



ASANTE GOLD CORPORATION

Condensed Interim Consolidated Financial Statements

For the three months ended April 30, 2024 and 2023

(Unaudited - Expressed in thousands of United States dollars)

Asante Gold Corporation
Condensed Interim Consolidated Statements of Financial Position
(Unaudited - Expressed in thousands of United States dollars)

	Note	April 30, 2024	January 31, 2024 (Restated - Note 2(d))	February 1, 2023 (Restated - Note 2(d))
		\$	\$	\$
ASSETS				
Current				
Cash		13,179	1,553	2,106
Accounts receivable	5	18,085	7,027	10,503
Inventories	6	67,370	53,805	62,571
Current portion of prepaid expenses	7	16,521	16,038	9,000
Marketable securities	8	1,507	2,429	4,654
Current portion of contract asset	17	500	500	-
Current portion of restricted funds	14(b)	14,714	14,407	23,854
		131,876	95,759	112,688
Prepaid expenses	7	11,288	5,544	4,142
Contract asset	17	250	375	-
Loans receivable		263	271	271
Restricted funds	14(b)	3,608	7,216	-
Reclamation bonds	9	8,229	8,229	8,229
Property, plant and equipment	10	282,093	286,994	300,317
Mineral properties	11	246,288	258,870	297,629
Exploration and evaluation assets	12	20,643	20,208	9,031
Total assets		704,538	683,466	732,307
LIABILITIES				
Current				
Trade and other payables	13	308,155	304,690	245,243
Current portion of loans payable	14, 21	40,567	43,848	35,199
Current portion of deferred payments	15	140,561	137,094	96,731
Current portion of rehabilitation provision	16	219	248	255
Deferred revenue	17	59,174	21,428	50,000
Other current liabilities	18	15,286	13,211	106,078
		563,962	520,519	533,506
Loans payable	14	2,886	5,773	-
Deferred payments	15	-	-	35,840
Rehabilitation provision	16	69,735	68,822	63,856
Deferred tax liabilities		40,454	45,824	-
Total liabilities		677,037	640,938	633,202
SHAREHOLDER'S EQUITY				
Share capital	19(b)	230,788	230,753	192,224
Reserve for share-based payments		25,774	24,270	21,839
Reserve for warrants		5,381	5,381	282
Accumulated other comprehensive income		10,958	7,420	6,855
Accumulated deficit		(265,310)	(245,736)	(148,350)
Equity attributable to shareholders of the Company		7,591	22,088	72,850
Non-controlling interest	20	19,910	20,440	26,255
Total shareholders' equity		27,501	42,528	99,105
Total liabilities and shareholders' equity		704,538	683,466	732,307

Nature of operations and going concern (Note 1)
Subsequent events (Note 28)

Approved and authorized for issue on behalf of the Board of Directors:

/s/ "Alex Heath"
Director

/s/ "David Anthony"
Director

The accompanying notes are an integral part of these condensed interim consolidated financial statements.

Asante Gold Corporation**Condensed Interim Consolidated Statements of Loss and Comprehensive Loss**

(Unaudited - Expressed in thousands of United States dollars, except per share amount and number of shares)

	Note	Three months ended April 30, 2024	2023 (Restated - Note 2(d))
		\$	\$
Revenue	22(a)	114,311	97,264
Cost of sales	23(a)	116,283	134,753
Gross loss		(1,972)	(37,489)
Operating expenses			
Management, consulting and professional fees	23(b)	3,550	2,327
Selling, general and administrative	23(c)	3,211	3,445
Operating loss		(8,733)	(43,261)
Finance charges	14-16	(7,177)	(7,565)
Loss on financial instruments and other expenses, net	23(d)	(9,564)	(2,460)
Net loss before income tax		(25,474)	(53,286)
Income tax recovery (expense)		5,370	(1,141)
Net loss		(20,104)	(54,427)
Other comprehensive income			
Gain on translation to presentation currency		3,538	3,671
Total comprehensive loss		(16,566)	(50,756)
Net loss attributed to:			
Shareholders of the Company		(19,574)	(50,300)
Non-controlling interest		(530)	(4,127)
		(20,104)	(54,427)
Total comprehensive loss attributed to:			
Shareholders of the Company		(16,036)	(46,629)
Non-controlling interest		(530)	(4,127)
		(16,566)	(50,756)
Net loss per share:			
Basic and diluted		(0.04)	(0.13)
Weighted average number of common shares:			
Basic and diluted		445,242,208	391,223,731

The accompanying notes are an integral part of these condensed interim consolidated financial statements.

Asante Gold Corporation
Condensed Interim Consolidated Statements of Cash Flows
(Unaudited - Expressed in thousands of United States dollars)

	Three months ended April 30,	
	2024	2023
		(Restated - Note 2(d))
	\$	\$
Operating activities:		
Net loss	(20,104)	(54,427)
Items not affecting cash		
Depreciation and depletion	24,951	27,007
Inventory provision and write-off	13,012	2,945
Finance charges	7,177	7,042
Unrealized foreign exchange loss	3,983	-
Share-based payments	1,518	438
Loss on amendment of deferred payments	-	2,714
Unrealized loss on marketable securities	871	655
Deferred income tax recovery	(5,370)	-
Changes in non-cash working capital items		
Accounts receivable	(11,058)	(4,658)
Inventories	(18,118)	(1,046)
Prepaid expenses	(483)	(1,633)
Contract asset	125	-
Trade and other payables	3,465	29,095
Deferred revenue	37,746	(5,133)
Cash provided by operating activities	37,715	2,999
Investing activities:		
Purchases of property, plant and equipment	(14,445)	(10,312)
Expenditures on mineral properties	(6,072)	(9,996)
Expenditures on exploration and evaluation assets	(423)	(180)
Repayment of deferred payments	-	(5,000)
Cash used in investing activities	(20,940)	(25,488)
Cash flows from financing activities		
Proceeds from private placement financing	-	20,291
Proceeds from options exercised	21	46
Proceeds from warrants exercised	-	7,233
Proceeds from loans payable	-	8,491
Repayment of loans payable	(6,919)	(7,764)
Restricted funds released	1,490	-
Cash (used in) provided by financing activities	(5,408)	28,297
Effect of foreign exchange on cash	259	77
Change in cash	11,626	5,885
Cash, beginning of period	1,553	2,106
Cash, end of period	13,179	7,991
Cash paid during the period for:		
Income tax	-	-
Interest expense	570	840

Supplemental disclosures with respect to cash flows (Note 25)

The accompanying notes are an integral part of these condensed interim consolidated financial statements.

Asante Gold Corporation
Condensed Interim Consolidated Statements of Changes in Shareholders' Equity

(Unaudited - Expressed in thousands of United States dollars, except number of shares)

	Number of shares issued	Share capital	Reserve for share-based payments	Reserve for warrants	Accumulated other comprehensive income	Accumulated deficit	Non- controlling interest	Total shareholders' equity
	#	\$	\$	\$	\$	\$	\$	\$
Balance, January 31, 2023 (Restated - Note 2(d))	378,145,843	192,224	21,839	282	6,855	(148,350)	26,255	99,105
Common shares issued for cash	18,232,000	20,291	-	-	-	-	-	20,291
Options exercised	80,000	80	(34)	-	-	-	-	46
Warrants exercised	38,710,601	7,334	-	(101)	-	-	-	7,233
Warrants issued on amendment of purchase agreement	-	-	-	5,200	-	-	-	5,200
Share-based payments	-	-	438	-	-	-	-	438
Net loss for the period	-	-	-	-	-	(50,300)	(4,127)	(54,427)
Gain on translation to presentation currency	-	-	-	-	3,671	-	-	3,671
Balance, April 30, 2023 (Restated - Note 2(d))	435,168,444	219,929	22,243	5,381	10,526	(198,650)	22,128	81,557
Common shares issued for exploration and evaluation assets	7,000,000	10,265	-	-	-	-	-	10,265
Options exercised	2,897,042	522	(244)	-	-	-	-	278
RSUs exercised	29,500	37	(37)	-	-	-	-	-
Share-based payments	-	-	2,308	-	-	-	-	2,308
Net loss for the period	-	-	-	-	-	(47,086)	(1,688)	(48,774)
Loss on translation to presentation currency	-	-	-	-	(3,106)	-	-	(3,106)
Balance, January 31, 2024 (Restated - Note 2(d))	445,094,986	230,753	24,270	5,381	7,420	(245,736)	20,440	42,528
Options exercised	290,000	35	(14)	-	-	-	-	21
Share-based payments	-	-	1,518	-	-	-	-	1,518
Net loss for the period	-	-	-	-	-	(19,574)	(530)	(20,104)
Gain on translation to presentation currency	-	-	-	-	3,538	-	-	3,538
Balance, April 30, 2024	445,384,986	230,788	25,774	5,381	10,958	(265,310)	19,910	27,501

The accompanying notes are an integral part of these condensed interim consolidated financial statements.

Asante Gold Corporation

Notes to the Condensed Interim Consolidated Financial Statements

For the three months ended April 30, 2024 and 2023

(Unaudited - Expressed in thousands of United States dollars, except where noted)

1. NATURE OF OPERATIONS AND GOING CONCERN

Asante Gold Corporation (the "Company" or "Asante") was incorporated under the Canada Business Corporations Act on May 4, 2011 and has continued as a company under the Business Corporations Act of British Columbia. The address of the Company's corporate office and principal place of business is Suite 615, 800 West Pender Street, Vancouver, British Columbia, Canada, V6C 2V6. The Company is currently listed on the Canadian Securities Exchange ("CSE") under the symbol "ASE" and the Ghana Stock Exchange ("GSE") under the symbol "ASG".

The Company's business activity is the operation of its two gold mines: the Bibiani Gold Mine and the Chirano Gold Mine in the Republic of Ghana ("Ghana") through a holding of 90% interest in its subsidiaries Mensin Gold Bibiani Ltd and Chirano Gold Mines Limited. The Company is also conducting exploration activities on properties assessed to be of merit, with the aim of locating additional mineral resources.

The Company has acquired, or has options to acquire, the mining concessions rights to additional properties in Ghana where it is actively engaged in exploration and evaluation activities.

The Company reports the results of two operating segments: the Bibiani Gold Mine and the Chirano Gold Mine (Note 24).

The Company's resource properties in Ghana are subject to economic and political risk which may include increases in taxes and royalties, renegotiation of contracts, expropriation and currency exchange fluctuations and restrictions. The business of mining and exploring for minerals involves a high degree of risk and there can be no assurance that current production at the Company's mines will result in profitable operations.

Going concern

These unaudited condensed interim consolidated financial statements for the three months ended April 30, 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 the foreseeable future.

As at April 30, 2024, the Company had a working capital deficiency (current assets less current liabilities) of \$432,086 (January 31, 2024 - \$424,760), an accumulated deficit of \$265,310 (January 31, 2024 - \$245,736), and a cash balance of \$13,179 (January 31, 2024 - \$1,553). During the three months ended April 30, 2024, the Company incurred total comprehensive loss of \$16,566 (2023 - \$50,756). These conditions together indicate the existence of a material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern.

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. Refer to Note 26(d) for the contractual obligations of the Company.

During the three months ended April 30, 2024, the Company focused on production at its two mines while attempting to achieve efficiencies and reductions in the cost of production. While the Company's operating cash flows are positive, this is primarily the result of the accumulation of short-term payables and up-front cash received in the form of metal streaming arrangements. To date, the Company has not generated adequate operating cash flow to maintain positive working capital and to cover capital requirements, resulting in delays in the execution of key capital projects, for which the Company is seeking external financing.

During the year ended January 31, 2024, the Company entered into short-term loan agreements with a company controlled by a director in an aggregate of \$24,000 (Note 14(c)), raised proceeds from private placement financing of \$20,291 and had aggregate proceeds from options and warrants exercised of \$7,557. However, there is no assurance that the Company will be able to obtain adequate financing in the future or that such financing will be on terms acceptable to the Company.

During the three months ended April 30, 2024, the Company continued to focus on the execution of its near-term growth plans and financing initiatives, including discussions with potentially interested parties regarding strategic alternatives. The Company has been in commercial discussions with potential financiers and received preliminary term sheets which it is currently evaluating.

1. NATURE OF OPERATIONS AND GOING CONCERN (continued)

As at April 30, 2024, the Company had aggregate undiscounted cash flow requirements for the next twelve months relating to recognized liabilities totalling \$506,048 which is comprised of \$308,155 of trade and other payables, \$41,575 of loans payable (which includes \$21,500 due to a company controlled by a director), as well as \$141,032 of deferred payments and \$15,286 consideration payable due to Kinross (Note 26(d)).

The recoverability of the costs incurred to date on exploration and mineral properties is dependent upon the existence of economically recoverable reserves, the ability of the Company to obtain the necessary financing to complete the exploration, development, and production of these properties as well as upon future profitable production or proceeds from the disposition of the properties. Should the Company be unable to continue as a going concern, the financial position, results of operations, and cash flows reported in these financial statements may be subject to material adjustments. These financial statements do not include any adjustments that might result from the outcome of this uncertainty.

2. BASIS OF PREPARATION

a) Statement of compliance

These financial statements were approved by the Board of Directors and authorized for issue on June 14, 2024.

These financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS Accounting Standards") as issued by the International Accounting Standards Board and interpretations of the International Financial Reporting Interpretations Committee applicable to the preparation of interim financial statements including International Accounting Standard 34 *Interim Financial Reporting*. These financial statements do not include all disclosures required for annual financial statements. Accordingly, they should be read in conjunction with the notes to the Company's audited financial statements for the years ended January 31, 2024 and 2023 (the "Annual Financial Statements").

b) Basis of presentation

These financial statements have been prepared using the historical cost basis, except for certain financial assets and liabilities which are measured at fair value, as specified by IFRS Accounting Standards. These financial statements have been prepared on an accrual basis, except for information presented in the condensed interim consolidated statements of cash flows.

c) Presentation and functional currency

The financial statements are presented in thousands of United States dollars ("USD"). The Company's functional currency is Canadian dollar ("CAD"). An entity's functional currency is the currency of the primary economic environment in which an entity operates and is listed in Note 2(f) for each of the Company's subsidiaries. References to "\$" are to United States dollars, references to "C\$" or "CAD" are to Canadian dollars, references to "GHS" are to Ghanaian cedi.

d) Change in presentation currency

As the Company's revenue and operating expenses are denominated in USD, the Company made the determination that its financial statements should be presented in USD as this provides the most relevant and understandable information for its users. The change also aligns the Company with its industry peers and enhances comparability with other companies in the sector, as many of them also report financial information in USD. During the three months ended April 30, 2024, Asante changed the presentation currency of its financial statements from CAD to USD. The change in the financial statement presentation currency is considered an accounting policy change and has been accounted for retrospectively. The consolidated statements of financial position for each period presented have been translated from the respective consolidated entity's functional currency (if other than USD) to the new USD presentation currency at the rate of exchange prevailing at the respective balance sheet date except for equity items which have been translated at accumulated historical rates from the respective entity's date of incorporation. The statements of income and comprehensive income were translated at the average exchange rates for the reporting period, or at the exchange rate prevailing at the date of transactions. Exchange differences arising in the opening statement of financial position at February 1, 2023 on translation from the respective entity's functional currency to USD have been recognized in other comprehensive income and accumulated as a separate component of equity. In prior reporting periods, the translation of entities that had a USD functional currency into the Company's presentation currency of CAD gave rise to a translation adjustment which was recorded as an adjustment to accumulated other comprehensive income ("AOCI"), a separate component of shareholders' equity.

Asante Gold Corporation
Notes to the Condensed Interim Consolidated Financial Statements
For the three months ended April 30, 2024 and 2023
(Unaudited - Expressed in thousands of United States dollars, except where noted)

2. BASIS OF PREPARATION (continued)

With the retrospective application of the change in presentation currency from CAD to USD, the AOCI related to the translation of USD functional currency entities was eliminated. However, with the retrospective application of the change in presentation currency to USD, the Company's corporate office, which has a CAD functional currency, resulted in an AOCI balance.

Adjustment to previously reported financial information due to change in presentation currency

For comparative purposes, the consolidated statements of financial position as at January 31, 2024 and February 1, 2023 include adjustments to reflect the change in the presentation currency to USD. The exchange rate used to translate the amounts previously reported into USD at January 31, 2024 was 0.7464 USD/CAD, and at February 1, 2023 was 0.7491 USD/CAD. Refer to Note 27(a) for the effects of the translation.

For comparative purposes, the consolidated statements of loss and comprehensive loss for the three months ended April 30, 2023 includes adjustments to reflect the change in the presentation currency to USD. The exchange rate used to translate the amounts previously reported into USD for the three months ended April 30, 2023 was 0.7365 USD/CAD which was the average exchange rate for the period. Refer to Note 27(b) for the effects of the translation.

Functional currency

The functional currencies of the Company and its subsidiaries remained unchanged for periods presented. Refer to Note 2(f) for a complete list of the Company's subsidiaries and their functional currencies, noting that the parent company, Asante Gold Corporation has a functional currency of CAD.

e) Reclassification and change in presentation of comparative figures

Certain items on the statements of loss and comprehensive loss and statements of cash flows of the prior year comparable period have been reclassified for consistency with the current period presentation. These reclassifications had no effect on the reported results of operations.

f) Basis of consolidation

These financial statements include the accounts of the Company and its subsidiaries. All intercompany transactions and balances are eliminated on consolidation. Control exists where the parent entity has power over the investee and is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Subsidiaries are included in the financial statements from the date control commences until the date control ceases.

A summary of the Company's subsidiaries as at April 30, 2024 is as follows:

Name of subsidiaries	Country of incorporation	Functional currency	Percentage ownership
Asante Gold Corporation (GH) Limited	Barbados	USD	100%
ASG Mining Limited	Ghana	USD	100%
Asante Gold (Ghana) Ltd.	Ghana	USD	100%
Mensin Bibiani Pty. Ltd.	Australia	USD	100%
Mensin Gold Bibiani Ltd. ("MGBL") ⁽¹⁾	Ghana	USD	90%
Noble Mining Ghana Limited	Ghana	USD	100%
Drilling and Mining Services Limited	Ghana	USD	100%
Asante Chirano Australia Pty. Ltd.	Australia	USD	100%
Chirano Mines Limited	British Virgin Islands	USD	100%
Chirano Gold Mines Limited ("CGML") ⁽¹⁾	Ghana	USD	90%
Chirano Explorer Limited	British Virgin Islands	USD	100%
Chirano Exploration Limited	Ghana	USD	100%

(1) The Government of Ghana (the "Ghana Government") retains a free carried 10% interest.

Asante Gold Corporation
Notes to the Condensed Interim Consolidated Financial Statements
For the three months ended April 30, 2024 and 2023
(Unaudited - Expressed in thousands of United States dollars, except where noted)

3. MATERIAL ACCOUNTING POLICIES

In the preparation of these financial statements, the Company used the same accounting policies as in the Annual Financial Statements.

Additionally, the Company assessed the impacts of the amendments to IAS 1 *Presentation of Financial Statements*, becoming effective after January 31, 2024, which clarifies that the classification of liabilities as current or non-current depends on the rights existing at the end of the reporting period as opposed to the expectations of exercising the right for settlement of the liability. The amendments had no impact on the Company's financial statements.

4. SIGNIFICANT ACCOUNTING JUDGMENTS AND SOURCES OF ESTIMATION UNCERTAINTY

In the preparation of these financial statements, the Company used the same significant accounting judgments and sources of estimation uncertainty as in the Annual Financial Statements except as follows:

Classification of a prepaid gold forward sales contract as deferred revenue

The Company has an agreement with a financial institution to receive upfront cash in exchange for future delivery of gold (Note 17). As settlement of this contract occurs through the delivery of the Company's own production of gold, a non-financial asset, management concluded that the contract is entered into for the purpose of delivery in accordance with the entity's own sale requirements and therefore is accounted for as an executory contract outside the scope of IFRS 9. In making this determination the Company is required to assess whether it has a past practice of settling the contracts net in cash, either with the counterparty directly or through entering into offsetting contracts, or by taking delivery of the non-financial item and selling it within a short period of time to gain a profit from short-term price fluctuations or a dealer's margin. In some circumstances this assessment requires significant judgment.

During the three months ended April 30, 2024, the Company and the financial institution agreed to settle a portion of the contract through a one-time cash settlement of \$8,630. The cash settlement was necessitated by issues at the refinery site of the financial institution, which temporarily affected its ability to receive gold shipments from the Company. The issues at the refinery were outside of the control of the Company and the financial institution and it is the intention of both parties to accomplish future settlements through the delivery of gold. Management determined that the one-time cash settlement does not represent a past practice that is indicative of future settlements and that the contract continues to be held for the Company's expected physical sales requirements. Management has not made any prospective changes to the accounting for this agreement.

5. ACCOUNTS RECEIVABLE

A summary of the Company's accounts receivable is as follows:

	April 30, 2024	January 31, 2024
	\$	\$
Trade receivables	15,758	4,634
Sales tax receivables	51	71
Advances to employees	2,276	2,322
	18,085	7,027

As at April 30, 2024 and January 31, 2024, management's estimate of lifetime expected credit losses on trade receivables was \$nil and \$nil, respectively. As at April 30, 2024, the Company had one customer that owed the Company \$11,525, which accounts for approximately 73% of total outstanding trade receivables (January 31, 2024 - \$2,827 for 61%).

Advances to employees represent payroll advances made to non-management employees in the normal course of business. The repayments of these amounts are typically deducted from future payroll.

Asante Gold Corporation
Notes to the Condensed Interim Consolidated Financial Statements
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(Unaudited - Expressed in thousands of United States dollars, except where noted)

6. INVENTORIES

A summary of the Company's inventories is as follows:

	April 30, 2024	January 31, 2024
	\$	\$
Gold doré	9,555	9,628
Gold-in-circuit	12,517	8,006
Ore stockpiles	20,164	11,993
Materials and supplies	25,134	24,178
	67,370	53,805

As at April 30, 2024, inventories were presented net of provision of \$13,012 (January 31, 2024 - \$19,583) to adjust them to net realizable value. The inventory provision was recorded in cost of sales. During the three months ended April 30, 2024, inventory expensed to cost of sales was \$103,146 (2023 - \$131,808).

7. PREPAID EXPENSES

A summary of the Company's prepaid expenses is as follows:

	April 30, 2024	January 31, 2024
	\$	\$
Advances on capital projects	11,288	5,544
Prepayments to vendors	13,343	12,532
Prepaid insurance	2,566	2,709
Prepaid management and consulting fees	612	797
	27,809	21,582
Current portion	16,521	16,038
Non-current portion	11,288	5,544

As at April 30, 2024 and January 31, 2024, non-current portion of prepaid expenses represents advances on capital projects that will be realized by the Company after the next twelve months.

8. MARKETABLE SECURITIES

A summary of the Company's marketable securities is as follows:

	\$
Balance, January 31, 2023	4,654
Unrealized loss on investment	(2,188)
Currency translation effect	(37)
Balance, January 31, 2024	2,429
Unrealized loss on investment	(871)
Currency translation effect	(51)
Balance, April 30, 2024	1,507

In October 2021, the Company subscribed for 22,086,121 common shares of Roscan at a price of C\$0.29 per share as a strategic investment. Roscan is a public company listed on the TSX Venture Exchange under the trading symbol "ROS". In March 2022, the Company subscribed for an additional 7,500,000 common shares of Roscan at a price of C\$0.40 per share. During the three months ended April 30, 2024, the Company recorded an unrealized loss on investment of \$871 (2023 - \$655). As at April 30, 2024 and January 31, 2024, the Company's investment in Roscan represented approximately 7.5% ownership.

Asante Gold Corporation**Notes to the Condensed Interim Consolidated Financial Statements****For the three months ended April 30, 2024 and 2023**

(Unaudited - Expressed in thousands of United States dollars, except where noted)

9. RECLAMATION BONDS

Reclamation bonds are security deposits held by the Government of Ghana for the mineral properties. As at April 30, 2024 and January 31, 2024, the Company had reclamation bonds of \$8,229, consisting of \$2,744 from Bibiani Gold Mine and \$5,485 from Chirano Gold Mine.

The Company has irrevocable bank guarantees from Cal Bank Ltd. and Standard Chartered Bank Ghana Limited of \$7,070 and \$21,900, for MGBL and CGML, respectively which are payable to the Environmental Protection Agency (EPA) of Ghana under the following conditions: (i) failure by either of MGBL or CGML to perform their obligations pursuant to Article 23 of LI 1652 – Environmental Assessment Regulations, 1999, which failure causes an aggravation of the environmental conditions of the related site not remedied, (ii) failure by either of MGBL or CGML to comply with site rehabilitation measures imposed/required by EPA or (iii) failure by either MGBL or CGML to pay any penalty/sanction imposed by EPA as a result of the occurrence of (i) or (ii) above.

10. PROPERTY, PLANT AND EQUIPMENT

A summary of the Company's property, plant and equipment is as follows:

	Field tools and equipment	Office furniture and equipment	Vehicles	Mining plant and equipment	Construction in progress	Total
	\$	\$	\$	\$	\$	\$
Cost						
Balance, January 31, 2023	47	1,545	5,469	319,309	4,827	331,197
Additions	-	-	-	19,391	21,005	40,396
Transfer from construction in progress	-	1,336	99	13,755	(15,190)	-
Disposals	-	-	(340)	(478)	-	(818)
Balance, January 31, 2024	47	2,881	5,228	351,977	10,642	370,775
Additions	-	-	-	2,616	9,306	11,922
Transfer from construction in progress	-	-	-	6,058	(6,058)	-
Balance, April 30, 2024	47	2,881	5,228	360,651	13,890	382,697
Accumulated depreciation						
Balance, January 31, 2023	14	274	389	30,203	-	30,880
Depreciation	9	380	1,146	52,184	-	53,719
Disposals	-	-	(340)	(478)	-	(818)
Balance, January 31, 2024	23	654	1,195	81,909	-	83,781
Depreciation	2	125	282	16,414	-	16,823
Balance, April 30, 2024	25	779	1,477	98,323	-	100,604
Carrying amount						
Balance, January 31, 2024	24	2,227	4,033	270,068	10,642	286,994
Balance, April 30, 2024	22	2,102	3,751	262,328	13,890	282,093

As at April 30, 2024, depreciation of \$3,877 was included in inventory (January 31, 2024 - \$2,243) and depreciation of \$12 was included in exploration and evaluation assets (January 31, 2024 - \$48). During the three months ended April 30, 2024, depreciation of \$12,934 was included in cost of sales (2023 - \$12,979).

Asante Gold Corporation**Notes to the Condensed Interim Consolidated Financial Statements****For the three months ended April 30, 2024 and 2023**

(Unaudited - Expressed in thousands of United States dollars, except where noted)

11. MINERAL PROPERTIES

The Company holds a 90% interest in both the Bibiani Gold Mine and the Chirano Gold Mine, located in Ghana's western region, with the Ghana Government retaining a 10% free carried interest in each mining operation.

A summary of the Company's mineral properties is as follows:

	Bibiani	Chirano	Total
	\$	\$	\$
Cost			
Balance, January 31, 2023	163,208	171,296	334,504
Stripping cost additions	14,815	-	14,815
Capitalized underground development	-	17,007	17,007
Change in estimates of rehabilitation provision	1,897	652	2,549
Balance, January 31, 2024	179,920	188,955	368,875
Capitalized underground development	-	4,017	4,017
Balance, April 30, 2024	179,920	192,972	372,892
Accumulated depletion			
Balance, January 31, 2023	19,658	17,217	36,875
Depletion	40,859	32,271	73,130
Balance, January 31, 2024	60,517	49,488	110,005
Depletion	11,439	5,160	16,599
Balance, April 30, 2024	71,956	54,648	126,604
Carrying amount			
Balance, January 31, 2024	119,403	139,467	258,870
Balance, April 30, 2024	107,964	138,324	246,288

As at April 30, 2024, depletion of \$4,582 was included in inventory (January 31, 2024 - \$3,345). During the three months ended April 30, 2024, depletion of \$12,017 was included in cost of sales (2023 - \$14,028).

12. EXPLORATION AND EVALUATION ASSETS

All of the Company's exploration and evaluation assets are located in Ghana and in the event that a mining lease is granted, the Ghana Government retains a 10% free carried interest in the mining lease. All titles to the Company's exploration and evaluation assets remain in good standing.

A summary of the Company's exploration and evaluation assets is as follows:

	Fahiakoba	Betanase	Sraha	Ayiem	Kubi	Total
	\$	\$	\$	\$	\$	\$
Balance, January 31, 2023	3,923	499	1,009	381	3,219	9,031
Acquisition and sustaining fees	-	-	-	-	10,265	10,265
Field expenditures	15	15	15	15	24	84
Geology and geophysics	19	28	4	-	153	204
Other expenditures	57	60	59	59	389	624
Balance, January 31, 2024	4,014	602	1,087	455	14,050	20,208
Acquisition and sustaining fees	-	-	-	-	200	200
Field expenditures	3	3	3	3	9	21
Geology and geophysics	-	1	1	-	34	36
Other expenditures	14	14	14	14	122	178
Balance, April 30, 2024	4,031	620	1,105	472	14,415	20,643

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13. TRADE AND OTHER PAYABLES

A summary of the Company's trade and other payables is as follows:

	April 30, 2024	January 31, 2024
	\$	\$
Trade payables	147,908	152,961
Accrued liabilities	129,986	136,412
Tax liabilities	26,671	11,541
Due to related parties (Note 21)	3,590	3,776
	308,155	304,690

As at April 30, 2024, tax liabilities are comprised of withholding tax obligations of \$22,990 (January 31, 2024 - \$8,332), payroll tax liabilities of \$2,142 (January 31, 2024 - \$1,629), and accrued income taxes payable of \$1,539 (January 31, 2024 - \$1,580).

14. LOANS PAYABLE

A summary of the Company's loans payable is as follows:

	Asante loan	MGBL bank loans	MGBL related party loans	MGBL revolving credit	CGML revolving credit	Total
	\$	\$	\$	\$	\$	\$
Balance, January 31, 2023	-	27,791	-	-	7,408	35,199
Advances	2,000	5,000	24,000	32,075	-	63,075
Interest expense	-	2,307	-	800	749	3,856
Repayments	(2,000)	(16,817)	-	(32,875)	(817)	(52,509)
Balance, January 31, 2024	-	18,281	24,000	-	7,340	49,621
Interest expense	-	570	-	-	181	751
Repayments	-	(4,419)	(2,500)	-	-	(6,919)
Balance, April 30, 2024	-	14,432	21,500	-	7,521	43,453
Current portion	-	11,546	21,500	-	7,521	40,567
Non-current portion	-	2,886	-	-	-	2,886

Interest expense from loans payable is included in finance charges. During the three months ended April 30, 2024, total interest expense from loans payable was \$751 (2023 - \$1,851).

a) Asante loan

On July 18, 2023, the Company entered into a loan agreement with a former director of the Company for an amount of \$2,000. The loan was non-interest bearing and was due on demand. During the year ended January 31, 2024, the Company fully repaid the loan.

b) MGBL bank loans

As a result of terminating a foreign exchange swap agreement during the year ended January 31, 2023, on November 25, 2022, the Company, through its subsidiary MGBL, entered into a short-term bank loan with a local bank for a principal amount of \$28,615 at an interest rate of 9.5% per annum, maturing after twelve months and requiring monthly payments of principal and interest. The borrowing is secured by cash collateral of \$29,294 (GHS 316.21 million). The cash collateral is incrementally released as the Company makes repayments on the loan to the extent that the remaining cash collateral covers at minimum 125% of the loan balance at any time. In addition to the cash pledged as collateral, the loan is secured by the assignment of export proceeds from offtake gold sales of MGBL, debentures over MGBL's property, plant and equipment covering 120% of the loan amount, and a personal guarantee from a director of the Company. On December 30, 2022 and May 5, 2023, additional amounts of \$2,100 and \$5,000, respectively, were borrowed on the same debt facility with an interest rate of 11% per annum, maturing on November 29, 2023 and requiring monthly repayment of principal and interest.

Asante Gold Corporation

Notes to the Condensed Interim Consolidated Financial Statements

For the three months ended April 30, 2024 and 2023

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14. LOANS PAYABLE (continued)

On July 7, 2023, through a refinancing agreement with the same bank that issued the short-term loans, the Company transferred the outstanding balance of the short-term bank loans of \$23,092 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. There was no significant profit or loss resulting from the transfer.

As at April 30, 2024, the MGBL bank loan had principal owing of \$14,432 and accrued interest of \$nil. During the three months ended April 30, 2024, the Company had interest expense of \$570 on bank loans (2023 - \$1,671) as well as made principal payments of \$3,849 (2023 - \$6,924) and interest payments of \$570 (2023 - \$840).

During the three months ended April 30, 2024, a total of \$1,490 (GHS 19.36 million) in cash collateral was released. As at April 30, 2024, the remaining cash held as collateral was \$18,322 (GHS 238.13 million) (January 31, 2024 - \$21,623 (GHS 257.49 million)) and is presented as restricted funds on the statement of financial position.

c) MGBL related party loans

On October 31, 2023, the Company, through its subsidiary MGBL, 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 \$20,000 with no interest and was repayable on January 31, 2024. On November 27, 2023, the Company borrowed an additional amount of \$4,000 under the same terms. 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. During the three months ended April 30, 2024, the Company repaid \$2,500.

d) MGBL revolving credit

On January 27, 2023, 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 could borrow up to \$8,500. The facility had an interest rate of 11% per annum and expired on November 29, 2023. The Company has not renewed the facility.

e) CGML revolving credit

On December 28, 2022, the Company, through its subsidiary CGML, entered into a revolving credit facility agreement in which the Company may borrow up to \$8,000. 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 April 30, 2024, the single obligor limit was \$8,040 (GHS 99.00 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 expired on December 31, 2023. The facility requires repayment of each drawdown plus interest to be made 30 days from the date of drawdown. On April 23, 2024, the Company entered into an amended agreement which extended the facility's expiry date to May 17, 2025.

As at April 30, 2024, CGML revolving credit included principal amount of \$7,340 that was drawn against the facility and \$181 accrued interest expense. During the three months ended April 30, 2024, interest expense on the CGML revolving credit facility was \$181 (2023 - \$180).

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15. DEFERRED PAYMENTS

A summary of the Company's deferred payments is as follows:

	Resolute	Kinross	Total
	\$	\$	\$
Balance, January 31, 2023	3,365	129,206	132,571
Gain on amendment of deferred payments	-	(1,854)	(1,854)
Interest expense	111	8,630	8,741
Accretion expense	-	6,112	6,112
Repayment of deferred payments	(3,476)	(5,000)	(8,476)
Balance, January 31, 2024	-	137,094	137,094
Interest expense	-	3,115	3,115
Accretion expense	-	352	352
Balance, April 30, 2024	-	140,561	140,561

During the three months ended April 30, 2024, total interest expense from deferred payments was \$3,115 (2023 - \$1,020) and was included in finance charges. During the three months ended April 30, 2024, total accretion on deferred payments was \$352 (2023 - \$3,452) and was included in finance charges.

a) Resolute

During the year ended January 31, 2024, the Company fully repaid the Resolute deferred payment associated with the acquisition of Mensin Bibiani Pty. Ltd and its subsidiary MGBL (collectively "Mensin").

b) Kinross

In August 2022, pursuant to the acquisition of Asante Chirano Australia Pty. Ltd. and its subsidiaries including CGML (collectively "Red Back"), the Company recognized \$126,720 being the present value of deferred consideration payable to Kinross. On February 13, 2023, the Company entered into an amended purchase agreement with Kinross to amend the payment schedule as follows: \$10,000 payable on February 17, 2023 (of which \$5,000 was paid during the year ended January 31, 2024), \$10,000 payable on March 31, 2023 (not paid), \$10,000 payable on April 30, 2023 (not paid), and \$30,484 payable on May 31, 2023 (not paid), \$36,900 payable on August 10, 2023 (not paid) and \$36,900 payable on August 10, 2024. As a result of this change in timing of cash flow, the Company recorded a gain from modification of deferred payments of \$1,854. As part of the amendment, the deferred consideration accrues interest (calculated daily and compounded semi-annually) from February 10, 2023 to the date of payment in full of such amount plus all accrued interest. The interest is determined to be interest rate quoted by Bank of Nova Scotia for USD commercial loans plus the following margin: 3% for period from February 10, 2023 to March 31, 2023; 4% for period from April 1, 2023 to April 30, 2023; and 5% for period from May 1, 2023. As partial consideration for amending the purchase agreement, the Company agreed to issue 5,000,000 common share purchase warrants to Kinross, each of which entitles the holder to acquire one common share at an exercise price of C\$2.25 within 36 months after issuance. These warrants were issued to Kinross on February 17, 2023 and were valued at \$1.04 (C\$1.40) per warrant. As a result of the warrant issuance, the Company recorded a loss of \$5,200 (C\$7,012), resulting in the net loss on amendment of deferred payments of \$3,346. The deferred payments due to Kinross are secured by the net assets of Red Back.

Asante Gold Corporation**Notes to the Condensed Interim Consolidated Financial Statements****For the three months ended April 30, 2024 and 2023**

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16. REHABILITATION PROVISION

A summary of the Company's rehabilitation provision is as follows:

	Bibiani Gold Mine	Chirano Gold Mine	Total
	\$	\$	\$
Balance, January 31, 2023	15,812	48,299	64,111
Accretion expense	593	1,817	2,410
Change in estimates of economic assumptions	(1,414)	(3,348)	(4,762)
Change in estimates of cash flows	3,311	4,000	7,311
Balance, January 31, 2024	18,302	50,768	69,070
Accretion expense	233	651	884
Balance, April 30, 2024	18,535	51,419	69,954
Current portion	-	219	219
Non-current portion	18,535	51,200	69,735

The rehabilitation provision for Bibiani Gold Mine as at April 30, 2024 and January 31, 2024 was estimated using an annual inflation rate of 2.05% and a discount rate of 3.99%, with undiscounted cash flows of \$21,890 and the majority of cash flow expenditures projected between 2032 and 2034.

The rehabilitation provision for Chirano Gold Mine as at April 30, 2024 and January 31, 2024 was estimated using an annual inflation rate of 2.05% and a discount rate of 3.99%, with undiscounted cash flows of \$56,997 and the majority of cash flow expenditures projected between 2029 and 2030.

During the three months ended April 30, 2024, accretion from rehabilitation provision was \$884 (2023 - \$719) and was included in finance charges.

17. DEFERRED REVENUE

A summary of the Company's deferred revenue is as follows:

	\$
Balance, January 31, 2023	50,000
Proceeds from contracts	45,153
Revenue recognized upon delivery of gold	(73,725)
Balance, January 31, 2024	21,428
Proceeds from contracts	50,118
Revenue recognized upon delivery of gold	(3,742)
Cash settlement	(8,630)
Balance, April 30, 2024	59,174

In July 2022, the Company, through its subsidiary MGBL, entered into a prepaid gold forward sales contract with the Bank of Ghana, wherein the Company received an upfront cash payment of \$100,000 in GHS and would settle this amount through the delivery of refined gold from its own mines. The upfront cash received was accounted for as deferred revenue. Revenue is recognized when gold is delivered. Deliveries of gold, each worth \$26,882 at the spot rate, are due at three, six, nine, and twelve months after the agreement date. During the year ended January 31, 2024, the Company delivered 27,691 ounces of gold, recognizing revenue of \$50,000, and fully settled the agreement. During the year ended January 31, 2024, the Company delivered additional 529 ounces of gold to Bank of Ghana as interest charges on late settlement and recorded this as finance charges of \$1,034.

17. DEFERRED REVENUE (continued)

In September 2023, the Company, through its subsidiary MGBL, entered into a prepaid gold forward sales contract with another financial institution wherein the Company received an upfront cash payment of \$40,000 and will settle through the delivery of refined gold from its own mines. The agreement requires the Company 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 \$40,000. The upfront cash received in exchange for future delivery of gold has been accounted for as deferred revenue, as the agreement is satisfied through the delivery of a non-financial asset rather than through cash or other financial assets. All cash received, and to be received, under the arrangement is denominated in GHS. In connection with this arrangement, the Company incurred a commission fee of \$1,000 which was recorded as a contract asset and will be amortized over the 24-month term. During the three months ended April 30, 2024, the Company received additional advances of \$34,847 and settled \$8,630 through cash payment. The cash settlement was necessitated by one-off issues at the refinery site of the financial institution, which temporarily affected the ability to receive the gold shipment from the Company and does not alter the fundamental nature of the arrangement.

During the year ended January 31, 2024, the Company received deposits of \$5,153 related to a contract for the treatment of fine and contaminated material containing gold. Under the arrangement, the customer extracts gold from the material and the Company is paid for the gold net of refinery costs. The deposits represent advance payments from the customer that occur when the material is delivered to the customer and revenue is recognized when the material is refined into gold. During the three months ended April 30, 2024, the Company received additional deposits of \$3,671 from the customer and earned \$4,118 of revenue from the extraction of 2,091 ounces of gold.

As at April 30, 2024, deferred revenue also contains \$11,600 related to a short-term prepayment of 5,000 ounces of gold from one of the Company's major customers.

18. OTHER CURRENT LIABILITIES

a) Tax liabilities arising from acquisitions

As a result of the acquisitions of Mensin in August 2021 and Red Back in August 2022, the Company recognized estimated provisions for tax liabilities of \$17,700 and \$84,114, respectively, potentially owing to the Ghana Revenue Authority. Tax assessments conducted by the Ghana Revenue Authority concluded that the provisions were not applicable and the provisions totaling \$101,814 were derecognized during the year ended January 31, 2024. The tax assessments covered the total tax liabilities of MGBL for the tax years from 2018 to 2023 and of CGML for the tax years from 2020 to 2022.

The tax assessment for MGBL also determined an additional value-added tax credit of \$11,883 which could be used to offset against outstanding tax liabilities and levies owed to the Ghana Revenue Authority. As a result, the Company recognized a gain on tax settlement of \$11,883 for the year ended January 31, 2024.

b) Consideration payable

Consideration payable was initially recorded as contingent consideration from the acquisition of Red Back and was initially recorded at fair value of \$3,750 at the acquisition date. This contingent consideration represented the cash of Red Back that was on-hand as at December 31, 2021, adjusted for activities until the acquisition date. The consideration payable was contingent upon the resolution of a Ghana Revenue Authority inquiry into Red Back's historical tax liabilities for the period from 2012 to 2019, and the consideration was subject to reduction by 50% of any settlement amount reached with the Ghana Revenue Authority up to \$25,000.

On November 27, 2023, the Company agreed to settle all tax liabilities, including customs duties and excise taxes, with the Ghana Revenue Authority for \$6,000. As a result, the contingent consideration payable was remeasured to \$13,211, resulting in a fair value change of \$9,461, which was recorded as change in fair value of contingent consideration for the year ended January 31, 2024. The settlement amount of \$6,000 with the Ghana Revenue Authority was recognized as a loss on tax settlement for the year ended January 31, 2024.

The consideration payable bears interest at a rate equal to the interest rate quoted by Bank of Nova Scotia for USD commercial loans plus 5%. During the three months ended April 30, 2024, interest expense from consideration payable was \$2,075.

As at April 30, 2024 and January 31, 2024, other current liabilities consisted solely of consideration payable and its accrued interest.

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19. SHARE CAPITAL AND RESERVES

a) Authorized share capital

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

b) Issued share capital

During the three months ended April 30, 2024, the Company had the following transactions:

- The Company issued 290,000 common shares upon the exercise of 290,000 options for proceeds of \$21 (C\$29). As a result, \$14 recorded in the reserve for share-based payments was reclassified to share capital.

During the year ended January 31, 2024, the Company had the following transactions:

- On April 6, 2023, the Company closed a non-brokered private placement in which the Company issued 18,232,000 units for gross proceeds of \$20,291 (C\$27,348). Each unit consists of one common share and one share purchase warrant. All proceeds were allocated to share capital as there was no residual fair value to allocate to the reserve for warrants.
- On June 5, 2023, following receipt of Ghana Government approval, the Company issued 7,000,000 common shares with fair value of \$10,265 (C\$13,790) to Goknet Mining Company Limited pursuant to an agreement to close the acquisition of the Kubi Mining Leases.
- The Company issued 2,977,042 common shares upon the exercise of 3,255,000 options for proceeds of \$324 (C\$435). As a result, \$278 recorded in the reserve for share-based payments was reclassified to share capital. Of the total options exercised, 320,000 options were exercised on a cashless basis, leading to the issuance of 42,042 common shares. The remaining 277,958 common shares were withheld to cover the exercise price and withholding tax obligations.
- The Company issued 38,710,601 common shares upon the exercise of 38,710,601 warrants for proceeds of \$7,233 (C\$9,678). As a result, \$101 recorded in the reserve for warrants was reclassified to share capital.
- The Company issued 29,500 common shares upon exercise of 29,500 RSUs. As a result, \$37 recorded in the reserve for share-based payments was reclassified to share capital.

c) Stock options

The Company has an omnibus equity incentive plan (“the Plan”) under which non-transferable options, deferred share units (“DSUs”), and restricted share units (“RSUs”) may be granted to directors, officers, employees or service providers of the Company. Under the plan, the maximum number of shares which may be reserved for issuance is 10% of the number of issued and outstanding common shares.

A summary the Company's stock options activity is as follows:

	Number of options	Weighted average exercise price
	#	C\$
Balance, January 31, 2023	20,544,340	1.09
Granted	450,000	1.35
Exercised	(3,255,000)	0.28
Forfeited	(80,000)	1.50
Expired	(266,500)	1.75
Balance, January 31, 2024	17,392,840	1.24
Exercised	(290,000)	0.10
Expired	(1,000,000)	1.75
Balance, April 30, 2024	16,102,840	1.23
Exercisable, April 30, 2024	15,496,840	1.22

On October 11, 2023, the Company granted 450,000 options to the Chief Financial Officer of the Company. The options have an exercise price of C\$1.35, an expiry date of October 11, 2028, and vest as follows: one-third immediately on grant date, one-third on each of the six and twelve-month anniversaries. The fair value of the options was \$0.89 (C\$1.22) per option and was valued using Black-Scholes option pricing model with the following inputs: share price of C\$1.35, expected life of 5 years, risk-free interest rate of 4.22%, expected volatility of 143.00%, and an expected annual dividend yield of 0.00%.

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19. SHARE CAPITAL AND RESERVES (continued)

During the three months ended April 30, 2024, the weighted average share price on the date of option exercise was \$0.88 (C\$1.20) (2023 - \$1.22 (C\$1.64)). During the three months ended April 30, 2024, the Company recognized \$85 (C\$116) (2023 - \$303 (C\$410)) in share-based payments related to the fair value of stock options vested.

A summary of the Company's stock options outstanding as at April 30, 2024 is as follows:

Grant date	Expiry date	Number of options	Exercise price	Remaining life
		#	C\$	Years
August 28, 2019	August 27, 2024	50,000	0.10	0.33
July 6, 2020	July 5, 2025	220,000	0.10	1.18
December 21, 2020	December 20, 2025	350,000	0.12	1.64
March 4, 2021	March 3, 2026	350,000	0.15	1.84
August 9, 2021	August 8, 2026	6,370,000	0.75	2.27
February 17, 2022	February 17, 2027	5,672,840	1.75	2.80
March 7, 2022	March 7, 2027	500,000	1.75	2.85
March 21, 2022	March 21, 2027	1,000,000	1.75	2.89
August 31, 2022	August 31, 2027	1,140,000	1.50	3.34
October 11, 2023	October 11, 2028	450,000	1.35	4.45
		16,102,840	1.23	2.61

d) Restricted share units

A summary of the Company's RSU activity is as follows:

	Number of RSUs
	#
Balance, January 31, 2023	1,515,760
Granted	4,900,000
Exercised	(29,500)
Forfeited	(59,000)
Balance, April 30, 2024 and January 31, 2024	6,327,260
Exercisable, April 30, 2024	1,127,707

On October 11, 2023, the Company granted 4,900,000 RSUs to certain directors and officers of the Company. The granted RSUs may be exchanged into common shares at the option of the holder from the date they vest until the settlement date of October 11, 2028. If the RSUs are not exchanged by the settlement date, they will be settled by the Company into common shares of the Company, or a lump sum cash payment, or a combination of both, subject to the discretion of the Company. Of the granted RSUs, 4,750,000 RSUs vest as follows: one third on the first anniversary, one third on the second anniversary, and one third on the third anniversary. The remaining 150,000 RSUs vest as follows: one third on the grant date, and one third every six months thereafter. The RSUs have been accounted for as equity-settled share-based payments. The fair value of each RSU was determined to be the Company's share price on grant date, resulting in a total fair value of \$4,871 (C\$6,413) that will be recognized in share-based compensation according to the vesting terms of the RSUs.

During the three months ended April 30, 2024, the Company recognized \$822 (C\$1,116) (2023 - \$135 (C\$184)) in share-based payments as a result of vesting of RSUs.

e) Deferred share units

A summary of the Company's DSU activity is as follows:

	Number of DSUs
	#
Balance, January 31, 2023	4,285,900
Granted	2,500,000
Balance, April 30, 2024 and January 31, 2024	6,785,900

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19. SHARE CAPITAL AND RESERVES (continued)

On October 11, 2023, the Company granted 2,500,000 DSUs to certain directors of the Company. These DSUs will vest on October 11, 2024. The fair value of each DSU was determined to be the Company's share price on grant date, resulting in total fair value of \$2,485 (C\$3,375) which will be recognized as share-based payments on a straight-line basis over the vesting period.

During the three months ended April 30, 2024, the Company expensed a total of \$611 (C\$830) (2023 - \$nil) as share-based payments for the value of DSUs vested.

f) Share purchase warrants

A summary of the Company's share purchase warrants activity is as follows:

	Number of warrants	Weighted average exercise price
	#	C\$
Balance, January 31, 2023	38,710,601	0.25
Issued	23,232,000	1.86
Exercised	(38,710,601)	0.25
Balance, January 31, 2024	23,232,000	1.86
Expired	(18,232,000)	1.75
Balance, April 30, 2024	5,000,000	2.25

On April 6, 2023, as part of a non-brokered private placement, the Company issued 18,232,000 share purchase warrants. Each share purchase warrant entitles the holder to acquire one common share of the Company at an exercise price of C\$1.75 until April 6, 2024. These warrants expired unexercised on April 6, 2024.

On February 17, 2023, the Company issued 5,000,000 share purchase warrants to Kinross pursuant to the amended purchase agreement regarding the acquisition of Red Back (Note 15(b)). Each common share purchase warrant is exercisable into one common share of the Company at an exercise price of C\$2.25 until February 17, 2026. The fair value of these warrants was determined using Black-Sholes option pricing model with the following inputs: share price of C\$1.77, expected life of 3 years, risk-free interest rate of 3.57%, expected volatility of 149.85%, and an expected annual dividend yield of 0.00%.

During the three months ended April 30, 2024, there were no share purchase warrant exercises. During the three months ended April 30, 2023, 38,710,601 share purchase warrants were exercised into common shares of the Company with a weighted average share price on the date of share purchase warrant exercise of \$1.17 (C\$1.57).

A summary of the Company's outstanding share purchase warrants as at April 30, 2024, is as follows:

Date of expiry	Number of warrants	Weighted average exercise price	Weighted average remaining life
	#	C\$	Years
February 17, 2026	5,000,000	2.25	1.80

20. NON-CONTROLLING INTEREST

In August 2021, following the acquisition of Mensin, the Company holds a 90% interest in MGBL with the Ghana Government retaining 10% free carried interest. In August 2022, following the acquisition of Red Back, the Company holds a 90% interest in CGML with the Ghana Government retaining 10% free carried interest.

A summary of the Company's non-controlling interest is as follows:

	MGBL	CGML	Total
Balance, January 31, 2023	5,196	21,059	26,255
Net loss attributed to non-controlling interest	(5,056)	(759)	(5,815)
Balance, January 31, 2024	140	20,300	20,440
Net loss attributed to non-controlling interest	(893)	363	(530)
Balance, April 30, 2024	(753)	20,663	19,910

Asante Gold Corporation**Notes to the Condensed Interim Consolidated Financial Statements****For the three months ended April 30, 2024 and 2023**

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21. 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 corporate officers.

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

	Three months ended April 30,	
	2024	2023
	\$	\$
Management fees paid to key management personnel	509	391
Share-based payments to key management personnel	1,475	224
Management and consulting fees paid to related entities	238	203
Professional fees paid to related entities	98	106
	2,320	924

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 April 30, 2024, trade and other payables includes amounts due to related parties of \$3,590 (January 31, 2024 - \$3,776) pertaining to compensation to key management personnel, management and consulting fees as well as professional fees. These amounts are unsecured, non-interest bearing and due on demand.

As at April 30, 2024, there were 10,344,800 options, 5,141,600 RSUs, and 6,357,300 DSUs outstanding that had been granted to related parties as share-based payments.

As at April 30, 2024, loans payable contains \$21,500 (January 31, 2024 - \$24,000) due to a company controlled by a director of Asante (Note 14(c)).

22. REVENUE FROM CONTRACTS WITH CUSTOMERS**a) Disaggregated revenue information**

A summary of revenue for the three months ended April 30, 2024 and 2023 is as follows:

	Three months ended April 30,	
	2024	2023
	\$	\$
Gold doré	113,974	96,986
Silver	337	278
	114,311	97,264

b) Contract balances

The Company's contract asset as at April 30, 2024 was \$750 (January 31, 2024 - \$875) and solely represents the commission fees related to the second metal streaming arrangement entered into in September 2023 (Note 17).

The Company's contract liabilities as at April 30, 2024 were \$59,174 (January 31, 2024 - \$21,428) and relate to deferred revenue (Note 17).

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23. COST OF SALES, OPERATING EXPENSES, AND OTHER EXPENSES, NET**a) Cost of sales**

A summary of the Company's cost of sales is as follows:

	Three months ended April 30,	
	2024	2023
	\$	\$
Production costs	81,097	97,354
Salaries and wages	10,110	10,392
Depreciation and depletion	24,951	27,007
Cost of obtaining contracts	125	-
	116,283	134,753

b) Management, consulting, and professional fees

A summary of the Company's management, consulting, and professional fees is as follows:

		Three months ended April 30,	
	Note	2024	2023
		\$	\$
Management and consulting fees	21	2,786	1,484
Professional fees	21	764	843
		3,550	2,327

c) Selling, general and administrative

A summary of the Company's selling, general and administrative expenses is as follows:

	Three months ended April 30,	
	2024	2023
	\$	\$
Advertising, trade shows and promotions	279	248
Facilities expense	334	253
Insurance expense	705	799
Information technology expense	307	164
Office supplies and other expenses	955	1,396
Shareholder communications	66	62
Travel expenses	565	523
	3,211	3,445

d) Loss on financial instruments and other expenses, net

A summary of the Company's loss on financial instruments and other expenses, net is as follows:

		Three months ended April 30,	
	Note	2024	2023
		\$	\$
Foreign exchange gain (loss)		(7,175)	1,347
Loss on amendment of deferred payments	15	-	(2,714)
Share-based payments	21	(1,518)	(438)
Unrealized loss on marketable securities	8	(871)	(655)
		(9,564)	(2,460)

Asante Gold Corporation

Notes to the Condensed Interim Consolidated Financial Statements

For the three months ended April 30, 2024 and 2023

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24. SEGMENT INFORMATION

The Chief Operating Decision Maker (“CODM”) of the Company has been identified as the Chief Executive Officer, who makes strategic decisions and allocates resources across operating segments. The CODM determines the reportable segments of the Company based on the availability of discrete financial results and the nature of operations relating to each operating segment. The CODM has identified two reportable operating segments being the Bibiani Gold Mine and the Chirano Gold Mine.

A summary of the Company’s segmented financial performance for the three months ended April 30, 2024 is as follows:

	Bibiani	Chirano	Corporate and other reconciling items	Total
	\$	\$	\$	\$
Revenue	41,309	73,002	-	114,311
Cost of sales	46,433	69,850	-	116,283
Gross profit (loss)	(5,124)	3,152	-	(1,972)
Operating expenses	1,378	2,472	2,911	6,761
Operating profit (loss)	(6,502)	680	(2,911)	(8,733)
Finance charges	(803)	(833)	(5,541)	(7,177)
Loss on financial instruments and other expenses, net	(1,629)	(1,587)	(6,348)	(9,564)
Net loss before income tax	(8,934)	(1,740)	(14,800)	(25,474)
Income tax recovery	-	5,370	-	5,370
Net profit (loss)	(8,934)	3,630	(14,800)	(20,104)

A summary of the Company’s segmented financial performance for the three months ended April 30, 2023 is as follows:

	Bibiani	Chirano	Corporate and other reconciling items	Total
	\$	\$	\$	\$
Revenue	36,134	61,130	-	97,264
Cost of sales	63,270	71,483	-	134,753
Gross loss	(27,136)	(10,353)	-	(37,489)
Operating expenses	1,818	1,446	2,508	5,772
Operating loss	(28,954)	(11,799)	(2,508)	(43,261)
Finance charges	(2,369)	(723)	(4,473)	(7,565)
Loss on financial instruments and other income (expenses), net	3,024	694	(6,178)	(2,460)
Net loss before income tax	(28,299)	(11,828)	(13,159)	(53,286)
Income tax expense	-	(1,141)	-	(1,141)
Net loss	(28,299)	(12,969)	(13,159)	(54,427)

A summary of the Company’s segmented financial position as at April 30, 2024 is as follows:

	Bibiani	Chirano	Corporate and other reconciling items	Total
	\$	\$	\$	\$
Assets	336,046	342,710	25,782	704,538
Liabilities	267,048	242,030	167,959	677,037

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24. SEGMENT INFORMATION (continued)

A summary of the Company's segmented financial position as at January 31, 2024 is as follows:

	Bibiani	Chirano	Corporate and other reconciling items	Total
	\$	\$	\$	\$
Assets	321,835	335,544	26,087	683,466
Liabilities	250,224	224,976	165,738	640,938

25. SUPPLEMENTAL CASH FLOW DISCLOSURES

A summary of the Company's non-cash transactions that are excluded from the consolidated statements of cash flows for the three months ended April 30, 2024 and 2023, is as follows:

	2024	2023
	\$	\$
Purchases of property, plant and equipment included in trade and other payables	10,198	13,879
Expenditures on mineral properties included in trade and other payables	3,436	-

26. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

a) Fair value measurement of financial assets and liabilities

Financial instruments measured at fair value are classified into one of three levels in the fair value hierarchy according to the relative reliability of the inputs used to estimate the fair values. The classification of each measurement within this hierarchy is based on the lowest-level significant input used in valuation. The three levels of the fair value hierarchy are:

- Level 1 - Unadjusted quoted prices in active markets for identical assets or liabilities
- Level 2 - Inputs other than quoted prices that are observable for the asset or liability either directly or indirectly
- Level 3 - Inputs that are not based on observable market data

The Company's financial assets and liabilities consist of cash, restricted funds, trade receivables, marketable securities, reclamation bonds, loans receivable, trade and other payables, loans payable and deferred payments.

Except for marketable securities, all financial assets and liabilities of the Company are measured at amortized cost. Marketable securities are measured at fair value through profit or loss and categorized as Level 1 in the fair value hierarchy.

The fair values of cash, restricted funds, trade receivables, trade and other payables approximate their carrying values because of their short-term nature or are subject to insignificant movements in fair value. The fair values of Company's financial liabilities including loans payable and deferred payments were determined using the discounted cash flow method which involves discounting future cash flows at a risk-adjusted discount rate.

During the three months ended April 30, 2024 and 2023, there were no transfers between categories in the fair value hierarchy.

The Company's financial instruments are exposed to certain financial risks. The risk exposures and the impact on the Company's financial instruments are summarized below.

b) Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to fulfill its contractual obligations. The Company's credit risk relates primarily to cash, restricted funds, trade receivables, reclamation bonds, and loans receivable.

Asante Gold Corporation**Notes to the Condensed Interim Consolidated Financial Statements****For the three months ended April 30, 2024 and 2023**

(Unaudited - Expressed in thousands of United States dollars, except where noted)

26. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT (continued)

The Company mitigates credit risk related to cash and restricted funds by transacting exclusively with sound financial institutions. The restricted funds balance represents funds held as collateral for a bank loan obtained from a recognized bank in Ghana, and the Company expects the cash to be released according to the agreed-upon loan repayment terms. For trade receivables, the Company trades with recognized creditworthy third parties and regularly reviews the collectability of its accounts receivable. The Company considers credit risk to be minimal.

c) Interest rate risk

Interest rate risk is the risk that fair value or future cash flows of a financial instrument will fluctuate as a result of changes in market interest rates. As at April 30, 2024, the Company is exposed to interest rate risk primarily through deferred payment and consideration payable with variable interest rates and carrying amounts of \$140,561 and \$15,286, respectively. A change of 100 basis points in interest rate would result in a change of \$405 in finance charges.

d) Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations when they become due. To mitigate this risk, the Company has a planning and budgeting process in place to determine the funds required to support its ongoing operations and capital expenditures. Due to cash constraints, the Company has been unable to meet certain obligations as they have become due (deferred payments, trade and other payables). Amounts due to Kinross of \$97,384 in the form of deferred payments and \$15,286 consideration payable are due on demand and accrue interest at a rate of prime plus 5% per annum. The Company endeavors to ensure that sufficient funds are raised from equity offerings or debt financing to meet its operating requirements, after considering existing cash and expected exercise of stock options and share purchase warrants. There can be no assurances that it will be able to obtain adequate financing in the future or that such financing will be on terms acceptable to the Company (Note 1).

As at April 30, 2024, the Company had cash of \$13,179 (January 31, 2024 - \$1,553) and current portion of restricted funds of \$14,714 (January 31, 2024 - \$14,407) as well as working capital deficiency of \$ 432,086 (January 31, 2024 - \$424,760).

A summary of the Company's contractual undiscounted cash flow requirements as at April 30, 2024 is as follows:

	< 1 year	1 - 3 years	Total
	\$	\$	\$
Trade and other payables	308,155	-	308,155
Loans payable	41,575	2,940	44,515
Deferred payments	141,032	-	141,032
Consideration payable	15,286	-	15,286
	506,048	2,940	508,988

e) Foreign exchange risk

The Company and its subsidiaries are exposed to transactional foreign currency risk to the extent that there is a difference between the currencies in which the transactions are denominated and the respective functional currencies. The Company primarily conducts transactions in CAD and USD, while its subsidiaries primarily transact in USD and GHS. As such, the main sources of foreign exchange risk are the Company's transactions involving USD and the subsidiaries' transactions involving GHS.

Asante Gold Corporation**Notes to the Condensed Interim Consolidated Financial Statements****For the three months ended April 30, 2024 and 2023**

(Unaudited - Expressed in thousands of United States dollars, except where noted)

26. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT (continued)

The table below summarizes the foreign exchange exposure on the financial assets and financial liabilities of the Company and its subsidiaries against their respective functional currencies, expressed in the presentation currency, as at April 30, 2024:

	CAD/USD	USD/GHS
	\$	\$
Financial assets		
Cash	347	7,740
Restricted funds	-	18,322
	347	26,062
Financial liabilities		
Trade and other payables	(7,267)	(42)
Deferred payments	(140,561)	-
	(147,828)	(42)
Net financial (liabilities) assets	(147,481)	26,020

A 10% change in the exchange rate between USD and CAD would change the Company's net loss and comprehensive loss by approximately \$14,748 (January 31, 2024 - \$14,560), and a 10% change in the exchange rate between USD and GHS would change the Company's net loss and comprehensive loss by approximately \$2,602 (January 31, 2024 - \$1,974).

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27. EFFECTS OF CHANGE IN PRESENTATION CURRENCY TO USD

The effects of the presentation currency change from CAD to USD as discussed in Note 2(d) are presented below.

a) Effects on the consolidated statements of financial position as at January 31, 2024 and February 1, 2023

	January 31, 2024 (Restated) \$	January 31, 2024 (Previously reported) C\$	February 1, 2023 (Restated) \$	February 1, 2023 (Previously reported) C\$
ASSETS				
Current				
Cash	1,553	2,080	2,106	2,811
Accounts receivable	7,027	9,414	10,503	14,022
Inventories	53,805	72,082	62,571	83,532
Current portion of prepaid expenses	16,038	21,486	9,000	12,017
Marketable securities	2,429	3,254	4,654	6,213
Current portion of contract asset	500	670	-	-
Current portion of restricted funds	14,407	19,301	23,854	31,845
	95,759	128,287	112,688	150,440
Prepaid expenses	5,544	7,427	4,142	5,529
Contract asset	375	502	-	-
Loans receivable	271	363	271	362
Restricted funds	7,216	9,668	-	-
Reclamation bonds	8,229	11,024	8,229	10,986
Property, plant and equipment	286,994	384,486	300,317	400,924
Mineral properties	258,870	346,809	297,629	397,335
Exploration and evaluation assets	20,208	27,073	9,031	12,056
Total assets	683,466	915,639	732,307	977,632
LIABILITIES				
Current				
Trade and other payables	304,690	408,199	245,243	327,272
Current portion of loans payable	43,848	58,743	35,199	46,991
Current portion of deferred payments	137,094	183,665	96,731	129,136
Current portion of rehabilitation provision	248	332	255	340
Deferred revenue	21,428	28,708	50,000	66,750
Other current liabilities	13,211	17,699	106,078	141,438
	520,519	697,346	533,506	711,927
Loans payable	5,773	7,734	-	-
Deferred payments	-	-	35,840	47,847
Rehabilitation provision	68,822	92,200	63,856	85,247
Deferred tax liabilities	45,824	61,390	-	-
Total liabilities	640,938	858,670	633,202	845,021
SHAREHOLDER'S EQUITY				
Share capital	230,753	296,932	192,224	245,120
Reserve for share-based payments	24,270	31,236	21,839	27,948
Reserve for warrants	5,381	7,237	282	359
Accumulated other comprehensive income	7,420	19,960	6,855	17,624
Accumulated deficit	(245,736)	(325,877)	(148,350)	(193,727)
Equity attributable to shareholders of the Company	22,088	29,488	72,850	97,324
Non-controlling interest	20,440	27,481	26,255	35,287
Total shareholders' equity	42,528	56,969	99,105	132,611
Total liabilities and shareholders' equity	683,466	915,639	732,307	977,632

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Notes to the Condensed Interim Consolidated Financial Statements

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27. EFFECTS OF CHANGE IN PRESENTATION CURRENCY TO USD (continued)

b) Effects on the consolidated statements of loss and comprehensive loss for the three months ended April 30, 2023

	Three months ended April 30,	
	2023	2023
	(Restated)	(Previously reported)
	\$	C\$
Revenue	97,264	131,870
Cost of sales	134,753	182,699
Gross loss	(37,489)	(50,829)
Operating expenses		
Management, consulting and professional fees	2,327	3,155
Selling, general and administrative	3,445	4,672
Operating loss	(43,261)	(58,656)
Finance charges	(7,565)	(10,256)
Loss on financial instruments and other expenses, net	(2,460)	(3,296)
Net loss before income tax	(53,286)	(72,208)
Income tax recovery (expense)	(1,141)	(1,547)
Net loss	(54,427)	(73,755)
Other comprehensive income		
Gain (loss) on translation of foreign subsidiaries to presentation currency	3,671	7,803
Total comprehensive loss	(50,756)	(65,952)
Net loss attributed to:		
Shareholders of the Company	(50,300)	(68,160)
Non-controlling interest	(4,127)	(5,595)
	(54,427)	(73,755)
Total comprehensive loss attributed to:		
Shareholders of the Company	(46,629)	(60,948)
Non-controlling interest	(4,127)	(5,004)
	(50,756)	(65,952)

c) Effects on the consolidated statements cash flows for the three months ended April 30, 2023

	Three months ended April 30,	
	2023	2023
	(Restated)	(Previously reported)
	\$	C\$
Net income (loss)	(54,427)	(73,755)
Net cash used in operating activities	2,999	4,143
Net cash used in investing activities	(25,488)	(34,305)
Net cash provided by financing activities	28,297	38,070
Effect of exchange rate on changes in cash	77	131
Change in cash	5,885	8,039
Cash at beginning of the year	2,106	2,811
Cash at end of the year	7,991	10,850

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28. SUBSEQUENT EVENTS

Subsequent to April 30, 2024 the Company repaid \$14,489, including \$57 in interest, to fully settle its MGBL bank loans and on May 27, 2024, cash in the form of restricted funds totaling GHS 238.13 million (Note 14(b)) was released to the Company.