vehicles:	Chirano	GHS 9,300,000
	Bibiani	USD 1,152,580

Table 12: Insurance Policies

7.19 Immovable Property

The details of the Issuer's immovable property arrangements in respect of its business premises are as follows:

No	Premise	Commencement Date	Expiry Date	Duration
1	Bibiani Mine Offices and residential buildings	19/5/1997	18/5/2027	30 years
2	Chirano Mine Offices and residential buildings	23/12/2019	22/12/2034	15 years
3	No. 17, Jungle Avenue	01/03/ 2024	28/02/ 2026	2 years

Table 13: Immovable Property Arrangements

7.20 Dividend History and Policy

The Company has not historically paid dividends, and does not have near-term plans to pay a dividend. As a general policy, no dividends or distributions or return of capital shall be made if such action were to violate a financial covenant of any debt arrangements of the Company or its subsidiaries. Furthermore, the Board cannot declare or pay a dividend if there are reasonable grounds to believe that the Company is unable to pay its debts as they become due in the ordinary course of its business, or the payment of the dividend would render the Company unable to pay its debts as they become due in the ordinary course of its business. Factors such as profitability and key financial metrics, cash flow requirements, anticipated debt servicing requirements, capital expenditure and planned investment acquisition commitments, among others would be taken into consideration in the approval process for the declaration of dividends.

In considering the declaration and payment of any dividends, the Company may utilize retained earnings for general corporate purposes, including but not limited to organic and inorganic growth and investment in subsidiaries or affiliates. The Board may decide to employ retained earnings in ensuring maintenance of an optimal level of capital adequacy, meeting the Company's future growth plans or other strategic purposes.

7.21 Other funding lines

As at the date of the Prospectus, the Issuer is in discussions with banks for a loan syndication of up to USD 250 million. This is expected to close in Q3 2024. An announcement will be made to the public when the financing is closed.

7.22 Environmental, Sustainability and Governance

Asante Gold Corporation is committed to maintaining high standards in Environmental, Social, and Governance (ESG) practices, reflecting the Company’s position as a uniquely Ghanaian multinational mining company with significant local ownership. The Company’s deep understanding of the Ghanaian context informs its approach to stakeholder engagement and operational practices at the Bibiani and Chirano Gold Mines.

7.22.1. Stakeholder Engagement

Asante has developed a comprehensive stakeholder engagement plan, covering interactions with employees, the Government of Ghana, traditional authorities, local communities, and NGOs within its operational areas. The Company engages with key governmental entities, including the Ministry of Lands and Natural Resources, the Minerals Commission, and the Environmental Protection Agency (EPA), to ensure compliance with national regulations. Engagement with traditional authorities and local leaders is also a priority, ensuring that Asante's operations align with the expectations and cultural practices of host communities.

7.22.2. Health, Safety and Environmental Management

Asante's Health & Safety Policy (ASP-4) emphasizes the well-being of its workforce and the importance of maintaining a safe work environment. The Company implements Job Safe Procedures (JSP) and conducts regular Hazard Identification and Risk Assessments to ensure workplace safety. Asante's operations have recorded no fatalities over the past three years, underscoring the effectiveness of its safety measures.

The Responsible Mining Policy (ASP-1) governs the ethical conduct of all employees and contractors, supported by a third-party whistleblower system managed by Deloitte, providing a confidential channel for reporting concerns. The Sustainability Policy (ASP-2) ensures that Company's operations are conducted in a manner that maintains its social license to operate. The Company adheres to regulatory requirements and is committed to responsible water and energy use, with ongoing efforts to develop a Climate Resilience strategy.

7.22.3. Community Investment and Social Responsibility

Asante's Community Investment Policy (ASP-7) guides its contributions to local socio-economic development, focusing on education, health, skills development, and entrepreneurship. Notable initiatives include the operation of the MGBL Basic School at Bibiani and the provision of tertiary education scholarships through the Sefwiman Foundation at Chirano.

7.22.4. Diversity and Inclusion

Asante's Equity, Diversity, and Inclusion Policy (ASP-8) promotes a diverse and inclusive workplace. The Company's Women in Mining Policy (ASP-9) supports the engagement, retention, and advancement of women within the organization, with women holding key positions at both the Bibiani and Chirano mines.

7.22.5. Governance and Accountability

Asante's Responsible Mining Policy (ASP-1) and Community Relations Policy (ASP-6) provide the framework for the Company's commitment to governance and accountability. A Grievance Management System is in place to address stakeholder concerns, while the independent whistleblower system ensures transparency and ethical conduct.

7.22.6. ESG Audit and Improvement

Asante engaged Digby ESG Consultants to conduct an independent audit of its ESG practices in 2022, resulting in a "B-B" rating. Following the implementation of an Action Plan, the Company achieved an "A" rating in the 2023 audit. Asante continues to work diligently to meet and exceed these standards, demonstrating its commitment to continuous improvement in ESG performance. The Company plans to have this process conducted every year.

8. OVERVIEW OF THE GOLD MINING INDUSTRY[2]

8.1 Recent Performance

In recent years, Ghana's mining sector has exhibited strong performance, propelled by its substantial gold reserves and favourable global demand. Gold continues to be the primary contributor to both government revenues and export earnings, positioning Ghana as a leading global gold producer and the largest in Africa. Despite challenges such as illegal mining (galamsey) and environmental concerns, the sector has demonstrated significant growth in both production and revenue.

Data from the Ghana Chamber of Mines (GCM) and the Ghana Revenue Authority indicate that gold is the most commercially exploited mineral in Ghana, contributing over 90% to the country's mineral revenue. The mining sector plays a pivotal role in government revenues, significantly impacting corporate tax earnings, mineral royalties, and direct domestic revenue.

Major players in the mining industry, including multinational corporations, have played a key role in gold production. Through investments in capital improvements and technology, these companies have enhanced production capacity and efficiency. Despite fluctuations in gold prices, the sector has displayed resilience, capitalising on international demand and improving supply-side dynamics.

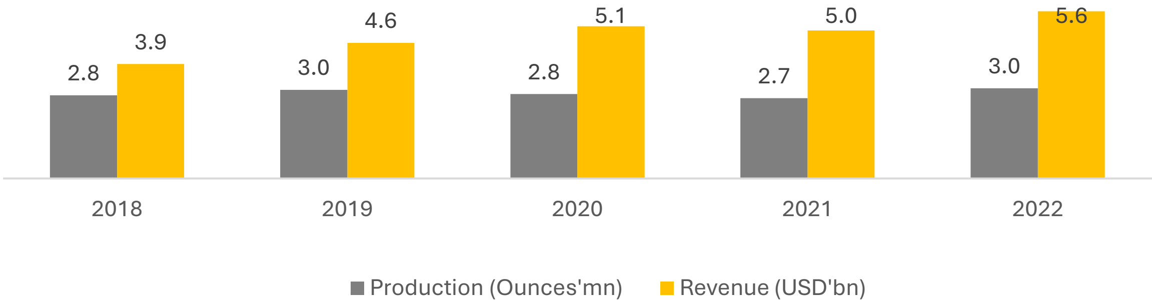
The industrial sector, particularly the mining and quarrying sub-sector, experienced a significant turnaround, rebounding from a -12.2% contraction in 2021 to an 8.9% growth rate in 2022. However, growth declined to 2.5% in 2023, on the back of a substantial slowdown in gold production, a major sub-component of the mining and quarrying sector. Moreover, the oil and gas segment continued its decline, contracting due to underperformance in the Enyera section of the TEN field.

Ghana's economic resurgence in 2022 was largely fuelled by its gold industry. After experiencing a steep decline of -31.2% in 2021, gold production surged by 32.3%, marking a substantial turnaround. However, this momentum slowed considerably in 2023, with growth slowing significantly to just 10.1% due to a reduction in gold output. Consequently, the gold sector's contribution to Ghana's GDP growth fell to 0.4% in 2023, down from 1.1% in 2022.

Despite challenges faced by other industries, the mining sector's robust performance highlights its resilience and strategic importance in steering Ghana's economic recovery. As the country navigates through uncertain economic terrain, the mining sector's sustained growth and significant contribution to GDP underscore its pivotal role in Ghana's economic landscape.

2 Ghana Chamber of Mines, 2024 Budget Statement and Economic Policy

Revenue and Output Performance of the Gold Producing Member Companies from 2018 to 2022[3]



8.2 History of the Sector

The mining industry in Ghana has a rich history dating back to the 19th century, with major mining activities gaining momentum in the 1990s. Initially focused on gold exploration, the sector has diversified over time, encompassing a range of minerals including manganese, diamonds, bauxite, and silver. Foreign-owned companies play a dominant role in the sector, although the government holds stakes in most mining operations.

Over the years, the government has undertaken various initiatives to regulate the industry and address long-standing issues such as illegal mining and environmental degradation. The Ghana Chamber of Mines, established in 1928, serves as a representative body for mining companies, advocating for industry interests and facilitating collaboration among stakeholders.

8.3 Key Developments

Recent developments in the Ghanaian mining industry have been marked by increased investment in research and development, aimed at enhancing production efficiency and cost-effectiveness. Government reforms have sought to strengthen industry regulation, combat illegal mining activities, and improve environmental sustainability. Efforts to enhance electricity supply reliability have further supported sector growth. Major mining companies have expanded their operations, contributing to higher mineral exports and government revenues. Gold remains the primary focus, with significant contributions from other minerals such as manganese and bauxite.

8.4 Sector Outlook

Looking ahead, Ghana's mining industry is poised for sustained growth, supported by favourable market conditions and ongoing reforms. A firm regulatory framework, coupled with the increased formalisation of small-scale mining, is expected to benefit legitimate mining companies and promote responsible practices.

The country's political stability and strong institutional framework present favourable conditions for increased investment in the sector. Opportunities for greenfield investment and downstream activities are significant, offering potential for further expansion and diversification. However, clarity on government plans regarding state equity stakes in key

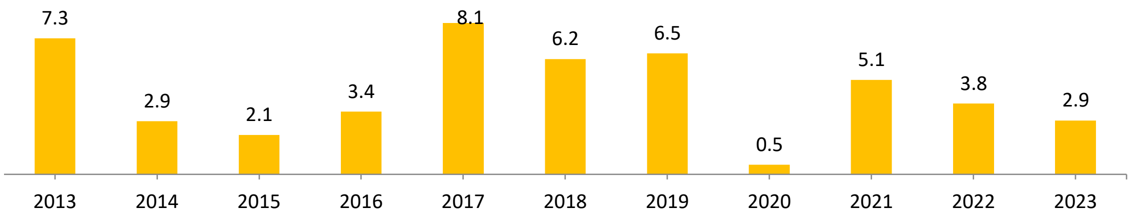
3 Ghana Chamber of Mines, 2024 Budget Statement and Economic Policy

operating companies will be crucial for international investors seeking to engage in the Ghanaian mining sector.

9. OVERVIEW OF THE GHANAIAN ECONOMY[4]

9.1 General Overview

The Ghanaian economy is the second largest in West Africa with a GDP of USD 72.24 billion as at 2023. Ghana's economy grew by an average of 6.0% in the 4 years immediately preceding the COVID pandemic. However, there have been fluctuations in the GDP growth from 2020 to 2023 with an overall real GDP average growth of 2.9% suggesting a moderate economic performance during this period.



Ghana's GDP growth rate from 2013 to 2023

Ghana, classified as a small lower-middle-income country, has a population of approximately 30.8 million people. The demographic profile reveals a youthful population, with around 73.5% below the age of 36 and 95.7% below the age of 65. This demographic distribution has implications for labour force dynamics, consumer behaviour, and social development initiatives. For decades, Ghana's diverse natural resource base and its primary sector have spearheaded its economic growth and development. Currently, Ghana is Africa's largest gold producer and the second-largest cocoa producer globally after Côte d'Ivoire. In 2022, Ghana's total gold output amounted to 3.74 million ounces, marking an increase from 2.82 million ounces in the previous year. However, small-scale mining companies are projected to contribute 1.1 million ounces of gold, while large-scale gold mining firms are expected to produce 3.4 million ounces in 2024. The national gold output is expected to exceed 4.5 million ounces in 2024. Gold continues to be Ghana's largest contributor of foreign exchange, accounting for 45.7% of all export receipts in 2023, with USD 7.6 billion in total export value compared to USD 6.6 billion in 2022. Cocoa continues to be Ghana's most valuable cash crop with an estimated 683,000 tons of cocoa beans produced in the 2021/2022 cocoa season and a total export value of USD 2.1 billion in 2023. The discovery and exploration of oil has been a boon for Ghana since 2011. According to data from various sources, including the World Data Atlas, Ghana's crude oil reserves stood at approximately 154.75 thousand barrels per day as of September 2023.

4 Ghana Chamber of Mines, 2024 Budget Statement and Economic Policy, Ghana Statistical Service (GSS), BOG's Summary of Economic and Financial Data, World Data Atlas (Knoema), World Bank Group (WBG)

9.2 Political Background

Ghana has become one of the most stable democracies in Africa. The country's post-independence history has been characterised by long periods of military rule interspersed with civilian governments. After close to a decade of quasi-military rule under the then Provisional National Defence Council (PNDC), strong internal and external pressures on the government led to the passage of the constitution in 1992. Additionally, there was the reinstatement of multi-party democracy in the same year, thus, ushering Ghana into the Fourth Republic.

Ghana is a unitary republic with sovereignty residing in the Ghanaian people. This status is conferred by the 1992 Constitution (the "Constitution"), which is a hybrid of the Westminster and U.S systems of government. Ghana's political system is principally based on the separation of powers of the three arms of government (namely the Executive, Legislative and Judiciary) as well as a system of checks and balances.

Executive authority rests with the President, in conjunction with the Council of State (a body that deliberates and makes recommendations on any matter being considered or dealt with by the President or any other authority in respect of any appointment enshrined in the Constitution). The President is the Head of State, Head of Government, and Commander-in-Chief of the Armed Forces of Ghana, and is elected by the direct vote of the eligible and registered voters for a four-year term and with a limit of two terms.

The Parliament of Ghana ("Parliament") is vested with legislative authority. It consists of a unicameral body of 275 members who must be elected by their constituents for a 4-year term in single-seat constituencies. The basic function of the Parliament is to deliberate on issues which can result in the passage of laws. For a bill to become law, it must have the support of the majority of the members of Parliament present and voting along with the assent of the President, who has a qualified veto over all bills except those to which a vote of urgency is attached. The President's veto can be overridden by a vote of two-thirds of the members of Parliament.

The Judiciary consists of the Superior Courts of Judicature and such lower courts or tribunals as Parliament may establish. The Superior Courts are the Supreme Court, the Court of Appeal, the High Court and Regional Tribunals. The Constitution provides that the Supreme Court is to consist of the Chief Justice and not fewer than nine other Justices. Presently, the Supreme Court consists of the Chief Justice and fourteen other Justices. The Chief Justice is appointed by the President acting in consultation with the Council of State and with the approval of Parliament. The President appoints the other Supreme Court Justices, acting on the advice of the Judicial Council, of which the Chief Justice is the Chairman and in consultation with the Council of State and with the approval of Parliament. Ghana's courts are used extensively for civil, business and criminal cases.

As a result of the robust democratic system built over three decades, Ghana held its eighth consecutive democratic election under the Fourth Republic in 2020, which resulted in a successful and peaceful retention of power by the incumbent president, Nana Addo Dankwa Akufo-Addo.

9.3 Historical Economic Performance

Ghana's historical economic reliance on agriculture, particularly cocoa production, has shifted in recent years, with the services sector becoming dominant. After a cocoa boom in the 1920s, Ghana developed advanced infrastructure and social service institutions. Despite setbacks during the 1930s global depression and World War II, the cocoa industry sustained the economy, leading to Ghana accumulating substantial national savings. Post-war, the colony financed a university and key infrastructure projects. However, over time, Ghana's economy has become vulnerable to fluctuations in agriculture and gold prices.

After gaining independence in 1957, Ghana initially followed a development model emphasising state controls, state ownership of enterprises, and import substitution. By the early 1980s, frequent military interventions and economic challenges, including budget deficits, inflation, an overvalued exchange rate, and depleted reserves, marked the country. Ghana's economy experienced cyclical fluctuations linked to cocoa, timber, and gold prices. In the early 1960s, Ghana was the leading cocoa producer, but by the 1980s, production declined due to low prices and adverse weather.

From 2017 to 2022 but excluding the COVID-induced slowdown in 2020, Ghana’s economy achieved an average growth rate of 5.8% according to the Ghana Statistical Service, making it one of the fastest-growing economies in Africa. Ghana’s progress towards poverty eradication— which has been spearheaded by a combination of solid economic growth, an increase in job opportunities, and education— has been exemplary. Ghana was the first country in Sub-Saharan Africa to reduce poverty by half and meet the Millennium Development Goal. Additionally, a 2017 Ghana Living Standard Survey reported that the number of people living below 50.0% of Ghana’s median income reduced from 12.4% in 2013 to 12.0% as of 2017. Despite its impressive growth, a backdrop of volatile currency swings, mounting public debt, and erratic power supply have at times, threatened to impede the country’s progress. Global headwinds to Ghana’s macroeconomic stability and growth intensified in recent years, underpinned by the COVID pandemic in 2020 and the spillovers from the Russia-Ukraine war in 2022.

The Ghana Statistical Service estimated a strong rebound in economic growth in 2021 from the impact of the COVID-19 pandemic, stemming largely from policy interventions to ensure post-COVID economic growth. This is evidenced by the strong real GDP growth outturn of 5.1% reported for 2021, significantly up from 0.5% in 2020. However, the growth recovery was derailed in 2022 as exchange rate and price pressures weighed on key sectors of the Ghanaian economy, dragging overall real GDP growth to 3.1% by the full year 2022.

Following the macroeconomic crises of 2022, Ghana showed signs of economic improvement in 2023. However, persistent challenges remain, including high inflation, sluggish growth, and pressure on public finances and debt sustainability. Economic growth slowed to an estimated 2.9% in 2023 and is projected to continue at a subdued level in 2024. Achieving a return to the potential growth rate of 5% necessitates macroeconomic stability. Year-on-year inflation declined from 53.4% in January 2023 to 23.2% in December 2023, reflecting stable exchange rates and the impact of monetary policy tightening. In early 2024, inflation deceleration halted due to the direct impact of currency depreciation on imported goods prices, particularly affecting non-food inflation, while food inflation saw a slight decrease.

Public debt soared to over 90% of GDP with the IMF's Debt Sustainability Analysis (DSA) revealing that Ghana's debt had reached unsustainable levels. This required a restructuring of both domestic and external debt in addition to fiscal and structural reforms under an IMF-supported Extended Credit Facility (ECF) programme. Consequently, the Ghanaian government commenced a three-year fiscal adjustment and reforms programme in 2023 supported by a USD 3.0 billion ECF arrangement from the IMF, preceded by a comprehensive domestic debt exchange programme. Under the IMF programme, the government committed to front-loaded fiscal consolidation, tighter monetary policy, and structural reforms in tax policy, revenue administration, and enhanced public financial management.

9.4 Monetary & Fiscal Development

The Ghanaian government projects a further drop in economic growth in 2023 to 2.3%, due to the fiscal and monetary policy squeeze under the ongoing 3-year IMF-supported reforms programme as well as the domestic debt exchange programme. Key sectors such as construction and manufacturing witnessed consecutive contractions while growth in financial and insurance activities slowed markedly, partly on account of the DDEP. The mining and quarrying sector witnessed a sharp contraction of 8.1% year-on-year in the third quarter of 2023, owing to lower gold production relative to the same period of 2022. However, the information and communication sector continued to witness robust double-digit growth in 2023. In 2024, economic growth is projected to pick up modestly on account of the less restrictive fiscal policy signalled in the 2024 budget, a relatively stable Ghanaian cedi, and easing price pressures. Within this context and anchored on the IMF programme, the Ghanaian government signalled an overall growth target of 2.8% in 2024, representing a modest recovery from its forecast growth of 2.3% in the full year 2023. Against a backdrop of increased inflation, higher inflation expectations and unstable macroeconomic conditions, the Monetary Policy Committee (MPC) of BOG systematically increased the Monetary Policy Rate (MPR) from 14.5% in December 2021 to 30.0% in July 2023. These measures were instituted to tighten liquidity conditions in the banking system to rein in aggregate demand pressures and, in turn, inflation. The MPC in January 2024 announced a cut in the policy rate by 100 basis points to 29.0% after six months of maintaining it at 30.0%, despite the recovery in inflation and emphasised the need to maintain a strong policy stance to consolidate gains from disinflation.

Transactions in the trade account for 2023 resulted in a decline in the trade surplus to USD 2,632.8 million, from USD 2,873.1 million in the corresponding period of 2022. Total exports dropped by 4.9% to USD 16,643.3 million, largely driven by a fall in crude oil prices and cocoa products exports. In the third quarter of 2023, gold prices encountered a 3.7% decrease from USD 1,919.4 at the end of June to USD 1,848.6 at the end of September, primarily influenced by the strength of the U.S. dollar and the anticipation of prolonged higher interest rates. However, these prices exhibited resilience throughout 2023 due to strong demand for the precious metal, driven by both its appeal as a safe-haven investment and its use in the ornaments industry and global Central Bank reserves. The signal for interest rate cuts in 2024 by the US Federal Reserve at the November 2023 Federal Open Market Committee meeting also provided further support for gold prices in late 2023. This occurred despite a notable increase in supply and the heightened global mine production during the first half of the year.

The outlook for gold anticipates an average price of USD 2,150 per troy ounce in 2024, reflecting a 20.0% increase compared to 2023. Nevertheless, expectations suggest a decline in 2025 as concerns regarding inflation and recession subside.

9.5 Macroeconomic Outlook

Headline inflation, which peaked at 54.1% in December 2022, decelerated to 23.2% in December 2023 with the help of a favourable base effect, tighter fiscal and monetary stance and well-contained energy prices. Under the ongoing IMF programme, the Ghanaian government expects a continued decline in inflation to close 2024 at 15.0%, providing scope for the start of interest rate reductions in the year. While this inflation outlook indicates the prospect of easing price pressures in 2024, it also suggests elevated inflation above the Bank of Ghana's medium-term target of 6.0% - 10.0%. In addition to the potential election-related shocks in 2024, the Bank of Ghana is expected to proceed cautiously with any reductions in the policy rate. Consequently, domestic interest rates are expected to decline modestly in the months ahead.

In January 2024, Ghana secured an agreement with the Official Creditor Committee to restructure its bilateral debt of USD 5.4 billion under the G20 Common Framework as negotiations continue with Eurobond holders. The agreement with Official Creditors paved the way for the IMF Executive Board to approve the first review of Ghana's ECF programme, resulting in USD 600.0 million in disbursements from the Fund with additional support from the World Bank. These multilateral inflows under the ongoing IMF programme are expected to support Ghana's quest to rebuild its stock of international reserves and anchor exchange rate stability in the years ahead.

In 2024, economic growth is projected to pick up modestly on account of the less restrictive fiscal policy telegraphed in the 2024 budget, a relatively stable Ghanaian cedi, and easing price pressures. Within this context and anchored on the IMF programme, the Ghanaian government signalled an overall growth target of 2.8% in 2024, representing a modest recovery from its forecast growth of 2.3% in the full year 2023.

Despite the positive prospects of a modest recovery amidst easing price pressures in 2024, election-related policy uncertainty and ongoing talks on external debt restructuring are the key risks to watch for the Ghanaian economy in 2024. These developments could subdue the domestic investment climate and restrain long-term capital investment in 2024.

10. OVERVIEW OF THE GHANAIAN CAPITAL MARKET

10.1 Overview of the GSE

The Ghana Stock Exchange (GSE) is the only stock exchange of Ghana and one of the most well-known in Sub-Saharan Africa. After nearly two decades of strategic planning, the GSE was established in July 1989 as a private company limited by guarantee under the Companies Code of 1963 (Act 179) (now the Companies Act, 2019 (Act 992)). One year and three months later, it was recognised as an authorised Stock Exchange under the Stock Exchange Act of 1971 (Act 384). The Council of the Exchange was inaugurated on November 12, 1990, and trading commenced on the same day. The GSE changed its status to a public company limited by guarantee in April 1994.

The GSE operates under the supervision of the Securities and Exchange Commission (SEC) of Ghana. The SEC is responsible for regulating and overseeing the activities of the capital market in the country. A wide variety of securities can be listed on the GSE, including equity or preference shares, debt in the form of corporate bonds (and notes), municipal bonds (and notes), government bonds, and collective investment schemes The GSE is a public company limited by guarantee and does not have owners or shareholders. However, there is a management staff, headed by the Managing Director, who is responsible for the day-to-day management of the exchange. Additionally, the GSE is governed by a nine-member council consisting of three independent members, two representatives of licensed dealing members, two listed company representatives, and two executives.

In 1990, there were eleven (11) companies listed on the GSE with a total market capitalisation of GHS 3.1 million and only three (3) licensed dealing members. Thirty-four years down the line that number has increased, with thirty-seven (37) companies listed on the Main Market and the Ghana Alternative Market (GAX) and forty-two (42) equities in total. Furthermore, the total value of equities has skyrocketed tremendously. As of December 31 2023, market capitalisation was approximately GHS 74 billion.

The GSE closed the year with the Composite Index returning 28.1% despite the challenges in the capital market in 2023. The year closed with a decrease in volume, value, and number of trades within the equities market, compared to the figures from the previous year. The cumulative volume traded in 2023 amounted to 16 billion, valued at GHS 12.0 billion, indicating a decline of 57.3% and 63.8% respectively, compared to the same period last year. Despite a marginal 0.08% decrease in the number of transactions, there was a significant increase in market capitalisation from GHS 64,507.3 million at the end of December 2022 to GHS 73,893.2 million at the end of December 2023.

10.2 Overview of the GAX

The Ghana Alternative Market (GAX) is a platform established by the Ghana Stock Exchange (GSE) to facilitate access to capital for small and medium-sized enterprises (SMEs). Launched in 2014, GAX provides an avenue for emerging businesses to raise funds, enhance visibility, and stimulate growth within Ghana’s economy. GAX aims to bridge the funding gap for SMEs by offering a regulated marketplace where these enterprises can access equity financing. By providing a platform tailored to the needs of smaller businesses, GAX supports entrepreneurship, job creation, and economic development in Ghana.

10.3 Overview of the GFIM

The Ghana Fixed Income Market (GFIM) serves as a cornerstone of the country's financial system, providing a platform for the secondary trading of all fixed income securities. With a robust regulatory framework and growing investor interest, the market plays a crucial role in fostering financial stability and facilitating investment opportunities. Banks, non-bank financial institutions, and insurance companies actively participate in the fixed income market as investors, issuers, and intermediaries. They play a vital role in mobilising savings, providing liquidity, and facilitating trading activities. Key instruments traded on the GFIM include Treasury Bills, Government Notes and Bonds, Corporate Notes and Bonds Commercial papers. As of December 2023, the total value traded on the GFIM was GHS 98 million.

The Ghana fixed income market plays a vital role in mobilising capital, supporting government financing needs, and facilitating corporate expansion. With a diverse range of debt instruments, active regulatory oversight, and growing investor participation, the market offers opportunities for income generation, capital preservation, and portfolio diversification.

10.4 Overview of the GCX

The Ghana Commodity Exchange is a private company limited by shares, structured as a Public-Private Partnership, with the government of Ghana currently the sole shareholder. The exchange aims to establish linkages between agricultural and commodity producers and buyers, secure competitive prices for their products, ensure the market quantity and quality as well as timely settlement of their trade, reduce post-harvest losses, improve market access, and enhance farmers' income. The membership-based organisation is essentially a marketplace for the purchase and sale of listed commodities. All buyers, sellers and stakeholders are required to subscribe to the GCX Membership Program prior to trading or working with the Exchange. The exchange primarily focuses on agricultural commodities, including but not limited to staples such as maize, soybeans, sorghum and other cereals. GCX's key goal is to link Ghanaian smallholder farmers to agricultural and financial markets in Ghana and across the West Africa Region to ensure that Ghanaian farmers secure competitive prices for their commodities, as well as supply good quality commodities that meet the nutritional needs of the Ghanaian people.

Source: Ghana Stock Exchange, Ghana Fixed Income Market Report December 2023

11. CONDITIONS

The following are the Conditions of the Bonds to be issued by the Issuer under the Programme. The Applicable Pricing Supplement in relation to any Series or Tranche may specify other terms and conditions, which shall, to the extent so specified or to the extent inconsistent with the Conditions, replace or modify the following Conditions for the purpose of such Series or Tranche. The Conditions, as replaced or modified by the Applicable Pricing Supplement, will be incorporated by reference in each Bond. Expressions defined in the Trust Agreement and the Prospectus have the same meanings in these Conditions, unless otherwise defined herein.

The Bonds are issued subject to the Trust Agreement. The statements in these Conditions include summaries of, and are subject to, the detailed provisions of the Trust Agreement.

Copies of the Trust Agreement are available for inspection by the Bondholders, upon request, at the registered offices of the Issuer and the Bond Trustee (being at the date hereof, Ridge Tower, West Ridge, Accra, Ghana) and for as long as any Bonds remain outstanding.

11.1 Authorisation, Issue and Subscription

11.1.1. Authorisation

(a) The Bonds are issued by the Issuer in accordance with, and subject to, these Conditions, which were approved by resolutions of the Issuer's Board dated on March 22, 2024 and June 12, 2024.

(b) A total Principal Amount of the GHS equivalent of USD 400,000,000 is authorised for issue under this Programme. The Principal Amount of each Bond issued by the Directors shall be as recorded in the Applicable Pricing Supplement.

11.1.2. Issue and Subscription

(a) The Issuer may issue Bonds to such applicants and on such dates as the Issuer deems fit. The Issuer reserves the right, in its sole discretion, to refuse any application in whole or in part, or to accept some applications for the Bonds in full and others in part, or to refuse all applications for the Bonds on any basis determined by it.

(b) Each Bond shall be held subject to the Conditions, of which Conditions shall be binding on the Issuer and each Bondholder.

(c) The Bonds will be issued in one or more Series or Tranches by the Issuer under the Programme. The Bonds may be Senior Secured Bonds, Senior Unsecured Bonds, or Subordinated Bonds and may be Floating Rate or Fixed Rate (as indicated in the Applicable Pricing Supplement).

(d) The Bondholders are (by virtue of their subscription for, or purchase of, the Bonds) deemed to have notice of, entitled to the benefit of, and are subject to, all the provisions of the Trust Agreement.

11.2 Form, Denomination, Title and Transfer

11.2.1. Form of Bonds

(a) The Bonds are in dematerialised form and will be electronically maintained on the CSD with an identifying number that will be recorded in the Register.

(b) All Bondholders will be required to open and maintain CSD accounts, which will be credited with the Bonds upon issue.

11.2.2. Denomination of Bonds

Subject to Applicable Law, the bonds shall be issued in the Currency specified in the Applicable Pricing Supplement.

11.2.3. Title to the Bonds

(a) Title to the Bonds shall pass by registration in the Register, unless Applicable Laws provide otherwise or provide for additional formalities for transfer of title. In so far as Applicable Law requires notification to the debtor for a valid transfer of title to the Bonds, the registration of the transfer in the Register shall constitute evidence of this notification. Except as ordered by a court of competent jurisdiction or as required by law, the Bondholder, as reflected in the Register, shall be deemed to be and may be treated as the absolute owner for all purposes, whether or not it is overdue and regardless of any notice of ownership, trust or an interest in it, any writing on it or its theft or loss and no person shall be liable for so treating the Bondholder.

(b) The Issuer shall issue a single Global Bond Certificate to the Bond Trustee in respect of each Series or Tranche of Bonds. The CSD shall maintain a record of Bondholders' respective electronic book entries in the Register showing the particulars of Bondholders and their respective holdings.

(c) The Issuer, Bond Trustee, and CSD shall recognise a Bondholder as the sole and absolute owner of the Bonds registered in that Bondholder's name in the Register (notwithstanding any notice of change of ownership or writing thereon or notice of any previous loss or theft thereof) and the Bond Trustee shall not be bound to request in writing the CSD to enter any trust in the Register or to take notice of or to accede to the execution of any trust (express, implied or constructive) to which the Bonds may be subject.

11.3 Transfer of Bonds

(a) No transfer of Bonds may be registered unless a form of transfer has been delivered to the CSD as per the rules of the CSD relating to the transfer of securities. Each form of transfer shall be in writing in the usual form or any other form approved by the CSD. Each form shall be signed by the Bondholder or his duly authorised agent and be delivered to the CSD in respect of the Bonds to be transferred and such evidence as to identity, title, authority and legal capacity of the transferor and transferee and their respective agents, if any, as the Issuer or the CSD, may reasonably require (the **Transfer Form**).

(b) The Register shall contain the name, address and bank account details of the Bondholders. The Register shall set out the Principal Amount of the Bonds issued to any Bondholder and shall show the date of such issue, the date upon which the Bondholder became registered as such and the unique serial numbers of all securities as pertains in the CSD system.

(c) The CSD shall make information on Bondholders contained in the Register available to any Bondholder or any person authorised in writing by the Bondholder as they may reasonably request. The CSD shall not record any transfer other than on Business Days or while the Register is closed.

(d) The Register shall be closed during the Book Closure Period. Bondholders entitled to participate in a distribution of Interest, or a Redemption Amount shall be those registered as such on the Last Day to Register.

(e) The CSD shall alter the Register in respect of any change of name, address or bank account number of any of the Bondholders of which it is notified in accordance with these Conditions.

(f) In the case of an exercise of the Issuer's right to Redemption by Instalment or an Early Redemption, the CSD will change the holdings in the Register to reflect the Redemption and the balance of the holding not redeemed.

(g) Exchange and transfer of Bonds shall be effected according to the rules of the CSD and subject to charges by the CSD and brokers.

(h) No Bondholder may require the transfer of a Bond to be registered during a Book Closure Period, after any such Bond has been called for Redemption, or (in the case of a Redemption by Instalment) during the period beginning on the 6th Business Day before the Instalment Date of and ending on the Instalment Date (both inclusive).

11.4 Status of Bonds

11.4.1. Senior Unsecured Bonds

The Senior Unsecured Bonds constitute direct, general, unconditional, unsecured, and unsubordinated obligations of the Issuer and shall rank pari passu amongst themselves and (save for certain obligations required to be preferred by Applicable Law) equally with all other present and future unsecured and unsubordinated obligations of the Issuer, from time to time outstanding.

11.4.2. Senior Secured Bonds

The Senior Secured Bonds constitute direct, general, unconditional, unsubordinated, and secured obligations of the Issuer and shall rank pari passu among themselves and (save for certain obligations required to be preferred by Applicable Law) equally with all other present and future secured and unsubordinated obligations of the Issuer, from time to time outstanding.

11.4.3. Subordinated Bonds

The Subordinated Bonds constitute direct, general, unconditional, subordinated and unsecured obligations of the Issuer and shall rank pari passu among themselves and equally with all other present and future unsecured and subordinated obligations of the Issuer, from time to time outstanding.

11.4.4. Amounts payable in respect of the Bonds shall constitute an obligation by the Issuer to pay to the Bondholders to the extent of the amounts actually received and retained after deduction of statutory fees by or for the account of the Issuer.

11.5 Negative Pledge:

The Issuer may specify relevant negative pledge undertakings in an Applicable Pricing Supplement.

11.6 Interest

11.6.1. Interest on Fixed Rate Bonds

(a) Each Fixed Rate Bond bears Interest on its outstanding Principal Amount from the Interest Commencement Date at the rate per annum (expressed as a percentage) equal to the Interest Rate, such Interest being payable in arrears on each Interest Payment Date up to the Maturity Date or Redemption Date.

(b) If a Fixed Coupon Amount or a Broken Amount is specified in an Applicable Pricing Supplement, the amount of Interest payable on each Interest Payment Date in respect of the Fixed Interest Period will amount to the Fixed Coupon Amount or, if applicable, the Broken Amount so specified and, in the case of the Broken Amount, will be payable on the particular Interest Payment Date(s) specified hereon.

11.6.2. Interest on Floating Rate Bonds

(a) Interest Payment Dates

Each Floating Rate Bond bears Interest on its outstanding Principal Amount from the Interest Commencement Date at the rate per annum (expressed as a percentage) equal to the Interest Rate, such Interest being payable in arrears on each Interest Payment Date up to the Maturity Date or Redemption Date.

(b) Business Day Convention

If any date referred to in these Conditions would otherwise fall on a day that is not a Business Day, then such date is subject to adjustment by:

i. the Floating Rate Business Day Convention, such date shall be postponed to the next day that is a Business Day unless it would thereby fall into the next calendar month, in which event (i) such date shall be brought forward to the immediately preceding Business Day and (ii) each subsequent such date shall be the last Business Day of the month in which such date would have fallen had it not been subject to adjustment;

ii. the Following Business Day Convention, such date shall be postponed to the next day that is a Business Day;

iii. the Modified Following Business Day Convention, such date shall be postponed to the next day that is a Business Day unless it would thereby fall into the next calendar month, in which event such date shall be brought forward to the immediately preceding Business Day; or

iv. the Preceding Business Day Convention, such date shall be brought forward to the immediately preceding Business Day.

(c) Interest Rate for Floating Rate Bonds

i. The Interest Rate payable, from time to time, in respect of the Floating Rate Bonds shall be determined in the manner specified in the Applicable Pricing Supplement.

ii. The Interest Rate for each Interest Period shall be either

(a) the offered quotation; or

(b) the arithmetic mean (rounded if necessary to the second decimal place, with 0.005 being rounded upwards) of the offered quotation, (expressed as a percentage rate per annum) for the Reference Rate (as specified in the Applicable Pricing Supplement), in the case of the Government of Ghana treasury bill rate on the relevant Interest Determination Date (as specified in the Applicable Pricing Supplement) plus or minus the margin (if any), all as determined by the Calculation Agent.

11.6.3. Accrual of Interest

Interest shall cease to accrue on each Bond on the Redemption Date, unless payment of the Principal Amount is improperly withheld or refused, in which event, Interest shall continue to accrue (before as well as after judgment) at the Interest Rate in the manner provided in this Condition 11.6, together with Default Interest, to the date of actual payment.

11.6.4. Minimum Interest Rate and/or Maximum Interest Rate

(a) If the Applicable Pricing Supplement specifies a Minimum Interest Rate for any Interest Period, then, in the event that the Interest Rate in respect of such Interest Period (determined in accordance with this Condition 11.6) is less than such Minimum Interest Rate, the Interest Rate for such Interest Period shall be such Minimum Interest Rate.

(b) If the Applicable Pricing Supplement specifies a Maximum Interest Rate for any Interest Period, then, in the event that the Interest Rate in respect of such Interest Period (determined in accordance with this Condition 11.6) is greater than such Maximum Interest Rate, the Interest Rate for such Interest Period shall be such Maximum Interest Rate.

11.6.5. Calculation of Interest

(a) The Interest payable in respect of any Bond for any Interest Period shall be calculated by multiplying the Interest Rate and the outstanding Principal Amount by the applicable Day Count Fraction, unless the amount of Interest (or a formula for its calculation) is specified in the Applicable Pricing Supplement in respect of such Interest Period (the Applicable Pricing Supplement Interest Amount), in which case the Interest payable in respect of such Bond for such Interest Period shall equal the Applicable Pricing Supplement Interest Amount. Where any Interest Period comprises 2 or more Interest Periods, the amount of Interest payable in respect of such Interest Period shall be the sum of the amounts of interest payable in respect of each of those Interest Periods.

(b) **Day Count Fraction** in this Condition 11.6 means:

i. if **Actual/365** or **Actual/Actual** is specified in the Applicable Pricing Supplement, the actual number of days in the Interest Period divided by 365 (or, if any portion of that Interest Period falls in a leap year, the sum of (i) the actual number of days in that portion of the Interest Period falling in a leap year divided by 366 and (ii) the actual number of days in that portion of the Interest Period falling in a nonleap year divided by 365);

ii. if **Actual/365 (Fixed)** is specified in the Applicable Pricing Supplement, the actual number of days in the Interest Period divided by 365;

iii. if **Actual/364** is specified in the Applicable Pricing Supplement, the actual number of days in the Interest Period divided by 364;

iv. if **Actual/360** is specified in the Applicable Pricing Supplement, the actual number of days in the Interest Period divided by 360; and

v. if **30/360**, **360/360** or **Basis** is specified in the Applicable Pricing Supplement, the number of days in the Interest Period divided by 360 (the number of days to be calculated on the basis of a year of 360 days with 12, 30-day months (unless (i) the last day of the Interest Period is the 31st day of a month but the first day of the Interest Period is a day other than the 30th or 31st day of a month, in which case the month that includes that last day shall not be considered to be shortened to a 30-day month, or (ii) the last day of the Interest Period is the last day of the month of February, in which case the month of February shall not be considered to be lengthened to a 30-day month)).

(c) For the purposes of any calculations of Interest required pursuant to these Conditions (unless otherwise specified):

i. all percentages resulting from such calculations shall be rounded, if necessary, to the nearest one hundred thousandth of a percentage point (with halves being rounded up);

ii. all Interest and Interest Rate figures shall be rounded to 2 decimal places (with halves being rounded up); and

iii. any Currency amount that falls due and payable shall be rounded to the nearest unit of the Currency (with halves being rounded up). For these purposes, **unit** means the lowest amount of the Currency.

11.6.6. Determination and Notification of Interest Rate, Interest and Redemption Amount

(a) Determination of Interest or Redemption Amount

i. The Calculation Agent shall (as soon as practicable after the Relevant Time or as it may be required to) determine any Interest Rate, obtain any quotation, or calculate any Default Interest, Interest or Redemption Amount or other amount (as the case may be) for review by the Bond Trustee.

ii. The Calculation Agent shall (as soon as practicable on the first day of the Book Closure Period) determine any Interest Rate, obtain any quotation, or calculate any Interest or Redemption Amount or other amount (as the case may be) for review by the Bond Trustee.

(b) Notification of Interest

i. In relation to the determination under Condition 11.6.6.a.i, the Calculation Agent shall cause:

- the determination of such Interest Rate, obtaining of such quotation, or calculation of such Default Interest, Interest or

Redemption Amount or other amount (as the case may be) and the relevant Interest Payment Date, to be notified to the Issuer, the Paying Bank and the Bond Trustee; and

- the Interest Rate and the relevant Interest Payment Date to be notified to the Bondholders, no later than the 4th Business Day after such determination or calculation.

ii. In relation to the determination under Condition 11.6.6.a.ii, the Calculation Agent shall cause the determination of such Interest Rate, obtaining of such quotation, or calculation of such Interest or Redemption Amount or other amount (as the case may be) and the relevant Interest Payment Date, to be notified to the Issuer, the Paying Bank, the Bond Trustee and the Bondholders, no later than the 2nd Business Day before any Interest or Redemption Amount becomes due.

iii. Where any Interest Payment Date or Interest Period date is subject to adjustment pursuant to Condition 11.6.2.b (*Business Day Convention*), the Interest and the Interest Payment Date so published may subsequently be amended (or appropriate alternative arrangements made by way of adjustment) without notice in the event of an extension or shortening of the Interest Period.

(c) Finality of Determination

The determination of any rate or amount, the obtaining of any quotation and the making of each determination or calculation by the Calculation Agent in accordance with these Conditions shall (in the absence of manifest error) be final and binding upon all parties.

11.7 Redemption, Purchase and Cancellation

11.7.1. Redemption by Instalments

Unless previously redeemed, purchased and cancelled as provided in this Condition 11.7, each Bond which provides for Instalment Dates and Instalment Amounts shall be partially redeemed by instalments on each Instalment Date at the relevant Instalment Amount specified in the Applicable Pricing Supplement. The outstanding Principal Amount of each such Bond shall be reduced by the Instalment Amount (or, if such Instalment Amount is calculated by reference to a proportion of the Principal Amount of such Bond, such proportion) for all purposes with effect from the relevant Instalment Date, unless payment of the Instalment Amount is improperly withheld or refused, in which case, such amount shall remain outstanding until the date on which full payment of such Instalment Amount is made.

11.7.2. Final Redemption

Unless previously redeemed, purchased and cancelled as provided in this Condition 11.7, each Bond shall be finally redeemed on the Maturity Date or Redemption Date specified thereon at its Final Redemption Amount.

11.7.3. Early Redemption

The Early Redemption Amount payable in respect of any Bond shall be the Final Redemption Amount unless otherwise specified in the Applicable Pricing Supplement.

11.7.4. Optional Redemption

(a) Bonds (which have a Call Option as indicated under an Applicable Pricing Supplement) may be redeemed at the option of the Issuer at any time, on giving not less than 30 Business Days' but no more than 60 Business Days' notice to the Bondholders (which notice shall be irrevocable), at the Principal Amount (together with Interest accrued to the Redemption Date).

(b) Upon expiry of any such notice as referred to in this Condition 11.7.4, the Issuer shall be bound to redeem the Bonds in accordance with this Condition 11.7.4.

(c) All Bonds in respect of which an Exercise Notice is served shall be redeemed, on the date specified in such notice in accordance with this Condition 11.7.

(d) In the case of a partial redemption pursuant to a Call Option, the notice to Bondholders shall also contain the applicable Bonds to be redeemed. In the case of a partial redemption, each Bond in a Series or a Tranche shall be redeemed in the same percentage of its Principal Amount outstanding. In the case of partial redemption of all Bonds, each Series or Tranche shall be redeemed in that percentage of the funds available for payment in Redemption as the aggregate Principal Amount outstanding in that Series or Tranche bears to the aggregate Principal Amount of all Bonds outstanding and each Bond in the Series or Tranche shall be redeemed in the same percentage of Principal Amount outstanding, subject to compliance with any Applicable Laws.

11.7.5. Purchases

(a) The Issuer may at any time (if the market conditions are appropriate and subject to appropriate notifications) purchase (or procure others to purchase for its account) all or any portion of the outstanding Bonds at any price in the open market or by tender or by private treaty.

(b) In the case of a purchase by tender, the terms for purchasing the outstanding Bonds by tender shall be as set out in a tender notice (which notice shall be irrevocable) to be published up to 5 Business Days to the effective date of the relevant purchase. The terms of any purchase shall include the purchase price (or the details of any switch for new Bonds), the maximum acceptance amount (including any intention to purchase more or less than such maximum amount and the criteria for accepting more or less), the commencement date, the closing date, the results announcement date and the settlement date as may be defined in the tender notice.

(c) The Issuer shall not be bound to accept for purchase any outstanding Bonds tendered pursuant to any tender notice. The acceptance (for purchase by the Issuer) of outstanding Bonds shall be at the sole and absolute discretion of the Issuer and tenders may be rejected in whole or in part by the Issuer for any reason.

(d) Bonds so purchased may be held or resold or surrendered for cancellation, at the option of the Issuer. Any Bonds so purchased, while held by or on behalf of the Issuer or any Affiliates, shall not entitle the Bondholder to vote at any Meeting and shall not be deemed to be outstanding for the purposes of calculating quorums at Meetings.

11.7.6. General

(a) Bonds purchased by or on behalf of the Issuer, or any Affiliates may be cancelled and if so, together with all Bonds redeemed by the Issuer, may not be re-issued or re-sold and the obligations of the Issuer in respect of any cancelled Bonds shall be discharged. Bonds that have been cancelled shall be notified to the CSD.

(b) Notwithstanding any provision in this Condition 11.7, the Issuer shall not redeem any of the Bonds within twelve (12) months of the relevant Issue Date.

11.8 Payments

11.8.1. General

(a) Bond Repayments shall be made by the Issuer via electronic funds transfer to the Trust Account by 9.00am on the 5th Business Day before the relevant Bond Repayment Date. Such payment into the Trust Account by the Issuer shall be a valid discharge by the Issuer of its obligation to make the relevant Bond Repayment, provided that if any such payment is made after the relevant Bond Repayment Date, payment shall be deemed not to have been made by the Issuer until the full sum is paid to the Bondholders.

(b) All payments shall be made in the following order of priority and ranking:

i. *first*, towards any Interest then due and payable by the Issuer; and
ii. *second*, towards any Instalment Amount, Principal Amount or Redemption Amount then due and payable by the Issuer.

11.8.2. Payments upon Redemption

Bond Repayments due on Redemption shall only be payable:

i. in respect of Interest, to Bondholders registered as such on the Last Day to Register immediately preceding the Interest Payment Date in question;

ii. in respect of Instalment Amounts, to Bondholders registered as such on the Last Day to Register immediately preceding the Instalment Date in question; and

iii. in respect of an Early Redemption Amount or a Final Redemption Amount, to Bondholders registered as such on the Last Day to Register prior to the relevant Redemption Date.

11.8.3. Methods of Payment

(a) Bond Repayments shall be made in GHS when due and the amounts credited *via* the Paying Bank via bank transfer to Bondholders bank accounts.

(b) Payment instructions (for value on the due date or, Business Day Convention per the Applicable Pricing Supplement) will be initiated:

i. on the due date for payment, and
ii. on the due date for payment (in the case of Interest due other than on Redemption).

(c) All payments in respect of the Bonds are subject, in all cases, to any Applicable Laws, but without prejudice to the provisions of <u>Condition 11.9</u> (*Taxation*).

(d) No commissions or expenses shall be charged to the Bondholders in respect of such payments.

11.8.4. Partial Payments

If at any time a partial payment of Principal Amount, Interest or Instalment Amount is made in respect of any Bond, the CSD shall endorse the Register with a statement indicating the amount and date of such payment.

11.8.5. Unclaimed Payments

The Issuer shall submit a report of any unclaimed payments of Bond Repayments to the SEC on an annual basis.

11.9 Taxation

All payments of Interest made by the Issuer to the Bondholders in respect of the Bonds will be subject to withholding tax under the Income Tax Act except where the Bondholder is exempt under Applicable Laws.

11.10 Prescription

Claims against the Issuer for Bond Repayments shall become void unless presented for payment within six (6) years from the date on which such payment first becomes due.

11.11 Meetings of Bondholders, Modification & Waivers, Information and Substitution

11.11.1. Meetings of Bondholders

(a) The Trust Agreement contains provisions for convening Meetings to consider any matter affecting their interests, including the modification of these Conditions and the Trust Agreement. Those provisions have been summarised under this Condition 11.11.1.

(b) The Issuer or the Bond Trustee may convene a Meeting at any time in respect of the relevant Tranche Bonds, the relevant Series Bonds or all Bonds. The Issuer or the Bond Trustee will determine the date, time and place for such Meetings. The Issuer or the Bond Trustee shall convene a Meeting if so, requested in writing by the relevant Tranche Bondholders, the relevant Series Bondholders or all Bondholders holding not less than 51% in aggregate of the total Principal Amount of the relevant Tranche Bonds, the relevant Series Bonds or all Bonds (as applicable) then outstanding (**Requisition Notice**). A Requisition Notice shall state the purpose of the Meeting and shall be served on the Issuer and the Bond Trustee in accordance with Condition 11.12

(*Notices*). If the Issuer does not proceed to call a Meeting within 30 calendar days of the service of the Requisition Notice, the requisitionists may instruct the Bond Trustee to convene the Meeting, but the Meeting so convened shall be held within 60 calendar days from the date of service of the Requisition Notice and shall be convened as nearly as possible in the same manner as that in which Meetings may be convened by the Issuer. Notice of the Meeting shall be given to the Issuer.

(c) The Issuer or the Bond Trustee shall give, to the Issuer or the Bond Trustee and the Bondholders (or their agents), at least, 21 calendar days' written notice (specifying the place, day and time of the Meeting and the purpose of the Meeting). The notice period may be shortened if the relevant Tranche Bondholders, the relevant Series Bondholders, or all Bondholders (as applicable) (of, at least, 51% of the outstanding aggregate of the total Principal Amount of the relevant Tranche Bonds, the relevant Series Bonds or all Bonds (as applicable)) agree in writing to a shorter period. The notice (to be given in accordance with Condition 11.12 (*Notices*)) shall set out the full text of any resolutions to be proposed unless the Bond Trustee agrees that the notice shall instead specify the nature of the resolutions without including the full text. The accidental omission to give such notice to the Issuer or the Bond Trustee or any Bondholder (or their agents) or the non-receipt of any such notice, shall not invalidate the proceedings at a Meeting.

(d) No business shall be transacted at a Meeting unless a quorum is present at the time when the Meeting proceeds to business. The quorum for any Special Resolution shall consist of the relevant Tranche Bondholders, the relevant Series Bondholders, or all Bondholders (either present in person or by proxy) holding in the aggregate not less than 75% of the outstanding aggregate of the total Principal Amount of the relevant Series Bonds, the relevant Tranche Bonds, or all Bonds (as applicable). The quorum for any Ordinary Resolution shall consist of the relevant Tranche Bondholders, the relevant Series Bondholders, or all Bondholders (either present in person or by proxy) holding in the aggregate not less than 51% of the outstanding aggregate of the total Principal Amount of the relevant Series Bonds, the relevant Tranche Bonds or all Bonds (as applicable).

(e) The chairman of a Meeting shall be appointed by the Bond Trustee. An individual (who may, but need not, be a Bondholder) nominated in writing by the Bond Trustee may take the chair at any Meeting but, if no such nomination is made or if the individual nominated is not present within 15 minutes after the time fixed for the Meeting, those present shall elect one of themselves to take the chair failing which, the Bond Trustee may appoint a chairman.

(f) The chairman of a Meeting may (with the consent and direction of the Issuer and the Bond Trustee) adjourn a Meeting. The Bond Trustee or the Issuer shall give, at least, 14 calendar days written notice of the place, day and time of an adjourned Meeting to the Issuer or the Bond Trustee and each relevant Bondholder (or their agent). The notice shall state that the relevant Bondholders (present in person or by proxy at the adjourned Meeting) will constitute a quorum.

(g) Any resolution put to the vote at a Meeting shall be decided on a physical show of hands (**Physical Show of Hands**) or (in the case of a Meeting held by telephone, video conferencing or other electronic means of audio/visual communication) by any audio and/or virtual form of reacting to the vote put in place by the Issuer (**Virtual Show of Hands**) unless (before or on the declaration of the result of the Physical Show of Hands or the Virtual Show of Hands (together, the **Show of Hands**)) a poll is demanded by the chairman of the Meeting, the Bond Trustee, the Issuer or by any Bondholder (present in person or by proxy). A poll demanded on the election of a chairman or the question of the adjournment of a Meeting shall be taken immediately. A poll demanded on any other question shall be taken at such time as the chairman directs and the result of such poll shall be deemed to be the resolution of the Meeting. In the case of an equality of votes, whether on a Show of Hands or a poll, the chairman shall not be entitled to a casting vote in addition to the vote, if any, to which he is entitled.

(h) On a Show of Hands, each Bondholder (present in person or by proxy) shall have one vote. On a poll, each Bondholder (present in person or by proxy) shall have one vote for each value of the minimum denomination (as stated in the Applicable Pricing Supplement) of the outstanding aggregate of the total Principal Amount of the relevant Series Bonds, the relevant Tranche Bonds or all Bonds held by it. Any joint holders of Bonds shall have only one vote on a Show of Hands and one vote on a poll for each value of the minimum denomination (as stated in the Applicable Pricing Supplement) of the outstanding aggregate of the total Principal Amount of the relevant Series Bonds, the relevant Tranche Bonds or all Bonds of which they are the registered holder and the vote may be exercised only by that holder present whose name appears first on the Register in the event that more than one of such joint holders is present in person or by proxy at the Meeting.

(i) Bondholders may vote by a poll or a Show of Hands either in person or through a proxy who is not required to be a Bondholder (appointed by a proxy form signed by the Bondholder or, in the case of a corporation, executed under its common seal or signed on its behalf by an attorney of a duly authorised officer of the corporation). The proxy form shall be deposited at the registered office of the Issuer or at the office where the Register is kept or at such other office as the Issuer may determine not less than 24 hours before the time appointed for holding the Meeting or adjourned Meeting at which the person named in such proxy form proposes to vote, and in default, the proxy shall be invalid. No proxy form shall be valid after the expiration of 6 months from the date named in it as the date of its execution.

(j) Subject to the Conditions and the provisions of the Trust Agreement, the relevant Series Bondholders, the relevant Tranche Bondholders or all Bondholders shall have power (exercisable by Special Resolution) to approve any proposal by the Issuer to among others:

i. amend the Maturity Dates or Redemption of any of the Bonds, any Interest Payment Date or Instalment Date on the Bonds;

ii. reduce or cancel the Instalment Amount or the Principal Amount of, or any premium payable on Redemption of, the Bonds;

iii. reduce the Interest Rate(s) in respect of the Bonds or to vary the method or basis of calculating the amount of Interest, Interest Rate(s) or the basis for calculating any Interest in respect of the Bonds;

iv. reduce any Minimum Interest Rate and/or Maximum Interest Rate;

v. amend any financial covenant set out in any Applicable Pricing Supplement;

vi. vary any method of, or basis for, calculating the Redemption Amount;

vii. vary the Currency or Currencies of payment of the Bonds;

viii. modify the provisions concerning the quorum required at any Meeting or any adjournment of such Meeting or the majority required to pass the Special Resolution;

ix. remove the Bond Trustee and the appointment of a new trustee;

x. (subject to Condition 11.11.3 (*Modifications and Waivers*) below) modify, abrogate, vary or compromise any provisions of this Prospectus, the Conditions, the Trust Agreement, the Agency Agreement, the Escrow Account Agreement or any arrangement in respect of the obligations of the Issuer under or in respect of the Bonds; or

xi. waive any breach or authorise any proposed breach by the Issuer of its obligations under or in respect of this Prospectus, the Conditions, the Bonds, the Trust Agreement, the Agency Agreement, the Escrow Account Agreement or any act or omission which might otherwise constitute an Event of Default.

11.11.2. Information to Bondholders

In addition to any requirement under this Prospectus and the Trust Agreement for the Issuer to provide the Bondholders with any information, the Bond Trustee shall publish the following in accordance with Condition 11.12 (*Notices*) below:

(a) the passing of any Special Resolution, Ordinary Resolution or Written Resolution; and

(b) the issuance of any Applicable Pricing Supplement.

11.11.3. Modification and Waivers

(a) The Bond Trustee may agree, without the consent of the Bondholders, to effect:

i. any modification of any provision of the Trust Agreement and the Bonds (including these Conditions) which is of a minor nature or is made to correct a manifest error in the opinion of the Bond Trustee, provided that such modification is not prejudicial to the interests of the Bondholders; and

ii. any other modification and any waiver or authorisation of any breach or proposed breach of any provision of these Conditions or the Trust Agreement which are in the opinion of the Bond Trustee, not materially prejudicial to the interests of the Bondholders.

(b) The Bond Trustee may take into account, among other things, any confirmation from the rating agencies that the then current ratings of the relevant Bonds would not be adversely affected in considering whether any such modification, waiver or authorisation would be materially prejudicial to the interests of the Bondholders.

(c) Any such modification, waiver or authorisation may be given or made on such terms and subject to such conditions as the Bond Trustee may in its sole discretion determine and shall be binding on the Bondholders and, unless the Bond Trustee otherwise agrees, the Bond Trustee shall cause such modification to be notified to the Bondholders within five (5) Business Days after modification, provided that the Bond Trustee shall not exercise any powers conferred upon it by this Condition 11.11 in contravention of any express direction by a Special Resolution or a Written Resolution (provided that no such direction or request shall affect any authorisation, waiver or determination previously given or made).

11.11.4. Substitutions

(a) The Bond Trustee may, without the consent of the Bondholders, agree on such terms as it may specify to the substitution of the Issuer's successor in business where the substitution of the Issuer is as a result of a merger, an acquisition, or other form of business combination involving the Issuer.

(b) Subject to obtaining the prior consent of the Bondholders (by an Ordinary Resolution), the Bond Trustee may agree on such terms as it may specify to the substitution of the Issuer where the Issuer is substituted with its Affiliate in its place as issuer under the Trust Agreement and the Bonds.

11.12 Notices

11.12.1. Notices to Bondholders

Notices to Bondholders will be deemed to be validly given if:

(a) sent by first-class mail (if overseas) to them (or, in the case of joint holders, to the first-named in the Register) at their respective addresses as recorded in the Register (and such notice shall be deemed to have been validly given on the 10th Business Day after the date of postage);

(b) published in a newspaper of general circulation in Ghana and approved by the Bond Trustee (and such notice shall be deemed to have been validly given on the date of the publication);

(c) published on the GFIM or any other stock exchange on which Bonds may be listed (and such notice shall be deemed to have been validly given on the date of the publication);

(d) published on a nationally recognised and accessed online medium and approved by the Bond Trustee (and such notice shall be deemed to have been validly given on the date of the publication); or

(e) sent to the respective emails as recorded in the Register (and such notice shall be deemed to have been validly given when dispatched).

11.12.2. Notices to the Issuer

Notices to the Issuer will be deemed to be validly given if delivered to the Issuer:

(a) at its registered address and clearly marked on their exterior "*Urgent - Attention: David Wiens*" (or at such other address and for such other attention as may have been notified to the Bondholders in accordance with Condition 11.12.1 above or to the Bond Trustee in accordance with Condition 11.12.3 below). Such notices will be deemed to have been validly given at the opening of business on the next Business Day on which the Issuer's registered address is open for business; or

(b) via email to the email address and for the attention of the person set out under page 8 of this Prospectus (or such other email address and for such other attention as may have been notified to the Bondholders in accordance with Condition 11.12.1 above or to the Bond Trustee in accordance with Condition 11.12.3 below). Such notices shall be deemed to have been validly given upon the dispatch of the email.

11.12.3. Notices to Bond Trustee

Notices to the Bond Trustee will be deemed to have been validly given if delivered to the Bond Trustee:

(a) at its registered office and clearly marked on their exterior "*Urgent - Attention: Director, Markets" (or such other address and for such other attention as may have been notified to the Bondholders in accordance with Condition 11.12.1 above or to the Issuer in accordance with Condition 11.12.2 above).* Such notices will be deemed to have been validly given at the opening of business on the next Business Day on which the Bond Trustee's registered address is open for business; or

(b) via email to the email address and for the attention of the person set out under page 9 of this Prospectus (or such other email address and for such other attention as may have been notified to the Bondholders in accordance with Condition 11.12.1 above or to the Issuer in accordance with Condition 11.12.2 above). Such notices shall be deemed to have been validly given upon the dispatch of the email.

11.13 Further Issues

The Issuer may from time to time, without the consent of the Bondholders and in accordance with the Trust Agreement, create and issue further securities ranking *pari passu* with the Bonds of a Series or Tranche in all respects (except for Interest, the first Interest Payment Date and Issue Date) and so that such further issues shall be consolidated and form a single Series with such outstanding Bonds. References in these Conditions to the Bonds include (unless the context requires otherwise) any other securities issued pursuant to this Condition 11.13. Any such other securities shall be constituted by an addendum to the Trust Agreement.

11.14 Enforcement

(a) At any time after the Bonds become due and payable, the Bond Trustee may (at its discretion and without further notice) institute such proceedings against the Issuer as it may think fit to enforce the terms of the Trust Agreement and the Bonds, but it need not take any such proceedings unless:

i. it shall have been so directed by a Special Resolution or a Written Resolution; and

ii. it shall have been indemnified to its satisfaction.

(b) No Bondholder may proceed directly against the Issuer unless the Bond Trustee, having become bound so to proceed, fails to do so within a period of 30 calendar days following the instance of the obligation to proceed having arisen and such failure is continuing.

(c) The Bond Trustee shall apply the amounts received or recovered upon enforcement as follows:

i. *first*, towards the payment of all costs, expenses and liabilities incurred by the Bond Trustee (or its agent) in the enforcement process or in the performance of its duties under these Conditions or the Trust Agreement;

ii. *second*, towards the payment of all outstanding amounts under the Senior Secured Bonds and/or any secured debts of the Issuer at the time. If the amounts received by the Bond Trustee are not sufficient to pay such amounts in full, the Bond Trustee shall apply them *pro rata* on the basis of the amount due to each Bondholder and/or secured creditor entitled to such payment;

iii. *third*, towards the payment of all outstanding amounts under the Senior Unsecured Bonds and/or any unsubordinated and unsecured debts of the Issuer at the time. If the amounts received by the Bond Trustee are not sufficient to pay such amounts in full, the Bond Trustee shall apply them *pro rata* on the basis of the amount due to each Bondholder and/or unsubordinated and unsecured creditor entitled to such payment;

iv. *fourth*, towards the payment of all outstanding amounts under the Subordinated Bonds and/or any subordinated debts of the Issuer at the time. If the amounts received by the Bond Trustee are not sufficient to pay such amounts in full, the Bond Trustee shall apply them *pro rata* on the basis of the amount due to each Bondholder and/or subordinated creditor entitled to such payment;

v. *fifth*, towards payment to any person entitled thereto in priority to the Issuer (if any); and

vi. *sixth*, payment of the balance (if any) to the Issuer.

11.15 Indemnification of the Bond Trustee

11.15.1. The Trust Agreement contains provisions for the indemnification of the Bond Trustee and for its relief from responsibility in certain circumstances. Subject to the fiduciary obligations of the Bond Trustee to the Bondholders, the Bond Trustee may enter into business transactions with the Issuer and any entity related to the Issuer without accounting for any profit. The Bond Trustee is not responsible for the validity, sufficiency or enforceability of the Trust Agreement or the Bonds, nor is the Bond Trustee obliged to take any action unless indemnified and/or secured to its satisfaction. The Bond Trustee is also entitled to be paid its costs and expenses in priority to the claims of the Bondholders.

11.15.2. In the exercise of its powers and discretion under these Conditions and the Trust Agreement (including but not limited to those referred to in this Condition 11.15), the Bond Trustee will have regard to the interests of the Bondholders as a class and will not be responsible for any consequence of such exercise for individual Bondholders of Bonds as a result of such Bondholders being connected in any way with a particular territory or otherwise, and the Bond Trustee shall not be entitled to require, nor shall any Bondholder be entitled to claim, from the Issuer, any indemnification or payment in respect of any tax consequence of any such exercise upon individual Bondholders.

11.16 Governing Law and Jurisdiction

11.16.1. Governing law

The Conditions, the Bonds and/or the Trust Agreement are governed by, and shall be construed in accordance with, Ghanaian law.

11.16.2. Jurisdiction

Any dispute arising out of or in connection with the Conditions, the Bonds and/or the Trust Agreement (including any question regarding its existence, validity or termination) shall be referred to and finally resolved by arbitration. Disputes submitted to arbitration shall be resolved in accordance with the Alternative Dispute Resolution Act, 2010 (Act 798). The tribunal shall consist of one arbitrator who shall, in the absence of agreement of the Parties within 10 Business Days after a Party calls for agreement in writing, be appointed by the Ghana Arbitration Centre. The request to nominate an arbitrator shall be in writing outlining the claim and any counterclaim of which the Party concerned is aware and, if desired, suggesting suitable nominees for appointment. A copy of the request shall be furnished to the other Party who may, within 5 Business Days, submit written comments on the request to all Parties.

11.16.3. The place of arbitration shall be Accra, Ghana. The language of the arbitration shall be English and the rules of the Ghana Arbitration Centre shall apply.

11.16.4. The arbitral tribunal shall give a written record of the award and the reasons for it and the award shall be final and binding. The relevant Parties hereby undertake to carry out the award immediately and without delay. All amounts due under such award shall be paid in full (free of any deduction, withholding or set-off not contemplated in this Prospectus).

11.16.5. Non-petition

No Person (nor a Person acting on their behalf) shall be entitled, at any time, to institute against the Issuer (or join in any institution against the Issuer) any insolvency, liquidation, reorganisation, arrangement proceedings or other similar proceedings under any Applicable Law in connection with the obligations of the Issuer relating to these Conditions or otherwise owed to the Bondholders under the Bond Documents, save for lodging a claim in the liquidation of the Issuer which is initiated by the Bond Trustee for the purpose of an Event of Default relating to non-payment of outstanding amounts under the relevant Series Bonds or the relevant Tranche Bonds.

11.17 Financial Covenants

The Issuer shall determine and maintain such financial covenants as specified in an Applicable Pricing Supplement.

11.18 Events Of Default

The Bond Trustee may (at its discretion) or shall (if so directed by a Special Resolution or a Written Resolution) (subject in each case to being indemnified and/or secured to its satisfaction) give notice to the Issuer specifying any affected Bonds and that such Bonds are due and repayable in the Principal Amount together with accrued interest (subject to the full repayment by the Issuer of its obligations to any senior lenders) if, in the case of the Bonds, any of the following Events of Default occurs:

(a) **non-payment**: the Issuer fails to pay the Principal Amount or the Instalment Amount of any of the Bonds when the same becomes due and payable either at the Maturity Date, at the Instalment Date, upon Redemption, by declaration or otherwise, or the Issuer is in default with respect to the payment of Interest on any of such Bonds and such default in respect of Principal Amount, Instalment Amount or Interest continues for a period of 7 Business Days;

(b) **breach of other obligations**: the Issuer is in default in the performance, or is otherwise in breach, of any warranty, covenant, obligation, undertaking or other agreement under the Bonds or the Trust Agreement (other than a default or breach elsewhere specifically dealt with in this Condition 11.18) and such default or breach (if capable of remedy) is not remedied within 30 calendar days (or such longer period as the Bond Trustee may in its sole discretion determine) after notice thereof has been given to the Issuer and, if applicable, by the Bond Trustee;

(c) **insolvency**:

i. any Person shall have instituted a proceeding or entered a decree or order for the appointment of a receiver, manager, administrator, liquidator or rehabilitation manager in any insolvency, rehabilitation, readjustment of debt, marshalling of assets and liabilities or similar arrangements involving the Issuer or all or substantially all of their respective assets and such proceeding, decree or order shall not have been vacated or shall have remained in force undischarged or unstayed for a period of 60 Business Days; or

ii. the Issuer shall institute proceedings under any applicable bankruptcy, insolvency or other similar law now or hereafter in effect to be placed into rehabilitation, adjudicated as bankrupt or shall consent to the filing of a bankruptcy, insolvency or similar proceeding against it or shall file a petition or answer or consent seeking reorganisation under any such law or shall consent to the filing of any such petition, or shall consent to the appointment of a receiver, manager, administrator, liquidator, rehabilitation manager or trustee or assignee in bankruptcy or liquidation of the Issuer or in respect of its property, or shall make an assignment for the benefit of its creditors or shall otherwise be unable or admit its inability to pay its debts generally as they become due or the Issuer commences proceedings with, a view to the general adjustment of its Indebtedness, which event in any such case is (in the sole opinion of the Bond Trustee), materially prejudicial to the interests of the Bondholders;

(d) **material non-compliance with Applicable Laws**: the Issuer fails to comply in any material respect with any Applicable Laws for any purpose to enable it lawfully to exercise its rights or perform or comply with its obligations under the Bonds or the Trust Agreement or to ensure that those obligations are legally binding and enforceable or that all necessary agreements or other documents are entered into and that all necessary consents and approvals of, and registrations and filings with, any such authority in connection therewith are obtained and maintained in full force and effect;

(e) **invalidity or unenforceability**: the Bond Trustee is of the opinion (determined in its sole discretion) that any of following occurrences in this Condition 11.18(e) is materially prejudicial to the interests of the Bondholders:

i. the validity of the Bonds or the Trust Agreement is contested by the Issuer;

ii. it is or becomes unlawful for the Issuer to perform or comply with all or any of its obligations set out in the Bonds or the Trust Agreement; or

iii. the Issuer shall deny all or any of its obligations set out in the Bonds or the Trust Agreement (whether by a general suspension of payments or a moratorium on the payment of debt or otherwise);

(f) **government interventions:**

i. all or any substantial part of the undertaking, assets and revenues of the Issuer is condemned, seized or otherwise appropriated by any Person acting under the authority of any national, regional or local government; or

ii. the Issuer is prevented by any such Person from exercising normal control over all or any substantial part of its undertaking, assets, revenues and, following the occurrence of any of the events specified in this Condition 11.18(f), the Bond Trustee is of the opinion determined in its sole discretion that such occurrence is materially prejudicial to the interests of the Bondholders;

(g) **financial covenants**: if any financial covenant specified in an Applicable Pricing Supplement falls below the required thresholds contemplated therein or in the Applicable Pricing Supplement and the said default is not rectified within sixty (60) calendar days; and/or

(h) **negative pledge**: if a negative pledge undertaking is specified in an Applicable Pricing Supplement, the Issuer fails to remedy a breach of such negative pledge undertaking and such failure continues for a period of ten (10) Business Days after receipt by the Issuer of written notice from the Bond Trustee requiring same to be remedied.

12. SUBSCRIPTION AND SALE INFORMATION

12.1 Selling Restrictions

The Bonds will be marketed and sold only in Ghana and are not for distribution in any other jurisdiction. The Bonds will be offered, from time to time, by the Issuer through the Dealers.

Each Dealer undertakes that (i) it has complied, and will comply, with all Applicable Laws in relation to any sale or distribution of the Bonds, and (ii) it will not distribute this Prospectus, any Applicable Pricing Supplement or any related offering material outside Ghana.

Any agreement for the sale of Bonds will, inter alia, make provision for the form and terms and conditions of the relevant Bonds, the price at which such Bonds will be sold by the Dealer(s) and the commissions or other agreed discounts (if any) payable or allowable by the Issuer in the event of an underwriting of the Bonds by the Dealers.

The price and size of a Series or Tranche will be determined by the Issuer and the Arrangers at the time of issue in accordance with prevailing market conditions.

These selling restrictions may be supplemented or modified with the agreement of the Issuer subject to the approval of the SEC. Any such supplement or modification may be set out in the Applicable Pricing Supplement (in the case of a supplement or modification only relevant to a particular Series or Tranche of Bonds) or in a supplement to this Prospectus.

12.2 Application Procedure

Application for the Bonds shall be made through the application forms (as set out in Appendix A (Application Form)) or such other form as shall be specified by the Issuer. The application forms may be obtained from the head offices of the Joint Lead Arrangers. Applications must be submitted directly to the Joint Lead Arrangers electronically to the emails provided, no later than 17:00 hours GMT on the date specified in the Applicable Pricing Supplement. Successful Applicants will be notified by the Joint Lead Arrangers of the amount of Bonds allotted to them immediately after the allotment date specified in the Applicable Pricing Supplement.

12.3 Payment for the Bonds

Payment for the Bonds is to be made in full to the Issuer in immediately available funds by the date specified in the Applicable Pricing Supplement. Payment of the subscription price for the Bonds may be made by bank transfer or remittance, to be made on the instructions of the successful applicant to his/her/its bank for the funds to be credited to the Issuer's bank account, with details below:

Account Name: Asante Gold Corporation Escrow Account
Bank Name: Fidelity Bank Ghana LTD
Account Number: 1330034739314
Bank Branch: Ridge
Branch Sort Code: 240101
SWIFT: FBLIGHAC

12.4 Clearing and Settlement

The Bonds will be credited electronically on the CSD. The Bonds have been accepted for clearance through the CSD. The appropriate ISIN Code for each Tranche or Series will be specified in the Applicable Pricing Supplement. If the Bonds are to be cleared through an additional or alternative clearing system, the appropriate information will be specified in the Applicable Pricing Supplement.

The address of the CSD is:
Central Securities Depository (GH) LTD
4th Floor, Cedi House
Accra, Ghana

12.5 Trading and Settlement of the Bonds

12.5.1. The Bonds will be admitted on GFIM and/or any other stock exchange specified in an Applicable Pricing Supplement.

12.5.2. The Bonds will be traded on the GFIM and settled on the CSD. Subject to the rules and procedures of the CSD and the GFIM, purchases of Bonds held within the CSD must be made by or through a GFIM member (a GFIM Member), which will receive a credit for such Bonds in their securities account on the CSD's records.

12.5.3. Where the Bonds are subscribed for by a GFIM Member for the account of its clients (the Investors), the GFIM Member shall make arrangements for the Bonds to be credited to the securities account of the Investor with the CSD. An Investor will not receive written confirmation from the CSD of its subscription for the Bonds. It will, however, expect to receive written confirmations providing details of the transaction, as well as periodic statements of its holdings, from the GFIM Member through which the subscription for the Bonds were made. Transfers of Bonds on the CSD will be effected by entries made on the books of the GFIM Member acting on behalf of Investors.

12.5.4. The GFIM Member will be responsible for keeping the contact details of the Investors. A notice of change in contact details must be forwarded to the GFIM Member through which the Bonds were subscribed.

13. LEGAL COMPLIANCE LETTER

13.1 The validity and enforceability of the Bonds and the Bond Documents have been opined upon for the Issuer by JLD & MB (in the Legal Compliance Letter) and addressed to the Bond Trustee, the SEC and the GSE.

13.2 The Legal Compliance Letter also indicates that the Issuer is not prevented or restricted (under Applicable Law or the Issuer Constitution) from establishing the Programme or issuing the Bonds, and that the Issuer has complied with all disclosures and other applicable requirements under the SEC Regulations and any other Applicable Law for the public offer and listing of the Bonds.

13.3 A copy of the Legal Compliance Letter is attached under Appendix E (Legal Compliance Letter).

14. FINANCIAL REPORTS AND FORECASTS

14.1 Reporting Accountant's report on historical consolidated financial statements

The report of the Reporting Accountants on the historical financial information on the Issuer for the years ended 31 January 2020, 31 January 2021, 31 January 2022, 31 January 2023, and 31 January 2024 is attached under Appendix C (Reporting Accountants Report). Copies of this can be obtained from the registered offices of the Bond Trustee during normal business hours of any Business Day.

14.2 Financial Forecasts

Following an application by the Issuer, the SEC has approved for the financial forecasts of the Issuer to not be incorporated into this Prospectus to avoid exposing the Issuer, the Issuer Board, and certain officers of the Issuer to secondary market liability under Canadian securities laws.

15. GENERAL INFORMATION

15.1 Material Contracts

As at the date of this Prospectus (and in addition to the Bond Documents), the Issuer is party to the material contracts which are summarised in Appendix H.

15.2 Litigation

As at the date of this Prospectus, the Issuer (whether as defendant or otherwise) is not engaged in any legal, arbitration, administration or other proceedings, the results of which might have or have had (during the 12 months prior to the date of this Prospectus) a significant effect on the consolidated financial position or the operations of the Issuer, nor is it aware of any such proceedings being threatened or pending.

15.3 Material Change in Financial and Trading Position

Save as disclosed in the Prospectus, there has been no material change in the financial or trading position of the Issuer since the date of the Issuer's latest audited consolidated financial statements.

15.4 Sufficiency of Working Capital

The Issuer has experienced significant growth in total assets, primarily driven by the acquisitions of Bibiani and Chirano. However, total liabilities have also risen, reflecting the financial impact of these acquisitions and operating losses as the Issuer scales its operations and works towards profitability. Working capital deficit exists primarily due to an increase in the Issuer's current liabilities.

To address these challenges, the Issuer is actively managing its liquidity and capital resources. Key measures include cost-saving initiatives, enhancing the collections process, and exploring additional financing options to effectively manage working capital and meet contractual obligations.

15.5 Change in Presentation Currency of Financial Statements

As of February 1, 2024, the Company changed the presentation of its financial statements from Canadian Dollars to United States Dollars. Consequently, the condensed interim consolidated financial statements for the three months ended April 30, 2024, available on SEDAR+, have been presented in United States Dollars, along with the comparative period financial information which has also been restated in United States Dollars.

15.6 Stamp Duty

Each of the Bond Documents (except the Prospectus and an Applicable Pricing Supplement) will be subject to a nominal stamp duty in accordance with the Stamp Duty Act, 2005 (Act 689) (as amended) ("**Stamp Duty Act**") in order to be admissible and enforceable in the courts in Ghana. The Prospectus and an Applicable Pricing Supplement is not subject to stamp duty under the Stamp Duty Act.

15.7 Conflicts of Interest

The Issuer is not aware of any conflicts, or any potential conflicts, between the duties of the Directors to the Issuer and their private interests or other duties. The Directors are not permitted to subscribe for the Bonds.

15.8 Exchange Controls

As at the date of this Prospectus, there are no exchange control restrictions in Ghana preventing foreign residents from freely subscribing for the Bonds. Foreign investors can freely subscribe for or purchase Bonds. Bond Repayments are freely remittable out of Ghana by foreign residents through an authorised dealer bank.

15.9 Documents Available for Inspection

See Section 4.2 (Documents Available for Inspection) above.

APPENDIX A: APPLICATION FORM

APPLICATION FORM

Incorporated as a public limited liability company in Canada under the Business Corporations Act of British Columbia with registration number BC 0909607 and is also registered in Ghana as an external company with registration number ET000800721

APPLICATION FORM FOR TRANCHE/SERIES [•]
Issue of [•] Year [•] Rate [•] [•] Bonds
Under the USD 400,000,000 CEDI-EQUIVALENT BOND PROGRAMME

Applicants must complete all sections of the application form. Please read Section E (Instructions for Completing Application Form below for guidance. Application lists will close at 5 pm on [•].

<table>
<tr><td colspan="4">SECTION A</td></tr>
<tr><td>Name of Applicant</td><td colspan="3"></td></tr>
<tr><td>Postal Address (P. O. Box or Private Bag)</td><td colspan="3"></td></tr>
<tr><td>Name of Contact Person</td><td colspan="3"></td></tr>
<tr><td>Telephone Number</td><td colspan="3"></td></tr>
<tr><td>Facsimile Number</td><td colspan="3"></td></tr>
<tr><td>E-mail Address</td><td colspan="3"></td></tr>
<tr><td>Tax Status (Y/N)</td><td colspan="3"></td></tr>
<tr><td colspan="4">Central Securities Depository Account Details:</td></tr>
<tr><td>Depository Participant Code</td><td>Depository Account Number</td><td colspan="2">Account Type</td></tr>
<tr><td></td><td></td><td colspan="2"></td></tr>
<tr><td colspan="4">SECTION B (Subscription Amount)</td></tr>
<tr><td></td><td>A
Nominal Value
(GHS)</td><td>B
Issue Price
(%)</td><td>C
Total Consideration
(C = A x B)</td></tr>
<tr><td>Amount applied for</td><td></td><td></td><td></td></tr>
<tr><td colspan="4">SECTION C (Declaration)</td></tr>
</table>

To: The Directors of Asante Gold Corporation **I/We, the undersigned, warrant that I/We have full legal capacity to contract on behalf of the applicant in Section A overleaf (the Applicant), and on behalf of the Applicant irrevocably and unconditionally apply for and agree to take up the nominal value of the Bonds stated in Column "A" in Section B overleaf at the price stated in Column B in Section B, or any lesser nominal value of the Bonds that may be allotted to the Applicant in terms of the Trust Agreement dated [●]. Where a lesser nominal value of the Bonds is allocated to the Applicant, I agree that the relevant amount payable by the Applicant in terms of Column "C" in Section B overleaf will be reduced *pro rata* to the lesser nominal value so allotted. I/We acknowledge that the Applicant will be unconditionally liable for payment in respect of the Bonds allotted and that such payment will be made in full accordance with the payment procedures set out under Section 12 (Subscription and Sale Information) of the Prospectus by 10 hours GMT on [•].**
Signature:
Full Name:
Capacity:
Date:

SECTION D (Instructions: Payment of Entitlements)
Interest payments and the principal repayment in respect to the Bonds and refunds, if any, that are due in respect of bids where payments have been made at the time of application are to be made to:
Into my Current Account (Account Details for the CSD Account):
Name of Bank:
Bank Branch:
Bank Account Number:
Sort Code:
SWIFT Code:

SECTION E (Instructions for Completing Application Form)

1. Completing this form:

A. All alterations to this application form must be authenticated by full signature. All applications must be made without conditions stated by the applicants.

B. Under no circumstances whatsoever may the name of the applicant be changed and if this is done then the application form will be invalid.

C. All Applicants must open and maintain a Central Securities Depository account for the entire duration of the Bonds.

D. Guide to completing the application form:

Section A:

Provide the following details:

a. Full name of Applicant

b. Postal address (e.g. P. O. Box 1235)

c. Name of contact person if the Applicant is not the same person completing the forms in the case of individuals or representative of an institutional applicant.

d. Telephone number on which the applicant can be contacted e.g. 0302-123456

e. E-mail address to receive communication regarding this offer such as allotment notification etc.

f. Tax Status: State your tax status as either 'Y' if the applicant is subject to pay withholding tax or 'N' if exempted by law. For guidance, mutual funds licensed by the SEC or approved pension fund schemes licensed by the National Pensions Regulatory Authority of Ghana are exempted by law from paying withholding tax on interest income.

g. Central Securities Depository account details:
   a) Depository participant code e.g. ABC-P, BCDN-C etc.
   b) Depository account number e.g. 11223344
   c) Client Type: LI (Local Individual), LC (Local Company), Fl (Foreign Individual), FC (Foreign Company).

Section B (Subscription Amount):

a. Amount applied must be in lots of GHS [•].
b. Nominal amount of the application
c. Issue Price for [•] is [•] %
d. Total consideration: Nominal value x Issue Price

Section C (Declaration)

Applications are made subject to the provisions of the Prospectus to which this form is attached. This must be completed by the Applicant if an individual or his/her attorney if one has been appointed or the authorised representatives of a legal person or institutional investor.

Section D (Instructions for the Payment of Entitlement)

The Applicant must provide information instructions relating to the payment of entitlements from the investment (coupon and principal) by the Paying Bank. All Applicants should confirm the details of the bank account details from the depository member who set-up their CSD account. The Paying Bank will be said to have paid entitlements due an Applicant to the bank account information provided by the Registrar for the Programme (Central Securities Depository).

Section E

Photocopies or other copies of an application form shall not be accepted.

Section F

Applications are irrevocable and shall not be withdrawn or amended without the written consent of the Issuer. The Issuer reserves the right to accept or reject any application in whole or in part. The Joint Lead Arrangers will notify successful applicants of amounts allotted to them no later than [•] hrs (GMT) on [•], [•].

2. Acceptance

By signing an application form the Applicant undertakes to pay the Issuer on the Issue Date in same-day funds the purchase price for the Bonds allotted in accordance with the provisions of the Applicable Pricing Supplement.

3. Settlement Procedure

Payment of the subscription price for the Bonds may be made by bank transfer or remittance, to be made on instructions of the successful applicant to his/her/its bank for the funds to be credited to the Issuer's bank account, with details below:

Account Name: Asante Gold Corporation Escrow Account
Bank Name: Fidelity Bank Ghana LTD
Account Number: 1330034739314
Bank Branch: Ridge
Branch Sort Code: 240101
SWIFT: FBLIGHAC

4. Delivery of Bonds
The Bonds will be credited to each successful Applicant's Central Securities Depository account against cleared funds within 2 Business Days of the Issue Date.

5. General
The Prospectus and any contracts resulting from an acceptance of an application for the Bonds shall be governed and construed in accordance with Ghanaian law.

APPENDIX B: FORM OF GLOBAL BOND CERTIFICATE

Incorporated as a public limited liability company in Canada under the Business Corporations Act of British Columbia with registration number BC 0909607 and is also registered in Ghana as an external company with registration number ET000800721

Certificate Number	Series Number	Tranche Number

ISIN

USD 400,000,000 CEDI-EQUIVALENT BOND PROGRAMME
Issue of [Senior Secured/Senior Unsecured/Subordinated] (Floating/Fixed Rate) Bonds Due……
GLOBAL BOND CERTIFICATE

This Global Bond Certificate certifies that **Fidelity Bank (Ghana) LTD of Ridge Tower, West Ridge, Accra, Ghana** holds this certificate as Bond Trustee on behalf of the persons specified in the Register as the registered holders (the **Bondholders**) of [principal amount] of [Senior Secured/Senior Unsecured/Subordinated] [Floating/Fixed] Rate Bonds (the **Bonds)** of Asante Gold Corporation (the **Issuer**). The Bonds are subject to the terms and conditions (the **Conditions**) in the Prospectus dated .... 2024. Expressions defined in the Conditions have the same meanings in this Global Bond Certificate, unless otherwise defined herein.

The Issuer, for the value received, promises in accordance with the Conditions to pay to the Bondholders on the Redemption Date (or such earlier date as the amount payable upon prepayment in accordance with Conditions), the Principal Amount of : [amount in figures] (amount in words) (or so much thereof as may then be outstanding) and to pay interest on such Principal Amount from the Issue Date in arrears at the rates, in the amounts and on the dates for payment provided for in the Conditions and the Applicable Pricing Supplement together with such other sums and additional amounts (if any) as may be payable under the Conditions and the Applicable Pricing Supplement.

For the purposes of this Global Bond Certificate, (a) the Bondholders represented by this Global Bond Certificate are bound by the provisions of the Prospectus, the Trust Agreement, the Agency Agreement, the Escrow Account Agreement and the Applicable Pricing Supplement, (b) the Issuer certifies that the Bondholders are entered in the Register as the holders of the Bond(s) represented by this Global Bond Certificate, (c) this Global Bond Certificate is evidence of entitlement only, (d) title to the Bond(s) represented by this Global Bond Certificate passes only on due registration on the Register, and (e) only the duly registered Bondholders represented by this Global Bond Certificate are entitled to payments in respect of the Bond(s) represented by this Global Bond Certificate.

This Global Bond Certificate shall not become valid for any purpose until authenticated by or on behalf of the CSD.

This Global Bond Certificate shall be governed by, and construed in accordance with, the laws of Ghana.

IN WITNESS whereof the Issuer has caused this Global Bond Certificate to be executed on its behalf.

ASANTE GOLD CORPORATION

By: By:

Duly authorised signatory Duly authorised signatory

CERTIFICATE OF AUTHENTICATION

This Global Bond Certificate is duly authenticated by or on behalf of Central Securities Depository (GH) Limited as Registrar (without recourse, warranty, or liability)

By: By:

Duly authorised signatory **Duly authorised signatory**

KPMG

Review of historical financial statements

Asante Gold Corporation

Final Report

September 2024

Review of historical financial statements
Asante Gold Corporation
September 2024

Glossary

'000	Thousand
AGC	Asante Gold Corporation
BoG	Bank of Ghana
CAD	Canadian Dollar
CAD '000	Thousand Canadian Dollars
CAGR	Compounded Average Growth Rate
CGML	Chirano Gold Mine Limited
CSE	Canadian Securities Exchange
DSU	Deferred Share Units
Forecast Period	Financial years ending January 2025 to January 2031
FVTOCI	Fair value through other comprehensive income
FVTPL	Fair value through profit or loss
FY	Financial Year, eg, FY23 = Financial year ended January 2023
GFIM	Ghana Fixed Income Market
GHS	Ghana Cedi
GSE	Ghana Stock Exchange
Historical Period	Financial years ended January 2019 to January 2023
IASB	International Accounting Standard Board
IFRIC	International Financial Interpretations Committee
IFRS	International Financial Reporting Standards

Review of historical financial statements
Asante Gold Corporation
September 2024

ISRE	International Standard on Review Engagements
k	Thousand
Koz	kilo ounce
LBMA	London Bullion Market Association
Management	Management of AGC
MGBL	Mensin Gold Bibiani Limited
oz	ounce(s)
PPE	Property Plant and Equipment
RSU	Restricted Share Units
UOP	unit of production
USD / US$	United States Dollar
y-o-y	Year-on-year

KPMG

Review of historical financial statements
Asante Gold Corporation
September 2024

Contents

1	Introduction	4
1.1	Background	4
1.2	Objective and scope	4
2	Review of Company background	5
2.1	History	5
2.2	Key Milestones	6
2.3	Shareholding structure	6
2.4	Group structure	7
2.5	Products and services	7
2.6	Description and overview of the operational model	7
2.7	Review of Governance Structure	8
2.7.1	Governance structure	8
2.7.2	The Board	9
2.7.3	The Management Team	11
3	Historical Financial Statements	14
3.1	Statement of Profit or Loss and Other Comprehensive Income	14
3.2	Statement of Financial Position	15
3.3	Statement of Cash Flows	16
3.4	Statement of Changes in Equity	18
3.5	Basis of Preparation and Accounting Policies	20
3.6	Review of Historical Financial Statements	28
3.6.1	Income Statement Analysis	28
3.6.2	Balance Sheet Analysis	36
3.6.3	Cash Flow Analysis	55
3.6.4	Analysis of Statement of Changes in Equity	58
3.7	Key notes on Historical Financial Analysis	59

1 Introduction

1.1 Background

Asante Gold Corporation ("AGC" or "the Company") is a gold exploration, development and production operating company that oversees a portfolio of mines in Ghana. The Company has established a bond issuance programme to raise an aggregate amount of up to the Ghana Cedi equivalent of USD 400 million. In line with this, the Company intends to issue an initial tranche of USD 30 million equivalent to GHS 400 – GHS 600 million on the Ghana Fixed Income Market by June 2024.

In line with regulatory requirements and to ensure compliance in preparing a prospectus for the process, the Company has engaged the services of KPMG as the Reporting Accountant.

1.2 Objective and scope

The objective of this assignment is to provide Reporting Accountant's services to Asante Gold Corporation as part of regulatory requirements leading up to the listing of the initial tranche of USD 30 million equivalent to GHS 400 – GHS 600 million on the Ghana Fixed Income Market. The scope of the assignment will broadly cover the following areas:

1 Review of the Company's operations

2 Review of the Company's accounting policies

3 Review of the Company's historical financial performance (audited accounts for the years ending January 2020 up to January 2024)

4 Provision of Reporting Accountant's Comfort Letters on the historical financial information.

This Report presents the review of the historical financial performance (audited accounts for the years ending January 2020 up to January 2024).

2 Review of Company background

2.1 History

Asante Gold Corporation, a mineral exploration and gold production company incorporated under the Canada Business Corporations Act on 4 May 2011, specializes in the exploration, evaluation, and development of mineral properties, as well as the production of various minerals in Ghana with a primary focus on gold.

The Company is publicly listed on both the Canadian Securities Exchange (CSE) under the symbol "ASE", and the Ghana Stock Exchange (GSE) under the symbol "ASG." The Company was listed and commenced trading on the CSE on 28 May 2015, and 29 June 2022 on the GSE.

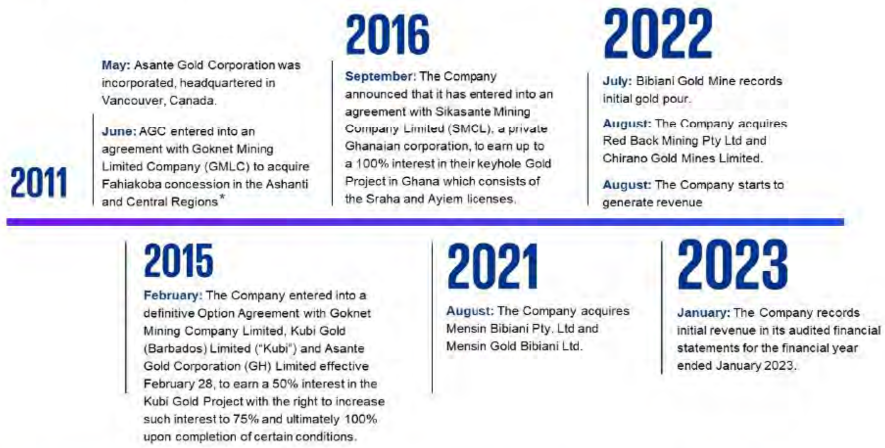
In 2021, the Company reviewed its strategy resulting in a focus on gold production. This review led to an influx of new capital and investors and a renewed focus to develop the Kubi Gold Project ("Kubi"). This review also led to the acquisition of the Chirano and Bibiani Gold Mines. Currently, the Company is still in the exploration and evaluation stages at Fahiakoba, Kubi, Betenase, Sraha and Ayiem.

As at 31 January 2024, the Company operated two mines: Bibiani Gold Mine and the Chirano Gold Mine. The Bibiani Gold Mine is a mining operation under Mensin Gold Bibiani Ltd (MBGL), a subsidiary of Mensin Bibiani Pty. Ltd. The Chirano Gold Mine is operated by Chirano Gold Mines Ltd (CGML), a subsidiary of Red Back Mining Pty. Ltd (now Asante Chirano Australia Pty Ltd). Both Mensin Bibiani Pty. Ltd and Red Back Mining Pty. Ltd are subsidiaries of Asante Gold Corporation and were acquired in August 2021 and August 2022 respectively.

AGC gained a 90% ownership stake in Mensin Gold Bibiani Ltd. (MGBL) in its acquisition of Mensin Bibiani Pty. Ltd., and subsequently, after refurbishment endeavors, the Bibiani Gold Mine recorded its initial gold pour in July 2022. AGC also holds 90% ownership stake in Chirano Gold Mines Ltd (CGML) following its acquisition of Red Back Mining Pty. Ltd (now Asante Chirano Australia Pty Ltd), which was operating the Chirano Gold Mine in the commercial production phase at the time of acquisition. The Government of Ghana retains the remaining ownership in MGBL and CGML, which is a 10% free carried interest in the rights and obligations of the mineral operations as stipulated in Section 43 of the Minerals and Mining Act, 2006 (ACT 703).

2.2 Key Milestones

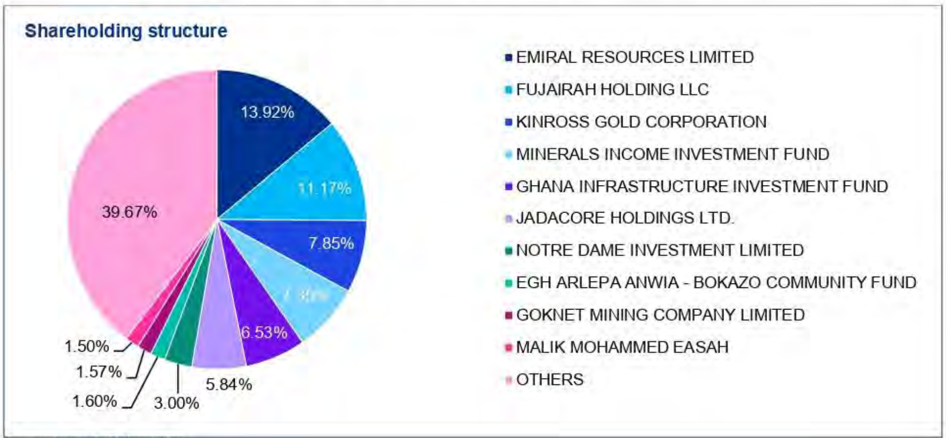
AGC's key operational milestones from of its incorporation to date are highlighted below:



** The Fahiakoba concession is split into its northern and southern parts, located in the Ashanti and Central regions respectively, by the Offin river.*
Source: Asante Gold Corporation

2.3 Shareholding structure

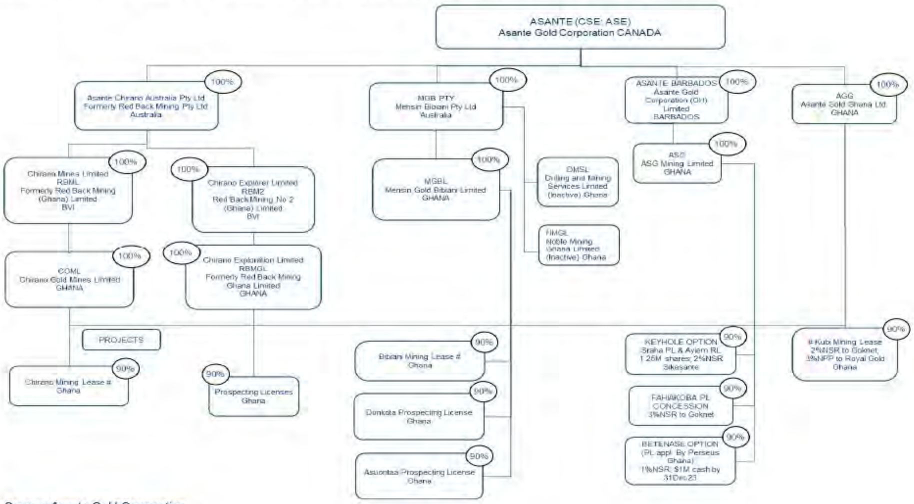
AGC's total shares outstanding stood at 445.1 million as at the financial year ended January 2024. Malik Easah is a director with a significant shareholding of 1.5%. The current shareholding structure of the Company is illustrated in the chart below:



Source: Asante Gold Corporation

2.4 Group structure

The group structure of Asante Gold Corporation is presented in the diagram below:



Source: Asante Gold Corporation

2.5 Products and services

Asante Gold Corporation is mainly into the production of Gold. The main activities are exploration, evaluation and development of mineral properties leading to the production of Gold and other metals such as silver.

AGC produces its gold from its Bibiani and Chirano Mines. Consolidated gold production in FY2024 for the Bibiani Mine totaled 76,516 ounces while gold production in FY2024 for the Chirano Mine totaled 138,434 ounces.

2.6 Description and overview of the operational model

The Company's principal business is the exploration, evaluation and development of mineral properties, and the production of various minerals in Ghana, with a primary focus on gold.

Once AGC obtains the legal right to explore a land/property in Ghana, the Company incurs various costs such as surveying costs, materials used, payments made to subcontractors, drilling costs, etc. This is to assess the technical feasibility and commercial viability of mineral resource extraction. At this stage, the Company obtains exploitation and other relevant permits on such properties to streamline the process towards exploitation and production. These permits and licenses are subject to the approval of the local government or government-controlled entities.

When a land/property passes this initial assessment, the Company then begins necessary developments of the property to prepare it for commercial mineral exploration. At this point, the land/property is derecognized as an evaluation asset and recognized as a development property in the books of the Company. During this development stage, the Company finalizes all preparations including construction of the mine, as well as other relevant expenditure in the pre-commercial period of the land/property.

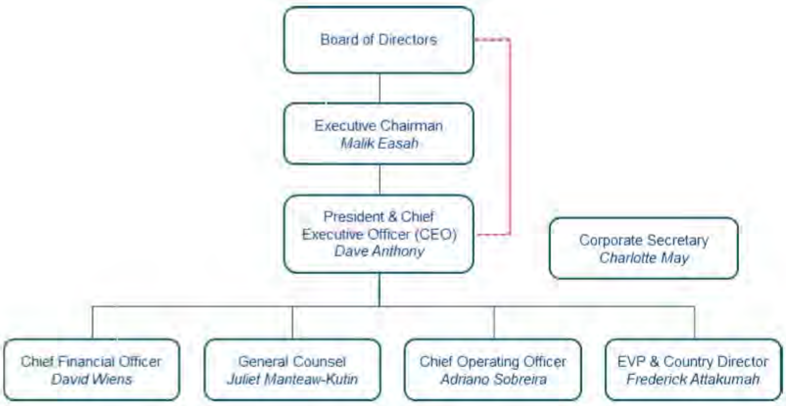
Once all activities within the development stage are completed and the land/property is assessed to be ready for commercial operations, it is then re-recognized as a mineral property in the Company's balance sheet. Currently, the Company operates two mineral/resource properties, ie, the Bibiani and Chirano Gold Mines. Fahiakoba, Kubi, Betenase, Sraha and Ayiem are other concessions the Company has acquired and recognized under exploration assets, all of which the Company is currently developing.

AGC's mineral properties are in Ghana, which is outside its nation of incorporation – Canada. As a result, the resource properties are subject to risks such as local and regional political influence, tax and royalties' increments, currency exchange fluctuations, etc. Additionally, the business of mining and exploration of minerals involves significant risk, and no assurance can be given that progress in exploration and development would directly correlate to profitability. The Company's continued existence would largely depend on the preservation of its interests in underlying properties, the discovery of economically recoverable reserves, profitable operations, or its ability to raise additional financing.

2.7 Review of Governance Structure

2.7.1 Governance structure

The organizational structure of Asante Gold Corporation is presented in the diagram below:



Source: Asante Gold Corporation

2.7.2 The Board

The governing body of AGC comprises nine members chaired by Malik Easah. The Board is responsible for providing strategic direction and policy formulation for the Company.

The table below presents the names, designation, qualification, and professional experience of the Board members.

Name	Designation	Qualification	Professional Experience
Malik Easah	Director and Executive Chairman	• Bachelors, Bergen Community College, New Jersey	• Executive Chairman- Asante Gold Corporation • Executive Director- Asante Gold Corporation • Former Executive Director- Cardinal Resources Limited
David Anthony	Director and CEO	• BSc. Mining Engineering (Mineral Processing)- Queen's University, Kingston, Ontario	• Chief Executive Officer - Asante Gold Corporation • Former Chief Operating Officer – Barrick Gold Corporation • Former Chief Operating Officer- Cardinal Resources Limited
Alexandre Heath	Director and Chair, Audit Committee, Chair	• Bachelor of Commerce- University of British Columbia, Canda • Chartered Financial Analyst- CFA Institute • Director's Education Program – Rotman School of Management, University of Toronto	• President and Chief Executive Officer- Prospector Metals Corp. • Strategic Advisor- Valore Metals Corp. • Elemental Altus Royalties Corp. • Director- Southern Empire Resources Corp. • Former Vice President, Corporate Development- K2 Gold Corp. • Former Director- Roughrider Exploration Limited • Former Director, Corporate Development- Great Panther Mining Limited
Bashir Ahmed	Director and chair, Technical Committee	• Bachelor of Science (Mining Engineering)- KNUST • School of Mines, Tarkwa/ Kumasi, Ghana and numerous professional development courses • University of Cape Town Business School	• Vice President, Production and Development- Asante Gold • Former Director and Principal Consultant- Canonly Consulting and Support Services • Former Project Manager- AngloGold Ashanti Company Limited

KPMG

Review of historical financial statements
Asante Gold Corporation
September 2024

Name	Designation	Qualification	Professional Experience
Carsten Korch	Director and Member, Audit, Audit Committee, Member, Compensation Committee, Member, Special Committee Director	• Marketing & Finance	• Director- American Lithium Corp. • Founder- Traveling & Living in Peru • Director- Panoro Apurimac SA
Mohammad Alothman	Director	• BSC. Kings College, London • MBA, Hult Business School, Dubai	• Chief Executive Officer- Fujairah Holdings LLC • Former Financial Broker- Bastion Capital
Edward Koranteng	Director and Member, Special Committee	• Master of Laws Degree, International Banking and Finance – University of Leeds	• Chief Executive Officer- Minerals Income Investment Fund • Former Business Head for East, Central and Southern Africa- Ghana International Bank plc • Former Group Head and Consultant, Covering Oil and Gas- Chase Bank Group (Kenya), now SBM Bank of Mauritius, which included Genghis Investment Bank • Former Head of Energy, Oil and Gas and Mining- Fidelity Bank Ghana
Roger Norwich	Director and Member, Audit Committee, Member, Compensation Committee, Member, Special Committee	• BA Geology and Archaeology - Manchester University, UK • MB ChB Medicine and Surgery - Manchester University, UK	• Director- Revolve Renewable Power Corporation • Former Director- Excellon Resources Inc. • Rio Alto Mining Limited- Otis Gold Corp. • Mexican Silver Mines Ltd.
Alexander Smirnov	Director	• Mater of Finance – New Economic School, Moscow • Master of Oriental and African Studies -Moscow State University	• Chief Executive Officer- Emiral Resources Limited • Business Development Executive- Alnair Mineral Services DMCC • Former Head of Mining Projects- GPB Global Resources B.V.

Source: Asante Gold Corporation

2.7.3 The Management Team

The Company has a management team which is responsible for the daily management of its operations and performance. The team is led by the Chief Executive Officer, Dave Anthony.

The table below presents the names, designation, qualification, and professional experience of the management team.

Name	Designation	Qualification	Professional Experience
Dave Anthony	Chief Executive Officer	• Bsc. Mining Engineering (Mineral Processing)- Queen's University, Kingston, Ontario	• Chief Executive Officer- Asante Gold Corporation • Current President- BW Mining Ltd., an independent consulting company • Former Chief Operating Officer- Cardinal Resources Limited
David Wiens	Chief Financial Officer	• Bachelor of Commerce- University of British Columbia In Canada • CFA Charter Holder	• SSR Mining Inc. • Chief Financial Officer- Bunker Hill Mining Corp • Mining Investment Banker- Deutsche Bank AG in London, UK
Frederick Kwesi Attakumah	Executive Vice President & Country Director	• BSC. (Hons) Electrical and Electronic Engineering- Kwame Nkrumah University of Science and Technology, Ghana • MBA- Henley Business School, UK • The Wharton School • Havard University	• Executive Vice President and Country Director- Asante Gold Corporation • Former Executive Vice President and Managing Director- Asante Gold Corporation • Senior Vice President- Asante Gold Corporation • Sustainability and Corporate Affairs- Asanko Gold Ghana Limited
Adriano Sobreira	Chief Operating Officer	• Bachelor of Technology degree in Mining Engineering- University of Johannesburg	• Chief Operating Officer- Asante Gold Corporation • Former Vice President and General Manager- Kinross Gold Corporation
Eben Swanepoel	Vice President, Technical Services	• Master's in engineering • GDE in Mineral Economics • 4-year Diploma in Mine Survey	• Vice President, Technical Services- Asante Gold Corporation • Independent Technical Consultant- Asante Gold Corporation • Former General Manager, Operations- Asanko Gold Ghana Limited

Source: Asante Gold Corporation

Review of historical financial statements
Asante Gold Corporation
September 2024

The Board of Directors
Asante Gold Corporation
Suite 615-800 West Pender Street
Vancouver, British Columbia, V6C 2V6, Ca
Vancouver, British Columbia, Canada

IC Securities (Ghana) LTD
No. 2 Johnson Sirleaf Rd, North Ridge
Accra

Temple Investments LTD
F 305/6 Adebeto Close
Accra

Dear Sirs or Madams

Independent Reporting Accountant's limited assurance report on the historical financial statements of Asante Gold Corporation for the five years ended January 2024 in respect of the proposed bond issuance with an initial size between GHS400 – GHS600 million on the Ghana Fixed Income Market.

We have reviewed the audited financial statements of Asante Gold Corporation which comprise the statements of financial performance for the years ended, cash flow statements, statement of financial positions as of 31 January 2020, 2021, 2022, 2023 and 2024. Statement of Changes in Equity and a summary of significant accounting policies and other information.

The financial statements for the years ended 2020 and 2021 were audited by Crowe MacKay LLP, 2022 and 2023 were audited by Ernst & Young, whilst the year ended 2024 was audited by PWC. In respect of the audited review periods, the auditors issued unmodified audit opinions on the financial statements that were prepared in accordance with IFRS accounting standards and in accordance with Canadian generally accepted auditing standards for the years ended January 2020, 2021, 2022, 2023 and 2024.

However, in the FY23 and FY24 financial statements, the auditors drew attention to note 1 to the consolidated financial statements, which described events or conditions that indicated the existence of a material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern.

Material Uncertainty Related to Going Concern

The audit report stated that the "consolidated financial statements for the years ended January 31, 2024 and 2023 (the "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 at least twelve months from January 31, 2024."

As of January 31, 2024, AGC had CAD 569.1 million of working capital deficiency, an accumulated deficit of CAD325.9 million. AGC incurred a total comprehensive loss of CAD137.6 million, and at the end of FY24 had a cash balance CAD2.1 million.

In addition to our analysis, the audited financial statements also emphasized that "the Company currently has limited financial resources, and the aggregate amount of capital and operating costs (net of cash inflows from sales) for the next twelve months combined with residual vendor payments, debt service costs and corporate costs exceeds the amount of cash and funding currently available to the Company. These conditions together indicate the existence of material uncertainties that may cast significant doubt upon the Company's ability to continue as a going concern."

Directors' responsibility for the financial statement

The Directors are responsible for the preparation of the financial statements that give a true and fair view in accordance with IFRS accounting standards, for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatements, whether due to fraud or error.

Reporting Accountant's Responsibility

Our responsibility is to express a conclusion on the accompanying financial statements.

We conducted our review in accordance with International Standard on Review Engagements ISRE 2400 (Revised), Engagements to Review Historical Financial Statements. ISRE 2400 (Revised) requires us to conclude whether anything has come to our attention that causes us to believe that the financial statements, taken as a whole are not prepared in all material respects in accordance with the applicable financial reporting framework. This standard also requires us to comply with relevant ethical requirements.

A review of financial statements in accordance with ISRE 2400 (Revised) is a limited assurance engagement. The practitioner performs procedures, primarily consisting of making inquiries of management and others within the entity, as appropriate, and applying analytical procedures, and evaluates the evidence obtained.

The procedures performed in a review are substantially less than those performed in an audit conducted in accordance with International Standards on Auditing. Accordingly, we do not express an audit opinion on these financial statements.

Conclusion

Based on our review, nothing has come to our attention that causes us to believe that these financial statements do not give a true and fair view of the financial positions of Asante Gold Corporation as at 31 January 2020, 2021, 2022, 2023 and of its financial performance and cash flows for the years then ended, in accordance with the International Financial Reporting Standards (IFRS) and of the financial position of Asante Gold as at 31 January 2024 and of its financial performance and cash flows for the year then ended.

A material uncertainty related to going concern was identified as a key audit matter in the FY23 and FY24 financial statements. Specifically, the audit report drew attention to Note 1 in the financial statement which "describes events or conditions that indicate the existence of a material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern."

KPMG

....

Signed by: Nathaniel D. Harlley (ICAG/P/1056)
Partner
For and on behalf of:
KPMG: (ICAG/F/2024/038)
CHARTERED ACCOUNTANTS
13 YIYIWA DRIVE, ABELENKPE
P O BOX GP 242
ACCRA

12 September, 2024

3 Historical Financial Statements

This section presents a review of the historical financial statements of Asante Gold Corporation. The review was based on the Company's audited financial statements from the financial years ended January 2020 to January 2024 (ie, FY20 to FY24). The financial statements were prepared in compliance with the International Financial Reporting Standards (IFRS) as issued and approved by the International Accounting Standard Board (IASB) and the interpretation of the International Financial Interpretations Committee ("IFRIC").

3.1 Statement of Profit or Loss and Other Comprehensive Income

Statement of Profit or Loss and Other Comprehensive Income					
CAD '000	Jan. 2020 Audited	Jan. 2021 Audited	Jan. 2022 Audited	Jan. 2023 Audited	Jan. 2024 Audited
Revenue	-	-	-	274,729	575,183
Cost of sales	-	-	-	(355,931)	(717,931)
Gross loss	-	-	-	(81,202)	(142,748)
Operating expenses					
Management, consulting and professional fees	(316)	(377)	(2,686)	(17,370)	(16,504)
Selling, general and administrative	(138)	(99)	(2,552)	(10,219)	(22,266)
Operating profit/(loss)	(455)	(476)	(5,238)	(108,791)	(181,518)
Finance charges	-	-	(113)	(9,623)	(30,800)
Gain on tax settlement	-	-	-	-	7,950
Loss on financial instruments and other expenses, net	(47)	(198)	(3,256)	(58,090)	(20,264)
Net profit/(loss) before income tax	(501)	(673)	(8,607)	(176,504)	(224,632)
Income tax recovery (expense)expense	-	-	-	(12,010)	84,382
Net profit/(loss)	**(501)**	**(673)**	**(8,607)**	**(188,514)**	**(140,250)**
Net loss per share (Basic and diluted)	(0.01)	(0.01)	(0.05)	(0.53)	(0.31)
Other comprehensive income					
Gain on translation of foreign subsidiaries to presentation currency	29	(216)	219	19,025	2,630
Total comprehensive profit/(loss)	**(473)**	**(889)**	**(8,388)**	**(169,489)**	**(137,620)**

Source: Asante Gold Corporation

KPMG

Review of historical financial statements
Asante Gold Corporation
September 2024

3.2 Statement of Financial Position

Statement of Financial Position					
CAD '000	Jan. 2020 Audited	Jan. 2021 Audited	Jan. 2022 Audited	Jan. 2023 Audited	Jan. 2024 Audited
Assets					
Current					
Cash	20	479	5,849	2,811	2,080
Accounts receivable	5	5	96	14,022	9,414
Inventories	-	-	-	83,532	72,082
Current portion of prepaid expenses	6	44	7,739	12,017	21,486
Marketable securities	-	-	7,509	6,213	3,254
Current portion of contract asset	-	-	-	-	670
Current portion of restricted cash	-	-	-	31,845	19,301
	31	528	21,193	150,440	128,287
Non-current					
Inventories	-	-	2,053	-	-
Prepaid expenses	-	-	707	5,529	7,427
Contract asset	-	-	-	-	502
Loans receivable	-	20	114	362	363
Restricted cash	-	-	-	-	9,668
Reclamation bonds	-	-	3,466	10,986	11,024
Property, plant and equipment	1	35	97,500	400,924	384,486
Mineral properties	-	-	-	397,335	346,809
Exploration and evaluation assets	5,483	5,733	8,517	12,056	27,073
Development properties	-	-	93,301	-	-
Total assets	**5,515**	**6,316**	**226,851**	**977,632**	**915,639**
Liabilities					
Current					
Trade and other payables	481	339	11,948	327,272	408,199
Due to related parties	231	286	1,980	-	-
Short term loans	15	45	-	-	-
Short term loans - related parties		15	-	-	-
Current portion of loans payable	-	-	-	46,991	58,743
Current portion of deferred payments	-	-	74,589	129,136	183,665
Current portion of rehabilitation provision	-	-	1,392	340	332
Deferred Revenue	-	-	-	66,750	28,708
Current portion of other liabilities	-	-	32,206	141,438	17,699
	727	685	122,115	711,927	697,346
Non-current					
Loans payable	-	-	-	-	7,734
Deferred payments	-	-	-	47,847	-
Due to related parties	2,159	1,967	-	-	-
Rehabilitation provision	-	-	10,413	85,247	92,200
Other liabilities	442	136	487	-	-
Deferred tax liabilities	-	-	-	-	61,390
Total liabilities	**3,329**	**2,787**	**133,015**	**845,021**	**858,670**
Shareholder's equity					
Share capital	7,491	9,452	91,924	245,120	296,932
Reserve for share-based payments	1,247	1,393	5,324	27,948	31,236
Reserve for warrants	178	303	417	359	7,237
Accumulated other comprehensive income	713	497	716	17,624	19,960
Accumulated deficit	(7,442)	(8,115)	(16,593)	(193,727)	(325,877)
Equity attributable to shareholders of the Company	2,186	3,529	81,788	97,324	29,488
Non-controlling interest	-	-	12,048	35,287	27,481
Total shareholder's equity	**2,186**	**3,529**	**93,836**	**132,611**	**56,969**
Total liabilities and shareholders' equity	**5,515**	**6,316**	**226,851**	**977,632**	**915,639**

Source: Asante Gold Corporation

3.3 Statement of Cash Flows

Statement of Cash flows

CAD '000	Jan. 2020 Audited	Jan. 2021 Audited	Jan. 2022 Audited	Jan. 2023 Audited	Jan. 2024 Audited
Operating activities:					
Net profit/(loss)	(501)	(673)	(8,607)	(188,514)	(140,250)
Adjustments for:					
Depreciation and depletion	-	-	1,172	78,179	163,674
Accretion					
Inventory provision and write-off				2,164	28,908
Finance charges	-	-	113	9,069	30,800
Unrealized foreign exchange loss	(0)	10		3,951	2,837
Share-based payments	85	188	4,124	22,916	3,715
Gain on modification of loan	-	-	-	(513)	-
Gain on settlement of debt	(38)	-	-	-	-
Gain on tax settlement					(7,950)
Loss on amendment of purchase agreement	-	-	-	3,410	
Loss on amendment of deferred payments					4,495
Change in fair value of contingent consideration					12,675
Unrealized loss/(gain) on marketable securities	-	-	(1,104)	4,296	2,959
Loss/(gain) on disposal or property, plant and equipment	-	-	120	-	-
Deferred income tax expense					61,390
Current income tax recovery					(145,772)
Changes in non-cash working capital items					
Accounts receivable	6	0	(91)	2,035	4,608
Inventories	-	-	-	(7,936)	(11,256)
Prepaid expenses	4	(38)	(8,159)	(5,416)	(8,719)
Contract assets					(1,172)
Trade and other payables	(45)	(107)	10,567	255,749	102,511
Loans receivable		(20)	(94)		
Other liabilities	176	(1)			
Due to related parties	265	(116)	(306)		
Deferred revenue (Precious Metals Stream)					
Deferred revenue (Gold Pre-Pay Facility)		-	-	66,750	(38,249)
Cash provided by/(used in) operating activities	**(49)**	**(756)**	**(2,265)**	**246,140**	**65,204**
Investing activities:					
Net cash paid for Mensin acquisition			(38,075)	-	
Net cash paid for Chirano acquisition			-	(59,954)	
Purchases of property, plant and equipment		(35)	(28,852)	(98,740)	(63,672)
Expenditures on mineral properties			-	(119,823)	(42,945)
Investment in marketable securities			(6,405)	(3,000)	
Expenditures on exploration and evaluation assets	(199)	(763)	(2,815)	(1,759)	(1,171)
Loans receivable	-			(248)	
Repayment of deferred payments		-	-	(78,474)	(11,492)
Repayment of Scheme of Arrangement and other liabilities			-	(10,274)	
Cash acquired from acquisition of Mensin		-	599	-	
Cash acquired from acquisition of Red Back		-	-		
Proceeds from sale of property, plant and equipment			72	-	
Cash used in investing activities	**(199)**	**(798)**	**(75,476)**	**(372,272)**	**(119,280)**

KPMG

Review of historical financial statements
Asante Gold Corporation
September 2024

Cash flows from financing activities:					
Proceeds from private placement financing	247	1,937	81,666	102,256	27,348
Issuance costs		(21)	(70)	(3,224)	
Proceeds from options exercised		64	328	370	435
Proceeds from warrants exercised		64	469	5,934	9,678
Dividend Issued to Ghanaian Government					
Proceeds from Equity Raise for Repayment of Deferred Payments					
Proceeds From Equity Raise					
Advances From Short-Term Loans Payable					
Repayment of Short-Term Loans Payable					
Proceeds from Cash Collateral					
Advances from loans payable			-	51,400	85,036
Proceeds from external bond issue					
Advances from subordinated loan					
Repayment of loans payable	15	(15)	(44)	(4,939)	(70,377)
Repayment of external bond					
Repayment of Ghana bond					
Repayment of other liabilities			(8)	-	
Due to related parties - current					
Due to related parties - long term					
Restricted cash used as collateral in loans payable, net amounts released		-	-	(31,845)	
Cash provided by financing activities	**262**	**2,029**	**82,341**	**119,952**	**52,120**
Effect of foreign exchange on cash	0	(16)	770	3,142	1,225
Change in cash	14	459	5,370	(3,038)	(731)
Cash, beginning of year	6	20	479	5,849	2,811
Cash, end of year	**20**	**479**	**5,849**	**2,811**	**2,080**

Source: Asante Gold Corporation

3.4 Statement of Changes in Equity

Statement of Changes in Equity

CAD '000	Number of shares issued	Share capital	Reserve for share-based payments	Reserve for warrants	Accumulated other comprehensive income	Accumulated deficit	Non-controlling interest	Total shareholder's equity
Balance, January 31, 2018		7,168	1,094	160	399	(6,351)		2,469
Common shares and warrants issued for cash								-
Issuance costs								-
Finders warrants								-
Allocation for warrants								-
Options exercised								-
Warrants exercised								-
Share based payments			68					68
Shares and warrants issued for debt								-
Net loss for the year						(590)		(590)
Currency translation adjustment					285			285
Balance, January 31, 2019	**57,160**	**7,168**	**1,162**	**160**	**684**	**(6,941)**	**-**	**2,232**
Common shares and warrants issued for cash	5,000	265						265
Issuance costs		(17)						(17)
Finders warrants		(9)		9				-
Allocation for warrants								-
Options exercised								-
Warrants exercised								-
Share based payments			85					85
Shares and warrants issued for debt	1,896	85		9				94
Net loss for the year						(501)		(501)
Currency translation adjustment					29			29
Balance, January 31, 2020	**64,056**	**7,491**	**1,247**	**178**	**713**	**(7,442)**	**-**	**2,186**
Common shares and warrants issued for cash	22,508	1,937						1,937
Issuance costs		(21)						(21)
Finders warrants		(7)		7				-
Allocation for warrants		(117)		117				-
Options exercised	559	106	(42)					64
Warrants exercised	800	64						64
Share based payments			188					188
Net loss for the year						(673)		(673)
Currency translation adjustment					(216)			(216)

Review of historical financial statements
Asante Gold Corporation
September 2024

Statement of Changes in Equity								
CAD '000	**Number of shares issued**	**Share capital**	**Reserve for share-based payments**	**Reserve for warrants**	**Accumulated other comprehensive income**	**Accumulated deficit**	**Non-controlling interest**	**Total shareholder's equity**
Balance, January 31, 2021	**87,922**	**9,452**	**1,393**	**303**	**497**	**(8,115)**	**-**	**3,529**
Common shares and warrants issued for cash	153,418	81,666						81,666
Issuance costs		(2,723)		134				(2,589)
Finders' shares	3,211	2,518						2,518
Options exercised	2,711	521	(193)					328
Warrants exercised	6,429	490		(20)				470
Share-based payments			4,124					4,124
Non-controlling interest on acquisition							12,177	12,177
Net loss						(8,477)	(129)	(8,606)
Gain on translation of foreign subsidiaries to presentation currency					219			219
Balance, January 31, 2022	**253,691**	**91,924**	**5,324**	**417**	**716**	**(16,593)**	**12,048**	**93,836**
Common shares and warrants issued for cash	58,432	102,256						102,256
Issuance costs		(3,224)						(3,224)
Common shares issued for acquisition	34,963	47,185						47,185
Common shares issued for exploration and evaluation assets	250	325						325
Options exercised	1,130	662	(292)					370
Warrants exercised	29,680	5,992		(58)				5,934
Share-based payments			22,916					22,916
Non-controlling interest on acquisition							32,502	32,502
Net loss						(177,134)	(11,380)	(188,514)
Gain on translation of foreign subsidiaries to presentation currency	-				16,908		2,117	19,025
Balance, January 31, 2023	**378,146**	**245,120**	**27,948**	**359**	**17,624**	**(193,727)**	**35,287**	**132,610**
Units issued for cash	18,232	27,348						27,348
Common shares issued for exploration and evaluation assets	7,000	13,790						13,790
Options exercised	2,977	812	(377)					435
Warrants exercised	38,711	9,812		(134)				9,678
RSUs exercised	29,500	50	(50)					-
Warrants issued on amendment of				7,012				7,012

Statement of Changes in Equity								
CAD '000	Number of shares issued	Share capital	Reserve for share-based payments	Reserve for warrants	Accumulated other comprehensive income	Accumulated deficit	Non-controlling interest	Total shareholder's equity
purchase agreement								
Share-based payments			3,715					3,715
Net loss for the year						(132,150)	(8,100)	(140,250)
Gain on translation of foreign subsidiaries to presentation currency	-				2,336		294	2,630
Balance, January 31, 2024	**474,565**	**296,932**	**31,236**	**7,237**	**19,960**	**(325,877)**	**27,481**	**56,969**

Source: Asante Gold Corporation

3.5 Basis of Preparation and Accounting Policies

Basis of Preparation

Statement of compliance

- AGC prepares its financial statements in accordance with the International Financial Reporting Standards ("IFRS") and interpretation of the International Financial Interpretations Committee ("IFRIC")

Basis of Preparation

- AGC prepares its financial statements on the historical cost basis, except for the following material items, which are measured at fair value:

  – financial assets measured at fair value and,

  – financial liabilities measured at fair value.

- Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

Functional and presentation currency

- The financial statements have been presented in thousands of Canadian dollars ("CAD") which is the functional currency of the Company. All financial information presented, except otherwise stated, have been rounded to the nearest thousands.

Change in presentation currency

- AGC has made the determination that its financial statements should be presented in United States dollars (USD) as this provides the most relevant and understandable information for its users. Our review report covers the audited financial statements for the period ended 31 January 2020 to 31 January 2024, prepared in CAD. Subsequent financial statements of the Company will be presented in USD.

Basis of Consolidation

- The accounts of all subsidiaries and the parent company are included in the financial statements as presented. Subsidiaries are included from the day control is assumed to the day control ceases. Control as defined here exists where the parent has power over the subsidiary and is exposed to or has rights to variable returns from its involvement with the investee. The consolidated financial statements exclude all intercompany transactions and remaining available balances.

Segment Information

The Chief Operating Decision Maker of the Company has been identified as the Chief Executive Officer who makes strategic decisions and allocates resources. The reportable segments of the Company based on the availability of financial results and the nature of operations are the Bibiani Gold Mine and the Chirano Mine.

A summary of the Company's segmented financial performance for the year ended January 31, 2024 is as follows:

Segment information				
CAD '000	**Bibiani**	**Chirano**	**Corporate and other reconciling items**	**Total**
Revenue	196,941	378,242	–	575,183
Cost of sales	(293,547)	(424,384)	–	(717,931)
Gross loss	(96,606)	(46,142)	–	(142,748)
				–
Operating expenses	(13,541)	(10,077)	(15,152)	(38,770)
Operating loss	(110,147)	(56,219)	(15,152)	(181,518)
				–
Finance charges	(8,329)	(2,437)	(20,034)	(30,800)
Gain (loss) on tax settlement	16,059	(8,109)		7,950
Other expenses, net	3,105	2,326	(25,695)	(20,264)
Net loss before income tax	(99,312)	(64,439)	(60,881)	(224,632)
				–
Income tax expense	30,687	53,695		84,382
Net loss	**(68,625)**	**(10,744)**	**(60,881)**	**(140,250)**

Significant Accounting Policies

Foreign currency transactions

The Company translates each transaction by applying the spot exchange rate between the functional currency and the foreign currency at transaction date. All monetary assets and liabilities are then translated at the rate prevailing as at balance sheet date, and non-monetary assets and liabilities measured at fair value are translated using the exchange rate prevailing when fair value was measured. Exchange differences are recognized in profit or loss for the period in which they arise. If fair value changes for non-monetary item measured at fair value are recognized in other comprehensive income, the exchange difference component of the change is also recognized in the other comprehensive income.

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

- Assets and liabilities are translated at rates prevailing at reporting date.
- Income and expenses are at average rate for the period.

Exploration and evaluation assets, development properties, mineral properties

a. Pre-exploration costs

These are expensed in period in which they are incurred.

b. Exploration and evaluation assets

Once the legal right to explore a property has been acquired, costs directly related to exploration and evaluation expenditures 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 property, 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 indicate 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, more than 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 transferred to ‘development properties’. Exploration and evaluation assets are tested for impairment before the assets are transferred to development properties.

Development properties

The expenditures related to the acquisition of mines are capitalized to development properties. When technical feasibility and economic viability of projects have been determined and the decision to proceed with development has been approved, mines are transferred to mineral properties. Construction and development of the mines as well as costs associated with the commissioning of new assets, and costs incurred in the pre-commercial period before assets are operating in the way intended by management, are capitalized to mineral properties. Commercial production is deemed to have occurred when management determines that certain production parameters have been met.

For production to occur, the Company must first obtain exploitation and other permits on such properties. Such permits are subject to the approval of the local government and government-controlled entities. Unless and until such permits are obtained, there can be no assurance that such permits will be obtained. As such, permits need to be obtained before costs are reclassified from exploration and evaluation assets to development properties, at which point, the Company performs an impairment test.

Mineral properties

Mineral properties include the costs of construction and development as well as fair value attributable to mineral reserves and resources acquired in business combinations or asset acquisitions, decommissioning assets, and restoration costs related to the reclamation of mineral properties. In addition, stripping costs incurred in surface mining operations during development phase of the mine are capitalized into mineral properties as these costs encompass the removal of overburden or waste material to expose mineral-bearing ore deposits. During the production phase, however, stripping activities are generally considered to create two benefits: being either the production of usable ore or improved access to the ore. Where the benefits are realized in the form of inventory, the stripping costs will be included in the cost of inventory produced.

Exploration expenditures are capitalized to mineral properties when the expenditures aim to convert mineral resources into mineral reserves or, in the absence of a mineral resource estimate, when they are intended to define areas to be included in the mine plan and improve the likelihood of discovering economically viable mineral reserves. Exploration costs that pertain to general and administrative functions, as well as ongoing operations at the mine sites, such as expenses for fuel, maintenance, repairs, and supplies, are expensed as they are incurred.

Costs of mineral properties are depreciated or depleted on a units of production ("UOP") basis using estimated reserves. Depreciation or depletion is recorded against the mineral property only upon the commencement of commercial production.

Inventories

Inventories include gold doré, gold-in-circuit ("GIC"), stockpiled ore (including ore on leach pads), and materials and supplies inventory. The value of all production inventories includes direct production costs and attributable overhead and depreciation incurred to bring the materials to their current point in the processing cycle. General and administrative costs for the corporate office are excluded from any inventories. All inventories are valued at the lower of weighted average cost and net realizable value. Net realizable value is determined with reference to market prices, less estimated future production costs (including royalties) to convert inventories into saleable form.

Property, plant, and equipment

On initial recognition, property, plant, and equipment 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 for dismantling is recognized within rehabilitation provisions.

Property, plant, and equipment are subsequently measured at cost less accumulated depreciation, less any accumulated impairment losses, except for land which is not amortized. Depreciation of property, plant and equipment is calculated using straight-line method to write off the cost of each asset to its residual value over its estimated useful life as follows:

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
Mining plant and equipment	7 years on a straight-line basis

Capitalized pre-production costs are classified as mining plant and equipment and are comprised of expenditures incurred during the development and preparation phase leading up to the commencement of production activities. Capitalized pre-production costs are depreciated using UOP method.

The cost of replacing part of an item of property, plant and equipment 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 property, plant and equipment are recognized in profit or loss as incurred.

Revenue

The Company recognizes revenue from the sale of gold when delivery and trade settlement occurs, in accordance with IFRS 15 Revenue from Contracts with Customers. The delivery of gold occurs when control of the gold has been transferred to the buyer. Control of the gold is transferred when the buyer can direct the use of, and obtain substantially all of the remaining benefits from, the gold. Delivery typically occurs when the gold is physically delivered to the buyer or when the buyer takes legal ownership of the gold, depending on the terms of the sales contract.

Deferred revenue

The Company recognizes deferred revenue in the event it receives payments from customers in consideration for future commitments to deliver metals and before such sale meets the criteria for revenue recognition. The Company will recognize amounts in revenue as the metals are delivered to the customer. For any metal streaming agreement, the Company needs to determine whether the arrangement has a significant financing component. This would require an adjustment to the transaction price for the time value of money, using an appropriate discount rate, to recognize revenue that reflects the cash price of the precious metals to be delivered.

Specifically, for the metal streaming agreement entered with Bank of Ghana during the year ended January 31, 2023, the Company determined that the premium charged on the quantity of gold sold does not constitute a significant financing component. In addition, as the term of this arrangement is less than 12 months, the Company elected to apply practical expedient for revenue recognition for this arrangement. This practical expedient allows the Company to ignore the time value of money when determining the transaction price, and instead recognize revenue on a straight-line basis over the term of the arrangement.

Impairment of non-financial assets

Impairment tests on intangible assets with indefinite useful economic lives are undertaken at least annually unless there are indicators of impairment. 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.

Financial instruments

a. Classification

The Company classifies its financial instruments in the following categories: at fair value through profit or loss ("FVTPL"), at fair value through other comprehensive income ("FVTOCI"), or at amortized cost. The Company determines the classification of its 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, the Company can make an irrevocable election (on an instrument-by-instrument basis) on the day of acquisition 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.

Financial instrument	
Financial assets	Classification
Cash	Amortized cost
Restricted cash	Amortized cost
Accounts receivable	Amortized cost
Marketable securities	FVTPL
Reclamation bonds	Amortized cost
Loans receivable	Amortized cost
Financial liabilities	Classification
Trade and other payables	Amortized cost
Due to related parties	Amortized cost
Loans payable	Amortized cost
Deferred payments	Amortized cost

b. Measurement

Financial assets and financial 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 loss. Realized and unrealized gains and losses arising from changes in the fair value of the financial assets and liabilities held at FVTPL are recognized as income or loss in the period in which they arise. Where management has opted to recognize financial liability at FVTPL, any changes associated with the Company's own credit risk will be recognized in other comprehensive income (loss).

Financial assets at FVTOCI

Elected investments in equity instruments at FVTOCI are initially recognized at fair value plus transaction costs. Realized and unrealized gains and losses arising from changes in the fair value of the financial assets and liabilities held at FVTOCI are recognized in other comprehensive income (loss). The Company does not have any FVTOCI financial assets.

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.

Income taxes

Provision for income taxes consists of current and deferred tax expense. Income tax expense is recognized in profit or loss except to the extent that it relates to items recognized either in other comprehensive income (loss) or directly in equity, in which case it is recognized in other comprehensive income (loss) or in equity, respectively. Mining duties, taxes, royalties, and withholding taxes are treated and disclosed as current and deferred taxes if they have the characteristics of an income tax. This is the case when they are imposed by a government authority and the amount payable is calculated by reference to taxable income.

Provisions

a. Rehabilitation provision

The Company is subject to various government laws and regulations relating to environmental disturbances caused by its exploration and evaluation as well as production activities. The Company records the present value of the estimated costs of legal or constructive obligations required to restore the exploration or production 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.

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 environmental 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.

b. Other provisions

Provisions are recognized for liabilities of uncertain timing or amount that have arisen because 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.

Share capital

Equity instruments are contracts that give a residual interest in the net assets of the Company. 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, stock options, and warrants are classified as equity instruments.

The Company records proceeds from share issuances net of issue costs and any tax effects in equity. Common shares issued for consideration other than cash are valued based on their fair value on the date of issuance.

Share-based payments

a. Stock option plan

The Company adopts a stock option plan in which the Company grants stock options to directors, employees, and consultants as compensation for service provided. The fair value of the options at the date of grant is charged to profit or loss over the vesting period, with the offset recorded to reserve. The amount recognized as share-based compensation expense is adjusted to reflect the number of awards for which the related service conditions are expected to be met such that the amount ultimately recognized as an expense is based on the number of awards that do meet the related service conditions at the vesting date. When an optionee ceases to meet service conditions, the options granted are forfeited and the cumulative expense recognized to the date of termination is reversed 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 charged to profit or loss over the remaining vesting period.

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

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

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

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.

b. Restricted Share Units ("RSUs") and Deferred Share Units ("DSUs")

The RSU and DSU schemes are available to the Company's directors, certain employees and consultants. RSUs and DSUs are exchangeable, at settlement date, for (i) one common share of the Company, (ii) a lumpsum payment in cash equal to the market value of one common share of the Company on the settlement date, or (iii) any combination of the foregoing. The settlement date of RSUs is the vesting date of respective RSU issuances. The settlement date of DSUs is determined by the holder such that the settlement date is not later than the end of the first calendar year commencing immediately after the holder's termination of service. The method of settlement of the RSUs and DSUs is at the sole discretion of the Company and there is no present obligation to settle in cash. The Company accounts for the RSUs and DSUs as equity-settled share-based payments. The fair value of each RSU and DSU is measured at the grant date by reference to the Company's share price at that time. The fair value of RSUs granted is recognized as share-based payments over the vesting period. The DSUs are considered fully vested on the grant date and the fair value of DSU's granted is recognized as a share-based payment at that time.

3.6 Review of Historical Financial Statements

We have conducted and provided a limited assurance report with regards to audited financial statements in accordance with the International Standard on Review Engagements (ISRE) 2400 (Revised) for the historical review period. This standard requires us to obtain sufficient appropriate evidence as to whether:

- The past financial information has been properly compiled on the basis stated.
- The basis is consistent with the standard accounting policies.

3.6.1 Income Statement Analysis

Revenue

Over the Historical Period, the Company did not record any revenue from FY20 to FY22 as none of the assets/properties in their books were in the mineral exploration stage. The Bibiani Gold Mine was transferred from development properties to mineral properties within the financial year ended January 2023, following Management's assessment of its readiness for commercial operations.

AGC, upon recording its first gold pour from the Bibiani Gold Mine (Mensin Gold Bibiani Limited or MGBL) in July 2022, and its acquisition of the hitherto commercially explorable Chirano Gold Mine (Chirano Gold Mine Limited or CGML) in August 2022, began to generate revenue in August 2022 from the sales of metals mined, primarily gold doré.

The tables below illustrate the breakdown of revenue over the Historical Period:

Revenue					
CAD '000	**Jan. 2020 Audited**	**Jan. 2021 Audited**	**Jan. 2022 Audited**	**Jan. 2023 Audited**	**Jan. 2024 Audited**
Gold doré				274,143	574,098
y-o-y % change	*n/a*	*n/a*	*n/a*	*n/a*	*109.4%*
Silver				586	1,085
y-o-y % change	*n/a*	*n/a*	*n/a*	*n/a*	*85.2%*
Total	**-**	**-**	**-**	**274,729**	**575,183**
y-o-y % change	*n/a*	*n/a*	*n/a*	*n/a*	*109.4%*

Source: Asante Gold Corporation

Revenue					
Revenue by gold mine					
CAD '000	**Jan. 2020 Audited**	**Jan. 2021 Audited**	**Jan. 2022 Audited**	**Jan. 2023 Audited**	**Jan. 2024 Audited**
Chirano Gold Mine				136,461	378,242
Bibiani Gold Mine				138,268	196,941
Total	**-**	**-**	**-**	**274,729**	**575,183**
Total of gold sold (ounces)					
Ounces (oz)	**Jan. 2020 Audited**	**Jan. 2021 Audited**	**Jan. 2022 Audited**	**Jan. 2023 Audited**	**Jan. 2024 Audited**
Chirano Gold Mine				59,830	143,039
Bibiani Gold Mine				60,883	77,030
Total	**-**	**-**	**-**	**120,713**	**220,069**
Average gold price realized					
CAD	**Jan. 2020 Audited**	**Jan. 2021 Audited**	**Jan. 2022 Audited**	**Jan. 2023 Audited**	**Jan. 2024 Audited**
Chirano Gold Mine	n/a	n/a	n/a	2,281	2,644
Bibiani Gold Mine	n/a	n/a	n/a	2,271	2,557
Average gold price	**n/a**	**n/a**	**n/a**	**2,276**	**2,614**

Source: Asante Gold Corporation

Gold doré is exported to MKS PAMP, a London Bullion Market Association (LBMA) certified refinery in Switzerland, to be refined and sold to respective buyers based on the spot market price and other terms as agreed upon in a sales contract between the Company and the buyer. Revenue is recognized either on the delivery of the refined gold to the buyer's premises or when the buyer takes legal ownership of the gold. The Company's key clients are typically refineries and financial institutions.

In FY23, the Company sold a total of 120.7 koz of gold, thereby representing an average gold price per ounce of CAD 2,276 over the financial year. In FY24, a total of 220.1 koz of gold was sold, representing an average gold price realization of CAD 2,614 for the financial year.

The chart below illustrates the breakdown of revenue per gold mine and product within the financial years ended January 2023 and January 2024:

Source: Asante Gold Corporation

In FY23, 50.37% of total metal sales came from the Bibiani Gold Mine, and 49.63% was attributable to the Chirano Gold Mine. In FY24, 65.7% of metal sales were attributable to Chirano Gold Mine, and 34.3% were from the Bibiani Gold Mine. Gold doré constituted 99.8% of total metal sales, on average, for the financial years ended January 2023 and January 2024.

Our review of the audited financial statement shows that as at January 2023, the assignment of the export proceeds from offtake gold sales of MGBL has been used as part of a collateral to secure a short term loan in a bank.

Cost of Sales

AGC recorded initial cost of sales for the financial year ended January 2023 amounting to CAD 355.9 million, complementing the generation of revenue in same year. Production costs constituted 68.4% on average of cost of sales for FY23 and FY24, with depreciation and depletion also contributing 10.2% and 12.1% respectively to same.

The table below illustrates the breakdown of cost of sales over the Historical Period:

Cost of sales					
CAD '000	**Jan. 2020 Audited**	**Jan. 2021 Audited**	**Jan. 2022 Audited**	**Jan. 2023 Audited**	**Jan. 2024 Audited**
Production costs				240,314	497,640
y-o-y % change	*n/a*	*n/a*	*n/a*	*n/a*	*107.1%*
Costs of obtaining contracts			-	5,982	169
y-o-y % change	*n/a*	*n/a*	*n/a*	*n/a*	*-97.2%*
Depreciation				38,462	69,467
y-o-y % change	*n/a*	*n/a*	*n/a*	*n/a*	*80.6%*
Depletion				39,717	94,207
y-o-y % change	*n/a*	*n/a*	*n/a*	*n/a*	*137.2%*
Salary expenses				31,456	56,448
y-o-y % change	*n/a*	*n/a*	*n/a*	*n/a*	*79.5%*
Total	**-**	**-**	**-**	**355,931**	**717,931**
y-o-y % change	*n/a*	*n/a*	*n/a*	*n/a*	*101.7%*

Source: Asante Gold Corporation

Production costs relates to mining and processing costs including government royalties, refinery fees, transportation cost associated with gold inventory and ore stockpile movement for production, fuel supplies, contractor expenses, safety supplies and equipment etc. Production costs doubled in FY24 mainly due to costs being realized for a full year of operations, as compared to FY23 where costs were realized beginning from the third quarter (Q3) of the financial year.

Costs of obtaining contracts, amounting to CAD 5.98 million in FY23, relates to transaction advisory fees in securing the Bank of Ghana (BoG) forward gold purchase agreement. This involved an advance payment from BoG of CAD 130.2 million for the delivery of gold of which AGC has fully settled as at January 2024. This agreement required the delivery of refined gold at three, six, nine and twelve months following the contract closing date.

Salary expenses made up, on average, 8.4% of cost of sales, relating to salaries of staff directly involved in the mining and ore transfer process.

Depreciation and depletion are charged on plant and equipment and mineral properties (i.e., the Chirano and Bibiani Gold Mines) respectively. Depreciation recorded an 80.6% increase in FY24 following the PPE additions and transfer of construction in progress to depreciable PPE items. Also, following additions of around CAD 42.9 million to mineral properties in the form of stripping costs for the Bibiani Gold Mine and underground development for Chirano Gold Mine, depletion increased by 137.2% in the financial year ended January 2024.

Operating expenses

Operating expenses is composed of selling, general and administrative expenses and management, consulting and professional fees. Operating expenses recorded a CAGR of 203.9% over the Historical Period.

The table below illustrates the breakdown of historical operating expenses:

Operating expenses						
CAD '000	Jan. 2020 Audited	Jan. 2021 Audited	Jan. 2022 Audited	Jan. 2023 Audited	Jan. 2024 Audited	CAGR (FY20-FY24)
Management, consulting, and professional fees	316	377	2,692	17,370	16,504	*168.8%*
Selling, general and administrative	138	99	2,552	10,219	22,266	*256.1%*
Total	**455**	**476**	**5,244**	**27,589**	**38,770**	***203.9%***
y-o-y % change	*-13%*	*5%*	*1003%*	*427%*	*41%*	

Source: Asante Gold Corporation and KPMG Analysis

Management, consulting, and professional fees

Management, consulting, and professional fees is made up of management and consulting fees, director's fees and professional fees. Over the Historical Period, this expense category has grown at a CAGR of 168.8%. Director's fees, which relates to remunerations to directors of the Company, were reclassified under Management and consulting fees from the financial year ended January 2021 onwards.

The table below highlights the breakdown of management, consulting, and professional fees over the Historical Period:

Management, consulting, and professional fees						
CAD '000	Jan. 2020 Audited	Jan. 2021 Audited	Jan. 2022 Audited	Jan. 2023 Audited	Jan. 2024 Audited	CAGR (FY20-FY24)
Management and consulting fees	145	298	2,094	12,504	11,072	*195.4%*
y-o-y % change	*1%*	*105%*	*603%*	*497%*	*-11%*	
Director's fees	55	-	-	-	-	*(100.0%)*
y-o-y % change	*23%*	*n/a*	*n/a*	*n/a*	*n/a*	
Professional fees	115	79	592	4,866	5,432	*161.9%*
y-o-y % change	*-32%*	*-31%*	*648%*	*722%*	*12%*	
Total	**316**	**377**	**2,692**	**17,370**	**16,504**	***168.8%***
y-o-y % change	*-12%*	*19%*	*614%*	*545%*	*-5%*	

Source: Asante Gold Corporation and KPMG Analysis

Management and consulting fees consist of expenses on consulting or advisory services and remuneration for directors and management of the Company. The consistent growth in management and consulting fees, which is identified in the 204% CAGR over the Historical Period, can be attributed to the inclusion of directors' fee in the year ended January 2021 and onwards, and an expansion in the management for the Bibiani project and higher compensation in the year ended January 2022. In the year ended January 2023, the Company incurred additional expenses arising from bonuses paid to management, and consulting firms in due diligence fees in the acquisition of Red Back Mining Pty Ltd leading to a growth of 497% in management and consulting fees.

Professional fees relate to expenses on professional services such as audit, accounting and legal. In the financial year ended January 2021, the Company recorded a decline of 31% in expenses relating to professional fees due to capital constraints. However, this increased the following year by 648% due to corporate activities towards the Bibiani acquisition and co-listing on the Ghana Stock Exchange. Professional fees surged in the years ended January 2023 and January 2024 due to higher costs for legal and regulatory compliance with being listed on both the Canadian and Ghanaian Stock Exchanges, as well as expenses in its expansion efforts.

Selling, general and administrative expenses

Selling, general and administrative expenses is composed of travel expenses, general and administrative expenses, depreciation and depletion and other expenses as stated in the table below. The growth in selling, general and administrative expenses has been volatile over the Historical Period ranging from -29% to 2486%.

The table below illustrates selling, general and administrative expenses over the Historical Period:

Selling, general and administrative expenses

CAD '000	Jan. 2020 Audited	Jan. 2021 Audited	Jan. 2022 Audited	Jan. 2023 Audited	Jan. 2024 Audited	CAGR (FY20-FY24)
Advertising, trade shows and promotions	53	20	197	1,025	1,089	*112.8%*
y-o-y % change		*-62%*	*880%*	*420%*	*6%*	
Depreciation and depletion	-	-	1,172	-	-	–
y-o-y % change		*n/a*	*n/a*	*-100%*	*n/a*	
General and administrative expenses	28	23	273	6,495	17,362	*397.4%*
y-o-y % change		*-20%*	*1098%*	*2279%*	*167%*	
Shareholder communications	26	32	395	559	376	*95.8%*
y-o-y % change		*24%*	*1141%*	*42%*	*-33%*	
Transfer agent and regulatory fees	18	16	304	366	151	*70.6%*
y-o-y % change		*-8%*	*1754%*	*20%*	*-59%*	
Travel expenses	14	8	211	1,774	3,288	*294.6%*
y-o-y % change		*-44%*	*2685%*	*741%*	*85%*	
Total	**138**	**99**	**2,552**	**10,219**	**22,266**	***256.1%***
y-o-y % change		*-29%*	*2486%*	*300%*	*118%*	

Source: Asante Gold Corporation and KPMG Analysis

Advertising, trade shows and promotions as well as travel expenses relate to expenses made by the Company in attending mining events and conferences towards building valuable networks and partnerships in turning exploratory licenses to potential mineable reserves. These recorded growths especially in the years ended January 2023 and January 2024 due to increased commercial activity within those financial years.

Depreciation and depletion were largely incorporated in costs of sales in the financial year ended January 2023, following commencement of full-time operation with both Chirano and Bibiani Gold Mines. The increase in the financial year ended January 2022 was because of additions to PPE following the acquisition of Bibiani Gold Mine. Following the beginning of commercial operations of the mine in the financial year ended January 2023, depreciation and depletion are charged to cost of sales to reflect the direct relation of the use of mineral properties and property, plant and equipment in the generation of revenue.

The Company also incurs additional expenses such as transfer agent and regulatory fees which grew in the latter years of the Historical Period largely due to the Bibiani acquisition and listing on the Ghana Stock Exchange (GSE).

General and administrative expenses, relating to office and general expenses including salaries and insurance expenses, recorded steady increases with a CAGR of 397% over the Historical Period.

Finance charges

The Company's finance charges are composed of accretion and finance charges (interest expenses). Averagely, finance charges have grown at a rate of 4318% from FY22 to FY24 mainly due to growth in finance charges (interest expenses) over same period.

The table below highlights the breakdown of finance charges over the Historical Period:

Finance charges					
CAD '000	**Jan. 2020 Audited**	**Jan. 2021 Audited**	**Jan. 2022 Audited**	**Jan. 2023 Audited**	**Jan. 2024 Audited**
Accretion	-	-	-	7,260	11,507
y-o-y % change	*n/a*	*n/a*	*n/a*	*n/a*	*58%*
Finance charges	-	-	113	2,363	19,293
y-o-y % change	*n/a*	*n/a*	*n/a*	*1991%*	*716%*
Total	**-**	**-**	**113**	**9,623**	**30,800**
y-o-y % change	*n/a*	*n/a*	*n/a*	*8416%*	*220%*

Source: Asante Gold Corporation and KPMG Analysis

Accretion expense represents the annual increase in the Company's recorded liability relating to the future restoration of the environment and the deferred payments arising from the acquisition of Mensin in 2021 and Red Back in 2022. Accretion of CAD 7.3 million and CAD 11.5 million are recorded in the years ended January 2023 and January 2024 following the annual estimation of the present value of the rehabilitation provision of the Company and deferred payments relating to the acquisitions mentioned above.

Finance charges relates to interest expense on loans payable, deferred payments, loan facilitation fees, rehabilitation provision and other current liabilities. Finance charges recorded a 1991% and 716% growth in the financial years ended January 2023 and January 2024, as a result of interest capitalized as part of borrowing costs.

Loss on financial instruments and other expenses

The loss on financial instruments and other expenses is composed of foreign exchange gain/loss, share-based payments, gain/loss on debt settlement, gain/loss on modification of loan, unrealized gain/loss on marketable securities and other expenses listed in the table below.

Loss on financial instruments and other expenses					
CAD '000	Jan. 2020 Audited	Jan. 2021 Audited	Jan. 2022 Audited	Jan. 2023 Audited	Jan. 2024 Audited
Change in fair value of contingent consideration	-	-	-	-	(12,675)
Foreign exchange gain/(loss)	0	(10)	(116)	(27,981)	3,580
Gain on debt settlements	38	-	-	-	-
Gain on modification of loan	-	-	-	513	-
Gain/(loss) on tax settlement	-	-	-	-	7,950
Loss on amendment of purchase agreement	-	-	-	(3,410)	(4,495)
Share-based payments	(85)	(188)	(4,124)	(22,916)	(3,715)
Gain/(loss) on disposal of property, plant and equipment	-	-	(120)	-	-
Unrealized gain/(loss) on marketable securities	-	-	1,104	(4,296)	(2,959)
	(47)	**(198)**	**(3,256)**	**(58,090)**	**(12,314)**
y-o-y % change	*-29%*	*323%*	*1547%*	*1684%*	*-79%*

Source: Asante Gold Corporation

Change in fair value of contingent consideration relates to a remeasurement of contingent consideration payable from the Chirano acquisition from CAD 4.8 million to CAD 17.7 million following the resolution of GRA's inquiry into Red Back Mining Pty Ltd's historical tax liabilities for the 2012-2019 period.

Foreign exchange losses significantly increased in the financial year ended January 2023 primarily due to an increase in the number of cash transactions conducted in foreign currencies, especially in the Ghana Cedi (GHS), following the expansion of the Company and revenue generation. This largely relates to a loss arising from the termination of a swap agreement with a local bank which allowed AGC to convert, at a pre-determined exchange rate, GHS 346.2 million to USD over a twelve-month period through a series of foreign exchange swaps. AGC incurred both realized and unrealized foreign exchange losses arising from these transactions.

Gain on tax settlement stems from a provision for tax liabilities owing to the Ghana Revenue Authority (GRA) recorded for the MGBL and CGML acquisitions. Following the GRA's assessment, the Company derecognized these provisions and recognized a gain of CAD 16 million. The Company also recognized a loss on tax settlement of CAD 8.1 million following the remeasurement of contingent consideration payable following the Chirano acquisition, causing the gain in tax settlement to net off at CAD 7.95 million.

The loss on amendment of purchase agreement relates to the Bibiani Gold Mine and arose from additional expenses in relation to adjustments in the reclamation bond in the purchase of the mine.

Share-based payments refers to stock options and/or restricted share units (RSU) and deferred share units (DSU) granted by the Company to directors, employees, and consultants as compensation for services provided. The significant increase in share-based payments in the years ended January 2022, 2023, and 2024 was due to higher value options being granted in those financial years.

AGC's marketable securities refers to its investment in Roscan Gold Corporation, a Canadian publicly listed gold exploration company operational in Mali, West Africa.

Net loss

AGC has been recording operating losses and net losses over the Historical Period. Net loss over the Historical Period has grown from CAD 501k in the financial year ended January 2020 to CAD 140.2 million in the financial year ended January 2024.

The table below shows a summary of the statement of profit or loss of AGC for the years ending January 2020 to January 2024.

Summary of statement of profit or loss

CAD '000	Jan. 2020 Audited	Jan. 2021 Audited	Jan. 2022 Audited	Jan. 2023 Audited	Jan. 2024 Audited
Revenue	-	-	-	274,729	575,183
%y-o-y change	*n/a*	*n/a*	*n/a*	*n/a*	*109.4%*
Gross profit/(loss)	-	-	-	(81,202)	(142,748)
%y-o-y change	*n/a*	*n/a*	*n/a*	*n/a*	*75.8%*
Gross profit margin (%)	*n/a*	*n/a*	*n/a*	*-29.6%*	*-24.8%*
Operating expenses	(455)	(476)	(5,238)	(27,589)	(38,770)
%y-o-y change	*-13.2%*	*4.6%*	*1001.6%*	*426.7%*	*40.5%*
Operating profit/(loss)	(455)	(476)	(5,238)	(108,791)	(181,518)
%y-o-y change	*-13.2%*	*4.6%*	*1001.6%*	*1976.8%*	*66.8%*
Operating profit margin (%)	*n/a*	*n/a*	*n/a*	*-39.6%*	*-31.6%*
Other expenses	(47)	(198)	(3,369)	(67,713)	(43,114)
%y-o-y change	*-29.3%*	*322.8%*	*1604.4%*	*1909.9%*	*-36.3%*
Profit before tax	(501)	(673)	(8,607)	(176,504)	(224,632)
%y-o-y change	*-15.0%*	*34.3%*	*1178.6%*	*1950.6%*	*27.3%*
Net profit/(loss)	(501)	(673)	(8,607)	(188,514)	(140,250)
%y-o-y change	*-15.0%*	*34.3%*	*1178.6%*	*2090.2%*	*-25.6%*
Net profit margin (%)	*n/a*	*n/a*	*n/a*	*-68.6%*	*-24.4%*

Source: Asante Gold Corporation and KPMG Analysis

3.6.2 Balance Sheet Analysis

3.6.2.1 Assets

AGC's total assets grew from CAD 5.5 million as at January 2020 to CAD 915.6 million as at January 2024 at a CAGR of 259%. This increase was mainly driven by increases in Property, Plant & Equipment (PPE) and Mineral properties which contributed 42% and 38% respectively of total assets as at January 2024.

The table and chart below provide a snapshot of the composition and trends of the total assets of AGC from the financial years ended January 2020 to January 2024.

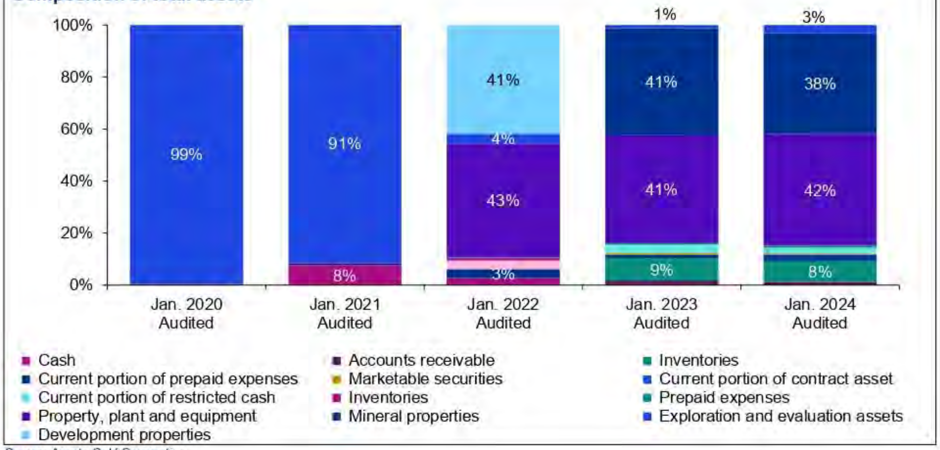
Balance sheet extract

CAD '000	Jan. 2020 Audited	Jan. 2021 Audited	Jan. 2022 Audited	Jan. 2023 Audited	Jan. 2024 Audited	CAGR (FY20 – FY24)
Assets						
Current						
Cash	20	479	5,849	2,811	2,080	221%
y-o-y % change	*254%*	*2331%*	*1121%*	*-52%*	*-26%*	
Accounts receivable	5	5	96	14,022	9,414	559%
y-o-y % change	*-54%*	*-7%*	*1967%*	*14506%*	*-33%*	
Inventories	-	-	-	83,532	72,082	n/a
y-o-y % change	*n/a*	*n/a*	*n/a*	*n/a*	*-14%*	
Current portion of prepaid expenses	6	44	7,739	12,017	21,486	661%
y-o-y % change	*-36%*	*587%*	*17467%*	*55%*	*79%*	
Marketable securities	-	-	7,509	6,213	3,254	n/a
y-o-y % change	*n/a*	*n/a*	*n/a*	*-17%*	*-48%*	
Current portion of contract asset	-	-	-	-	670	n/a
y-o-y % change	*n/a*	*n/a*	*n/a*	*n/a*	*n/a*	
Current portion of restricted cash	-	-	-	31,845	19,301	n/a
y-o-y % change	*n/a*	*n/a*	*n/a*	*n/a*	*-39%*	
Non-current						
Inventories	-	-	2,053	-	-	0%
y-o-y % change	*n/a*	*n/a*	*n/a*	*-100%*	*n/a*	
Prepaid expenses	-	-	707	5,529	7,427	n/a
y-o-y % change	*n/a*	*n/a*	*n/a*	*682%*	*34%*	
Contract asset	-	-	-	-	502	n/a
y-o-y % change	*n/a*	*n/a*	*n/a*	*n/a*	*n/a*	
Loans receivable	-	20	114	362	363	n/a
y-o-y % change	*n/a*	*n/a*	*477%*	*218%*	*0%*	
Restricted cash	-	-	-	-	9,668	n/a
y-o-y % change	*n/a*	*n/a*	*n/a*	*n/a*	*n/a*	
Reclamation bonds	-	-	3,466	10,986	11,024	n/a
y-o-y % change	*n/a*	*n/a*	*n/a*	*217%*	*0%*	
Property, plant and equipment	1	35	97,500	400,924	384,486	2652%
y-o-y % change	*-50%*	*5177%*	*275652%*	*311%*	*-4%*	
Mineral properties	-	-	-	397,335	346,809	n/a
y-o-y % change	*n/a*	*n/a*	*n/a*	*n/a*	*-13%*	
Exploration and evaluation assets	5,483	5,733	8,517	12,056	27,073	49%
y-o-y % change	*5%*	*5%*	*49%*	*42%*	*125%*	
Development properties	-	-	93,301	-	-	0%

Balance sheet extract						
CAD '000	Jan. 2020 Audited	Jan. 2021 Audited	Jan. 2022 Audited	Jan. 2023 Audited	Jan. 2024 Audited	CAGR (FY20 – FY24)
y-o-y % change	*n/a*	*n/a*	*n/a*	*-100%*	*n/a*	
Total Assets	**5,515**	**6,316**	**226,851**	**977,632**	**915,639**	**259%**
y-o-y % change	*5%*	*15%*	*3491%*	*331%*	*-6%*	

Source: Asante Gold Corporation

Composition of total assets



Source: Asante Gold Corporation

Accounts receivable

Accounts receivable increased from CAD 5k as at January 2020 to CAD 14 million as at January 2023 then declined to CAD 9.4 million as at the year ended January 2024 (representing a CAGR of 559%). This increase in receivables stems from the commencement of the sale of gold doré and silver in the year ended January 2023 and a recognition of sales tax receivables which management indicated is expected refunds of VAT.

During the financial years ending January 2020 and January 2021, accounts receivables worth a total of CAD 10k had been recognized in the financial statements. Notes were not provided as to what these receivables related to. Management however indicated that accounts receivable in those years related to VAT receivables resulting from refunds from VAT audits.

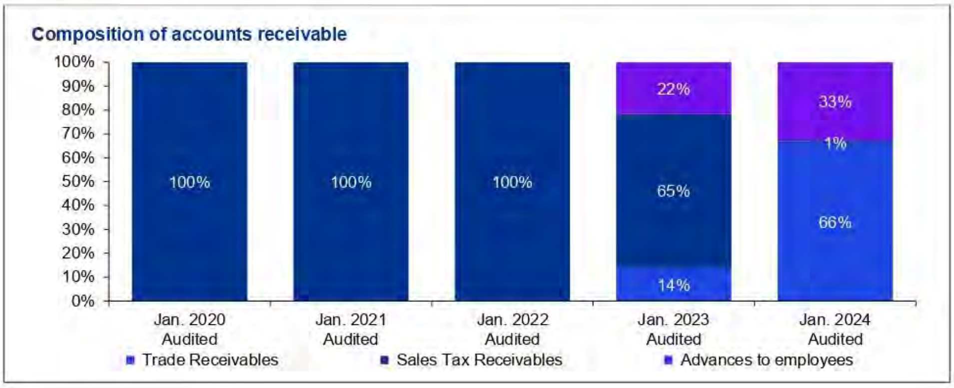
During the financial years ending January 2022 and January 2023, accounts receivables was mainly driven by sales tax receivables in respect of VAT and WHT. However, FY2024 saw trade receivables become the main driver of accounts receivables with an increase of 221% from FY23 due to one customer that owed AGC, CAD 3.8 million as at the end of FY24.

Review of historical financial statements
Asante Gold Corporation
September 2024

The breakdown of accounts receivable is shown below:

Accounts Receivable						
CAD '000	Jan. 2020 Audited	Jan. 2021 Audited	Jan. 2022 Audited	Jan. 2023 Audited	Jan. 2024 Audited	CAGR
Trade Receivables	-	-	-	1,933	6,208	n/a
y-o-y % change	*-100%*	*n/a*	*n/a*	*n/a*	*221%*	
Sales Tax Receivables	5	5	96	9,052	96	109%
y-o-y % change	*n/a*	*0%*	*1820%*	*9329%*	*(99%)*	
Advances to employees	-	-	-	3,037	3,110	n/a
y-o-y % change	*n/a*	*n/a*	*n/a*	*n/a*	*2%*	
Total	**5**	**5**	**96**	**14,022**	**9,414**	**559%**
y-o-y % change	*-54%*	*0%*	*1820%*	*14506%*	*-4%*	

Source: Asante Gold Corporation



Source: Asante Gold Corporation

Inventories

Inventories – Current

Due to production of gold in the financial year ended January 2023, the current portion of inventory only had a closing balance from FY23 onwards. As at January 2024, inventories was made up of gold doré, gold-in-circuit, ore stockpiles and materials & supplies. As at January 2024, current inventories was mainly driven by ore stockpiles and materials & supplies.

Inventories – non-current

During the Historical Period, AGC only recorded non-current inventory of CAD 2 million as at January 2022. This relates to materials & supplies purchased in anticipation of the increased level of production that would occur in subsequent years.

KPMG

Review of historical financial statements
Asante Gold Corporation
September 2024

These materials & supplies mainly include spare parts kept in the event of repairs required for PPE.

Inventories						
CAD '000	**Jan. 2020 Audited**	**Jan. 2021 Audited**	**Jan. 2022 Audited**	**Jan. 2023 Audited**	**Jan. 2024 Audited**	**CAGR (FY20–FY24)**
Gold dore	-	-	-	30,012	12,898	n/a
y-o-y % change	*n/a*	*n/a*	*n/a*	*n/a*	*(57.0%)*	
Gold-in-circuit	-	-	-	7,463	10,725	n/a
y-o-y % change	*n/a*	*n/a*	*n/a*	*n/a*	*n/a*	
Ore stockpiles	-	-	-	11,035	16,067	n/a
y-o-y % change	*n/a*	*n/a*	*n/a*	*n/a*	*n/a*	
Materials and supplies	-	-	2,053	35,022	32,392	n/a
y-o-y % change	*n/a*	*n/a*	*n/a*	*1606%*	*1606%*	
Total	**-**	**-**	**2,053**	**83,532**	**72,082**	**n/a**
y-o-y % change	*n/a*	*n/a*	*n/a*	*3969%*	*(14%)*	

Source: Asante Gold Corporation

Prepaid expenses

Prepaid expenses – non-current

Non-current prepaid expenses mainly relate to advances on capital projects that will be realized by AGC after the next twelve months. These expenses grew from CAD 707k in FY22 to CAD 7.4 million in FY24 indicating a growth of 224%.

Prepaid expenses – Current

Over the Historical Period, the current portion of prepaid expenses grew from CAD 6k as at January 2020 to CAD 21 million as at January 2024 at a CAGR of 661%. During the financial years ending January 2023 and January 2024, the current portion of prepaid expenses was mainly driven by increases in prepayments to vendors as well as prepaid insurance expenses relating to PPE held by AGC. In FY24, current prepaid expenses mainly related to prepayments to vendors. The increased production during the year ended January 2024 contributed to an increase in the level of insurance required as well as prepayments to vendors hence the jump in values of those line items in that year.

The table below shows the breakdown of prepaid expenses as well as the split into current and non-current prepaid expenses.

Prepaid Expenses						
CAD '000	**Jan. 2020 Audited**	**Jan. 2021 Audited**	**Jan. 2022 Audited**	**Jan. 2023 Audited**	**Jan. 2024 Audited**	**CAGR (FY20–FY24)**
Advances on capital projects	-	-	6,257	4,779	7,427	n/a
y-o-y % change	*n/a*	*n/a*	*n/a*	*-24%*	*55%*	
Inventory	-	-	-	887	-	0%
y-o-y % change	*n/a*	*n/a*	*n/a*	*n/a*	*-100%*	
Prepayments to vendors	6	44	867	8,015	16,789	615%
y-o-y % change	*-36%*	*587%*	*1868%*	*824%*	*109%*	
Insurance expense	-	-	322	2,303	3,629	n/a
y-o-y % change	*n/a*	*n/a*	*n/a*	*615%*	*58%*	
Prepaid management & consulting fees	-	-	1,000	1,562	1,068	n/a
y-o-y % change	*n/a*	*n/a*	*n/a*	*56%*	*-32%*	
Total	**6**	**44**	**8,465**	**17,546**	**28,913**	**719%**
y-o-y % change	*-36%*	*587%*	*19114%*	*107%*	*65%*	
Prepaid Expenses split						
	Jan. 2020 Audited	**Jan. 2021 Audited**	**Jan. 2022 Audited**	**Jan. 2023 Audited**	**Jan. 2024 Audited**	**CAGR (FY20 – FY24)**
Current	6	44	7,739	12,017	21,486	661%
Non-current			707	5,529	7,427	n/a
Total	**6**	**44**	**8,446**	**17,546**	**28,913**	**719%**

Source: Asante Gold Corporation

Marketable securities

Marketable securities relate to the value of 29,586,121 common shares held by AGC in Roscan Gold Corporation. Of these common shares held, 22,086,121 was subscribed in October 2021 at CAD 0.29 per share while the remaining 7,500,000 was subscribed in March 2022 at CAD 0.40 per share. The decline in the value of these shares from CAD 7.5 million as at January 2022 to CAD 3.2 million as at January 2024 was because of a decline in the share price of Roscan Gold Corporation resulting in unrealized losses.

The table below shows the trend of marketable securities over the Review Period:

Marketable securities						
CAD '000	**Jan. 2020 Audited**	**Jan. 2021 Audited**	**Jan. 2022 Audited**	**Jan. 2023 Audited**	**Jan. 2024 Audited**	**CAGR (FY20–FY24)**
Balance, beginning of year	-	-	-	7,509	6,212	n/a
y-o-y % change	*n/a*	*n/a*	*n/a*	*n/a*	*-17%*	
Investment in Roscan Gold Corporation ("Roscan")			6,405	3,000		--
y-o-y % change	*n/a*	*n/a*	*n/a*	*-53%*	*-100%*	
Unrealized gain (loss) on investment			1,104	(4,296)	(2,959)	n/a
y-o-y % change	*n/a*	*n/a*	*n/a*	*-489%*	*-31%*	
Balance, end of year	**-**	**-**	**7,509**	**6,212**	**3,254**	**n/a**

Source: Asante Gold Corporation

Contract asset

This refers to a commission fee incurred in connection with the metal streaming arrangement agreed with a financial institution in September 2023. The commission fee is being amortized over the 24-month term of the contract hence the split into the current (CAD 670k) and non-current (CAD 502k) portions of contract asset.

Loans receivable

According to Management, these are amounts receivable in respect of vendor advances and employee receivables. Loans receivable grew from CAD 20,000 in FY 21 to CAD 363k in FY24 due to an increase in the loans taken by its employees.

Restricted cash

AGC, through its subsidiary MGBL, entered into a short-term bank loan agreement on November 25, 2022, in line with a termination of a swap agreement with a local bank. The principal amount was CAD 38.6 million at an interest rate of 9.5% per annum, maturing after twelve months and requiring monthly payments of principal and interest. The borrowing was secured by cash collateral of CAD 39.1 million which was transferred from the first bank upon termination of the swap agreement and is held in an account with the bank that issued the loan. The cash collateral is incrementally released as the Company makes repayments. As at January 31, 2024, cash held as collateral in connection with the MGBL bank loan was CAD 28.97 million and is presented as restricted funds on the statement of financial position.

On July 7 2023, the Company entered into a new refinancing agreement with the same bank that issued the short-term loan in terminating its swap agreement where AGC transferred the outstanding balance of its short-term bank loans of CAD 30.4 million. The new bank loan bears interest at 11% per annum and matures on July 7, 2025.

Reclamation bond

This refers to the capitalized portion of AGC's asset retirement obligation. This is the present value of the estimated amount to be spent in reclaiming the land at both Bibiani and Chirano. Reclamation bonds grew from CAD 3.4 million as at January 2022 to CAD 10.9 million as at January 2023. The growth of 217% between January 2022 and January 2023 was because of the addition of an asset retirement obligation for Chirano due to the acquisition of Red Back Mining Pty Ltd, giving AGC a 90% interest in Chirano Gold mines Ltd. Reclamation bonds then grew to CAD 11 million in FY2024 driven by currency translation adjustments.

Reclamation bonds			
CAD '000	**Bibiani Gold Mine**	**Chirano Gold Mine**	**Total**
Balance, January 31, 2021	-	-	-
Addition from acquisition of Mensin	3,466	-	3,466
Balance, January 31, 2022	**3,466**	**-**	**3,466**
Addition from acquisition of Red Back	-	7,064	7,064
Currency translation adjustment	198	258	456
Balance, January 31, 2023	**3,664**	**7,322**	**10,986**
Currency translation adjustment	13	25	38
Balance, January 31, 2024	**3,677**	**7,347**	**11,024**

Source: Asante Gold Corporation

Property, plant, and equipment

Over the Historical Review Period, AGC's PPE grew from CAD 1k in January 2020 to CAD 384.4 million as at January 2024 due to the increased level of production owing to ownership and operation of the Bibiani and Chirano mines. The growth in PPE was because of additions to mining equipment of CAD 97 million and CAD 106 million during the years ended January 2022 and January 2023 respectively. Another contributor to the growth in assets during the year ended January 2023 was the mining equipment acquired worth CAD 211 million as part of the Red Back Mining Pty Ltd acquisition.

FY24 however saw a decline in PPE to CAD 384.4 million from CAD 400.9 million in FY23 mainly due to a decline in additions to CAD 54.5 million from CAD 114 million in FY23. Depreciation in FY24 also increased to CAD 72.5 million from CAD 40.5 million due to transfers to Office furniture, Vehicles and Mining plant and equipment from Construction in progress which needed to be depreciated in the year of transfer.

Our review of the audited financial statement as at January 2024 shows that debentures over MGBL's PPEs is part of the collateral for securing a short-term loan in a Bank which covers about 120% of the short-term loan amount.

PPE Schedule FY20–FY24						
CAD '000	**Field tools and equipment**	**Office furniture and equipment**	**Vehicles**	**Mining plant and equipment**	**Construction in progress**	**Total**
PPE schedule Jan-20						
Cost						
Balance, January 31, 2019	-	-	-	-	-	-
Additions						-
Currency translation adjustment						-
Balance, January 31, 2020	3	5	32	-	-	40
Accumulated depreciation						
Balance, January 31, 2019	-	-	-	-	-	-
Depreciation						-
Currency translation adjustment						-
Balance, January 31, 2020	3	4	32	-	-	39
Carrying amount Jan-20	**0**	**1**	**-**	**-**	**-**	**1**
PPE schedule Jan-21						
Cost						
Balance, January 31, 2020	3	5	32	-	-	40
Additions			39			39
Disposals			(2)			(2)
Currency translation adjustment		(0)	(0)			(0)
Balance, January 31, 2021	3	5	69	-	-	77

KPMG

Review of historical financial statements
Asante Gold Corporation
September 2024

PPE Schedule FY20–FY24						
CAD '000	Field tools and equipment	Office furniture and equipment	Vehicles	Mining plant and equipment	Construction in progress	Total
Accumulated depreciation						
Balance, January 31, 2020	3	4	32	-	-	39
Depreciation	0	0				1
Currency translation adjustment	0	0	2			2
Balance, January 31, 2021	3	5	34	-	-	42
Carrying amount Jan-21	**-**	**-**	**35**	**-**	**-**	**35**
PPE schedule Jan-22						
Cost						
Balance, January 31, 2021	3	5	69	-	-	77
Additions	59	2	888	97,507		98,456
Disposals	-	-	(36)	-		(36)
Currency translation adjustment	(2)	(2)	7	215		217
Balance, January 31, 2022	60	4	929	97,722	-	98,715
Accumulated depreciation						
Balance, January 31, 2021	3	5	34	-	-	42
Depreciation	5	0	45	1,161		1,211
Disposal			(36)	-		(36)
Currency translation adjustment	(3)	(3)	(0)	3		(3)
Balance, January 31, 2022	5	2	43	1,163	-	1,214
Carrying amount Jan-22	**54**	**2**	**886**	**96,559**	**-**	**97,500**
PPE schedule Jan-23						
Cost						
Balance, January 31, 2022	60	4	929	97,722	-	98,715
Acquired in acquisition of Red Black	-	236	980	211,750	4,470	217,436
Additions	-	1,728	5,042	106,023	1,754	114,547
Currency translation adjustment	3	217	401	12,116	221	12,958
Balance, January 31, 2023	63	2,185	7,352	427,611	6,445	443,656
Accumulated depreciation						
Balance, January 31, 2022	5	2	43	1,163	-	1,214
Depreciation	9	354	531	39,606		40,500
Currency translation adjustment	3	133	(5)	886		1,017
Balance, January 31, 2023	17	489	569	41,655	-	42,731
Carrying amount Jan-23	**45**	**1,696**	**6,783**	**385,956**	**6,445**	**400,924**
PPE schedule Jan-24						
Cost						
Balance, January 31, 2023	63	2,185	7,352	427,611	6,445	443,656
Additions	-	-	-	26,141	28,423	54,564
Transfer from construction in progress	-	1,813	134	18,588	(20,535)	-
Disposals	-	-	(461)	(649)	-	(1,110)
Currency translation adjustment	-	(139)	(20)	(147)	(74)	(380)
Balance, January 31, 2024	63	3,859	7,005	471,544	14,259	496,730
Accumulated depreciation						
Balance, January 31, 2023	17	489	569	41,655	-	42,731
Depreciation	13	514	1,547	70,445		72,519
Disposals	-	-	(461)	(649)		(1,110)
Currency translation adjustment	-	(126)	(55)	(1,716)		(1,897)
Balance, January 31, 2024	30	877	1,600	109,735	-	112,243
Carrying amount Jan-24	**32**	**2,982**	**5,405**	**361,809**	**14,259**	**384,486**

Source: Asante Gold Corporation

Mineral properties

Mineral properties grew to CAD 397 million as at January 2023 following the first gold pour from the Bibiani Gold Mine in July 2022, triggering a transfer of the Bibiani Gold Mine from Development properties to Mineral properties at a value of CAD 93 million.

Also accounting for the value of Mineral properties as at January 2023 was the acquisition of Red Back Mining Pty Ltd which granted AGC a 90% interest in the Chirano Gold Mine. The Chirano Gold Mine was already in commercial production prior to the acquisition therefore it was immediately capitalized as part of Mineral Properties at a value of CAD 194.5 million.

Additions of CAD 144 million in FY 23 and CAD 42.9 million in FY 24 related to stripping costs and capitalized development costs incurred in developing the Bibiani and Chirano mines.

Mineral properties then declined to CAD 346.8 million mainly driven by depletion of CAD 98.7 million in FY2024.

Mineral properties			
CAD '000			
Cost	**Bibiani**	**Chirano**	**Total**
Balance, January 31, 2022	-	-	-
Transfer from development properties	93,301	-	93,301
Acquired in acquisition of Red Black	-	194,507	194,507
Additions	116,852	27,217	144,069
Currency translation adjustment	7,730	6,956	14,686
Balance, January 31, 2023	217,883	228,680	446,563
Additions - stripping costs	19,930	-	19,930
Additions - UG development	-	23,015	23,015
Changes in estimate of ARO	2,538	874	3,412
Currency translation adjustment	685	575	1,260
Balance, January 31, 2024	241,036	253,144	494,180
Accumulated depletion			
Balance, January 31, 2022	-	-	-
Depletion	25,711	23,104	48,815
Currency translation adjustment	533	- 120	413
Balance, January 31, 2023	26,244	22,984	49,228
Depletion	55,180	43,535	98,715
Currency translation adjustment	- 349	- 223	- 572
Balance, January 31, 2024	81,075	66,296	147,371
Carrying amount			
Carrying amount Jan-23	**191,639**	**205,696**	**397,335**
Carrying amount Jan-24	**159,961**	**186,848**	**346,809**

Source: Asante Gold Corporation

Exploration and evaluation assets

During the financial years ended January 2020, and 2021, exploration and evaluation assets constituted more than 90% of total assets before declining to 4%, 1% and 3% of total assets in FY22, FY23 and FY24 respectively. The decline in exploration assets as a percentage of total assets results from AGC making significant investments in PPE, mineral properties, and reclamation bonds. Though exploration and evaluation assets' contribution to total assets declined, these assets grew from CAD 5.5 million in January 2020 to CAD 27 million as at January 2024 at a CAGR of 49%. This growth was mainly driven by AGC's continuous investment in assessing the technical feasibility and commercial viability of the Fahiakoba, Betenase, Sraha, Ayiem and Kubi concessions.

These assessments include geology and geophysics analysis, drilling, assaying testing and other administrative expenditures which are capitalized alongside the initial acquisition fees.

Exploration and evaluation assets						
CAD '000	**Fahiakoba**	**Betenase**	**Sraha**	**Ayiem**	**Kubi**	**Total**
Balance, February 1, 2019	3,871	288	863	44	168	5,234
Geology and geophysics	27	2	4	3	40	75
Acquisition and sustaining fees						-
Field expenses	8	0	0	0	42	51
General and administrative	24	16	16	16	16	88
Currency translation adjustment	26	2	6	0	1	35
Balance, January 31, 2020	3,957	308	889	63	267	5,483
Acquisition and sustaining fees	10				37	47
Drilling					28	28
Field expenses	14	1	2	2	113	133
General and administrative	61	24	30	24	30	169
Geology and geophysics	26	2	2	2	50	81
Currency translation adjustment	(144)	(11)	(31)	(2)	(20)	(207)
Balance, January 31, 2021	3,924	324	891	88	506	5,733
Acquisition and sustaining fees	59	3	4	4	83	153
Drilling	-	-	-	-	1,114	1,114
Field expenditures	25	13	11	12	548	609
Assaying testing and analysis	-	-	-	-	12	12
Other expenditures	89	85	89	87	165	515
Geology and geophysics	53	50	41	34	417	595
Currency translation adjustment	(43)	26	(8)	-	(189)	(214)
Balance, January 31, 2022	4,107	501	1,028	225	2,656	8,517
Acquisition and sustaining fees	719	-	162	162	-	1,043
Field expenditures	17	17	17	17	143	211
Other expenditures	136	76	76	76	343	707
Geology and geophysics	35	44	4	7	173	263
Currency translation adjustment	223	28	60	21	983	1,315
Balance, January 31, 2023	**5,237**	**666**	**1,347**	**508**	**4,298**	**12,056**
Acquisition and sustaining fees	-	-	-	-	13,790	13,790
Field expenses	21	21	21	21	30	114
Geology and geophysics	26	37	6	1	206	276
Other expenditures	77	82	79	80	524	842
Currency translation adjustment	18	1	4	1	(29)	(5)
Balance, January 31, 2024	**5,379**	**807**	**1,457**	**611**	**18,819**	**27,073**

Source: Asante Gold Corporation

Development properties

Development properties had a balance of CAD 93 million as at January 2022 following the acquisition of Mensin Bibiani Pty. Ltd in August 2021, granting AGC a 90% interest to the Bibiani Gold Mine. The mine was capitalized as part of Development properties until the first gold pour from the Bibiani Gold Mine in July 2022, which triggered a transfer of the Bibiani Gold Mine from Development properties to Mineral properties. Hence, the balance on the Development properties account fell to zero in subsequent years.

Development properties	
CAD '000	
Balance, January 31, 2019, 2020, 2021	-
Acquisition costs	92,070
Other additions	1,231
Balance, January 31, 2022	93,301
Transferred to mineral properties	93,301
Balance, January 31, 2023	**-**

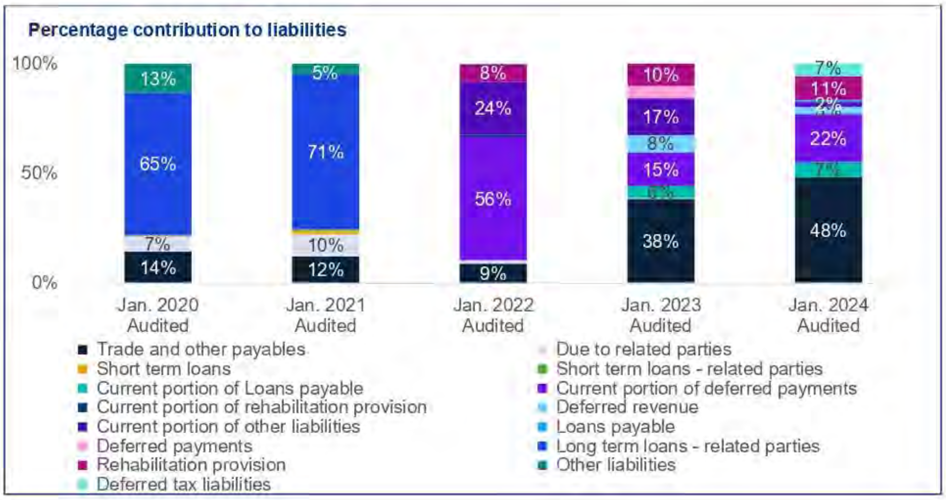
Source: Asante Gold Corporation

3.6.2.2 Liabilities

AGC's total liabilities grew from CAD 3.3 million as at January 2020 to CAD 858 million as at January 2024 at a CAGR of 301%. This increase was mainly driven by increases in Trade and other payables, and Deferred payments as at January 2024. The table and chart below provide a snapshot of the composition and trends of the total liabilities of AGC from FY20 to FY24:

Balance sheet extract						
CAD '000	**Jan. 2020 Audited**	**Jan. 2021 Audited**	**Jan. 2022 Audited**	**Jan. 2023 Audited**	**Jan. 2024 Audited**	**CAGR (FY20 – FY24)**
Liabilities						
Current						
Trade and other payables	481	339	11,948	327,272	408,199	440%
y-o-y % change	*-47%*	*-30%*	*3421%*	*2639%*	*25%*	
Due to related parties	231	286	1,980	-	-	-100%
y-o-y % change	*-89%*	*24%*	*593%*	*-100%*	*n/a*	
Short term loans	15	45	-	0	0	-100%
y-o-y % change	*n/a*	*197%*	*-100%*	*n/a*	*n/a*	
Short term loans - related parties		15	-	0	0	0%
y-o-y % change	*n/a*	*n/a*	*-100%*	*n/a*	*n/a*	
Current portion of loans payable	-	-	-	46,991	58,743	n/a
y-o-y % change	*n/a*	*n/a*	*n/a*	*n/a*	*25%*	
Current portion of deferred payments	-	-	74,589	129,136	183,665	n/a
y-o-y % change	*n/a*	*n/a*	*n/a*	*73%*	*42%*	
Current portion of rehabilitation provision	-	-	1,392	340	332	n/a
y-o-y % change	*n/a*	*n/a*	*n/a*	*-76%*	*-2%*	
Deferred Revenue	-	-	-	66,750	28,708	n/a
y-o-y % change	*n/a*	*n/a*	*n/a*	*n/a*	*-57%*	
Current portion of other liabilities	-	-	32,206	141,438	17,699	n/a
y-o-y % change	*n/a*	*n/a*	*n/a*	*339%*	*-87%*	
Non-current						
Loans payable	-	-	-	-	7,734	n/a
y-o-y % change	*n/a*	*n/a*	*n/a*	*n/a*	*n/a*	
Deferred payments	-	-	-	47,847	-	0
y-o-y % change	*n/a*	*n/a*	*n/a*	*n/a*	*-100%*	
Due to related parties	2,159	1,967	-	-	-	-1
y-o-y % change	*n/a*	*-9%*	*-100%*	*n/a*	*n/a*	
Rehabilitation provision	-	-	10,413	85,247	92,200	n/a
y-o-y % change	*n/a*	*n/a*	*n/a*	*719%*	*8%*	
Other liabilities	442	136	487	-	-	-1
y-o-y % change	*n/a*	*-69%*	*257%*	*-100%*	*n/a*	
Deferred tax liabilities	-	-	-	-	61,390	n/a
y-o-y % change	*n/a*	*n/a*	*n/a*	*n/a*	*n/a*	
Total liabilities	**3,329**	**2,787**	**133,015**	**845,021**	**858,670**	**301%**
y-o-y % change	*10%*	*-16%*	*4672%*	*535%*	*2%*	

Source: Asante Gold Corporation and KPMG Analysis



Source: Asante Gold Corporation and KPMG Analysis

Trade and other payables

Trade and other payables grew from CAD 481k as of January 2020 to CAD 408 million as at January 2024 at a CAGR of 440%. Over the Historical Period, the Company's trade and other payables was made up of trade payables, accrued liabilities, tax liabilities, professional services and director's fees and amounts due to related parties.

Trade payables grew from CAD 466k in FY20 to CAD 204.9 million in FY24. This is in line with AGC's increased level of production because of the purchases of the Bibiani and Chirano mines. This increase in trade payables was a major driver of the trade and other payables figure. These payables mainly relate to amounts owed to various providers in the contract mining, petroleum, engineering, power, drilling and steel sectors.

Accrued liabilities also grew from CAD 1.5 million as at January 2022 to CAD 182.7 million as at January 2024. This increase was also driven by AGC's increased level of activity following the purchase of the Bibiani and Chirano gold mines. Between FY23 and FY24, accrued liabilities related to amounts accrued in respect of fuel, power, salaries, bonuses, taxes, and royalties to the Ghana government.

Tax liabilities also grew from nil as at January 2020 to CAD 15.4 million as at January 2024 due to the increased amount of transactions with tax implications. The increased level of transactions led to withholding tax obligations of CAD 11 million, payroll tax liabilities of CAD 2.1 million and accrued income tax payable of CAD 2.1 million as at January 2024.

Professional services and director's fees of CAD 15k as at January 2020 related to amounts due in respect of director fees and professional service fees charged by a consulting firm owned by an officer of the Company.

KPMG

Review of historical financial statements
Asante Gold Corporation
September 2024

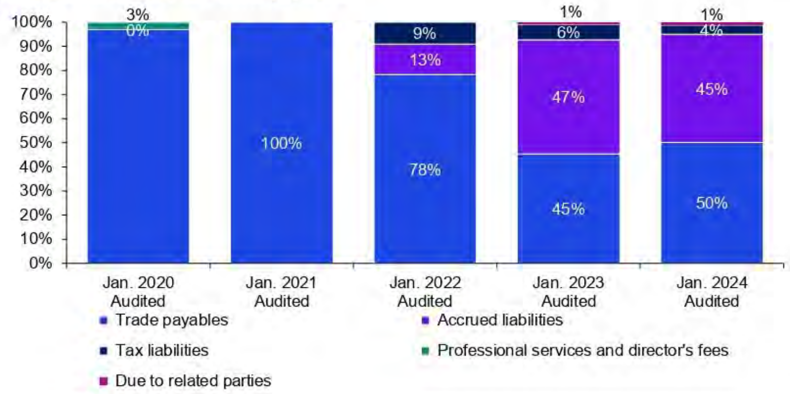
Amounts due to related parties increased from CAD 3.2 million in FY23 to CAD 5 million in FY24. This was mainly driven by increases in directors' fees and management & professional fees.

Trade and other payables

CAD '000	Jan. 2020 Audited	Jan. 2021 Audited	Jan. 2022 Audited	Jan. 2023 Audited	Jan. 2024 Audited	CAGR
Trade payables	466	339	9,365	148,598	204,922	358%
y-o-y % change	*-48%*	*-27%*	*2660%*	*1487%*	*38%*	
Accrued liabilities	-	-	1,503	154,609	182,756	n/a
y-o-y % change	*n/a*	*n/a*	*n/a*	*10187%*	*18%*	
Tax liabilities	-	-	1,080	20,862	15,462	n/a
y-o-y % change	*n/a*	*n/a*	*n/a*	*1832%*	*-26%*	
Professional services and director's fees	15	-	-	-	-	-100%
y-o-y % change	*n/a*	*-100%*	*n/a*	*n/a*	*n/a*	
Due to related parties	-	-	-	3,203	5,059	n/a
y-o-y % change	*n/a*	*n/a*	*n/a*	*n/a*	*58%*	
Total	**481**	**339**	**11,948**	**327,272**	**408,199**	**440%**
y-o-y % change	*-47%*	*-29%*	*3421%*	*2639%*	*25%*	

Source: Asante Gold Corporation and KPMG Analysis

Contribution to trade and other payables



Source: Asante Gold Corporation and KPMG Analysis

Due to related parties

Between FY20 and FY22, due to related parties was shown as a line item on its own. Subsequently, this has been included in Trade and other payables. However, between FY20 and FY2022, amounts due to related parties decreased from CAD 2.4 million in FY20 comprising a current and non-current component to CAD 1.9 million in FY22. According to management, this was mainly driven by decreases in directors' fees and management & professional fees.

Between FY20 and FY22, due to related party liabilities related to management & professional fees, expense reimbursements, directors' fees, and loan advances owed to various related individuals and entities owned by related parties.

Management & professional fees related to fees owed to MIA Investments Ltd., a company controlled by D MacQuarrie, an officer and director of the Company, 1765271 Ontario Inc, a company controlled by P Gibbs, an officer of the Company, and B. Ahmed, an officer and director of the Company, Austfin Services Pty Ltd., a company controlled by an officer of the Company, and BW Mining Limited, a company owned by Dave Anthony, a director of the Company. These fees are owed to these firms as a result of services rendered to AGC during the period.

Expense reimbursements related to repayments made to directors of the company in respect of expenses they incur during their normal business operations.

Directors' fees related to amounts payable to various directors of the Company.

Loans and advances are long term amounts owed to various related individuals and entities owned by related parties. Due to how long they have been owed to these parties, they have been classified as loans and advances.

Amounts due to related parties are split into current and non-current based on whether the amounts due are going to be paid within the next financial year or not.

Deferred payments

During the period, deferred payments grew from CAD 74.5 million as at January 2022 to CAD 183 million as at January 2024. The value of deferred payments as of January 2022 was mainly driven by the recognition of the present value of deferred consideration of CAD 71.5 million stemming from the acquisition of Mensin in August 2021.

Deferred payments grew to CAD 176 million as at January 2023 due to AGC recognizing CAD 163 million being the present value of deferred consideration pursuant to the acquisition of Red Back Mining Pty Ltd in August 2022.

A further increase to CAD 183 million as at January 2024 was mainly due to interest and accretion expenses of CAD 11.7 million and CAD 8.2 million respectively.

In FY23, CAD 47.8 million was classified as non-current as this represented deferred cash consideration payable on August 10, 2024 to Kinross Corporation as part of the acquisition of Red Back in August 2022.

Rehabilitation provision

This refers to the present value of the estimated amount to be spent in reclaiming the land on which mining is done. After the present value of the estimate is found, this rehabilitation provision is increased annually by using an incremental factor which is the same rate used in discounting the estimate. The annual increase in rehabilitation provision is expensed in the profit and loss statement as accretion.

Rehabilitation provision grew from CAD 11.8 million as at January 2022 to CAD 85.5 million as at January 2023 to CAD 92.5 million as at January 2024.

The rehabilitation balance as at January 2022 was driven by the recognition of the present value of the estimated amount to be used in rehabilitating the Bibiani Gold Mine. The present value of the estimate was computed using a discount rate of 3.51%.

The growth in rehabilitation provision as at January 2023 was mainly due to the recognition of the present value of the estimated amount to be used in rehabilitating the Chirano Gold Mine. The present value of the estimate was computed using a discount rate of 3.51%.

The growth in rehabilitation provision as at January 2024 was mainly due to changes in the estimates of cash flows at both the Bibiani and Chirano Gold Mines.

Rehabilitation provision is split into its current and non-current portions based on whether a portion of the provision will be used in rehabilitating the mine within the next twelve months or not. The table below highlights the movement in rehabilitation provision over the Historical Period:

Rehabilitation provision			
CAD '000	**Bibiani Gold Mine**	**Chirano Gold Mine**	**Total**
Balance, January 31, 2021	-	-	-
Initial recognition of rehabilitation provision	11,280	-	11,280
Change in estimates	525	-	525
Balance, January 31, 2022	11,805	-	11,805
Initial recognition of rehabilitation provision	-	45,549	45,549
Change in estimates	8,097	16,149	24,246
Accretion expense	532	1,144	1,676
Currency translation adjustment	675	1,636	2,311
Balance, January 31, 2023	**21,109**	**64,478**	**85,587**
Accretion expense	808	2,449	3,257
Change in estimates of economic assumptions	- 1,898	- 4,485	- 6,383
Change in estimates of cash flows	4,436	5,359	9,795
Currency translation adjustment	68	208	276
Balance, January 31, 2024	**24,523**	**68,009**	**92,532**
Rehabilitation provision split			
Current portion	-	332	332
Non-current portion	24,523	67,677	92,200
	24,523	**68,009**	**92,532**

Source: Asante Gold Corporation

Deferred revenue

AGC recognized deferred revenue of CAD 66.75 million as at January 2023 arising from a gold pre-payment facility arrangement entered into with the Bank of Ghana through AGC's subsidiary Mensin Gold Bibiani Limited (MGBL).

MGBL received an upfront cash payment of CAD 130 million and is due to satisfy the performance obligation which is the delivery of a weight of refined gold at three, six, nine, and twelve months following the closing date with each delivery having a market value of US$26.88 million based on the spot rate of gold. As the performance obligation is satisfied, i.e. the gold is delivered, the balance on deferred revenue is reduced by the value of gold delivered and recognized as part of revenue for the financial year.

In FY 24, AGC entered into two (2) new contracts with a financial institution and another customer which resulted in proceeds of CAD 61.2 million. Delivery of gold to enable AGC recognize revenue from these contracts however reduced deferred revenue to CAD 28.7 as at January 2024. The new contracts entered into in FY 24 are described below:

- AGC, through MGBL, entered into a metal streaming arrangement with another financial institution where AGC received an upfront cash payment of CAD 54.3 million and will settle through the delivery of refined gold from its own mines. The agreement requires AGC to deliver 4,000 ounces of gold each month for 24 months following the agreement date. The price of each delivery is determined using the spot Bloomberg gold price less a 2.50% discount. On each five-month anniversary of the agreement, at the election of the Company, the financial institution will pay the Company an amount such that the deposit balance will be replenished to the initial CAD 54.3 million. In connection with this arrangement, AGC incurred a commission fee of CAD 1.38 million which was recorded as a contract asset and will be amortized over the 24-month term. During the year ended January 31, 2024, AGC delivered 12,000 ounces of gold under this arrangement and recognized revenue of CAD 32 million.
- During FY 24, AGC received deposits of CAD 6.9 million from a customer, which are associated with a gold sales contract involving the treatment of fine and contaminated carbons that contain gold. As at January 31, 2024, AGC has not delivered any gold to the customer.

The table below shows the movement in deferred revenue over the Historical Period:

Deferred revenue	
CAD '000	
Balance, January 31, 2022	-
Proceeds from deferred revenue	130,150
Revenue recognized upon delivery of gold	(67,428)
Currency translation adjustment	4,028
Balance, January 31, 2023	**66,750**
Proceeds from deferred revenue	61,207
Revenue recognized upon delivery of gold	(99,456)
Currency translation adjustment	207
Balance, January 31, 2024	**28,708**

Source: Asante Gold Corporation

Other current liabilities

As at January 2022, other current liabilities summed up to CAD 32.2 million as a result of provisions for capital gains tax liabilities arising from the Mensin acquisition and CAD 9.85 million arising from amounts payable to historical Bibiani creditors.

FY 2023 saw other current liabilities rise to CAD 141 million mainly as a result of provisions for capital gains tax liabilities payable to GRA arising from the Chirano acquisition.

The estimated tax liabilities recorded for the Mensin and Chirano acquisitions were made in anticipation of possible amounts owing to the Ghana Revenue Authority (GRA).

In April 2024, after the completion of tax assessments by the GRA for MGBL's tax years from 2018 to 2023 and for CGML's tax years from 2020 to 2022, it was determined that the provisions for tax liabilities were no longer applicable according to the GRA.

This outcome was recognized by the Company as an adjusting subsequent event. Consequently, certain previous provisions related to the Chirano and Mensin acquisitions, totaling CAD 135.92 million, was derecognized as part of current tax expense. As a result, other current liabilities declined to CAD 17.7 million in FY 2024 representing contingent consideration payable in respect of the Chirano acquisition.

Other current liabilities					
CAD '000	**Jan. 2020 Audited**	**Jan. 2021 Audited**	**Jan. 2022 Audited**	**Jan. 2023 Audited**	**Jan. 2024 Audited**
Schemes of Arrangement	-	-	9,851	-	
Tax liabilities arising from the Mensin acquisition	-	-	22,355	23,630	-
Tax liabilities arising from the Chirano acquisition	-	-	-	112,292	-
Contingent consideration from Chirano acquisition	-	-	-	4,830	17,699
Other accrued liabilities	-	-	-	686	-
Total	**-**	**-**	**32,206**	**141,438**	**17,699**

Source: Asante Gold Corporation

Other non-current liabilities

According to management, these are part of trade payables classified as non-current. We however do not have the breakdown of other non-current liabilities for the periods ending January 2020, January 2021 and January 2022. Management indicated that their previous accounting software kept no such breakdown hence they do not have such breakdowns.

Loans payable

AGC recognized loan payable of CAD 66.5 million during the financial year ending January 2024. This relates to outstanding amounts on three (3) loans held by AGC's subsidiaries: MGBL and CGML. The terms of the loans are stated below:

Refinancing of MGBL loans – July 7, 2023

MGBL had three (3) outstanding short-term loans with a total outstanding balance of CAD 30.4 million for the refinancing occurred. On July 7, 2023, through a refinancing agreement with the same bank that issued the initial short-term loans, the Company transferred the outstanding balance of the short-term bank loans of CAD 30.4 million into a new bank loan that bears interest at 11% per annum and matures on July 7, 2025. The bank loan requires monthly payments of principal and interest. As at January 31, 2024, the MGBL bank loan had principal owing of CAD 24.5 million and accrued interest of nil.

During the year ended January 31, 2024, the Company had interest expense of CAD 3.13 million on bank loans. The Company made principal payments of CAD 19.7 million and interest payments of CAD 2.7 million.

MGBL related party loan – October 31, 2023

On October 31, 2023, AGC, through its subsidiary Mensin Gold Bibiani Ltd, entered into a short-term loan agreement with a company controlled by a director of Asante in order to support short-term working capital requirements. The loan is for CAD 26.8 million with no interest and was repayable on January 31, 2024. On November 27, 2023, AGC borrowed an additional amount of CAD 5.4 million under the same terms. As at January 31, 2024, the total amount borrowed of CAD 32.2 million remains outstanding. Prior to January 31, 2024, the parties had reached a verbal agreement to have the loans extended and on April 26, 2024, the Company entered into an amended agreement which extended the maturity date of the related party loans to June 17, 2024.

CGML revolving credit – December 28, 2022

On December 28, 2022, AGC, through its subsidiary CGML, entered into a revolving credit facility agreement in which the Company may borrow up to CAD 8 million. The facility's maximum borrowing amount is subject to the bank's single obligor limit which is determined in GHS and is adjusted monthly. At the date the Company entered into the agreement and at January 31, 2024, the single obligor limit was GHS 99 million. The facility has an interest rate equal to the lower of 10% or 3-month secured overnight financing rate plus a margin of 7% and matured on December 31, 2023. The facility requires repayment of each drawdown plus interest to be made 30 days from the date of drawdown. As at January 31, 2024, CGML revolving credit included solely principal amount of CAD 9.8 million that was drawn against the facility. During the year ended January 31, 2024, interest expense on the CGML revolving credit facility was CAD 1.0 million and was fully paid.

MGBL revolving credit

The Company, through its subsidiary MGBL, entered into a revolving credit facility agreement with the same bank that provided the bank loans. Under the terms of the revolving credit facility, the Company may borrow up to US$8.50 million. The facility has an interest rate of 11% per annum and expired on November 29, 2023. As at January 31, 2024, the MGBL revolving credit balance was nil. During the year ended January 31, 2024, interest expense on MGBL revolving credit was CAD 1.1 million.

Asante Loan

This loan is not outstanding as at January 2024. On July 18, 2023, AGC entered into a loan agreement with a former director for an amount of CAD 2.6 million. The loan is non-interest bearing and is due on demand. During the year ended January 31, 2024, AGC repaid CAD 2.5 million.

The table below provides a breakdown of the existing loans of AGC:

Loans payable						
CAD '000	**Asante Loan**	**MGBL Bank Loan**	**MGBL Related party loan**	**MGBL Revolving credit**	**CGML Revolving credit**	**Total**
Balance at Jan 31, 2022	–	-	-	-	-	-
Advances	–	41,421	-	-	9,979	51,400
Interest expense	–	901	-	-	11	912
Repayment	–	(4,939)	-	-	-	(4,939)
Currency translation adjustment	–	(282)	-	-	(100)	(382)
Balance at Jan 31, 2023	–	37,101	-	-	9,890	46,991
Advances	2,637	6,672	32,436	43,291	-	85,036
Interest expense	–	3,127	-	1,078	1,011	5,216
Repayment	(2,521)	(22,391)	-	(44,361)	(1,104)	(70,377)
Currency translation adjustment	(116)	(18)	(283)	(8)	36	(389)
Balance at Jan 31, 2024	**-**	**24,491**	**32,153**	**-**	**9,833**	**66,477**
FY24 Loans payable - split						
Current portion	-	16,757	32,153	-	9,833	58,743
Non-current portion	-	7,734	-	-	-	7,734

Source: Asante Gold Corporation

Deferred tax liabilities

In FY 24, AGC recognized a deferred tax liability of CAD 61.3 million. This was mainly driven by temporary differences relating to Mineral properties amounting to CAD 130 million.

Deferred taxes					
CAD '000	**Jan. 2020 Audited**	**Jan. 2021 Audited**	**Jan. 2022 Audited**	**Jan. 2023 Audited**	**Jan. 2024 Audited**
Deferred income tax assets (liabilities)					
Non-capital losses	-	-	-	16,492	37,145
Mineral properties and equipment	-	-	-	(15,430)	(130,097)
Rehabilitation provision	-	-	-	-	23,803
Other	-	-	-	(1,062)	7,759
Total	**-**	**-**	**-**	**-**	**(61,390)**

Source: Asante Gold Corporation

3.6.3 Cash Flow Analysis

The cash flows of AGC over the Historical Period relate to its operations, debt and equity financing, and investment activities. A summary of which is provided below which shows a CAGR in cash and cash equivalents of 221% caused mainly by the growth in cash from CAD 20 thousand in FY20 to CAD 2.1 million by FY24.

Extract of Cash Flow Statement						
CAD'000	Jan. 2020 Audited	Jan. 2021 Audited	Jan. 2022 Audited	Jan. 2023 Audited	Jan. 2024 Audited	CAGR
Net cash flows from/(used) in operating activities	(49)	(756)	(2,265)	246,140	65,204	na
Net cash flows from/(used) in investing activities	(199)	(798)	(75,476)	(372,272)	(119,280)	395%
Net cash flows from/(used) in financing activities	262	2,029	82,341	119,952	52,120	276%
Change in cash	14	459	5,370	(3,038)	(731)	na
Cash, beginning of year	6	20	479	5,849	2,811	374%
Cash and cash equivalents at 31 January	**20**	**479**	**5,849**	**2,811**	**2,080**	**221%**

Source: Asante Gold Corporation

Cash Flows from Operating Activities

Statement of Cash flows					
CAD '000	Jan. 2020 Audited	Jan. 2021 Audited	Jan. 2022 Audited	Jan. 2023 Audited	Jan. 2024 Audited
Operating activities:					
Net profit/(loss)	(501)	(673)	(8,607)	(188,514)	(140,250)
Adjustments for:					
Depreciation and depletion	-	-	1,172	78,179	163,674
Accretion					
Inventory provision and write-off				2,164	28,908
Finance charges	-	-	113	9,069	30,800
Unrealized foreign exchange loss	(0)	10		3,951	2,837
Share-based payments	85	188	4,124	22,916	3,715
Gain on modification of loan	-	-	-	(513)	-
Gain on settlement of debt	(38)	-	-	-	-
Gain on tax settlement					(7,950)
Loss on amendment of purchase agreement	-	-	-	3,410	
Loss on amendment of deferred payments					4,495
Change in fair value of contingent consideration					12,675
Unrealized loss/(gain) on marketable securities	-	-	(1,104)	4,296	2,959
Loss/(gain) on disposal or property, plant and equipment	-	-	120	-	-
Deferred income tax expense					61,390
Current income tax recovery					(145,772)
Changes in non-cash working capital items					
Accounts receivable	6	0	(91)	2,035	4,608
Inventories	-	-	-	(7,936)	(11,256)
Prepaid expenses	4	(38)	(8,159)	(5,416)	(8,719)
Contract assets					(1,172)

Statement of Cash flows					
CAD '000	**Jan. 2020 Audited**	**Jan. 2021 Audited**	**Jan. 2022 Audited**	**Jan. 2023 Audited**	**Jan. 2024 Audited**
Trade and other payables	(45)	(107)	10,567	255,749	102,511
Loans receivable		(20)	(94)		
Other liabilities	176	(1)			
Due to related parties	265	(116)	(306)		
Deferred revenue (Precious Metals Stream)					
Deferred revenue (Gold Pre-Pay Facility)		-	-	66,750	(38,249)
Cash provided by/(used in) operating activities	**(49)**	**(756)**	**(2,265)**	**246,140**	**65,204**

Source: Asante Gold Corporation

Cash flow from operations was generally negative in the first three years of the Historical Review Period. The negative cash flows are explained by the fact that though AGC had not generated revenue between FY20 and FY22, the Company had however incurred some income statement costs which led to net cash outflows between FY20 and FY24. The net outflow seen in operations was driven mainly by net losses from income generating activities. Between FY20 and FY23, net loss increased from CAD 501k to CAD 188.5 million and dropped to CAD 140.3 million in FY24.

On changes in working capital, AGC recorded a change of CAD 2 million for account receivables in FY23. By end of FY24, the Company had only one client with an outstanding receivable to the firm of CAD 3.8 million in addition to other receivables from non-management staff. Management indicated that gold sales are cash (spot) sales hence the low levels of receivables. These factors contributed to the drop in receivables between FY23 and FY24. Expense reimbursements, director fees, and professional fees were classified under due to related parties. According to Management, there are no interest accumulated on this, but the amounts are due upon demand and are unsecured.

In summary, operating cash flow was CAD 49k in FY20, with an increase in outflow peaking at CAD 2.3 million in FY22 before seeing a net inflow from FY23 and FY24 as CAD 246.1 million and CAD 65.2 million respectively.

Cash Flows from Investing Activities

Cash used in investing activities	Jan. 2020 Audited	Jan. 2021 Audited	Jan. 2022 Audited	Jan. 2023 Audited	Jan. 2024 Audited	CAGR Jan.2020-Jan.2024
Net cash paid for Mensin acquisition	-	-	(38,075)	-	-	*0%*
Net cash paid for Chirano acquisition	-	-	-	(59,954)	-	*0.0%*
Purchases of property, plant and equipment	-	(35)	(28,852)	(98,740)	(63,672)	*na*
Proceeds from sale of property, plant and equipment	-	-	72	-	-	*0.0%*
Expenditures on mineral properties	-	-	-	(119,823)	(42,945)	*na*
Investment in marketable securities	-	-	(6,405)	(3,000)	-	*0.0%*
Expenditures on exploration and evaluation assets	(199)	(763)	(2,815)	(1,759)	(1,171)	*55.7%*
Loans receivable				(248)		
Cash acquired from acquisition of Mensin	-	-	599	-	-	*0.0%*
Cash acquired from acquisition of Red Back	-	-	-	-	-	*0.0%*
Repayment of deferred payments	-	-	-	(78,474)	(11,492)	*na*
Repayment of Scheme of Arrangement and other liabilities	-	-	-	(10,274)	-	*0.0%*
Cash used in investing activities	**(199)**	**(798)**	**(75,476)**	**(372,272)**	**(119,280)**	***394.6%***

Source: Asante Gold Corporation

Review of historical financial statements
Asante Gold Corporation
September 2024

Investing activities was largely influenced by acquisitions of Chirano and Mensin, PPE purchases, expenses on mineral resource, deferred payments and scheme arrangers' payments.

There has been an increase in cashflow from investing activities, evident in the net outflow position noted in the firms Investing cash flows over the Historical Period. From an FY20 cash outflow of CAD 199k to an FY24 outflow of CAD 119.3 million, representing a CAGR of 395%. A main driver of this over the years has been expenditures on exploration and evaluation assets which rose from an outflow of CAD 199k in FY20 to CAD 1.8 million in FY23 and dropping to an outflow of CAD 1.2 million in FY24. AGC made an outflow of CAD 38 million in FY22 to acquire Mensin, driving the net cash flow position to an outflow of CAD 75.5 million in FY22.

The Company made investments in PPE of CAD 28.9 million and CAD 98.7 million in FY22 and FY23 respectively. Investment in PPE for FY24 was recorded as CAD63.7 million. Mineral properties, which include the costs of construction and development as well as fair value attributable to mineral reserves and resources acquired in business combinations or asset acquisitions, decommissioning assets, and restoration costs related to the reclamation of mineral properties saw outflows of CAD 119.8 million in FY23 and CAD42.9 million in FY24.

Repayment of deferred payments relates to deferred payments in the acquisition of Mensin from Resolute Mining Limited. In FY23, a total of CAD78.5 million was paid in relation to the Mensin acquisition. A further payment of CAD11.5 million was made to Kinross and Resolute Mining Limited.

Cash Flows from Financing Activities

To finance the revenue generation activities the Company engaged in financing from private placements, warrants and loans payable predominantly with other minor sources of funding.

Outflows were also made in terms of loans payables. We noted that at the end of January 2023, AGC made an outflow in terms of loan repayment of CAD 4.9 million. A further CAD 70.4 million loan repayment was made in FY24. The outflow for loans payable increased from FY21 payment of CAD 15k to CAD70.4 million in FY24. The cash flows are demonstrated in the table below:

Financing Cash Flows	Jan. 2020 Audited	Jan. 2021 Audited	Jan. 2022 Audited	Jan. 2023 Audited	Jan. 2024 Audited	CAGR Jan.2020-Jan.2024
Proceeds from private placement financing	247	1,937	81,666	102,256	27,348	***224.4%***
Issuance costs	-	(21)	(70)	(3,224)	-	-
Proceeds from options exercised	-	64	328	370	435	***na***
Proceeds from warrants exercised	-	64	469	5,934	9,678	***na***
Proceeds from loans payable	-	-	-	51,400	85,036	***na***
Repayment of loans payable	15	(15)	(44)	(4,939)	(70,377)	***3899.3%***
Repayment of other liabilities	-	-	(8)	-	-	-
Due to related parties - current	-	-	-	-	-	***na***
Due to related parties - long term	-	-	-	-	-	-
Restricted cash used as collateral in loans payable, net amounts released	-	-	-	(31,845)	-	-
Cash provided by financing activities	**262**	**2,029**	**82,341**	**119,952**	**52,120**	***276%***

Source: Asante Gold Corporation and KPMG Analysis

Funds raised from private placements rose from CAD 247k in FY20 to CAD 102.3 million in FY23. In FY24, AGC raised an additional CAD27 million via private placements.

Issuance costs related to private placements in FY20 was CAD 21k rising year-on-year to CAD 3.2 million in FY23. There is however no issuance costs for FY24 since the CAD27.3 million from private placement was an additional contribution from an existing shareholder.

AGC made a total payment of CAD 75 million over FY23 and FY24 in relation to loans classified as loan payable. This results from the fact that AGC contracted a significant long-term loan in FY23 which they had started paying portions of.

In FY23, AGC had a restricted cash of CAD 31.8 million. This relates to cash held by banks in respect of loan facilities contracted by AGC. Restricted cash transactions were not carried out in other years of our review hence no movement of cash in relation to same in the cash flow statements.

3.6.4 Analysis of Statement of Changes in Equity

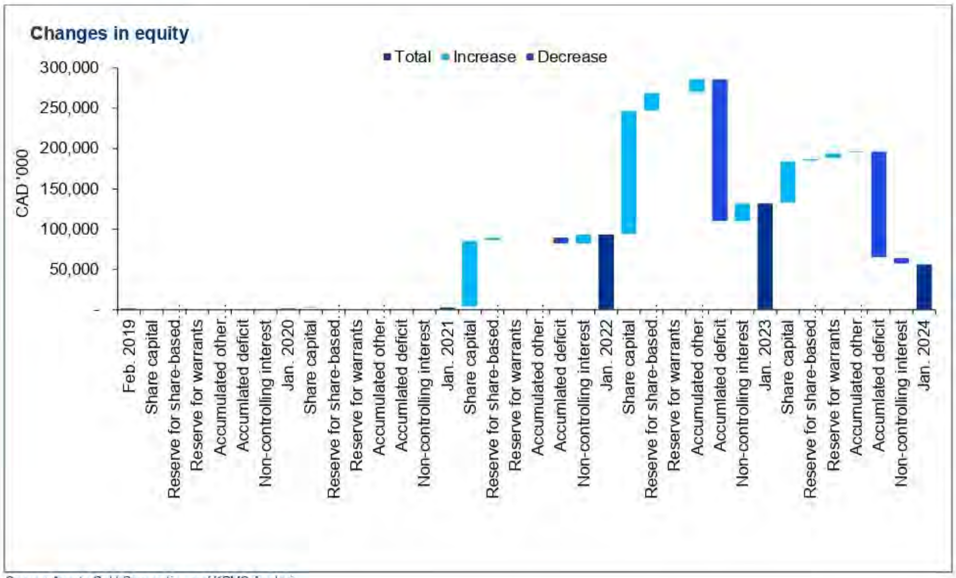
During the Historical Period, total shareholder's equity grew from CAD 2.2 million as at January 2020 to CAD 56.9 million as at January 2024.

FY 2021 saw a growth in total shareholders' equity to CAD 3.5 million mainly through the issuance of 22,507,500 shares for CAD 1.9 million through private placements

The growth in the period ending January 2022 was driven by an increase in share capital following the issuance of 165,769,472 common shares worth about CAD 85 million through two private placements as well as options and warrants exercised. Also included in the shareholder's equity value for this period is non-controlling interest in respect of the 10% free carried interest held by the Ghanaian government created through the purchase of Mensin Bibiani Pty Ltd.

The growth in the period ending January 2023 was mainly driven by an increase in share capital from the issuance of a total of 124,454,462 common shares worth about CAD 156 million through a private placement, an option agreement for Sraha and Ayiem, an issue of shares in connection with the purchase of Red Back, and the exercise of options and warrants. Also included in the shareholder's equity value for this period is non-controlling interest in respect of the 10% free carried interest held by the Ghanaian government created through the purchase of the Chirano mine.

In FY24, shareholders' equity declined to CAD 57 million from CAD 132.6 million in FY23 mainly due to an accumulated deficit of CAD 325.9 million which had a negative Impact on equity. Share capital however increased mainly driven by the issuance of 18,232,000 units for CAD 27.3 million and the issuance of 7,000,000 common shares for CAD 13.8 million for exploration and evaluation assets.



Source: Asante Gold Corporation and KPMG Analysis

3.7 Key notes on Historical Financial Analysis

Material uncertainty related to going concern

The consolidated financial statements for the years ended January 31, 2023 and 2024 (the "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 at least twelve months from January 31, 2024.

As of January 31, 2024, AGC had CAD 569.1 million of working capital deficiency, an accumulated deficit of CAD325.9 million. AGC incurred a total comprehensive loss of CAD137.6 million, and at the end of FY24 had a cash balance CAD2.1 million.

The conditions mentioned above, and our analysis indicate that there is an existing threat to the going concern of AGC. The Company will have to depend on the success of fund-raising activities to be able to fund other exploration and depletion activities to continue being a going concern.

Revenue

Revenue generation started in FY23. Of a total revenue of about CAD 575.2 million at FY24, Bibiani and Chirano Gold Mines accounted for CAD 196.9 million and CAD 378.2 million respectively. Revenue from sale of gold ore averagely constituted 99.8% of total metal sales, with revenue from sales of silver, being a by-product, constituting just 0.17% on average of total metal sales.

Costs of sales

As at FY24, production costs constituted 69.3% of cost of sales whilst depreciation and depletion contributed 9.7% and 13.1% respectively. Salary expenses also made up 7.9% of cost of sales for the financial year ended January 2024.

Operating expenses

Operating expenses has grown at a CAGR of 204% historically. In FY22, operating expenses increased by 1002% mainly due to depreciation and depletion, and management and consulting fees. Growth in operating expenses in FY24 was recorded at 41%.

Total assets

Exploration and evaluations assets dominated total assets between FY20 and FY21, recording a significant composition of 99% in FY20, and 91% in FY21. FY22 however saw PPE and Development properties become the main drivers of total assets. FY 23 and FY 24 however saw PPE and Mineral properties become the main drivers of total assets constituting 41% each in FY23 and 42% and 38% respectively in FY24.

Accounts receivable

Sales tax receivables was the significant component of account receivables in FY22 and FY23. However, FY2024 saw trade receivables become the main driver of accounts receivables with an increase of 221% from FY23 due to one customer that owed AGC, CAD 3.8 million as at the end of FY24.

Current portion of prepaid expenses

There was a CAGR of 661% from CAD 6k to CAD 21 million. The main driver has been prepayments made to vendors.

Non-current prepaid expenses

This mainly relates to advances on capital projects. This increased from CAD707k in January 2022 to CAD 7.4 million as at January 2024 indicating a growth of 221%.

Liabilities

AGC saw a rise in total liabilities, from CAD 3.3 million in January 2020 to CAD 858 million by January 2024, marking a CAGR of 301%. This increase primarily stemmed from jumps in Trade and other payables, as well as Deferred payments as of January 2024.

Trade and other payables

This increased significantly at a CAGR of 440%. This item is made up of trade payables, accrued liabilities, and tax liabilities. Notably, trade payables grew from CAD 9.3 million as at January 2022 to CAD 204.9 million as at January 2024.

Deferred payments

During the period, deferred payments grew from CAD 74.5 million as at January 2022 to CAD 183.7 million as at January 2024. The value as of January 2022 was mainly driven by the recognition of the present value of deferred consideration of CAD 71.5 million stemming from the acquisition of Mensin in August 2021. The recognition of CAD 163 million being the present value of deferred consideration pursuant to the acquisition of Red Back Mining Pty Ltd in August 2022 saw deferred payments grow to CAD 176 million as at January 2023.

Rehabilitation provision

This refers to the present value of the estimated amount to be spent in reclaiming the land on which mining is done. Rehabilitation provision grew from CAD 11.8 million as at January 2022 to CAD 85.5 million as at January 2023 to CAD 92.5 million as at January 2024. The rehabilitation balances as at January 2022 & 2023 was driven by the recognition of the present value of the estimated amount to be used in rehabilitating the Bibiani and Chirano Gold Mines.

Deferred tax liabilities

In FY 24, AGC recognized a Deferred tax liability of CAD 61.3 million. This was mainly driven by temporary differences relating to Mineral properties amounting to CAD 130 million.

KPMG

Review of historical financial statements
Asante Gold Corporation
September 2024

Contact us

Nathaniel Harlley
Partner, Audit
T +233 (0) 302 770 454
E nharlley@kpmg.com

Daniel Adoteye
Partner, Deal Advisory
T +233 (0) 302 766 306
E dadoteye@kpmg.com

Evans Asare
Partner, Deal Advisory
T +233 (0) 302 770 454
E easare@kpmg.com

www.kpmg.com/gh

APPENDIX D: FORM OF APPLICABLE PRICING SUPPLEMENT

asante
GOLD CORPORATION

DATE: [---------]

Incorporated as a public limited liability company in Canada under the Business Corporations Act of British Columbia with registration number BC 0909607 and is also registered in Ghana as an external company with registration number ET000800721

Issue of [Aggregate Nominal Amount of Series/Tranche] under the USD 400,000,000 Cedi Equivalent Bond Programme

Series [•] Tranche [•]

This document constitutes the Applicable Pricing Supplement relating to the issue of Bonds described herein. Terms used herein shall be deemed to be defined as such for the purposes of the Conditions of the Bonds, as set forth in the Prospectus dated .... 2024.

The Bonds may be redeemed at the option of the Issuer on the terms contained in the Conditions. This Applicable Pricing Supplement contains the final terms and conditions of the Bonds and must be read in conjunction with the Prospectus. Where there is any inconsistency between the terms of this Applicable Pricing Supplement and the Prospectus, this Applicable Pricing Supplement will prevail.

The Issuer represents that it has taken all reasonable care to ensure that the information contained in this Applicable Pricing Supplement is true and accurate in all material respects as of the date hereof and there are no other material facts in relation to the Issuer the omission of which would make misleading any statement herein, whether of fact or opinion.

1.	**Description of the Bonds**	
.1.	Issuer	

1.2.	Issue	
1.2.1	Tranche Number	
1.2.2	Series Number	
1.3.	Principal Amount	
1.3.1	Tranche	
1.3.2	Series	
1.4.	Offer Open Date and Time	
1.5.	Issue Date	
1.6.	Specified Denomination of Bonds	
1.7.	Minimum Subscription Amount	
1.8.	Subscription Multiples beyond Minimum Subscription Amount	
1.9.	Issue Price	[*] % of aggregate Principal Amount *(plus accrued interest from (insert date) if applicable*
1.10.	Status of the Bonds	
1.11.	Final Redemption Amount	
1.12.	Closing Date for Subscription	
1.13.	Date for Notification of Allotment	
1.14.	Details of the Bond Trustee	
2.	**Interest Provisions**	
2.1.	Fixed Rate Bond Provisions	(*Delete if not applicable*)
2.1.1.	Fixed Rate of Interest	% rate applicable
2.1.2.	Broken Amount	(*Provide details of any initial or final broken interest amounts which do not correspond with the Fixed Coupon Amount)*
2.1.3.	Day Count Fraction	*(Applicable/Not Applicable)*
2.1.4.	Fixed Coupon Amount	
2.1.5.	Interest Commencement Date	
2.1.6.	Interest Determination Dates	
2.1.7.	Interest Payment Dates	(*) each year
2.1.8.	Maturity Date	
2.1.9.	Default Interest Rate	4% in addition to Fixed Rate of Interest

2.1.10.	Calculation Agent	Central Securities Depository (GH) LTD
2.1.11.	Other terms relating to the method of calculating Interest for the Fixed Rate Bonds	(*Not Applicable/provide details*)
2.2	Floating Rate Bonds	*(Delete if not applicable)*
2.2.1.	Interest Commencement Date	
2.2.2.	Interest Rate	*(Reference Rate plus the Margin to be applied at the beginning of each interest payment period)*
2.2.3.	Interest Periods	
2.2.4.	Interest Payment Dates	
2.2.5.	Interest Determination Date	
2.2.6.	Reference Rate	
2.2.7.	Method for determining Reference Rate	(Provide details)
2.2.8.	Business Day Convention	(*Floating Rate Business Day Convention/Following Business Day Convention/Modified Following Business Day Convention/Preceding Business Day Convention/other (Provide details)*)
2.2.9.	Maximum Rate of Interest	
2.2.10.	Minimum Rate of Interest	
2.2.11.	Margin	(** per cent or basis points)*
2.2.12.	Step up Margin	
2.2.13.	Day Count Fraction	
2.2.14.	Fall-back provisions, rounding provisions, denominator and any other terms relating to the method of calculating Interest on Floating Rate Bonds, if different from those set out in the Conditions	
2.2.15.	Maturity Date	

2.2.16.	Calculation Agent	Central Securities Depository (GH) LTD
2.2.17.	Default Interest Rate	4% in addition to Interest Rate
3.	**Redemption Provisions**	
3.1.	Redemption/Payment Basis	(*Redemption at par or other(specify)*)
3.2.	Issuer's Early Redemption	(*Applicable/ Not Applicable*)
3.3.	Issuer's Optional Redemption	(*Applicable/ Not Applicable*)
3.4.	Other terms applicable on Redemption	(*specify*)
4.	**Distribution**	
4.1.	Method of Distribution	The Bonds under this Series or Tranche will be distributed by [*private placement on a non-syndicated basis*]
4.2.	Details of Dealers	
5.	**Financial Covenants**	
5.1.	Financial Covenants	(*Applicable/Not applicable*)
5A.	Negative Pledge	
5A.1.	Negative Pledge	(*Applicable/Not applicable*)
6.	**General Provisions**	
6.1.	Date of approval for issuance by board of directors of Issuer	
6.2.	Form of Bonds	All Bonds will be in dematerialized form and electronically registered on the Central Securities Depository
6.3.	Additional Selling Restrictions	(*provide details if any*)
6.4.	Settlement Procedures and Instructions	
6.5.	Bank account to which payments are to be made	
6.6.	Listing	GFIM

6.7.	Tax	Interest earned on Bonds is subject to 8% withholding tax for corporates and 1% withholding tax for individuals unless exempted by law (attach copy of certificate of exemption where applicable)
6.8.	Governing Law	Ghanaian law
6.9.	ISIN Code	
6.10.	Clearing System	

IMPORTANT DATES AND TIMES FOR OFFER	
Offer Open Date	
Offer Close Date	Completed application forms must be received by Dealers at the email addresses provided before or on ....
Allotment Date	All applicants will be notified of their allotment by email no later than ....
Payment Date	Payment for good value by successful applicants must be received by ....
Issue Date	The Bonds will be issued by the Issuer by ....
Book Closure Date	
Delivery Date	Bonds will be credited to CSD accounts of successful paid up (receipt of cleared funds in Issuer's designated account) applicants within 2 Business Days of Issue Date
Admission on the GFIM	Issued Bonds will be admitted for trading within 5 Business Days of the Issue Date

INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE/OFFER

So far as the Issuer is aware, no person involved in the offer of the Bonds has an interest material to the offer. [*Need to include a description of any interest, including conflicting ones, that is materials to the issue/offer, detailing persons involved and the nature of the interest.*]

RESPONSIBILITY

The Issuer and its board of directors accept responsibility for the information contained in this Applicable Pricing Supplement which, when read together with the Prospectus, contains all information that is material in the context of the issue of the Bonds.

Signed on behalf of **Asante Gold Corporation**

By:	By:
Duly authorised signatory	Duly authorised signatory
Name:	Name:
Title:	Title:

APPENDIX E: LEGAL COMPLIANCE LETTER

APPENDIX E: LEGAL COMPLIANCE LETTER

2nd August 2024

The Director-General

Securities and Exchange Commission

No. 30 3rd Circular Road

Cantonments

Accra

The Managing Director

Ghana Stock Exchange

5th Floor, Cedi House

Accra

Fidelity Bank Ghana Limited

Ridge Tower

West Ridge

Accra

Dear Sirs,

RE: ESTABLISHMENT OF ASANTE GOLD CORPORATION'S USD400,000,000 GHANA CEDI EQUIVALENT BOND PROGRAMME AND LISTING OF BONDS ON THE GHANA FIXED INCOME MARKET OF THE GHANA STOCK EXCHANGE

1. INTRODUCTION

Background

We have acted as Ghanaian legal advisors to Asante Gold Corporation ("**Issuer**") in connection with the establishment of a USD400,000,000 Ghana Cedi equivalent bond programme (the "**Bond Programme**") pursuant to which the Issuer will issue bonds (the "**Bonds**") for admission on the

Ghana Fixed Income Market ("**GFIM**") of the Ghana Stock Exchange ("**GSE**") (the "**GFIM Admission**").

Words and expressions defined in the Prospectus (unless expressly defined in this opinion or the context otherwise requires) have the same meanings when used in this opinion.

Legislation and documents reviewed

For the purposes of rendering this opinion ("**Opinion**"), we have examined the below-listed laws, regulations, and documents:

i. Companies Act, 2019 (Act 992) ("**Companies Act**");

ii. Securities Industry Act, 2016 (Act 929) (as amended) ("**Securities Industry Act**");

iii. Securities and Exchange Commission Regulations, 2003 (L.I 1728) ("**SEC Regulations**");

iv. Ghana Fixed Income Market Rules, 5th April 2022 ("**GFIM Rules**");

v. Securities Industry (Registration of Securities) Guidelines (SEC/GUI/002/02/2023);

vi. Stamp Duty Act, 2005 (Act 689) (as amended) ("**Stamp Duty Act**");

vii. Income Tax Act, 2015 (Act 896) (as amended) ("**Income Tax Act**");

viii. Search letter from Office of the Registrar of Companies in relation to the External Company of the Issuer in Ghana dated 20th May 2024;

ix. Confirmation of Corporate Status and Legal Compliance matters from Issuer's Corporate Secretary dated 22nd March 2024;

x. Certificate of Incorporation of the Issuer dated 4th May, 2011;

xi. Certificate of Registration of the Issuer as an External Company in Ghana dated 21st July 2021;

xii. Extract of Resolution from a meeting of the Board of the Issuer held on 18th March, 2024, approving the Bond Programme and GFIM Admission;

xiii. Extract of Resolution from a meeting of the Board of the Issuer held on 12th June, 2024, approving the Bond Programme and GFIM Admission Listing;

xiv. A letter of no objection from the Canadian Securities Exchange dated 22nd March 2024;

xv. Confirmation of good standing of the Issuer from the Minerals Commission dated 11th June 2024;

xvi. The prospectus to be issued by the Issuer in respect of the Bond Programme (the "**Prospectus**");

xvii. The draft trust agreement to be entered into between the Issuer and Fidelity Bank Ghana Limited under which the Issuer appoints Fidelity Bank Ghana Limited as the bond trustee ("Bond Trustee") for the holders of the Bond ("**Trust Agreement**");

xviii. The draft agency agreement to be entered into between the Issuer, Fidelity Bank Ghana Limited and the Central Securities Depositories (GH) Limited ("**CSD**") under which the Issuer appoints Fidelity Bank Ghana Limited as the paying bank and bond trustee for the Bond Programme and the CSD as the calculation agent, registrar and transfer agent for the Bond Programme ("**Agency Agreement**");

xix. The draft escrow account agreement to be entered into between the Issuer, Temple Investments Limited and IC Securities (Ghana) Limited (as Joint Lead Arrangers) and under which the Issuer appoints Fidelity Bank Ghana Limited as the escrow bank for the purpose of the escrow of the proceeds of the issuance of any tranche or series of the Bonds until such proceeds are paid to the Issuer ("**Escrow Agreement**");

xx. The draft debt service reserve account agreement to be entered into between the Issuer and Fidelity Bank Ghana Limited under which a debt service reserve account will be set up for the purpose of facilitating transfers into the Trust Account in respect of Bond Repayments ("**Debt Service Reserve Account Agreement**");

and

xxi. Such other documents, reports, and records as are necessary to enable us to issue this Opinion.

This Opinion is subject to the Assumptions and Qualifications set out in paragraph 3 below.

2. OPINION

On the basis of the foregoing and to the best of our knowledge upon enquiry, we are of the opinion that:

2.1 Incorporation and Capacity

2.1.1. The Issuer is incorporated as a public company under the laws of Canada and registered as an external company under the laws of the Republic of Ghana with registration number ET000800721;

2.1.2. The Issuer has the capacity to sue and be sued in its own name and to carry on business as is currently being conducted; and

2.1.3. No steps have been taken or are being taken to appoint an administrator, trustee, receiver, liquidator or analogous person or body over, or to wind up or dissolve the Issuer.

2.2 Approvals and Authorizations

2.2.1. The Issuer has the power to issue or enter into and perform its obligations under the Prospectus, Trust Agreement, Escrow Agreement, Agency Agreement, and the Debt Service Reserve Account Agreement (together referred to as the "Programme Documents", and each a "Programme Document");

2.2.2. The Issuer has taken all necessary action to authorize the issuance or entry into and performance of its obligations under the Programme Documents, including the signing and delivery of all notices and other documents required to be issued thereunder.

2.3 Legality and Enforceability

Subject to the due execution of the relevant Programme Documents and stamping as required under the Stamp Duty Act, each obligation expressed to be assumed by the Issuer under each Programme Document constitutes valid, legal, and binding obligations of the Issuer, which are enforceable against it in accordance with the relevant Programme Document.

2.4 Regulatory Approvals and Consents

2.4.1 The Prospectus is required to be approved by the Securities and Exchange Commission in accordance with the Securities Industry Act;

2.4.2 The GFIM Admission is required to be approved by the Ghana Stock Exchange in accordance with the GFIM Rules.

2.5 Program Documents

2.5.1 The Prospectus complies with the relevant provisions of the SEC Regulations and the Companies Act.

2.5.2. The Senior Unsecured Bonds shall constitute direct, general, unconditional, unsecured, and unsubordinated obligations of the Issuer and shall rank pari passu amongst themselves and (save for certain obligations required to be preferred by

Applicable Law) equally with all other present and future unsecured and unsubordinated obligations of the Issuer, from time to time outstanding.

2.5.3. The Senior Secured Bonds shall constitute direct, general, unconditional, unsubordinated, and secured obligations of the Issuer and shall, subject to the Issuer's secured obligations rank pari passu among themselves and (save for certain obligations required to be preferred by Applicable Law) equally with all other present and future secured and unsubordinated obligations of the Issuer, from time to time outstanding.

2.5.4. The Subordinated Bonds constitute direct, general, unconditional, and subordinated obligations of the Issuer and shall rank pari passu among themselves and equally with all other present and future unsecured and subordinated obligations of the Issuer, from time to time outstanding.

2.6 Constitution

2.6.1 The Issuer's Constitution complies with the legal requirements of the jurisdiction in which it is incorporated and existing.

2.6.2 The Issuance of the Bonds will not contravene any provisions of the Issuer's Constitution.

2.6.3 The Bond Programme does not contravene any provisions of the Issuer's Constitution or applicable law.

2.7 Contractual Obligations

There are no contractual agreements, obligations or undertakings preventing the Issuer from undertaking the Bond Programme or the GFIM Admission.

2.8 Taxes and Stamp Duty

2.8.1 The Statements in the Prospectus regarding taxation in Ghana are correct in all material respects.

2.8.2 Interest on payments under the Bonds (where applicable) will be subject to withholding tax of 8% in accordance with the Income Tax Act.

2.8.3 Each of the Programme Documents (with the exception of the Prospectus) is required to be stamped at a nominal duty in order to be admissible in evidence and enforceable by the courts in accordance with the Stamp Duty Act.

2.9 Registrations and Filings

No registration or filing is required at any registry for any Programme Document to be valid, binding or enforceable. However, the Prospectus is required to be filed with the Companies Registry in accordance with the Companies Act.

3. ASSUMPTIONS & QUALIFICATIONS

3.1 This Opinion is limited to matters of Ghanaian law in force as of the date hereof and no opinion or belief is implied or may be inferred beyond the matters expressly stated herein.

3.2 We have relied on confirmations given by the Company Secretary of the Issuer and foreign legal counsel of the Issuer in relation to all matters which fall within the laws of any other jurisdiction.

3.3 We have not investigated the laws of any country other than those of Ghana and we express no opinion on the laws of any other jurisdiction.

3.4 In addition, we have assumed without verification that:

(i) all documents and information provided to us are complete, authentic, and up to date, and all copies of documents provided to us conform to the originals and are complete;

(ii) all confirmations given by the Company Secretary of the Issuer, the CSE, Minerals Commission are true and accurate and reflect the status of the Issuer as of the date of this Opinion;

(iii) the resolutions of the Board of Directors of the Issuer is valid and no other corporate approval is required for the Bond Programme or GFIM Admission;

(iv) the documents provided are reliable and all materials have neither been provided fraudulently nor information deliberately withheld; and

(v) all disclosures made by the Issuer, including as stated in the Prospectus are accurate as of the date of this Opinion and that there are no events that have occurred which undermine or are likely to undermine the accuracy of those disclosures;

3.5 This Opinion relates exclusively to the Bond Programme and GFIM Admission and is for the sole use and benefit of the persons to whom it is addressed. Neither this Opinion nor any copy hereof, may be delivered to, or relied upon, by any other person or used in connection with any other transaction without our prior written consent.

Yours faithfully,

JLD & MB LEGAL CONSULTANCY
P. O. BOX GP 410
ACCRA

Zoe Phillips Takyi-Appiah
JLD & MB Legal Consultancy

APPENDIX F: CERTIFICATE OF INDEBTEDNESS AS OF Q1 - 2024

pwc

PRIVATE AND CONFIDENTIAL

AGREED-UPON PROCEDURES REPORT ON THE CONFIRMATION OF INDEBTEDNESS OF CHIRANO GOLD MINES LTD TO SPECIFIED FINANCIAL INSTITUTIONS AND RELATED PARTIES AS AT 31 JANUARY 2024

To the Directors of Chirano Gold Mines LTD

Purpose of this Agreed-Upon Procedures Report

Our report is solely for the purpose of assisting you and, as applicable, Asante Gold Corporation in confirming the indebtedness of Chirano Gold Mines LTD to specified financial institutions and related parties as at 31 January 2024 and may not be suitable for another purpose.

This report relates only to the accounts and items specified below and does not extend to any financial statements of Chirano Gold Mines LTD taken as a whole.

Responsibility of the Directors

The directors have acknowledged that the agreed-upon procedures are appropriate for the purpose of the engagement.

The directors are responsible for the subject matter on which the agreed-upon procedures are performed.

Our Responsibilities

We have conducted the agreed-upon procedures engagement in accordance with International Standard on Related Services (ISRS) 4400 (Revised), *Agreed-Upon Procedures Engagements*. An agreed-upon procedures engagement involves our performing the procedures that have been agreed with the directors, and reporting the findings, which are the factual results of the agreed-upon procedures performed. We make no representation regarding the appropriateness of the agreed-upon procedures.

This agreed-upon procedures engagement is not an assurance engagement. Accordingly, we do not express an opinion or an assurance conclusion. Had we performed additional procedures, other matters might have come to our attention that would have been reported.

Professional Ethics and Quality Management

We have complied with the ethical requirements in the International Code of Ethics for Professional Accountants (including International Independence Standards) issued by the International Ethics Standards Board for Accountants (IESBA Code) and the independence requirements in Part 4A of the IESBA Code.

Our firm applies International Standard on Quality Management 1, *Quality Management for Firms that Perform Audits or Reviews of Financial Statements, or Other Assurance or Related Services Engagements*, which requires the firm to design, implement and operate a system of quality management, including policies or procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

PricewaterhouseCoopers
PwC Tower, A4 Rangoon Lane, Cantonments City, PMB CT 42, Cantonments, Accra, Ghana
T: +233 (0) 302 761 500 F: +233 (0) 302 761 544 www.pwc.com/gh

Partners: Michael Asiedu-Antwi · Maxwell Darkwa · George Arhin · Edward Gomado
Hayfron Aboagye · Richard Ansong · Destiny Attatsitsey · Prince Adufutse · Wyczynsky Ashiagbor

pwc

Procedures and Findings

We have performed the procedures described below, which were agreed upon with the directors in the terms of engagement dated 15 May 2024, on the confirmation of the indebtedness of Chirano Gold Mines LTD to specified financial institutions and related parties as at 31 January 2024.

No.	Procedures	Findings
1	Obtained from management a schedule of indebtedness of Chirano Gold Mines LTD which has a detailed list of outstanding overdrafts and loan facilities with specified financial institutions and related parties as at 31 January 2024.	No exceptions noted
2	Obtained from management the trial balance of Chirano Gold Mines LTD as at 31 January 2024.	No exceptions noted
3	Agreed the balances per the schedule of indebtedness to the trial balance as at 31 January 2024.	No exceptions noted
4	Obtained from management the addresses of the financial institutions and related parties mentioned in (1) and names and email addresses of contact persons for each of the financial institutions and related parties.	No exceptions noted
5	Sent confirmation request letters to the financial institutions and related parties identified in step 1 to confirm the indebtedness as at 31 January 2024 or obtain statements from these financial institutions and related parties as at 31 January 2024.	No exceptions noted
6	Where the amount confirmed as at 31 January 2024 was in Ghana Cedis, we translated that amount into the reporting currency (US dollars) using a GHS to US$ exchange rate of GHS10.8056 to US$1.	No exceptions noted
7	Compared the amounts stated in the confirmations or statements obtained in steps 5 and 6 to the amounts obtained from management in step 1.	No exceptions noted
8	Obtained reconciliations from management for variances noted from the comparison in step 7 above US$1,000.	No exceptions noted

Restriction on Distribution and Use

Our report is solely for the purpose set forth in the first paragraph of this report and is intended to be used by the Directors and Asante Gold Corporation. Our report should not be used for any other purpose or be distributed to any other parties.

The partner on the engagement resulting in this independent practitioner's report is Prince Adufutse (ICAG/P/1616).

PricewaterhouseCoopers (ICAG/F/2024/028)
Chartered Accountants
Accra, Ghana
17 May 2024

pwc

APPENDIX 1- MANAGEMENT SCHEDULE

Schedule of indebtedness of Chirano Gold Mines LTD which has a detailed list of outstanding overdrafts and loan facilities with specified financial institutions and related parties as at 31 January 2024.

Description	Maturity	Indebtedness as at 31 January 2024
		US$
Revolving Credit Facility		
Société Générale Ghana Plc	31 December 2023	7,340,000
Amounts due to related parties		
ASG Mining Company LTD	Payable on demand	3,178,352
Mensin Gold Bibiani LTD	Payable on demand	1,669,496
Red Back Mining Ghana Limited	Payable on demand	342,969
Total Indebtedness		**12,530,817**

APPENDIX G: TENEMENTS LIST

HOLDER OF MINERAL RIGHT	MINERAL RIGHT / APPLICATION	LOCATION	SIZE	DATE OF GRANT	EXPIRATION DATE	EPA PERMIT STATUS	EXPLORATION OPERATING PERMIT/MINING OPERATING PERMIT STATUS
Asante Gold Chirano LTD	Chirano Mining Lease	Bibiani-Anhwiaso-Bekwai / Sefwi Wiawso Municipal Western North Region	45.43	23rd December, 2019	22nd December, 2034	Valid 24/1/2023 to 23/1/2026	Valid Jan to Dec 2024
Asante Gold Bibiani LTD	Bibiani Mining Lease	Bibiani/Anwhiaso/Bekwai Western North	53.71	19th May 1997	18th May 2027	A draft Environmental Management Plan has been submitted and pending approval.	Application submitted. Awaiting issuance of permit
Asante Gold (Ghana) LTD	Kubi Mining Lease	Akrofuom District Ashanti Region	22.47	18th August 2008	17th August 2028	Application submitted.	Application to be submitted after grant of EPA permit

Asante Gold Chirano LTD	Amafie Prospecting Licence	Sefwi Wiawso Municipal Western North Region	34.18	1st April. 2008	Expired (Renewal application pending)	N/A	N/A
Asante Gold Chirano LTD	Chirano North Prospecting Licence	Atwima Mponua / Bibiani-Ahwianso-Bekwai Western North & Ashanti Regions	24.22	16th April, 2002 Application to convert to a Mining Lease pending	N/A	EPA permit issued on 11th Aug 2023 to 10th Aug 2025	N/A
Asante Gold Chirano LTD	Ayerekurom Prospecting	Sefwi Wiawso Municipal Western North	16	New Application pending grant	N/A	N/A	N/A
Asante Gold Chirano LTD	Futa Prospecting	Sefwi Wiawso Municipal Western North	27.09	New Application pending grant	N/A	N/A	N/A
Asante Gold Chirano LTD	Surano Prospecting Licence	Sefwi Wiawso Municipal Western North	32.50	New Application pending grant	N/A	N/A	N/A

Asante Gold Bibiani LTD	Donkoto Prospecting License	Atwima District	18.52	8th September, 1993	Expired (Application for renewal pending.)	N/A	N/A
Asante Gold Bibiani LTD	Asuontaa Prospecting License	Atwima District	21.42	8th September, 1993	Expired (Application for renewal pending)	N/A	N/A
Sikasante Mining Company Limited (Option Agreement with ASG Mining Limited)	Ayiem Prospecting License	Wassa Amenfi West District Western Region	1.47	24th November, 2016	Expired (Application for renewal pending)	N/A	N/A
Sikasante Mining Company Limited (Option Agreement with ASG	Sraha Prospecting License	Wassa Amenfi West District Western Region	1.05	5th January, 2017	Expired (Application for renewal pending)	N/A	N/A

Mining Limited)							
Goknet Mining Company Limited (Option Agreement with ASG Mining Limited)	Fahiakoba Prospecting License	Amansie Central and Upper Denkyira East Municipality Ashanti & Central Region	20.4	3rd October, 2008	Expired (Application for renewal pending)	N/A	N/A
Perseus Mining (Ghana) Limited (Option Agreement with ASG Mining Limited)	Betenase Prospecting Licence	Adansi South Ashanti Region	11.42	30th May 2010	Expired (Application for renewal pending)	N/A	N/A

Chirano Exploration LTD (formerly Red Back Mining Ghana Limited)	Abofour Prospecting Licence	Ofinso South Ashanti Region	70.88	New Application pending grant	N/A	N/A	N/A
Chirano Exploration LTD	Abrabra Prospecting Licence	Sefwi Wiawso Municipal Western North	22.47	New Application pending grant	N/A	N/A	N/A
Chirano Exploration LTD	Ahwiam Prospecting Licence	Sefwi Wiawso Municipal Western North	26.12	5th January, 2001	Expired (Application for renewal pending)	N/A	N/A
Chirano Exploration LTD	Anansu Prospecting Licence	Atwima Mponua / Sefwi Wiaso Municipal Ashanti & Western North Regions	28.45	20th August, 2010	Expired (Application for renewal pending)	N/A	N/A

Chirano Exploration LTD	Anansu West Prospecting Licence	Sefwi Wiawso Municipal Western North	9.87	New Application Pending grant	N/A	N/A	N/A
Chirano Exploration LTD	Apeakrom Prospecting Licence	Sefwi Wiawso Municipal Western North	8.82	New Application Pending grant	N/A	N/A	N/A
Chirano Exploration LTD	Kasutie Prospecting Licence	Ahafo Ano North / Atwima Mponua Ahafo & Ashanti Regions	15.0	5th June, 2006	Expired (Application for renewal pending)	N/A	N/A
Chirano Exploration LTD	Kwahu Oda Prospecting Licence	Kwahu West Eastern Region	30.38	7th May, 1994	Expired (Application for renewal pending)	N/A	N/A
Chirano Exploration LTD	New Abirem Prospecting Licence	Asante Akim South Municipal Ashanti Region	16.78	19th November, 2003	Expired (Application for renewal pending)	N/A	N/A

Chirano Exploration LTD	Nkwadumu Prospecting Licence	Sefwi Wiawso Municipal Western North	19.77	New Application Pending grant	N/A	N/A	N/A
Chirano Exploration LTD	Tanoso Prospecting Licence	Ofinso North / Techiman Ashanti & Brong Ahafo Region	84.7	4th February, 2010	Expired (Application for renewal pending)	N/A	N/A

a. Corporate Guarantee in Favor of Societe Generale Ghana Plc

Asante executed a corporate guarantee (“**Guarantee**”) on 31st December, 2022, pledging to pay Societe General Ghana Plc (“**SGGH**”) up to eight million United States Dollars (USD 8,000,000) plus interest, commissions, and charges, without objection or defense, if Asante Gold Chirano LTD defaults on credit facilities provided by SGGH. Asante agrees to pay upon SGGH's first written demand, regardless of the demand's merits. The Guarantee remains valid even if the terms of the underlying business relationship change. It is governed by the laws of British Columbia, Canada, and any disputes regarding the validity or enforceability of this Guarantee are subject to the exclusive jurisdiction of the courts of British Columbia. The Guarantee expired on 31st December, 2023.

b. Corporate Guarantee in Favor of Minerals Income Investment Fund

Asante executed a corporate guarantee (“**Guarantee**”) on 8th September, 2023, ensuring payment to Minerals Income Investment Fund (“**MIIF**”) up to the Ghana Cedi equivalent of forty million United States Dollars (USD 40,000,000) plus interest, commissions, and charges. It covers defaults by Asante Gold Bibiani Limited under a Forward Gold Purchase agreement or failure to deliver Refined Gold as per the agreement. Asante agrees to pay upon MIIF's written demand and any payments made will reduce the total amount guaranteed. The Guarantee is governed by Ghanaian law and any disputes arising out of the validity or enforceability of the Guarantee shall be submitted to the exclusive jurisdiction of the Commercial Court of Ghana. The Guarantee expires on September 26, 2025, but remains valid for obligations incurred before that date if notified within 30 days of their incurrence.

c. Chirano Purchase Agreements

Asante executed a Purchase Agreement (“**Purchase Agreement**”) with KG Africa B.V., an affiliate of Kinross dated 24th April 2022. Per the Purchase Agreement, KG Africa B.V., referred to as the (“**Vendor**") agreed to sell all issued and outstanding shares of Red Back Mining Pty Ltd to Asante Gold Corporation, ("**Purchaser**"). This agreement involves the transfer of ownership of Red Back Mining (Ghana) Limited and Red Back Mining No 2 (Ghana) Limited. The total purchase price for the shares was agreed at USD 225 million, broken down into a USD 115 million initial cash payment, USD 50 million through the issuance of shares, and USD 60 million as deferred cash. The Purchase Agreement specifies that the Purchaser will make payments through wire transfer and share issuance. It includes provisions for indemnification by the Vendor against losses from breaches, misrepresentations, or tax liabilities related to the transaction up to the closing date. The Purchase Agreement is governed by the laws of Ontario and the federal laws of Canada.

There have been several amendments to the Purchase Agreement since its execution. The latest amendment which was executed on 10th February, 2023 provides a payment plan for the payment of an outstanding amount of USD 55 million out of the initial cash payment of USD 115 million in the Purchase Agreement. Asante is to pay this amount in installments with the last instalment being 31st May, 2023. These payments are to accumulate interest from the date of execution of the amendment, until they are fully settled.

The Purchaser is also mandated under this amendment to secure financing sufficient to cover these structured payments. It requires the Purchaser to keep the Vendor well-informed about any significant developments or changes in the financing plans.

d. Pledge Agreement

Asante and Red Back Mining Pty Ltd executed a Security and Pledge Agreement ("**Pledge Agreement**") on 26th October, 2022 in favour of KG Africa B.V. to secure the due and timely performance of Asante's deferred payment obligations arising under the Purchase Agreement described in 15.9 above.

Under the Pledge Agreement, Asante pledged, as collateral in favour of KG Africa B.V., its equity interest in Red Back Mining Pty Ltd. ("**Pledged Securities**") to secure the due and timely payment of the amounts payable by Asante under the Purchase Agreement. By the Pledge Agreement, Asante assigned, transferred, set over, pledged, granted and charged to and in favour of KG Africa B.V, a First Priority, continuing, fixed and specific security interest in the Pledged Securities.

Asante is entitled under the Pledge Agreement to exercise all voting right and to receive any interest and cash dividends payable in respect of the Pledged Securities until it defaults in performing any of its obligations under the Purchase Agreement, upon which its voting rights and rights to dividends and other distributions would cease.

Following the default by Asante, KG Africa B.V. may, exercise any or all of the rights attached to the Pledged Securities including sale of all or part of the Pledged Securities, retention of all or part of the Pledged Securities, exercise all or any of the rights and privileges attaching to the Pledged Securities as if it were the absolute owner, or appoint a receiver for all or part of the Pledged Securities.

The Pledge Agreement shall terminate upon full and irrevocable payment and satisfaction of the obligations of Asante and Red Back Mining Pty Ltd.

The Pledge Agreement is made under and shall be governed by and construed in accordance with the laws of the Province of Ontario and the laws of Canada applicable in the Province of Ontario without prejudice to or limitation of any other rights or remedies available under the laws of any jurisdiction where property or assets of Asante or Red Back Mining Pty Ltd may situate.

e. Guarantee

Pursuant to the Purchase Agreement described in 15.9 above between Asante and KG Africa BV (the "**Vendor**") dated 24th April 2022, Red Back Mining Pty Ltd (the "**Guarantor**") and Red Back Mining (Ghana) Limited agreed to guarantee Asante's payment obligations by granting KG Africa B.V. a first priority lien on the pledged securities in accordance with the Pledge Agreement described in 15.10 above. Under this Agreement, the Guarantor unconditionally and irrevocably guarantees to the Vendor the due and punctual payment of the deferred payment obligations arising out of the Purchase Agreement (the "**Guaranteed Obligations**"). If for any reason Asante fails to punctually pay the Guaranteed Obligations, the Guarantor covenants under this Agreement to assume and pay all such Guaranteed Obligations in accordance with the terms of this Agreement. The Guarantee will terminate automatically upon satisfaction of the Guaranteed Obligations.

f. Transition Services Agreement

Asante executed a Transition Services Agreement dated August 10, 2022, and as amended by the Amendment to Transition Services Agreement dated February 10, 2023 (the "**Transition Agreement**"), with Kinross Gold Corporation ("**Kinross**"). The Transition Agreement sets out the terms and conditions upon which Kinross is to provide the transition services outlined in Schedule A (as amended) of the Transition Agreement to Asante and its Affiliates during the agreed transition period. The Transition Agreement commenced on the Closing Date of the Share Purchase and Sale Agreement dated April 24, 2022 (as amended) between KG Africa B.V., Kinross and Asante (the "**SPA**") and ends when all Services provided in Schedule A (as amended) of the Agreement are provided and paid for.

The transition services include Tax Services Assistance, Information Technology, Technical Consulting, and Treasury Services. Asante is required to pay Kinross the fee for each service outlined in Schedule A of the Transition Agreement (payable within thirty (30) days after receipt of the invoice); all costs associated with obtaining consents related to agreements with third-party vendors for the provision of the services; and all applicable taxes. The Transition Agreement includes a mutual indemnification responsibility, however, the liability of Kinross and its Affiliates to Asante, its Affiliates, Chirano, and any third parties is limited to the amounts payable under the agreement.

APPENDIX I: LITIGATION AND CLAIMS TABLE

Litigation

Parties	Summary	Value of Claim	Status
Prince Amegbletor V Asante Gold Chirano LTD (AGCL)	This is an action in negligence against AGCL where the Plaintiff alleges that he suffered a personal injury in the course of his work as an employee because the AGCL failed to provide him with personal protective equipment.	GHS 8,500,000	We understand from AGCL that the Defendant filed an Application to Strike Out the case for Want of Prosecution. We understand from AGCL that the matter has now been adjourned to 24th October, 2024 for Ruling on the Application to Strike Out for Want of Prosecution.

Claims

Parties	Summary	Value of Claim	Status
Emmanuel Dadzie And Asante Gold Chirano LTD	The Claimant's employment was terminated on 31st December, 2022. He is seeking an enhanced accrued annual bonus, as well as compensation for leaving his employment in South Africa for AGCL.	Not specified	We understand from the Company that it is currently engaging with Claimant with the view to settling the matter.
Electricity Company of Ghana Ltd And	The Electricity Company of Ghana Ltd made a demand for the payment of outstanding electricity bills in the amount of fifty-five	GHS 55,812,100.13	We understand from AGCL that management had a meeting with ECG on 22nd March, 2023 to discuss a payment plan. A response was sent to ECG on 23rd

Asante Gold Chirano LTD	million, eight hundred and twelve thousand, hundred Ghana Cedis, thirteen pesewas (GHS 55,812,100.13).		March 2023 informing them of a payment of GH¢ 6,000,000.00 and that commencing end of May, 2023, monthly payments of GH¢12,000,000.00 will be made to cover monthly consumption and clear up part of the outstanding debt.
Caldor Africa Ltd And Asante Gold Chirano LTD	Caldor Africa Ltd ("Caldor") made a demand to AGCL in respect of an outstanding debt of one million, one hundred thousand United States Dollars (USD 1,100,000) for the supply of metal balls.	USD 1,100,000	We understand from AGCL that an amount of USD 248,499.00 has been paid, leaving an outstanding balance of USD 851,501.00.
Sandvik Mining and Construction (Gh) Limited And Asante Gold Chirano LTD	Sandvik Mining and Construction (Gh) Limited ("**Sandvik**") made a demand to CGM in respect of an outstanding debt of five million, five hundred and seventeen thousand, five hundred and seventy-five United States Dollars, and forty-six Cents (USD 5,517,575.46).	USD 5,517,575.46	We understand from AGCL that they are currently engaging Sandvik in respect of a payment plan.
Minerals Income Investment Fund ("**MIIF**") And Asante Gold Chirano LTD	MIIF made a demand to AGCL in respect of outstanding royalties.	GHS 114,585,925.55	We understand from AGCL that they have made payments towards the outstanding debt which currently amounts to one hundred and fourteen million, five hundred and eighty-five thousand, nine hundred and twenty-five Ghana Cedis and

			fifty-five Ghana Pesewas (GHS 114,585,925.55)
Harlequin International Ghana and Asante Gold Bibiani LTD (AGBL)	AGBL received a demand notice for an outstanding debt in respect of refurbishment of the Gold Processing Plant.	USD 7,562,256.63	We understand from AGBL an amount of USD 2,000,000 has been paid and talks are underway for a waiver of interest and a payment plan for the remainder.
FLSmith Inc and Asante Gold Bibiani Ltd	AGBL received a termination letter due to an outstanding payment for services provided	USD 3,938, 234.51	We understand from AGBL that they are taking steps to resolve the matter internally.
Drill Masters Africa Limited And Asante Gold Bibiani LTD	AGBL received a demand for an outstanding payment for services rendered	USD 587,939.43	We understand from AGBL that they are taking steps to resolve the matter internally.

ISSUER

Asante Gold Corporation
17 Jungle Avenue
East Legon, Accra, Ghana

JOINT LEAD ARRANGERS & CO-SPONSORING BROKERS

IC Securities (Ghana) LTD
2 Johnson Sirleaf Rd, North Ridge
Accra, Ghana

Temple Investments LTD
F305/6 Adebeto Close, Labone
Accra, Ghana

BOND TRUSTEE, ESCROW ACCOUNT BANK, DSR ACCOUNT BANK & PAYING BANK

Fidelity Bank Ghana LTD
Ridge Towers
Accra, Ghana

REGISTRAR, TRANSFER AGENT AND CALCULATION AGENT

Central Securities Depository (GH) LTD
4th Floor Cedi House
Accra, Ghana

LEGAL ADVISERS

JLD&MB Legal Consultancy
23 Nortei Ababio Street,
Airport Residential Area,
Accra, Ghana

REPORTING ACCOUNTANTS

KPMG
Marlin House, 13 Yiyiwa Drive,
Abelempke, Accra, Ghana

asante
GOLD CORPORATION