UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 40-F

[ ] **REGISTRATION STATEMENT PURSUANT TO SECTION 12 OF THE SECURITIES EXCHANGE ACT OF 1934**

OR

[x] **ANNUAL REPORT PURSUANT TO SECTION 13(a) OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the fiscal year ended December 31, 2018 Commission File Number: 001-33580

ASANKO GOLD INC.

(Exact name of Registrant as specified in its charter)

British Columbia	**1040**	**Not Applicable**
(Province or Other Jurisdiction of Incorporation or Organization)	*(Primary Standard Industrial Classification Code)*	*(I.R.S. Employer Identification No.)*

680 - 1066 West Hastings Street
Vancouver, British Columbia
Canada V6E 3X2
(604) 683-8193
(Address and telephone number of Registrant's principal executive offices)

Puglisi & Associates
850 Library Avenue, Suite 204
Newark, Delaware
United States 19711
Tel: (302) 738-6680
(Name, address (including zip code) and telephone number (including area code) of agent for service in the United States)

Securities registered or to be registered pursuant to section 12(b) of the Act:

Title Of Each Class	Name Of Each Exchange On Which Registered
Common Shares, no par value	NYSE American

Securities registered or to be registered pursuant to Section 12(g) of the Act: **None**

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act: **None**

For annual reports, indicate by check mark the information filed with this Form:

[x] Annual Information Form [x] Audited Annual Financial Statements

Indicate the number of outstanding shares of each of the Registrant's classes of capital or common stock as of the close of the period covered by the annual report: **225,804,614 Common Shares as of December 31, 2018**

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes [x] No [ ]

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the Registrant was required to submit and post such files).

Yes [x] No [ ]

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 12b-2 of the Exchange Act.

Emerging growth company [x]

If an emerging growth company that prepares its financial statements in accordance with U.S. GAAP, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

[ ]

INTRODUCTORY INFORMATION

In this annual report, references to the "Company" or "Asanko" mean Asanko Gold Inc. and its subsidiaries, unless the context suggests otherwise.

Asanko is a Canadian issuer eligible to file its annual report pursuant to Section 13 of the Securities Exchange Act of 1934, as amended (the "**Exchange Act**") on Form 40-F pursuant to the multi-jurisdictional disclosure system adopted by the United States Securities and Exchange Commission (the "SEC"). The equity securities of the Company are exempt from Sections 14(a), 14(b), 14(c), 14(f) and 16 of the Exchange Act pursuant to Rule 3a12-3 of the Exchange Act.

Unless otherwise indicated, all amounts in this annual report are in US dollars and all references to "$" mean US dollars.

PRINCIPAL DOCUMENTS

The following documents that are filed as exhibits to this annual report are incorporated by reference herein:

- the Company's Annual Information Form for the year ended December 31, 2018;
- the Company's Audited Consolidated Financial Statements for the years ended December 31, 2018 and 2017, and the notes thereto; and
- the Company's Management Discussion and Analysis for the years ended December 31, 2018 and 2017.

The Company's Audited Consolidated Financial Statements that are incorporated by reference into this annual report have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board (the "IASB").

FORWARD-LOOKING STATEMENTS

This annual report includes or incorporates by reference certain statements that constitute "forward-looking statements" within the meaning of the United States Private Securities Litigation Reform Act of 1995. These statements appear in a number of places in this annual report and documents incorporated by reference herein and include statements regarding the Company's intent, belief or current expectation and that of the Company's officers and directors. These forward-looking statements involve known and unknown risks and uncertainties that may cause the Company's actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. In certain cases, forward-looking statements can be identified by the use of words such as "believe", "intend", "may", "will", "should", "plans", "anticipates", "believes", "potential", "intends", "expects" and other similar expressions.

Forward-looking statements include, but are not limited to, statements with respect to:

- the future price of gold,
- operating plans for the AGM under the joint venture (the "**JV**") between the Company and Gold Fields Limited (" **Gold Fields**") for the Asanko gold mine (the "**AGM**"),
- operating costs with respect to the operation of the AGM,

- capital expenditures required to sustain and expand mining operations at the AGM,
- the estimation and realization of mineral reserves and resources (as such terms are used in the Company's Annual Information Form),
- the timing and costs associated with the JV's development plans for the AGM,
- the availability of capital to fund any required Company contributions for the JV's development plans,
- the timing and amount of estimated future production,
- capital expenditures, costs and timing of the development of new mineral deposits,
- requirements for additional capital,
- possible variations in ore grade or recovery rates,
- failure of plant, equipment or processes to operate as anticipated,
- accidents, labor disputes, road blocks and other risks of the mining industry,
- delays in obtaining governmental approvals, permits or financing or in the completion of development or construction activities,
- currency fluctuations,
- title disputes, and
- claims limitations on insurance coverage and the timing and possible outcome of pending litigation.

The timing or magnitude of the events implied by these forward-looking statements, are inherently risky and uncertain.

Key assumptions upon which the Company's forward-looking statements are based, include the following:

- the Company and Gold Fields will agree on the manner in which the JV will operate the AGM, including agreement on development plans and capital expenditures;
- the current estimates of mineral reserves, mineral resources, mineral grades and mineral recovery for the AGM are accurate;
- the Company has a valid interest in its mineral properties through its ownership in the JV;
- the Company's estimates of capital costs for development of the AGM are accurate;
- the price of gold will not fall significantly;
- the Company will, if required, be able to secure new financing to continue its development, exploration and operational activities and to fund any required contributions to the JV;

- there being no significant adverse changes in currency exchange rates;
- there being no significant changes in the ability of the Company to comply with environmental, safety and other regulatory requirements;
- the JV's ability to obtain regulatory approvals (including licenses and permits) in a timely manner;
- the absence of any material adverse effects arising as a result of political instability, criminal activity, terrorism, sabotage, natural disasters, equipment failures or adverse changes in government legislation or the socio-economic conditions in the surrounding area to the Company's operations;
- the Company's ability to achieve its growth strategy;
- the AGM's operating costs will not increase significantly; and
- key personnel will continue their employment with the Company and the Company will have access to all resources necessary to continue with its exploration and development activities.

Readers are cautioned that the foregoing list is not exhaustive of all factors and assumptions which may have been used. These assumptions should be considered carefully by readers.

Readers are advised to carefully review and consider the risk factors identified in the Company's Annual Information Form under the heading "Risk Factors" and in the other documents incorporated by reference herein for a discussion of the factors that could cause the Company's actual results, performance and achievements to be materially different from any anticipated future results, performance or achievements expressed or implied by the forward-looking statements. These risks include, but not limited to:

- risks inherent in joint venture mining projects, including the ability of the Company and Gold Fields to agree on the manner in which the AGM is operated and related development plans and capital expenditures;
- risks inherent in project developments, especially in a developing economy such as Ghana's including the risk of cost overruns, the inherent uncertainty of feasibility studies, the actual performance of production and recovery equipment deviating from expectations;
- risks inherent in the estimation of mineral reserves and mineral resources;
- developing economy risks including, but not limited to, uncertainties related to the taxation and royalty regimes, the recovery of value-added taxes, security of title/tenure regime, labour laws, foreign ownership restrictions, foreign exchange and capital repatriation restrictions and indigenous population concerns;
- operational risks associated with mining and mineral processing including experiencing lower grades than estimated, lower metal recoveries than projected, lower metals prices than anticipated, health, safety and environmental risks;
- development and operational risks that may result in financial losses and the need to seek additional capital which may result in dilution to shareholders or the application of funds to debt repayment;

- general mining risks include environmental liability claims, risk of accident, unexpected ground conditions, and other risks for which insurance may not be available or affordable; and

- the risk factors described in our Annual Information Form under the heading “Risk Factors” that is incorporated by reference into this annual report.

Readers are further cautioned that the foregoing list of assumptions and risk factors is not exhaustive and it is recommended that readers consult the more complete discussion of the Company’s business, financial condition and prospects that is included in the Company’s Annual Information Form, and in other documents incorporated by reference herein. The forward-looking statements contained in this annual report are made as of the date hereof and, accordingly, are subject to change after such date.

Although the Company believes that the assumptions on which the forward-looking statements are made are reasonable, based on the information available to the Company on the date such statements were made, no assurances can be given as to whether these assumptions will prove to be correct. The Company assumes no obligation to update or to publicly announce the results of any change to any of the forward-looking statements contained or incorporated by reference herein to reflect actual results, future events or developments, changes in assumptions or changes in other factors affecting the forward-looking statements, other than where a duty to update such information or provide further disclosure is imposed by applicable law, including applicable United States federal securities laws.

CAUTIONARY NOTE TO UNITED STATES INVESTORS CONCERNING
ESTIMATES OF RESERVES AND MEASURED, INDICATED AND INFERRED RESOURCES

As a British Columbia corporation and a “reporting issuer” under Canadian securities laws, the Company is required to provide disclosure regarding its mineral properties, including the AGM, in accordance with Canadian National Instrument 43-101 *Standards of Disclosure for Mineral Projects* (“**NI 43-101**”). NI 43-101 is a rule developed by the Canadian Securities Administrators that establishes standards for all public disclosure an issuer makes of scientific and technical information concerning mineral projects. In accordance with NI 43-101, the Company uses the terms mineral reserves and resources as they are defined in accordance with the CIM Definition Standards on mineral reserves and resources (the “**CIM Definition Standards**”) adopted by the Canadian Institute of Mining, Metallurgy and Petroleum (the “ **CIM Council**”).

The SEC has adopted amendments to its disclosure rules to modernize the mineral property disclosure requirements for issuers whose securities are registered with the United States Securities and Exchange Commission (the “**SEC**”) under the U.S. Exchange Act. These amendments became effective February 25, 2019 (the “**SEC Modernization Rules**”). The SEC Modernization Rules have replaced the historical property disclosure requirements for mining registrants that were included in SEC Industry Guide 7 (“**Guide 7**”), which have been rescinded. The Company is not required to provide disclosure on its mineral properties, including the AGM, under the SEC Modernization Rules as the Company is presently a “foreign issuer” under the U.S. Exchange Act and entitled to file continuous disclosure reports with the SEC under the MJDS Disclosure System between Canada and the United States.

The SEC Modernization Rules include the adoption of terms describing mineral reserves and mineral resources that are substantially similar to the corresponding terms under the CIM Definition Standards. As a result of the adoption of the SEC Modernization Rules, SEC will now recognize estimates of “measured mineral resources”, “indicated mineral resources” and “inferred mineral resources”. In addition, the SEC has amended its definitions of “proven mineral reserves” and “probably mineral reserves” to be substantially similar to the corresponding CIM Definitions.

United States investors are cautioned that while the above terms are substantially similar to CIM Definitions, there are differences in the definitions under the SEC Modernization Rules and the CIM Definition Standards. Accordingly, there is no assurance any mineral reserves or mineral resources that the Company may report as ”proven reserves”, “probable reserves”, “measured mineral resources”, “indicated mineral resources” and “inferred mineral resources” under NI 43-101 would be the same had the Company prepared the reserve or resource estimates under the standards adopted under the SEC Modernization Rules.

United States investors are also cautioned that while the SEC will now recognize “measured mineral resources”, “indicated mineral resources” and “inferred mineral resources”, investors should not to assume that any part or all of the mineralization in these categories will ever be converted into a higher category of mineral resources or into mineral reserves. Mineralization described using these terms has a greater amount of uncertainty as to their existence and feasibility than mineralization that has been characterized as reserves. Accordingly, investors are cautioned not to assume that any “measured mineral resources”, “indicated mineral resources”, or “inferred mineral resources” that the Company reports are or will be economically or legally mineable.

Further, “inferred resources” have a greater amount of uncertainty as to their existence and as to whether they can be mined legally or economically. Therefore, United States investors are also cautioned not to assume that all or any part of the inferred resources exist. In accordance with Canadian rules, estimates of “inferred mineral resources” cannot form the basis of feasibility or other economic studies, except in limited circumstances where permitted under NI 43-101.

For the above reasons, information contained in this annual report and the documents incorporated by reference herein containing descriptions of our mineral deposits may not be comparable to similar information made public by U.S. companies subject to the reporting and disclosure requirements under the United States federal securities laws and the rules and regulations thereunder.

NOTE TO UNITED STATES READERS REGARDING DIFFERENCES BETWEEN UNITED STATES AND CANADIAN REPORTING PRACTICES

The Company is permitted to prepare this annual report in accordance with Canadian disclosure requirements, which are different from those of the United States. The Company’s consolidated financial statements are prepared in accordance with IFRS as issued by the IASB. IFRS differs in certain respects from U.S. GAAP and from practices prescribed by the SEC. Therefore, the Company’s historic financial statements and the financial statements incorporated by reference in this annual report may not be comparable to financial statements prepared in accordance with U.S. GAAP.

CURRENCY

Unless otherwise indicated, all dollar amounts in this annual report are in United States dollars. The exchange rate of United States dollars into Canadian dollars on December 31, 2018, based upon the noon rate published by the Bank of Canada, was U.S.$1.00=CDN$ 1.3637. The exchange rate of United States dollars into Canadian dollars, on March 27, 2019, based upon the noon rate as published by the Bank of Canada, was U.S.$1.00=CDN$1.3414.

DISCLOSURE CONTROLS AND PROCEDURES

Disclosure controls and procedures are defined in Rule 13a-15(e) under the Exchange Act to mean controls and other procedures of an issuer that are designed to ensure that information required to be disclosed by the issuer in the reports that it files or submits under the Exchange Act is recorded, processed, summarized and reported, within the time periods specified in the SEC’s rules and forms and includes, without limitation, controls and procedures designed to ensure that such information is accumulated and communicated to the issuer’s management, including its principal executive and principal financial officers, or persons performing similar functions, as appropriate to allow timely decisions regarding required disclosure.

As of the end of the period covered by this report, our management carried out an evaluation, with the participation of our Chief Executive Officer and Chief Financial Officer, of the effectiveness of our disclosure controls and procedures. Based upon that evaluation, our Chief Executive Officer and Chief Financial Officer concluded that, as of December 31, 2018, our disclosure controls and procedures, as defined in Rule 13a-15(e), were effective. See “Internal Control” on page 29 of Exhibit 99.7, Management Discussion and Analysis of the Company.

INTERNAL CONTROLS OVER FINANCIAL REPORTING

The Company’s management is responsible for establishing and maintaining adequate internal control over financial reporting, as defined in Exchange Act Rule 13a-15(f). Management conducted an evaluation of the effectiveness of the Company’s internal control over financial reporting based on the framework in Internal Control – Integrated Framework issued in 2013 by The Committee of Sponsoring Organizations of the Treadway Commission (“**COSO**”). Based on this evaluation, management concluded that the Company’s internal control over financial reporting was effective as of December 31, 2018. There have been no changes in the Company’s internal control over financial reporting during the year ended December 31, 2018 that have materially affected, or are reasonably likely to materially affect, the Company’s internal control over financial reporting.

Management is responsible for designing, establishing and maintaining a system of internal controls over financial reporting to provide reasonable assurance that the financial information prepared by the Company for external purposes is reliable and has been recorded, processed and reported in an accurate and timely manner in accordance with IFRS as issued by the IASB. The Board of Directors is responsible for ensuring that management fulfills its responsibilities. The Audit Committee fulfills its role of ensuring the integrity of the reported information through its review of the interim and annual financial statements. Management reviewed the results of their assessment with the Company’s Audit Committee.

There are inherent limitations in the effectiveness of internal controls over financial reporting, including the possibility that misstatements may not be prevented or detected. Accordingly, even effective internal controls over financial reporting can provide only reasonable assurance with respect to financial statement preparation. Furthermore, the effectiveness of internal controls can change with circumstances. The Company has paid particular attention to segregation of duties surrounding its internal controls over financial reporting. However, “ideal” segregation of duties is not always feasible as the Company has limited staff resources. This risk is mitigated by management and Board review where appropriate. At the present time, the Company will continue to rely on review procedures to detect potential misstatements in reporting of material to the public.

The Company’s management, including the CEO and CFO, believe that any internal controls over financial reporting, including those systems determined to be effective and no matter how well conceived and operated, have inherent limitations and can provide only reasonable, not absolute, assurance that the objectives of the control system are met with respect to financial statement preparation and presentation. Because of the inherent limitations in all control systems, they cannot provide absolute assurance that all control issues and instances of fraud, if any, within the Company have been prevented or detected. These inherent limitations include the realities that judgments in decision-making can be faulty, and that breakdowns can occur because of simple error or mistake. Additionally, controls can be circumvented by the individual acts of some persons, by collusion of two or more people, or by unauthorized override of the control. The design of any system of controls is also based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions. Accordingly, because of the inherent limitations in a cost-effective control system, misstatements due to error or fraud may occur and not be detected.

The Company's independent registered public accounting firm, KPMG LLP has audited the Company's internal control over financial reporting as at December 31, 2018, and has issued an attestation report on the Company's internal control over financial reporting which is included in Exhibit 99.6.

ATTESTATION REPORT OF REGISTERED PUBLIC ACCOUNTING FIRM

The Company is an "emerging growth company", as defined in section 3(a) of the Exchange Act (as amended by the United States Jumpstart Our Business Startups Act). Accordingly, it is not required to provide an attestation report of the Company's independent registered public accounting firm on the Company's internal control over financial reporting as at December 31, 2018, but is doing so voluntarily. KPMG LLP has audited the Company's internal control over financial reporting as at December 31, 2018 and has issued an attestation report on the Company's internal control over financial reporting which is included in Exhibit 99.6.

AUDIT COMMITTEE

The Company's Board of Directors has established a separately-designated Audit Committee of the Board in accordance with section 3(a)(58)(A) of the Exchange Act and section 802(B)(2) of the NYSE American Company Guide.

The Company's Audit Committee comprises three directors that the Board of Directors have determined are independent as determined under each of Rule 10A-3 under the Exchange Act and Section 803(A) of the NYSE American Company Guide:

- Marcel de Groot (Chair)
- Gordon Fretwell
- Michael Price

AUDIT COMMITTEE FINANCIAL EXPERT

The Company's Board of Directors has determined that Marcel de Groot, the Chair of the Audit Committee of the Board, is an audit committee financial expert (as that term is defined in Item 407 of Regulation S-K under the Exchange Act) and is an independent director under applicable laws and regulations and the requirements of the NYSE American.

PRINCIPAL ACCOUNTANT FEES AND SERVICES

The aggregate Audit Fees billed to the Company by KPMG LLP in its capacity as the Company's independent registered public accounting firm totalled C$569,013 for the year ended December 31, 2018 and C$768,049 for the year ended December 31, 2017. No other fees were paid to the Company's independent registered public accounting firm.

OFF-BALANCE SHEET ARRANGEMENTS

The Company has not entered into any off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on the Company's financial condition, changes in financial condition, revenues, expenses, results of operations, liquidity, capital expenditures or capital resources that are material to investors.

CONTRACTUAL OBLIGATIONS

The disclosures provided under "Commitments" on page 17 of Exhibit 99.7, Management's Discussion and Analysis, is incorporated by reference herein.

CODE OF BUSINESS CONDUCT AND ETHICS

Adoption of Code of Ethics

The Company has adopted a Code of Business Conduct and Ethics (the " **Code of Ethics**") for all its directors, executive officers and employees. The Code of Ethics materially complies with Section 807 of the NYSE American Company Guide. The Code of Ethics meets the requirements for a "code of ethics" within the meaning of that term in Form 40-F. The text of the Code of Ethics is posted on the Company's website at:

https://www.asanko.com/Governance/Governance-Documents/default.aspx.

Amendments or Waivers

During the fiscal year ended December 31, 2018, the Company did not substantively amend, waive or implicitly waive any provision of the Code of Ethics with respect to any of the directors, executive officers or employees subject to it.

To the extent that the Company's board or a board committee determines to grant any waiver of the Code of Ethics for an executive officer or director, the NYSE American Company Guide requires that the waiver must be disclosed to shareholders within four business days of such determination.

All amendments to the Code of Ethics, and all waivers of the Code of Ethics with respect to the Company's principal executive officer, principal financial officer or other persons performing similar functions, will be posted on the Company's website, submitted to the SEC on Form 6-K and provided in print to any shareholder that provides the Company with a written request addressed to the Company's Corporate Secretary.

NYSE AMERICAN CORPORATE GOVERNANCE

The Company's common shares are listed for trading on the NYSE American. Section 110 of the NYSE American Company Guide permits NYSE American to consider the laws, customs and practices of foreign issuers in relaxing certain NYSE American listing criteria, and to grant exemptions from NYSE American listing criteria based on these considerations. A foreign company seeking relief under these provisions is required to provide written certification from independent local counsel that the non-complying practice is not prohibited by home country law.

The Company has the following corporate governance practices that do not comply with NYSE American corporate governance practices for U.S. domestic companies:

- Upon listing, the Company received an exemption from its quorum requirements for meetings of shareholders. Under the NYSE American listing standards, the quorum requirement is a minimum of one third of shareholders entitled to vote. The Company does not meet this requirement and has been granted relief from this listing standard.

In addition, Section 713 of the NYSE American Company Guide requires that the Company obtain the approval of its shareholders for share issuances equal to 20 percent or more of presently outstanding shares for a price which is less than the greater of book or market value of the shares. This requirement does not apply to public offerings. There is no such requirement under British Columbia law or under the Company's home stock exchange rules (Toronto Stock Exchange) unless the dilutive financing results in a change of control. The Company intends to seek a waiver from NYSE American's section 713 requirements should a dilutive private placement financing trigger the NYSE American shareholders' approval requirement in circumstances where the same financing does not trigger such a requirement under British Columbia law or under the Company's home country stock exchange rules.

Except as disclosed above, the Company believes that there are otherwise no significant differences between its corporate governance policies and those required to be followed by United States domestic issuers listed on the NYSE American.

A copy of the Company's Corporate Governance Manual is available on the Company's website at www. asanko.com. In addition, the Company is required by National Instrument 58-101 of the Canadian Securities Administrators, *Disclosure of Corporate Governance Practices*, to describe its practices and policies with regard to corporate governance in management information circulars that are furnished to the Company's shareholders in connection with annual meetings of shareholders.

The Company's governance practices also differ from those followed by U.S. domestic companies pursuant to NYSE American listing standards in the following manner, although the Company does not believe such differences to be particularly significant:

Board Meetings

Section 802 (c) of the NYSE American Company Guide requires that the Board of Directors hold meetings on at least a quarterly basis. The Board of Directors of the Company is not required to meet on a quarterly basis under the laws of the Province of British Columbia, but nevertheless meets on a regular basis.

Solicitation of Proxies

NYSE American requires the solicitation of proxies and delivery of proxy statements for all shareholder meetings, and requires that these proxies shall be solicited pursuant to a proxy statement that conforms to applicable SEC proxy rules. The Company is a foreign private issuer as defined in Rule 3b-4 under the Exchange Act, and the equity securities of the Company are accordingly exempt from the proxy rules set forth in Sections 14(a), 14(b), 14(c) and 14(f) of the Exchange Act. The Company solicits proxies in accordance with applicable rules and regulations in Canada.

MINE SAFETY DISCLOSURE

Pursuant to Section 1503(a) of the Dodd-Frank Wall Street Reform and Consumer Protection Act 2010, issuers that are operators, or that have a subsidiary that is an operator, of a coal or other mine in the United States are required to disclose in their periodic reports filed with the SEC information regarding specified health and safety violations, orders and citations, related assessments and legal actions, and mining-related fatalities under the regulation of the Federal Mine safety and Health Administration under the Federal Mine Safety and Health Act of 1977.

The Company did not have any mines in the United States during the fiscal year ended December 31, 2018.

NOTICES PURSUANT TO REGULATION BTR

The Company did not send any notices required by Rule 104 of Regulation BTR during the year ended December 31, 2018 concerning any equity security subject to a blackout period under Rule 101 of Regulation BTR.

UNDERTAKING

The Registrant undertakes to make available, in person or by telephone, representatives to respond to inquiries made by the Commission staff, and to furnish promptly, when requested to do so by the Commission staff, information relating to the securities in relation to which the obligation to file an annual report on Form 40-F arises, or transactions in said securities.

CONSENT TO SERVICE OF PROCESS

In connection with the filing of its annual report on Form 40-F with the SEC on July 2, 2012, the Company caused an Appointment of Agent for Service of Process and Undertaking on Form F-X to be signed by the Company and its agent for service of process with respect to the class of securities in relation to which the obligation to file this annual report on Form 40-F arises. The Form F-X was filed with the SEC on February 15, 2013.

Any change to the name or address of the Company's agent for service shall be communicated promptly to the Commission by amendment to Form F-X referencing the file number of the Company.

SIGNATURES

Pursuant to the requirements of the Exchange Act, the Company certifies that it meets all of the requirements for filing on Form 40-F and has duly caused this annual report to be signed on its behalf by the undersigned, thereunto duly authorized.

Date: March 28, 2019.

ASANKO GOLD INC.

By: /s/ Fausto Di Trapani
Fausto Di Trapani
Chief Financial Officer

EXHIBIT INDEX

Exhibit Number	Exhibit Description
99.1	Certification of Chief Executive Officer pursuant to Rule 13a-14(a) of the Exchange Act, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
99.2	Certification of Chief Financial Officer pursuant to Rule 13a-14(a) of the Exchange Act, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
99.3	Certification of Chief Executive Officer pursuant to Rule 13a-14(b) of the Exchange Act and 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
99.4	Certification of Chief Financial Officer pursuant to Rule 13a-14(b) of the Exchange Act and 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
99.5	Annual Information Form of the Company for the year ended December 31, 2018
99.6	Audited consolidated statements of financial position as at December 31, 2018 and 2017 and the consolidated statements of operations and comprehensive income (loss), changes in equity, and cash flows for the years ended December 31, 2018 and 2017, including the notes thereto, the report of the Company's independent registered public accounting firm thereon, and the attestation report of the Company's independent registered public accounting firm on the effectiveness of the Company's internal control over financial reporting as of December 31, 2018
99.7	Management's discussion and analysis of financial condition and results of operations for the years ended December 31, 2018 and 2017
99.8	Consent of KPMG LLP
99.9	Consent of Charles J. Muller
99.10	Consent of Glenn Bezuidenhout
99.11	Consent of Thomas Obriri-Yeboah
99.12	Consent of Doug Heher
99.13	Consent of Godknows Njowa
99.14	Consent of David Morgan
99.15	Consent of Malcolm Titley
99.16	Consent of Phil Bentley
99.17	Consent of Frederik Fourie
101.INS	XBRL Instance Document
101.SCH	XBRL Taxonomy Extension Schema Document
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF	XBRL Taxonomy Definition Linkbase Document
101.LAB	XBRL Taxonomy Extension Label Linkbase Document
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document

Exhibit 99.1

CERTIFICATION OF
THE CHIEF EXECUTIVE OFFICER
PURSUANT TO SECTION 302 OF
THE SARBANES-OXLEY ACT OF 2002

I, Peter Breese, President and Chief Executive Officer of Asanko Gold Inc., certify that:

(1) I have reviewed this Annual Report on Form 40-F of Asanko Gold Inc. for the year ended December 31, 2018.

(2) Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report.

(3) Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this report.

(4) The issuer's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the issuer and have:

(a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the issuer, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

(c) evaluated the effectiveness of the issuer's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d) disclosed in this report any change in the issuer's internal control over financial reporting that occurred during the period covered by the annual report that has materially affected, or is reasonably likely to materially affect, the issuer's internal control over financial reporting.

(5) The issuer's other certifying officer(s) and I have disclosed, based on our most recent evaluation of the internal control over financial reporting, to the issuer's auditors and the audit committee of the issuer's board of directors (or persons performing the equivalent functions):

(a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the issuer's ability to record, process, summarize and report financial information; and

(b) any fraud, whether or not material, that involves management or other employees who have a significant role in the issuer's internal control over financial reporting.

Date: March 28, 2019

By: /s/ Peter Breese
Name: Peter Breese
Title: President and Chief Executive Officer
(Principal Executive Officer)

Exhibit 99.2

CERTIFICATION OF
THE CHIEF EXECUTIVE OFFICER
PURSUANT TO SECTION 302 OF
THE SARBANES-OXLEY ACT OF 2002

I, Fausto Di Trapani, Executive Vice President and Chief Financial Officer of Asanko Gold Inc., certify that:

(1) I have reviewed this Annual Report on Form 40-F of Asanko Gold Inc. for the year ended December 31, 2018.

(2) Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report.

(3) Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this report.

(4) The issuer's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the issuer and have:

(a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the issuer, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

(c) evaluated the effectiveness of the issuer's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d) disclosed in this report any change in the issuer's internal control over financial reporting that occurred during the period covered by the annual report that has materially affected, or is reasonably likely to materially affect, the issuer's internal control over financial reporting.

(5) The issuer's other certifying officer(s) and I have disclosed, based on our most recent evaluation of the internal control over financial reporting, to the issuer's auditors and the audit committee of the issuer's board of directors (or persons performing the equivalent functions):

(a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the issuer's ability to record, process, summarize and report financial information; and

(b) any fraud, whether or not material, that involves management or other employees who have a significant role in the issuer's internal control over financial reporting.

Date: March 28, 2019

By: /s/ Fausto Di Trapani
Name: Fausto Di Trapani
Title: Executive Vice President and Chief Financial Officer
(Principal Financial Officer)

Exhibit 99.3

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

I, Peter Breese, President and Chief Executive Officer of Asanko Gold Inc. (the "Company"), hereby certify pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to the best of my knowledge:

(i) the Annual Report on Form 40-F of the Company for the fiscal year ended December 31, 2018 (the "Annual Report") fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and

(ii) the information contained in the Annual Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

By: /s/ Peter Breese

Name: Peter Breese
Title: President and Chief Executive Officer
(Principal Executive Officer)

Date: March 28, 2019

Exhibit 99.4

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

I, Fausto Di Trapani, Executive Vice President and Chief Financial Officer of Asanko Gold Inc. (the "Company"), hereby certify pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to the best of my knowledge:

(i) the Annual Report on Form 40-F of the Company for the fiscal year ended December 31, 2018 (the "Annual Report") fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and

(ii) the information contained in the Annual Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

By: /s/ Fausto Di Trapani

Name: Fausto Di Trapani
Title: Executive Vice President and Chief Financial Officer
(Principal Financial Officer)

Date: March 28, 2019



ASANKO GOLD INC.

ANNUAL INFORMATION FORM

FOR THE YEAR ENDED DECEMBER 31, 2018

DATED AS OF MARCH 27, 2019

SUITE 680 – 1066 WEST HASTINGS STREET
VANCOUVER, BRITISH COLUMBIA
V6E 3X2

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PRELIMINARY NOTES

In this Annual Information Form (the "AIF"):

(i) references to the "Company" or "Asanko" mean Asanko Gold Inc. and its subsidiaries, unless the context requires otherwise;

(ii) references to the "AGM" mean the Asanko Gold Mine in which the Company holds a 45% interest through a 50:50 joint venture arrangement (the "JV") with a subsidiary of Gold Fields Limited ("Gold Fields");

(iii) the Company uses the United States dollar as its reporting currency and, unless otherwise specified, all dollar amounts are expressed in United States dollars and any references to "$" mean United States dollars and any references to "C$" mean Canadian dollars;

(iv) the Company's financial statements are prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board; and

(v) all figures and descriptions as they relate to the JV are on a 100% basis, unless otherwise indicated

(vi) production results are in metric units, unless otherwise indicated.

(vii) all information in this AIF is at December 31, 2018, unless otherwise indicated.

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING INFORMATION

The Company cautions readers regarding forward-looking statements found in this AIF and in any other statement made by, or on the behalf of the Company. Generally, forward-looking information can be identified by the use of forward-looking terminology such as "plans", "expects", "estimates", "anticipates", or variations of such words and phrases or statements that certain actions, events or results "may", "could", or "might" occur. Forward-looking statements are made based on management's beliefs, estimates and opinions and are given only as of the date of this AIF. Such statements may constitute "forward-looking information" within the meaning of the United States Private Securities Litigation Reform Act of 1995 and applicable Canadian securities legislation.

Forward-looking statements include, but are not limited to, statements with respect to:

- the future price of gold,
- the operating plans for the AGM under the JV between the Company and Gold Fields,
- the estimation of Mineral Reserves (as defined below) and Mineral Resources (as defined below),
- the realization of Mineral Reserve estimates,
- the timing and amount of estimated future production from the AGM, including production rates and gold recovery,

- operating costs with respect to the operation of the AGM,
- capital expenditures that are required to sustain and expand mining activities,
- the timing, costs and project economics associated with the JV's development plans for the AGM,
- the availability of capital to fund the JV's expansion plans and to fund the Company's contributions to the JV's development plans,
- the timing of the development of new deposits,
- success of exploration activities,
- permitting time lines,
- hedging practices,
- currency exchange rate fluctuations,
- requirements for additional capital,
- government regulation of mining operations,
- environmental risks and remediation measures,
- unanticipated reclamation expenses,
- title disputes or claims, and
- limitations on insurance coverage.

Forward-looking statements are statements not based on historical information and which relate to future operations, strategies, financial results or other developments. Forward-looking statements reflect the Company's current views with respect to expectations, beliefs, assumptions, estimates and forecasts about the business of the JV and Company and the industry and markets in which the JV and Company operates. Forward-looking statements are not guarantees of future performance and involve risks, uncertainties and assumptions, which are difficult to predict. These uncertainties and contingencies can affect actual results and could cause actual results to differ materially from those expressed in any forward-looking statements made by or on behalf of the Company. The JV and Company's actual future results or performance are subject to certain risks and uncertainties including but not limited to:

- risks inherent in joint venture mining projects, including the ability of the Company and Gold Fields to agree on the manner in which the AGM is operated and related expansion plans and capital expenditures;
- the value of the JV's mineral reserves and its outlook for profitable mining from its operations is dependent on gold prices continuing to be approximately $1,250 and dependent on the JV achieving planned production rates and life-of-mine all-in sustaining costs per ounce of gold sold. Gold prices are driven by many factors including industrial demand and jewelry use, but gold also has speculative investment demand and so prices have been historically volatile and can be subject to long periods of depressed prices;

- the estimation of mineral resources and reserves is, to a significant degree, a subjective process, the accuracy of which is a function of the quantity and quality of available data and the assumptions made in the engineering and geological interpretation of that data and such assumptions and judgment, may prove mistaken. The Company's estimates of the JV's resources and reserves may be subject to revision based on various factors, some of which are beyond the Company's control, for example due to natural variations in geological structures and future gold price fluctuations;
- risks inherent in mineral project operation and developments, especially given that the Company does not have a controlling interest in the AGM and because the AGM operates in a developing economy such as Ghana's, such risks including the risk of cost overruns, the inherent uncertainty of feasibility studies, the actual performance of production and recovery equipment deviating from expectations;
- developing economy risks including, but not limited to, uncertainties related to the legal, taxation and royalty regimes, the recovery of value-added taxes, security of title/tenure regime, labour laws, foreign ownership restrictions, foreign exchange and capital repatriation restrictions, indigenous population concerns and export regulations;
- operational risks associated with mining and mineral processing including experiencing lower grades than estimated, lower metal recovery than projected, lower metals prices than anticipated, unavailability of power and energy and health, safety and environmental risks;
- development and operational risks that may result in financial losses and the need to seek additional capital which may result in dilution to shareholders or the application of funds to debt repayment;
- general mining risks including environmental liability claims, risk of accident, unexpected ground conditions, and other risks for which insurance may not be available or affordable;
- other mining risks which affect all companies in the industry to various degrees include impact and cost of compliance with environmental regulations and the actions of groups opposed to mining, adverse changes in mining and reclamation laws and compliance with increasingly complex worker health and safety rules; and
- the risk factors described under the heading "Risk Factors" in, or incorporated by reference in, this AIF.

Forward-looking statements are necessarily based upon estimates and assumptions, which are inherently subject to significant business, economic and competitive uncertainties and contingencies, many of which are beyond the Company's control and many of which, regarding future business decisions, are subject to change. Assumptions underlying the Company's expectations regarding forward-looking statements or information contained in this AIF include, among others:

- the Company and Gold Fields will agree on the manner in which the JV will operate the AGM, including agreement on development plans and capital expenditures,
- the price of gold will not decline significantly or for a protracted period of time,
- the AGM will not experience any significant uninsured production disruptions that would materially affect revenues,

- the ability of the JV and Company to comply with applicable governmental regulations and standards,
- the success of the JV and Company in implementing its development strategies and achieving its business objectives,
- the JV will have sufficient working capital necessary to sustain its operations on an ongoing basis and the Company will continue to have sufficient working capital to fund its operations and contributions to the JV,
- the ongoing update of the life of mine plan for the AGM will not change original conclusions as to the technical and economic feasibility of each of the AGM's development projects, and
- the Company's ability to raise sufficient funds from future equity financings to support its operations, and general business and economic conditions.

The foregoing list of assumptions cannot be considered exhaustive.

Although the Company has attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in forward-looking statements, there may be other factors that cause actions, events or results to differ from those anticipated, estimated or intended. All factors including the risk factors contained in this AIF should be considered carefully and readers should not place undue reliance on the Company's forward-looking statements. The Company undertakes no obligation to update forward-looking information if these beliefs, estimates and opinions or other circumstances should change, except as may be required by applicable law.

GLOSSARY

The Company uses the following defined terms in this AIF:

AARL	Anglo American Research Laboratories
AGM	The Asanko Gold Mine located in Ghana, West Africa. The AGM is also known as the "Project". The Company's 45% net interest in the AGM is held through a 50:50 JV with Gold Fields, with the Government of Ghana holding a 10% free- carried interest
AISC/oz (all-in sustaining cost per ounce of gold)	This is a non-GAAP financial measurement which the Company has adopted using World Gold Council's guidance for calculation of this number. AISC include total cash costs, corporate overhead expenses, sustaining capital expenditure, capitalized stripping costs and reclamation cost accretion for each ounce of gold sold. AISC is intended to assist the comparability of the operations of the JV and Company with those of other gold producers who disclose operating results using the same or similar guidance standards
Asanko or the "Company"	Asanko Gold Inc.

Asanko Gold Ghana	Asanko Gold Ghana Limited, a 45% owned Ghanaian affiliate of Asanko. Gold Fields acquired a 45% interest in Asanko Gold Ghana effective July 31, 2018, while the Government of Ghana has a 10% free carried interest in the Project under Section 8 of the Ghanaian Mining Act
Au	Chemical symbol for gold
Base Case or Phase 1	Phase 1 of the Project refers to the initial development of the Project to supply a 3Mtpa mill feed from the Nkran pit and four satellite deposits which entered into commercial production on April 1, 2016
BCBCA	*Business Corporations Act* (British Columbia)
brownfields	a reference to a mining project situated in an existing mining area with the result that environmental approval procedures are generally expedited as contrasted with a "greenfields" project which is a mine proposed for a previously non-mining area or an altogether undisturbed area
Carbon-in-leach process or "CIL"	a process used to recover dissolved gold inside a cyanide leach circuit. Coarse activated carbon particles are introduced in the leaching circuit and are moved counter-current to the slurry, adsorbing dissolved gold in solution as they pass through the circuit. Loaded carbon is removed from the slurry by screening. Gold is recovered from the loaded carbon by stripping in a caustic cyanide solution followed by electrolysis. CIL is a process similar to CIP (carbon-in- pulp) except that the gold leaching and the gold adsorption are done simultaneously in the same stage compared with CIP where the gold- adsorption stage follows the gold-leaching stage
CFPOA	Corruption of Foreign Public Officials Act of 1998, a Canadian anti-corruption law applicable to Asanko
concentrate	a product containing the valuable metal and from which most of the waste material in the ore has been eliminated
contained ounces	ounces in the mineralized rock without reduction due to mining loss or processing loss
CSA	CSA Global Pty Ltd., a geological, mining and management consulting company operating in numerous prominent mining jurisdictions.
CSR	corporate social responsibility, meaning the Company's positive and meaningful contributions to the economic and social development of its host communities, while being a responsible corporate citizen, mitigating its impact on the environment and maintaining the highest health and safety performance
cut-off grade	the lowest grade of mineralized material considered economic; used in the estimation of mineral reserves in a given deposit
DCF Model	discounted cash flow model

depletion	the decrease in quantity of mineral reserves in a deposit or property resulting from extraction or production during a particular period
DFS and 12/17 DFS	the "Definitive Feasibility Study" technical report for the Asanko Gold Mine originally filed on SEDAR on July 18, 2017, which was subsequently amended and restated on December 20, 2017 (the latter version is herein the "12/17 DFS")
DSFA	the Definitive Senior Facilities Agreement with Red Kite, which was fully drawn for a total of $150 million plus $13.9 million in unpaid interest that was accrued up to May 2016. The DSFA was repaid in total on July 31, 2018 upon the completion of the JV transaction with Gold Fields
dilution	an estimate of the amount of waste or low-grade mineralized rock which will be mined with the ore as part of normal mining practices in extracting an ore body
EPA	the Ghanaian Environmental Protection Agency
ESIA	Environmental and Social Impact Assessment
Exchange Act	The *United States Securities Exchange Act of 1934* , as amended
FCPA	The *Foreign Corrupt Practices Act of 1977*, a United States federal law
FEED	Front End Engineering and Design for the plant upgrade and the overland conveyor associated with P5M and P10M.
Ghana	The Republic of Ghana
Gold Fields	Gold Fields Limited, the ultimate parent of the affiliates which own a 45% net interest in the AGM and also holds an equity interest in Asanko
g/t Au	Reference to ore grade in terms of grams of gold per tonne (1 g/t is equivalent to one part per million)
grade	the relative quantity or percentage of metal or mineral content
H1	the first half of the fiscal year of the JV and Company
H2	the second half of the fiscal year of the JV and Company
hedge	a risk management technique used to manage commodity price, interest rate, foreign currency exchange or other exposures arising from regular business transactions
hedging	The current purchase or sale of a future interest in a commodity made to secure or protect the future price of a commodity as revenue or cost and secure cash flows

IFRS	International Financial Reporting Standards
IRR	internal rate of return
IT	information technology
JV	The Asanko Gold Mine Joint Venture, a 50:50 joint arrangement with Gold Fields within which the AGM is owned and operated. The Company is the manager and operator of the JV and has a 45% economic interest in the JV, with Gold Fields also currently holding a 45% economic interest and the remaining 10% representing the government of Ghana's free-carried interest
JVA	The Joint Venture Agreement that governs the management of the JV, effective July 31, 2018
LoM	Life of mine
LTIFR	rolling lost time injury frequency rate per million man -hours worked.
Moz	million ounces.
MRE	Mineral Resource Estimate
MRev	Mineral Reserve Estimate
Mt	Million tonnes
Mtpa	Mt per annum
NI 43-101	Canadian National Instrument 43-101 - *Standards of Disclosure for Mineral Projects*, as adopted by the Canadian Securities Administrators
NPV	net present value, the value of projected future cash flow streams discounted to reach an estimate present value
NSR	net smelter returns, a proxy for the value to be received from refined minerals produced and shipped from the AGM
NYSE American	The NYSE American, formerly known as the NYSE MKT and prior to that the NYSE Amex
ounce	refers to one troy ounce, which is equal to 31.1035 grams
Phase 1 or Base Case	Phase 1 of the Project refers to the initial development of the Project to supply a 3Mtpa mill feed from the Nkran pit and four satellite deposits which entered into commercial production on April 1, 2016
PMI	PMI Gold Corp. which was acquired by Asanko in 2014 and which previously developed the Obotan deposit

Project	the Asanko Gold Mine, also known as the “AGM”
Project 5M or P5M	Project 5M (or “P5M”) is a two-stage planned upgrade to the AGM with first stage being the upgrade of the CIL plant’s throughput to 5Mtpa and the second stage to expand mining operations to integrate the Esaase deposit, including the construction of a 27-kilometer overland ore conveyor (as contemplated in the 12/17 DFS)
Project 10M or P10M	Project 10M (or “P10M”) means a future expansion project of the AGM which has the potential to increase production from about 200,000 ounces per annum to over 450,000 ounces per annum. Project 10M requires the construction of an additional 5Mtpa CIL plant to double throughput from 5Mtpa to 10Mtpa
Q	refers to a fiscal quarter
QA/QC	quality-assurance/quality control
Qualified Person	an individual who is an engineer or geoscientist with a university degree, or equivalent accreditation, in an area of geosciences, or engineering, relating to mineral exploration or mining who has at least five years of experience in mineral exploration, mine development or operation, or mineral project assessment, or any combination of these, that is relevant to his or her professional degree or area of practice, and who has experience relevant to the subject matter of the mineral project or technical report, and who is in good standing with a professional association, as more fully referenced in NI 43-101
RAP	Resettlement Action Plan
RC	reversed circulation (a method of drilling)
recovery	the proportion of valuable material obtained during mining or processing, generally expressed as a percentage of the material recovered compared to the total material present
Red Kite	a special purpose lending vehicle of RK Mine Finance Trust I, the counterparty to the DSFA, which was discharged in July 2018
ROM	run of mine
royalty	cash payment or physical payment (in-kind) generally expressed as a percentage of NSR or mine production
RQD	rock quality designation
SAG	semi-autogenous grinding (ore is tumbled to smash against itself)

SEDAR	System for Electronic Document Analysis and Retrieval available on the Internet at www.sedar.com, (the Canadian securities regulatory filings website)
SEC	the United States Securities and Exchange Commission
SIB	Stay-in-business Capital
SMBS	Sodium Meta Bi Sulfate
stripping	in mining, the process of removing overburden or waste rock to expose ore
SO2	Sulfur dioxide
Spot price	the current price of a metal for immediate delivery
tailings	the material that remains after metals or minerals considered economic have been removed from ore during processing
Tailings Storage Facility or **TSF**	a containment area used to deposit tailings from milling
tonne	commonly referred to as the metric ton in the United States, is a metric unit of mass equal to 1,000 kilograms; it is equivalent to approximately 2,204.6 pounds, 1.102 short tons (US) or 0.984 long tons (imperial).
TSX	Toronto Stock Exchange
U.S. Securities Act	The United States Securities Act of 1933, as amended
volatility	propensity for variability. A market or share is considered volatile when it records rapid variations.
WAD	weak acid dissociable, often used with reference to cyanide concentration

GLOSSARY OF CERTAIN TECHNICAL TERMS

As a Canadian issuer, we are required to comply with reporting standards in Canada that require that we make disclosure regarding our mineral properties, including any estimates of mineral reserves and resources, in accordance with National Instrument 43-101 – *Standards of Disclosure for Mineral Projects* ("NI 43-101"). NI 43-101 is a rule developed by the Canadian Securities Administrators that establishes standards for all public disclosure an issuer makes of scientific and technical information concerning mineral projects. Unless otherwise indicated, all resource estimates contained in or incorporated by reference in this AIF have been prepared in accordance with NI 43-101.

This AIF uses the certain technical terms presented below as they are defined in accordance with the CIM Definition Standards on mineral resources and reserves (the "CIM Definition Standards") adopted by the Canadian Institute of Mining, Metallurgy and Petroleum (the "CIM Council"), as required by NI 43-101. The following definitions are reproduced from the latest version of the CIM Standards, which were adopted by the CIM Council on May 10, 2014 (the "CIM Definitions"):

feasibility study	A comprehensive technical and economic study of the selected development option for a mineral project that includes appropriately detailed assessments of applicable modifying factors together with any other relevant operational factors and detailed financial analysis that are necessary to demonstrate, at the time of reporting, that extraction is reasonably justified (economically mineable). The results of the study may reasonably serve as the basis for a final decision by a proponent or financial institution to proceed with, or finance, the development of the project. The confidence level of the study will be higher than that of a pre-feasibility study. The Company uses the term “12/17 DFS” to describe its current definitive feasibility study.
indicated mineral resource	That part of a mineral resource for which quantity, grade or quality, densities, shape and physical characteristics are estimated with sufficient confidence to allow the application of modifying factors in sufficient detail to support mine planning and evaluation of the economic viability of the deposit. Geological evidence is derived from adequately detailed and reliable exploration, sampling and testing and is sufficient to assume geological and grade or quality continuity between points of observation. An indicated mineral resource has a lower level of confidence than that applying to a measured mineral resource and may only be converted to a probable mineral reserve.
inferred mineral resource	That part of a mineral resource for which quantity and grade or quality are estimated on the basis of limited geological evidence and sampling. Geological evidence is sufficient to imply but not verify geological and grade or quality continuity. An Inferred Mineral Resource has a lower level of confidence than that applying to an Indicated Mineral Resource and may not be converted to a Mineral Reserve. It is reasonably expected that the majority of Inferred Mineral Resources could be upgraded to Indicated Mineral Resources with continued exploration.
measured mineral resource	That part of a Mineral Resource for which quantity, grade or quality, densities, shape, and physical characteristics are estimated with confidence sufficient to allow the application of Modifying Factors to support detailed mine planning and final evaluation of the economic viability of the deposit. Geological evidence is derived from detailed and reliable exploration, sampling and testing and is sufficient to confirm geological and grade or quality continuity between points of observation. A Measured Mineral Resource has a higher level of confidence than that applying to either an Indicated Mineral Resource or an Inferred Mineral Resource. It may be converted to a Proven Mineral Reserve or to a Probable Mineral Reserve.
mineral reserve	The economically mineable part of a Measured and/or Indicated Mineral Resource. It includes diluting materials and allowances for losses, which may occur when the material is mined or extracted and is defined by studies at Pre-Feasibility or Feasibility level as appropriate that include application of Modifying Factors. Such studies demonstrate that, at the time of reporting, extraction could reasonably be justified. The reference point at which Mineral Reserves are defined, usually the point where the ore is delivered to the processing plant, must be stated. It is important that, in all situations where the reference point is different, such as for a saleable product, a clarifying statement is included to ensure that the reader is fully informed as to what is being reported. The public disclosure of a Mineral Reserve must be demonstrated by a Pre-Feasibility Study or Feasibility Study.

mineral resource	A concentration or occurrence of solid material of economic interest in or on the Earth's crust in such form, grade or quality and quantity that there are reasonable prospects for eventual economic extraction. The location, quantity, grade or quality, continuity and other geological characteristics of a Mineral Resource are known, estimated or interpreted from specific geological evidence and knowledge, including sampling.
modifying factors	Considerations used to convert Mineral Resources to Mineral Reserves. These include, but are not restricted to, mining, processing, metallurgical, infrastructure, economic, marketing, legal, environmental, social and governmental factors.
pre- feasibility study	A comprehensive study of a range of options for the technical and economic viability of a mineral project that has advanced to a stage where a preferred mining method, in the case of underground mining, or the pit configuration, in the case of an open pit, is established and an effective method of mineral processing is determined. It includes a financial analysis based on reasonable assumptions on the Modifying Factors and the evaluation of any other relevant factors which are sufficient for a Qualified Person, acting reasonably, to determine if all or part of the Mineral Resource may be converted to a Mineral Reserve at the time of reporting. A Pre-Feasibility Study is at a lower confidence level than a Feasibility Study.
probable mineral reserve	The economically mineable part of an Indicated, and in some circumstances, a Measured Mineral Resource. The confidence in the Modifying Factors applying to a Probable Mineral Reserve is lower than that applying to a Proven Mineral Reserve.
proven mineral reserve	The economically mineable part of a Measured Mineral Resource. A Proven Mineral Reserve implies a high degree of confidence in the Modifying Factors.

CAUTIONARY NOTE TO US INVESTORS REGARDING DISCLOSURE OF MINERAL RESERVE AND RESOURCE ESTIMATES

The SEC has adopted amendments to its disclosure rules to modernize the mineral property disclosure requirements for issuers whose securities are registered with the United States Securities and Exchange Commission (the "SEC") under the U.S. Exchange Act. These amendments became effective February 25, 2019 (the "SEC Modernization Rules"). The SEC Modernization Rules have replaced the historical property disclosure requirements for mining registrants that were included in SEC Industry Guide 7 ("Guide 7"), which have been rescinded. The Company is not required to provide disclosure on its mineral properties, including the AGM, under the SEC Modernization Rules as the Company is presently a "foreign issuer" under the U.S. Exchange Act and entitled to file continuous disclosure reports with the SEC under the MJDS Disclosure System between Canada and the United States.

The SEC Modernization Rules include the adoption of terms describing mineral reserves and mineral resources that are substantially similar to the corresponding terms under the CIM Definition Standards. As a result of the adoption of the SEC Modernization Rules, SEC will now recognize estimates of “measured mineral resources”, “indicated mineral resources” and “inferred mineral resources”. In addition, the SEC has amended its definitions of “proven mineral reserves” and “probably mineral reserves” to be substantially similar to the corresponding CIM Definitions.

United States investors are cautioned that while the above terms are substantially similar to CIM Definitions, there are differences in the definitions under the SEC Modernization Rules and the CIM Definition Standards. Accordingly, there is no assurance any mineral reserves or mineral resources that the Company may report as ”proven reserves”, “probable reserves”, “measured mineral resources”, “indicated mineral resources” and “inferred mineral resources” under NI 43-101 would be the same had the Company prepared the reserve or resource estimates under the standards adopted under the SEC Modernization Rules.

United States investors are also cautioned that while the SEC will now recognize “measured mineral resources”, “indicated mineral resources” and “inferred mineral resources”, investors should not to assume that any part or all of the mineralization in these categories will ever be converted into a higher category of mineral resources or into mineral reserves. Mineralization described using these terms has a greater amount of uncertainty as to their existence and feasibility than mineralization that has been characterized as reserves. Accordingly, investors are cautioned not to assume that any “measured mineral resources”, “indicated mineral resources”, or “inferred mineral resources” that the Company reports are or will be economically or legally mineable.

Further, “inferred resources” have a greater amount of uncertainty as to their existence and as to whether they can be mined legally or economically. Therefore, United States investors are also cautioned not to assume that all or any part of the inferred resources exist. In accordance with Canadian rules, estimates of “inferred mineral resources” cannot form the basis of feasibility or other economic studies, except in limited circumstances where permitted under NI 43-101.

For the above reasons, information contained in this annual report and the documents incorporated by reference herein containing descriptions of our mineral deposits may not be comparable to similar information made public by U.S. companies subject to the reporting and disclosure requirements under the United States federal securities laws and the rules and regulations thereunder.

CORPORATE STRUCTURE

Name, Address and Incorporation

The Company was incorporated on September 23, 1999 as a British Columbia corporation under the *Business Corporations Act* (British Columbia) (the “BCBCA”). The Company changed its corporate name to Asanko Gold Inc. on February 23, 2013. The Company completed the acquisition of PMI Gold Corporation (“PMI”) on February 6, 2014 by way of a court approved plan of arrangement transaction.

The Company’s primary asset is its interest in the JV, which operates the AGM, located on the Asankrangwa gold belt in Ghana.

The Company’s common shares trade in Canada on the Toronto Stock Exchange (the “TSX”) and in the United States on the NYSE American, each under the symbol “AKG”. The Company is a reporting issuer in the provinces of British Columbia, Alberta, Saskatchewan, Manitoba, Ontario, New Brunswick, Nova Scotia, Prince Edward Island and Newfoundland and Labrador. The Company’s common shares are registered under Section 12(b) of the United States Securities Exchange Act of 1934, as amended.

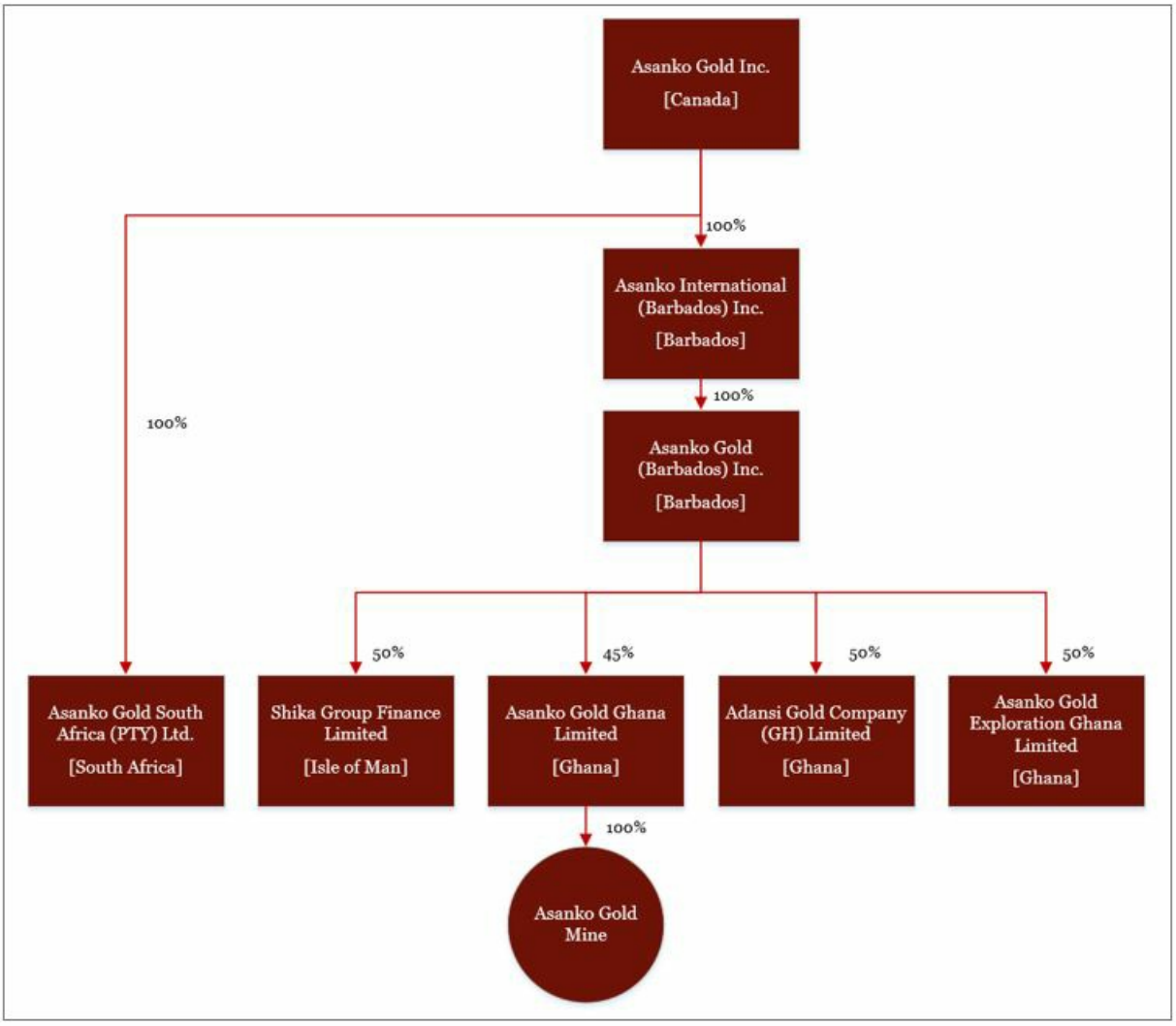
The Company's registered and records office is located at Suite 1500 Royal Centre, 1055 West Georgia Street, P.O. Box 11117, Vancouver, British Columbia, V6E 4N7. The Company's Canadian head office is located at Suite 680 – 1066 West Hastings Street, Vancouver, British Columbia, V6E 3X2.

Inter-corporate Relationships

The Company had the following interests in affiliates and subsidiaries as at December 31, 2018:

Affiliate name	Jurisdiction	Interest
Asanko Gold Ghana Limited	Ghana	45%
Adansi Gold Company (GH) Limited	Ghana	50%
Asanko Gold Exploration (Ghana) Limited	Ghana	50%
Shika Group Finance Limited	Isle of Man	50%
Asanko Gold South Africa (PTY) Ltd.	South Africa	100%
Asanko International (Barbados) Inc.	Barbados	100%
Asanko Gold (Barbados) Inc.	Barbados	100%

The Company's inter-corporate relationships with its subsidiaries and affiliates as at December 31, 2018 are illustrated in the chart below:



DESCRIPTION AND GENERAL DEVELOPMENT OF THE BUSINESS

Summary

The Company is Canadian-incorporated and headquartered. The Company's vision is to build a mid-tier gold mining company through organic growth, exploration, strategic M&A activities and the disciplined deployment of its financial resources.

The Company's principal asset is its interest in the JV, which operates the AGM located in Ghana, West Africa. The Company holds its 45% interest in the AGM through a 50:50 joint venture arrangement following the completion of a joint venture transaction with a subsidiary of Gold Fields Limited ("Gold Fields") on July 31, 2018 (see section "*General Development of the Business – Gold Fields Joint Venture Transaction* "). The AGM was created in 2014 through the combination of the Asanko's Esaase Gold Project with PMI's Obotan Gold Project following Asanko's acquisition of PMI in 2014. The AGM is a multi-deposit complex, with two main deposits, Nkran and Esaase, and nine satellite deposits. The mine is being developed in phases. The first phase comprised the construction of a 3 million tonne per annum ("Mtpa") carbon-in-leach ("CIL") ore processing facility and bringing the first pit, Nkran, into production ("Phase 1"). Gold production commenced in January 2016, commencement of commercial production was declared on April 1, 2016, and the operation reached steady-state production levels by the end of the second quarter of 2016.

General Development of the Business

Gold Fields Joint Venture Transaction

On March 29, 2018, the Company entered into a combination agreement (the "Combination Agreement") and certain definitive agreements (the "JV Transaction") with Gold Fields for the formation of a joint venture for the AGM (the "JV Transaction") pursuant to which, among other things:

- the Company and Gold Fields would each own a 45% interest in Asanko Gold Ghana Limited ("AGGL"), the Asanko affiliate that owns the AGM, with the Government of Ghana continuing to retain a 10% free-carried interest in AGGL;
- the Company and Gold Fields would each own a 50% interest in Adansi Gold Company Ghana Limited ("Adansi Ghana"), the Asanko affiliate that owns a number of exploration licenses; and
- the Company and Gold Fields would each acquire a 50% interest in a newly formed entity, Shika Group Finance Limited ("JV Finco").

In consideration for its interests in the JV, Gold Fields:

- contributed $165.0 million, representing its initial $164.9 million redeemable share investment in JV Finco, as well as its initial $0.1 million equity investments in AGGL, Adansi Ghana and JV Finco, respectively; and
- will contribute an additional $20.0 million redeemable share investment to JV Finco based on an agreed Esaase development milestone, but in any event by no later than December 31, 2019. Once this contribution is received by JV Finco, it is to be repaid immediately to the Company as a redemption of $20.0 million of the redeemable preference shares held by the Company.

The JV Transaction was completed, and the JV formed, on July 31, 2018. Concurrent with the closing of the JV Transaction, AGGL used the consideration received from the JV Transaction to repay in full all outstanding principal and accrued interest ($163.9 million) owing to Red Kite. There were no early repayment penalties associated with the DSFA.

In addition to the $185.0 million contribution paid/payable to the Company, Gold Fields purchased a 9.9% interest in the common shares of the Company via a private placement on April 4, 2018. Gold Fields purchased 22,354,657 common shares of the Company at $0.79 per common share, equal to the 5-day volume-weighted average price as of market close on March 27, 2018, for gross proceeds of $17.6 million.

In connection with the JV Transaction, the Company finalized the terms of the associated Joint Venture Companies and Shareholders' Agreement (the "JVA") that governs the management of the JV, in July 2018. Under the terms of the JVA, the Company remains the manager and operator of the JV and receives an arm's length fee for services rendered to the JV of $6.0 million per annum (pre-tax). A Management Committee has been formed, with equal representation from both Asanko and Gold Fields, to govern the operating and development activities of the JV.

The JVA therefore established joint control of the JV and, effective July 31, 2018, the Company no longer retains control of the AGM and its associated mineral properties. Because the JV is structured within the legal entities of AGGL and Adansi Ghana, the JV represents a joint venture as defined under IFRS 11 – Joint Arrangements, and the Company commenced equity accounting for its interest in the JV effective July 31, 2018. At this date, the Company derecognized all the assets and liabilities of its former Ghanaian subsidiaries, as well as the carrying amount of previously recognized non-controlling interests in AGGL. Conversely, the Company recognized the fair value of the consideration received from Gold Fields, as well as the fair value of the investment that the Company retained in the JV.

Under the terms of the Combination Agreement, the Company entered into each of the JVA, the Services Agreement, the Investor Rights Agreement and the Registration Rights Agreement, the material terms of each of which are summarized below:

The JVA

The JVA has been entered into to govern the joint venture relationship between the Asanko and Gold Fields participating group (the "Participating Groups") respecting the ownership and operation of JV Finco, AGGL and Adansi and the assets and liabilities of the JV which include the AGM. The Participating Groups own their respective interests in the AGM and other assets through the equal ownership of common share equity of each of AGGL, Adansi and JV Finco (collectively the "JV Companies"). The Government of Ghana continues to retain a 10% free-carried interest in AGGL.

The JVA includes the following material terms:

- Establishment of a management committee to oversee the operation and any development of the JV, with initial equal representation from the Participating Groups,
- Agreements as to board representation and management of each of the JV Companies with initial equal representation from the Participating Groups,
- Adjustment to management committee and board representation in the event of future changes in ownership of the JV Companies.
- Voting on the management committee and the boards of the JV Companies is in accordance with the Participating Groups' respective JV ownership interests and is deemed to be 50:50 pending completion of the additional $20 million investment by Gold Fields.

- An expedited dispute resolution process by reference to an expert for “ordinary decisions”, which are all decisions which are not “Special Majority Decisions”. Special Majority Decisions require 85% voting approval by the and so will effectively require unanimity as long as the Participating Groups are 50:50. Special Majority Decisions principally include:

  (1) Approval of annual programs and budgets including changes from the previous year or to the life-of-mine business plan which vary by more than 6%.

  (2) Approval for monthly cash calls in an amount which is 100% or more of the monthly cash call forecasted under the then current approved program and budget.

  (3) Expansion of the area of the operations beyond the development area, the disposition or surrender or relinquishment of property titles, the disposal or sale of any assets whose book value exceeds $30 million, the abandonment of material operations, or approval of a closure plan.

  (4) The sale, lease or exchange of all or substantially all of the JV assets or merger or consolidation of any of the JV operations or entities with any other business or entity.

  (5) Placing the mining operations on "care and maintenance" unless they are projected to operate with negative cash flow beyond certain defined time and amount thresholds.

  (6) Any changes in the JV auditor, and engaging in certain financial transactions such as hedging or foreign currency obligations for the JV.

  (7) The JV borrowing in excess of $5 million and granting security interests in JV assets, and effecting other transaction types generally in excess of $5 million.

  (8) Initiating or settling lawsuits or arbitration proceedings in excess of certain thresholds.

  (9) Approval of any material delay of expenditure of more than the greater of 15% and $5 million in relation to an approved program and budget.

  (10) Any change in the constating documents or in the authorized capital of any JV Company or the taking of any steps to wind-up or terminate a JV Company or convert any shareholder loan of any JV Company into shares of that JV Company.

- Special Majority Decisions are not subject to expert determination or arbitration and each Participating Group is permitted to vote on them in its own self-interest.

- Asanko will act as Manager (or operator) under the Services Agreement, which establishes the duties and responsibilities of Asanko as Manager and the manner of determination of the compensation payable to Asanko as Manager. Compensation is agreed to be (and shall not exceed that amount except for US inflation) approximately $6 million per year. Asanko can be removed for customary reasons including misconduct, insolvency and JV equity dilution of its interest below a 30% interest in the JV.

- The manner of preparation and approval of programs and budgets for the AGM and timing for their adoption and implementation.

- The parties have agreed that funding for the JV will generally come firstly from cash flow from AGM operations, secondly from third party borrowings by the JV and lastly from cash calls to the Participating Groups themselves. Where program funding is requested of the parties in excess of $20 million per year, a Participating Group may elect to fund a lesser amount of the program or none at all and may in such case suffer equity dilution in the JV if the other Participating Group funds the shortfall.

- The JVA has equity dilution provisions based on the amount of non-participation in a program calculated as a fraction of the amount not funded divided by the appraised value of the JV. The JVA also has additional penalty equity dilution of 50% of the voluntary dilution amount where a Participating Group commits to a program funding but fails to timely provide it and the other Participating Group makes a cover payment to provide the JV with the required funding.
- Under the JVA each Participating Group has the right to undertake sole risk development in respect of a new development program which is supported by a "positive" (≥ 15% rate of return) feasibility study where the other Participating Group declines to participate. In such event the funding Participating Group will act as Manager to implement the new development and must include compensation to the other Participating Group for any interference in existing mine operations. The other Participating Group may elect to back-in to the new development by paying its pro rata share plus a 50% risk premium within 6 months of project completion. If the other Participating Group does not elect to back-in, then the sole risk Participating Group will be entitled to priority to 100% of cash flow of the new development until its payback (recovery of all carried costs plus interest) plus a 100% risk premium. After achieving invested funds payback including interest, plus a 100% premium, the sole risk Participating Group may be required by the other Participating Group to contribute its priority cash flow rights to the JV for $1.
- The JVA defines customary events of default and remedies of a non-defaulting Participating Group against a defaulting Participating Group, including circumstances where the sale of the interest of a defaulting Participating Group may be compelled, subject the ability of the defaulting Participating Group to make cover payments where defaults may be remedied within an agreed period of time.
- The JVA has provisions relating to capital accounts, records, other accounts, reports and audits and establishes the criteria for adjustment and determination of distributable cash.
- The JVA has restrictions on transfer and manner of sale obligations, including rights of pre- emption as well as mechanics for dispute resolution including use of arbitration insofar as possible to resolve disputes.

Services Agreement

The Services Agreement includes the following material terms:

- The Company will act as "Service Provider" under the JVA and provide AGGL and Adansi with technical and non-technical support and assistance in relation to the operation of the AGM and related properties in accordance with the JVA.
- The services to be provided will be to enable each of AGGL and Adansi to properly conduct its operations in accordance with the strategic and operational goals determined by the management committee under the JVA and implement approved programs and budgets under the JVA.
- The Company is entitled to receive services fees based on the Company's direct costs plus an agreed mark-up, plus an additional fee associated with supervised costs (costs incurred by a joint venture company which are supervised by the Company), subject to a service fee cap of $6.0 million in any fiscal year and with an expectation that the service fees will aggregate approximately $6.0 million (subject to US inflation) in each fiscal year.

- The Company's appointment is for the life of the AGM, subject to the terms of the Services Agreement, and the agreement will remain in force for the longer of the current life-of-mine plan and sixteen (16) years.
- The Company may be required to resign as Service Provider upon the occurrence of certain events, including upon the occurrence of events of default, certain changes of control relating to the Company, the Company's ownership interest in the JV dropping below 30% and upon a Special Majority Decision under the JVA.

Investor Rights Agreement

Under the Investor Rights Agreement, Asanko and Gold Fields have agreed as follows:

- The Company has granted Gold Fields a pre-emptive right to maintain its prevailing equity interest in the Company (currently 9.9%) in the event that the Company issues common shares in future. The pre-emptive right excludes certain types of share issuance, such as those for strategic acquisitions and incentive options, however Gold Fields will have the right to "top-up" to its prevailing percentage before such excluded issuances through participation entitlement in Asanko's next offering of shares for cash. If Gold Fields sells down its position or fails to take up Asanko shares when offered, the pre-emptive right percentage reduces. The pre- emptive right ceases on the earlier of Gold Fields being reduced below 5% (provided that Gold Fields has had the opportunity to "top-up" its pro-rata percentage in an offering of shares for cash prior to any termination for reduction below 5%), or April 4, 2023.
- Gold Fields has agreed not to vote its Asanko shares against (i) Asanko's proposed nominees for election to the board of directors of the Company; or (ii) any other matters comprising annual shareholder meeting business or which are otherwise ordinary course of business (however Gold Fields may always abstain from voting).
- In the event Gold Fields wishes to dispose of its Asanko shares in an amount greater than 2% of the outstanding shares, it has agreed to help ensure an orderly market by allowing the Company a short opportunity to first seek to source purchasers for such shares. Gold Fields has also agreed to negotiate in good faith with any prospective purchasers identified by the Company with the objective of completing a sale(s) to the proposed purchasers.
- Until April 4, 2019, Gold Fields will standstill and not acquire more than 9.95% of the Company, or enter into any agreement or make any offer to acquire any material property or assets of the Company or to propose or seek to effect any amalgamation, merger, arrangement or other business combination or restructuring transaction with respect to the Company. Gold Fields would be released from the standstill early in certain customary events where Asanko is put into play.

Registration Rights Agreement

The Registration Rights Agreement includes the following material terms:

- Gold Fields has been provided with both demand and piggyback registration rights to cause the Gold Fields private placement shares to be qualified for resale both in Canada and the United States under applicable Canadian and United States securities laws.
- The demand registration rights are subject to two demand requests in any year, limitations relating to black-out periods and other customary limitations.
- The piggyback registration rights are subject to the qualification not having any material adverse impact on the Company's proposed offering and other customary limitations.
- Asanko will generally be responsible for all registration expenses.
- The Registration Rights Agreement includes customary provisions relating to registration procedures and indemnification.

Red Kite Agreements

Senior Facilities Agreement

For the purpose of funding Phase 1 of the Project, the Company entered into a Definitive Senior Facilities Agreement ("DSFA") with a special purpose vehicle of RK Mine Finance Trust I ("Red Kite") in 2013. The DSFA was previously drawn in a total principal amount of $150.0 million, plus $13.9 million in unpaid interest that was accrued up to May 2016. The DSFA bore interest (in advance) on a quarterly basis at a rate of LIBOR +6%, subject to a floor LIBOR rate of 1%. The DSFA was repaid in total on July 31, 2018 upon the completion of the JV transaction with Gold Fields (see section "*General Development of the Business – Gold Fields Joint Venture Transaction*").

Performance under the DSFA was fully secured by the assets of the Company's (then) Ghanaian subsidiaries, affiliate share charges and guaranteed by the Company.

Offtake Agreement

In October 2013, the Company entered into an offtake agreement with Red Kite in connection with the DSFA, as amended in July 2014 (the "Offtake Agreement"), pursuant to which Red Kite is entitled to purchase at market, 100% of the future gold production of the AGM to a maximum of 2.2 million ounces. The gold sale price will be a spot price selected by Red Kite during a nine-day quotational period following shipment. A provisional payment of 90% of the estimated value of the gold is made one business day after delivery, with the remaining balance payable 10 business days after shipment. The Offtake Agreement remains in effect until all outstanding ounces have been delivered to Red Kite or the JV elects to terminate the offtake and pay the associated termination fee. The JV can terminate the Offtake Agreement subject to the payment of a termination fee in an amount dependent upon the total funds previously drawn under the DSFA as well as the amount of gold delivered under the Offtake Agreement at the time of termination. As of December 31, 2018, 590,511 ounces of gold have been delivered to Red Kite under the Offtake Agreement.

Fiscal 2016 (Year ended December 31, 2016)

The AGM completed the finalization of capital expenditures on Phase 1 for $292 million, approximately $3 million under the budget of $295 million.

Ore commissioning of the milling and CIL circuits was completed in Q1 2016. On April 1, 2016, the Company declared commercial production for Phase 1 of the AGM, a full quarter ahead of schedule. Commercial production was declared as a result of the mine achieving a number of key milestones including the mill processing at 111% of design capacity and gold recovery exceeding design during the month of March. Steady state production was achieved at the AGM by the end of Q2 2016.

During the second quarter of 2016, the DSFA was amended in order to defer the repayment of the principal for two years (being the principal deferral period). The amendment provided that the first principal repayment would be payable on July 1, 2018 after which the facility would be repaid in nine equal quarterly installments, with the last repayment on July 1, 2020. The AGM would be required to continue to pay quarterly interest in advance on the loan facility during the principal deferral period. There were no other changes to the existing debt facility terms. A deferral fee of 2% of the loan principal was paid commensurate with signing the amendment. The amendments were considered to be a modification of the previous DSFA; the deferral fee of $3.275 million was paid during the second quarter 2016 and was deferred to the loan balance and was being amortized with previously deferred debt financing costs over the remaining life of the DSFA based on the revised effective interest rate of 10.6% ..

The AGM completed the acquisition of a new exploration target, Akwasiso, located 9kms north-east of the processing facility. The AGM completed 10,000 metres of drilling over 81 holes with visible gold intercepts and extensive mineralized intersections of similar style to the main Nkran pit. The results of the drill program would be included in the definitive feasibility study that was published on July 18, 2017 (the “DFS”) and subsequently amended and restated on December 20, 2017 (the latter the “12/17 DFS”). During September 2016, a mobile crusher was commissioned to mitigate a bottleneck in the primary crushing complex and the processing plant operated at 20% above design capacity. On October 25, 2016, the AGM received the Environmental Invoice (a pre-cursor to receiving the final Environmental Permit) from the relevant Ghanaian regulatory authorities for the development of the new Esaase mine. Following the receipt of the Environmental Invoice, the Board of Directors gave approval to proceed with P5M, and the AGM commenced with front-end engineering design (“FEED”) for the plant upgrade and the overland conveyor associated with P5M and P10M.

Grades increased steadily during the three quarters post the commencement of commercial production (2.0g/t average mined grade in Q4 2016) as the central mineralized domains in the Nkran pit were exposed. A total of 147,501 ounces of gold were produced following the commencement of commercial production (a nine-month period ending December 31, 2016), and 147,950 ounces were sold at an average price of $1,247/ounce for gross gold revenue of $184.5 million.

The 2016 near mine exploration program yielded success with the delineation of Mineral Resources and Reserves at the Adubiaso Extension and Nkran Extension, results of the which would be included in the 12/17 DFS. In December 2016, Asanko received the Ghana Mining Industry Awards 2016 Corporate Social Investment Project of the Year for the Obotan Cooperative Credit Union project, an initiative aimed to increase access to financial capital and other financial services to assist small businesses address the challenge of access to credit and to support the development of economic growth in and around the AGM catchment area.

Fiscal 2017 (Year ended December 31, 2017)

During January 2017 the Environmental Protection Agency ("EPA") issued its environmental permit for mining operations at Esaase and the overland conveyor to the AGM processing facility. This critical step was achieved following the EPA's approval of the Environmental Impact Statement. The Minerals Commission also issued the mine operating permit for the Esaase mine.

An updated Mineral Resource Estimate ("MRE") and Mineral Reserve Estimate ("MRev") for the AGM was published on February 24, 2017 (effective December 31, 2016), including three near-mine exploration deposits, Akwasiso, Nkran Extension and Adubiaso Extension. See: "Mineral Resource and Mineral Reserve Estimates" and "Asanko Gold Mine Mineral Reserve Statement".

During Q1 2017, there was a partial failure on the western wall of the Nkran pit, however due to the mitigation measures which had been put in place, as well as the slope stability radar (which was instrumental in predicting geotechnical issues in the walls of the pit since mining began) there was no impact on either production or safety in the pit.

The Cut 2 pushback of the Nkran pit commenced during the Q2 2017 and initially focused on the western wall sequence, which included an additional 1.1Mt of waste material to align updated side wall designs to geotechnical recommendations received from SRK in the slump area. Once the required design elevation was reached on the western wall, the southeast sequence of the cut commenced, which continued in this area throughout the remainder of 2017.

Mining operations adopted the new MRE and updated grade control estimation processes during Q1 2017, which were fully implemented by the end of April 2017. That new MRE and associated grade control processes were fully implemented and have been operational since May 2017.

During 2017, the AGM refined its mining reconciliation process relative to the reserve model and, as a result, identified that blast movements were impacting ore losses and dilution. In response, blast movement monitoring technology was deployed in the Nkran pit to address the issue to align ore losses and dilution to design levels.

Pre-stripping and mining activities commenced at Akwasiso in June 2017. Early ore mining operations experienced higher levels of previously disturbed surface material from historic artisanal workings than expected which resulted in less oxide tonnes and lower grades reporting to the mill. As a result of the deeper levels of historic artisanal workings at Akwasiso, combined with the then identified ore loss and dilution metrics at the Nkran pit, the AGM revised its 2017 guidance to 205,000 to 225,000 ounces (compared to the previous guidance of from 230,00 to 240,000 ounces) at all-in sustaining cost per ounce of gold sold ("AISC") of $920 to $960/oz.

At Dynamite Hill, the second satellite pit to be brought into production, site establishment commenced during 2017 in preparation of mining operations which commenced in Q4 2017. This included 3,096m of grade control drilling which validated the resource model and confirmed the mine plan and oxide ore volumes.

On July 18, 2017, the Company published its DFS for the AGM, which included an updated MRE with an updated Mineral Resource constraining pit shell assuming a gold price of $1,500/oz. The AGM reserves were unchanged and included 101Mt at 1.57 g/t for 5.1 million ounces of contained gold, based on a $1,300/oz gold price.

Commissioning and ramping up to name plate capacity of the P5M volumetric upgrades (part of the first stage of P5M) was completed during 2017, ahead of schedule and under budget. The processing facility continued to operate above expectations, processing 3.7Mt during 2017, with a feed grade of 1.8 g/t. Importantly, the processing plant achieved record milling rates of 1.1Mt for Q4 2017 including an annualized milling rate of 5Mtpa for the month of December.

During 2017, the AGM produced 205,047 ounces, in line with its revised 2017 production guidance of 205,000 – 225,000 ounces. The AGM achieved an industry-leading safety record of 0.17 LTIFR, despite one lost time injury occurring during Q1 2017.

The AGM acquired the Miradani Mining Lease (the "Miradani Project"), which is adjacent to the AGM, from AngloGold Ashanti.

Fiscal 2018 (Year ended December 31, 2018)

In February 2018, the AGM agreed to a new term sheet with Red Kite, whereby the AGM would be able to defer the repayment of principal associated with the long-term debt facility by up to three years (repayment commencing on July 1, 2021) subject to certain fees, terms and conditions.

On July 31, 2018, the Company completed the JV Transaction with Gold Fields that was announced on March 28, 2018. Concurrent with the completion of the JV Transaction, the DSFA was extinguished with the injection of $165.0 million from Gold Fields.

During 2018, the AGM completed the P5M recovery upgrades to the plant and also commissioned a secondary crusher, allowing the AGM to achieve record annual milling rates of 5.2Mt and producing 223,152 ounces, in excess of the top-end of its 2018 production guidance of 200,000 – 220,000 ounces at AISC of $1,072 per ounce, at the lower end of its 2018 cost guidance of $1,050 - $1,150 per ounce.

Expansion Plans

The Company has developed plans for two possible production expansions at the AGM, which combined have the potential to increase production from the current capacity of approximately 225,000 ounces per annum to about 450,000 ounces per annum. These two production expansion projects are known as the "Project 5M" or "P5M" and the "Project 10M" or "P10M". These projects are named with reference to their projected throughput of ore so that Project 5M will upgrade the existing CIL plant's throughput from 3.6Mtpa to 5Mtpa.

The first stage of P5M, involving the brownfield modifications and upgrades to the CIL processing plant to increase throughput to 5Mtpa, was approved in November 2016. The AGM completed the volumetric and recovery upgrades to the plant as of December 2017 and Q2 2018, respectively. The processing plant milled 5.2Mt during the year ended December 31, 2018.

The second stage of Project 5M (as contemplated in the 12/17 DFS) includes:

(a) the development of the nearby Esaase deposit; and
(b) the construction of a 27km overland conveyor to integrate the Esaase deposit with the Obotan P5M processing facility.

While construction of the overland conveyor was originally contemplated, and is reflected in the 12/17 DFS, consideration is now being given to road haulage of ore by truck, however no determination on this option has been made to date.

During Q4 2018, the initial development of the requisite infrastructure at Esaase, and temporary haul road to connect the Esaase pit to the existing haul road network, commenced. Site establishment by the mining contractor and the haul road were completed by the end of Q4 2018. A bulk sample was mined and processed through the central processing facility during Q4 2018. The trial mining operation, which commenced in January 2019, and will continue until end of June 2019, is focused on mining the surface oxides of the deposit. Mining is restricted to day shift only, with minimal blasting, and the material is being trucked to the processing facility via the newly commissioned haul road.

A second planned expansion project, known as Project 10M, comprises the construction of an additional 5Mtpa CIL ore processing plant in order to double plant capacity from 5Mtpa to 10Mtpa.

These P5M and P10M expansion projects were originally analyzed in a technical report called " *Asanko Gold Mine– Definitive Feasibility Study – National Instrument 43-101 Technical Report*" with an effective date of June 5, 2017. This report was amended and restated to clarify certain of its contents and filed on SEDAR on December 27, 2017. The 12/17 DFS is the primary source for the current technical information referenced in this AIF. The summary of the 12/17 DFS is re-produced below under "*Mineral Properties*". However, please see section *"Ongoing work associated with updating Mineral Resource and Reserve Estimates and Life of Mine Plan".*

The implementation of the second stage of P5M and P10M will require a special majority decision of the Management Committee of the JV partners (see section "*General Development of the Business – Gold Fields Joint Venture Transaction* ") and is dependent on the balance sheet of the JV, ability and willingness of the JV Partners to fund any required equity or subordinated loan portion of the project costs, financing opportunities, the outlook for gold prices, and capital market conditions. Accordingly, there is no assurance that the JV will proceed with either the second stage of P5M or P10M.

Ongoing work associated with updating Mineral Resource and Reserve Estimates and Life of Mine Plan

Prior and subsequent to the conclusion of the JV Transaction in July 2018, the Company's technical team, together with input from Gold Fields' technical team, has been systematically conducting work to improve and update all the previous MRE and MRev for all the planned pits within the AGM. The results of this process are expected to reflect the ongoing geological understanding and experience garnered from a substantial period of mining operations. In the first instance, this work is being done both to reflect the ongoing mining activities and improved structural interpretations at Nkran. Secondly, a detailed reinvestigation of the controls to mineralisation within the Esaase deposit has also been initiated. This work at Esaase involved:

(i) the drilling of an additional 4,900m of RC drilling (84 new RC holes) to more accurately delineate the surface oxide potential. All samples were sent to an external laboratory for fire assay analysis.

(ii) a re-log program of 43,000m (163 holes) of historical diamond drilling to improve the structural and lithological interpretation of the controls to mineralisation, including the development of new wireframes.

In addition, the JV partners are reviewing the geostatistical modelling methodologies best suited to the various deposits. All of the work described above is now being used to improve and update the MRE and MRev for all known deposits within the AGM.

Initial indications are that some of the previously estimated resources at Esaase categorized as measured and indicated may be reclassified as inferred resources which will result in a reduction of Esaase gold reserves. Notwithstanding the reclassification, the global resource gold ounces at Esaase are likely to remain approximately the same.

All other technical aspects informing our 2019 Life of Mine ("LoM") Plan such as the geotechnical, hydrogeological and metallurgical design parameters are also being re-evaluated with our JV partners and independent experts. The recent experience and knowledge gained from the bulk sample exercise at Esaase will also be incorporated into our 2019 LoM Plan. The capital and operating costs are also under review, including the optimal ore transportation solution linking Esaase to the central processing facility at Obotan, in order to take into account inflation, scope and commodity price changes. All this additional work will inform and confirm the optimal long-term ore transportation solution and associated capital and operating cost. These technical items together with the review of the MRE and MRev will culminate in an updated 2019 LoM Plan which will include updated project economics for the AGM's development projects. The reclassification of measured and indicated resources at Esaase and the incorporation of updated design parameters and cost information are not expected to reverse the conclusions of the 12/17 DFS that the Esaase deposit is technically and economically feasible, but may impact adversely on the estimates of net present value ("NPV") in the 12/17 DFS which, as the sensitivity analysis of NPV shows, is affected by a number of factors including resource size, metal prices, capital costs and operating costs. The 2019 LoM Plan is expected to be presented to the JV partners in Q2 2019.

Specialized Skill and Knowledge

Various aspects of the mining business of the JV and Company require specialized skills and knowledge, including skills and knowledge in the areas of permitting, geology, drilling, metallurgy, logistical planning, mine design, engineering, construction and implementation of exploration programs as well as finance, risk management and accounting. Much of the specialized skill and knowledge is provided by the management and operations team of the Company and JV. The JV and Company also retains outside consultants with additional specialized skills and knowledge, as required. However, it is possible that delays and increased costs may be experienced by the JV and Company in locating and/or retaining skilled and knowledgeable employees and consultants in order to proceed with its planned exploration and development at its mineral properties.

Competitive Conditions

Asanko and the JV competes with other mineral resource exploration companies for financing, for the acquisition of new mineral properties, for the recruitment and retention of qualified employees and other personnel, as well as operating supplies. Many of the mineral resource exploration and development companies with which Asanko and the JV competes have greater financial and technical resources. Accordingly, these competitors may be able to spend greater amounts on acquisitions of mineral properties of merit, on exploration of their mineral properties and on development of their mineral properties. In addition, they may be able to afford more geological expertise in the targeting and exploration of mineral properties. This competition could result in competitors having mineral properties of greater quality and interest to prospective investors who may finance additional exploration and development.

Cycles

The mining business is subject to mineral price cycles. The marketability of minerals is also affected by worldwide economic cycles. At the present time, the significant demand for minerals in many countries is driving commodity prices, but it is difficult to assess how long such demand may continue. Fluctuations in supply and demand in various regions throughout the world are common.

The JV's revenues may be significantly affected by changes in commodity demand and prices. The ability of the JV to fund ongoing exploration and development is impacted by the sale of gold produced by the mine and the proceeds of such sales. As market fluctuations affect the price of gold, proceeds from the sale of the gold produced by the JV can be affected accordingly. As well, the ability of the JV and Company to continue development, exploration and increased production is affected by the availability of financing which, in turn, is affected by the strength of the economy and other general economic factors.

Economic Dependence

As a producer of gold, the JV is not considered to be dependent on any particular sales contract as the market for gold is deep and worldwide. In fact, under the terms of the DSFA, the JV is required to sell all of its production to Red Kite (up to a maximum of 2.2 million ounces of gold). The JV could be considered to be significantly dependent upon key operational contracts associated with contract mining services (for blast, load, haul and drilling), fuel supply and processing consumables. As the JV's gold production increases and sales of its produced minerals continue to add value, the JV is expected to be in a position to augment its working capital with its sales and lessen its reliance on funding from the Company and its JV partners. The Company and the JV may renegotiate their supplier contracts from time to time in the ordinary course of business and believes that the supplier arrangements of the Company and JV could be, if necessary, replaced by other suppliers.

Environmental Protection

The JV's properties are subject to stringent laws and regulations governing environmental quality. Such laws and regulations can increase the cost of planning, designing, installing and operating facilities on the JV's properties. However, it is anticipated that, absent the occurrence of an extraordinary event, compliance with existing laws and regulations governing the release of emissions in the environment or otherwise relating to the protection of the environment, will not have a material effect upon the JV's current operations, capital expenditures, earnings or competitive position.

Employees

At December 31, 2018, the JV had approximately 386 full-time employees, and 138 temporary workers employed across its site operations and corporate and regional offices. At the same time, the Company had approximately 24 full-time employees employed across its corporate and regional offices.

Foreign Operations

All of the JV's mine development operations are currently conducted in Ghana, a foreign jurisdiction, and as such, the JV's operations are exposed to various levels of political, economic and other such risks and uncertainties as: military repression; extreme fluctuations in currency exchange rates; high rates of inflation; labour unrest; war or civil unrest; expropriation and nationalization; renegotiation or nullification of existing concessions, licenses, permits and contracts; illegal mining; changes in taxation policies; restrictions on foreign exchange and repatriation; changes to export regulations and changing political conditions, currency controls and governmental regulations that favour or require the awarding of contracts to local contractors or require foreign contractors to employ citizens of, or purchase supplies from, a particular jurisdiction.

In the past, Ghana has been subject to political instability, changes and uncertainties, which if such instability were to recur, may cause changes to existing governmental regulations affecting mineral exploration and mining activities. Ghana's status as a developing country may make it more difficult for the JV or the Company to obtain any required financing for its projects.

The JV's operations and properties are subject to a variety of governmental regulations governing worker health and safety, employment standards, waste disposal, protection of historic and archaeological sites, mine development, protection of endangered and protected species and other matters.

The JV's mineral exploration and development activities in Ghana may be adversely affected in varying degrees by changing government regulations relating to the mining industry or shifts in political conditions that increase the costs related to the JV's activities or the maintenance of its properties.

Changes, if any, in mining or investment policies or shifts in political attitude may adversely affect the operations and financial condition of the JV and the Company. Operations may be affected in varying degrees by government regulations with respect to, but not limited to, restrictions on production, price controls, export controls, currency remittance, income and other taxes, expropriation of property, foreign investment, maintenance of claims, environmental legislation, land use, land claims of local people, water use and mine safety.

Failure to comply strictly with applicable laws, regulations and local practices relating to mineral right applications and tenure could result in loss, reduction or expropriation of entitlements, or the imposition of additional local or foreign parties as joint venture partners with carried or other interests.

The occurrence of these various factors and uncertainties cannot be accurately predicted and could have an adverse effect on the operations and financial condition of the JV and the Company. Future changes in applicable laws and regulations or changes in their enforcement or regulatory interpretation could negatively impact current or planned exploration and development activities on the AGM or in respect of any other projects in which the JV or the Company becomes involved. Any failure to comply with applicable laws and regulations, even if inadvertent, could result in the interruption of exploration and development operations or material fines, penalties or other liabilities.

Free Carried Interest to the Ghanaian Government

Section 43.1 of the Ghanaian Minerals and Mining Act of 2006 (the "Ghanaian Mining Act"), (Government Participation in Mining Lease) provides: *Where a mineral right is for mining or exploitation, the Government shall acquire a ten percent free carried interest in the rights and obligations of the mineral operations in respect of which financial contribution shall not be paid by Government*.

In order to achieve this legislative objective, 10% of the common shares of AGGL, the Company's Ghanaian affiliate which owns the Obotan and Esaase properties, have been issued into the name of the Government of Ghana. The government has a nominee on the board of the JV. There is no shareholder agreement between AGGL and any of its shareholders and the 10% ownership stake of the Government of Ghana represents a capital non-contributing interest where the Ghanaian Government is entitled to 10% of declared dividends from the net profit of AGGL, but does not have to contribute to its capital investment (but does in effect suffer its share of operating losses which need to be recovered before dividends accrue). The Government of Ghana is not a party to nor subject to any JV agreements between the Company and Gold Fields.

Ghanaian Mining Royalties and Taxes

On March 19, 2010, the government of Ghana amended section 25 of the Ghanaian Mining Act which stipulates the royalty rates on mineral extraction payable by mining companies in Ghana. The Ghanaian Mining Act now requires the holder of a mining lease, restricted mining lease, or small-scale mining license to pay a royalty in respect of minerals obtained from its mining operations to Ghana at the rate of 5% of the total revenue earned from minerals obtained by the holder.

Changes to the Ghanaian tax system were announced and substantively enacted during the year ended March 31, 2012. Corporate tax rates rose from 25% to 35% and capital deductions were reduced from an 80% deduction in year one to a straight-line depreciation of 20% per year over 5 years.

Social and Environmental Policies

CSR Policy

Asanko believes that corporate social responsibility is integral to meeting its strategic objectives as it will ensure that the Company and the JV maintain its social license to operate, enhance its reputation with all its stakeholders, improve its risk management, reduce the AGM's cost of production and both directly and indirectly benefit the communities that the JV and the Company operate in, beyond the life of the JV's mines.

The approach of the JV to its corporate social responsibility ("CSR") is based on the following principles:

- Complying with its corporate governance principles, national and international laws, industry codes and being a responsible corporate citizen.
- Mitigating its impact on the environment.
- Maintaining a high-level Health and Safety performance.
- Actively identifying opportunities to make a positive and meaningful contribution to the communities that the JV operates in beyond the life of the JV's mines.
- Contributing to the economic and social development of the JV's host countries.
- Developing its employees.
- Adhering to the values of the JV and the Company and demonstrating them in its behavior.
  The JV follows the following guidelines in its CSR conduct:
- Embrace the objectives of the African Mining Vision and the Global Reporting Initiative in the CSR reporting of the Company and the JV.
- Regularly engage with its stakeholders and take into consideration their perspectives, concerns, customs and cultural heritage before acting .
- Work closely with landowners prior to commencing activities on the ground, and negotiate fair compensation for such activities where appropriate.
- Hire local, regional and national residents and use goods and services from the JV's local communities wherever possible, without compromising the JV's quality and efficiency standards.
- Uphold fundamental human rights and do not interfere or take sides in politics or social issues.
- Work with unified local committees to identify and prioritize community development projects intended to promote long-lasting livelihood improvements.
- Do not tolerate any unethical behavior by any stakeholder involved in the JV's business.

Social Investment Initiative

On December 6, 2016, the Company announced that the AGM had been awarded the Ghana Mining Industry Awards 2016 Corporate Social Investment Project of the Year, for the Obotan Cooperative Credit Union ("OCCU") initiative. The OCCU aims to increase access to financial capital and other financial services to assist small businesses address the challenge of access to credit and to support the development of economic growth in and around the AGM catchment area. The OCCU was launched in December 2015, before the AGM had poured first gold, and now has over 1,700 members and more than GHS790,000 in assets. The OCCU is sponsored by the JV and the German government-backed development organization, Deutsche Gesellschaft für Internationale Zusammenarbeit GmbH, and is also an affiliate member of the Credit Union Association of Ghana.

Environmental Policy

Asanko and the JV work diligently to provide safe, responsible and profitable operations whilst ensuring sustainable natural resources development for the benefit of its employees, shareholders and host communities. The Company and the JV also work diligently to protect and conserve the natural environment for future generations.

In adopting the following principles, the JV intends to drive continuous improvement and excellence in environmental performance:

- The JV will communicate its commitment to excellence in environmental performance to its employees, contractors, government agencies and the community.
- The JV will comply with host country laws and regulations, and will augment these with appropriate international guidelines and best practice environmental management.
- The JV will allocate the necessary resources to ensure it meets its reclamation and environmental obligations.
- The JV strives to prevent pollution of air, land and water, and will implement appropriate waste management practices.
- The JV strives to be energy efficient in everything the JV does.
- The JV will explore opportunities with government agencies and communities to remediate and mitigate historic mining impacts on acquired properties.
- The JV will develop and utilize an Environmental Management System that ensures prioritization, planning, implementation, monitoring, review and transparent reporting.
- The JV will routinely set and review environmental targets and performance for each project and report on progress to its employees, shareholders, government agencies and the community.

MINERAL PROPERTIES

The Asanko Gold Mine

The AGM is operated in a 50:50 joint venture with Gold Fields, however, all amounts and descriptions within this "Mineral Properties" section as they relate to the AGM are on a 100% basis, unless otherwise indicated. The following is a summary description of the project known as the AGM and is a direct extract and reproduction of the summary, without material modification, contained in the National Instrument 43-101 Technical Report entitled "Asanko Gold Mine Definitive Feasibility Study (Amended and Restated)" with an effective date of June 5, 2017, amended and restated December 20, 2017. The 12/17 DFS was prepared on behalf of Asanko by Charles Muller, B.Sc. Hons (Geology), Malcolm Titley, BSc (Geology and Chemistry), MAIG; MAusIMM, Phil Bentley, MSc (Geology), MSc (Mineral Exploration) Pr. Sci. Nat. SACNASP, Thomas Kwabena Obiri-Yeboah, B.Sc Eng (Mining), PrEng, Glenn Bezuidenhout, National Diploma (Extractive Metallurgy), FSIAMM, Dave Morgan, M.Sc. Eng (Civil), CP Eng, Douglas Heher, B.Sc Eng (Mechanical), PrEng and Godknows Njowa, M.Sc Eng (Mining), PrEng, each of whom is an independent Qualified Person. The work and conclusions of the 12/17 DFS are disclosed in accordance with NI 43-101.

The JV is intending to develop the AGM in two phases, with the first phase being largely based on the Obotan Project as initiated by PMI. It was envisioned by the Company that the Esaase pit would be assessed for development in a second phase. The construction of the first phase was completed in early 2016. Gold production commenced in January 2016, commercial production was declared on April 1, 2016, and the operation reached steady-state production levels by the end of the second quarter of 2016. The AGM completed the volumetric upgrades associated with P5M during 2017 and the P5M recovery upgrades in 2018, whilst commencing infrastructure development and a bulk sample of the Esaase deposit in late 2018. The balance of P5M is expected to be carried out in 2019, dependent on the balance sheet and financing opportunities of the JV, the Company and its JV partners, as well as favourable market conditions.

Investors are cautioned that the MRE and MRev included below have not been adjusted to take into account production since the effective date of the 12/17 DFS (being December 31, 2016). In addition, it is anticipated that the 2019 LoM Plan will provide updates as to the second phase of P5M and the P10M expansion plans, which will include updated project operating and capital costs. See section *"Ongoing work associated with updating Mineral Resource and Reserve Estimates and Life of Mine Plan".*

All amounts for MRE and MRev and project economics, including NPR, IRR and Capital Payback, are presented for the AGM as a whole, without adjustment for Asanko's ownership in the JV.

The 12/17 DFS

The 12/17 DFS evaluates the expansion of the AGM from the current open pit mining and processing operation to include an expanded processing facility and to bring the Esaase deposit into production. The status of the JV's determinations as to proceeding with these expansion plan scenarios is discussed above under "*Description and General Development of the Business – Expansion Plans* ". The 12/17 DFS evaluated the Project in the following three scenarios:

Base Case: Current operation (previously referred to as Phase 1) - as commissioned in Q1 2016:

- CIL processing facility, located at the Obotan project site, operating at 3.6Mtpa (design was originally 3Mtpa)
- Tailings Storage Facility ("TSF")
- Life of Mine ("LoM") approximately 10 years to 2026
- Ore sources: Nkran and Satellite pits

P5M Expansion

- Existing CIL processing facility at Obotan upgraded from the current 3.6Mtpa to 5Mtpa (Brownfields expansion)
- Overland conveyor constructed from Esaase to Obotan
- Power line from Obotan to Esaase constructed
- Esaase deposit brought into production at 2Mtpa run of mine ("ROM")

- Ore sources: Nkran, Satellite pits and Esaase, upon commissioning of the conveyor
- On a standalone basis, LoM approximately 20 years to 2037

P10M Expansion

- Second CIL plant constructed, adjacent to the current plant at Obotan, with a capacity of 5Mtpa, thereby doubling processing capacity to 10Mtpa
- Production from Esaase pit ramped up to 7Mtpa ROM
- Resettlement of the village of Tetrem, comprising 250 structures
- Expansion of the footprint of the existing TSF
- Ore sources: Esaase, Nkran, Satellite pits
- LoM approximately 10 years to 2027

All defined terms used in the summary below have the meaning ascribed to them in the 12/17 DFS, and as a result may differ from the defined terms used elsewhere throughout this AIF. The below summary is subject to all the assumptions, qualifications and procedures set out in the 12/17 DFS and is qualified in its entirety with reference to the full text of the 12/17 DFS, which was originally filed on July 18, 2017, subsequently amended and restated on December 20, 2017 and is available for review under Asanko's profile at www.sedar.com.

Project Description, Location and Access

The AGM concessions, the Obotan and Esaase project areas, are located in the Amansie West District of the Ashanti Region of Ghana (Figure 1-2). The Project is operated as a 50:50 joint venture between the Company and Gold Fields (each holding a 45% economic interest, respectively), while the Government of Ghana has a 10% free carried interest in Asanko Gold Ghana under Section 8 of the Ghanaian Mining Act.

The JV holds seven mining leases (Table 1-1), as well as prospecting and reconnaissance licenses, which collectively make up the AGM and span 30 km strike length of the Asankrangwa Gold Belt. The mining lease concessions cover an area of approximately 213.2 km^2, between latitudes 6° 11' 54.985" N and 6° 35' 33.074" N, and longitudes 2° 4' 59.195" W and 1° 51' 25.040" W.

The Esaase, Abore, Abirem, Datano, Jeni River and Adubea Mining Leases contain all of the mineral resources defined to date. All other concessions held by Asanko Gold in the area contain exploration potential defined to date and, in some instances, locations for infrastructure. The Ghanaian EPA grants permits on a perennial basis to conduct exploration. With respect to the AGM concession areas, all permitting within the afore-mentioned governmental permitting structure is up to date and accounted for.

Figure 1-2: The AGM Location and location of the various tenements making up the AGM (Source: 12/17 DFS)

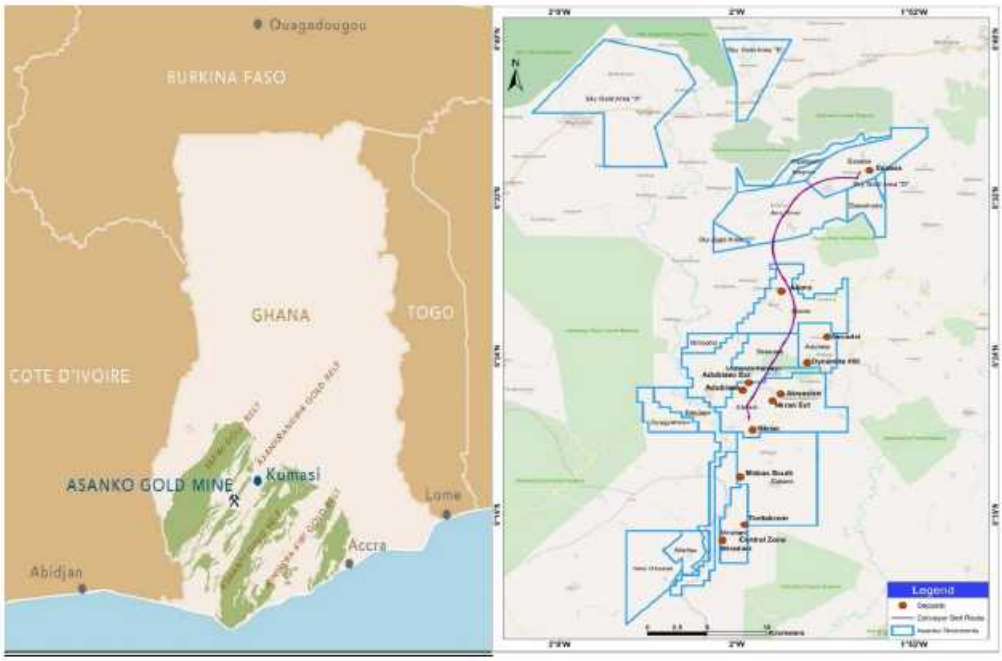


Table 1-1: The Asanko Gold Mine Mining Licenses (Source: 12/17 DFS)

Tenement name	Licence Category	100% owned title Minerals holder	Commission file	Status of licence	Area Km²
Datano	Mining Lease	Asanko Gold Ghana – 100%	PL 6/32/Vol 3	Valid-ML renewal	53.78
Abore	Mining Lease	Asanko Gold Ghana – 100%	PL 6/303	Valid-ML received	28.47
Abirem	Mining Lease	Asanko Gold Ghana – 100%	PL 6/303	Valid-ML received	47.13
Adubea	Mining Lease	Asanko Gold Ghana – 100%	PL 6/310	Valid-ML received	13.38
Esaase	Mining Lease	Asanko Gold Ghana – 100%	PL 6/8/Vol.8	Valid-ML received	27.03
Jeni River	Mining Lease	Asanko Gold Ghana – 100%	RL 6/21	Valid	43.41
Miradani	Mining Lease	Asanko Gold Ghana – 100%	RL 6/22	Valid	14.98

All concessions carry a 10% free carried interest in favour of the Ghanaian government. The government interest is reflected in a 10% ownership of Asanko Gold Ghana, and the government has a right to 10% of any dividends paid by the subsidiary. The leases are also subject to a 5% royalty on the value of metals sold payable to the government of Ghana. In addition, the Adubea concession is also subject to an additional 0.5% royalty to the original concession owner. The Esaase mining lease is also subject to an additional 0.5% royalty to the Bonte Liquidation Committee.

There is no environmental liability held over Asanko for any of the AGM concessions relating to the Obotan project area, with the exception of project works to date. There is a potential environmental liability on the AGM's Jeni River concession which was inherited with the acquisition of the Esaase concession.

Accessibility, Climate, Infrastructure and Physiography

The AGM concessions are located in the Amansie West district of the Ashanti region of Ghana, approximately 250 km northwest of the capital Accra, and about 50 to 80 km southwest of the regional capital of Kumasi. There are several local villages near the AGM site; the closest to the plant site is the Manso Nkran village, while the villages of Tetrem and Esaase are in close proximity to the Esaase deposit.

Mining personnel are readily available in Ghana with a highly skilled workforce and numerous mining operations in the country.

There are daily flights from Accra to Kumsi flown by several different airlines. In addition, there is a small airstrip located adjacent to the Obotan project site infrastructure west of the Nkran village, which is used by the AGM to transport staff and service providers to and from Accra. Existing road access to the site is available from the west, south and east, but the main access used will be from the ports of Tema and Takoradi to the south via Kumasi, or Obuasi. Total distance from Tema to the project site, via Kumasi is approximately 400 km.

The AGM is located in hilly terrain dissected by broad, flat drainages that typically form swamps in the wet season between May and late October. Hill tops are generally at very similar elevations, reflecting the elevation of a previous erosional peneplane that is now extensively eroded. Maximum elevations are around 80m above sea level, but the areas impacted by the AGM deposits generally lie at less than 50m elevation. Despite the subdued topography, hill slopes are typically steep. Ecologically the AGM area is situated in the wet evergreen forest zone.

Project Infrastructure

Current site infrastructure consists of:

- an administration block, training facilities, exploration offices, core storage area, clinic and laboratory
- senior and junior accommodation facilities located to the west of the Obotan mine
- an exploration camp and office at Esaase
- an established mining operation at Obotan with various structures like offices, stores, workshops and fuel storage facilities
- a new CIL Plant at Obotan with various structures like offices, stores, workshops and reagent buildings
- a TSF
- Multiple boreholes sunk for water supply
- a 161- kV incoming power line fed from the Asawinso sub-station
- Communications currently available at the site are good due to the erection of an additional Vodafone tower at the Obotan camp.

History

Nkran Area

Nkran is important from the view point of historical artisanal gold mining that dates back many generations and remains quite extensive to the present day.

In the late 1980's, this prospect attracted the attention of consultant Dr. Alex Barko who recommended the area to one of his local client groups and Obotan Minerals subsequently applied and received a prospecting concession covering about 106 km^2 over the general area. A minor amount of prospecting was carried out in the early stages. Some attention was paid to the alluvial gold potential because of the extensive gold in the nearby Offin River, (held then by Dunkwa Goldfields), as well as the alluvial gold project being developed at the time, a little further north in the Bonte area. In the early 1990's, the Obotan concession was examined by American consultant Al Perry who was working on behalf of two related Australian juniors, Associated Gold Fields NL ("AGF") and Kiwi International Resources Limited ("KIR").

By early 1995, resource estimates (Measured, Indicated and Inferred) were reported as 4.8Mt grading 3.7 g/t Au for an in-situ content of approximately 600,000 oz Au. A feasibility study was completed and a mining lease was granted in late 1995. In May 1996 the combined interests of KIR and AGF were bought out by Resolute Limited ("Resolute") who immediately reviewed and expanded the scope of the project. This was achieved mainly by conducting further RC diamond drilling to increase resources to a depth of 150m at Nkran and to further assess the known mineralization at nearby Adubiaso.

A revised mine development plan was completed by the end of July 1996 and a decision was made to proceed into production at a rate of 1.4Mtpa. Initial mining was started early in 1997 and by May 1997, the first gold was poured. Mining operations ceased in 2002 due to low gold prices and the concessions were reclaimed and returned to the Government of Ghana.

Abore Area

The Abore area was covered in a prospecting concession granted to the Oda River Gold small scale mining license (Asuadai prospect) at Adubea in 1991.

In the mid-1990's, Mutual Resources ("Mutual") of Vancouver, Canada, in partnership with Leo Shield Exploration of Perth, Australia, completed a joint venture with the Oda River group and commenced a regional exploration program on the concession (covering approximately 73 km^2). Prospecting in the area north of Abore revealed extensive old and very recent artisanal mining in alluvial areas as well as many old Ashanti pits in the saprolite along a low hill immediately adjacent to the alluvial workings.

Soil geochemistry revealed a strong north-north-east trending gold anomaly over the area of artisanal mining (bedrock areas); the anomaly is several hundred metres wide and traceable along strike for about 3 km, well beyond the area of old workings. Extensive trenching in the area confirmed continuous bedrock mineralization over a distance of at least 1,000 m with widths in the range 50 - 100 m. The mineralization consists of a broad quartz stock work system hosted mainly by a north-north-east trending intermediate granitoid intrusion. The early artisanal pitting was focused mainly on narrow quartz veins associated with the stock work system. Extensive drilling in the area (mainly RC, but considerable diamond drilling as well) has outlined a sizeable resource (now known as the Abore north prospect).

In the late 1990's, Mutual's interest in the project was bought out by Leo Shield, (now Shield Resources). In early 2001, an agreement was reached with Resolute whereby ore was trucked from Abore north to the Nkran plant for treatment.

Adubiaso Area

During the late 1990's, the Nkran plant started to process oxide ores from the Adubiaso gold deposit, located about 7.5 km north-north-west of Nkran. There were no known historical workings on this area.

Asuadai Area

The Asuadai prospect has predominantly been worked by local artisanal miners who have undertaken minor pitting in the region down to 5 to 10 m through the oxide material to expose these stock work vein sets. There were no known formal historical mining workings on this area.

Dynamite Hill Area

There was no historical exploration or mining activity known at Dynamite Hill.

Akwasiso Area

Resolute originally tested the Oxide material at Akwasiso in 2001 and then disposed of the area to Small Scale Miners. Asanko Gold managed to re-acquire the area during 2016, and have subsequently completed further RC and Diamond core drilling programs.

Esaase Area

Artisanal mining has a long history in the Bonte Area, associated with the Ashanti Kingdom. Evidence exists of adits driven by European settlers, between 1900 to 1939; however, no documented records remain of their activity. Drilling was conducted on the Bonte River valley alluvial sediments during 1966 and 1967 to determine alluvial gold potential.

In 1990, the Bonte mining lease was granted to Akrokerri-Ashanti Gold Mines (“AAGM”) and was later transferred to Bonte Gold Mining (“BGM”), a local subsidiary of AAGM. BGM had reportedly recovered an estimated 200,000 oz of alluvial gold on the Esaase concession and another 300,000 oz downstream on the Jeni River concession, prior to entering into receivership in 2002. It should be noted that previous Placer Gold production is of no relevance to Asanko’s development program, which is entirely focused on the development of hard rock resources.

The Esaase mining concession, including the camp facilities at Tetrem, was bought from the Bonte Liquidation Committee by Sametro Company Limited, a private Ghanaian company. In May 2006, Asanko, then called Keegan Resources Inc., signed a letter of agreement with Sametro to earn 100% of the Esaase mining concession over a three-year period of work commitments and option payments.

Geological Setting, Mineralization and Deposit Types

Regional Geological Setting

West Africa is underlain by the West African craton, an Archaean aged (>2,5Ga) stable crustal block which forms the geological basement in Sierra Leone, Liberia and parts of Guinea, Cote d'Ivoire and Ghana (Figure 1-2). The core of Archaean sequences is surrounded by younger Palaeo-Proterozoic (2,2Ga-2,0Ga) sedimentary and volcanic units, collectively known as the ”Birimian”, that form narrow (20 km to 60 km wide) alternating belts of mafic volcanic greenstone units, separated by wider basins of mainly marine clastic sediments. The greenstone belt-sedimentary basin trend is northeast-southwest across central and southern Ghana and can may be traced for hundreds of kilometres along strike. At least five greenstone belts are identified, namely the Ashanti, Asankrangwa, Sefwi, Kibi and Bui belts (Figure 1-2) The intervening sedimentary basins include from east to west; the Cape Coast Basin, Kumasi Basin and the Sunyani Basin.

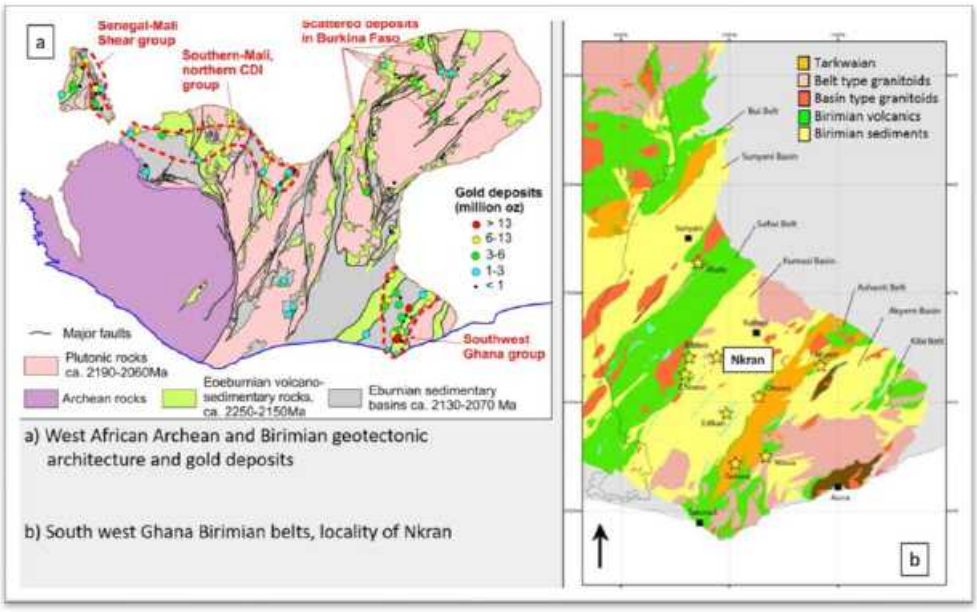
The geology of Ghana is dominated by predominantly metavolcanic paleoproterozoic Birimian Supergroup (2.25 – 2.06 billion years ago) sequences inclusive of the clastic Tarkwaian Group sediments (2.12 -2.14 billion years), after WAXI 2015) in the central-west and northern parts of the country. Clastic shallow water sediments of the Neoproterozoic Volta Basin cover the northeast of the country (Figure 1-2). A small strip of Paleozoic and Cretaceous to Tertiary sediments occur along the coast and in the extreme southeast of the country.

The Birimian rocks formed during two major orogenic phases, the Eoeburnian from ca. 2250-2150 Ma, and the Eburnian between ca. 2116-2060 Ma. These two orogenic stages were separated by a major extensional event during which flysch type basins developed throughout the southern and western parts of the Birimian. A marked break in the timing of events is apparent between eastern (Cote d'Ivoire/Ghana) and western parts of the Birimian, near the centre of the West African Craton and the western margin of the Comoé Basin in Cote d'Ivoire.

Key geotectonic events are:

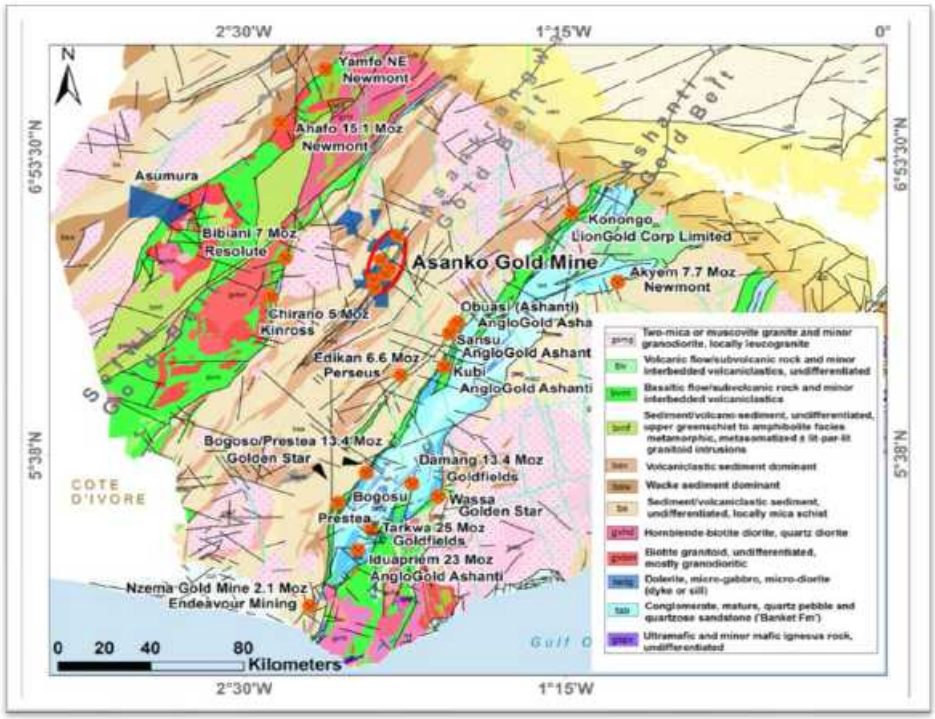
- In Ghana Eoeburnian plutonism and contractional deformation occurred between ca. 2190-2140 Ma
- Basin formation between the Eoeburnian and Eburnian cycles occurred between ca. 2130-2116 Ma in Ghana
- Eburnian plutonism had essentially ceased by ca. 2095 Ma in Ghana
- Gold mineralisation in Ghana occurred during wrench deformation at ca. 2100-2090 Ma, after severe compression and probable basin inversion. At Nkran two distinct gold deposition periods are associated with early ductile-brittle deformation and a later cross cutting brittle quartz veining event.

Figure 1-3: West Africa and southwest Ghana geological framework and location of the Nkran deposit (Asanko Gold Mine) (Source: 12/17 DFS)



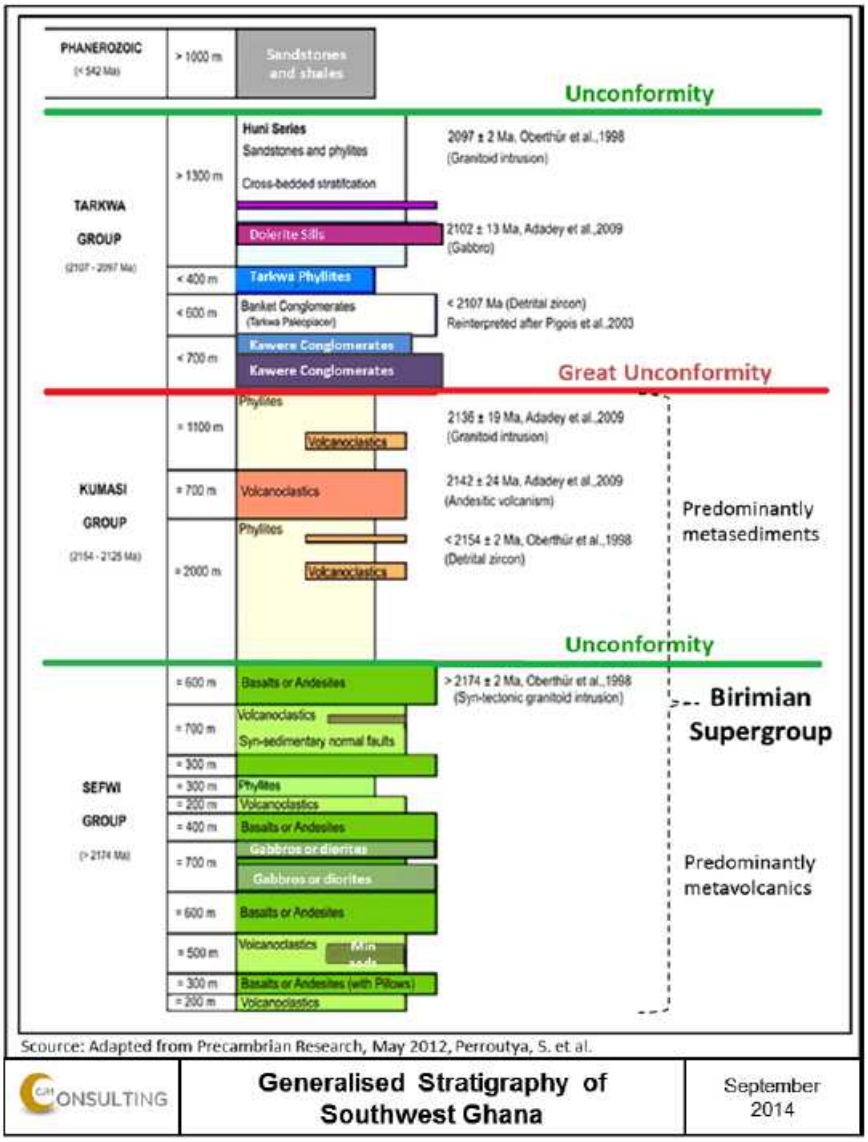
The Birimian rocks consist of narrow greenstone (volcanic) belts, which may be traced for hundreds of kilometres along strike, but are usually only 20 km to 60 km wide. These belts are separated by wider basins (such as the Kumasi Basin) of mainly marine clastic sediments. Along the margins of the basins and belts, there appears to be considerable inter-bedding of basin sediments and volcanoclastic and pyroclastic units derived from the volcanic belts. Thin, but laterally extensive chemical sediments (exhalites), consisting of chert and fine-grained manganese-rich and graphitic sediments often mark the transitional zones. The margins of the belts commonly exhibit faulting on local and regional scales. These structures are fundamentally important in the development of gold deposits for which the region is well known.

Figure 1-4: Geology of Southwest Ghana highlighting the Regional Geology around the AGM (Source: 12/17 DFS)



The Tarkwaian rocks consist of a distinct sequence of metasediments (quartzite, conglomerate and phyllite) occurring within a broad band along the interior of the Ashanti Belt. Conglomerates host important palaeoplacer gold deposits in the Tarkwa district. Equivalent rock types occur in other belts of the region, but in relatively restricted areas. In the type locality at Tarkwa, the sequence is in the order of 2.5 km thick, whereas in the Bui belt, comparable units are approximately 9 km thick. These sediments mark a rapid period of erosion and proximal deposition during the late-stage of the orogenic cycle. They unconformably overlie the Birimian metavolcanics at the Damang mine near Tarkwa. (Figure 1-6) shows the generalized stratigraphy of southwest Ghana.

Figure 1-5: Generalized Stratigraphy of Southwest Ghana (Source: 12/17 DFS)



The Birimian sediments and volcanics have been extensively metamorphosed to greenschist facies, although in many areas, higher temperatures and pressures are indicated by amphibolite facies. Multiple tectonic events have affected virtually all Birimian rocks with the most substantive being a fold thrust compressional event (Eburnean Orogeny) that affected both volcanic and sedimentary belts throughout the region and to a lesser extent, Tarkwaian rocks. For this reason, relative age relations suggest that final deposition of Tarkwaian rocks took place as the underlying and adjacent volcanic and sedimentary rocks were undergoing the initial stages of compressional deformation. Studies in the western part of the region (Milesi et al., 1992) have proposed several separate phases of folding and faulting suggesting a change in stress direction from northeast to southwest to north to south. However, a regional synthesis by Eisenlohr (1989) has concluded that although there is considerable heterogeneity in the extent and styles of deformation in many areas, most of the structural elements have common features, which (in his opinion) are compatible with a single, extended and progressive phase of regional deformation involving substantial northwest-southeast compression.

Ongoing studies of the geotectonic evolution of the Birimian have involved more extensive precision U/Pb age dating (e.g. WAXI 2016), the results of which have significantly improved the constraints on timing of deformation as well as the timing of gold mineralization events. This work is supporting at least two periods of basin sedimentation (2135-2116 Ma and 2105-2070 Ma) and accretionary (oblique compression) tectonics (2116 – 2105 Ma and 2070-1980 Ma), as well as two ages of gold deposition in the Asankrangwa Belt.

AGM Gold Deposit and Geological Overview

The AGM is a collective term for the significant Nkran and Esaase gold deposits plus nine other satellite deposits. These are located on the Asankrangwa Belt within the Kumasi Basin sediments. Nkran was previously exploited by Resolute (1997-2001) and produced approximately 730,000oz Au. The Nkran pit was dewatered and reopened by Asanko Gold in 2015-2016.

Although each gold occurrence within the AGM has its own idiosyncrasies, geological and geophysical studies have advanced a similar mine scale setting for all the deposits discovered to date (Table 1-2).

There is an underlying structural relationship between reactivated WNW basement structures and the dominant NE-SW shears that have juxtaposed the sandstone, siltstone and lesser shale metasedimentary packages, coupled by N-S structures that may control flexures in the steeply dipping sediments.

All deposits have intrusive tonalitic – porphyritic granite dykes and small apophyses that have been emplaced after the main shortening deformation and syn-late with the transpressive shearing of the metasedimentary rock package.

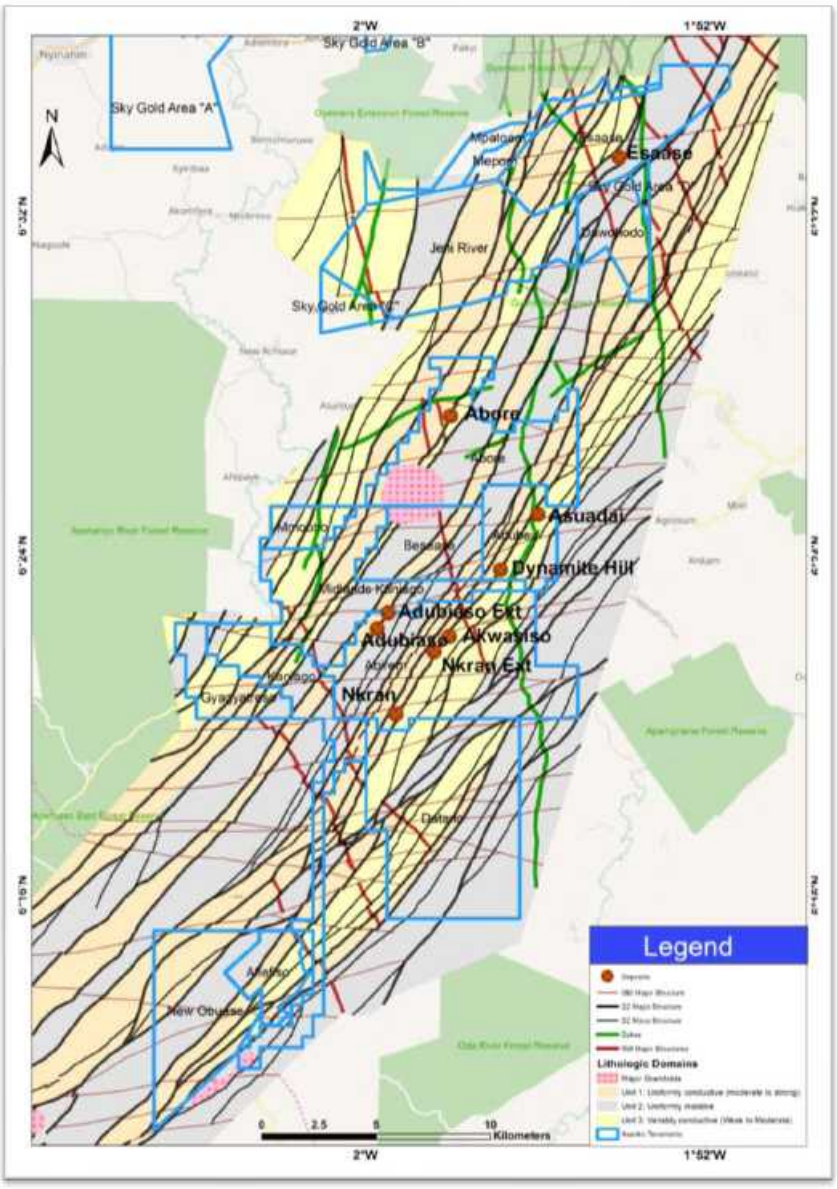
Gold mineralization has occurred at least twice at two or more distinct deformational events.

Gold occurs largely as free particles. It is deposited in economic concentrations predominantly around zones of rheological contrast between sandstone (porous) and siltstone facies (non-porous) that are commonly subvertical shear zones, as well as in late, shallow dipping conjugate quartz vein arrays that transgress rheologically contrasting metasedimentary units and the later granite intrusives.

Table 1-2: Summary of AGM Mineral Deposits (Source: 12/17 DFS)

Deposit	Mineral Style	Main host rock	Measured & Indicated Mineral Resources	Proven & Probable Mineral Reserves
Nkran	D2 shear + granite + Late conjugate QV's	Qtz sandstone + granite + QV's	30.07Mt @ 1.78 g/t Au for 1.72 Moz	22.77Mt @ 1.91 g/t Au for 1.40 Moz
Esaase	D2 shear + tensional QV's	Highly deformed sandstone-siltstone-shale + QV's	84.02Mt @ 1.38 g/t Au for 3.72 Moz	62.56Mt @ 1.39 g/t Au for 2.94 Moz
Akwasiso	D2 shear + granite + Late conjugate QV's	Qtz sandstone + granite + QV's	6.33Mt @ 1.50 g/t Au for 0.31 Moz	4.95Mt @ 1.51 g/t Au for 0.24 Moz
Dynamite Hill	Granite + Late conjugate QV's	Qtz sandstone + granite	3.41Mt @ 1.48 g/t Au for 0.16 Moz	2.84Mt @1.49 g/t Au for 0.14 Moz
Adubiaso	D2 shear + granite dyke + Late conjugate QV's	Qtz sandstone + granite	2.73Mt @ 1.80 g/t Au for 0.16 Moz	2.28Mt @ 1.90 g/t Au for 0.14 Moz
Abore	D2 shear + granite dyke + Late conjugate QV's	Granite + QV's	5.33Mt @ 1.45 g/t Au for 0.25 Moz	3.18Mt @ 1.48 g/t Au for 0.15 Moz
Nkran Extension	D2 shear + Late conjugate QV's	Qtz sandstone	0.19Mt @ 2.70 g/t Au for 0.02 Moz	0.19Mt @ 2.24 g/t Au for 0.01 Moz
Adubiaso Ext	D2 shear + late conjugate QV's	Qtz sandstone	0.42Mt @ 1.61 g/t Au for 0.02 Moz	0.21Mt @ 1.53 g/t Au for 0.01 Moz
Asuadai	D2 + Granite + late conjugate QV's	Granite + QV's	1.88Mt @ 1.22 g/t Au for 0.07 Moz	1.30Mt @ 1.09 g/t Au for 0.05 Moz

Figure 1-6: AGM leases and regional geological interpretation with gold deposits (Source: 12/17 DFS)



In 2013 an exercise was initiated to generate 3D litho-structural models for all of the AGM deposits. This was intended to increase the geological and structural understanding of the AGM deposits, as well as introduce proper geological and structural controls into the updated MRE. The process involved geological and structural re-logging of drill core, interpretation of historic flitch diagrams, and use of Leapfrog® software to produce the 3D litho-structural models.

These models are currently being updated with recent drilling data and integrated into Micromine and Datamine 3D modelling software.

In addition to the creation of the 3D litho-structural models, Asanko Gold initiated a prospectivity mapping analysis of the Asankrangwa Belt. This exercise provided a basis to collate available regional geophysical and geological data, as well as drilling and geochemical survey information. An important outcome of the regional and local structural interpretation was the completion of a revised property geological map (Figure 1-7)

During 2016 Asanko Gold completed a full (72 borehole) relog of the Nkran deposit, and subsequently updated the 3D litho-domaining used for the Nkran MRE.

Figure 1-7: The Nkran Pit Geology (Source: 12/17 DFS)

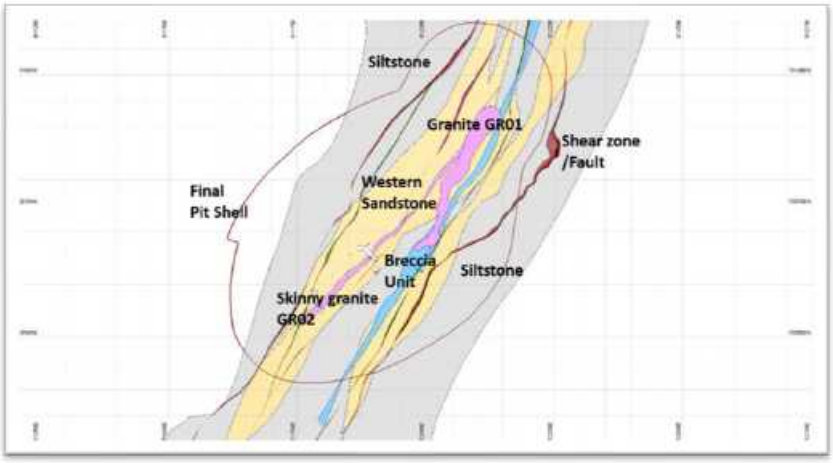
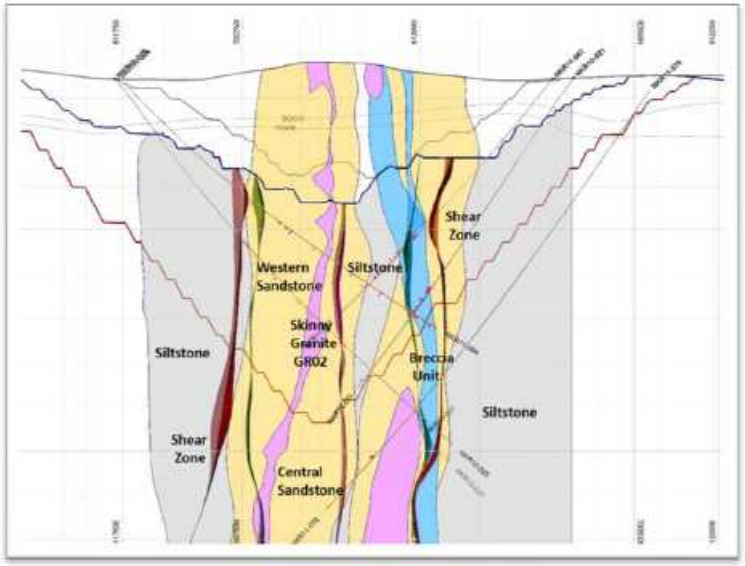


Figure 1-8: Nkran cross section at 10400N, looking north (Source: 12/17 DFS)



Exploration

The AGM initiated an ongoing systematic exploration program, that includes regional (generative) and near mine (advanced) program, targeting new gold deposits as well as incremental mineral resources (oxide and fresh). The regional prospectivity work was initiated during 2014, and advanced drilling programs have been ongoing since Q1 2015. The key elements completed as of the date of the 12/17 DFS included:

- Prospectivity analysis of the Kumasi Basin
- June 2014 CJM Technical report on the Asanko Gold assets and revised mineral resource estimations
- Review of previous exploration and drilling programs
- Exploration target prioritisation for generative and advanced exploration
- 3,000 line kilometre Heli-borne VTEM survey infilling previous gaps in coverage
- Updated regional geological interpretation based on the interpretation of the VTEM survey
- 3-D inversion study of the VTEM data
- Two relogs of Nkran DD core, detailed
- Updated Nkran geological model
- Evaluation drilling to Indicated resource classification at the Dynamite Hill, Akwasiso, Nkran Extension and Adubiaso Extension projects;
- Updated MRE for Nkran, Dynamite Hill, Akwasiso, Nkran Extension and Adubiaso Extension

The statistics of this exploration work are shown below in Table 1-3.

Table 1-3: Statistics of Exploration Work (Source: 12/17 DFS)

Surface Geochem Stats.	**Sample Type**				
Year	**Grab**	**Rock**		**Soil**	**Grand Total**
2016	24	7		190	221
2017	17			619	636
Grand Total	41	7		809	857
Drilling Statistics	**Hole Type**				
Year	**DDH**	**RC**	**RCD**	**TR**	**Grand Total**
2014	9	48			57
2015		65		17	82
2016	25	167	11	23	226
2017	10	28	26	7	71

Grand Total	44	308	37	47	436
Grade Control Sampling	**Sampling Method**				
Open Pit and Year	**RC**	**RCD**	**RL**	**TR**	**Grand Total**
2015	1,902		107	2	2,011
Nkran Pit	1,902		107	2	2,011
2016	3,322				3,322
Adubiaso Extension	323				323
Nkran Pit	2,999				2,999
2017	1,379	1	15		1,395
Akwasiso Pit	313		15		328
Nkran Pit	1,066	1			1,067
Grand Total	**6,603**	**1**	**122**	**2**	**6,728**

Drilling

Drill traverses for all project areas are generally aligned perpendicular to the local NE-SW mineralized trends. A variety of drilling methods have been used for exploration and pit evaluation over the years.

Up to the date of the 12/17 DFS, a total of 3,552 evaluation DD, RC and RCD boreholes totaling 504,768m have been drilled in the AGM deposits, as well as nearly 103,000 Grade Control boreholes totaling over 685,000m.

Table 1-4: Asanko Gold Summary Drilling to 31 December 2016 (Source: 12/17 DFS)

Deposit	DDH		RCD		RC		GC		RAB	
	No	Meters	No	Meters	No	Meters	No	Meters	No	Meters
Nkran	279	83,567	29	8,532	556	26,810	97,939	620,028	-	-
Esaase	111	24,341	289	92,093	716	111,584	-	-	-	-
Abore	54	9,437	-	-	-	-	3,006	42,003	31	716
Abore N	15	1,985	-	-	409	31,594	-	-	-	-
Adubiaso	53	10,327	4	590	289	26,495	-	-	-	-
Adubiaso Ext	-	-	-	-	35	3,460	4,986	65,258	-	-
Asuadai	68	8,820	-	-	84	5,551	-	-	209	5,931
Dynamite Hill	12	2,502	1	249	158	18,303	-	-	-	-
Akwasiso	59	10,888	8	2,168	231	16,991	-	-	2	87
Nkran Ext	-	-	3	698	89	7,781	-	-	-	-
Total	**651**	**151,868**	**334**	**104,330**	**2,567**	**248,570**	**105,931**	**727,289**	**242**	**6,734**

The resource drill hole spacing varies between the projects, ranging from 10m to 20m across strike to 20m to 50m along strike (to define near mine surface projections of mineralization). Drill coverage at depth is variable approaching the maximum drilled depth on the property of 590m from surface in drill hole RCD802A at the Nkran project.

The drilling density is considered appropriate to define the geometry and extent of the mineralization for the purpose of estimating gold resources, given the understanding of the local project geology, structure and confining formations. The AGM's strategy is to conduct drilling sufficient to assume geology and grade continuity to a level to support at least Indicated Mineral Resources and thus support the application of modifying factors in sufficient detail to support mine planning and evaluation of economic viability. Recent analysis suggests that intersection spacing of 25m to 40m fulfils this criteria.

Table 1-5: Confidence Levels of Key Criteria for Drilling, Sampling and Geology (Source: 12/17 DFS)

Items	Discussion	Confidence
Drilling Techniques	RC/Diamond - Industry standard approach.	High
Logging	Standard nomenclature and apparent high quality.	High
Drill Sample Recovery	Diamond core and RC recovery adequate.	High
Sub-sampling Techniques and Sample Preparation	Industry standard for both RC and Diamond core.	High
Quality of Assay Data	Quality control conclusions outlined in Section 14. Some issues were identified. Recent improvements were noted.	Moderate
Verification of Sampling and Assaying	Dedicated drill hole twinning to reproduce original drill intercepts.	High
Location of Sampling Points	Survey of all collars with adequate down hole survey. Investigation of available down hole survey indicates expected deviation.	High
Data Density and Distribution	Core mineralisation defined on a notional 40 mE by 30 mN drill spacing with a small area drilled at 20 mE by 20 mN. Other areas more broadly spaced to approximately 80 mN.	Moderate to High
Database Integrity	Minor errors identified and rectified	High
Geological Interpretation	The broad mineralisation constraints are subject to a large amount of uncertainty concerning localised mineralisation trends as a reflection of geological complexity. Closer spaced drilling is required to resolve this issue.	Moderate
Rock Dry Bulk Density	DBD measurements taken from drill core, DBD applied is considered robust when compared with 3D data.	High below top of transition, moderate in oxide material

Sampling, Analysis and Data Verification

Nkran

RC drill chips were collected as 1m intervals down hole via a cyclone into PVC bags, and then weighed prior to splitting. The collected samples were riffle split using a three tier Jones riffle splitter. A final sample of approximately 3kg was collected for submission to the laboratory for analysis. All 1m interval samples were analyzed. RC chip trays were systematically compiled and logged with all bulk rejects stored at the project site. Unfortunately, sun damage through improper storage has destroyed most of the bulk rejects at the Project. A full record of pulp samples is stored in containers on both sites.

Grade Control drilling at Nkran was initiated mid-2015. The sampling methodology is the same as above, although samples are collected on a 1.5m down hole basis, due to the 3m flitch and 6m bench thicknesses. Currently the splitter methodology on the Grade Control rigs is being modified with instalment of the latest Metzke rotary splitters, which generate 3 equal samples (assay, backup, geology) for each sample interval.

The sampling review for the project has been thorough. Initially H&S (2010) carried out a detailed review of sampling procedures and protocols; this was followed by SRK's QA/QC review (March 2011) and a later detailed QA/QC analysis of assays and densities in September 2011. This was again updated by the addition of the latest set of QA/QC data from August 2011 to January 2012, as well as that from Dynamite Hill in 2013 and 2014. The QA/QC sampling conducted during 2015 and 2016 has been incorporated into this report. CSA have conducted independent reviews of sample methodologies and QAQC practices applied by Asanko Gold on site.

SRK has observed the onsite sample processing facility at Nkran and preparation procedures (core splitting, panning, logging, sampling and storage). The observation by SRK was that the methodology and procedures used were appropriate and this is detailed in previous NI 43-101 technical reports. Subsequent site visits by CJM and latterly CSA for purposes of the updated MRE made the same conclusions.

Original sampling was predominantly carried out at 1.0m intervals, but sample intervals ranging from 0.25m to 5m have also been utilized.

It should be noted that these sampling intervals are much smaller than the true width of overall mineralized zones, which is variable throughout the deposit, but is typically in excess of 30m.

Esaase

RC drill chips were collected as 1m intervals down hole via a cyclone into PVC bags, and then weighed prior to splitting. The collected samples were riffle split using a three tier Jones riffle splitter. A final sample of approximately 3kg was collected for submission to the laboratory for analysis. All 1m interval samples were analyzed. RC chip trays were systematically compiled and logged with all bulk rejects stored at the project site. Unfortunately, sun damage through improper storage has destroyed most of the bulk rejects at the Project. A full record of pulp samples is stored in containers on both sites.

Grade Control drilling at Nkran was initiated mid-2015. The sampling methodology is the same as above, although samples are collected on a 1.5m down hole basis, due to the 3m flitch and 6m bench thicknesses. Currently the splitter methodology on the Grade Control rigs is being modified with instalment of the latest Metzke rotary splitters, which generate 3 equal samples (assay, backup, geology) for each sample interval.

The sampling of the core was subject to the discretion of the geologist completing the geological logging. Early in the exploration, nominal 2m intervals samples were taken unless otherwise dictated by geological, or structural features. After December 2006, the sample interval was 1m intervals with the majority (90.7%) of samples submitted to the laboratory as half core and the remaining submitted as whole, or quarter core.

The sampling intervals are significantly smaller than the true width of overall mineralized zones, which is variable throughout the deposit, but is typically in excess of 30m.

After the marking out of the required interval, the core was cut in half by electric diamond blade core saw. The cut is made 1 cm to the right (looking down hole) of the orientation line with the left side being retained and the other half broken up for assay.

In the upper Oxide zone, where the core was too friable for diamond saw cutting, the procedure was to dry cut, or cleave the core.

Core structure orientations were routinely recorded to assist in determining the controls on mineralization, in establishing a reliable geological model for resource estimation, and to provide additional geotechnical information to determine likely blast fragmentation and pit stability characteristics.

The core is transferred from the trays and pieced together on a V-rail (angle iron) rack and the orientation line (bottom of hole), determined by the orientation tool recorded during drilling, is drawn along the entire length of the assembled core.

Geotechnical logging has recorded percentage core recovery, lithology, weathering and oxidation, rock strength, RQD percentage and rock defects including frequency, orientation, type and characteristics. A set of approximately 28 oriented core HQ3 core holes have been drilled radially outward from within the deposit through depths beyond an assortment of potential pit wall limits.

Mineral Processing and Metallurgical Testing

The Obotan Gold Project was developed by Resolute during 1996-1997. In 1999 Resolute completed an upgrade study to expand the Obotan Gold Project to treat Oxide ore from the satellite pit Adubiaso and primary ore from the Nkran ore body. After the closure of the Resolute mining operations at Obotan in November 2002, further metallurgical test work campaigns were carried out for the treatment of Obotan ore. The AGM Phase 1 flow sheet was developed on historical operating data and testing conducted on Obotan samples in 2015. The AGM Phase 1 circuit was based on a typical single stage crushing, SABC milling circuit with gravity concentration followed by a CIL plant, and was commissioned in 2016.

The Esaase deposit has been subjected to six phases of metallurgical test work aimed at determining comminution, gravity, and leaching and flotation parameters. As a result of the findings from the Phase IV test work the final process for the Esaase 2012 PFS included ball milling, gravity gold recovery from the milling circuit and flotation of the milled product, at a grind of 80% passing 75 µm. The flotation concentrate would then be subjected to ultra-fine grinding, treated in a gravity concentration circuit and leached with cyanide in a CIL circuit for gold recovery. In late 2014 and early 2015 further metallurgical test work was undertaken to support the AGM Phase 2 PFS which considered the combined treatment of Esaase and Obotan ore at a central processing facility consisting of a 3Mtpa gravity-CIL circuit and a 5Mtpa gravity-Flotation-Regrind-Concentrate CIL circuit. The PFS targeted the treatment of the majority of the Obotan and Esaase sulphide material in a new 5Mtpa gravity-Flotation-Regrind-Concentrate CIL circuit, while the remaining material reported to existing 3Mtpa gravity-CIL processing circuit.

Further test work was conducted as part of the 2016 AGM DFS, during which the opportunity was investigated to process Obotan gravity tailings and Esaase flotation concentrate as a combined feed stream to the existing Phase 1 CIL circuit. Laboratory recovery was unaffected by the co-processing of the Obotan gravity tailings and Esaase flotation concentrate, however, carbon adsorption test work indicated slow carbon adsorption kinetics for the co-processed slurry due to carbon poisoning of the Esaase flotation reagents, which resulted in additional capital cost required to allow for extra adsorption stages to limit gold solution losses.

Based on the above, a decision was taken to re-evaluate the opportunity of a whole ore leach circuit for the Esaase material. Additional gravity-CIL test work on Esaase Sulphide material was then conducted as an addendum to the Phase 2 test work campaign, to investigate and support the decision to change the P10M processing plant from a 5 Mtpa gravity-Flotation-Regrind-Concentrate CIL circuit to a gravity-CIL circuit. During the addendum test campaign, the Esaase Sulphide material achieved similar recovery to the Obotan Sulphide material when processed in the same gravity-CIL circuit configuration at a grind of 80% passing 106 µm. Final residue grades ranging from 0.100 g/t Au to 0.125 g/t Au where achieved resulting in overall recovery of 93.5% to 95.6% .

Mineral Resource and Mineral Reserve Estimates

See section ***"Ongoing work associated with updating Mineral Resource and Reserve Estimates and Life of Mine Plan".***

The global AGM MRE includes the Nkran, Adubiaso, Adubiaso Extension, Nkran Extension, Abore, Dynamite Hill, Asuadai, Akwasiso, Esaase Main, Esaase B and Esaase D deposits.

Asanko's Mineral Resources disclosures use a >0.5 g/t Au cut-off and a constraining pit shell equivalent to a $1,500/oz Au price (May 2017). The previous Asanko MRE (2014), undertaken by CJM Consulting ("CJM"), were stated at a 0.8 g/t Au cut-off, with the exception of the Esaase deposit, which was stated at 0.6 g/t Au cut-off. No other constraints were applied.

The updated AGM global MRE, as at December 31, 2016 and in the case of Akwasiso as at April 25, 2017, has been adjusted to be in line with accepted resource disclosure practice and applied a 0.5 g/t Au cut-off and a constraining $1,500/oz Au pit shell. The AGM mineral reserves, which are the economically viable portion within the $1,500/oz pit shell resources, are estimated at a $1,300/oz Au price. Based on the 12/17 DFS, the AGM mineral reserves support a variable LoM between 21 years, if the AGM only processes 5Mtpa (P5M) or 12 years if the AGM decides to double its processing capacity to 10Mtpa (P10M).

With respect to the AGM Mineral Resource and Reserve disclosures, it should be noted that:

- Asanko has adjusted the mineral resource constraining Au price shell from $2,000/oz Au (refer to press release dated 24 February 2017) to $1,500/oz Au
- All Mineral Resources are stated inclusive of Mineral Reserves
- The adoption of a $1,500/oz Au resource shell does not impact stated Mineral Reserves
- Economic evaluation of the AGM is based on Mineral Reserves, not Mineral Resources
- Given that the AGM has between a 12 and 21-year LoM based on current mineral reserves, $1,500/oz was deemed by CSA as an appropriate future gold price for the potential of "eventual economic extraction" and best practice Mineral Resource disclosure

Cut-off Grade Estimate

The AGM Mineral Resource cut-off grade (0.5 g/t Au) is based on the actual operating expenditure for the Nkran pit. The operating costs for the Nkran pit opencast mining from April 2016 (commencement of commercial production) to the end of May 2017 have been used as a basis of establishing a pay limit or break-even grade (Table 1-6). The analysis indicates a pay limit of 0.45 g/t Au. This supports the application of a cut-off grade of 0.50 g/t Au for Mineral Resource disclosure. This cut-off has been deemed appropriately conservative for this purpose and validated by Malcolm Titley (CSA).

Table 1-6: Nkran Pay Limit Calculation based on Actual Operating Costs (Source: 12/17 DFS)

	Opex	Gold	Pay Limit	Ave. Selling Price $/oz	Opex Costs $/t		
	$/t	$/g	Au g/t		Mining	Processing	G&A
April 2016 – May 2017	17.50	39.15	0.45	1,247	3.66	13.00	0.84

Mineral Resource Summary (as stated in the 12/17 DFS)

See section ***"Ongoing work associated with updating Mineral Resource and Reserve Estimates and Life of Mine Plan".***

The MRE for the AGM, as of December 31, 2016 and in the case of Akwasiso as at April 25, 2017, is summarized as follows:

Table 1-7: Asanko Gold Mine Global Resource Estimate (Source: 12/17 DFS)

Deposit	Measured			Indicated			Total (M&I)		
	Mt	g/t Au	Moz	Mt	g/t Au	Moz	Mt	g/t Au	Moz
Esaase	26.49	1.38	1.17	57.53	1.38	2.55	84.02	1.38	3.72
Nkran	5.50	1.68	0.30	24.57	1.81	1.43	30.07	1.78	1.72
Akwasiso	-	-	-	6.33	1.50	0.31	6.33	1.50	0.31
Abore	2.23	1.41	0.10	3.09	1.48	0.15	5.33	1.45	0.25
Dynamite Hill	-	-	-	3.41	1.48	0.16	3.41	1.48	0.16
Adubiaso	1.38	1.89	0.08	1.35	1.72	0.07	2.73	1.80	0.16
Esaase D	0.83	1.11	0.03	1.16	1.42	0.05	2.00	1.29	0.08
Esaase B	0.75	1.01	0.02	1.90	0.78	0.05	2.65	0.84	0.07
Asuadai	-	-	-	1.88	1.22	0.07	1.88	1.22	0.07
Adubiaso	0.16	1.96	0.01	0.26	1.71	0.01	0.42	1.61	0.02
Extension									
Nkran Extension	-	-	-	0.19	2.70	0.02	0.19	2.70	0.02
Total	**37.34**	**1.43**	**1.72**	**101.67**	**1.49**	**4.87**	**139.01**	**1.47**	**6.59**

AGM Inferred Resources 31 December 2016 (Akwasiso 25 April 2017): 0.5 g/t Au cut-off within a $1,500/oz Au Shell				
Deposit	**Inferred**			
	Mt	**Au g/t**	**Au oz**	**Au Moz**
Esaase Main	0.09	1.08	2,812	0.003
Nkran Main	0.31	1.86	18,319	0.018
Abore	1.28	1.61	66,084	0.066
Dynamite Hill	0.21	1.58	10,726	0.011
Akwasiso	0.18	0.81	4,611	0.005
Adubiaso	0.01	1.92	364	0.000
Esaase D	1.01	1.26	40,916	0.041
Esaase B	2.12	0.86	58,278	0.058
Asuadai	0.63	1.75	35,115	0.035
Adubiaso Ext	0.14	3.10	13,741	0.014
Nkran Ext	0.01	1.02	254	0.000
Total	**5.96**	**1.31**	**250,966**	**0.251**

Notes:

(1) Due to rounding differences some M&I totals may not add exactly with the Measured and Indicated figures.

(2) CJM estimated Esaase in October 2012, Abore, Adubiaso, and Asuadai in April 2014, Adubiaso Extension and Nkran Extension in 2016.

(3) CSA Global re-estimated Nkran and Dynamite Hill in January 2017 and Akwasiso in April 2017 and audited Esaase. The resource cut-off grade used for all deposits is 0.5 g/t Au within a Whittle Pit Shell at $1,500/oz Au. Columns may not add up due to rounding.

(4) All references to tonnes are in metric tonnes.

(5) The Mineral Resources are stated as in situ tonnes. The tonnages and contents are stated as 100%, which means no attributable portions are stated in the table.

(6) Individual Densities were used per mineral zone.

(7) Conversion from grams to ounces – 31.1035

Qualified Person

Qualified Persons from CJM and CSA compiled the components of the MREs, in compliance with the definitions and guidelines for the reporting of Exploration Information, Mineral Resources and Mineral Reserves in Canada, “the CIM Standards on Mineral Resources and Reserves – Definitions and Guidelines” (2014). These MRE also adhere to the Rules and Policies of the National Instrument 43-101 Standards of Disclosure for Mineral Projects, Form 43-101F1 and Companion Policy 43-101CP.

On a global basis, both CJM and CSA are satisfied that the MRE globally reflects the ore bodies based on the available data.

Suitably experienced and qualified geologists, surveyors and other Mineral Resource practitioners employed by Asanko Gold were responsible for the capture of the drill hole information and geological information.

For the purposes of this disclosure CJM has estimated the MRE for the AGM projects Esaase, Abore, Asuadai, Adubiaso, Adubiaso Extension and Nkran Extension, and CSA estimated the MRE for Nkran and Dynamite Hill, and has overseen the Akwasiso MRE (April 2017). All other estimates are as at 31 December 2016. All gold grade estimation was completed using Ordinary Kriging. This estimation approach was considered appropriate based on a review of various factors, including the quantity and spacing of available data, the interpreted controls on mineralization, and the style and geometry of mineralization.

Asanko Gold Mine Mineral Reserve Statement

See section ***"Ongoing work associated with updating Mineral Resource and Reserve Estimates and Life of Mine Plan".***

Open Pit Mineral Reserves (as stated in the 12/17 DFS)

The MRev for the Nkran, Dynamite Hill and Akwasiso deposits have been estimated using the updated MRE that was prepared by CSA. The MRev for Esaase, Abore, Adubiaso, Asuadai, Adubiaso Extension and Nkran Extension deposits were estimated using the resource model that was prepared by CJM (CSA validated the CJM Esaase MRE). The Mineral Reserves are the portion of the Measured and Indicated Mineral Resources that have been identified as being economically extractable and which incorporate mining loses and the addition of waste dilution.

The MRev for each of the deposits were developed through the open pit optimization analysis utilizing industry standard and accepted 3D Lerchs-Grossmann algorithm to determine the economic pit limits based on technical, financial and cost inputs. These inputs include unit mining costs, processing costs, general and administrative costs, and unit revenue estimates. Pit optimization technical parameters include pit footprint constraint, estimates of mining dilution, mining loss, process recovery, and pit overall slope angles. Pit overall slope angles are derived from geotechnical criteria adjusted for the expected haulage ramp layout.

In accordance with the guidelines of National Instrument 43-101 Standards of Disclosure for Mineral Projects and the CIM's Definition Standards for Mineral Resources and Mineral Reserves, only those ore blocks classified in the Measured and Indicated categories are allowed to drive the pit optimization for a feasibility level study. Inferred resource blocks, regardless of grade and recovery, bear no economic value and are treated as waste.

The pit optimization analysis process identified the pit shell for each of the deposits that should be used as the basis for the open pit detailed design. The additional Measured and Indicated Mineral Resources that are outside the limits of these optimized pit shells were not considered for an underground mining operation. The cut-off grade for the open pit mines was calculated to be 0.5 g/t and 0.7 g/t for oxide and fresh material at the Obotan deposits respectively. The economic cut-off grade of 0.6 g/t Au was determined at the Esaase deposit.

The identified pit-shells resultant from the open pit optimization analysis were used in conjunction with the pit slope recommendations and technical parameters to execute a detailed mine design and associated mine schedule.

Table 1-8: Mineral Reserve Statement (Source: 12/17 DFS)

Deposit	Classification	Tonnage (Mt)	Grade (g/t Au)	Content (Moz Au)
Nkran	Proven	4.40	1.85	0.26
	Probable	18.37	1.93	1.14
	Total	22.77	1.91	1.40
Nkran Ext	Proven	0.11	2.47	0.01
	Probable	0.08	1.91	0.00
	Total	0.19	2.24	0.01
Abore	Proven	1.59	1.44	0.07
	Probable	1.60	1.53	0.08
	Total	3.18	1.48	0.15
Adubiaso	Proven	1.04	2.00	0.07
	Probable	1.04	1.82	0.07
	Total	2.09	2.08	0.14
Adubiaso Ext	Proven	0.12	1.66	0.01
	Probable	0.09	1.34	0.00
	Total	0.21	1.53	0.01
Dynamite Hill	Proven	-	-	-
	Probable	2.84	1.49	0.14
	Total	2.84	1.49	0.14
Akwasiso	Proven	-	-	-
	Probable	4.95	1.51	0.24
	Total	4.95	1.51	0.24
Asuadai	Proven	-	-	-
	Probable	1.30	1.09	0.05
	Total	1.30	1.09	0.05
Total Obotan Reserve	Proven	7.26	1.79	0.42
	Probable	30.47	1.76	1.72
	Total	37.74	1.76	2.14
Esaase (Main Pit)	Proven	21.51	1.44	1.00
	Probable	41.05	1.47	1.94
	Total Main Pit	62.57	1.46	2.94
Esaase (B Zone)	Proven	0.10	0.83	-
	Probable	0.00	0.92	-

Deposit	Classification	Tonnage (Mt)	Grade (g/t Au)	Content (Moz Au)
	Total B Zone	0.10	0.83	-
Esaase (D Zone)	Proven	0.20	1.05	0.01
	Probable	0.40	1.70	0.02
	Total D Zone	0.60	1.56	0.03
Total AGM Reserve	Proven	29.08	1.52	1.42
	Probable	71.92	1.59	3.68
	Total	101.00	1.57	5.11

Notes:

(1) The effective date of the Mineral Reserves table above is December 31, 2016 and does not reflect the 2017 and 2018 depletion of approximately 0.4Moz Au.
(2) Mineral Reserves are defined within a mine design guided by Lerchs-Grossman ("LG") pit shells.
(3) The LG shell generation was performed on Measured and Indicated materials only.
(4) Rounding as required by reporting guidelines may result in apparent summation differences between tonnes, grade and contained metal.
(5) Tonnage and grade measurements are in metric units.
(6) Reserves for each pit are based on detailed pit designed informed by $1,300/oz pit shells.
(7) Minimum economic cut-off grade for Esaase deposits is 0.6g/t Au and Nkran fresh 0.7g/t Au. All other pits use an economic cut-off grade of 0.5g/t Au and 0.7g/t Au for oxide and fresh material respectively.
(8) No inferred, deposit, or mineralized waste contributes value to the pit optimization.
(9) No inferred, deposit, or mineralized waste is included in the Mineral Reserve.
(10) Proven and Probable Mineral Reserves are modified to include ore-loss and dilution.
(11) Reserve excludes Obotan surface stockpiles (as at 1 st April 2011) of 1.95 Mt @ 1.22g/t Au.
(12) Mineral Reserve excludes ~10Mt at 0.55g/t Au of very low-grade material in the measured and indicated categories contained within the Esaase main pit design.

The MRev for the AGM ore sources are not, at this stage, materially affected by any known environmental, permitting, legal, title, taxation, socio-economic, marketing, political or other relevant issue. Furthermore, the estimate of Mineral Reserves is not materially affected by any known mining, metallurgical, infrastructure, or other relevant factor.

Qualified Person

Thomas Obiri-Yeboah, Pr. Eng., Senior Mining Engineer of DRA Projects SA, is a QP under NI 43-101 and is independent of Asanko. The Mineral Reserve Estimate was prepared under his supervision. He is a member of the Engineering Council of South Africa, Registration #20100340. His technical expertise includes over 20 years in the mining sector covering production, planning and project work and he has been involved in numerous projects around the world with both base and precious metals. He spent 12 years modeling gold deposits for AngloGold Ashanti in West Africa.

***Mining* Operations**

Mining Strategy

The DFS evaluated the expansion of the AGM in two phases, namely P5M and P10M, as well as the base case Phase 1 scenario. The mine plans are dated as of April 1, 2017 and readers are cautioned that the schedules of production provided in the following discussion reflect the different operating scenarios evaluated, and are not intended to be indicative of actual operating scenarios.

P5M entails the upgrade of the existing CIL processing facility, located at Obotan, from a design of 3Mtpa (operating currently at throughput of 3.6Mtpa) to a processing capacity of 5Mtpa. Ore tonnages are expected be supplied from the Obotan deposits until the Esaase overland conveyor is completed. The 12/17 DFS contemplated that the processing facility would be fed with 3Mtpa from Obotan and 2Mtpa from Esaase from January 2019.

P10M comprises an increase in processing capacity to 10Mtpa by integrating an additional 5Mtpa CIL processing facility into the upgraded 5Mtpa facility at the Obotan site. Under this development plan, it is expected that Esaase will supply 7Mtpa and Obotan 3Mtpa to the expanded 10Mtpa processing facility. The expanded 10Mtpa processing facility is anticipated to produce approximately 450,000 oz Au per year.

Mining Method

The mining method selected for the AGM is conventional open pit, truck and shovel, drill and blast operation. Vegetation, topsoil and overburden will be stripped and stockpiled for future reclamation use. The ore and waste rock will be mined with 6m high benches, drilled, blasted and loaded into rigid frame haul trucks (94t) with hydraulic excavators (17m^3). The primary mining fleet of trucks and excavators will be supported by standard open-cut drilling and auxiliary equipment. Pit support equipment will consist of dozers, graders, fuel bowsers, water bowsers, hydraulic hammer, tractor-loader-backhoe and wheel loaders.

Several waste rock piles have been designed and located in close proximity to the open pits in order to reduce waste hauling costs. Waste rock backfilling of the open pit will be performed where possible with attention given to timing and potential sterilization.

Mining operations at the AGM will be 50 weeks per year, operating around the clock on two 12-hour shifts. During this period, the CIL plant will be either fed from the run of mine ore stockpile and/or going through scheduled maintenance.

Esaase is planned for a peak total material movement of 52Mtpa. The estimated increase in mining fleet requirements for Esaase is 96 pieces of mine equipment fleet, including 36 94t haul trucks, four hydraulic excavators with 17m^3 buckets, 12 diesel-powered track production drills as well as various support and service equipment (graders, dozers, bowsers, front-end loaders etc.).

The increase in the AGM workforce has been estimated to be 43 employees assigned to the processing plant. The estimated mining contractor workforce for 52Mtpa peak mining rate has been estimated to be 479 mining contractor employees.

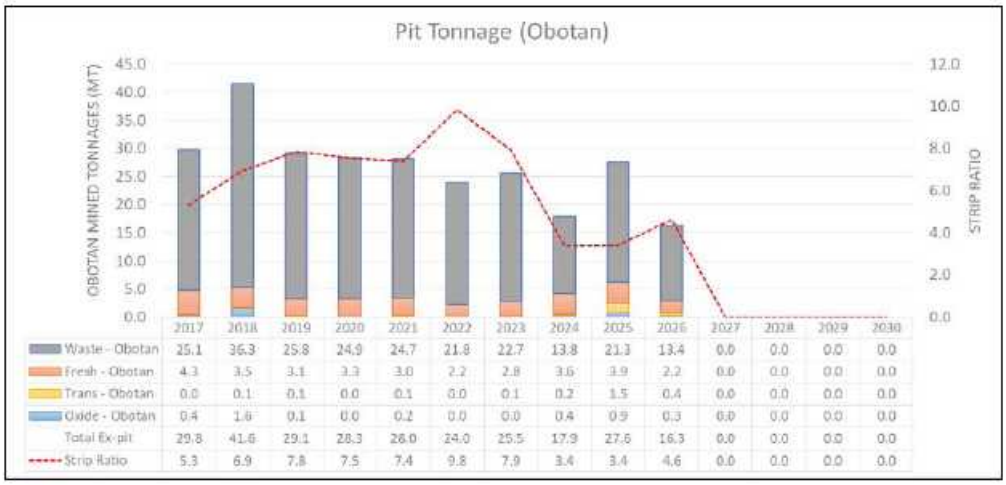
Production Schedule

See section ***"Ongoing work associated with updating Mineral Resource and Reserve Estimates and Life of Mine Plan".***

Mine Production Schedules

The Obotan mine production schedule as per mine planning dated 1 st April 2017 is reflected below:

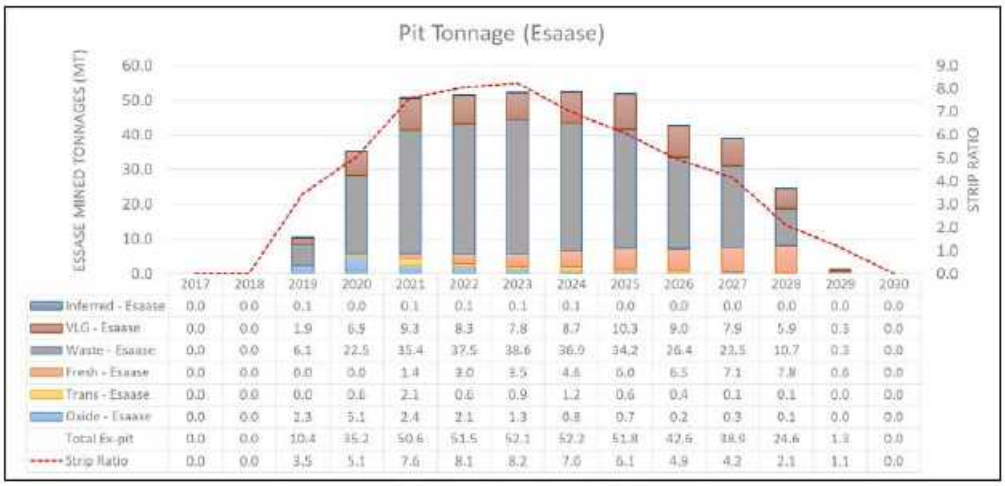
Figure 1-9: Obotan mine schedule as of April 1, 2017 (Source: 12/17 DFS)



	2017	2018	2019	2020	2021	2022	2023	2024	2025	2026	2027	2028	2029	2030
Waste - Obotan	25.1	36.3	25.8	24.9	24.7	21.8	22.7	13.8	21.3	13.4	0.0	0.0	0.0	0.0
Fresh - Obotan	4.3	3.5	3.1	3.3	3.0	2.2	2.8	3.6	3.9	2.2	0.0	0.0	0.0	0.0
Trans - Obotan	0.0	0.1	0.1	0.0	0.1	0.0	0.1	0.2	1.5	0.4	0.0	0.0	0.0	0.0
Oxide - Obotan	0.4	1.6	0.1	0.0	0.2	0.0	0.0	0.4	0.9	0.3	0.0	0.0	0.0	0.0
Total Ex-pit	29.8	41.6	29.1	28.3	28.0	24.0	25.5	17.9	27.6	16.3	0.0	0.0	0.0	0.0
Strip Ratio	5.3	6.9	7.8	7.5	7.4	9.8	7.9	3.4	3.4	4.6	0.0	0.0	0.0	0.0

The Esaase mine production schedule is shown below.

Figure 1-10: Esaase Production Schedule (Source: 12/17 DFS)



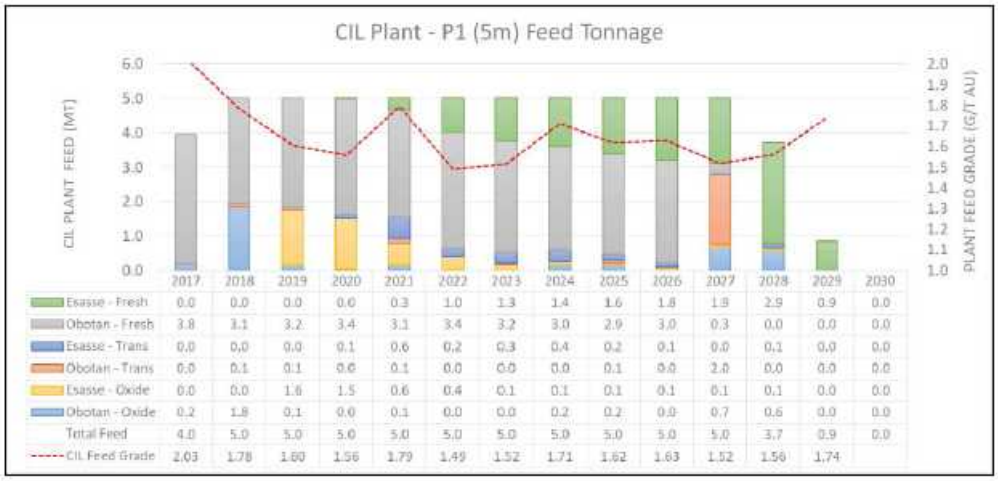
	2017	2018	2019	2020	2021	2022	2023	2024	2025	2026	2027	2028	2029	2030
Inferred - Esaase	0.0	0.0	0.1	0.0	0.1	0.1	0.1	0.1	0.0	0.0	0.0	0.0	0.0	0.0
VLG - Esaase	0.0	0.0	1.9	6.9	9.3	8.3	7.8	8.7	10.3	9.0	7.9	5.9	0.3	0.0
Waste - Esaase	0.0	0.0	6.1	22.5	35.4	37.5	38.6	36.9	34.2	26.4	23.5	10.7	0.3	0.0
Fresh - Esaase	0.0	0.0	0.0	0.0	1.4	3.0	3.5	4.6	6.0	6.5	7.1	7.8	0.6	0.0
Trans - Esaase	0.0	0.0	0.0	0.6	2.1	0.6	0.9	1.2	0.6	0.4	0.1	0.1	0.0	0.0
Oxide - Esaase	0.0	0.0	2.3	5.1	2.4	2.1	1.3	0.8	0.7	0.2	0.3	0.1	0.0	0.0
Total Ex-pit	0.0	0.0	10.4	35.2	50.6	51.5	52.1	52.2	51.8	42.6	38.9	24.6	1.3	0.0
Strip Ratio	0.0	0.0	3.5	5.1	7.6	8.1	8.2	7.0	6.1	4.9	4.2	2.1	1.1	0.0

Plant Feed Schedules

The plant feed schedule was developed from the expected commissioning dates for the two plants and the aligned mine production schedules. Cognizance of stockpiling and re-handling is taken into account.

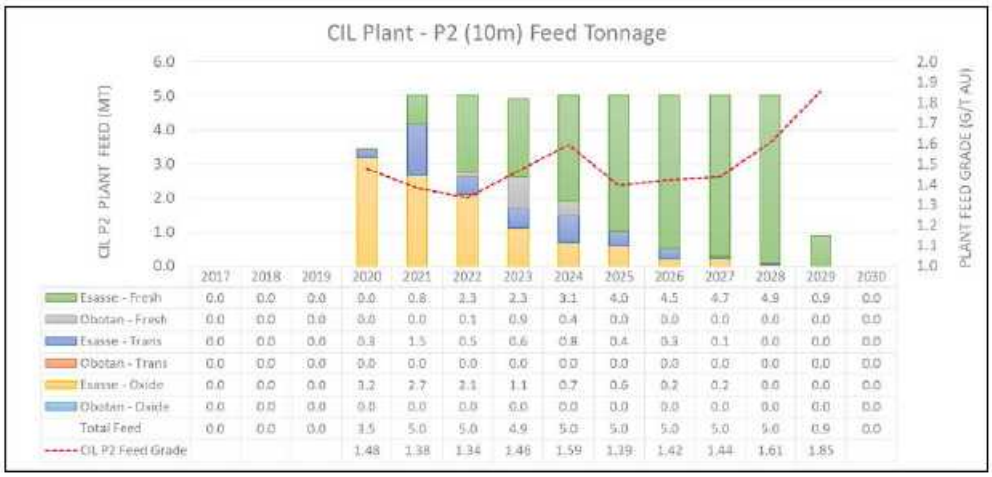
Figure 1-11 and Figure 1-12 below shows the P5M CIL and P10M CIL processing plant feed tonnage schedule respectively.

Figure 1-11: CIL P5M - Plant Feed Schedule (Source: 12/17 DFS)



	2017	2018	2019	2020	2021	2022	2023	2024	2025	2026	2027	2028	2029	2030
Esasse - Fresh	0.0	0.0	0.0	0.0	0.3	1.0	1.3	1.4	1.6	1.8	1.9	2.9	0.9	0.0
Obotan - Fresh	3.8	3.1	3.2	3.4	3.1	3.4	3.2	3.0	2.9	3.0	0.3	0.0	0.0	0.0
Esasse - Trans	0.0	0.0	0.0	0.1	0.6	0.2	0.3	0.4	0.2	0.1	0.0	0.1	0.0	0.0
Obotan - Trans	0.0	0.1	0.1	0.0	0.1	0.0	0.0	0.0	0.1	0.0	2.0	0.0	0.0	0.0
Esasse - Oxide	0.0	0.0	1.6	1.5	0.6	0.4	0.1	0.1	0.1	0.1	0.1	0.1	0.0	0.0
Obotan - Oxide	0.2	1.8	0.1	0.0	0.1	0.0	0.0	0.2	0.2	0.0	0.7	0.6	0.0	0.0
Total Feed	4.0	5.0	5.0	5.0	5.0	5.0	5.0	5.0	5.0	5.0	5.0	3.7	0.9	0.0
CIL Feed Grade	2.03	1.78	1.60	1.56	1.79	1.49	1.52	1.71	1.62	1.63	1.52	1.56	1.74	

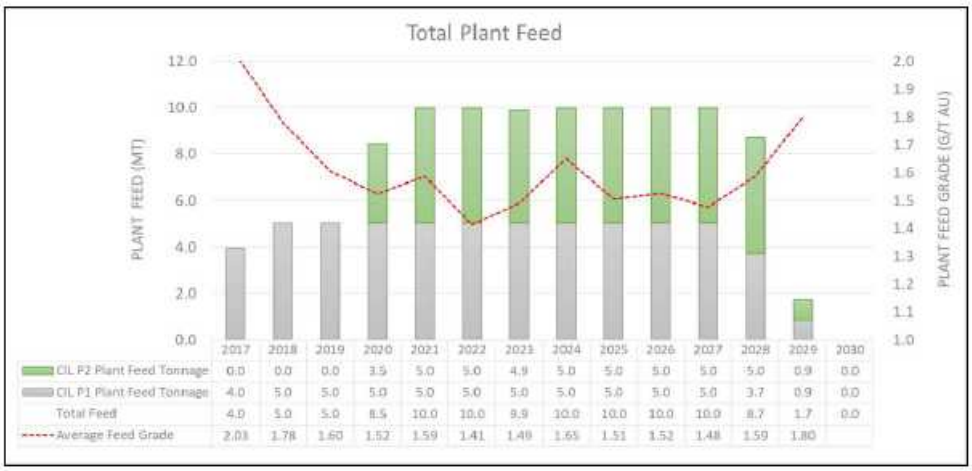
Figure 1-12: CIL P10M - Plant Feed Schedule (Source: 12/17 DFS)



	2017	2018	2019	2020	2021	2022	2023	2024	2025	2026	2027	2028	2029	2030
Esasse - Fresh	0.0	0.0	0.0	0.0	0.8	2.3	2.3	3.1	4.0	4.5	4.7	4.9	0.9	0.0
Obotan - Fresh	0.0	0.0	0.0	0.0	0.0	0.1	0.9	0.4	0.0	0.0	0.0	0.0	0.0	0.0
Esasse - Trans	0.0	0.0	0.0	0.3	1.5	0.5	0.6	0.8	0.4	0.3	0.1	0.0	0.0	0.0
Obotan - Trans	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0
Esasse - Oxide	0.0	0.0	0.0	3.2	2.7	2.1	1.1	0.7	0.6	0.2	0.2	0.0	0.0	0.0
Obotan - Oxide	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0
Total Feed	0.0	0.0	0.0	3.5	5.0	5.0	4.9	5.0	5.0	5.0	5.0	5.0	0.9	0.0
CIL P2 Feed Grade				1.48	1.38	1.34	1.46	1.59	1.39	1.42	1.44	1.61	1.85	

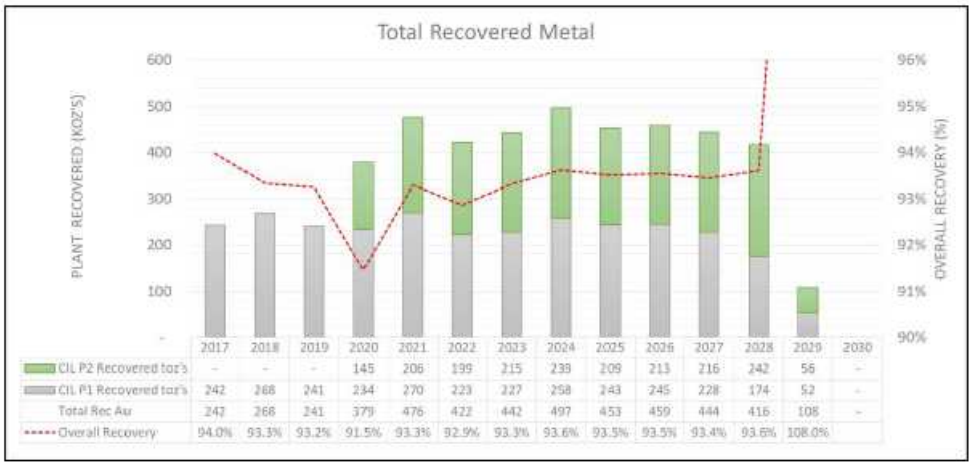
Figure 1-13 below shows the combined P10M CIL processing plant feed schedule.

Figure 1-13: Combined Plant Feed Schedule (Source: 12/17 DFS)



Total Recoverable Gold

Figure 1-14: Recoverable Gold (Source: 12/17 DFS)



Note:

(1) Recovery in first and last year adjusted for inventory lock-up.

Processing and Recovery Operations

Recovery Methods

The AGM expansion projects are phased in two phases. The first phase of the project, P5M, includes the upgrading of the existing Phase 1 CIL plant throughput from 3.6Mtpa to 5Mtpa (Plant 1). The increased throughput will be achieved by supplementing the 3.6Mtpa of Nkran Sulphides material with oxide material, initially from a number of satellite pits and later from Esaase. A number of equipment upgrades are required to the existing circuit in order to process 5Mtpa.

The second phase of the project, P10M, includes the addition of a new 5Mtpa CIL processing facility (Plant 2), similar to the upgraded Phase 1 CIL plant design, to take the total processing throughput of the AGM to 10Mtpa. The additional feed will all come from the Esaase mine which is expected to ramp up to 7Mtpa.

AGM Phase 1 CIL Plan

The AGM Phase 1 processing plant was commissioned during Q4 2015 and operated at a throughput of 3.6Mtpa for the majority of 2017, achieving in excess of 94%. The AGM Phase 1 processing plant design is based on a typical single-stage crushing, SAG and ball milling circuit followed by a CIL plant. The flow sheet includes a single stage jaw crusher that can either feed onto a live stockpile, or directly into an open circuit SAG, (complete with pebble crusher) and ball milling unit in closed circuit with classification cyclones. A gravity recovery circuit is utilized to treat a portion of the cyclone underflow stream to recover coarse free gold from the recirculating load.

The milled product (cyclone overflow) gravitates to a pre-leach thickener, via a trash removal screen. Thickener underflow is pumped directly to a pre-oxidation stage followed by a seven stage CIL circuit. Leached gold adsorbs onto activated carbon, which flows counter-currently to the gold-bearing slurry. Loaded carbon is directed to the 5t elution circuit while tailings gravitate to the cyanide destruction circuit.

Provision was made in the design for the detoxification of cyanide in the CIL tailings by means of the SO2/Air process, during which the WAD cyanide concentration is reduced in a single tank by means of SMBS and air. The detoxified tailings product gravitates to the CIL tailings disposal tank via a sampling system from where it is pumped to the tailings storage facility.

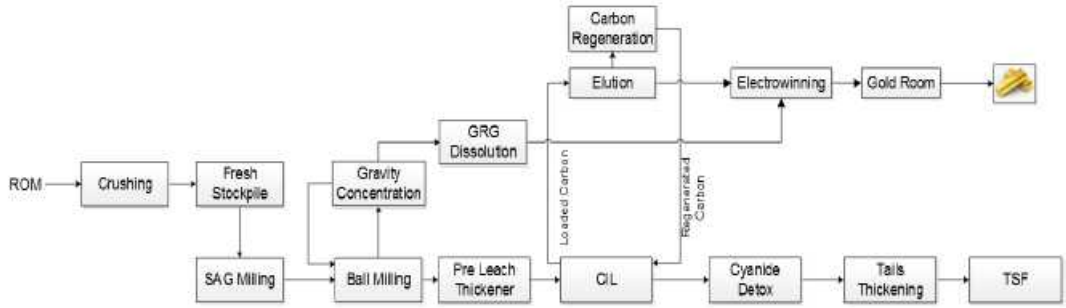
Adsorbed gold is eluted from the activated carbon by means of a heated solution of sodium cyanide and caustic soda via the split AARL procedure. Barren carbon from the batch elution process is directed to the carbon regeneration circuit, while the pregnant leach solution is routed to the electro winning circuit. After washing the gold sludge from the electro winning cathodes, the sludge is decanted and treated in a drying oven after which it is mixed with fluxes and loaded into an induction smelting furnace. After smelting the gold bullion bars are cleaned, labelled, assayed and prepared for shipping.

The Phase 1 CIL plant further incorporates water treatment, reagent preparation, oxygen generation and supply, compressed air and water services.

This process flow sheet is well known in industry and is relatively low risk as it has historically been proven a successful processing route for Obotan region ores during Resolute's operations of 1998 to 2002.

Refer to Figure 1-15 for a simplified process flow diagram of the Phase 1 circuit.

Figure 1-15: Asanko Phase 1 Process Flow Sheet – 3Mtpa CIL Plant (Source: 12/17 DFS)



Project 5M CIL Plant

A number of equipment upgrades are required to the existing circuit in order to process 5Mtpa, as indicated in Figure 1-16 below.

Project 10M CIL Plant

The process flow sheet for the P10M CIL circuit will be based on the final P5M circuit, where feasible. The P10M circuit will consist of a ROM handling and a closed circuit two-stage crushing circuit located at the Esaase mine pit, followed by stockpiling and loading of the stockpiled material onto the 27-kilometre overland conveying circuit to transport the crushed material to the Phase 1 processing site at Obotan where the milling, gravity recovery, and CIL circuit would be located. Provision is made for intermediate stockpiling of the Esaase crushed material and interlinking conveyors between the Project 5M and P10M CIL circuits to allow the processing of Esaase material in either of the CIL circuits.

The crushed Esaase material will feed onto a live, intermediate stockpile from where it can either be fed to the P5M (upgraded Phase 1) milling circuit, or to the P10M milling circuit once constructed.

The P10M ball milling circuit will operate in closed-circuit with a classification cyclone cluster. A gravity recovery circuit will be provided to treat the full cyclone underflow stream to maximize the recovery of coarse free gold from the recirculating load.

The milled product (cyclone overflow) will gravitate to the P10M pre-leach thickener, via a trash removal screen. Thickener underflow will be pumped directly to a pre-oxidation stage followed by a seven-stage CIL circuit, as per the existing plant.

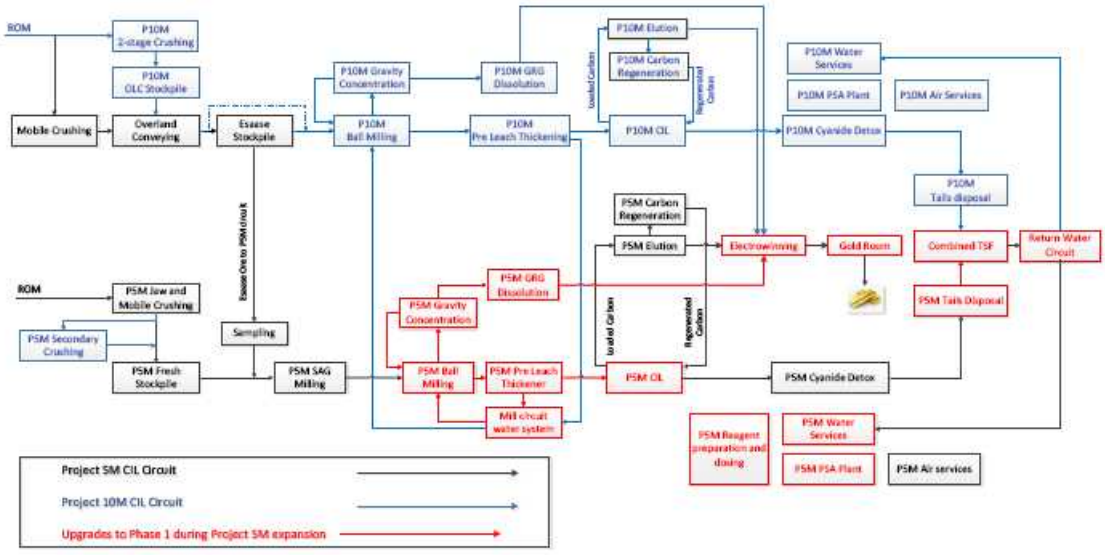
Leached gold will adsorb onto activated carbon, which flows counter-currently to the gold-bearing slurry. Loaded carbon will be directed to the elution circuit while tailings will gravitate to a dedicated P10M cyanide destruction circuit. As per the existing circuit, provision will be made in the design to cater for the destruction of cyanide in the P10M CIL tailings using the SO2/Air process. WAD concentration will be reduced in a single tank by means of SMBS and air, after which the detoxified tailings will gravitate to a dedicated P10M CIL tails disposal system via a sampling system, from where it will be pumped to the expanded, common TSF.

As per the Phase 1 circuit, the adsorbed gold will be eluted from the activated carbon by means of a heated solution of sodium cyanide and caustic soda via the split AARL procedure. Barren carbon from the batch elution process will be directed to a dedicated P10M carbon regeneration circuit, while the pregnant leach solution will be routed to an upgraded electro winning circuit. A dedicated 5t elution facility will be provided for P10M.

The P5M electro winning circuit and gold room will further be expanded as part of P10M to cater for the additional gold loading due to the inclusion of the second 5Mtpa CIL circuit. After washing the gold sludge from the electro winning cathodes, the sludge will be decanted and treated in either one of two drying ovens after which it will be mixed with fluxes and loaded into an induction smelting furnace. After smelting the gold bullion bars will be cleaned, labelled, assayed and prepared for shipping.

The P10M CIL plant will make use of the existing water treatment, reagent preparation, and reagent storage facilities where possible. Dedicated oxygen generation and supply, compressed air and water services will be provided for the P10M CIL plant.

Figure 1-16: Asanko Phase 2 Process Flow Sheet – 3.6Mtpa CIL Plant and 5Mtpa CIL Plant (Source: 12/17 DFS)



Gold Recovery

Based on various metallurgical test work, as well as operational experience from previously mined deposits and the current Phase 1 Obotan plant, the overall expected gold recoveries for each of the AGM CIL circuits (as contemplated in the 12/17 DFS) is shown in Table 1-9 below

Table 1-9: Predicted AGM DFS P5M and P10M CIL Plant Recoveries (Source: 12/17 DFS)

		P5M CIL Plant	P10M CIL Plant
Mill Feed Tonnage	kt	58,525	44,219
Mill Feed Tonnage Split	%		
Obotan Oxide	%	*6.6%*	*0.0%*
Obotan Transitional	%	*4.3%*	*0.0%*
Obotan Fresh	%	*55.3%*	*3.2%*
Esaase Oxide	%	*8.0%*	*24.4%*
Esaase Transitional	%	*3.6%*	*10.2%*
Esaase Fresh	%	*22.3%*	*62.2%*
Mill Feed Grade	g/t Au	1.65	1.46
Gravity Recovery	%	52.5%	52.2%
CIL Feed Grade	g/t Au	0.78	0.70
CIL Residue Grade	g/t Au	0.10	0.09
Undiscounted Recovery	%	94.2%	94.1%
Recovery Discount	%	0.5%	0.8%
Discounted Recovery	%	93.7%	93.3%

Tailings Storage Facility

The TSF will consist of a multi-zoned downstream perimeter embankment, comprising a total footprint area of 378ha (basin area 278ha for the final TSF). The TSF is designed to store a total of 95Mt over the LoM. Expansion of the TSF is feasible without significant change to the design parameters, and up to 120Mt capacity has been considered in the design process.

Tailings will be discharged into the TSF by sub-aerial deposition methods, using a combination of spigots at regularly spaced intervals from the embankment. The design incorporates an upstream toe drain and basin under-drainage system in low lying basin areas to improve performance of the TSF. The under-drainage system comprises a network of collector and finger drains. The toe drain and under-drainage system drain by gravity to a collection sump located at the lowest point in the TSF.

For the Nkran tailings, it is expected that water (supernatant) release will be in the order of 47% of the water in slurry for oxide tailings, and in the order of 42% of the water in slurry for primary tailings. Under-drainage release will typically average around 5 to 10% depending on the arrangement of under-drainage collection and basin treatment. For the Esaase tailings, it is expected that water (supernatant) release will be in the order of 53% of the water in slurry for oxide tailings, and in the order of 47% of the water in slurry for primary tailings. Under-drainage release may reach up to 20% depending on the arrangement of underdrainage collection and basin treatment. Assuming the TSF is efficiently operated, a typical achievable density range of between 1.40 t/m³ and 1.50 t/m³ is expected within the overall tailings mass.

Supernatant water will be removed from the TSF via submersible pumps located on a floating barge located within the supernatant pond throughout operation. Solution recovered from the decant system will be pumped back to the plant for re-use in the process circuits.

A downstream seepage collection system will be installed within and downstream of the TSF embankment, to allow monitoring and collection of seepage from the TSF in the collection sump located downstream of the final TSF.

Monitoring bores are being installed around the TSF, to constantly monitor water quality of the samples withdrawn from them. This will allow any seepage, or contamination to be detected, and will trigger the mitigation measures to be outlined in the TSF Management Plan.

The TSF embankment will be constructed in stages to suit storage requirements and the availability of suitable mine waste. It is envisaged that the upstream portions of the embankment will be raised annually by an earthworks contractor with the bulk embankment fill being placed as part of the mining operations on an ongoing basis.

The TSF design utilizes a beach angle that has been calculated using published methods and the overall design is regarded as conservative, with no unique, or unusual design parameters, or methodologies utilized in the design. The use of downstream raise construction methods promotes embankment stability, which has been demonstrated by the high factors of safety obtained for the stability assessment. The stability factors of safety comply with the latest Ghanaian mining regulations for up to 120Mt TSF capacity. It should be noted that these regulations factors of safety are higher than accepted worldwide standards.

Infrastructure, Permitting and Compliance Activities

Environmental and Social

The AGM's ESIA for Nkran was approved in 2015 by the EPA, resulting in the issuing of an environmental permit. An ESIA for Esaase pit and the overland conveyor between Esaase and Obotan was submitted to the EPA in November 2016 and the environmental permit was granted in January 2017.

Detailed baseline studies were completed and this provided the required level of information for development of the ESIA.

Air quality, noise, surface water hydrology, groundwater hydrogeology, water quality, soil, fauna and flora baseline studies were completed and reports generated. Traffic, socio-economic and medical surveys were likewise completed.

Asanko Gold held a number of public forums as part of the environmental permitting for P5M and P10M, in 2016. This included a visit by senior dignitaries from the Esaase community and the EPA to the Sasol operation at Secunda in South Africa to see one of the world's longest single flight overland conveyors.

The AGM engages regularly with a number of stakeholder groups and committees as platforms through which to provide project updates; address concerns and discuss matters of mutual interest. The AGM also engages with local government and village leaders, including:

- Amansie West District Assembly
- Ministry of Food and Agriculture
- Ghana Health Service
- Land Valuation Board
- Environmental Protection Agency
- Forestry Commission
- Minerals Commission
- Inspectorate Division of Minerals Commission
- Water Resources Commission

Health and Safety Report

The AGM has maintained an industry-leading safety record and has had no lost time injuries ("LTIs") reported during 2018 and, as of December 31, 2018, has achieved over 21 months and more than 10.9 million man hours worked without a single LTI.

Approvals and Community and Government Consultation

The AGM engages with stakeholder groups and committees as platforms through which to provide project updates; address concerns and discuss matters of mutual interest. The AGM also engages with local government and village leaders, including:

- The Ministry of Lands and Natural Resources
- The Minerals Commission
- The Inspectorate Division of the Minerals Commission
- The Ministry of Environment, Science, Technology and Innovation
- The Environmental Protection Agency
- The Water Resources Commission
- The Forestry Commission
- The Ashanti Regional Coordinating Council
- The Amansie West District Assembly
- The Ministry of Food and Agriculture – Amansie West District
- The Ghana Health Service – Amansie West District
- The Land Valuation Board – Ashanti Region

The relevant consents, regulatory permits and approvals have since been obtained from all the governmental and regulatory bodies.

Capital and Operating Costs

See section ***"Ongoing work associated with updating Mineral Resource and Reserve Estimates and Life of Mine Plan".***

Capital Costs

The initial capital cost of the mine, process plant and associated infrastructure for Phase 1 amounted to $292 million, approximately $3 million under the initial budget of $295 million.

The capital expenditure estimations for P5M and P10M below were derived from various studies on mining, processing, mine infrastructure, TSF designs, dam construction, electrical supply, owner's costs and indirect costs.

The general estimation approach was to measure/quantify each cost element from the engineering drawings, process feed diagrams, mechanical equipment list, infrastructure equipment list, and motor lists. Quotations from three, or more vendors were obtained for the major equipment whereas minor equipment, in general, was single sourced. The estimate for the plant has been based on an assumption of a continuous engineering, procurement and construction effort with no interruption of the implementation program after funding approval has been obtained. The estimate is based on a project execution strategy whereby major units of construction work will be allocated to a number of contractors. The cost estimates assume that all material and equipment acquisition and installation sub-contracts will be competitively tendered and no allowance for delays is included. A separate contingency allowance of 3% on the overall project was allowed to address the unforeseen risks applicable to this project.

Base Case

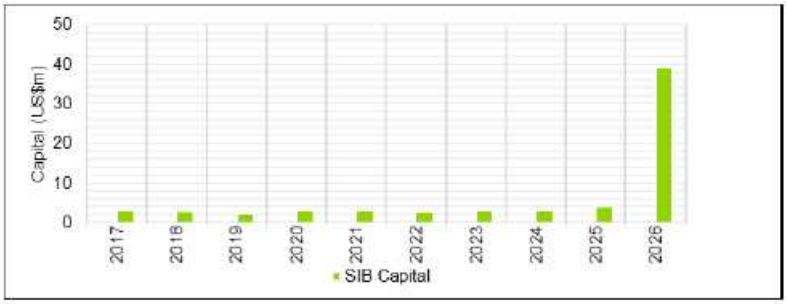
The capital costs, broken down in major capital cost items, provided for in the DCF model (Base Case) are summarized in Table 1-10. The total Base Case capex over the LoM is estimated to be $66 million. The largest contributors to the Base Case capex over the LoM are for the TSF (approx. 55%) and closure costs (approx. 39%).

Table 1-10: Base Case - Total Capital Costs (Source: 12/17 DFS)

Aspect	Amount ($M)*
Total Installation Capital	**-**
Total SIB	**66**
On-Going Rehabilitation	4
Closure Cost	26
Tailings Dam	36

* Rounding applied.

Figure 1-17: Base Case - Capital Scheduling (Source: 12/17 DFS)



Base Case + P5M (as stated in the 12/17 DFS)

The capital costs, broken down in major capital cost items, provided for in the DCF model (Base Case + P5M) are summarized in Table 1-11. The total Base Case + P5M capex over the LoM is estimated to be $322m. The largest contributions to the Base Case + P5M capex over the LoM are the overland conveyor (approx. 28%) and tailings dam (approx. 21%).

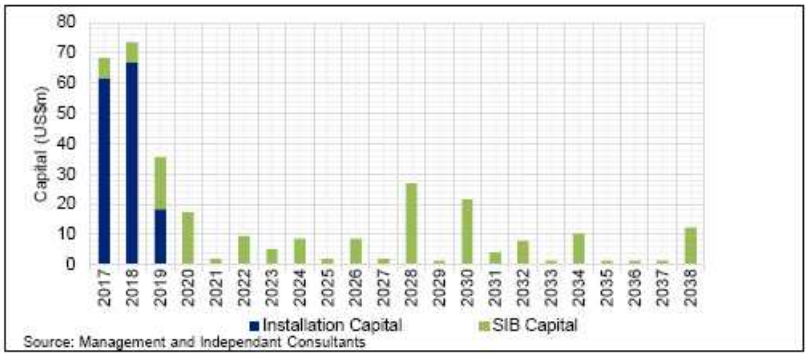
Table 1-11: Base Case + P5M - Total Capital Costs (Source: 12/17 DFS)

Aspect	Amount ($M)*
Total Installation Capital	**147**
Process Plant	6
Overland Conveyor	90
Process Plant Infrastructure	13
RAP Project	-
Mining	1
Owners Cost	14
Project Indirect	13
Design Development	6
Contingency	4
Total SIB	**175**
On Going Rehabilitation at Obotan	8
Closure Cost (Obotan)	19
Tailings Dam	67
On Going Rehabilitation at Esaase	23

Aspect	Amount ($M)*
Closure Cost (Esaase)	12
Non-Mining Infrastructure	10
RAP Project	36

* Rounding applied.

Figure 1-18: Base Case + P5M - Capital Scheduling (Source: 12/17 DFS)



Base Case + P5M + P10M (as stated in the 12/17 DFS)

The capital costs provided for in the DCF model (Base Case + P5M + P10M) are summarized in Table 1-12. The total Base Case + P5M + P10M capex over the LoM is estimated to be $474 million. The largest contributors to the Base Case + P5M + P10M capex over the LoM is for the process plant and infrastructure (approx. 33%) and the overland conveyor (approx. 16%). It must be noted that the difference of $12 million on the overland conveyor between P5M and P5M+P10M has been investigated, and found to be a total capex reporting difference. Capital costs covering the discharge of the conveyor at the P5M+P10M processing facility has been included in the Process Plant Infrastructure costing element while it has not been classified as such in the P5M scenario.

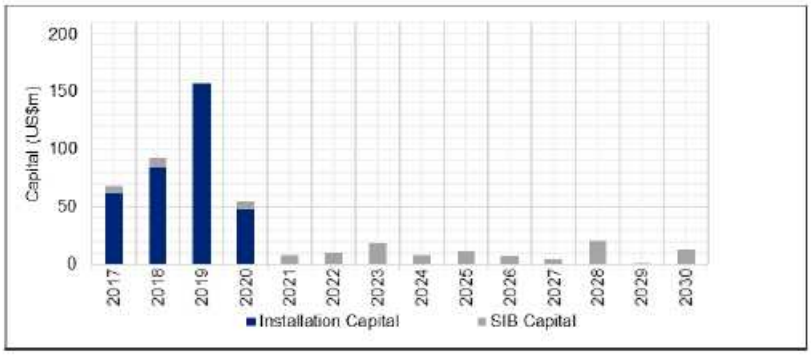
Table 1-12: Base Case + P5M + P10M-Total Capital Costs (Source: 12/17 DFS)

Aspect	Amount ($m)
Total Installation Capital	**349**
Process Plant	100
Overland Conveyor	78
Process Plant Infrastructure	55
RAP Project	24
Mining	8

Aspect	Amount ($m)
Owners Cost	32
Project Indirect	29
Design Development	14
Contingency	9
Total SIB	**125**
On Going Rehabilitation at Obotan	8
Closure Cost (Obotan)	19
Tailings Dam	56
On Going Rehabilitation at Esaase	14
Closure Cost (Esaase)	12
Non-Mining Infrastructure	5
RAP Project	11

* Rounding applied.

Figure 1-19: Base Case + P5M + P10M - Capital Scheduling (Source: 12/17 DFS)



Operating Costs

See section ***"Ongoing work associated with updating Mineral Resource and Reserve Estimates and Life of Mine Plan".***

Operating cost ("Opex") estimates were developed from each of the Project component studies and include mine design criteria, process flow sheet, plant consumable studies, mass and water balance, mechanical and electrical equipment lists, and in-country labour cost data. The cash operating costs are defined as the direct operating costs including contract mining, processing, and tailings storage, and water treatment, general and administrative and refining costs.

Base Case

The operating costs accounted for in the financial model for Phase 1 over the scheduled LoM are summarized in Table 1-13 and Figure 1-20 and Figure 1-21. The total Base Case operating cost per ounce over the LoM is estimated to be $797/oz. The largest contributors to the Base Case operating expense over the LoM is the mining operation accounting for 56%.

Table 1-13: Base Case - Total Operating Costs (Source: 12/17 DFS)

Aspect	Amount ($m)	Amount ($/oz)
Mining (Obotan)	832	443
Mining (Esaase)	-	-
Processing	424	226
Other (Refining and G&A)	241	128
Total OPEX	**1,497**	**797**

Figure 1-20: Base Case - Operating Cost Scheduling (Source: 12/17 DFS)

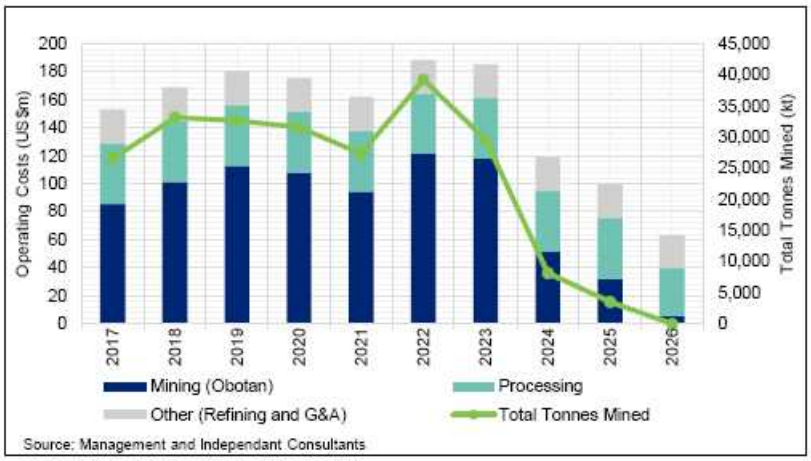


Figure 1-21: Base Case - Operating Cost $/oz (Source: 12/17 DFS)

Base Case + P5M

The operating costs accounted for in the financial model for Base Case + P5M over the scheduled LoM are summarized in Table 1-14, Figure 1-22 and Figure 1-23. The total Base Case + P5M operating cost per ounce over the LoM is estimated to be $837/oz. The largest contributors to the Base Case + P5M operating expense over the LoM is the Esaase mining at 36%, however this is closely followed by processing at 29% and Obotan mining at 22%. It must be noted that because of the increase in the LoM for the Base Case + P5M versus the Base Case + P5M + P10M, an increase of $37/oz in the total operating cost per ounce is observed.

Table 1-14: Base Case + P5M - Total Operating Costs (Source: 12/17 DFS)

Aspect	Amount ($m)	Amount ($/oz)
Mining (Obotan)	903	186
Mining (Esaase)	1,460	301
Processing	1,192	246
Other (Refining and G&A)	505	104
Total OPEX	**4,060**	**837**

Figure 1-22: Base Case + P5M - Operating Cost Scheduling (Source: 12/17 DFS)



Figure 1-23: Base Case + P5M - Operating Cost $/oz (Source: 12/17 DFS)

Base Case + P5M + P10M

The operating costs accounted for in the financial model for Base Case + P5M + P10M over the scheduled LoM are summarized in Table 1-15, Figure 1-24 and Figure 1-25. The total Base Case + P5M + P10M operating cost per ounce over the LoM is estimated to be $761/oz. The largest contributors to the Base Case + P5M + P10M operating expenditure over the LoM is the Esaase mining at 37%, however this is closely followed by processing at 30% and Obotan mining at 24%.

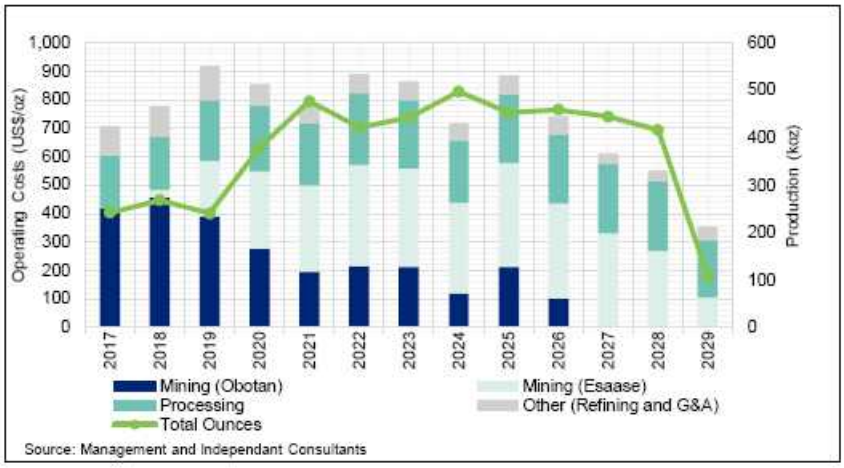
Table 1-15: Base Case + P5M + P10M - Total Operating Costs (Source: 12/17 DFS)

Aspect	Amount ($m)	Amount ($/oz)
Mining (Obotan)	903	186
Mining (Esaase)	1,351	279
Processing	1,109	229
Other (Refining and G&A)	323	67
Total OPEX	**3,686**	**761**

Figure 1-24: Base Case + P5M + P10M - Operating Cost Scheduling (Source: 12/17 DFS)



Figure 1-25: Base Case + P5M + P10M - Operating Cost $/oz (Source: 12/17 DFS)



Economic Analysis

See section ***"Ongoing work associated with updating Mineral Resource and Reserve Estimates and Life of Mine Plan".***

The 12/17 DFS constructs a DCF model for the purposes of the economic analysis of the Project. The DCF model was constructed in Excel and was based on techno-economic input assumptions that were derived from various studies on mining, processing, mine infrastructure, TSF designs, dam construction, electrical supply, owner's costs and indirect costs. The DCF model assesses the post-tax real cash flows for the Project.

The results of the economic evaluation would be an indicator of the NPV of the Project given the quality and quantity of information provided by the contributing specialists and the quality of the estimates made on some inputs of the respective models.

Principal Assumptions

The principle economic assumptions employed in the economic analysis of the Project are presented in Table 1-16. The DCF model assumes that both revenue and costs, as well as royalty and taxes, are incurred in US dollar, therefore, no exchange rate assumptions are necessary. For the purposes of the economic analysis, a discount rate of 5% and a Gold Price of $1,250/oz were used. However, in the sensitivity analysis, the results are reported over a range of discount rates and commodity prices.

Table 1-16: Principle Economic Assumptions / Inputs (Source: 12/17 DFS)

Techno-Economic Assumptions/ Inputs	UOM	Base Case	P5M	P5M + P10M
Total Tonnes Mined	t	231,996.78	679,246.98	679,246.98
Ore Processed	t	35,143.00	102,744.59	102,744.59
Waste Mined	t	196,853.78	576,502.39	576,502.39

Techno-Economic Assumptions/ Inputs	UOM	Base Case	P5M	P5M + P10M
Stripping Ratio*	calc	5.60	5.61	5.61
Plant Grade* (CIL – Plant 1)	g/t	1.77	1.57	1.65
Plant Grade* (CIL - Plant 2)	g/t	-	-	1.46
Recovery* (CIL - Plant 1)	%	94	94	94
Recovery* (CIL - Plant 2)	%	-	-	93
Total Gold Recovered	Moz	1.88	4.85	4.84
Opening TAX Shield	$m	417.20	417.20	417.20
Corporate Tax Rate	%	35.00%	35.00%	35.00%
Obotan Royalty Rate	%	5.00%	5.00%	5.00%
Esaase Royalty Rate	%	5.50%	5.50%	5.50%
Gold Price	$/oz	1,250.00	1,250.00	1,250.00
Discount Rate	%	5.00%	5.00%	5.00%
Capital – Base	$m	-	-	-
Capital – Project	$m	-	146.79	349.42
Sustaining Capital	$m	65.80	174.58	125.28
Cash Operating Costs	$/oz	796.95	837.20	760.81
Total Tonnes Mined	t	231,996.78	679,246.98	679,246.98

Cash Flow Approach

The detailed annual cash flows for each of the Base Case, Base Case + P5M and Base Case + P5M + P10M are disclosed in detail in Part 22.1.2 of the 12/17 DFS, which is available at www.sedar.com.

NPV, IRR and Capital Payback Period (as stated in the 12/17 DFS)

NPV and IRR

In consideration of the above assumptions, the following NPVs and internal rates of return ("IRR") were reached:

- **Base Case:**
  - NPV: $481.82m
  - IRR: N/A as net cash flow of Base Case starts positively

- **Base Case + P5M + P10M:**
  - NPV $_{5\%}$: $811.39m
  - IRR: N/A as net cash flow of Base Case + Project starts positively
- **Base Case + P5M:**
  - NPV $_{5\%}$: $657.72m
  - IRR: N/A as net cash flow of Base Case + Project starts positively
- **Project (P5M + P10M Incremental):**
  - NPV $_{5\%}$: $329.57m
  - IRR: 20.37%
- **Project (P5M Incremental):**
  - NPV $_{5\%}$: $175.89m
  - IRR: 13.22%

Payback

In consideration of the above assumptions, the payback period for the:

- **Project (Base Case + P5M + P10M) is 4 years**
- **Project (Base Case + P5M) is 5 years**

Project Development

Phase 1 was approved by the Company's board of directors in July 2014 and DRA was awarded an EPCM contract immediately following approval. Contractor mobilization to site occurred in August 2014 and the Phase 1 development was successfully commissioned in Q1 2016 and commercial production was declared in Q2 2016, ahead of schedule and within budget.

Overview of Project 5M – First stage

P5M was approved by the Asanko Gold Board in November 2016 and a FEED program commenced through to Q2 2017. The first stage of P5M, which was funded from cash on hand, comprised brownfield modifications to upgrade the CIL processing plant to 5Mtpa, including volumetric upgrades as well as upgrades to the recovery circuit. Included in this phase was final designs on earthworks relating to the overland conveyor, detailed design of all structural and mechanical components of the overland conveyor and all detailed engineering and process design to allow the existing Phase 1 CIL plant to increase its design throughput capacity from 3Mtpa to 5Mtpa. The modifications to the existing plant included:

- An additional tailings pump chain and pipeline to the TSF
- One additional Knelson gravity gold concentrator
- An additional intensive leach reactor
- Installation of a larger diameter cyclone overflow pipeline to the pre-leach thickener
- Installation of a larger diameter thickener underflow pipeline to the CIL
- Increased capacity of the oxygen plant to deliver an additional 5 tpd oxygen

- An additional electro winning cell in the gold room
- Installation of larger aperture inter -tank screens on the CIL tanks.

The AGM completed the volumetric upgrades under budget and ahead of schedule. The upgrades to the recovery circuit completed and commissioned in Q2 2018. The total capital cost associated with the first stage of P5M amounted to $19.6 million.

Overview of Project 5M – Second stage (as stated in the 12/17 DFS)

- ***Development of the Esaase Deposit***

  The Esaase deposit will be developed using open pit contractor mining. Mining activities will initially mine oxide ore to open up the deposit. The mining schedule will allow both oxide and fresh ore to be delivered to the 5Mtpa CIL processing facility. The ore will be transported via a 27km overland conveyor, constructed as part of the P5M project, to the expanded process facility. The Environmental Permit and Mine Operating Permit were received in January 2017 from the Ghanaian EPA and the Ghanaian Minerals Commission, respectively.

  As part of P5M, a work stream will be executed to construct the terrace for the overland conveyor and installation of all related mechanical, electrical and instrument control systems. This will take 18 months to complete, which will allow ore from Esaase to fed at 2Mtpa to feed the expanded plant at Obotan.

- ***Capital Cost***

  Based on FEED, the final capital cost estimates are $78.0 million for the conveyor, $32.0 million for the development of the Esaase deposit and associated infrastructure and $18.0 million for engineering and project costs and contingencies, with a total project capital cost of approximately $128.0 million. This estimate may vary due to future foreign exchange differences. In addition, management expects to install a permanent secondary crusher ($6.3 million) and upgraded mill motors ($1.5 Million), which were not contemplated in the 12/17 DFS. As of December 31, 2018, the AGM has spent $9.7 million on the initial overland conveyor earthworks and $10.8 million in site establishment and infrastructure.

- ***Infrastructure***

  The infrastructure requirements at Esaase include:
  o The refurbishment of the Esaase camp
  o The resettlement of the Tetrem village
  o The installation of a 33-kV power line to supply power to the conveyor and the Esaase site
  o The establishment of the mine service area (“MSA”)
  o The installation of a crushing system and stockpile to feed the overland conveyor
  o Water management systems including seepage and holding dams

- ***Funding***

  The implementation of the second stage of P5M will require a special majority decision of the Management Committee of the JV partners (see section "*General Development of the Business – Gold Fields Joint Venture Transaction*") and is dependent on the balance sheet of the JV, ability and willingness of the JV Partners to fund any required equity or subordinated loan portion of the project costs, financing opportunities, the outlook for gold prices, and capital market conditions.

Overview of Project 10M (as stated in the 12/17 DFS)

P10M comprises the construction of an additional 5Mtpa CIL processing facility to double throughput from 5Mtpa to 10Mtpa with a life of mine in excess of 12 years. Ore is expected to be sourced from Nkran and the surrounding satellite deposits at a rate of 3Mtpa and Esaase at a rate of 7Mtpa. Gold production at steady state is expected to be ~450,000 ounces per year.

- ***Design***

  P10M (if and when approved) will include the following:

  - Construction of an additional 5Mtpa CIL plant at Obotan to double processing capacity to 10Mtpa
  - An increase in the mining rate at Esaase from 2Mtpa to 7Mtpa
  - A permanent primary and secondary crusher installation
  - An expansion of the existing TSF

- ***Capital Cost***

  The incremental capital cost estimate is approximately $200.0 million for the additional CIL plant and associated infrastructure.

- ***Funding***

  The implementation of the second stage of P10M will require a special majority decision of the Management Committee of the JV partners (see section "*General Development of the Business – Gold Fields Joint Venture Transaction* ") and is dependent on the balance sheet of the JV, ability and willingness of the JV Partners to fund any required equity or subordinated loan portion of the project costs, financing opportunities, the outlook for gold prices, and capital market conditions.

Additional Properties

The AGM acquired the Miradani project in September 2017. The Miradani project is located within 10km of the AGM, covering an area of approximately 15km^2. It is on an existing mining lease (valid until May 2025) which may enable potential mineral resources to be accelerated to production.

The northern boundary of the concession is located approximately 5.5km south of the AGM's processing plant on the NE-SW Asankrangwa structural corridor. The underexplored Asankrangwa Gold Belt is about 7km wide and over 50km long. The area is highly prospective with multiple geochemical anomalies aligning with the structures interpreted from the airborne VTEM and magnetic surveys completed by Asanko in 2015.

Three significant initial target areas along the main structural trend, Miradani, Central, and Tontokrom, have been identified. Historical trench and soil geochemistry data, along with recent mechanized artisanal mine workings, indicate that each target area consists of multiple parallel mineralized zones, individually ranging between 3m and 37m in width. Individual 1.5m trench samples assayed up to 47.3 g/t.

In addition, the AGM also owns the Asumura property, located in the southwestern part of Ghana, on the north-western edge of the Sefwi-Bibiani Greenstone Belt.

The AGM has not made any MRE for either of these properties and do not currently consider these properties to be material to the AGM.

RISK FACTORS

There are a number of risks that may have a material and adverse impact on the future operating and financial performance of Asanko that could cause its operating and financial performance to differ materially from the estimates described in forward-looking statements relating to the Company or the JV. These include widespread risks associated with any form of business and specific risks associated with the business of the Company and the JV and their involvement in the gold exploration and development industry.

An investment in the securities of Asanko is considered speculative and involves a high degree of risk due to, among other things, the nature of Asanko's business and the present stage of development of the AGM. A prospective investor should carefully consider the risk factors set out below along with the other matters set out or incorporated by reference in this AIF. The operations of the JV are speculative due to the high-risk nature of its business which is the operation, exploration and development of mineral properties. The Company has identified the following non-exhaustive list of inherent risks and uncertainties that it considers to be relevant to the operations and business plans of the JV and the Company. In addition to information set out elsewhere in this AIF, for the financial year ended December 31, 2018, or with reference to information which is incorporated by reference into this AIF, investors should carefully consider the following risk factors. Such risk factors could materially affect the future operating results of the JV and the Company and could cause actual events to differ materially from those described in forward-looking statements relating to the JV and the Company.

A summary of the principal risks that the JV and the Company faces are as follows:

- the value of the JV's reserves and the outlook for profitable mining from its operations is dependent on continued strong gold prices, achieving planned production rates and life-of-mine costs per ounce to mine and produce gold. Gold prices are historically volatile and gold can be subject to long periods of depressed prices;
- the estimation of mineral resources and reserves is a subjective process, the accuracy of which is a function of the quantity and quality of available data and the assumptions made and judgments used in the engineering and geological interpretation of that data and such assumptions and judgment, which may prove unreliable or mistaken. The JV's estimates of resources and reserves may be subject to revision based on various factors, some of which are beyond its control;
- mining risks which affect all companies in the industry to different degrees include impact and cost of compliance with environmental regulations and the actions of mining opposition groups, adverse changes in mining and reclamation laws and compliance with increasingly complex health and safety rules; and

- other general and specific risks detailed from time-to-time in the Company's quarterly filings, annual information forms, annual reports and annual filings with Canadian securities regulators and those which are discussed below.

Key assumptions upon which the Company's forward-looking statements related to the JV and the Company are based, include the following:

- that the price of gold will neither fall significantly nor for a prolonged period of time in the foreseeable future;
- that there will be no significant changes to Ghana's mining or tax laws, or the imposition of exchange controls in Ghana that materially adversely affect the JV's operations or changes in laws that could affect title to the JV's Asanko Gold Mine;
- that no significant impediments develop in respect of the JV's ability to comply with environmental, safety and other regulatory requirements;
- that there will be no further material upheavals in world financial markets and that interest and exchange rates will remain relatively stable; and
- that key personnel will continue their employment with the Company and JV.

Operational risks

Reserves and resources

Mineral reserves and mineral resources are based on estimates of mineral content and quantity derived from limited information acquired through drilling and other sampling methods and requires judgmental interpretations of geology, structure, grade distributions and trends, and other factors. These estimates may change as more information is obtained. No assurance can be given that the estimates are accurate or that the indicated level of metal will be produced. Actual mineralization or formations may be different from those predicted. Further, it may take many years from the initial phase of drilling before production is possible, and during that time the economic feasibility of exploiting a discovery may change.

In addition, the mineral reserve and mineral resource estimates for the AGM are updated from time to time as the geological and technical information on the mineralization increases. These mineral reserve and mineral resource updates may result in reclassification of resources from one category of resources to another and these reclassifications may have a follow-on impact on reserves. To the extent that these reclassifications of resources are from a higher category to a lower category, there may be a resulting negative impact on related mineral reserves. Any reduction of reserves resulting from reclassification of resources may ultimately impact on project economics, including net present values and internal rates of return. For future projects, these reductions may impact adversely on production decisions. Mineral resources that are not mineral reserves do not have demonstrated economic viability. It cannot be assumed that all or any part of the JV's mineral resources constitutes or will be converted into reserves. Market price fluctuations of gold as well as increased production and capital costs, reduced recovery rates or technical, economic, regulatory or other factors may render the JV's proven and probable reserves unprofitable to develop at a particular site or sites for periods of time or may render mineral reserves containing relatively lower grade mineralization uneconomic. Successful extraction requires safe and efficient mining and processing. Moreover, short-term operating factors relating to the mineral reserves, such as the need for the orderly development of ore bodies or the processing of new or different ore types, may cause mineral reserves to become uneconomical or the AGM to be unprofitable in any particular reporting period. Estimated reserves may have to be recalculated based on actual production experience. Any of these factors may require the JV to reduce its mineral reserves and resources, which could have a negative impact on the financial results of the JV and the Company.

Failure to obtain or maintain necessary permits or government approvals, revocation of those permits and approvals, regulatory changes affecting necessary permits or government approvals, or environmental concerns could also cause the JV to reduce its reserves. There is also no assurance that the JV will achieve indicated levels of gold recovery or obtain the prices for gold production assumed in determining the amount of such reserves. Anticipated levels of production may be affected by numerous factors, including mining conditions, labour availability and relations, weather and supply shortages.

Life of mine plans

Life of mine estimates for each of the properties of the JV are based on a number of factors and assumptions and may prove to be incorrect. In addition, life of mine plans, by design, may have declining grade profiles and increasing rock hardness and mine life could be shortened if the JV increases production, experiences increased production costs or if the price of gold declines significantly. Reserves can be replaced by upgrading existing resources to mineral reserves generally by the completion of additional drilling and/or development to improve the estimate confidence and by demonstrating their economic viability, by expanding known ore bodies, by locating new deposits or by making acquisitions. The life of mine plan for the AGM will be updated from time-to-time to reflect current geological, technical and economic information and JV's plans for the operation and expansion of the AGM may change materially from current planned operations based on the results of the updated life of mine plan.

Limited history of mining operations

The AGM has limited history of mining operations. As a result, Asanko is subject to all of the risks associated with establishing new mining operations including: the timing and cost, which can be considerable, of the construction of mining and processing facilities; the availability and costs of skilled labour and mining equipment; the availability and costs of appropriate smelting and/or refining arrangements; the need to obtain necessary environmental and other governmental approvals and permits, and the timing of those approvals and permits; and, the availability of funds to finance construction and development activities. It is common in new mining operations to experience unexpected problems and delays during construction, development, and mine start-up. Such operations are subject to all the hazards and risks normally encountered in the exploration for, and development and production of gold and other precious or base metals, including unusual and unexpected geological formations, seismic activity, rock bursts, fires, cave-ins, flooding and other conditions involved in the drilling and removal of material as well as industrial accidents, labour force disruptions, fall of ground accidents in underground operations, and force majeure factors, any of which could result in damage to, or destruction of, mines and other producing facilities, damage to person or property, environmental damage, delays, increased production costs, monetary losses and possible legal liability. Milling operations are subject to hazards such as equipment failure or failure of retaining dams around tailings disposal areas, which may result in environmental pollution and consequent liability. In addition, delays in the commencement of mineral production often occur.

Consumables

The profitability of the JV is affected by the market prices and availability or shortages of commodities which are consumed or otherwise used in connection with the JV's operations. Prices of such commodities also can be subject to volatile price movements, which can be material and can occur over short periods of time, and are affected by factors that are beyond the JV's control. Operations consume significant amounts of energy and are dependent on suppliers or governments to meet these energy needs and to allow declines in oil prices to filter through to the JV. In some cases, no alternative source of energy is available. An increase in the cost, or decrease in the availability, of construction materials may affect the timing and cost of the JV's development project. If the costs of certain commodities consumed or otherwise used in connection with the JV's operations were to increase significantly, and remain at such levels for a sustained period of time, this would have a material adverse impact on the JV and the Company. Costs at any particular mining location are also subject to variation due to a number of factors, such as changing ore grade, changing metallurgy and revisions to mine plans in response to the physical shape and location of the ore body or due to operational or processing changes. Reported costs may also be affected by changes in accounting standards. A material increase in costs at any significant location could have a significant effect on the JV's capital expenditures, production schedules, profitability and operating cash flow.

Production costs

This AIF and the Company's other public disclosures contain estimates of future production, operating costs, capital costs, estimates of future AISC and other economic and financial measures with respect to existing mines and certain development stage projects. The estimates can change or the JV may be unable to achieve them. Actual production, costs, returns and other economic and financial performance may vary from the estimates depending on a variety of factors, many of which are not within the JV's control. These factors include, but are not limited to:

- actual ore mined varying from estimates of grade, tonnage, dilution, and metallurgical and other characteristics;
- short-term operating factors such as the need for sequential development of ore bodies and the processing of new or different ore grades from those planned;
- mine failures, slope failures or equipment failures;
- industrial accidents;
- natural phenomena such as inclement weather conditions, floods, droughts, rock slides and earthquakes;
- encountering unusual or unexpected geological conditions;
- changes in power costs and potential power shortages;
- exchange rate and commodity price fluctuations;
- shortages of principal supplies needed for operations, including explosives, fuels, water and equipment parts;
- labour shortages or strikes;
- litigation;
- terrorism;
- civil unrest and protests;
- restrictions or regulations imposed by governmental or regulatory authorities;
- permitting or licensing issues; or
- shipping interruptions or delays.

In addition, estimates of capital costs and operating costs derived from the 12/17 DFS should be viewed in the context of being estimates based on the mine plan set forth in the 12/17 DFS. The JV anticipates that it may make modifications to the mine plan set forth in the 12/17 DFS in order to optimize its mine plan for the AGM as mining progresses and the JV's understanding of the ore body increases. These optimization efforts may include additional capital expenditures and variances in planned mining operations, with the result that capital and/ or operating costs may be greater than projected in the 12/17 DFS. In addition, the estimates of capital and operating costs derived from the 12/17 DFS may be materially impacted by events beyond the JV's control, such as foreign exchange rate fluctuations and increases in plant, equipment and labour costs. Accordingly, the JV's actual capital and operating costs may vary materially from the estimates derived from the 12/17 DFS.

Failure to achieve production or cost estimates or material increases in costs could have a material adverse effect on the future cash flows, profitability, results of operations and financial condition of the JV and Company.

Extraction

A number of factors can affect the JV's ability to extract ore efficiently in the quantities that it has budgeted, including, but not limited to:

- ground conditions;
- geotechnical conditions;
- geological conditions;
- chemical effects;
- efficiency; and
- scheduling.

These factors may result in a less than optimal operation and lower throughput or lower recovery, which may affect the JV's production schedule. Although the Company and the JV reviews and assesses the risks related to extraction and put appropriate mitigating measures in place, there is no assurance that the Company or the JV have foreseen and/or accounted for every possible factor that might cause a project to be delayed, which could have an effect on business, results of operations, financial condition of the JV and Company and on the share price of the Company.

Processing

A number of factors could affect the JV's ability to process ore in the tonnages budgeted, the quantities of the metals deleterious materials that are recovered and the ability to efficiently handle material in the volumes budgeted, including, but not limited to:

- the presence of oversized material at the crushing stage;
- material showing breakage characteristics different to those planned;
- material with grades outside of planned grade range;
- the presence of deleterious materials in ratios different than expected;
- material drier or wetter than expected, due to natural or environmental effects; and
- viscosity/density different than expected.

The occurrence of any of the above could affect the ability of the JV to treat the number of tonnes planned, recover valuable materials, remove deleterious materials and process ore, concentrate and tailings as planned. This may result in lower throughput, lower recovery, more downtime or some combination of all three. While minor issues of this nature are part of normal operations, there is no assurance that conditions will not worsen and have an adverse effect on future cash flow, results of operations and financial condition of the JV and Company.

Equipment malfunctions

The JV's various operations may encounter delays in or losses of production due to the delay in the delivery of equipment, key equipment or component malfunctions or breakdowns, damage to equipment through accident or misuse, including potential complete write-off of damaged units, or delay in the delivery or the lack of availability of spare parts, which may impede maintenance activities on equipment. In addition, equipment may be subject to aging, if not replaced, or through inappropriate use or misuse and may become obsolete. Any one of these factors could adversely impact the operations, profitability and financial results of the JV and Company.

Legislative changes

The JV and Company, respectively, is subject to continuously evolving legislation, including, but not limited to, the areas of labour, environment, land titles, mining practices and taxation. Compliance with these laws may require significant expenditures. If the JV or Company is unable to comply fully, they may be subject to enforcement actions or other liabilities, or its image may be harmed, all of which could materially affect operating costs, delay or curtail operations or cause the JV or Company to be unable to obtain or maintain required permits. There can be no assurance that the JV or Company has been or will be at all times in compliance with all applicable laws regulations, that compliance will not be challenged or that the costs of complying with current and future laws and regulations will not materially or adversely affect the business, operations or results.

New laws and regulations, amendments to existing laws and regulations or administrative interpretation, or more stringent enforcement of existing laws and regulations, whether in response to changes in the political or social environment the Company and JV operates in or otherwise, could have a material and adverse effect on the future cash flows, results of operations and financial condition of the Company and JV.

Key employees

The ability of the JV and Company to effectively manage its corporate, exploration and operations teams, as applicable, depends in large part on the ability of the JV and Company to attract and retain key individuals in management positions and as senior leaders within the organization. The success of the Company and JV also depends on the technical expertise of its professional employees. The JV and Company faces competition for qualified management, professionals, executives and skilled personnel from other companies. There can be no assurance that the JV or Company will continue to be able to compete successfully with its competitors in attracting and retaining senior leaders, qualified management and technical talent with the necessary skills and experience to manage its current needs. The length of time required to recruit key personnel and fill a position may be longer than anticipated. The failure to attract and retain capable leaders and key management professionals as well as qualified talent to manage the existing operations and projects effectively could have a material adverse effect on the business, financial condition and/or operational results or the JV and Company.

Labour disruptions

The JV is dependent on its workforce to extract and process minerals. Relations between the JV and its employees may be impacted by changes in labour relations which may be introduced by, among other things, employee groups, unions and the relevant governmental authorities in whose jurisdictions the JV carries on business. Labour disruptions at the JV's properties could have a material adverse impact on its business, results of operations and financial condition. A number of the JV's employees are represented by labour unions under various collective labour agreements. In addition, existing labour agreements may not prevent a strike or work stoppage at the JV's facilities in the future, and any such work stoppage could have a material adverse effect on the JV and Company's earnings and financial condition.

Political and legal risks

Mining investments are subject to the risks normally associated with any conduct of business in foreign and/or emerging countries including:

- political;
- war, terrorism and civil disturbance risks;
- changes in laws or policies of particular countries, including those relating to royalties, duties, imports, exports and currency;
- the cancellation or renegotiation of contracts;
- the imposition of royalties, net profits payments, tax increases or other claims by government entities, including retroactive claims;
- the risk of expropriation and nationalization; and
- delays in obtaining or the inability to obtain necessary governmental permits or the reimbursement of refundable tax from fiscal authorities.

Other risks include the potential for fraud and corruption by suppliers, personnel or government officials which may implicate the JV or the Company, compliance with applicable anti-corruption laws, including the U.S. FCPA and the Canadian CFPOA by virtue of the JV operating in jurisdictions that may be vulnerable to the possibility of bribery, collusion, kickbacks, theft, improper commissions, facilitation payments, conflicts of interest and related party transactions and the JV or Company's possible failure to identify, manage and mitigate instances of fraud, corruption, or violations of its code of conduct and applicable regulatory requirements.

There is also the risk of increased disclosure requirements, including those pursuant to the Dodd-Frank Wall Street Reform and Consumer Protection Act; currency fluctuations; restrictions on the ability of local operating companies to sell gold offshore for U.S. dollars, and on the ability of such companies to hold U.S. dollars or other foreign currencies in offshore bank accounts; import and export regulations, including restrictions on the export of gold or on the import, for further gold processing; limitations on the repatriation of earnings or on the ability of the JV and the Company to assist in minimizing its expatriate workforce's exposure to double taxation in both the home and host jurisdictions; and increased financing costs.

These risks may limit or disrupt operating mines or projects, restrict the movement of funds, cause the JV and Company to have to expend more funds than previously expected or required, or result in the deprivation of contract rights or the taking of property by nationalization or expropriation without fair compensation, and may materially adversely affect the financial position and/or results of operations of the JV and Company. In addition, the enforcement by the JV and Company of its legal rights in foreign countries, including rights to exploit its properties or utilize its permits and licenses and contractual rights may not be recognized by the court systems in such foreign countries or enforced in accordance with the rule of law.

It is possible that a current or future government of any country in which the Company or the JV has mining projects or operations may adopt substantially different policies or take arbitrary action which might halt exploration or production, nationalize assets or cancel contracts and/or mining and exploration rights and/or make changes in taxation treatment any of which could have a material and adverse effect on the future cash flows, earnings, results of operations and/or financial condition of the JV and Company.

Contractors

The JV uses contractors at the AGM for some of its mining activities. As a result, operations at the AGM are subject to a number of risks, some of which will be outside of the JV's control, including:

- negotiating agreements with contractors on acceptable terms;
- the inability to replace a contractor and its operating equipment in the event that either party terminates the agreement;
- reduced control over such aspects of operations that are the responsibility of the contractor;
- failure of a contractor to perform under its agreement with us;
- interruption of operations in the event that a contractor ceases its business due to insolvency or other unforeseen events;
- failure of a contractor to comply with applicable legal and regulatory requirements, to the extent that it is responsible for such compliance; and
- problems of a contractor with managing its workforce, labour unrest or other employment issues.

In addition, the JV may incur liability to third parties as a result of the actions of a contractor. The occurrence of one or more of these risks could have a material adverse effect on the business, results of operations and financial condition of the JV and Company.

Mining is inherently dangerous

Mining operations generally involve a high degree of risk. The JV's operations are subject to all the hazards and risks normally encountered in the exploration, development and production of gold, including: unusual and unexpected geological formations; seismic activity; cave-ins or slides; flooding; pit wall failure; periodic interruption due to inclement or hazardous weather conditions; 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 death, damage to property, environmental damage and possible legal liability. Milling operations are subject to hazards such as fire, equipment failure or failure of retaining dams around tailings disposal areas, which may result in environmental pollution and consequent liability.

Environmental and Health and Safety Issues

Routine safety inspections are conducted across the AGM site with any non-conformances reported through the safety, health & environment management system. Weekly inspections are conducted at the mining contractor workshops, fuel depot, process plant, and other external areas as required. With regards to the TSF, the JV employs a series of monitoring boreholes around the perimeter of the TSF, which are regularly monitored for ground water contamination. The TSF is inspected on a daily basis for signs of stress or damage and to ensure structural integrity. It is also is audited every quarter, including for structural integrity, by independent third consultants and their report is submitted to the Ghanaian EPA.

Although the JV monitors its mining and disposal sites for potential environmental hazards, there is no assurance that it has detected, or can detect all possible risks to the environment arising from the business and operations. The JV expends significant resources to comply with environmental laws, regulations and permitting requirements, and expects to continue to do so in the future. Failure to comply with applicable environmental laws, regulations and permitting requirements may result in injunctions, damages, suspension or revocation of permits and imposition of penalties. There is no assurance that:

- the JV has been or will be at all times in complete compliance with such laws, regulations and permitting requirements, or with any new or amended laws, regulations and permitting requirements that may be imposed from time to time;
- the compliance will not be challenged; or
- the costs of compliance will be economical and will not materially or adversely affect the JV's future cash flow, results of operations and financial condition.

The JV may be subject to proceedings in respect of alleged failures to comply with increasingly strict environmental laws, regulations or permitting requirements or of posing a threat to or of having caused hazards or damage to the environment or to persons or property. While any such proceedings are in process, the JV could suffer delays or impediments to or suspension of development and construction of projects and operations and, even if the JV is ultimately successful, the JV may not be compensated for the losses resulting from any such proceedings or delays.

There may be existing environmental hazards, contamination or damage at the JV's mines or projects that the JV may be unaware of. The JV may also be held responsible for addressing environmental hazards, contamination or damage caused by current or former activities at its mine sites or projects or exposure to hazardous substances, regardless of whether or not hazard, damage, contamination or exposure was caused by the activities of the JV or by previous owners or operators of the property.

Any finding of liability in such proceedings could result in additional substantial costs, delays in the exploration, development and operation of the JV's properties and other penalties and liabilities related to associated losses, including, but not limited to:

- restrictions on or suspension of the activities of the JV;
- loss of rights, permits and property, including loss of the JV's ability to operate in that country or generally;
- completion of extensive remedial cleanup or paying for government or third -party remedial cleanup;
- premature reclamation of operating sites; and
- seizure of funds or forfeiture of bonds.

The costs of complying with any orders made or any cleanup required and related liabilities from such proceedings or events may be significant and could have a material adverse effect on the business, results of operations, financial condition of the JV and Company and share price of the Company.

In Ghana, the JV is required to submit, for government approval, a reclamation plan for each of its mining sites that establishes the JV's obligation to reclaim property after minerals have been mined from the site. Further, the JV is required to provide security to the Ghanaian EPA for the performance by the JV of its reclamation obligations in respect of the Abriem, Abore and Adubea mining leases. Although the JV has currently made provision for certain of its reclamation obligations, there is no assurance that these provisions will be adequate in the future.

Climate Change

The Company acknowledges climate change and that the increased regulation of greenhouse gas emissions (known as carbon taxes) may adversely affect the operations of the JV and Company and related legislation is becoming more stringent. The effects of climate change or extreme weather events may cause prolonged disruption to the delivery of essential commodities which could negatively affect production efficiency.

The JV makes efforts to mitigate climate risks by ensuring that extreme weather conditions are included in its emergency response plans. However, there is no assurance that the response will be effective and the physical risks of climate change will not have an adverse effect on the JV's operations and profitability. The Paris climate accord was signed by 195 countries in December 2015 and marked a global shift toward a low-carbon economy.

Health and Safety Risks

The JV is exposed to pandemics such as malaria and other diseases, such as dengue and chikungunya. Such pandemics and diseases represent a serious threat to maintaining a skilled workforce in the mining industry in Africa and is a major healthcare challenge for the JV.

In addition, as a result of workplace accidents due to the inherent dangers of mining operations, there can be no assurance that the JV will not lose members of its workforce or see its workforce productivity reduced or incur medical costs, which could have a material and adverse effect on the future cash flows, earning, results of operations and financial condition of the JV and Company.

Permitting

The operation, exploration and development projects of the JV require licenses and permits from various governmental authorities to exploit its properties, and the process for obtaining and renewing licenses and permits from governmental authorities often takes an extended period of time and is subject to numerous delays, costs and uncertainties. Any unexpected delays or costs or failure to obtain such licenses or permits associated with the permitting process could delay or prevent the execution of the second stage of P5M and/or P10M development plans or impede the operation of a mine, which could adversely impact the JV's operations, profitability and financial results. Such licenses and permits are subject to change in various circumstances. Failure to comply with applicable laws and regulations may result in injunctions, fines, suspensions or revocation of permits and licenses, and other penalties. There can be no assurance that the JV has been or will be at all times in compliance with all such laws and regulations and with its licenses and permits or that the JV has all required licenses and permits in connection with its operations. The JV may be unable, on a timely basis, to obtain, renew or maintain in the future all necessary licenses and permits that may be required to explore and develop its properties, maintain the operation of mining facilities and properties under exploration or development or to maintain continued operations that economically justify the cost.

The JV's ability to obtain and maintain required permits and approvals and to successfully operate, in particular, may be adversely impacted by real or perceived detrimental events associated with the JV's activities or those of other resource companies affecting the environment, human health and safety of the surrounding communities. Delays in obtaining or failure to obtain, renew, or retain government permits and approvals may adversely affect the JV's operations, including its ability to explore or develop properties, commence production or continue operations.

Land title

The validity of exploration, development and mining interests and the underlying mineral claims, mining claims, mining leases, tenements and other forms of land and mineral tenure held by the JV, which fundamentally constitute the JV's property holdings, can be uncertain and may be contested and the JV's properties are subject to various encumbrances, including royalties.

Acquisition of title to mineral properties is a very detailed and time-consuming process, and the JV's title to its properties may be affected by prior unregistered encumbrances, agreements or transfers, or undetected defects. Although the JV has attempted to acquire satisfactory title to its properties, some risk exists that some titles, particularly title to exploration and undeveloped properties, may be defective. A successful challenge to the JV's title to its properties could result in the JV being unable to operate on its properties as anticipated or being unable to enforce its rights with respect to its properties which could have a material adverse effect on the JV. Assuming the JV has good and marketable title to its immediate operating interests in order to operate efficiently, the JV may further need to acquire other title, such as surface title, easements or rights of way, which may encroach on the title to property of third parties. There is no guarantee that such further title, easements or rights of way necessary for the JV's operations may be acquired by the JV and the failure to acquire same, or to acquire the same in a timely fashion, may materially impede the JV's operations.

Geotechnical

Mining, by its very nature, involves the excavation of soils and rocks. The stability of the ground during and after excavation involves a complicated interaction of static and dynamic stresses (including induced stresses such as blasting), gravity, rock strength, rock structures (such as faults, joints, and bedding), groundwater pressures and other geo-mechanical factors.

Additionally, excavated ore and waste may be deposited in dumps or stockpiles, or used in the construction of tailings dams and roads or other civil structures, which may be very large. These dumps, stockpiles, dams, etc. may also be subject to geotechnical failure due to over-steepening, seismically induced destabilization, water saturation, material degradation, settling, overtopping, foundation failure or other factors.

The JV employs internal geotechnical experts, external consultants and third-party reviewers and auditors who use industry-standard engineering data gathering, analyses, techniques and processes to manage the geotechnical risks associated with the design and operation of a mine and the related civil structures. However, due to unforeseen situations and to the complexity of these rock masses and large rock and soil civil structures, geotechnical failures may still occur which could result in the temporary or permanent closure of all or part of a mining operation and/or damage to mine infrastructure, equipment or facilities, which materially impacts mineral production and/or results in additional costs to repair or recover from such geotechnical failures and the resulting damage.

Community risk

Maintaining a positive relationship with the communities in which the JV operates is critical to continuing successful operation of the AGM as well as construction and development of existing and new projects. Community support for mining operations is a key component of a successful mining venture.

As a mining business, the JV may come under pressure in the jurisdictions in which it operates, or will operate in the future, to demonstrate that other stakeholders (including employees, communities surrounding operations and the countries in which the JV operate) benefit and will continue to benefit from the JV's commercial activities, and/or that it operates in a manner that will minimize any potential damage or disruption to the interests of those stakeholders. The JV may face opposition with respect to current and future development and exploration projects which could materially adversely affect the business, results of operations, financial condition of the JV and the Company and the Company's share price.

Surrounding communities may affect or threaten the security of the mining operations through the restriction of access of supplies and the workforce to the mine site or the conduct of artisanal mining at or near the mine sites. The material properties of the JV may be subject to the rights or asserted rights of various community stakeholders, including indigenous people, through legal challenges relating to ownership rights or rights to artisanal mining. The JV is exposed to artisanal and illegal mining activities in close proximity to its operations that may cause environmental issues and disruptions to the operations and relationships with governments and local communities.

Infrastructure and Water Access

The JV's operations are carried out in geographical areas which lack developed infrastructure and are subject to various other risk factors, including the availability of sufficient water supplies. Mining, processing, development and exploration activities depend, to one degree or another, on adequate infrastructure. Reliable roads, bridges, power sources and water supply are important determinants which affect capital and operating costs. Lack of such infrastructure or unusual or infrequent weather phenomena, sabotage, terrorism, government or other interference in the maintenance or provision of such infrastructure could adversely affect the operations, financial condition and/or results of operations of the JV and the Company.

The JV's failure to obtain needed water permits, the loss of some or all of the JV's water rights for any of its mines or shortages of water due to drought or loss of water permits could require the JV to curtail or close mining production and could prevent the JV from pursuing expansion opportunities.

Exploration and development risks

Exploration

Gold and other metal exploration is highly speculative in nature, involves many risks and is often not productive; there is no assurance that the JV will be successful in its exploration efforts.

The JV's ability to increase mineral reserves is dependent on a number of factors, including the geological and technical expertise of the JV's management and exploration teams, the quality of land available for exploration and other factors. Once gold mineralization is discovered, it can take several years of exploration and development before production is possible, and the economic feasibility of production can change during that time.

Substantial expenditures are required to carry out exploration and development activities to establish proven and probable mineral reserves and determine the optimal metallurgical process to extract the metals from the ore.

Once the JV has found ore in sufficient quantities and grades to be considered economic for extraction, metallurgical testing is required to determine whether the metals can be extracted economically. There may be associated metals or minerals that make the extraction process more difficult.

There is no assurance that the JV's exploration programs will expand the JV's current mineral reserves or replace them with new mineral reserves. Failure to replace or expand the mineral reserves could have an adverse effect on the JV and the Company.

Mine development

The execution of the P5M and P10M development plans will require the construction and operation of an open-pit mine, a conveyor, an upgraded CIL plant and the addition of a floatation tank. As a result, the JV and the Company is and shall continue to be subject to all of the risks associated with establishing new mining operations including:

- the availability of funds to finance construction and development activities;
- the receipt of required governmental approvals and permits;
- the availability and costs of skilled labour and the ability of key contractors to perform services in the manner contracted for;
- unanticipated changes in grade and tonnage of ore to be mined and processed;
- unanticipated adverse geotechnical conditions;
- incorrect data on which engineering assumptions are made;
- potential increases in construction and operating costs due to changes in the cost of fuel, power, materials, skilled labour, security and supplies;
- adequate access to the site and unanticipated transportation costs or disruptions; and
- potential opposition or obstruction from non-governmental organizations, environmental groups, terrorists or local groups which may delay or prevent development activities.

Any delay in the performance of any one or more of the contractors, suppliers, consultants or other persons on which the AGM is dependent in connection with the execution of P5M and P10M, a delay in or failure to receive the required governmental approvals and permits in a timely manner or on reasonable terms, or a delay in or failure in connection with the completion and successful operation of the operational elements in connection with P5M and P10M could delay or prevent the construction and start-up of the mine as planned. In addition, ongoing updates to the second phase of the MRE and MRev for the AGM and the completion of the 2019 LoM Plan may also impact materially on whether the JV determines to proceed with these projects. If the JV does decide to proceed, there can be no assurances that the construction and start-up plan for P5M or P10M will be successful.

Risks Relating to the Value of Securities

The Company's Common Shares may experience price and volume volatility

In recent years, the securities markets have experienced a high level of price and volume volatility, and the market price of securities of many companies has experienced wide fluctuations, which have not necessarily been related to the operating performance, underlying asset values or prospects of such companies. There can be no assurance that such fluctuations will not affect the price of the Company's securities, and the price may decline below their acquisition cost. As a result of this volatility, investors may not be able to sell their securities at or above their acquisition cost.

Securities of mining companies have experienced substantial volatility in the past, often based on factors unrelated to the financial performance or prospects of the companies involved. These factors include macroeconomic developments in the countries where the Company carries on business and globally, and market perceptions of the attractiveness of particular industries. The price of securities of the Company is also likely to be significantly affected by short-term changes in commodity prices, other precious metal prices or other mineral prices, currency exchange fluctuation and the political environment in the countries in which the Company does business and globally.

In the past, following periods of volatility in the market price of a Company's securities, shareholders have often instituted class action securities litigation against those companies. Such litigation, if instituted, could result in substantial costs and diversion of management attention and resources, which could significantly harm the Company's profitability and reputation.

Financial Risks

Gold price fluctuations

The JV's revenues depend in part on the market prices for gold. Gold prices fluctuate widely and are affected by numerous factors beyond the JV's control including central bank lending, 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 U.S. dollar with other major currencies, interest rates, global and regional demand, political and economic conditions and uncertainties, industrial and jewelry demand, production costs in major gold producing regions and worldwide production levels. The aggregate effect of these factors is impossible to predict with accuracy. The JV does not currently hedge its gold sales although it may do so in future. Fluctuations in gold prices may materially and adversely affect the financial performance or results of operations of the JV and the Company.

Insufficient financing

To fund growth, the JV and the Company may need to secure necessary capital through loans or other forms of financing. The availability of this capital is subject to general economic conditions and lender and investor interest in the JV and the Company and their respective projects. A decision regarding the long-term transportation solution for P5M has been deferred until 2019 and the JV partners will consider the optimal timing of the large-scale development of Esaase, based on their respective balance sheets, cash positions and market conditions. Similarly, a construction decision to proceed with P10M will be at the discretion of the JV partners and dependent on the balance sheet of the JV, the Company and its JV partners and financing opportunities, as well as favourable market conditions.

In addition, the JV and the Company may seek funding to further its search and exploration for new mineral deposits and their development. Financing may not be available when needed or, if available, may not be available on terms acceptable to the JV or the Company. Failure to obtain any financing necessary for the capital expenditure plans of the JV and the Company may result in a delay or indefinite postponement of exploration, development or production on any or all of the properties of the JV and the Company.

Shareholder dilution

The adequacy of the Company's capital structure is assessed on an ongoing basis and adjusted as necessary after taking into consideration the Company's strategic plans, market and forecasted gold prices, the mining industry, general economic conditions and associated risks. In order to maintain or adjust its capital structure, the Company may adjust its capital spending, issue new common shares, purchase common shares for cancellation pursuant to normal course issuer bids, issue new debt or reimburse existing debt. The constating documents of the Company allow it to issue, among other things, an unlimited number of Common Shares for such consideration and on such terms and conditions as may be established by the Board of Directors of the Company, in many cases, without the approval of shareholders. The Company cannot predict the size of future issues of Common Shares or the issue of securities convertible into common shares of Asanko or the effect, if any, that future issues and sales of the Company's common shares will have on the market price of its common shares. Any transaction involving the issue of previously authorized but unissued common shares or securities convertible into common shares would result in dilution, possibly substantial, to present and prospective holders of common shares.

Market Price of Common Shares

The Company's common shares are publicly traded and are subject to various factors that have historically made the common share price volatile. The market price of Asanko's common shares has experienced, and may continue to experience, significant volatility, which may result in losses to investors. The market price of Asanko's common shares may increase or decrease in response to a number of events and factors, including: operating performance and the performance of competitors and other similar companies, volatility in metal prices, the public's reaction to news releases on developments at mines and other properties, material change reports, other public announcements and the Company's filings with the various securities regulatory authorities, changes in earnings estimates or recommendations by research analysts who track Asanko's common shares or the shares of other companies in the resource sector, changes in general economic and/or political conditions, the number of common shares to be publicly traded after an offering of Asanko's common shares, the arrival or departure of key personnel, acquisitions, strategic alliances or joint ventures involving the Company's or its competitors, and the other risk factors described herein.

In addition, the global stock markets and prices for mining company shares have experienced volatility that often has been unrelated to the operating performance of such companies. These market and industry fluctuations may adversely affect the market price of Asanko's common shares, regardless of its operating performance. The variables which are not directly related to the Company's success and are, therefore, not within the Company's control, include other developments that affect the market for mining company shares, the breadth of the public market for Asanko's common shares and the attractiveness of alternative investments.

The effect of these and other factors on the market price of Asanko's common shares on the exchanges on which they trade has historically made Asanko's common share price volatile and suggests that the common share price will continue to be volatile in the future.

Interest rates

Increases in interest rates could cause to increase the Company's cost of capital, which in turn may affect the feasibility of financing future development projects. In addition, the Company's financial results are affected by movements in interest rates, as it forms an important factor in the estimation of the fair value of certain assets and liabilities of the JV and the Company.

Foreign currency and foreign exchange

The JV receives revenue from operations in US dollars but incurs a portion of its operating expenses and costs in foreign currencies including Ghanaian Cedis, South African Rand, and Canadian dollars. Similarly, the Company raises its capital in Canadian dollars and US dollars, as applicable, yet incur expenses in foreign currencies including South African Rand and Australian dollars. Each of these currencies fluctuates in value and is subject to their own country's political and economic conditions and the JV and the Company is therefore subject to fluctuations in the exchange rates between the US dollar, the Canadian dollar and these currencies. These fluctuations could have a material effect on the future cash flow, business, results of operations and financial condition of the JV and the Company and on the share price of the Company. Foreign currency fluctuations may also lead to higher construction, development and costs other than anticipated. The JV and the Company does not currently hedge against currency exchange risks, although it may do so from time to time in the future.

Credit rating downgrade

Any debt issued by the JV or the Company may have a non-investment grade rating, and any rating assigned could be lowered or withdrawn entirely by a rating agency if, in that rating agency's judgment, future circumstances relating to the basis of the rating, such as adverse changes, so warrant. Consequently, real or anticipated changes in the credit ratings of the JV and the Company will generally affect the market value of any debt of the JV and the Company. Additionally, credit ratings may not reflect the potential effect of risks relating to the structure of any debt of the JV and the Company. Any future lowering of the ratings for the JV and the Company likely would make it more difficult or more expensive to obtain debt financing.

Taxation

The JV and the Company has operations and conducts business in a number of different jurisdictions and is subject to the taxation laws of each such jurisdiction. These taxation laws are complicated and subject to changes and are subject to review and assessment in the ordinary course. Any such changes in taxation law or reviews and assessments could result in higher taxes being payable by the JV and the Company, which could adversely affect profitability. Taxes and other local laws and requirements may also adversely affect the ability of the JV and the Company to repatriate earnings and otherwise deploy assets.

In addition, the JV and the Company is 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 financial condition and operating results of the JV and the Company.

Control of AGM cash flows and Operation through a Joint Venture

Asanko expects the AGM to generate positive operating cash flows, however, these funds are not within the Company's exclusive control as the disposition of cash from the AGM is governed by the JVA. The JVA provides that "Distributable Cash" will be calculated and distributed quarterly if available. "Distributable Cash" means an amount to be calculated at each calendar quarter-end, as being the lesser of (i) cash and cash equivalents which are projected at that time to be surplus to all the JV companies taken together, after providing for all amounts anticipated to be required to be paid during a period of least the ensuing two calendar quarters in order to pay the net obligations (net of anticipated revenues during such two subsequent quarters) which will arise out of the operations contemplated by the current approved program and budget while also providing for retention of a reasonable amount of cash and cash equivalents for working capital, contingencies and reserves, all of which factors shall be considered by the management committee); and (ii) the maximum amount permissible for distributions to shareholders of a particular JV company at that time in accordance with applicable law and the terms of any third party loan or other agreement in effect which limits distributions from the JV companies. Distributable cash is to be paid out by the JV in certain priority generally to interest and principal of loans, redemption of the preferred shares issued by JV Finco (of which shares each partner will hold $185 Million by end of 2019 latest) and finally as dividends on common shares of the JV companies (which the JV partners own 45:45 with the Government of Ghana holding 10%). See section "*Corporate risks - Risks associated with Joint Ventures*" below.

Repatriation of funds

The Company may need to repatriate funds from foreign affiliates to service indebtedness or fulfill the Company's business plans, in particular in relation to ongoing expenditures at development assets unrelated to the JV. Asanko may not be able to repatriate funds, or may incur tax payments or other costs when doing so, as a result of a change in applicable law or tax requirements at local subsidiary levels, and such costs could be material.

Financial reporting risks

Inadequate controls over financial reporting

The Company assessed and tested, for its 2018 fiscal year, its internal control procedures in order to satisfy the requirements of Section 404 of the Sarbanes-Oxley Act ("SOX"). SOX requires an annual assessment by management of the effectiveness of the Company's internal control over financial reporting and an attestation report by the Company's independent auditors addressing the effectiveness of the Company's internal controls over financial reporting. The Company's failure to satisfy the requirements of Section 404 of SOX on an ongoing and timely basis could result in the loss of investor confidence in the reliability of its financial statements, which in turn could harm the Company's business and negatively impact the trading price of its Common Shares or market value of its other securities. In addition, any failure to implement required new or improved controls, or difficulties encountered in their implementation could harm the Company's operating results or cause it to fail to meet its reporting obligations.

No evaluation can provide complete assurance that the Company's internal control over financial reporting will detect or uncover all failures of persons within the Company to disclose material information required to be reported. Accordingly, the Company's management does not expect that its internal control over financial reporting will prevent or detect all errors and all fraud.

Public company obligations

The Company's business is subject to evolving corporate governance and public disclosure regulations that have increased both the Company's compliance costs and the risk of non-compliance, which could have an adverse effect on the Company's stock price.

The Company is subject to changing rules and regulations promulgated by a number of U.S. and Canadian governmental and self-regulated organizations, including the SEC, the Canadian Securities Administrators, the NYSE American, the TSX, and the International Accounting Standards Board. These rules and regulations continue to evolve in scope and complexity and many new requirements have been created in response to laws enacted by the U.S. Congress, making compliance more difficult and uncertain.

Carrying value of assets

The carrying value of the assets of the JV and the Company is compared to internal estimates of their estimated fair value to assess how much value can be recovered based on current events and circumstances. The fair value estimates of the JV and the Company are based on numerous assumptions and are adjusted from time to time and the actual fair value, which also varies over time, could be significantly different than these estimates.

If there are no mitigating valuation factors and the JV and the Company do not achieve their valuation assumptions, or they experience a decline in the fair value of their reporting units, it could result in an impairment charge, which could have an adverse effect on the JV and the Company.

Change in reporting standards

Changes in accounting or financial reporting standards may have an adverse effect on the financial condition and results of operations of the JV and the Company in the future.

Corporate risks

Insurance and Uninsured risks

Where economically feasible and based on availability of coverage, a number of operational, financial and political risks are transferred to insurance companies. The availability of such insurance is dependent on the past insurance losses and records of the JV and the Company and general market conditions. Available insurance does not cover all of the potential risks associated with a mining company's operations. The JV and the Company may also be unable to maintain insurance to cover insurable risks at economically feasible premiums, insurance coverage may not be available in the future or may not be adequate to cover any resulting loss, and the ability to claim under existing policies may be contested. Moreover, insurance against risks such as the validity and ownership of unpatented mining claims and mill sites and environmental pollution or other hazards as a result of exploration and production is not generally available to the JV or the Company or to other companies in the mining industry on acceptable terms. As a result, the JV and the Company might become subject to liability for environmental damage or other hazards for which it is completely or partially uninsured or for which it elects not to insure because of premium costs or other reasons. Losses from these events may cause the JV and the Company to incur significant costs that could have a material adverse effect upon the financial condition and/or results of operations of the JV and the Company.

Litigation

The JV and the Company may be subject to litigation arising in the normal course of business and may be involved in disputes with other parties, including governments and its workforce, in the future which may result in litigation. The causes of potential future litigation cannot be known and may arise from, among other things, business activities, environmental laws, volatility in stock price, failure to comply with disclosure obligations or the presence of illegal miners or labour disruptions at its mine sites. The results and costs of litigation cannot be predicted with certainty. If the JV or the Company is unable to resolve these disputes favourably, it may have a material adverse impact on the financial performance, cash flow and results of operations of the JV and the Company.

In the event of a dispute involving the foreign operations of the Company's affiliates, 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's ability to enforce its rights or its potential exposure to the enforcement in Canada or locally of judgments from foreign courts could have an adverse effect on its future cash flows, earnings, results of operations and financial condition.

Reputational risk

Damage to Asanko's reputation can be the result of the actual or perceived occurrence of any number of events, and could include any negative publicity, whether true or not. Although Asanko believes that it and the JV operate in a manner that is respectful to all stakeholders and takes care in protecting its image and reputation, it does not have control over how it is perceived by others. Any reputation loss could result in decreased investor confidence and increased challenges in developing and maintaining community relations which may have adverse effects on the business, results of operations and financial condition of the JV and the Company and the Company's share price.

Acquisitions

The Company may pursue the acquisition or disposition of producing, development or advanced stage exploration properties and companies. The search for attractive acquisition opportunities and the completion of suitable transactions are time consuming and expensive, and may be unsuccessful. The Company's success in its acquisition activities depends on its ability to identify suitable acquisition candidates, negotiate acceptable terms for any such acquisition, obtain necessary regulatory approvals and integrate the acquired operations successfully with those of the Company or the JV. 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 geographical, political, operational, financial and geological risks. For example:

- there may be a significant change in commodity prices after the Company has committed to complete an acquisition and established the purchase price or share exchange ratio;
- a material ore body may prove to be below expectations;
- the Company may have difficulty integrating and assimilating the operations and personnel of any acquired companies, realizing anticipated synergies, maximizing the financial and strategic position of the combined enterprise, and maintaining uniform standards, policies and controls across the organization;
- the integration of the acquired business or assets may disrupt the Company's ongoing business and its relationships with employees, suppliers and contractor; and
- the acquired business or assets may have unknown liabilities which may be significant.

Competitors

The Company competes with other mining companies and individuals for mining interests on attractive exploration properties and the acquisition of mining assets, including competitors with greater financial, technical or other resources. This may increase the risk of higher costs when acquiring suitable claims, properties and assets or of even making such acquisitions on terms acceptable to the Company. There can be no assurance that the Company will be able to compete successfully with its competitors in acquiring such properties and assets.

Information systems security threats

The Company and the JV is reliant on the continuous and uninterrupted operation of its IT systems. User access and security of all IT systems can be critical elements to the operations of the Company and the JV. Protection against cyber security incidents, cloud security and security of all of the IT systems of the JV and the Company are critical to the operations of the JV and the Company. Any IT failure pertaining to availability, access or system security could result in disruption for personnel and could adversely affect the reputation, operations or financial performance of the JV and the Company.

The IT systems of the JV and the Company could be compromised by unauthorized parties attempting to extract business sensitive, confidential or personal information, corrupting information or disrupting business processes or by inadvertent or intentional actions by the employees or vendors of the JV and the Company. A cyber security incident resulting in a security breach or failure to identify a security threat could disrupt business and could result in the loss of business sensitive, confidential or personal information or other assets, as well as litigation, regulatory enforcement, violation of privacy or securities laws and regulations, and remediation costs.

If any of the foregoing events, or other risk factor events not described herein occur, the business, financial condition or results of operations of the JV and the Company could suffer. In that event, the market price of the Company's securities would likely, absent positive catalysts, decline and investors could lose part or all of their investment.

Risk associated with joint ventures

Since the conclusion of the JV Transaction on July 31, 2018, the Company's primary asset is held through a joint venture arrangement with Gold Fields, which exposes the Company to various additional risks. The existence or occurrence of one or more of the following circumstances and events could have a material adverse impact on the Company's profitability or the viability of the Company's interest in the AGM, which could have a material adverse impact on the Company's future cash flows, earnings, results of operations and financial condition:

- disagreements with partners on how to operate the AGM and whether and how to develop the AGM;
- inability to exert influence over certain strategic decisions made in respect of the AGM; including development decisions relating to the second phase of the P5M and the P10M projects;
- inability of the Company to meets its own obligations under the JVA;
- inability of the Company to make its required contributions under the JVA which may result in dilution to the Company's interest in the JV;
- inability of partners to meet their obligations to the joint venture, joint operation or third parties;
- decisions under the dispute resolution provisions of the JVA may not be resolved in the Company's favour; and
- litigation between partners regarding joint venture or joint operation matters.

In addition, the Company is the manager of the JV operations for which it receives fees under the Services Agreement for direct services and supervised activities capped at $6 million per year. The Company is obliged to provide services to a professional standard and to otherwise comply with the obligations of the Services Agreement. If the Company were to fail to meet the required standards and obligations under the Services Agreement, it could be removed as manager and would lose entitlement to these fees.

The Company's inability to control the JV may impact adversely on the ability of the Company to raise funds to fund its contributions to the JV, which may ultimately result in dilution to the Company's interest in the JV.

Other risks and uncertainties

The exploration, development and mining of natural resources are highly speculative in nature and are subject to significant risks. The risk factors noted above do not necessarily comprise all risks faced by the Company or the JV. Additional risks and uncertainties not presently known to the Company or that management currently consider immaterial may also impair the business, operations and future prospects of the JV and the Company. If any of the following risks actually occur, the business of the JV and the Company may be harmed and their financial condition and results of operations may suffer significantly.

DIVIDENDS AND DISTRIBUTIONS

Asanko has no fixed dividend policy and has not declared any dividends on its Common Shares since its incorporation. Asanko currently expects to retain any potential future earnings to finance growth and expand its operations and does not anticipate paying any dividends on its Common Shares in the foreseeable future. Subject to the *Business Corporations Act* (British Columbia) (the "BCBCA"), the actual timing, payment and amount of any dividends declared and paid by the Company will be determined by and at the sole discretion of Asanko's board of directors from time to time based upon, among other factors, the Company's cash flow, results of operations and financial condition, the need for funds to finance ongoing operations and exploration, and such other considerations as the board of directors in its discretion may consider or deem relevant.

DESCRIPTION OF CAPITAL STRUCTURE

Common Shares

Asanko's authorized capital consists of an unlimited number of Common Shares without par value. At December 31, 2018, there were 225,804,614 Common Shares issued and outstanding. As at March 27, 2019, there were 225,804,614 shares issued and outstanding.

Each Common Share entitles the holder to one vote at all meetings of the Company's shareholders. The holders of the Company's Common Shares are entitled to receive during each year, as and when declared by the Board of Directors, dividends payable in money, property or by the issue of fully-paid Common Shares of Asanko. If the Company is dissolved, wound-up, whether voluntary or involuntary, or there is a distribution of Asanko's assets among shareholders for the purpose of winding-up its affairs, the holders of the Company's Common Shares are entitled to receive Asanko's remaining property.

Constraints

There are no constraints imposed on the ownership of the Common Shares by corporate law. There are certain Government review requirements regarding foreign investment in Canadian companies which are not expected to be relevant to Asanko shareholders.

MARKET FOR SECURITIES

Trading Price and Volume

The Company's common shares trade on the TSX and NYSE American under the symbol "AKG".

The following table sets out the low and high sale prices and the aggregate volume of trading of the Company's Common Shares on the TSX for the months indicated (Canadian Dollars) and NYSE American for the months indicated (US Dollars).

	TSX Price Range		
Month	High (C$)	Low (C$)	Total Volume
January 2018	1.28	0.81	19,974,100
February 2018	1.30	0.93	8,458,000
March 2018	1.32	0.91	12,485,300
April 2018	1.54	1.14	11,119,200
May 2018	1.79	1.40	8,331,700
June 2018	1.63	1.27	3,028,900
July 2018	1.53	1.28	2,527,000
August 2018	1.36	1.05	2,676,800
September 2018	1.15	0.96	3,542,700
October 2018	1.19	0.99	3,877,700

Month	TSX Price Range		Total Volume
	High (C$)	Low (C$)	
November 2018	1.04	0.80	3,301,700
December 2018	0.99	0.80	1,910,600
January 2019	1.05	0.87	1,686,100
February 2019	1.05	0.90	1,812,900
March 1 to 27, 2019	0.94	0.83	1,565,965

Month	NYSE MKT Price Range		Total Volume
	High ($)	Low ($)	
January 2018	1.05	0.65	33,710,800
February 2018	1.04	0.74	15,684,000
March 2018	1.02	0.69	25,946,400
April 2018	1.21	0.89	19,351,900
May 2018	1.38	1.08	13,035,900
June 2018	1.26	0.96	10,141,600
July 2018	1.17	0.98	5,203,200
August 2018	1.04	0.81	6,973,600
September 2018	0.88	0.72	5,525,900
October 2018	0.92	0.75	4,497,000
November 2018	0.80	0.60	4,191,800
December 2018	0.76	0.56	8,641,200
January 2019	0.80	0.63	5,465,100
February 2019	0.80	0.68	4,136,500
March 1 to 27, 2019	0.70	0.61	5,354,790

PRIOR SALES

From January 1, 2018 to December 31, 2018 the Company issued the following securities:

Date Common Shares	Average Price per Security/Average Exercise Price per Security (C$ unless otherwise indicated)	Number of Securities
Issued pursuant to JV Transaction		
April 4, 2018	C$1 .01	22,354,657

The following table sets out details of all securities convertible or exercisable into Common Shares that were issued or granted by the Company from January 1, 2018 to December 31, 2018.

Date	Type of Security Issued	Number of Common Shares issuable upon exercise or conversion	Exercise or conversion price per Common Share (C$ unless otherwise indicated)
February 6, 2018	Stock Options	2,590,000	C$1.07
June 8, 2018	Stock Options	72,000	C$1.51
August 20, 2017	Stock Options	27,802	C$1.14
November 16, 2017	Stock Options	50,000	C$0.89

DIRECTORS AND EXECUTIVE OFFICERS

Name, Occupation and Security Holding

The following table sets out the names, province or state and country of residence, positions with or offices held with the Company, and principal occupation for the past five years of each of Asanko's directors and executive officers, as well as the period during which each has been a director of the Company.

The term of office of each director of Asanko expires at the annual general meeting of shareholders each year.

Name, Position and Province/State and Country of Residence [1]	Principal Occupation During the Past Five Years [1]	Director or Officer Since[2]
COLIN STEYN Chairman,Director Western Cape, South Africa	Retired businessman, formerly involved in managing public companies, Director of the Company; past Chief Executive Officer of LionOre Mining International, Ltd; past Director of Mantra Resources Ltd; Past Non-Executive Chairman of Coalspur Mines Ltd; past Director of Mirabela Nickel Limited ("Mirabela");	October 15, 2012
MARCEL DE GROOT[3][4] Director British Columbia, Canada	Independent consultant involved in managing public companies, Director of the Company; Director of Equinox Gold Corp.; past Chairman and Director of Luna Gold Corp.; Past Director of Northern Dynasty Minerals Ltd., Sandstorm Metals & Energy Ltd., Underworld Resources Inc., Esperanza Resources, Premier Royalty, Lowell Copper and Anthem United.	October 1, 2009
WILLIAM SMART [4][5] Director Guernsey, Channel Islands	Businessman involved in managing public companies, Director of the Company; past Director of Mantra Resources Ltd; past Director of Coalspur Mines Ltd.	November 11, 2015
GORDON J. FRETWELL[3][4] Director British Columbia, Canada	Lawyer, Director of the Company; Director of Auryn Resources Inc., Coro Resources Corp and Quartz Mountain Resource Ltd.; past Directors of Northern Dynasty Minerals Ltd., Curis Resources Ltd., Benton Resources Corp., Lignol Energy Corp. ("Lignol"), and Pine Valley Mining Corporation.	February 24, 2004
MICHAEL PRICE[3][5] Director London, UK	Mining finance consultant and advisor, Director of the Company; Director of Eldorado Gold. Corporation; past Director of Buffalo Coal Corporation and Q Resources plc.	February 6, 2013
PETER BREESE[5][6] Chief Executive Officer, President and Director Gauteng, South Africa	Businessman involved in managing public companies, Chief Executive Officer, President and Director of the Company; past Chief Executive Officer, President and Director of Mantra Resources Limited; past Director of Rockridge Capital Corp. and Coalspur Mines Limited.	October 15, 2012

Name, Position and Province/State and Country of Residence [1]	Principal Occupation During the Past Five Years [1]	Director or Officer Since[2]
SHAWN WALLACE Director British Columbia, Canada	Businessman involved in managing public companies, Director of the Company; Past Executive Chairman and Chief Executive Officer of the Company; Chief Executive Officer, President and Director of Auryn Resources Inc.; Director of Stratton Resources Inc; past Chairman and Director of Cayden Resources Inc.; past Director of Full Metal Minerals Inc.	March 3, 2010
FAUSTO DI TRAPANI[6] Chief Financial Officer and Corporate Secretary British Columbia, Canada	Chief Financial Officer of the Company; joined Asanko in 2012 as Executive: Finance. Previously Mr. Di Trapani held senior financial management roles at Mantra Resources Limited, Norilsk Nickel International and BHP Billiton.	January 11, 2017

Notes:

(1) The information as to province of residence and principal occupation, is not within the knowledge of the Company, and has been individually provided by the respective directors and officers.
(2) Each of the Company's directors serve until the next annual general meeting of shareholders or until a successor is elected or appointed. The Company's officers serve at the determination of the Company's board of directors.
(3) Member of the Audit Committee.
(4) Member of the Compensation, Nominating and Governance Committee.
(5) Member of the Safety, Health, Environment & Communities Committee.
(6) Member of the Disclosure Committee.

As of the date of this AIF, the directors and executive officers of the Company, as a group, own beneficially, directly or indirectly, or exercise control or direction over 5,061,681 common shares representing approximately 2.2% of the issued and outstanding common shares of the Company.

Cease Trade Orders, Bankruptcies, Penalties or Sanctions

None of the individuals named above is, as at the date of this AIF, or has been, within ten (10) years before the date of this AIF a director, chief executive officer or chief financial officer of any company that:

(a) was subject to a cease trade order or similar order or an order that denied the relevant company access to any exemption under securities legislation that was in effect for a period of more than 30 consecutive days that was issued while the proposed director was acting in the capacity as director, chief executive officer or chief financial officer; or

(b) was subject to a cease trade order or similar order or an order that denied the relevant company access to any exemption under securities legislation that was in effect for a period of more than 30 consecutive days that was issued after the proposed director ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer.

Except as disclosed below, none of the individuals named above is, as at the date of this AIF, or has been, within ten (10) years before the date of this AIF, a director or executive officer of any company that, while that person was acting in that capacity or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets, or has, within ten (10) years before the date of this AIF, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the proposed director.

Mr. Steyn was a director of Mirabela from October 2009 until January 11, 2014. On February 25, 2014, Mirabela announced that it had entered into a legally binding plan support agreement ("PSA") which established a framework for a proposed recapitalization of Mirabela, subject to certain terms and conditions. Mirabela also announced the appointment of Messrs. Madden, Rocke and Winterbottom of KordaMentha as joint and several voluntary administrators. Under the PSA the recapitalization was effected through a recapitalization and restructuring plan, implemented through a deed of company arrangement in Australia and an extrajudicial reorganization proceeding filed by Mirabela Brazil before the competent Brazilian court. Trading in securities of Mirabela on the Australian Securities Exchange has been suspended since October 9, 2013.

Mr. Fretwell was a director of TSX-V listed Lignol Energy Corporation ("Lignol") from January 2007 to May 2015. Lignol went into receivership on August 22, 2014.

In addition, none of the individuals named above has been subject to:

(a) any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or

(b) any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable shareholder in deciding whether to vote for a nominee as director.

Conflicts of Interest

Directors and officers of Asanko are also directors, officers and/or promoters of other reporting and non-reporting issuers, which raises the possibility of future conflicts in connection with property opportunities which they may become aware of and have a duty to disclose to more than the issuer on whose board they serve. This type of conflict is common in the junior resource exploration industry and is not considered an unusual risk. Conflicts, if any, will be subject to the procedures and remedies provided under the BCBCA.

LEGAL PROCEEDINGS AND REGULATORY ACTIONS

There are no material legal proceedings or regulatory actions to which the Company is a party or, to the best of the Company's knowledge, to which any of the Company's properties may be affected.

However, due to the nature of its business, the Company may be subject to regulatory investigations, claims, lawsuits and other proceedings in the ordinary course of its business. While the Company cannot reasonably predict the ultimate outcome of these actions, and inherent uncertainties exist in predicting such outcomes, the Company believes that the ultimate resolution of these actions is not reasonably likely to have a material adverse effect on the Company's financial condition or future results of operations.

INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

To the best knowledge of Asanko's management, no (a) director or executive officer of the Company; (b) person or company that beneficially owns, or controls or directs, directly or indirectly, more than 10% of any class or series of the Company's outstanding voting securities; or (c) an associate or affiliate of any of the persons or companies referred to in paragraphs (a) or (b), had any material interest, direct or indirect, in any transaction since the Company's incorporation or during the current financial year.

TRANSFER AGENT AND REGISTRAR

Asanko's registrar and transfer agent for its Common Shares is Computershare Trust Company of Canada, 3 rd Floor, 510 Burrard Street, Vancouver, British Columbia, V6C 3B9.

MATERIAL CONTRACTS

The following are the material contracts to which the Company or its subsidiaries are a party to as of the date of this AIF, which currently can reasonably be regarded as material to a security holder of the Company, copies of which have been filed at www.sedar.com as required under section 12.2 of National Instrument 51-102 *Continuous Disclosure Requirements*:

- The Offtake Agreement, a redacted copy of each was SEDAR filed, on February 5, 2015;
- Shareholders Rights Plan Agreement ("Rights Plan") between the Company and Computershare Investor Services Inc., as Rights Agent, dated as of May 24, 2016, which Rights Plan will expire at the termination of the annual general meeting of the Company held in 2019;
- The Combination Agreement;
- The Joint Venture Companies and Shareholders' Agreement,
- The Services Agreement, and
- The Investor Rights Agreement.

INTERESTS OF EXPERTS

Names of Experts

1. The following are the persons or companies who were named as having prepared or certified a statement, report or valuation in this AIF either directly or in a document incorporated by reference and whose profession or business gives authority to the statement, report or valuation made by the person or company:

   (a) Charles J. Muller, B.Sc. Geology (Hons), PR.Sci.Nat., MGSSA, a Director of CJM Consulting Pty Ltd., Johannesburg, South Africa;

   (b) Malcolm Titley, BSc (Geology and Chemistry), MAIG, MAusIMM, CSA Global Principal Geologist;

   (c) Phil Bentley, PR.Sci.Nat, FGSSA, MSc, MSc (Minex), Geology and former Resources Executive for Asanko;

(d) Thomas Obiri-Yeboah, B.Sc Eng (Mining), Pr Eng;

(e) Glenn Bezuidenhout, National Diploma (Extractive Metallurgy), FSIAMM;

(f) David Morgan, M.Sc. Eng (Civil), CP Eng;

(g) Doug Heher, B.Sc Eng (Mechanical), Pr Eng.;

(h) Godknows Njowa, M.Sc Eng (Mining), PrEng.

(i) Frederik Fourie, Asanko Senior Mining Engineer (Pr.Eng.)

2. KPMG Chartered Professional Accountants, of Vancouver, British Columbia, has prepared the Auditor's Report with respect to the consolidated financial statements of Asanko for the financial years ended December 31, 2018 and 2017.

Interests of Experts

To the Company's knowledge, Messrs. Muller, Titley, Bentley, Obiri-Yeboah, Bezuidenhout, Morgan, Heher, Njowa and Fourie do not hold, directly or indirectly, any of the Company's issued and outstanding Common Shares.

The aforementioned persons have not received any direct or indirect interest in any securities of the Company or of any associate or affiliate of the Company in connection with the preparation of the Asanko 12/17 DFS. Other than Mr. Fourie, who is currently employed by Asanko, none of the aforementioned persons are currently expected to be elected, appointed or employed as a director, officer or employee of the Company or of any associate or affiliate of the Company.

KPMG LLP, the Company's independent auditors, has audited Asanko's consolidated financial statements for the years ended December 31, 2018 and 2017. As at the date of their report, KPMG LLP has confirmed that they are independent with respect to the Company within the meaning of the relevant rules and related interpretations prescribed by the relevant professional bodies in Canada and any applicable legislation or regulations and also that they are independent accountants with respect to the Company under all relevant US professional and regulatory standards.

ADDITIONAL INFORMATION

Additional Information

Additional financial information relating to the Company may be found on SEDAR at www.sedar.com.

Additional information relating to the Company, including directors' and officers' remuneration and indebtedness, principal holders of Asanko's securities, and securities authorized for issuance under equity compensation plans, is contained in the 2018 shareholders meeting Management Information Circular.

Additional financial information is provided in Asanko's financial statements and related MD&A for the year ended December 31, 2018.

Controls and Procedures

Disclosure Controls and Procedures

Evaluation of disclosure controls and procedures are designed to provide reasonable assurance that all relevant information is gathered and reported to senior management, including the Company's President and Chief Executive Officer and Chief Financial Officer, on a timely basis so that appropriate decisions can be made regarding public disclosure. Internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with IFRS. Management of the Company, with the participation of the Chief Executive Officer and the Chief Financial Officer, have evaluated the design and effectiveness of the Company's disclosure controls and procedures as required by Canadian and United States securities legislation, and have concluded that, as of December 31, 2018, such procedures are adequate to ensure accurate, complete and timely disclosures in public filings.

Management's Report on Internal Control over Financial Reporting

The Company's management, with the participation of its President and Chief Executive Officer and Chief Financial Officer, is responsible for establishing and maintaining adequate internal control over financial reporting. Under the supervision of the President and Chief Executive Officer and Chief Financial Officer, the Company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with IFRS. The Company's internal control over financial reporting includes policies and procedures that:

- pertain to the maintenance of records that accurately and fairly reflect, in reasonable detail, the transactions and dispositions of assets of the Company;
- provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with IFRS and that the Company's receipts and expenditures are made only in accordance with authorizations of management and the Company's Directors; and
- provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the Company's consolidated financial statements.

The Company's management, with the participation of its President and Chief Executive Officer and its Chief Financial Officer, assessed the effectiveness of the Company's internal control over financial reporting. In making this assessment, management used the criteria set forth in Internal Control - Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on this assessment, management and the President and Chief Executive Officer and Chief Financial Officer have concluded that, as of December 31, 2018, the Company's internal control over financial reporting was effective.

Changes in Internal Control over Financial Reporting

Other than the processes and controls applied in the Company's equity accounting for its interest in the JV, there has been no change in the Company's internal control over financial reporting during the year ended December 31, 2018 that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

Limitations of Controls and Procedures

The Company's management, including the President and Chief Executive Officer and Chief Financial Officer, believes that any disclosure controls and procedures or internal control over financial reporting, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Further, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Because of the inherent limitations in all control systems, they cannot provide absolute assurance that all control issues and instances of fraud, if any, within the Company have been prevented or detected. These inherent limitations include the realities that judgments in decision-making can be faulty, and that breakdowns can occur because of simple error or mistake. Additionally, controls can be circumvented by the individual acts of some persons, by collusion of two or more people, or by unauthorized override of the control. The design of any control system also is based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions. Accordingly, because of the inherent limitations in a cost-effective control system, misstatements due to error or fraud may occur and not be detected.

Audit Committee, Code of Ethics, Accountant Fees and Exemptions

Audit Committee Charter

The Audit Committee is ultimately responsible for the policies and practices relating to integrity of financial and regulatory reporting, as well as internal controls to achieve the objectives of safeguarding of corporate assets; reliability of information; and compliance with policies and laws.

The Company's audit committee charter can be viewed on the Company's website at https://www.asanko.com/Governance/Governance-Documents/default.aspx.

Composition of Audit Committee

The Company's Board of Directors has a separately designated standing Audit Committee established in accordance with Section 3(a)(58)(A) of the Exchange Act and Section 803(B)(2) of the NYSE American Company Guide. The Company's Audit Committee is comprised of the following three directors that the Board of Directors have determined are independent as determined under each of National Instrument 52-110 *Audit Committees*, Rule 10A-3 of the Exchange Act and Section 803(A) of the NYSE American Company Guide: Marcel de Groot (Chairman), Gordon Fretwell and Michael Price. Each of Messrs. de Groot, Fretwell and Price is financially literate within the meaning of National Instrument 52-110 *Audit Committees and* is able to read and understand fundamental financial statements, including a Company's balance sheet, income statement, and cash flow statement as required under Section 803(B)(2)(iii) of the NYSE American Company Guide.

Relevant Education and Experience

Set out below is a brief description of the education and experience of each audit committee member that is relevant to the performance of his responsibilities as an audit committee member.

Marcel de Groot is a Chartered Accountant and a founder and President of Pathway Capital Ltd., a Vancouver based private venture capital corporation. Pathway Capital Ltd, formed in 2004, invests in and provides strategic support to early stage private and public companies. He is currently a director of Equinox Gold Corp.

Gordon Fretwell holds a Bachelor of Commerce degree and graduated from the University of British Columbia in 1979 with his Bachelor of Law degree. Formerly a partner in a large Vancouver law firm, Mr. Fretwell has, since 1991, been a self-employed solicitor (Gordon J. Fretwell Law Corporation) in Vancouver practicing primarily in the areas of corporate and securities law.

Michael Price has been a Mining Finance Consultant and Adviser and London Representative of Resource Capital Funds since 2006 and has over 30 years' experience in Mining and Investment banking. He has BSc and PhD degrees in mining engineering from University College Cardiff. Mr. Price also holds a Mine Manager's Certificate of Competency (Coal Mines, South Africa) and professional engineering qualifications MIMMM and Eur Ing (FEANI).

Such education and experience provide each member with:

- an understanding of the accounting principles used by the Company to prepare its financial statements;
- the ability to assess the general application of such accounting principles in connection with the accounting for estimates, accruals and reserves;
- experience analyzing or evaluating financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of issues that can reasonably be expected to be raised by the Company's financial statements; and
- an understanding of internal controls and procedures for financial reporting.

Pre-Approval Policies and Procedures

The Audit Committee's charter sets out responsibilities regarding the provision of non-audit services by the Company's external auditor. This policy encourages consideration of whether the provision of services other than audit services is compatible with maintaining the auditor's independence and requires Audit Committee pre-approval of permitted audit and non-audit-related services.

Audit Fees

The following table discloses the aggregate fees billed for each of the last two fiscal years for professional services rendered by the Company's audit firm for various services.

Nature of Services	Fees Paid to Auditor for Year Ended December 31, 2018	Fees Paid to Auditor for Year Ended December 31, 2017
Audit Fees(1)	C$569,013	C$768,049
Tax Fees(2)	Nil	Nil
All Other Fees(3)	Nil	Nil
Total	C$569,013	C$768,049

Notes:

(1) "Audit Fees" include fees necessary to perform the annual audit and quarterly reviews of the Company's consolidated financial statements. Audit Fees include fees for review of tax provisions and for accounting consultations on matters reflected in the financial statements. Audit Fees also include audit or other attest services required by legislation or regulation, such as comfort letters, consents, reviews of securities filings and statutory audits.

(2) "Tax Fees" include fees for all tax services other than those included in "Audit Fees" and "Audit-Related Fees". This category includes fees for tax compliance, tax planning and tax advice. Tax planning and tax advice includes assistance with tax audits and appeals, tax advice related to mergers and acquisitions, and requests for rulings or technical advice from tax authorities.

(3) "All Other Fees" include all other non-audit services.



CONSOLIDATED FINANCIAL STATEMENTS

Years ended December 31, 2018 and 2017

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MANAGEMENT'S RESPONSIBILITY FOR FINANCIAL REPORTING

Management's Report on Financial Statements

The consolidated financial statements of Asanko Gold Inc. have been prepared by, and are the responsibility of, the Company's management. The consolidated financial statements have been prepared by management on a going concern basis in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB"). When alternative accounting methods exist, management has chosen those it deems most appropriate in the circumstances. Financial statements are not exact since they include certain amounts based on estimates and judgements. Management has determined such amounts on a reasonable basis in order to ensure that the financial statements are presented fairly, in all material respects.

The Board of Directors is responsible for ensuring management fulfills its financial reporting responsibilities. The Audit Committee meets with the Company's management and external auditors to discuss the results of the audits and to review the consolidated financial statements prior to the Audit Committee's submission to the Board of Directors for approval. The Audit Committee also reviews the quarterly financial statements and recommends them for approval to the Board of Directors, reviews with management the Company's systems of internal control, and reviews the scope of the external auditors' audit and non-audit work. The Audit Committee is appointed by the Board, and all of its members are independent directors.

The consolidated financial statements have been audited by KPMG LLP, Chartered Professional Accountants, in accordance with the standards of the Public Company Accounting Oversight Board (United States) on behalf of the shareholders.

Management's Report over Internal Controls over Financial Reporting

Management has developed and maintains systems of internal accounting and administrative controls in order to provide, on a reasonable basis, assurance that the financial information is relevant, reliable and accurate and that the Company's assets are appropriately accounted for and adequately safeguarded. All internal control systems have inherent limitations, including the possibility of circumvention and overriding of controls, and therefore, may not prevent or detect misstatements. Management has assessed the effectiveness of the Company's internal control over financial reporting based on the framework in Internal Control – Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). Based on management's assessment, the Company's internal control over financial reporting is effective as at December 31, 2018.

The effectiveness of the Company's internal control over financial reporting as of December 31, 2018 has also been audited by KPMG LLP.

"Peter Breese"

Peter Breese
Director, President and Chief Executive Officer

"Fausto Di Trapani"

Fausto Di Trapani
Executive Vice President and Chief Financial Officer

KPMG LLP
Chartered Professional Accountants
PO Box 10426 777 Dunsmuir Street
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To the Shareholders and Board of Directors
Asanko Gold Inc:

Opinion on the Consolidated Financial Statements

We have audited the accompanying consolidated statements of financial position of Asanko Gold Inc. and subsidiaries (the Company) as of December 31, 2018 and 2017, the related consolidated statements of operations and comprehensive income (loss), changes in equity, and cash flows for each of the years in the two-year period ended December 31, 2018, and the related notes (collectively, the consolidated financial statements). In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2018 and 2017, and its financial performance and its cash flows for each of the years in the two-year period ended December 31, 2018, in conformity with International Financial Reporting Standards as issued by the International Accounting Standards Board.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the Company's internal control over financial reporting as of December 31, 2018, based on criteria established in *Internal Control – Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission, and our report dated February 12, 2019 expressed an unqualified opinion on the effectiveness of the Company's internal control over financial reporting.

Change in Accounting Principle

As discussed in Note 4 to the consolidated financial statements, the Company has changed its accounting policies for revenue and financial instruments as of January 1, 2018 due to the adoption of IFRS 15 - Revenue from Contracts with Customers and IFRS 9 - Financial instruments and has included in Note 4 the presentation of the statement of financial position as at January 1, 2017.

Basis for Opinion

These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements based on our audits. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

KPMG LLP is a Canadian limited liability partnership and a member firm of the KPMG network of independent member firms affiliated with KPMG International Cooperative ("KPMG International"), a Swiss entity. KPMG Canada provides services to KPMG LLP.

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We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement, whether due to error or fraud. Our audits included performing procedures to assess the risks of material misstatement of the consolidated financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. We believe that our audits provide a reasonable basis for our opinion.

We have served as the Company's auditor since 2011

KPMG LLP (signed)

Vancouver, Canada
February 12, 2019

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Report of Independent Registered Public Accounting Firm

To the Shareholders and Board of Directors
Asanko Gold Inc:

Opinion on Internal Control Over Financial Reporting

We have audited Asanko Gold Inc*'s* and subsidiaries (the Company) internal control over financial reporting as of December 31, 2018, based on criteria established in *Internal Control – Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission. In our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2018, based on criteria established in *Internal Control – Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the consolidated statements of financial position of the Company as of December 31, 2018 and 2017, the related consolidated statements of operations and comprehensive income (loss), changes in equity, and cash flows for each of the years in the two-year period ended December 31, 2018, and the related notes (collectively, the consolidated financial statements), and our report dated February 12, 2019 expressed an unqualified opinion on those consolidated financial statements.

Basis for Opinion

The Company's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management's Responsibility for Financial Reporting. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audit also included performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

Definition and Limitations of Internal Control Over Financial Reporting

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

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Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

KPMG LLP (signed)

Vancouver, Canada
February 12, 2019

KPMG LLP is a Canadian limited liability partnership and a member firm of the KPMG network of independent member firms affiliated with KPMG International Cooperative ("KPMG International"), a Swiss entity. KPMG Canada provides services to KPMG LLP.

ASANKO GOLD INC.
CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE INCOME (LOSS)
FOR THE YEARS ENDED DECEMBER 31, 2018 AND 2017
(In thousands of United States Dollars, except dollar per share amounts)

	Note	**2018** **$**	2017 $
			Note 4(a)
Revenue	7	161,918	256,203
Cost of sales:			
Production costs	8	(79,008)	(116,628)
Depreciation and depletion	15	(41,944)	(64,153)
Royalties		(8,096)	(12,810)
Total cost of sales		(129,048)	(193,591)
Income from mine operations		32,870	62,612
Share of net loss related to joint venture	22	(1,050)	-
Service fee earned as operators of joint venture	25	1,892	-
Exploration and evaluation expenditures		(2,333)	(2,050)
General and administrative expenses	9	(11,660)	(12,590)
Income from operations and joint venture		19,719	47,972
Loss due to loss of control of subsidiaries	6	(143,261)	-
Finance expense	10	(10,737)	(17,810)
Finance income	14	5,555	609
Foreign exchange gain (loss)		20	(383)
Income (loss) before income taxes		(128,704)	30,388
Current income tax expense	11	(1,079)	(1,301)
Deferred income tax expense	11	(11,430)	(22,774)
Net income (loss) and comprehensive income (loss) for the year		(141,213)	6,313
Net income (loss) attributable to:			
Common shareholders of the Company		(141,372)	5,776
Non-controlling interest	12	159	537
Net income (loss) for the year		(141,213)	6,313
Earnings (loss) per share attributable to common shareholders:			
Basic		(0.64)	0.03
Diluted		(0.64)	0.03
Weighted average number of shares outstanding:			
Basic	13	220,108,770	203,333,111
Diluted	13	220,108,770	204,394,452
Gold Fields transaction	1		
Commitments and contingencies	20		

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

Approved on behalf of the Board of Directors:

"Peter Breese"	*"Marcel de Groot"*
Director	*Director*

ASANKO GOLD INC.
CONSOLIDATED STATEMENTS OF FINANCIAL POSITION
AS AT DECEMBER 31, 2018 AND 2017
(In thousands of United States Dollars)

	Note	December 31, 2018 $	December 31, 2017 $
Assets			Note 4(a)
Current assets			
Cash and cash equivalents		10,358	49,330
Receivables		236	2,125
Receivable due from related party	25	2,328	-
Inventories	22	-	33,887
Prepaid expenses and deposits		180	3,468
VAT receivable	22	-	5,070
		13,102	93,880
Non-current assets			
Inventories	22	-	2,245
Reclamation deposit	22	-	1,837
Preferred shares	14	173,135	-
Interest in Joint Venture	22	126,264	-
Exploration and evaluation assets	15	-	13,085
Mineral properties, plant and equipment	15	114	597,738
		299,513	614,905
Total assets		312,615	708,785
Liabilities			
Current liabilities			
Accounts payable and accrued liabilities		3,473	47,916
Current portion of long-term debt	16	-	36,451
		3,473	84,367
Non-current liabilities			
Long-term debt	16	-	119,240
Long-term incentive plan liability	19 (b)	300	-
Asset retirement provisions		-	30,790
Deferred income tax liability	11	-	41,781
		300	191,811
Total liabilities		3,773	276,178
Equity			
Common shareholders' equity			
Share capital	18	578,853	561,441
Equity reserves	19	49,261	48,326
Accumulated deficit		(319,272)	(177,900)
Total common shareholders' equity		308,842	431,867
Non-controlling interest	12	-	740
Total equity		308,842	432,607
Total liabilities and equity		312,615	708,785

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

ASANKO GOLD INC.
CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY
FOR THE YEARS ENDED DECEMBER 31, 2018 AND 2017
(In thousands of United States Dollars, except for number of common shares)

	Note	Number of shares	Share capital $	Equity reserves $	Accumulated deficit $	Non-controlling interest $	Total equity $
					Note 4(a)	Note 4(a)	
Balance as at December 31, 2016		201,829,207	556,256	46,613	(183,676)	203	419,396
Issuance of common shares for:							
Exercise of share-based options	19 (a)	1,620,750	5,185	(1,613)	-	-	3,572
Share-based payments	19 (a)	-	-	3,326	-	-	3,326
Net income and comprehensive income for the period		-	-	-	5,776	537	6,313
Balance as at December 31, 2017		203,449,957	561,441	48,326	(177,900)	740	432,607
Issuance of common shares for:							
Private placement, net of share issuance costs	18 (c)	22,354,657	17,412	-	-	-	17,412
Share-based payments	19 (a)	-	-	935	-	-	935
Net loss and comprehensive loss for the period		-	-	-	(141,372)	159	(141,213)
Derecognition of non-controlling interest on loss of control	12	-	-	-	-	(899)	(899)
Balance as at December 31, 2018		**225,804,614**	**578,853**	**49,261**	**(319,272)**	**-**	**308,842**

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

ASANKO GOLD INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS
FOR THE YEARS ENDED DECEMBER 31, 2018 AND 2017
(In thousands of United States Dollars)

	Note	**2018** **$**	2017 $
			Note 4(a)
Operating activities:			
Net (loss) income for the year		(141,213)	6,313
Adjustments for:			
Depreciation and depletion	15	41,991	64,208
Loss due to loss of control of subsidiaries	6	143,261	-
Share of net loss related to joint venture	22	1,050	-
Finance expense	10	10,737	17,810
Interest and other income	14	(5,555)	(609)
Deferred income tax expense	11	11,430	22,774
Share-based payments	19 (a), 19(b)	1,645	2,720
Unrealized foreign exchange loss (gain)		(48)	194
Operating cash flow before working capital changes		63,298	113,410
Change in non-cash working capital	21	(29,869)	9,828
Cash provided by operating activities		33,429	123,238
Investing activities:			
Expenditures on mineral properties, plant and equipment	15	(53,912)	(123,815)
Gold Fields investment in joint venture	6	165,000	-
Joint venture transaction costs paid	6	(4,795)	-
Cash and cash equivalents derecognized on loss of control	6	(24,368)	-
Interest received		383	464
Cash provided by (used in) in investing activities		82,308	(123,351)
Financing activities:			
Shares issued for cash, net of share issuance costs	18 (c)	17,412	3,572
Repayment of long-term debt	16	(163,754)	-
Interest and associated withholding tax paid	16	(8,299)	(13,623)
Cash used in financing activities		(154,641)	(10,051)
Impact of foreign exchange on cash and cash equivalents		(68)	(181)
Change in cash and cash equivalents during the year		(38,972)	(10,345)
Cash and cash equivalents, beginning of year		49,330	59,675
Cash and cash equivalents, end of year		10,358	49,330
Supplemental cash flow information	21		

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

1. Nature of operations

Asanko Gold Inc. ("Asanko" or the "Company") was incorporated on September 23, 1999 under the laws of British Columbia, Canada, with its head office, principal address and registered and records office located at 1066 West Hastings Street, Suite 680, Vancouver, British Columbia, V6E 3X2, Canada.

The Company's principal business activity is the exploration and development of mineral property interests and operation of the Asanko Gold Mine ("AGM") through a 50:50 joint venture arrangement (the "JV") associated with the Company's previously held 90% economic interest in the AGM (see Gold Fields Transaction below). The Government of Ghana has a 10% free-carried interest in the AGM. The AGM consists of two neighboring gold projects, the Obotan Project and the Esaase Project, both located in the Amansie West District of the Republic of Ghana ("Ghana"), West Africa.

In addition to its interest in the AGM, the Company's interest in the JV also includes a 50% interest in a portfolio of other Ghanaian gold concessions in various stages of exploration.

Gold Fields Transaction

On March 29, 2018, the Company entered into certain definitive agreements (the "JV Transaction") with a subsidiary of Gold Fields Limited ("Gold Fields") pursuant to which, among other things:

- the Company and Gold Fields each own a 45% economic interest in Asanko Gold Ghana Limited ("AGGL"), the former Asanko subsidiary that owns the AGM, with the Government of Ghana retaining a 10% free-carried interest in the AGM;
- the Company and Gold Fields each own a 50% interest in Adansi Gold Company Ghana Limited ("Adansi Ghana"), the former Asanko subsidiary that owns a number of exploration licenses; and
- the Company and Gold Fields each acquired a 50% interest in a newly formed entity ("JV Finco").

On June 20, 2018, the Company received approval of the JV Transaction from the Ghanaian Minister of Lands and Natural Resources and the JV Transaction closed on July 31, 2018 (note 6).

Concurrent with the closing of the JV Transaction, AGGL used the consideration received from the JV Transaction to repay in full all outstanding principal and accrued interest ($163.8 million) owing to Red Kite (see note 16). There were no early repayment penalties associated with the Red Kite debt. Red Kite's gold offtake agreement remains in effect until all outstanding ounces have been delivered to Red Kite or AGGL elects to terminate the offtake and pay the associated fee.

In addition to the $185.0 million consideration (note 6), Gold Fields purchased a 9.9% interest in the common shares of the Company via a private placement on April 4, 2018. Gold Fields purchased 22,354,657 common shares of the Company at $0.79 per common share, equal to the 5-day volume-weighted average price as of market close on March 27, 2018, for gross proceeds of $17.6 million (see note 18(c)).

In connection with the JV Transaction, the Company finalized the terms of the associated Joint Venture Agreement (the "JVA") that governs the management of the JV, in July 2018. Under the terms of the JVA, the Company remains the manager and operator of the JV and receives an arm's length fee for services rendered to the JV of $6.0 million per annum. A management committee has been formed, with equal representation from both Asanko and Gold Fields, to govern the operating and development activities of the JV.

1. Nature of operations (continued)

The JVA therefore established joint control of the JV and the Company no longer controls the AGM and associated properties (see notes 6 and 22). As the JV is structured within the legal entities of AGGL and Adansi Ghana, the JV represents a joint venture as defined under IFRS 11 – Joint Arrangements, and the Company commenced equity accounting for its interest in the JV effective July 31, 2018, the date on which the JV Transaction was completed. At this date, the Company derecognized all the assets and liabilities of its former Ghanaian subsidiaries, as well as the carrying amount of previously recognized non -controlling interests in AGGL .

Concurrent with the closing of the JV Transaction, the Company recognized the fair value of the consideration received from Gold Fields, as well as the fair value of the investment that the Company retained in the JV . Based on the fair value of the Company's retained interest in the JV, the Company recognized a loss associated with the loss of control of AGGL and Adansi Ghana (see note 6).

2. Basis of presentation

(a) Statement of compliance

These consolidated financial statements have been prepared using accounting policies in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and Interpretations issued by the International Financial Reporting Interpretations Committee ("IFRIC").

These consolidated financial statements were authorized for issue and approved by the Board of Directors on February 12, 2019.

(b) Basis of presentation and consolidation

The financial statements have been prepared on the historical cost basis.

All amounts are expressed in thousands of United States dollars, unless otherwise noted, and the United States dollar is the functional currency of the Company and each of its subsidiaries and joint ventures. References to C$ are to Canadian dollars.

These consolidated financial statements incorporate the financial statements of the Company and its subsidiaries as at December 31, 2018. Subsidiaries are entities controlled by the Company. Control exists when the Company has power, directly or indirectly, to govern the financial and operating policies of an entity as to obtain benefits from its activities. Subsidiaries are included in the consolidated financial statements of the Company from the effective date of acquisition up to the effective date of disposition or loss of control.

All significant intercompany amounts and transactions between the Company and its subsidiaries have been eliminated on consolidation.

2. Basis of presentation (continued)

The principal subsidiaries and joint ventures to which the Company is a party, as well as their geographic locations, were as follows as at December 31, 2018:

Affiliate name	Location	Interest	Classification and accounting method
Asanko Gold South Africa (PTY) Ltd.	South Africa	100%	Consolidated
Asanko International (Barbados) Inc.	Barbados	100%	Consolidated
Asanko Gold (Barbados) Inc.	Barbados	100%	Consolidated
Asanko Gold Ghana Limited	Ghana	45%	Joint venture; equity method
Adansi Gold Company (GH) Limited	Ghana	50%	Joint venture; equity method
Shika Group Finance Limited	Isle of Man	50%	Joint venture; equity method

These consolidated financial statements include all revenue and expenses of AGGL and Adansi Ghana for the period January 1, 2018 to July 31, 2018, being the period during which the Company had control of these subsidiaries.

In July 2018, the Company amalgamated PMI Gold Corporation with Asanko Gold Inc. to simplify the Company's corporate structure. The assets, liabilities and expenses of PMI Gold Corporation for the period prior to amalgamation have been consolidated in these financial statements.

Certain amounts in the prior year have been reclassified to conform to the presentation in the current year.

3. Significant accounting policies

(a) Business combinations

Acquisitions of subsidiaries and businesses are accounted for using the acquisition method. The cost of the business combination is measured as the aggregate of the fair value at the date of acquisition of the consideration transferred in exchange for the interest in the acquiree. The acquiree's identifiable assets, liabilities and contingent liabilities that meet the conditions for recognition under IFRS 3 are recognized at their fair values at the acquisition date. The acquisition date is the date the Company obtains control over the acquiree, which is generally the date that consideration is transferred and the Company acquires the assets and assumes the liabilities of the acquiree. The Company considers all relevant facts and circumstances in determining the acquisition date.

Acquisition- related costs, other than costs to issue equity securities of the acquirer, including investment banking fees, legal fees, accounting fees, valuation fees and other professional or consulting fees are expensed as incurred. The costs to issue equity securities of the Company as consideration for the acquisition are deducted from share capital as share issue costs.

Goodwill arising on acquisition is recognized as an asset and initially measured at cost, being the excess of the cost of the business combination over the Company's interest in the net fair value of the identifiable assets, liabilities and contingent liabilities recognized. If, after reassessment, the Company's interest in the net fair value of the acquiree's identifiable assets, liabilities and contingent liabilities exceeds the cost of the business combination, the excess is recognized immediately in the consolidated statement of operations and comprehensive income (loss).

3. Significant accounting policies (continued)

(b) Investments in joint arrangements

The Company conducts a portion of its business through joint arrangements where the parties are bound by contractual arrangements establishing joint control and decisions about the activities that significantly affect the returns of the investee require unanimous consent. A joint arrangement is classified as either a joint operation or a joint venture, subject to the terms that govern each investor's rights and obligations in the arrangement.

In a joint operation, the investor has rights and obligations to the separate assets and liabilities of the investee and in a joint venture, the investors have rights to the net assets of the joint arrangement. For a joint operation, the Company recognizes its share of the assets, liabilities, revenue, and expenses of the joint arrangement, while for a joint venture, the Company accounts for its investment in the joint arrangement using the equity method.

Under the equity method, the Company's investment in a joint venture is initially recognized at cost and subsequently increased or decreased to recognize the Company's share of net earnings or losses of the joint venture, after any adjustments necessary for impairment losses after the initial recognition date. The total carrying amount of the Company's investment in a joint venture also includes any long-term debt interests which in substance form part of the Company's net investment. The Company's share of a joint venture's losses that are in excess of its investment are recognized only to the extent that the Company has incurred legal or constructive obligations or made payments on behalf of the joint venture. The Company's share of net earnings or losses of a joint venture are recognized in net earnings during the period. Dividends and repayment of capital received from a joint venture are accounted for as a reduction in the carrying amount of the Company's investment. Intercompany balances between the Company and its joint ventures are not eliminated.

At the end of each reporting period, the Company assesses whether there is any objective evidence that an investment in a joint venture is impaired. Objective evidence includes observable data indicating there is a measurable decrease in the estimated future cash flows of the joint venture's operations. When there is objective evidence that an investment is impaired, the carrying amount of such investment is compared to its recoverable amount, being the higher of its fair value less costs of disposal and value-in-use. If the recoverable amount of an investment is less than the carrying amount, the carrying amount is reduced to its recoverable amount and a corresponding impairment loss is recognized in the period in which the relevant circumstances are identified. When an impairment loss reverses in a subsequent period, the carrying amount of the investment is increased to the revised estimate of the recoverable amount to the extent that the increased carrying amount does not exceed the carrying amount that would have been determined had an impairment loss not been previously recognized. A reversal of an impairment loss is recognized in net earnings in the period in which the reversal occurs.

Similar to the assessment of impairment for subsidiaries, the Company reviews the mining properties and plant and equipment for a joint operation at the cash-generating unit level to determine whether there is any indication that these assets are impaired.

(c) Non- controlling interest

Non- controlling interests in the Company's less than wholly-owned subsidiaries, if any, are classified as a separate component of equity. Non-controlling interests are recorded at their proportionate share of the fair value of identifiable net assets acquired on initial recognition. Subsequent to the acquisition date, adjustments are made to the carrying amount of the non- controlling interests for the non- controlling interests' share of changes to the subsidiary's equity. In the event an arrangement (either contractual or statutory) exists between the Company and the non-controlling interest whereby losses and all commitments are assumed by the parent entity, then net income is allocated between the Company and non- controlling interest on the consolidated statement of operations and comprehensive income (loss) in accordance with the terms of the arrangement.

3. Significant accounting policies (continued)

Changes in the Company's ownership interest in a subsidiary that do not result in a loss of control are recorded as equity transactions. The carrying amount of non-controlling interests is adjusted to reflect the change in the non-controlling interests' relative interest in the subsidiary and the difference to the carrying amount of the non-controlling interests and the Company's share of proceeds received and/or consideration paid is recognized in equity and attributed to the shareholders of the Company.

(d) Foreign currency translation

Transactions in foreign currencies are initially recorded at the functional currency rate of exchange at the date of the transaction.

Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency rate of exchange at the date of the statement of financial position. Foreign exchange gains (losses) are recorded in the consolidated statement of operations and comprehensive income (loss) for the period.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates as at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined.

(e) Cash and cash equivalents

Cash and cash equivalents consist of cash on hand and short-term investments with original maturity dates of less than ninety days or that are fully redeemable without penalty or loss of interest.

(f) Inventories

Gold on hand, gold in process and stockpiled ore inventories are recorded at the lower of weighted average production cost and net realizable value. Production costs include the cost of raw materials, direct labour, mine-site overhead expenses and applicable depreciation and depletion. Net realizable value is calculated as the estimated price at the time of sale based on prevailing and long- term metal prices less estimated future costs to convert the inventories from their respective states into saleable form less estimated costs to sell.

Production costs are included in work-in-process inventory based on current costs incurred up to the point of dore production. The costs of finished goods represent the costs of work- in-process inventories plus applicable treatment costs. The costs of inventories sold during the period are presented as cost of sales in the statement of operations and comprehensive income (loss) for the period.

Additions to the cost of ore stockpiles are based on the related current cost of production for the period, while reductions in the cost of ore stockpiles are based on the weighted-average cost per tonne of ore in the stockpile. Stockpiles are segregated between current and non-current inventories in the consolidated statement of financial position based on the planned period of usage.

Supplies and spare parts are valued at the lower of weighted-average cost and net realizable value. Replacement costs of materials and spare parts are generally used as the best estimate of net realizable value. Provisions are recorded to reduce the carrying amount of materials and spare parts inventory to net realizable value to reflect current intentions for the use of redundant or slow-moving items. Provisions for redundant and slow-moving items are made by reference to specific items of inventory. The Company reverses write-downs where there is a subsequent increase in net realizable value and where the inventory is still on hand.

3. Significant accounting policies (continued)

(g) Mineral properties, plant and equipment

(i) Mineral properties

Recognition

Capitalized costs of mining properties include the following:

- costs assigned to mining properties acquired in business combinations;
- expenditures incurred to develop mineral properties including pre-production stripping costs;
- stripping costs in the production phase of a mine if certain criteria have been met (see below);
- costs to define and delineate known economic resources and develop the project;
- borrowing costs attributable to qualifying mining properties;
- costs incurred during testing of the processing facility, net of proceeds from sales, prior to operating in the manner intended by management; and
- estimates of reclamation and closure costs.

Stripping costs

In open pit mining operations, it is necessary to incur costs to remove overburden and other mine waste materials in order to access the ore from which minerals can be extracted economically. Stripping costs incurred in order to provide initial access to the ore body (referred to as pre-production stripping) are capitalized as incurred. Stripping costs incurred during the production stage of an open pit mine are accounted for as production costs in the consolidated statement of operations and comprehensive income (loss) during the period that the stripping costs were incurred, unless these costs provide a future economic benefit.

Production phase stripping costs are considered to generate a future economic benefit when (i) it is probable that future economic benefit associated with the stripping activity will flow to the entity; (ii) the entity can identify the component of the ore body for which access has been improved; and (iii) the costs relating to the stripping activity associated with that component can be measured reliably. These costs are capitalized as mine development costs.

Production costs are allocated between inventory produced and the stripping asset based on the volume of waste extracted compared with the expected volume, for a given volume of ore production. Stripping costs incurred and capitalized during the production phase are depleted using the units-of-production method over the proven and probable reserves of the component of the ore body to which access has been improved as a result of the specific stripping activity.

Management reviews the estimates of the waste and ore in each identified component of operating open pit mines at the end of each financial year, and when events and circumstances indicate that such a review should be made. Deferred stripping assets are written-down to their recoverable amount when their carrying value is not considered supportable. Changes to the estimated identification of components and the associated waste and ore within each component are accounted for prospectively.

3. Significant accounting policies (continued)

Exploration and evaluation expenditures

Exploration and evaluation expenditures include the costs of acquiring rights to explore, exploratory drilling and related exploration costs incurred on sites without an existing mine and on areas outside the boundary of a known mineral deposit which contain proven and probable reserves. Exploration and evaluation expenditures incurred on a mineral deposit, with the exception of acquisition costs and costs arising from the recognition of an asset retirement obligation, are expensed as incurred up to the date of establishing that costs incurred on a mineral deposit are technically feasible and commercially viable.

Expenditures incurred on a mineral deposit subsequent to the establishment of its technical feasibility and commercial viability are capitalized and included in the carrying amount of the related mining property.

The technical feasibility and commercial viability of a mineral deposit is assessed based on a combination of factors, such as, but not limited to:

- the extent to which mineral reserves or mineral resources have been identified through a feasibility study or similar level document;
- the results of optimization studies and further technical evaluation carried out to mitigate project risks identified in the feasibility study;
- the status of environmental permits, and
- the status of mining leases or permits.

Borrowing costs

Borrowing costs directly relating to the financing of qualifying assets are added to the capitalized cost of those related assets until such time as the assets are substantially ready for their intended use or sale which, in the case of mining properties, is when they are capable of commercial production. Where funds have been borrowed specifically to finance a project, the amount capitalized represents the actual borrowing costs incurred. Where the funds used to finance a project form part of general borrowings, the amount capitalized is calculated using a weighted average of rates applicable to relevant general borrowings of the Company during the period. Capitalized borrowing costs are depreciated over the life of the related asset.

All other borrowing costs are recognized in the consolidated statement of operations and comprehensive income (loss) in the year in which they are incurred. Borrowing costs are included as part of interest paid in the statement of cash flows.

Depletion

Mining properties in production are depleted on a mine-by-mine basis using the units-of-production method over the mine's estimated proven and probable reserves, with the exception of deferred stripping which is depleted using the unit -of- production method over the reserves that directly benefit from the specific stripping activity, and will commence when the mine is capable of operating in the manner intended by management.

3. Significant accounting policies (continued)

The Company uses a number of criteria to assess whether the mine is in the condition necessary for it to be capable of operating in a manner intended by management. These criteria include, but are not limited to:

- completion of operational commissioning of each major mine and plant component;
- demonstrated ability to mine and mill consistently and without significant interruption at a pre-determined average rate of designed capacity;
- the passage of a reasonable period of time for testing of all major mine and plant components;
- gold recoveries at or near expected production levels; and
- a significant portion of available funding is directed towards operating activities.

Mining properties in development are not depleted.

(ii) Plant and equipment

Recognition

The cost of plant and equipment consists of the purchase price, costs directly attributable to the delivery of the asset to the location and the condition necessary for it to be capable of operating in the manner intended by management, including the cost of testing whether these assets are operating in the manner intended by management. Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost can be measured reliably. Where significant components of an asset have differing useful lives, depreciation is calculated on each separate component.

Depreciation

Depreciation of an asset begins when it is available for use, i.e. when it is in the location and condition necessary for it to be capable of operating in the manner intended by management .

The carrying amounts of plant and equipment are depreciated using either the straight-line or units-of-production method over the shorter of the estimated useful life of the asset or the life of mine. The significant classes of depreciable plant and equipment and their estimated useful lives are as follows:

Asset Class	**Estimated Useful Life**
Fixed plant & related components and infrastructure	Units of production over life of mine
Mobile and other mine equipment components	3 to 12 years
Computer equipment and software	3 years

Management reviews the estimated useful lives, residual values and depreciation methods of the Company's plant and equipment at the end of each financial year, and when events and circumstances indicate that such a review should be made.

Changes to estimated useful lives, residual values or depreciation methods resulting from such review are accounted for prospectively.

3. Significant accounting policies (continued)

Major maintenance and repairs

Expenditure on major maintenance and repairs includes the cost of replacement parts of assets and overhaul costs. Where an asset or part of an asset is replaced and it is probable that future economic benefits associated with the item will be available to the Company, that expenditure is capitalized and the carrying amount of the item replaced derecognized. Similarly, overhaul costs associated with major maintenance are capitalized when it is probable that future economic benefits will be available and any remaining carrying amounts of the cost of previous overhauls are derecognized. All other maintenance and repair costs are expensed as incurred.

(iii) Assets under construction

Assets under construction include property, plant and equipment in the course of construction for the Company's own purposes. Assets under construction are carried at cost less any recognized impairment loss and are not subject to depreciation. The cost comprises the purchase price and any costs directly attributable to bringing it into working condition for its intended use. Depreciation of these assets commences when the asset is available for use, i.e. when it is in the location and condition necessary for it to be capable of operating in the manner intended by management.

(iv) Impairment of non-financial assets

The carrying amounts of assets included in mining interests are reviewed for impairment when events and changes in circumstances indicate that the related carrying amounts may not be recoverable. If any such indication exists, the recoverable amount of the relevant cash-generating unit ("CGU") is estimated in order to determine the extent of impairment. A CGU is the smallest identifiable group of assets that generates cash inflows that are largely independent of the cash inflows from other assets or groups of assets. Previously, the Company's CGUs were its significant mine sites, represented by its principal producing mining properties and significant development projects.

The carrying amounts of the CGUs are compared to their recoverable amounts where the recoverable amount is the higher of value- in-use and fair value less costs to sell ("FVLCS"). For mining assets, when a binding sale agreement and observable market prices are not readily available, FVLCS is estimated using a discounted cash flow approach for each of the Company's cash generating units (CGUs) to which the individual assets are allocated. The assumptions used in determining the FVLCS for the CGU's include long-term mining plans, long-term commodity prices, discount rates and foreign exchange rates. If the recoverable amount of an asset (or CGU) is estimated to be less than its carrying amount, the carrying amount is reduced to its recoverable amount. An impairment is recognized immediately in the consolidated statement of operations and comprehensive income (loss).

Where an impairment loss subsequently reverses, the carrying amount of the asset (CGU) is increased to the revised estimate of its recoverable amount (however, the increased carrying amount shall not exceed the net carrying amount that would have been recognized should no impairment loss have been previously recognized for the asset (or CGU) in prior years).

3. Significant accounting policies (continued)

(v) Derecognition

Upon disposal or abandonment, the carrying amounts of mining properties and plant and equipment are derecognized and any associated gains or losses are recognized in the consolidated statement of operations and comprehensive income (loss).

(h) Provisions

General

Provisions are recognized when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Where the Company expects some or all of a provision to be reimbursed, for example under an insurance contract, the reimbursement is recognized as a separate asset, but only when the reimbursement is virtually certain. The expense relating to any provision is presented in the consolidated statement of operations and comprehensive income (loss) net of any reimbursement. If the effect of the time value of money is material, provisions are discounted using a current pre- tax rate that reflects where appropriate, the risks specific to the liability. Where discounting is used, the increase in the provision due to the passage of time is recognized as finance expense in the consolidated statement of operations and comprehensive income (loss).

Asset retirement provisions

An obligation to incur restoration, rehabilitation and environmental costs arises when environmental disturbance is caused by the exploration, development or ongoing production of a mineral property interest. The Company records the estimated present value of future cash flows associated with site reclamation as a liability when the liability is incurred with a corresponding increase in the carrying value of the related assets. Discount rates using a pre-tax, risk-free rate that reflect the time value of money are used to calculate the net present value. The liability is accreted over time to reflect the unwinding of the discount with the accretion expense included in finance costs in the consolidated statement of operations and comprehensive income (loss). Changes in estimates or circumstances include changes in legal or regulatory requirements, increased obligations arising from additional mining and exploration activities, changes to cost estimates, changes to the discount rate and changes to the risk-free interest rates.

(i) Revenue from contracts with customers

Revenue is derived from the sale of gold and by-products. Revenue is recognized for contracts with customers when there is persuasive evidence that all of the following criteria are met:

- the parties to the contract have approved the contract (in writing, orally or in accordance with other customary business practices) and are committed to perform their respective obligations;
- the Company can identify each party's rights regarding the goods or services to be transferred;
- the Company can identify the payment terms for the goods or services to be transferred;
- the contract has commercial substance (i.e. the risk, timing or amount of the Company’s future cash flows is expected to change as a result of the contract); and
- it is probable that the Company will collect the consideration to which it will be entitled in exchange for the goods or services that will be transferred to the customer.

3. Significant accounting policies (continued)

Revenue from gold is generally recorded at the time of physical delivery of the refined gold, which is also the date when control of the gold passes to the customer. Revenue from saleable gold produced during the testing phase of production activities is deducted from capitalized mine development costs.

(j) Royalties and mining taxes

Payments to governments that are based on a measure of income less expense are accounted for in accordance with the Company's income tax accounting policy. Payments to governments which are based on gross amounts such as revenue are classified in accordance with the substance of the transaction; this means that for royalties calculated based on revenues, the royalty is presented as a reduction of revenues and that for royalties calculated based on production costs, the royalty is presented as an increase in cost of sales.

(k) Financial instruments

(i) Financial assets

Recognition and measurement

The Company recognizes a financial asset in its statement of financial position when the Company becomes party to the contractual provisions of the instrument. All financial assets are initially recorded at fair value plus directly attributable transaction costs and classified as either (i) financial assets subsequently measured at amortized cost, (ii) financial assets subsequently measured at fair value through other comprehensive income or (iii) financial assets subsequently measured at fair value through profit or loss. The basis of classification takes into consideration both the Company's business model for managing and the contractual cash flow characteristics of the financial assets.

A financial asset is measured at amortized cost if the financial asset is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

A financial asset is measured at fair value through other comprehensive income if the financial asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

A financial asset is measured at fair value through profit or loss unless it is measured at amortised cost or at fair value through other comprehensive income. Fair value changes in financial assets classified as fair value through profit or loss, if any, are recognized in the consolidated statement of operations and comprehensive income (loss).

3. Significant accounting policies (continued)

Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is derecognized when:

- the contractual rights to receive cash flows from the asset have expired, or
- the Company has transferred its contractual rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through 'arrangement; and either (a) the Company has transferred substantially all the risks and rewards of ownership of the asset, or (b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

(ii) Financial liabilities

Recognition and measurement

All financial liabilities are initially recorded at fair value less transaction costs . All financial liabilities are subsequently measured at amortized cost using the effective interest method, except for:

- financial liabilities at fair value through profit or loss;
- financial liabilities that arise when a transfer of a financial asset does not qualify for derecognition or when the continuing involvement approach applies;
- financial guarantee contracts;
- commitments to provide a loan at a below-market interest rate; and
- contingent consideration recognized by an acquirer in a business combination to which IFRS 3, *Business combinations*, applies.

An entity may, at initial recognition, irrevocably designate a financial liability as measured at fair value through profit or loss when a contract contains one or more embedded derivatives, or when doing so results in more relevant information, because either (a) it eliminates or significantly reduces a measurement or recognition inconsistency (i.e. an accounting mismatch); or (b) a group of financial liabilities or financial assets and financial liabilities is managed and its performance is evaluated on a fair value basis.

Fair value changes of financial liabilities classified as fair value through profit or loss, if any, are recognized in the consolidated statement of operations and comprehensive income (loss).

(iii) Embedded derivatives

The Company may enter into derivative contracts or financial instruments and non-financial contracts containing embedded derivatives. Embedded derivatives are required to be accounted for separately at fair value as derivatives when the risks and characteristics of the embedded derivatives are not closely related to those of their host contract, and the host contract is not designated as fair value through profit or loss. These embedded derivatives are measured at fair value with changes in fair value recognized in the consolidated statement of operations and comprehensive income (loss).

3. Significant accounting policies (continued)

(l) Share-based compensation

The Company has a share option plan and restricted share unit (RSU) plan which are described in notes 19(a) and 19(b), respectively. For share options, the fair value of share-based compensation awards is determined at the date of grant using the Black-Scholes option pricing model. The Company records all share-based compensation for options using the fair value method with graded vesting. Under the fair value method, share-based payments are measured at the fair value of the consideration received or the fair value of the equity instruments issued or liabilities incurred, whichever is more reliably measurable, and are charged over the vesting period to the consolidated statement of operations and comprehensive income (loss). The offset is credited to Equity reserves (within equity in the consolidated statement of financial position) rateably over the vesting period, after adjusting for the number of awards that are expected to vest.

Expenses recognized for forfeited awards are reversed. For awards that are cancelled, any expense not yet recognized is recognized immediately in the statement of operations and comprehensive income (loss).

Where the terms of an equity-settled award are modified, as a minimum an expense is recognized as if the terms had not been modified over the original vesting period. In addition, an expense is recognized for any modification which increases the total fair value of the share- based payment arrangement as measured at the date of modification, over the remainder of the vesting period.

For cash-settled share-based payments, including RSUs, the Company measures the goods or services acquired and the liability incurred at the fair value of the liability. The corresponding share- based compensation expense is recognized over the vesting period of the award . As these awards will be settled in cash, the liability is remeasured at fair value at each reporting period and at the date of settlement, with changes in fair value recognized in the consolidated statement of operations and comprehensive income (loss) in the period incurred.

(m) Income taxes

Income tax on the profit or loss for the periods presented comprises current and deferred income tax. Income tax is recognized in the consolidated statement of operations and comprehensive income (loss) except to the extent that it relates to items recognized directly in equity, in which case it is recognized in equity.

Current income tax expense is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at period end, adjusted for amendments to tax payable with regards to previous years.

Deferred income tax is recognized in respect of unused tax losses, tax credits and temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is measured at the tax rates that are expected to be applied to temporary differences when they reverse, based on the tax rates that have been substantively enacted at the reporting date.

A deferred income tax asset is recognized only to the extent that it is probable that future taxable profits will be available against which the asset can be utilized. To the extent that the Company does not consider it probable that a future income tax asset will be recovered, it does not recognize the asset.

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Company intends to settle its tax assets and liabilities on a net basis.

3. Significant accounting policies (continued)

The Company records foreign exchange gains and losses representing the impacts of movements in foreign exchange rates on the tax bases of non-monetary assets and liabilities which are denominated in foreign currencies. Foreign exchange gains and losses relating to the translation of the deferred income tax balance from local statutory accounts to functional currency accounts are included in deferred income tax expense or recovery in the consolidated statement of operations and comprehensive income (loss).

(n) Income (loss) per share

Basic income (loss) per share is computed by dividing net income (loss) by the weighted average number of common shares outstanding during the period. The computation of diluted income (loss) per share assumes the conversion, exercise or contingent issuance of securities only when such conversion, exercise or issuance would have a dilutive effect on income (loss) per share. For this purpose, the treasury stock method is used for the assumed proceeds upon the exercise of stock options and warrants that are used to purchase common shares at the average market price during the period.

4. Changes in accounting standards

(a) Accounting standards adopted during the year

The Company adopted the following new IFRS standards effective January 1, 2018. The nature and impact of each new standard on the Company's current period financial statements, and prior period comparatives, if any, are outlined below. Adoption of these standards were made in accordance with the applicable transitional provisions.

Revenue recognition

In May 2014, the IASB issued IFRS 15 – Revenue from Contracts with Customers ("IFRS 15") which supersedes IAS 11 – Construction Contracts; IAS 18 – Revenue; IFRIC 13 – Customer Loyalty Programmes; IFRIC 15 – Agreements for the Construction of Real Estate; IFRIC 18 – Transfers of Assets from Customers; and SIC 31 – Revenue – Barter Transactions involving Advertising Services. IFRS 15 establishes a single five-step model framework for determining the nature, amount, timing and uncertainty of revenue and cash flows arising from a contract with a customer.

The adoption of IFRS 15, applied retrospectively, did not have a significant impact on the recognition, measurement or disclosure of the Company's revenue from its customer.

Financial instruments

In July 2014, the IASB issued the final version of IFRS 9 – Financial Instruments ("IFRS 9") to replace IAS 39 – Financial Instruments: Recognition and Measurement ("IAS 39"). IFRS 9 provides a revised model for recognition and measurement of financial instruments and a single, forward-looking 'expected loss' impairment model. IFRS 9 also includes a substantially reformed approach to hedge accounting. The standard is effective for annual periods beginning on or after January 1, 2018, with early adoption permitted.

In March 2017, the IASB provided an update, clarifying how IFRS 9 is to be applied to modifications of financial liabilities. During the second quarter of 2016, the Company had amended its a Definitive Senior Facilities Agreement ("DSFA") with a special purpose vehicle of RK Mine Finance Trust I ("Red Kite") (see note 16). The amendment resulted in a deferral of the repayment of principal for a two-year period, with principal repayments having been agreed to commence on July 1, 2018. Under IAS 39, the amendment was considered to represent a modification of the previous DSFA. A deferral fee of $3.3 million was paid, deferred to the loan balance, and amortized along with previously deferred debt financing costs over the remaining life of the DSFA based on a revised effective interest rate of 10.9%.

4. Changes in accounting standards (continued)

Under the provisions of IFRS 9, the modification of the DFSA in Q2 2016 required the Company to retrospectively recalculate the amortized cost of the modified contractual cash flows with the resulting gain or loss recognized in the consolidated Statement of Operations and Comprehensive Income as of Q2 2016. The gain or loss is calculated as the difference between the original contractual cash flows and the modified contractual cash flows discounted at the effective interest rate of the original financial liability as a result of the application of IFRS 9. The Company recognized a $3.2 million gain on modification of the DFSA as of Q2 2016.

The adoption of IFRS 9, applied retrospectively, had the following effect on the Statement of Financial Position as at January 1, 2017 and December 31, 2017 and on the Statement of Operations and Comprehensive Income (Loss) for the year ended December 31, 2017.

As at January 1, 2017

	As reported at December 31, 2016	Effect of adoption of IFRS 9	As at January 1, 2017
Statement of Financial Position			
Non-current portion of long-term debt	$ 154,503	$ (2,971)	$ 151,532
Accumulated deficit	(186,444)	2,768	(183,676)
Non-controlling interest	-	203	203

As at and for the year ended December 31, 2017

	As reported at December 31, 2017	Effect of adoption of IFRS 9	As at December 31, 2017
Statement of Financial Position			
Non-current portion of long-term debt	$ 121,877	$ (2,637)	$ 119,240
Deficit	(180,367)	2,467	(177,900)
Non-controlling interest	570	170	740
Statement of Operations and Comprehensive Income (Loss)			
Finance expense	$ 17,476	$ 334	$ 17,810
Net income attributable to:			
Common shareholders of the Company	6,077	(301)	5,776
Non-controlling interest	570	(33)	537

Share-based payments

Amendments to IFRS 2 – Share-based Payments ("IFRS 2") clarified guidance on how to measure the fair value of the liability incurred in a cash-settled share-based payment. Previously, IFRS 2 did not include guidance on this subject matter and, therefore, diversity in practice existed between measuring the liability using the same approach as for equity-settled awards and using full fair value.

The amendments clarify that a cash-settled share-based payment is measured using the same approach as for equity-settled share-based payments (i.e. the modified grant date method). Therefore, in measuring the liability, market and non-vesting conditions are considered in measuring the fair value, and the number of awards to receive cash is adjusted to reflect the best estimate of those expected to vest as a result of satisfying service and any non-market performance conditions. The new requirements do not change the cumulative amount of expense that is ultimately recognized because the total consideration for a cash-settled share-based payment is still equal to the cash paid on settlement.

4. Changes in accounting standards (continued)

These amendments were effective January 1, 2018, but had no impact on the Company's prior period consolidated financial statements as the Company granted cash-settled share-based payments for the first time on February 6, 2018 (note 19(b)).

(b) Accounting standards and amendments issued but not yet adopted

The following standards and interpretations have been issued but are not yet effective as of December 31, 2018.

Leases

In January 2016, the IASB issued IFRS 16 – Leases ("IFRS 16") which replaces IAS 17 – Leases ("IAS 17") and its associated interpretative guidance. IFRS 16 applies a control model to the identification of leases, distinguishing between a lease and a service contract on the basis of whether the customer controls the asset being leased. For those assets determined to meet the definition of a lease, IFRS 16 introduces significant changes to the accounting by lessees, introducing a single, on- balance sheet accounting model that is similar to current finance lease accounting, with limited exceptions for short-term leases or leases of low value assets. Lessor accounting remains similar to current accounting practice. The standard is effective for annual periods beginning on or after January 1, 2019, with early application permitted for entities that apply IFRS 15.

The Company has not identified any material leases or other contracts containing a lease which will be recognized on balance sheet as of January 1, 2019.

The adoption of IFRS 16 will however impact the Company's equity pick-up from the AGM JV. The JV will recognize new right-of-use assets and lease liabilities at January 1, 2019 relating to the JV's mining contractor agreements. Previously, the JV recognized monthly fixed payments for equipment to mining contractors as production costs. Under IFRS 16, these fixed monthly payments will be capitalized as a lease and, therefore, the nature of expenses related to these mining contractor agreements will change as certain fixed monthly payments will no longer be presented as production costs, rather the JV will recognize a depreciation charge for the right-of-use assets and interest expense on the lease liabilities.

Based on the information currently available, the Company estimates that the JV will recognize right-of-use assets and lease liabilities of $30.8 million as at January 1, 2019. However, the net impact on the profit and loss of the JV is not expected to be significantly different from accounting for these contracts under IAS 17 and, as a result, the adoption of IFRS 16 is not expected to have a significant impact on the financial statements of Asanko as the Company will be equity accounting for its interest in the AGM as at January 1, 2019. The impact of the adoption of IFRS16 is therefore expected to be limited to the Company's disclosures of total assets and liabilities of the JV .

5. Significant accounting judgements and estimates

The preparation of financial statements in conformity with IFRS requires management to make estimates and assumptions that affect amounts reported in the financial statements and accompanying notes. Management believes the estimates and assumptions used in these consolidated financial statements are reasonable, however, actual results could differ from those estimates and could impact future results of operations and cash flows. The significant accounting judgements and estimates which have the most significant effect on these financial statements are as follows:

5. Significant accounting judgements and estimates (continued)

Estimates

Reserves and Resources

Estimates of the quantities of proven and probable mineral reserves and mineral resources form the basis for the Company's life-of-mine plans, which are used for a number of key business and accounting purposes, including: the calculation of depreciation expense, the capitalization of stripping costs, the forecasting and timing of cash flows related to the asset retirement provision and impairment assessment, if any. In addition, when required, the life-of-mine plans are used in impairment tests for mineral properties, plant and equipment. To the extent that these estimates of proven and probable mineral reserves and resources varies, there could be changes in depreciation expense, stripping asset and asset retirement provision recorded.

Depletion of mineral interests

Estimates are made of recoverable ounces in the Company's mining properties which are depleted based on recoverable tonnes contained in proven and probable reserves. To the extent that changes are made to the estimate of proven and probable reserves, the depletion charge may change. In addition, mineral properties, plant and equipment are depreciated to their estimated residual value over the estimated useful life of the asset. Should the actual useful life of the mineral properties, plant or equipment vary, future depreciation charges may change.

Inventory valuation of production costs

The Company estimates quantities of ore on stockpiles and in process and the recoverable gold contained in this material in order to determine the cost of inventories and the weighted average costs of finished goods sold during the period. To the extent that these estimates vary, production costs of finished goods may change.

Net realizable value of inventory

Estimates of net realizable value are based on the most reliable evidence available, at the time that the estimates are made, of the amount that the inventories are expected to realize. In order to determine the net realizable value of gold dore, gold-in-process and stockpiled ore, the Company estimates future metal selling prices, production forecasts, realized grades and recoveries, timing of processing, and future costs to convert the respective inventories into saleable form, if applicable. Reductions in metal price forecasts, increases in estimated future costs to convert, reductions in the number of recoverable ounces, and a delay in timing of processing can result in a write-down of the carrying amounts of the Company's stockpiled ore inventory.

Materials and other supplies held for use in the production of inventories are not written down below cost if the finished products in which they will be incorporated are expected to be sold at or above cost. However, to the extent net realizable of materials and spares must be estimated, replacement costs of the materials and spare parts are generally used as the best estimate of net realizable value.

Current and deferred Income taxes

In assessing the probability of realizing income tax assets recognized, management makes estimates related to expectations of future taxable income, applicable tax opportunities, expected timing of reversals of existing temporary differences and the likelihood that tax positions taken will be sustained upon examination by applicable tax authorities. Levels of future taxable income are affected by, among other things, market gold prices, production costs, quantities of proven and probable gold reserves, interest rates and foreign currency exchange rates.

5. Significant accounting judgements and estimates (continued)

Where applicable tax laws and regulations are either unclear or subject to varying interpretations, it is possible that changes in these estimates could occur that materially affect the amounts of deferred income tax assets and liabilities recorded in the financial statements. Changes in deferred tax assets and liabilities generally have a direct impact on earnings in the period that the changes occur.

Deferred stripping

To determine whether stripping costs incurred during the production phase of a mining property relate to reserves and resources that will be mined in a future period and therefore should be capitalized, the Company makes estimates of the stripping activity over the life of the component of reserves and resources which have been made accessible. In addition, judgement is involved when allocating production costs between inventory produced and the stripping asset; the allocation is based on the volume of waste extracted compared with the expected volume, for a given volume of ore production. To the extent that these estimates and judgements change, there could be a change to the amount of production costs which are deferred to the statement of financial position.

Estimated assets retirement provisions

Provisions for reclamation and closure cost obligations represents management's best estimate of the present value of the future cash outflows required to settle closure cost liabilities. Significant judgements and estimates are required in forming assumptions of future activities, future cash outflows and the timing of those cash outflows. These assumptions are formed based on environmental and regulatory requirements or the Company's environmental policies which may give rise to constructive obligations. The Company's assumptions are reviewed at the end of each reporting period and adjusted to reflect management's current best estimate and changes in any of the above factors can result in a change to the provision recognized by the Company. Changes to these estimates and judgements may result in actual expenditures in the future differing from the amounts currently provided for.

Preferred shares

The Company holds preferred shares (without a fixed redemption date) in the JV which have been classified as financial assets measured at fair value through profit or loss. Management estimated the fair value of these preference shares by discounting the forecasted future cash flows from the AGM. Several estimates were made to determine the forecasted future cash flows including, but not limited to, long-term realized gold prices, mineable reserves/resources, mining and processing costs per tonne, ore grades, and metallurgical recoveries. Additionally, judgement was required to determine the appropriate discount rate used to calculate the present value of the forecasted future cash flows. Changes in one or more of these assumptions could lead to a materially different fair value estimate of the preferred shares.

The Company also holds preferred shares (with a fixed redemption date) in the JV which have been classified as financial assets measured at amortized cost. Management judgment was applied to determine the appropriate discount rate used to calculate the present value of the forecasted future cash flows.

Judgements

Arrangements containing a lease

The Company's management assessed its mining contract under IFRIC 4 – Determining whether an Arrangement contains a Lease, to assess whether the contract contains a finance or operating lease. In order to determine whether the lease was an operating or finance lease, management had to make judgements with respect to the useful economic lives of the equipment identified in the lease as well as how much of the costs associated with the mining contract related to use of the equipment and how much related to personnel charges. Should some of these judgements change, the conclusion as to whether an arrangement contains a lease may change, which would result in a materially higher asset value on the consolidated statement of financial position and an associated periodic depreciation charge.

5. Significant accounting judgements and estimates (continued)

Impairment of mining interest

The Company considers both external and internal sources of information in assessing whether there are any indications that mining interests are impaired. External sources of information the Company considers include changes in the market, economic and legal environment in which the Company operates that are not within its control and affect the recoverable amount of mining interests. Internal sources of information the Company considers include the manner in which mining properties and plant and equipment are being used or are expected to be used and indications of economic performance of the assets. The estimates and judgements are subject to risk and uncertainty; hence, there is the possibility that changes in circumstances will alter these projections, which may impact the recoverable amount of the assets. In such circumstances the carrying value of the assets may be impaired or a prior period's impairment charge reversed with the impact recorded in the consolidated statement of operations and comprehensive income (loss).

Functional currency

The determination of a subsidiary's functional currency often requires significant judgment where the primary economic environment in which an entity operates may not be clear. This can have a significant impact on the consolidated results of the Company.

6. Joint venture transaction

On July 31, 2018, the Company completed the JV Transaction to sell 50% of Asanko's 90% interest in the AGM and associated properties (see note 1). In conjunction with closing of the JV Transaction, the Company contributed its intercompany loans receivable from AGGL and Adansi Ghana ($454.4 million) to JV Finco. Of the Company's contribution, $204.9 million has been capitalized into redeemable preference shares in JV Finco, with the balance being converted to equity in JV Finco. Additionally, the Company contributed another $5.0 million of cash as part of its equity investment in JV Finco, bringing its total equity investment in JV Finco to $254.5 million.

In consideration for its interests in the JV, Gold Fields:

- contributed $165.0 million, representing its initial $164.9 million redeemable preference share investment in JV Finco, as well as its initial $0.1 million equity investments in AGGL, Adansi Ghana and JV Finco, respectively; and
- will contribute an additional $20.0 million redeemable preference share investment to JV Finco based on an agreed Esaase development milestone, but in any event by no later than December 31, 2019. Once this contribution is received by JV Finco, it is to be repaid immediately to the Company as a redemption of $20.0 million of the redeemable preference shares held by the Company.

Upon closing of the JV Transaction, the Company derecognized the carrying amounts of the net assets of AGGL and Adansi Ghana, as well as the carrying amount of previously recognized non-controlling interests in AGGL, and recognized the fair value of the Company's interest in the JV (see notes 1 and 14).

6. Joint venture transaction (continued)

An after-tax loss of $143.3 million was recognized associated with the loss of control of the Company's former Ghanaian subsidiaries and was determined as at July 31, 2018 as follows:

	July 31, 2018 $
Fair value of interest retained	
Fair value of financial assets (note 14)	168,081
Fair value of equity interest in JV	127,314
	295,395
Less net assets derecognized	
Cash and cash equivalents	24,368
Receivables	6,356
Inventories	63,460
Prepaid expenses and deposits	3,274
VAT receivable	9,672
Reclamation deposit	1,851
Exploration and evaluation assets	13,085
Mineral properties, plant and equipment	602,989
Accounts payable and accrued liabilities	(47,269)
Financial liabilities	(165,000)
Long-term incentive plan liability	(64)
Asset retirement provisions	(31,217)
Deferred income tax liability	(53,211)
Non-controlling interest	(899)
	427,395
	(132,000)
Accelerated accretion on long-term debt (note 16)	(6,226)
Transaction costs directly related to JV Transaction	(5,035)
Loss associated with loss of control of former Ghanaian subsidiaries	**(143,261)**

6. Joint venture transaction (continued)

The loss associated with the loss of control was allocated to the following assets and liabilities of the disposal group as at the date of the closing of the JV Transaction:

	$
Mineral properties, plant and equipment (note 15)	(185,211)
Deferred income tax liability (note 11)	53,211
	(132,000)
Accelerated accretion on long-term debt (note 16)	(6,226)
Transaction costs directly related to JV Transaction	(5,035)
Loss associated with loss of control of former Ghanaian subsidiaries	**(143,261)**

7. Revenue

The Company sold all gold produced from January 1, 2018 to July 31, 2018, the period during which the Company controlled the AGM, under an Offtake Agreement with Red Kite (refer to note 22 for further details on revenue earned by the AGM for the twelve months ended December 31, 2018). During this period, the Company sold 125,687 ounces of gold (year ended December 31, 2017 – 206,079 ounces).

During the period January 1, 2018 to July 31, 2018, revenue included $0.5 million relating to by-product silver sales (year ended December 31, 2017 – $0.7 million).

The following table provides information about receivables from contracts with customers at January 1, 2018 and December 31, 2018:

	Year ended December 31,	
	2018	**2017**
Balance, beginning of year	1,249	616
Revenue recognized	161,918	256,203
Payments collected	(156,880)	(255,570)
Derecognized on closing of JV Transaction	(6,287)	-
Balance, end of year	**-**	**1,249**

8. Production costs by nature

The following is a summary of production costs incurred by the Company during the periods that it controlled the AGM, being the seven months ended July 31, 2018 and the twelve months ended December 31, 2017. The table below therefore includes the results for the AGM from January 1, 2018 to July 31, 2018, but does not include the results of the AGM from August 1, 2018 to December 31, 2018.

	Year ended December 31, 2018 $	2017 $
Raw materials and consumables	(30,401)	(50,925)
Salary and employee benefits	(12,782)	(20,621)
Contractors (net of deferred stripping costs (note 15(b))	(47,929)	(37,742)
Change in stockpile, gold-in-process and gold dore inventories	15,934	(2,345)
Insurance, government fees, permits and other	(3,473)	(3,684)
Share-based payments	(357)	(1,311)
Total production costs	**(79,008)**	**(116,628)**

All of the Company's concessions are subject to a 5% gross revenue royalty payable to the Government of Ghana. Royalty expense is presented as a separate component of cost of sales.

9. General and administrative expenses

The following is a summary of general and administrative expenses incurred by the Company during the years ended December 31, 2018 and 2017. Note that the table below includes the results for the AGM from January 1, 2018 to July 31, 2018, being the period during which the Company controlled the AGM, but does not include the results of the AGM from August 1, 2018 to December 31, 2018. Note that the prior year comparatives have been restated to conform to the current period presentation.

	Year ended December 31, 2018 $	2017 $
Wages, benefits and consulting	(6,533)	(7,241)
Office, rent and administration	(1,527)	(1,132)
Professional and legal	(1,308)	(1,556)
Share-based payments	(1,258)	(1,418)
Travel, marketing, investor relations and regulatory	(987)	(1,175)
Other	(47)	(68)
Total	**(11,660)**	**(12,590)**

10. Finance expense

The following is a summary of finance expenses incurred by the Company during the years ended December 31, 2018 and 2017. Specifically, the table below includes the results for the AGM from January 1, 2018 to July 31, 2018, being the period during which the Company controlled the AGM, but does not include the results of the AGM from August 1, 2018 to December 31, 2018. The adoption of IFRS 9 on January 1, 2018 impacted the comparative period disclosures in the table below (note 4(a)).

	Year ended December 31, 2018 $	2017 $
		Note 4(a)
Interest charges on Red Kite loan and associated withholding taxes (note 16)	(9,987)	(17,160)
Accretion charges on asset retirement provisions	(429)	(650)
Other	(321)	-
Total	**(10,737)**	**(17,810)**

11. Income tax

a) Tax expense

Income tax expense differs from the amount that would result from applying the Canadian federal and provincial income tax rates to earnings from continuing operations before taxes. These differences result from the following items:

	Year ended December 31, 2018 $	2017 $
Average statutory tax rate	27%	26%
Income (loss) before income taxes	(128,704)	30,388
Expected income tax expense (recovery)	(34,750)	7,901
Increase in income tax expense (recovery) resulting from:		
Loss associated with loss of control	47,312	-
Permanent differences	(608)	(184)
True-up prior year balances	(564)	3,688
Effect of differences in tax rate in foreign jurisdictions	(7,164)	3,214
Change in unrecognized tax assets	7,240	9,099
Withholding tax	1,079	1,301
Foreign exchange and other	(36)	(944)
Income tax expense	**12,509**	**24,075**

11. Income tax (continued)

b) Deferred tax liabilities and assets

The significant components of the Company's deferred tax liabilities and assets are as follows:

	Year ended December 31, 2018 $	2017 $
Mineral properties, plant and equipment	-	(48,475)
Asset retirement provisions	-	6,694
	-	(41,781)
Deferred tax assets	-	6,694
Deferred tax liabilities	-	(48,475)

The Company has tax losses of $47.4 million (2017 - $39.6 million) in Canada which expire between 2026 and 2038. Deductible temporary differences and unused tax losses for which no deferred tax assets have been recognized are attributable to the following:

	Year ended December 31, 2018 $	2017 $
Mineral properties, plant and equipment	50	11,440
Share issuance costs	146	302
Investment in associate	275	275
Asset retirement provision	-	4,083
Unrealized foreign exchange	-	(788)
Foreign exchange loss carried forward	-	509
Capital losses	2,476	-
Non-capital losses carried forward	12,689	33,464
Total	**15,636**	**49,285**

The aggregate amount of taxable temporary differences associated with investments in subsidiaries for which deferred taxes have not been recognized as at December 31, 2018 is $13.7 million (2017 - $59.8 million).

12. Non-controlling interest

	$
	Note 4(a)
Balance, December 31, 2016	203
Net earnings attributable to non-controlling interest	537
Balance, December 31, 2017	740
Net earnings attributable to non-controlling interest	159
Derecognition due to loss of control of Ghanaian subsidiaries (note 6)	(899)
Balance, December 31, 2018	**-**

The non-controlling interest related to the Government of Ghana's 10% free-carried interest in the net earnings of AGGL for the period January 1, 2018 to July 31, 2018, the period during which the Company controlled the AGM. During this period, the Company allocated $0.2 million of AGGL's net earnings to the non-controlling interest for the seven months ended July 31, 2018 (year ended December 31, 2017 – $0.5 million of net earnings). The Company derecognized the non-controlling interest from its Statement of Financial Position upon closing of the JV Transaction.

13. Earnings (loss) per share attributable to common shareholders

For the years ended December 31, 2018 and 2017, the calculation of basic and diluted earnings per share is based on the following data:

	Year ended December 31,	
	2018	**2017**
Earnings ($)		
Net income (loss) attributable to common shareholders	(141,372)	5,776
Number of shares		
Weighted average number of ordinary shares - basic	220,108,770	203,333,111
Effect of dilutive share options and warrants	-	1,061,341
Weighted average number of ordinary shares - diluted	**220,108,770**	**204,394,452**

For the year ended December 31, 2018, the effect of all potentially dilutive securities was anti-dilutive, given that the Company reported a net loss for the year.

For the year ended December 31, 2017, excluded from the calculation of diluted weighted average shares outstanding were 3,613,000 share-based options and 4,000,000 warrants, respectively, that were determined to be anti-dilutive.

14. Financial assets

a) Redeemable preference shares with no fixed redemption date

As part of the JV Transaction (notes 1 and 6), the Company subscribed to 204.9 million non- voting fixed redemption price redeemable preferences shares in JV Finco (the "preference shares"). The preference shares were issued at a par value of $1 per redeemable share, resulting in a face value of the preference shares of $204.9 million.

14. Financial assets (continued)

	$
Balance, December 31, 2017	-
Initial recognition of preferred shares at fair value	148,850
Fair value adjustment for the year	4,801
Balance, December 31, 2018	**153,651**

$184.9 million of the preference shares have no fixed redemption date. On closing of the JV Transaction, these preference shares were recognized at fair value using a discounted cash flow model. Management estimated the fair value of the preference shares by discounting $184.9 million of the forecasted future cash flows from the AGM at a discount rate of 6.5%, resulting in a fair value of $148.9 million as at July 31, 2018. As these preference shares have no contractual fixed terms of repayment that arise on specified dates, they are measured at fair value through profit or loss at each reporting period-end.

As at December 31, 2018, the Company re-measured the fair value of the redeemable preference shares at $153.7 million, recording a positive fair value adjustment of $4.8 million in finance income for the year ended December 31, 2018. The $184.9 million preference shares are classified as a Level 3 financial asset in the fair value hierarchy.

b) Redeemable preference share with determinable redemption date

	$
Balance, December 31, 2017	-
Initial recognition of preferred shares at fair value	19,231
Accretion income for the year	253
Balance, December 31, 2018	**19,484**

The remaining $20.0 million of preference shares are redeemable by JV Finco based on an agreed Esaase development milestone, but in any event to be paid by no later than December 31, 2019 (notes 1 and 6). On closing of the JV Transaction, the $20.0 million preference shares were recognized at fair value using a discounted cash flow model. Management estimated the fair value of the $20.0 million preference shares by discounting the contractual future cash flows (assumed to be payable by December 31, 2019) at a discount rate of 2.7%, resulting in a fair value of $19.2 million as at July 31, 2018. Subsequent to initial recognition, these preference shares are measured at amortized cost.

As at December 31, 2018 the amortized cost of the redeemable preference shares amounted to $19.5 million and the Company recognized accretion income of $0.3 million in finance income for the year ended December 31, 2018.

15. Mineral properties, plant and equipment and exploration and evaluation assets

	Mineral interests						
	Depletable	Non-depletable	Exploration and evaluation assets	Plant, buildings and equipment	Assets under construction	Corporate assets	**Total**
	$	$	$	$	$	$	**$**
Cost:							
As at December 31, 2016	146,145	89,089	12,757	340,962	7,341	723	**597,017**
Additions	73,486	6,244	328	7,032	39,274	23	**126,387**
Changes in rehabilitiation provision	4,970	(204)	-	-	-	-	**4,766**
Reclassification of VAT recoverable	2,629	-	-	-	-	-	**2,629**
Transfers	17,127	(16,592)	-	18,677	(19,212)	-	**-**
As at December 31, 2017	244,357	78,537	13,085	366,671	27,403	746	**730,799**
Additions	45,497	141	-	2,264	9,084	21	**57,007**
Changes in rehabilitation provision	556	(558)	-	-	-	-	**(2)**
Transfers	11,069	(5,959)	-	20,949	(26,059)	-	**-**
	301,479	72,161	13,085	389,884	10,428	767	**787,804**
Less: Assets of the AGM (note 6)	(301,479)	(72,161)	(13,085)	(389,884)	(10,428)	(318)	**(787,355)**
As at December 31, 2018	**-**	**-**	**-**	**-**	**-**	**449**	**449**
Accumulated depreciation and depletion:							
As at December 31, 2016	(23,405)	-	-	(31,793)	-	(575)	**(55,773)**
Depreciation and depletion	(42,354)	-	-	(21,808)	-	(41)	**(64,203)**
As at December 31, 2017	(65,759)	-	-	(53,601)	-	(616)	**(119,976)**
Depreciation and depletion	(34,395)	-	-	(17,200)	-	(44)	**(51,639)**
Loss associated with loss of control (note 6)	(64,537)	(30,911)	(3,417)	(83,807)	(2,539)	-	**(185,211)**
	(164,691)	(30,911)	(3,417)	(154,608)	(2,539)	(660)	**(356,826)**
Less: Assets of the AGM (note 6)	164,691	30,911	3,417	154,608	2,539	325	**356,491**
As at December 31, 2018	**-**	**-**	**-**	**-**	**-**	**(335)**	**(335)**
Net book value:							
As at December 31, 2017	178,598	78,537	13,085	313,070	27,403	130	610,823
As at December 31, 2018	**-**	**-**	**-**	**-**	**-**	**114**	**114**

For the period January 1, 2018 to July 31, 2018, the period during which the Company controlled the AGM, $9.6 million of depreciation and depletion was allocated to the cost of inventories.

15. Mineral properties, plant and equipment and exploration and evaluation assets (continued)

(a) Mineral interests and plant, buildings and equipment

Depletable mineral interests consist of the pits that were mined by the Company, while non- depletable mineral interests consist of the pits that were not being mined by the Company. Other property, plant and equipment costs related to the construction of non-operating pits are classified as Assets under construction until such time the assets are available for and put into use, at which time the assets will be classified as Plant, buildings and equipment and depreciated in accordance with the Company's accounting policy for the respective asset class.

(b) Deferred stripping

For the period January 1, 2018 to July 31, 2018, the period during which the Company controlled the AGM, the Company deferred a total of $45.5 million of stripping costs to depletable mineral interests (during the year ended December 31, 2017 - $64.6 million). Furthermore, depletion expense of $10.7 million for the period January 1, 2018 to July 31, 2018 was charged on deferred stripping assets and was recorded in cost of sales (during the year ended December 31, 2017 – $12.3 million).

(c) Asset acquisitions

During the third quarter of 2017, the Company completed the acquisition of the Miradani Gold Project (the "Miradani Project"), which is located adjacent to the AGM. Covering an area of approximately 15km^2, the Miradani Project is on an existing mining lease (valid until May 2025) which may enable potential mineral resources to be accelerated to production. The northern boundary of the concession is located approximately 5.5km south of the AGM's processing plant. The purchase price was paid for in cash and recognized on the balance sheet within exploration and evaluation assets. Future production from the Miradani Project is subject to a 5% royalty payable to the Government of Ghana.

(d) During the year ended December 31, 2017, $2.6 million of VAT receivable was reclassified to depletable mineral property interests as it was determined by the GRA to relate to pre-production expenditures. The balance of $2.6 million is eligible to be capitalized to the AGM's deferred tax pools in Ghana and will be tax deductible over a period of five years.

16. Long-term debt

	December 31, 2018 $	December 31, 2017 $ Note 4(a)
Gross proceeds	150,000	150,000
Accrued interest	13,894	13,894
Loan obligation	163,894	163,894
Deferred financing costs	(16,475)	(16,475)
Interest and withholding taxes paid	(41,390)	(33,197)
Loan accretion	61,095	44,699
Gain on loan modification	(3,230)	(3,230)
	163,894	155,691
Repayment of principal and accrued interest	(163,894)	-
Total debt	**-**	**155,691**
Current portion of debt	-	36,451
Non-current portion of debt	-	119,240

In 2013, the Company entered into a Definitive Senior Facilities Agreement ("DSFA") with a special purpose vehicle of RK Mine Finance Trust I ("Red Kite"), which was fully drawn for a total of $150.0 million plus $13.9 million in unpaid interest that was accrued up to May 2016 (when the loan was modified; see below). The debt was carried at amortized cost and was recorded net of unamortized financing fees of $16.5 million. Interest on the DSFA was calculated on a quarterly basis at a rate of LIBOR +6%, subject to a 1% minimum LIBOR rate which creates an interest rate floor. Interest was paid in advance at the beginning of each quarter. The Company had the option to repay the DSFA, or a portion thereof, early without penalty. The DSFA was fully secured by shares of the Company's Ghanaian subsidiaries.

Prior to April 1, 2016, all interest and accretion costs were capitalized to assets under construction. Commensurate with the declaration of commercial production, all interest and accretion costs were charged to the consolidated statement of operations and comprehensive income (loss).

During the second quarter 2016, the DSFA was amended in order to defer the repayment of the principal for two years (being the principal deferral period). The amendment provided that the first principal repayment would be payable on July 1, 2018 after which the facility will be repaid in nine equal quarterly instalments, with the last repayment on July 1, 2020. The Company continued to pay quarterly interest in advance on the loan facility during the principal deferral period. There were no other changes to the existing debt facility terms. In accordance with IFRS 9, the Company retrospectively recalculated the amortized cost of the modified contractual cash flows with the resulting gain or loss recognized upon adoption of IFRS 9 as of January 1, 2017 (see note 4(a)). A deferral fee of 2% of the loan principal, being $3.3 million, was paid in the second quarter of 2016 commensurate with signing the amendment. The deferral fee was deferred to the loan balance and was being amortized with previously deferred debt financing costs over the remaining life of the DSFA.

16. Long-term debt (continued)

For the period January 1, 2018 to July 31, 2018, being the period during which the Company controlled the AGM, $10.0 million of interest expense was recorded at a weighted-average effective interest rate of approximately 13.2% (year ended December 31, 2017 – $16.8 million at a weighted-average effective interest rate of approximately 10.9%) . During the period January 1, 2018 to July 31, 2018, the Company paid $7.8 million in interest to Red Kite and $0.5 million in withholding taxes to the Ghana Revenue Authority ("GRA") in respect of the Red Kite loan (year ended December 31, 2017 – $13.6 million in interest to Red Kite and withholding taxes to the GRA).

On June 22, 2018, the Company obtained from Red Kite a one-month deferral on the first principal repayment due on July 1, 2018 to August 1, 2018. The deferral of the first principal repayment was obtained by the Company to facilitate the closing of the JV Transaction (note 6). Concurrent with the closing of the JV Transaction, the Company settled the Red Kite debt in full, including all outstanding debt principal and accrued interest, totaling $163.8 million. The Company adjusted the expected life of its long-term debt due to the closing of the JV Transaction and recognized accelerated accretion during the year of $6.2 million (note 6), bringing the carrying value of the debt to its maturity value for which it was settled.

17. Asset retirement obligation

The following table shows the movement in the asset retirement obligation for the period ended July 31, 2018 and year ended December 31, 2017:

	December 31, 2018 $	December 31, 2017 $
Balance, beginning of year	30,790	25,374
Accretion expense	429	650
Change in obligation	(2)	4,766
Derecognition upon closing of JV Transaction (note 6)	(31,217)	-
Balance, end of year	**-**	**30,790**

The decommissioning liability consisted of reclamation and closure costs for the Company's previously controlled Ghanaian mining properties, the AGM. Reclamation and closure activities included land rehabilitation, dismantling of buildings and mine facilities, ongoing care and maintenance and other costs. The undiscounted cash flow amount of the total obligation was $45.5 million as at December 31, 2017 and the present value of the obligation was estimated at $30.8 million.

The discount rate used by the Company in 2017 (2.49%) was based on prevailing risk-free pre-tax rates in the United States (given the majority of reclamation costs will be incurred in US dollars), for periods of time which coincide with the periods over which the decommissioning costs were discounted. The inflation rate used in the asset retirement obligation calculation for 2017 (1.70%) was based on US inflation data, given the majority of reclamation costs will be incurred in US dollars.

18. Share capital

(a) Authorized:

- Unlimited common shares without par value or restrictions; and
- Unlimited preferred shares without par value or restrictions.

(b) Issued and outstanding common shares

	Number of shares	Amount $
Balance, December 31, 2016	201,829,207	556,256
Issued pursuant to exercise of share-based options (note 19(a))	1,620,750	5,185
Balance, December 31, 2017	203,449,957	561,441
Issued pursuant to private placement, net of share issuance cost (note 18(c))	22,354,657	17,412
Balance, December 31, 2018	**225,804,614**	**578,853**

(c) Private Placement

On April 4, 2018, in connection with the JV Transaction (note 1), Gold Fields acquired a 9.9% interest in the Company through a private placement. The Company issued 22,354,657 common shares of Asanko at a price of approximately $0.79 (C$1.01) per share for gross proceeds of $17.6 million. Concurrent with the completion of the private placement, the Company entered into an investor rights agreement with Gold Fields which provides certain rights to Gold Fields to participate in future Asanko share issuances in order to maintain its 9.9% shareholding for a period of up to five years.

19. Equity reserves

(a) Share-based options

The Company maintains a rolling share-based option plan providing for the issuance of share-based options for up to 9% of the Company's issued and outstanding common shares. The Company may grant options from time to time to its directors, officers, employees and other service providers. On May 22, 2017, the Company amended its share-based option plan. All options granted prior to this date vest 25% on the date of grant and 12.5% every three months thereafter for a total vesting period of 18 months. Any options granted subsequent to May 22, 2017 vest 33% every twelve months following the grant date for a total vesting period of three years.

During the year ended December 31, 2018, the Company granted 2,739,802 stock options, with a weighted average exercise price of C$1.08 per option, to directors, officers and employees of the Company.

During the year ended December 31, 2018, the Company recognized share-based payments expense relating to stock options of $0.9 million, of which $32 was capitalized to mineral properties during the year (December 31, 2017 - $3.3 million share-based payment expense of which $0.6 million was capitalized to mineral properties).

19. Equity reserves (continued)

The following table is a reconciliation of the movement in share-based options for the year:

	Number of Options	Weighted average exercise price C$
Balance, December 31, 2016	14,591,750	2.54
Granted	3,374,000	3.64
Exercised	(1,620,750)	2.75
Cancelled/Expired	(3,766,375)	3.53
Balance, December 31, 2017	12,578,625	2.52
Granted	2,739,802	1.08
Cancelled/Expired	(1,836,000)	2.48
Balance, December 31, 2018	**13,482,427**	**2.22**

The fair value of the share-based options granted is determined using the Black Scholes pricing model. For all grants during the year ended December 31, 2018, the weighted average expected life, dividend yield and forfeiture rate were 3.62 years, nil and 2.56%, respectively. For all grants during fiscal 2017, the assumed life, dividend yield and forfeiture rate were 3.44 years, nil and 0.88%, respectively.

Other conditions and assumptions were as follows:

Period	Number of options	Weighted average exercise price C$	Weighted average risk-free interest rate	Weighted average volatility	Weighted average Black-Scholes value assigned C$
Year ended December 31, 2017	3,374,000	3.64	1.55%	64.95%	1.42
Year ended December 31, 2018	2,739,802	1.08	2.37%	68.81%	0.51

The following table summarizes the share-based options outstanding and exercisable at December 31, 2018:

	Total options outstanding			**Total options exercisable**		
Range of exercise price	Number	Weighted average contractual life (years)	Weighted average exercise price C$	Number	Weighted average contractual life (years)	Weighted average exercise price C$
C$0.00-C$1.00	50,000	4.88	0.89	-	-	-
C$1.01-C$2.00	4,884,802	3.29	1.42	1,959,875	2.11	1.92
C$2.01-C$3.00	5,985,625	0.60	2.12	5,985,625	0.60	2.12
C$3.01-C$4.00	2,392,000	3.16	3.97	2,392,000	3.16	3.97
C$4.01-C$5.00	170,000	2.57	4.38	170,000	2.57	4.38
	13,482,427	**2.07**	**2.22**	**10,507,500**	**1.50**	**2.54**

19. Equity reserves (continued)

(b) Restricted Share Units ("RSU")

The Company has an approved Restricted and Performance Share Unit Cash Plan (the "RSU Plan"). Under the RSU Plan, the Company may grant share units from time to time to its directors, officers and employees. RSUs are awards for service which upon vesting and settlement entitle the recipient to receive a cash payment equal to the fair market value of a common share at the vesting date. The Board shall, at its sole discretion, determine any and all vesting conditions of granted RSUs.

During the year ended December 31, 2018, the Company granted 2,393,247 RSUs to directors, officers and employees of the Company (2017 – nil). For all RSUs granted during the period, the awards vest in three equal tranches over a service period of three years.

The RSUs granted are cash-settled awards and, therefore, represent a financial liability which is required to be marked-to-market at each reporting period-end with changes in fair value recognized in the Statement of Operations and Comprehensive Income (Loss). For the year ended December 31, 2018, the Company recognized share-based compensation expense in relation to RSUs of $0.8 million (2017 – $nil), with $14 capitalized to mineral properties, plant and equipment. As at December 31, 2018, the Company recognized a financial liability for cash-settled RSUs of $0.3 million (December 31, 2017 - $nil).

For all RSUs granted during the year ended December 31, 2018, the estimated forfeiture rate was 2.56%.

The financial liability associated with the cash-settled awards is recorded in accounts payable and accrued liabilities, for amounts expected to be settled within one year, and a separate non-current liability for amounts to be settled in excess of one year. The balance of the RSU liability as at July 31, 2018 associated with officers and employees of the JV was derecognized upon closing of the JV Transaction (see note 6).

(c) Warrants

On December 21, 2015, the Company issued 4,000,000 share purchase warrants to Red Kite in conjunction with the drawdown of the final $20.0 million of the loan facility (note 16). The warrants had an exercise price of $1.83 and expired on December 21, 2018.

20. Commitments and contingencies

As at December 31, 2018, the Company had contractual obligations totaling $4.0 million (December 31, 2017 - $297.1 million, including long-term debt). As previously disclosed in note 16, upon closing of the JV Transaction on July 31, 2018, the Company settled the Red Kite debt in full, including all outstanding debt principal and accrued interest, totaling $163.8 million.

The following table reflects the Company's contractual obligations as they fall due, excluding commitments and liabilities of the JV, as at December 31, 2018:

	Within 1 year	1 - 5 years	Over 5 years	At December 31, 2018	At December 31, 2017
Long-term debt and related interest and withholding tax payments	-	-	-	**-**	186,270
Accounts payable and accrued liabilities	3,232	-	-	**3,232**	47,916
Asset retirement provisions (undiscounted)	-	-	-	**-**	45,526
Long-term incentive plan (cash-settled awards)	241	300	-	**541**	-
Mine operating/construction, open purchase orders and operating leases	-	-	-	**-**	17,431
Corporate operating leases	131	71		**202**	-
Total	**3,604**	**371**	**-**	**3,975**	297,143

In addition to the above commitments, the Company has provided a guarantee on the unfunded portion of the AGM's reclamation bond in the amount of $6.8 million.

Due to the nature of its business, the Company may be subject to regulatory investigations, claims, lawsuits and other proceedings in the ordinary course of its business. While the Company cannot reasonably predict the ultimate outcome of these actions, and inherent uncertainties exist in predicting such outcomes, the Company believes that the ultimate resolution of these actions is not reasonably likely to have a material adverse effect on the Company's financial condition or future results of operations.

21. Supplemental cash flow information

The following table discloses non-cash transactions impacting the Statements of Cash Flows. Note that the table below includes the results for the AGM from January 1, 2018 to July 31, 2018, being the period during which the Company controlled the AGM, but does not include the results of the AGM from August 1, 2018 to December 31, 2018.

	Year ended December 31, 2018 $	2017 $
Change in asset retirement provisions included in mineral properties, plant and equipment	(2)	4,766
Change in accounts payable related to mineral properties, plant and equipment	3,028	2,655
Reclassification to (from) mineral properties, plant and equipment from (to) VAT receivable	-	2,629
Borrowing costs included in mineral properties, plant and equipment	-	877
Share-based compensation included in mineral properties, plant and equipment (note 19(a) and 19(b))	46	607

Changes in non-cash working capital consist of the following:

	Year ended December 31, 2018 $	2017 $
Receivables	(6,879)	(711)
VAT receivable	(4,132)	15,530
Prepaid expenses	28	(158)
Inventories	(17,691)	(3,759)
Accounts payable and accrued liabilities	(1,195)	(1,074)
Change in non-cash working capital	(29,869)	9,828

22. Investment in Joint Venture

As at December 31, 2018, the Company's 45% interest in the Asanko Gold Mine was accounted for using the equity method. The following table summarizes the change in the carrying amount of the Company's investment in the joint venture:

	Asanko Gold Mine JV $
Balance, January 1, 2018	-
Initial recognition of investment in joint venture	127,314
Company's share of net loss of joint venture	(1,050)
Balance, December 31, 2018	**126,264**

The Company's share of the net loss of the JV was $1.1 million for the year ended December 31, 2018 (2017 - $nil).

Summarized financial information for the Company's investment in the JV, on a 100% basis, including fair value adjustments made as a result of the JV Transaction, is outlined in the table below. Note that for the period January 1, 2018 to July 31, 2018, the Company controlled the AGM and therefore the financial results during this period have been included in the Company's consolidated Statement of Operations and Comprehensive Income (Loss) for the year ended December 31, 2018. For the period August 1, 2018 to December 31, 2018, the Company did not control the AGM and therefore the financial results during this period have not been consolidated in the Company's financial statements, rather the Company recognized its 45% share of the net earnings of the AGM from August 1, 2018 to December 31, 2018 in the Statement of Operations and Comprehensive Income (Loss).

All disclosures in this note 22 are on a 100% JV basis, unless otherwise indicated. The JV applies the same accounting policies as the Company.

		Asanko Gold Mine JV (100% basis, unless otherwise indicated)		
	Notes	Seven months ended July 31, 2018 $'000	Five months ended December 31, 2018 $'000	Year ended December 31, 2018 $'000
Revenues	(i)	161,918	121,955	283,873
Production costs	(ii)	(79,008)	(79,039)	(158,047)
Depreciation and depletion		(41,944)	(34,329)	(76,273)
Royalties		(8,096)	(6,154)	(14,250)
Income (loss) from mine operations		32,870	2,433	35,303
Exploration and evaluation expenditures		(2,333)	(1,037)	(3,370)
General and administrative expenses		(4,566)	(4,242)	(8,808)
Income (loss) from operations		25,971	(2,846)	23,125
Fair value adjustment associated with JV Transaction	(iii)	(126,697)	(200)	(126,897)
Finance income		98	154	252
Finance expense		(10,403)	(685)	(11,088)
Foreign exchange gain		135	1,046	1,181
Loss before taxes		(110,896)	(2,531)	(113,427)
Current income tax expense		(19)	-	(19)
Deferred income tax recovery (expense)		(11,430)	-	(11,430)
Net loss of the JV for the period		(122,345)	(2,531)	(124,876)

22. Investment in Joint Venture (continued)

The Company has provided the following incremental disclosures for stakeholders to evaluate the financial performance of the AGM.

(i) Revenues

In 2013, concurrent with the debt project financing (note 16), AGGL entered into an offtake agreement with Red Kite with the following details (the "Offtake Agreement"):

- sale of 100% of the future gold production from the AGM up to a maximum of 2.2 million ounces to Red Kite;
- Red Kite to pay for 100% of the value of the gold ten business days after shipment.
- a provisional payment of 90% of the estimated value will be made one business day after delivery;
- the gold sale price will be a spot price selected during a nine- day quotational period following shipment of gold from the mine;
- performance obligations of the AGM are satisfied once the refining outturn report is provided to Red Kite; and
- should AGGL wish to terminate the Offtake Agreement, a termination fee will be payable according to a schedule dependent upon the total funds drawn under the Red Kite debt arrangement as well as the amount of gold delivered under the Offtake Agreement at the time of termination.

The AGM sold 227,772 ounces of gold to Red Kite during the year ended December 31, 2018 in accordance with the Offtake Agreement (year ended December 31, 2017 – 206,079 ounces).

Included in revenue of the AGM is $0.9 million relating to by-product silver sales for the year ended December 31, 2018 (year ended December 31, 2017 - $0.7 million). Additionally, $1.1 million of gold sales related to pre-production activities at Esaase were capitalized to MPP&E of the AGM during the year (year ended December 31, 2017 – nil).

As of December 31, 2018, 590,511 ounces have been delivered to Red Kite under the Offtake Agreement (December 31, 2017 – 362,739 ounces). The Offtake Agreement was not affected by the JV Transaction and will remain in effect until all outstanding ounces have been delivered to Red Kite or AGGL elects to terminate the Offtake Agreement and pay the associated fee.

(ii) Production costs

The following is a summary of production costs by nature, on a 100% basis, incurred during the year ended December 31, 2018:

	Asanko Gold Mine JV (100% basis)		
	Seven months ended July 31, 2018 $'000	**Five months ended December 31, 2018 $'000**	**Year ended December 31, 2018 $'000**
Raw materials and consumables	(30,401)	(23,548)	(53,949)
Salary and employee benefits	(12,713)	(12,393)	(25,106)
Contractors (net of deferred stripping costs)	(47,998)	(46,654)	(94,652)
Change in stockpile, gold-in-process and gold dore inventories	15,934	9,250	25,184
Insurance, government fees, permits and other	(3,473)	(5,545)	(9,018)
Share-based payments	(357)	(149)	(506)
Total production costs	**(79,008)**	**(79,039)**	**(158,047)**

22. Investment in Joint Venture (continued)

During the period August 1, 2018 to December 31, 2018, the AGM recognized a $15.7 million adjustment to the carrying value of its stockpile inventory to reflect the net realizable value of lower grade ore that has been added to stock during the year, $9.9 million of which was recorded as production costs.

The AGM is party to an operating lease for mining services performed by a contractor. The lease term is until December 31, 2020 and there are no specific renewal terms attached to the lease.

All of the AGM's concessions are subject to a 5% gross revenue royalty payable to the Government of Ghana. The AGM's Akwasiso mining concession is also subject to an additional 2% net smelter return royalty payable to the previous owner of the mineral tenement.

(iii) Fair value adjustment associated with JV Transaction

Of the $143.3 million after-tax consolidated loss associated with loss of control (see note 6), an after-tax amount of $126.9 million was recognized in records of the AGM as follows:

	$
Mineral properties, plant and equipment	(154,675)
Deferred income tax liability	34,204
	(120,471)
Accelerated accretion on long-term debt (note 16)	(6,226)
Transaction costs directly related to JV Transaction	(200)
Loss associated with loss of control of former Ghanaian subsidiaries	**(126,897)**

22. Investment in Joint Venture (continued)

The assets and liabilities of the Asanko Gold Mine JV, on a 100% basis, as at December 31, 2018 were as follows:

	Note	Asanko Gold Mine $
Assets		
Current assets		
Cash and cash equivalents		21,648
Receivables		4,513
Inventories	(iv)	68,141
Prepaid expenses and deposits		2,693
VAT receivable		12,317
		109,312
Non-current assets		
Inventories	(iv)	9,886
Reclamation deposit	(v)	1,884
Exploration and evaluation assets		9,649
Mineral properties, plant and equipment	(vi)	469,406
		490,825
Total assets		**600,137**
Liabilties		
Current liabilities		
Accounts payable and accrued liabilities		52,656
Non-current liabilities		
Long-term incentive plan liability		217
Asset retirement provisions	(vii)	34,036
Total liabilities		86,909
Equity		513,228
Total liabilities and equity		**600,137**

The Company has provided the following incremental disclosures for stakeholders to evaluate the financial condition of the AGM. All amounts in the following tables are on a 100% basis.

22. Investment in Joint Venture (continued)

(iv) Inventories

The following is a summary of inventories held by the AGM, on a 100% basis, as at December 31, 2018:

	December 31, 2018 $
Gold dore on hand	-
Gold-in-process	5,325
Ore stockpiles	55,698
Materials and spare parts	17,004
Total inventories	**78,027**
Less non-current inventories:	
Ore stockpiles	(9,886)
	68,141
Total current inventories	**68,141**

During the period August 1, 2018 to December 31, 2018, the AGM recognized a $15.7 million adjustment to the carrying value of its stockpile inventory in order to reflect the net realizable value of lower grade ore that has been added to stock during the period, $9. 9 million of which was recorded as production costs and $5.8 million as depreciation expense.

(v) Reclamation deposit

The AGM is required to provide security to the Environmental Protection Agency of Ghana ("EPA") for the performance by the AGM of its reclamation obligations in respect of the Abriem, Abore and Adubea mining leases. The initial security totaled $8.5 million and comprised a reclamation deposit in the amount of $1.7 million and a bank guarantee of $6.8 million, which was provided by Asanko (note 20). The reclamation deposit accrues interest and is carried at $1.9 million at December 31, 2018 (December 31, 2017 - $1.8 million).

The AGM deposited the Reclamation Deposit in a Ghanaian Bank in the joint names of the AGM and the EPA. The reclamation deposit matures annually, but the AGM is required to reinstate the deposit until receiving a final reclamation completion certificate from the EPA. The AGM is expected to be released from this requirement 45 days following the third anniversary of the date that the AGM receives a final completion certificate.

(vi) Mineral properties, plant and equipment

Deferred stripping

During the period August 1, 2018 to December 31, 2018, the AGM deferred a total of $14.2 million of stripping costs to depletable mineral interests. During the same period, depletion expense of $14.6 million was charged on deferred stripping assets and was recorded in production costs.

Depreciation and depletion

During the period August 1, 2018 to December 31, 2018, the AGM recognized depreciation and depletion expense of $34.3 million, of which $3.4 million was allocated to the cost of inventories.

22. Investment in Joint Venture (continued)

(vii) Reclamation provision

The following table shows the movement in the asset retirement obligation of the AGM for the years ended December 31, 2018 and 2017:

	December 31, 2018 $	December 31, 2017 $
Balance, beginning of year	30,790	25,374
Accretion expense	888	650
Change in obligation	2,358	4,766
Balance, end of year	**34,036**	**30,790**

The decommissioning liability consists of reclamation and closure costs for the JV's Ghanaian mining properties. Reclamation and closure activities include land rehabilitation, dismantling of buildings and mine facilities, ongoing care and maintenance and other costs. The undiscounted cash flow amount of the total obligation was $50.4 million as at December 31, 2018 (2017 - $45.5 million) and the present value of the obligation was estimated at $34.0 million (2017 - $30.8 million).

The discount rates used by the JV in 2018 (2.78%) and 2017 (2.49%) were based on prevailing risk-free pre-tax rates in the United States (given the majority of reclamation costs will be incurred in US dollars), for periods of time which coincide with the periods over which the decommissioning costs were discounted. The inflation rates used in the asset retirement obligation calculation for 2018 (1.43%) and 2017 (1.70%) were based on US inflation data.

(viii) The cash flows of the AGM, on a 100% basis, were as follows for the periods presented:

	Seven months ended July 31, 2018 $	Five months ended December 31, 2018 $	Year ended December 31, 2018 $
Operating cash flow before working capital changes	67,674	32,780	100,454
Net cash provided by operating activities after working capital changes	41,242	31,245	72,487
Net cash used in investing activities	(53,039)	(32,594)	(85,633)
Net cash provided by (used in) financing activities	12,849	(29)	12,820

23. Segmented information

Geographic Information

As at December 31, 2018, the Company has only one reportable operating segment being the corporate head office in Canada. However, prior to the JV Transaction, the Company had two reportable segments during the year. Ghana was the Company's only segment with mining operations with Canada acting as a head office function.

Total assets in Ghana include the Company's 45% interest in the Asanko Gold Mine JV. The operating results presented below include the results of the AGM up to July 31, 2018, the date on which the Company ceased to control the AGM.

Geographic allocation of total assets and liabilities

December 31, 2018	**Canada $**	**Ghana $**	**Total $**
Current assets	13,102	-	**13,102**
Mineral properties, plant and equipment	114	-	**114**
Other non-current assets	-	299,399	**299,399**
Total assets	**13,216**	**299,399**	**312,615**
Current liabilities	3,473	-	**3,473**
Non-current liabilities	300	-	**300**
Total liabilities	**3,773**	**-**	**3,773**

December 31, 2017	**Canada $**	**Ghana $**	**Total $**
Current assets	27,673	66,207	**93,880**
Mineral properties, plant and equipment	56	610,767	**610,823**
Other non-current assets	-	4,082	**4,082**
Total assets	**27,729**	**681,056**	**708,785**
Current liabilities	1,704	82,663	**84,367**
Non-current liabilities	-	191,811	**191,811**
Total liabilities	**1,704**	**274,474**	**276,178**

23. Segmented information (continued)

Geographic allocation of the Statement of Operations and Comprehensive Income (loss)

December 31, 2018	Canada $	Ghana $	Total $
Revenue	-	161,918	161,918
Cost of sales			
Production costs	-	(79,008)	(79,008)
Depreciation and depletion	-	(41,944)	(41,944)
Royalties	-	(8,096)	(8,096)
Total cost of sales	-	(129,048)	(129,048)
Income from mine operations	-	32,870	32,870
Share of net loss related to joint venture	(1,050)	-	(1,050)
Service fee earned as operators of joint venture	1,892	-	1,892
Exploration and evaluation expenditures	-	(2,333)	(2,333)
General and administrative expenses	(7,094)	(4,566)	(11,660)
Income (loss) from operations	(6,252)	25,971	19,719
Loss due to loss of control of subsidiaries	(16,364)	(126,897)	(143,261)
Finance income	5,457	98	5,555
Finance expense	(334)	(10,403)	(10,737)
Foreign exchange loss	(115)	135	20
Loss before income taxes	(17,608)	(111,096)	(128,704)
Current income tax expense	(1,060)	(19)	(1,079)
Deferred income tax expense	-	(11,430)	(11,430)
Net loss and comprehensive loss for the year	(18,668)	(122,545)	(141,213)

23. Segmented information (continued)

December 31, 2017	Canada $	Ghana $	Total $
Revenue	-	256,203	256,203
Cost of sales			
Production costs	-	(116,628)	(116,628)
Depreciation and depletion	-	(64,153)	(64,153)
Royalties		(12,810)	(12,810)
Total cost of sales	-	(193,591)	(193,591)
Income from mine operations	-	62,612	62,612
Exploration and evaluation expenditures	-	(2,050)	(2,050)
General and administrative expenses	(4,320)	(8,270)	(12,590)
Income (loss) from operations	(4,320)	52,292	47,972
Finance income	197	412	609
Finance expense	(14)	(17,796)	(17,810)
Foreign exchange loss	(252)	(131)	(383)
Income (loss) before income taxes	(4,389)	34,777	30,388
Current income tax expense	(1,301)	-	(1,301)
Deferred income tax expense	-	(22,774)	(22,774)
Net income (loss) and comprehensive income (loss) for the year	(5,690)	12,003	6,313

23. Capital management

The Company's objectives in managing capital are to ensure that the Company has the financial capacity to support its operations with sufficient capability to manage unforeseen operational or industry developments, ensure the Company has the capital and capacity to support the long-term growth strategies of the JV, and to provide returns for shareholders and benefits for other stakeholders. The Company defines capital that it manages as total common shareholders' equity, being a total of $308.9 million as at December 31, 2018 (December 31, 2017 - $431.9 million).

The Company is not subject to externally imposed capital requirements or covenants.

The Company manages its capital structure and makes adjustments to it in light of general economic conditions, the risk characteristics of the underlying assets and the Company's working capital requirements associated with ongoing operations and corporate development plans. In order to maintain or adjust its capital structure, the Company filed a short-form base shelf prospectus on January 15, 2018, which allows the Company to offer up to $300 million of common shares, warrants, subscription receipts, debt securities and units, or any combination thereof, from time to time over a 25-month period. The specific terms of any offering of securities will be subject to approval by the Company's Board of Directors and the terms of such offering will be set forth in a shelf prospectus supplement. The Company does not currently pay out dividends. The Board of Directors reviews and approves any material transactions out of the ordinary course of business, including proposals on acquisitions or other major investments or divestitures, as well as capital and operating budgets. The Company's investment policy is to invest its cash in highly liquid short-term interest-bearing investments with maturities of 90 days or less from the original date of acquisition.

The Company has not made any changes to its policies and processes for managing capital during the year.

24. Financial instruments

As at December 31, 2018, the Company's financial instruments consist of cash and cash equivalents, receivable due from related party, preferred shares in the JV, accounts payable and accrued liabilities and long-term incentive plan liability. The Company classifies cash and cash equivalents and the related party receivable as financial assets measured at amortized cost, while accounts payable and accrued liabilities are classified as other financial liabilities and measured at amortized cost. The long-term incentive plan liability is a financial liability measured at fair value through profit or loss and falls within Level 3 of the fair value hierarchy as discussed below. Refer to note 14 for the classification and measurement of the preferred share financial assets.

The fair value hierarchy comprises:

Level 1 – fair values based on unadjusted quoted prices in active markets for identical assets or liabilities;

Level 2 – fair values based on inputs that are observable for the asset or liability, either directly or indirectly; and

Level 3 – fair values based on inputs for the asset or liability that are not based on observable market data.

The Company's policy for determining when a transfer occurs between levels in the fair value hierarchy is to assess the impact at the date of the event or the change in circumstances that could result in a transfer. There were no transfers between the levels during 2018 or 2017.

The fair values of all financial assets and liabilities measured at amortized cost approximate their carrying values given their short-term to maturity.

24. Financial instruments (continued)

The risk exposure arising from these financial instruments is summarized as follows:

(a) Credit risk

Credit risk is the risk of an unexpected loss if a customer or the issuer of a financial instrument fails to meet its contractual obligations. The Company is subject to credit risk on the cash and cash equivalent balances held at banks in each of Canada and South Africa. The risk of loss associated with cash investments is considered to be low as the Company's cash and cash equivalents were held in highly-rated Canadian and South African banking institutions. As at December 31, 2018, the Company had a receivable due from the JV of $2.3 million (December 31, 2017 - $nil), interest receivable of $61 (December 31, 2017 - $40) and a loan receivable from a third party in the amount of $0.3 million, the latter of which has been fully provided against (December 31, 2017 - $0.9 million).

Credit risk associated with the related party receivable is considered to be low based on the liquidity of available funds of the JV. The Company expects to receive GST refunds on a regular basis from the Canada Revenue Agency and makes monthly GST filings (as required by law). The Company does not consider there to be a significant credit risk related to the GST receivable balance as at December 31, 2018.

In addition, the Company is exposed to credit risk on its preferred share investments in the JV (note 14). Credit risk associated with the $20.0 million preference shares is considered to be low given the financial condition of the counterparty. With respect to the $184.9 million preference shares, credit risk is mitigated by monitoring the financial condition of the JV on a regular basis. The Company's maximum exposure to credit risk in relation to the preferred shares at the reporting date is the carrying value of the financial assets totaling $173.1 million.

(b) Liquidity risk

Liquidity risk encompasses the risk that the Company cannot meet its financial obligations as they fall due. The Company manages liquidity risk through a rigorous planning and budgeting process, which is reviewed and updated on a regular basis, to help determine the funding requirements to support current operations, expansion and development plans, and by managing the Company's capital structure (note 24). By managing liquidity risk, the Company aims to ensure that it will have sufficient liquidity to settle obligations and liabilities as they fall due. Subsequent to the JV Transaction, the Company has no current direct sources of revenue and any free cash flows generated by AGM are no longer within the Company's exclusive control as the disposition of cash from the JV is governed by the JVA (note 1). However, through a combination of the Company's cash balance, cash flows from its investment in the JV, and the ongoing management fee receipts from the JV, the Company believes it is in a position to meet all working capital requirements, contractual obligations and commitments as they fall due. The Company's cash flows, however, and its ability to meet working capital requirements and contractual obligations are significantly influenced by the price of gold and the performance of the AGM. The Company aims to manage its liquidity by ensuring that, even in a low gold price environment, it can manage spending and provide adequate cash flow to meet all commitments.

As at December 31, 2018, the Company had a cash and cash equivalents balance of $10.4 million (December 31, 2017 - $49.3 million) allowing it to settle current accounts payable and accrued liabilities of $3.4 million (December 31, 2017 - $47.9 million) as they become due. In addition, the Company is entitled to receive a further $20.0 million payment associated with the JV Transaction, which is payable by Gold Fields by no later than December 31, 2019.

24. Financial instruments (continued)

(c) Market risk

(i) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. As disclosed in note 14, the Company holds preferred shares in the JV which are carried at fair value through profit or loss with fair value determined by reference to a discounted cash flow model. Changes in interest rates would impact the discount rate applied to forecast future cash flows and accordingly the fair value of the preferred shares.

With other variables, unchanged, a 1% decrease (increase) in the annualized interest rate would have resulted in a $4. 2 million increase (decrease) to after-tax net loss for year ended December 31, 2018.

The Company's cash and cash equivalents earn interest income at variable rates and accordingly future interest income is subject to fluctuations in short-term interest rates. A +/-1% change in short-term interest rates is not expected to have a material impact on the Company's interest income for the year ended December 31, 2018.

(ii) Foreign currency risk

As at December 31, 2018 and 2017, the Company's exposure to foreign currency risk arose was limited to the following balances:

December 31, 2018	**Foreign currency amount**			**USD Equivalent**
	C$	**ZAR**	**GBP**	**$**
Cash and cash equivalents	162	2,556	-	311
Receivables	318	-	-	233
Accounts payable and accrued liabilities	(797)	(163)	(42)	(668)
Net exposure to foreign currency	**(317)**	**2,393**	**(42)**	**(124)**

December 31, 2017	**Foreign currency amount**		**USD Equivalent**
	C$	**GHS**	**$**
Cash and cash equivalents	324	18,874	4,416
VAT receivable	-	23,003	5,070
Accounts payable and accrued liabilities	(895)	(45,439)	(10,722)
Net exposure to foreign currency	**(571)**	**(3,562)**	**(1,236)**

A 10% change in the prevailing exchange rates as at December 31, 2018, with all other variables held constant, would have had an immaterial impact on the Company's earnings (2017 - $53).

(iii) Price risk

Price risk is the risk that the future cash flows of a financial instrument will fluctuate because of changes in market prices, other than those arising from currency risk or interest rate risk. Future cash flows from the JV are expected to be received as redemption of the Company's preference shares in the JV (note 14). The JV's available cash flows (to redeem the preference shares issued to the Company) are expected to fluctuate due to changes in gold prices. The JV has not hedged any precious metal sales as part of the AGM's overall strategy.

24. Financial instruments (continued)

A 10% increase or decrease in the gold price assumption as at December 31, 2018, with all other variables held constant, would have resulted in a $0.2 million increase (decrease) to the fair value of the Company's preference shares in the JV (note 14), which would impact the Company's after-tax net income (loss) by the same amount.

25. Related party transactions

All transactions with related parties have occurred in the normal course of operations and were measured at the exchange amount agreed to by the parties. All amounts were unsecured, non-interest bearing and have no specific terms of settlement. Under the JVA, the Company entered into a services agreement with the JV whereby the Company will remain manager and operator of the AGM. In consideration for the Company's services as manager and operator, the JV will pay the Company an annual fee of $6.0 million. The Company earned a service fee of $1.9 million as operators of the JV, which is comprised of a gross service fee of $2.5 million for the period since the closing of the JV Transaction less withholding taxes payable in Ghana of $0.6 million. As at December 31, 2018, the Company had a receivable due from the JV in respect of the service fee in the amount of $2.3 million, net of withholding taxes (December 31, 2017 - $nil).

Transactions with key management personnel were as follows:

	Year ended December 31,	
	2018	2017
	$	$
Salaries and benefits	2,373	1,797
Share-based payments	312	736
Total compensation	2,685	2,533

Key management personnel consist of directors and officers of the Company.



MANAGEMENT'S DISCUSSION AND ANALYSIS

For the years ended December 31, 2018 and 2017

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This Management's Discussion and Analysis ("MD&A") of Asanko Gold Inc. ("Asanko" or the "Company") has been prepared by management as of February 12, 2019 and should be read in conjunction with the Company's consolidated financial statements for the years ended December 31, 2018 and 2017 and the related notes thereto.

Additional information on the Company, including its most recent Annual Information Form ("AIF") is available under the Company's profile at www.sedar.com and the Company's website: www.asanko.com.

Unless otherwise specified, all financial information has been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board. All dollar amounts herein are expressed in United States dollars ("US dollars") unless stated otherwise. References to $ means US dollars and C$ are to Canadian dollars.

This MD&A contains forward-looking statements and should be read in conjunction with the risk factors described in sections **"12. Risks and uncertainties"** and **"15. Cautionary statements"** at the end of this MD&A.

1. Overview of the business

Following the conclusion of the Gold Fields Transaction (see " **Gold Fields Transaction** ") on July 31, 2018, Asanko holds a 45% economic interest in the Asanko Gold Mine (the "AGM") and significant gold exploration tenements (collectively the "joint venture" or "JV") on both the Asankrangwa and Sefwi gold belts in the Republic of Ghana ("Ghana"), West Africa.

Asanko's vision is to build a mid-tier gold mining company through organic growth, exploration, strategic M&A activities and the disciplined deployment of its financial resources. The Company's shares are listed on the Toronto Stock Exchange ("TSX") and the NYSE American ("NYSE") under the symbol "AKG".

The AGM is a multi-deposit complex, with two main deposits, Nkran and Esaase, and nine satellite deposits.

The Company and its JV partners have the option to expand the AGM through two organic growth projects, namely Project 5 Million ("P5M") and Project 10 Million ("P10M"), which could ultimately double the mine's processing capacity and increase production to ~450,000 ounces per year. A positive Definitive Feasibility Study on the planned expansion projects was published in a technical report prepared in accordance with National Instrument 43-101 – Standards of Disclosure for Mineral Projects ("NI 43-101") on June 5, 2017 (and amended and restated December 20, 2017) (the "12/17 DFS") and has been filed on SEDAR, www.sedar.com, and is available on the Company's website: www.asanko.com. The 12/17 DFS was based on 100% ownership of the AGM and determined the optimal projected net present value ("NPV") on a capital unconstrained basis for the AGM, which assumed the sequential development of each organic growth project.

The first stage of P5M, the brownfield modifications and upgrades to the carbon-in-leach ("CIL") processing plant to increase throughput to a nameplate capacity of 5Mtpa, is complete. The volumetric and metallurgical upgrades achieved name plate capacity in December 2017 with the processing plant operating in excess of 5Mtpa while maintaining designed metallurgical recovery. Installation and commissioning of the P5M recovery circuit upgrades were completed during Q2 2018.

The second stage of P5M, as contemplated in the 12/17 DFS, is the construction of an overland conveyor and development of the large-scale Esaase deposit, which is fully permitted. The timing of the second stage of P5M and P10M will require a special majority decision of the Management Committee of the JV partners (see "**Gold Fields Transaction** ") and is dependent on the balance sheet of the JV, ability and willingness of the JV Partners to fund any required equity or subordinated loan portion of the project costs, financing opportunities, the outlook for gold prices, and capital market conditions.

Gold Fields Transaction

On July 31, 2018, the Company completed a transaction with a subsidiary of Gold Fields Limited ("Gold Fields"), under which Gold Fields obtained a 45% interest in the JV, in exchange for a $185.0 million contribution by Gold Fields to the JV (the "JV Transaction"). Of this contribution amount, $165.0 million was paid on closing of the transaction, and $20.0 million will be payable by Gold Fields no later than December 31, 2019. In addition to Gold Fields' contribution to the JV, Gold Fields also subscribed for 22,354,657 common shares of the Company for gross proceeds of $17.6 million.

Concurrent with the closing of the JV Transaction, the Company settled the Red Kite debt in full, including all outstanding debt principal and accrued interest, totaling $163.8 million and emerging from the JV Transaction debt-free. The Company recognized the fair value of the consideration received from Gold Fields, as well as the fair value of the investment that the Company retained in the JV. Based on the fair value of the Company's retained interest in the JV, the Company recognized a loss associated with the loss of control of its former Ghanaian subsidiaries Asanko Gold Ghana Limited ("AGGL") and Adansi Gold Company Ghana Limited ("Adansi Ghana") (see section **"4. Financial results of the Company"**).

2. Highlights and key business developments

Q4 2018 business developments include the following operating and financial results of the AGM on a 100% basis (unless otherwise stated).

Operating highlights of the AGM (on a 100% basis)

- There were no lost time injuries ("LTI") reported during the quarter, and the AGM has now achieved over 2 1 months and more than 10.9 million man hours worked without a single LTI.
- The AGM produced 59,823 and 223,152 ounces of gold during the three months and year ended December 31, 2018, respectively, exceeding its 2018 production guidance of 200,000-220,000 ounces.
- Ore mined during Q4 2018 was 456,667 tonnes per month ("tpm") at an average mining grade of 1.5 g/t and a strip ratio of 6.1:1.
- Initial development of the large-scale Esaase deposit with the completion of the haul road and site establishment of the mining contractor, and successful completion of bulk sampling in Q4 2018. Trial mining operations commenced in January 2019.
- The processing plant delivered another strong milling performance of 1.2 million tonnes ("Mt"), at a plant feed grade of 1.6g/t.
- Gold recovery was 95%, continuing to exceed design.
- The AGM incurred operating cash costs per ounce [1], total cash costs per ounce [1] and all-in sustaining costs per gold ounce [1] (or "AISC") of $811, $872 and $1,072/oz, respectively, in Q4 2018. These costs included a $106/oz impact associated with an adjustment to the carrying value of stockpile inventory in order to reflect the net realizable value of lower-grade stockpiled ore.
- AISC[1] for the year ended December 31, 2018 amounted to $1,072/oz for the AGM which was within guidance for the year of $1,050 - $1,150/oz.

Financial highlights of the AGM (on a 100% basis)

The following financial information includes the operating and financial results of the AGM on a 100% basis (unless otherwise stated).

- Q4 2018 gold sales of 61,821 ounces generating $75.1 million at an average realized gold price of $1,215 per ounce. Revenue amounted to $74.2 million, an increase of $11.5 million from Q4 2017. Revenue includes by-product sales of $0.2 million and is reported net of $1.1 million of gold sales that was capitalized as it related to pre -production activities at Esaase.
- Total cost of sales (including depreciation and depletion and royalties) amounted to $75.1 million in Q4 2018, an increase of $27.4 million from Q4 2017. The increase in production costs was primarily driven by a $9.3 million adjustment to the carrying value of the AGM's stockpile inventory to reflect the net realizable value of lower-grade stockpiled ore, higher mining and overhead costs associated with the achievement of production performance targets, inflationary pressures on unit mining costs as well as higher gold ounces sold. Additionally, depreciation and depletion during Q4 2018 accounted for $5.7 million of the increase in cost of sales, compared to Q4 2017.

[1] See "**8. Non-GAAP measures"**

- The AGM's net loss after tax for the quarter amounted to $3.1 million, compared to a net loss of $9.3 million in Q4 2017. The reduction in net loss was due mainly to a reduction in deferred income tax expense and interest expense, the latter resulting from the settlement of the Red Kite debt in July 2018. These factors were partly offset by lower mine operating earnings in Q4 2018.

- As at December 31, 2018, the JV had cash of $21.6 million on hand and $4.3 million in receivables from gold sales.

Key consolidated financial information of the Company

The following financial information comprises the consolidated results of the Company for Q4 2018:

- The Company reported a net loss attributable to common shareholders of $0.9 million in Q4 2018 compared to a net loss of $6.7 million in Q4 2017. The reduction in net loss for Q4 2018 was predominantly a result of the deconsolidation of the Company's former Ghanaian subsidiaries and the recognition of $1.1 million in service fees (net of withholding tax) earned as operators of the JV.

- Cash used in operating activities in Q4 2018 was $1.9 million, compared to cash provided by operating activities of $34.4 million in Q4 2017. The decrease in cash flows from operating activities was a result of the deconsolidation of the Company's former Ghanaian subsidiaries.

- Reported Adjusted EBITDA[1] of $6.1 million for Q4 2018 compared to $27.0 million in Q4 2017. The decrease in adjusted EBITDA was primarily a result of the higher cash costs incurred by the AGM, as well as a reduction in the Company's interest in the AGM from 100% to 45%.

The following financial information comprises the consolidated results of the Company for the year ended December 31, 2018:

- The Company reported a net loss attributable to common shareholders of $141.4 million for 2018 compared to a net income attributable to common shareholders of $5.8 million in 2017. The reduction in net income for the year was predominantly the result of a $143.3 million loss associated with the loss of control of the AGM on July 31, 2018 (see "**Gold Fields Transaction**"). In addition, the Company deconsolidated the results of its former Ghanaian subsidiaries effective July 31, 2018.

- Cash provided by operating activities in 2018 amounted to $33.4 million, a reduction from $123.2 million in 2017, predominantly due to the deconsolidation of the Company's former Ghanaian subsidiaries. During the year ended December 31, 2018, the Company's former Ghanaian subsidiaries generated operating cash flows of $72.5 million and operating cash flows before working capital changes of $100.5 million.

- Reported Adjusted EBITDA[1] of $79.0 million for 2018 compared to $114.5 million in 2017. The decrease in adjusted EBITDA was primarily a result of the higher cash costs incurred by the AGM, as well as a reduction in the Company's interest in the AGM from 100% to 45%.

[1] See "**8. Non-GAAP measures**"

3. Results of the AGM

All results of the AGM in this section are on a 100% basis, unless otherwise noted. The Company's attributable economic interest in the AGM is 45%.

3.1 Operating performance

The following table and subsequent discussion provide a summary of the operating performance of the AGM (on a 100% basis) for the three months and the years ended December 31, 2018 and 2017, unless otherwise noted.

	Three months ended December 31,		Years ended December 31,	
	2018	2017	2018	2017
Key mine performance data of the AGM (100% basis)				
Ore tonnes mined (000 t)	**1,370**	802	**4,898**	4,048
Waste tonnes mined (000 t)	**8,370**	10,692	**39,244**	30,108
Total tonnes mined (000 t)	**9,740**	11,494	**44,142**	34,156
Strip ratio (W:O)	**6.1**	13.3	**8.0**	7.4
Average gold grade mined (g/t)	**1.5**	1.5	**1.4**	1.7
Mining cost ($/t mined)	**4.13**	2.82	**3.62**	3.25
Ore tonnes milled (000 t)	**1,238**	1,087	**5,180**	3,745
Average mill head grade (g/t)	**1.6**	1.5	**1.5**	1.8
Average recovery rate (%)	**95%**	94%	**94%**	94%
Processing cost ($/t treated)	**12.39**	12.91	**11.16**	13.00
Gold produced (ounces)	**59,823**	51,550	**223,152**	205,047
Gold sold (ounces)	**61,821**	49,561	**227,772**	206,079
Silver produced (ounces)	**15,246**	11,172	**56,993**	49,010
Silver sold (ounces)	**15,367**	15,491	**55,768**	44,104
Operating cash costs ($ per gold ounce) [1]	**811**	586	**688**	556
Total cash costs ($ per gold ounce) [1]	**872**	649	**750**	618
All-in sustaining costs ($ per gold ounce) [1]	**1,072**	1,171	**1,072**	1,007

a) Health and Safety

There were no lost time injuries ("LTIs") reported during the quarter and the AGM has now achieved over eighteen months and more than 10.9 million man hours worked without a single LTI.

b) Mining

During the quarter, the AGM continued to benefit from mining flexibility and sourced ore from Nkran, Nkran Extension, Akwasiso Dynamite Hill and ore from the Esaase bulk sample as well as from on-surface stockpiles. Mining operations at Nkran continued to deliver steady state levels of ore production, with 1.0Mt of ore mined at a grade of 1.5g/t. During the quarter, mining operations focused on cut 2 of the western wall pushback at Nkran which is expected to be substantially completed during the first half of 2019.

[1] See "**8. Non-GAAP measures**"

The mine plan will continue to incorporate all sources of ore available from multiple pits to blend to the mill, enabling the optimization of the various pit extraction rates, management of stockpile balances and the associated operating costs.

c) Processing

The AGM produced 59,823 ounces of gold during the fourth quarter of 2018. The processing plant achieved another strong quarterly milling rate with 1.2Mt of ore processed at a grade of 1.6g/t and at a robust recovery of 95%. The gold feed grade processed through the mill was marginally higher than that mined in the quarter as the AGM employs a differential stockpiling and feed arrangement process, in line with its ongoing Life of Mine ("LoM") planning.

Metallurgical recovery continued to exceed design as a result of higher-than- design gravity recovery performance. This performance highlights the capability of the recovery circuit to run at higher throughput levels whilst still maintaining recovery performance. The elevated milling rates have been achieved without access to the originally designed fresh to oxide ore blend ratio of 9,000 tonnes per day ("tpd") of fresh ore and 6,000tpd of oxides. This substantial improvement has been achieved through a number of innovative technologies that have been installed on the mine including the installation of MillSlicer technology, fragmentation management and Bond Work Index mapping along with modifications to the comminution circuit. These interventions have enabled the processing facility to achieve in excess of the 5Mtpa processing capability while milling on average 80% fresh ore in the feed blend. The commissioning of the secondary cone crusher, alongside the mobile crushing capacity, helped to reduce the size fraction of the fresh ore delivered to the SAG mill, which in turn assisted in the process facility achieving higher throughput rates.

d) Total cash costs and AISC (for the AGM on a 100% basis)

For the three months and the year ended December 31, 2018, total cash costs per ounce [1] were $872/oz and $750/oz, respectively, compared to total cash costs per ounce during the three months and the year ended December 31, 2017 of $649/oz and $618/oz, respectively. The higher total cash cost for Q4 2018 was partly due to a 5% non- refundable levy that was introduced by the Ghanaian government on certain goods and services, effective August 1, 2018 (impact of $ 26/oz for the quarter). In addition, fuel and supply costs were also higher due to price increases over the 12-month period while drilling and blasting costs increased as a higher proportion of fresh material was mined. Load and haul costs increased too, due to the pushbacks of Nkran (western wall) and Akwasiso.

Also, fewer waste tonnes were capitalized to stripping costs in Q4 2018 resulting in higher cash costs. In Q4 2017, the AGM was progressing Cut 2 at Nkran which resulted in $22.7 million of stripping costs being deferred to mineral properties and excluded from cash costs, compared to $7.9 million of deferred stripping cost in Q4 2018. Lastly, the AGM incurred higher fixed mining costs associated with the introduction of Dynamite Hill, which only ramped up to full production in 2018 and is mined by a separate local mining contractor. The higher mining cost also resulted in the recognition of an adjustment to the carrying value of the AGM's stockpile inventory in order to reflect the net realizable value of lower-grade ore ($106/oz impact), which contributed to the higher total cash cost. These factors were partially offset by higher gold sales volumes which had the effect of decreasing fixed production costs on a per unit basis.

Relative to Q3 2018, total cash costs per ounce [1] were higher in Q4 2018, increasing by 9% from $803 to $872, as a result of higher direct production costs (as described in the previous paragraphs) and the impact of lower gold sales volumes.

For the three months and the year ended December 31, 2018, AISC [1] for the AGM amounted to $1,072/oz, in both periods, compared to Asanko's AISC[1] during the same periods in the prior year of $ 1,171/oz and $1,007/oz, respectively. No comparative AISC metrics were reported for the AGM on a standalone basis during 2017, however, the AISC for Asanko in 2017 included corporate G&A costs of $33/oz and $42/oz in AISC for Q4 2017 and the year ended December 31, 2017, respectively.

[1] See "**8. Non-GAAP measures**"

Notwithstanding the impact of corporate general and administrative ("G&A") expenses, the decrease in AISC [1] from Q4 2017 to Q4 2018 was predominantly due to lower capitalized stripping costs (a substantial portion of Cut 2 at Nkran was completed in Q4 2017) and lower sustaining capital expenditures, partly offset by the previously described higher total cash costs per ounce[1]. Relative to Q3 2018, AISC[1] for Q4 2018 increased by 10%, primarily attributable to the higher total cash cost per ounce, while G&A expenses (increase of $10/oz) and sustaining capex (increase of $14/oz) were also higher in Q4 2018.

With the Eastern Cut 2 pushback at Nkran completed earlier in the year, waste stripping operations during Q4 2018 focused on the Western portion of Cut 2.

3.2 Selected financial results of the AGM

The following table is a summary of selected financial information of the AGM for the three months and the year ended December 31, 2018 and 2017.

(in thousands of US dollars)	Three months ended December 31, 2018 $	2017 $	Years ended December 31, 2018 $	2017 $
Revenue	**74,224**	62,767	**283,873**	256,203
Cost of sales:				
Production costs	**(50,456)**	(29,312)	**(158,047)**	(116,628)
Depreciation and depletion	**(20,845)**	(15,186)	**(76,273)**	(64,153)
Royalties	**(3,768)**	(3,138)	**(14,250)**	(12,810)
Income (loss) from mine operations	**(845)**	15,131	**35,303**	62,612
Fair value adjustment associated with JV Transaction	**(200)**	-	**(126,897)**	-
Finance expense	**(232)**	(4,501)	**(11,088)**	(17,795)
Net income (loss) before tax for the period	**(3,559)**	4,463	**(113,427)**	35,390
Income tax recovery (expense)	**460**	(13,727)	**(11,449)**	(22,774)
Net income (loss) after tax for the period	**(3,099)**	(9,264)	**(124,876)**	12,616
Adjusted net income (loss) after tax for the period [2]	**(2,899)**	(9,264)	**2,021**	12,616
Average realized price per gold ounce sold ($)	**1,215**	1,264	**1,247**	1,243
Average London PM fix ($)	**1,228**	1,276	**1,269**	1,257
All-in sustaining margin ($ per gold ounce) [1]	**143**	93	**175**	236
All-in sustaining margin ($'000) [1]	**8,840**	4,609	**39,860**	48,635

[2] Adjusted net income (loss) is a non-GAAP performance measure, which does not have any standardized meaning and therefore is unlikely to be comparable to other measures presented by other issuers. The Company believes that the presentation of adjusted net income is appropriate to provide additional information to investors regarding items that we do not expect to continue at the same level in the future or that management does not believe to be a reflection of the JV's ongoing operating performance. The Company further believes that its presentation of this non-GAAP financial measure provides information that is useful to investors because it is an important indicator of the strength of the JV's operations and the performance of its core business. Adjusted net income (loss) as presented in the table was derived by adjusting net income (loss) of the JV by the amount of the fair value adjustment associated with the JV Transaction.

[1] See "**8. Non-GAAP measures**"

Revenue

During Q4 2018, the AGM sold 61,821 ounces of gold at an average realized gold price of $1,215/oz for total revenue of $74.2 million (including $0.2 million of by-product revenue and net of $1.1 million of gold sales related to pre-production activities at Esaase that were capitalized to mineral properties, plant and equipment ("MPP&E")). During Q4 2017, the AGM sold 49,561 ounces of gold at an average realized gold price of $1,264/oz for total revenue of $62.8 million (including $0.1 million of by-product revenue). The increase in revenues quarter-on-quarter was therefore a function of higher sales volumes in Q4 2018, partially offset by lower average realized gold prices.

During the year ended December 31, 2018, the AGM sold 227,772 ounces of gold at an average realized gold price of $1,247/oz for total revenue of $283.9 million (including $0.9 million of by-product revenue and net of $1.1 million of gold sales related to preproduction activities at Esaase that were capitalized to MPP&E), compared to 206,079 ounces of gold at an average realized gold price of $1,243/oz for total revenue of $256.2 million (including $0.7 million of by-product revenue) during the year ended December 31, 2017. The increase in revenues year-on-year was therefore a function of higher sales volumes and marginally higher average realized gold prices.

The AGM continues to sell all of the gold it produces to Red Kite under an offtake agreement. The terms of the offtake agreement require the AGM to sell 100% of its gold production up to a maximum of 2.2 million ounces to Red Kite. As of December 31, 2018, 590,511 ounces have been delivered to Red Kite under the offtake agreement (December 31, 2017 – 362,739 ounces).

Production costs

During Q4 2018, the AGM incurred production costs of $50.5 million, compared to $29.3 million in Q4 2017. Production costs were higher due to higher total cash costs per ounce[1] and higher sales volumes in Q4 2018.

Production costs for the year ended December 31, 2018 amounted to $158.0 million, compared to $116.6 million for the year ended December 31, 2017. Production costs were higher in 2018 compared to 2017 due to higher total cash costs[1] and higher sales volumes during the year ended December 31, 2018. For a discussion of production unit costs incurred during the period see section **"3.1. d Cash costs and AISC**" above.

Production costs for Q4 2018 and for the year ended December 31, 2018 was reported net of stripping costs of $7.9 million and $59.8 million, respectively (Q4 2017 and year ended December 31, 2017 - $22.4 million and $64.6 million, respectively). Stripping costs are deferred to mineral properties in accordance with the AGM's accounting policy for stripping costs. To the extent that excess waste is mined during the period in an identified component of the mine, as compared to the expected waste (based on the component-specific stripping ratio), a portion of costs are deferred to mineral properties.

The Ghanaian government charges a 5% royalty on revenues earned through sales of minerals from the AGM concessions. The AGM's Akwasiso mining concession is also subject to a 2% net smelter return royalty payable to the previous owner of the mineral tenement; additionally, the AGM's Esaase concession is also subject to a 0.5% net smelter return payable to the Bonte Liquidation Committee. Royalties are presented as a component of cost of sales and amounted to $3.8 million and $14.3 million in Q4 2018 and the year ended December 31, 2018, respectively (Q4 2017 and year ended December 31, 2017 - $3.1 million and $12.8 million, respectively). Royalty expense was higher in Q4 2018 and for the year ended December 31, 2018 due to higher earned revenues.

Depletion and depreciation

Depreciation and depletion expense for Q4 2018 amounted to $20.8 million, including $8.6 million of depletion associated with previously capitalized deferred stripping cost, as a result of 1.4Mt of ore mined during the quarter. This compares to depreciation and depletion of $15.2 million for Q4 2017, which included $2.1 million of depletion associated with previously capitalized deferred stripping costs and was based on 0.8Mt of ore mined during the comparative period. Depreciation and depletion expense therefore increased from Q4 2017 due to more tonnes mined and processed, as well as to the impact of a higher asset cost base associated with inflationary pressures on unit mining costs.

Depreciation and depletion expense for the year ended December 31, 2018 amounted to $76.3 million, including $25.3 million of depletion associated with previously capitalized deferred stripping cost, as a result of the 4.8Mt of ore mined in 2018. This compares to depreciation and depletion of $64.2 million during the year ended December 31, 2017, which included $12.3 million of depletion associated with previously capitalized deferred stripping costs and was based on 4.0Mt of ore mined during the comparative period.

Fair value adjustment associated with JV Transaction

On July 31, 2018, the Company completed the previously announced JV Transaction to sell 50% of Asanko's 90% interest in the AGM (see section **"1. Overview of the business"**). Upon closing of the JV Transaction, Asanko recognized a loss associated with the JV Transaction totaling $143.3 million (see section **"4. Financial results of the Company"**). Of the $143.3 million consolidated after-tax loss associated with the JV Transaction, an after-tax amount of $126.9 million was recorded in the accounting records of the AGM.

Finance expense

Finance expense during the quarter and year ended December 31, 2018 reduced from the comparative period due to the repayment of the AGM's $163.8 million long-term debt including capitalized interest concurrent with the completion of the JV Transaction on July 31, 2018.

Income tax expense

The AGM recorded a deferred income tax recovery of $0.5 million and deferred income tax expense of $11.4 million for Q4 2018 and the year ended December 31, 2018, respectively (Q4 2017 and year ended December 31, 2017 – income tax expense of $15.0 million and $24.1 million, respectively).

The lower deferred tax expense for Q4 2018 was due to the loss recognized on the JV Transaction which had the impact of reducing the accounting basis of mineral properties, plant and equipment resulting in a reduction of the temporary difference between tax and accounting depreciation. The AGM has not recognized deferred tax assets relating to tax loss carry forwards as it is not currently considered probable that these losses will be utilized prior to their expiry (5-year expiry from the date incurred).

3.3 Cash flow results of the AGM

The following table provides a summary of cash flows for the AGM on a 100% basis for the quarters and years ended December 31, 2018 and 2017:

	Three months ended December 31,		Years ended December 31,	
AGM 100% Basis	**2018**	**2017**	**2018**	**2017**
Cash provided by (used in):				
Operating activities	**12,873**	36,616	**72,487**	133,217
Investing activities	**(21,495)**	(41,904)	**(85,633)**	(120,448)
Financing activities	**(90)**	(3,548)	**12,820**	(33,622)
Impact of foreign exchange on cash and cash equivalents	**(71)**	(548)	**(71)**	(179)
Decrease in cash and cash equivalents during the period	**(8,783)**	(9,384)	**(397)**	(21,032)
Cash and cash equivalents, beginning of period	**30,431**	31,429	**22,045**	43,077
Cash and cash equivalents, end of period	**21,648**	22,045	**21,648**	22,045

Cash flows from operating activities

During Q4 2018, the AGM generated cash flows from operations of $12.9 million, being cash inflows before working capital changes of $17.8 million and outflows from non-cash working capital of $4.9 million. Cash outflows of $4.9 million from non-cash working capital were primarily the result of an $8.8 million increase in receivables and VAT receivable and $5.8 million increase in inventories. These factors were partially offset by a $9.3 million increase in accounts payable and accruals and $0.4 million decrease in prepaid expenses.

During the year ended December 31, 2018, the AGM generated cash flows from operations of $72.5 million, being cash inflows before working capital changes of $100.5 million and outflows from non-cash working capital of $28.0 million. Cash outflows of $28.0 million from non-cash working capital were primarily the result of an $29.7 million increase in inventories and $10.4 million increase in receivables and VAT receivable. These factors were partially offset by a $11.6 million increase in accounts payable and accruals and $0.5 million decrease in prepaid expenses.

Cash used in investing activities

During Q4 2018, the AGM invested $21.4 million in additions to mineral properties, plant and equipment. The total expenditure on mineral properties, plant and equipment during the quarter included $10.3 million relating to capitalization of deferred stripping costs; $9.9 million on development, permitting and bulk sampling activities for Esaase; $0.9 million on raising the height of the tailings storage facility; and $0.3 million on sustaining capital and other additions to mineral properties, plant and equipment. During the year ended December 31, 2018, the AGM invested $85.7 million in additions to mineral properties, plant and equipment. The total expenditure on mineral properties, plant and equipment during the year included $56.6 million relating to capitalization of deferred stripping costs; $9.4 million on P5M (including volumetric, recovery circuit and secondary crushing circuit upgrades to the processing plant); $12.5 million on development, permitting and bulk sampling activities for Esaase; $1.5 million on other growth capital expenditures; $2.1 million on raising the tailings storage facility; and $3.6 million on sustaining capital and other additions to mineral properties, plant and equipment, including replacement of the SAG mill motor.

Liquidity position

As at December 31, 2018, the JV held cash and cash equivalents of $21.6 million and $4.3 million in trade receivables. The Company does not control these funds and the liquidity of the Company is discussed in section ***"7. Liquidity and capital resources."***

3.4 Development and exploration update

The following discussion relates to the AGM's current and planned development activities (on a 100% basis), as well as the exploration work performed during the period on tenements held within the JV's land package.

a) Development of the Esaase Deposit

The Esaase deposit is expected to be developed using open pit contractor mining. Mining activities are expected to initially focus on mining oxides to expose the deposit, before moving into more competent rock. The Environmental Permit and Mine Operating Permit were received in January 2017 from the Ghanaian EPA and the Ghanaian Minerals Commission, respectively. Asanko received an amended Environmental Permit in June 2018 that allows the trucking of ore from Esaase.

This amended Environmental Permit allows the AGM to commence mining operations and trucking ore to the processing facility pending an investment decision by the JV's Management Committee regarding the long- term transportation solution for ore from Esaase to the AGM processing facility.

During Q4 2018, the initial development of the requisite infrastructure at Esaase, and temporary haul road to connect the Esaase pit to the existing haul road network commenced. Site establishment by the mining contractor and the haul road were completed by the end of Q4 2018. A bulk sample was mined and processed through the central processing facility during Q4 2018, with the Esaase oxides performing above expectations. The trial mining operation, which commenced in January 2019, and will continue until end of June 2019, is focused on mining the surface oxides of the deposit. Mining is restricted to day shift only, with minimal blasting, and the material is being trucked to the processing facility via the newly commissioned haul road. Mining rates are forecast to be 350,000-400,000tpm during this period.

In Q2 2018, as part of the AGM's pre- production risk mitigation strategy on large deposits such as the Esaase deposit and in support of commencing trial mining operations at Esaase in January 2019, an extensive pre-production program was initiated. A program of in-fill reverse circulation ("RC") drilling and re- logging of historical core was completed in Q2 2018. 84 new RC holes were drilled over a 1km strike length totaling 4,900m. All holes were logged in detail and samples were sent for fire assay. In addition, a total of 163 historical holes (43,000m) were re-logged situated on 15 chosen section lines covering a strike of 800m. The successful completion of this program achieved two main outcomes. Firstly, the drilling exercise delivered a better definition of the oxidation surfaces in preparation for the start- up of operations at Esaase in 2019 and, secondly, the re-logging program helped to better understand the geological controls to mineralization to facilitate a more robust resource model. All the new data is now being incorporated to update the Mineral Resource Estimate ("MRE") and associated mine plan for Esaase. The JV partners are also working together to review the geological models for the other pits within the AGM which together with the new Esaase models will be used to update a new multi-pit LoM plan for the AGM.

In addition, other technical aspects such as the geotechnical, hydrogeological and metallurgical design parameters have also been re- evaluated, incorporating recent production data from the bulk sampling exercise. This, together with the updated Mineral Resource and Reserve Estimates, will result in an updated LoM plan that will confirm the optimal ore transportation solution and associated capital cost that will form the basis of the 2019 long-term development plan for Esaase. This is expected to be presented to the JV partners in Q2 2019.

As of December 31, 2018, the AGM has spent $9.7 million on the initial overland conveyor earthworks and $10.8 million on permitting, initial infrastructure and site establishment at Esaase and the development of an interim haul road. Completion of the remaining stage of P5M remains subject to approval by the Management Committee of the JV partners.

b) Mining Geology

During Q4 2018, mining geology focused on the in-pit mining operations and involved detailed bench mapping, intensive grade control drilling and subsequent modelling, in order to guide mining in achieving planned production targets. Grade control drilling for Q4 2018 recorded a total of 19,230m from 786 holes using two reverse circulation (RC) rigs. A total of 15,100 RC samples including Certified Reference Materials, blanks and duplicates were collected and assayed, while Quality Assurance/Quality Control standards were maintained and monitored.

c) Exploration Geology

In keeping with the exploration strategy that was defined by the JV partners, the JV continued with the re-evaluation and re-modelling of the existing satellite deposits that are in close proximity to the Obotan plant, with a focus on the key controls to mineralization. The re-logging of the Abore deposit (1,800m) and Esaase South deposit (6,950m) were completed as the first targets due to their location along the proposed conveyor route from Esaase to the AGM processing facility.

Exploration activities at the Esaase deposit focused on the geological and statistical modelling of the Esaase data in preparation for a redefined MRE and as an input into Whittle^{TM} designs for the purpose of mine planning and business readiness. At the location of the proposed Esaase South pit, the AGM completed in-fill drilling by means of 25 RC holes for a total of 2,258m. The new information is expected to assist in improving the interpretation of the structural controls to mineralization.

In addition, the AGM completed 5,200m of in-fill drilling across 64 RD drill holes at Akwasiso, in order to redefine the depth extensions of the existing pit.

d) Exploration Strategy

The 2019 exploration budget is $7.9 million. The exploration budget has been compiled to support the strategic objectives of the AGM with valuable input from our JV partner.

The exploration strategy has two approaches and addresses:

(1) Short-term oxide requirements near existing mine infrastructure. Specific emphasis has therefore been given to the discovery, evaluation and delivery of oxide resources within 5 km of the Obotan-Esaase Corridor in the short term as a "de-risk" strategy to support current operations; and

(2) Long-term (4-5 years) replacement of depleted Nkran deposit ore reserves (±1-2 million ounces) from potential combined South Camp discoveries. This will be achieved by demonstrating to acceptable confidence levels the economic viability of the targeted South Camp area which includes the Tontokrom – Miradani – Fromenda mineralized trend.

4. Financial results of the Company

The following table is a summary of the Consolidated Statements of Operations and Comprehensive Income (Loss) of the Company for the years ended December 31, 2018 and 2017. Note that the table below and subsequent discussion includes 100% of the results for the AGM from January 1, 2018 to July 31, 2018, being the period during which the Company controlled the AGM, but does not include the results of the AGM from August 1, 2018 to December 31, 2018, other than the Company's share of the net loss of the JV from August 1, 2018 to December 31, 2018.

As a result, the majority of the variances in the table below are attributable to the deconsolidation of the AGM due to the closing of the JV Transaction. For a more meaningful discussion on variations associated with the AGM's results, see section "**3.2 Selected financial results of the AGM**". Those variances not affected by the deconsolidation of the AGM are discussed in further detail following the table.

	Three months ended December 31,		Years ended December 31,		
(in thousands of US dollars, except per share amounts)	2018 $	2017 $	2018 $	2017 $	2016 $
Revenue	**-**	62,767	**161,918**	256,203	185,167
Cost of sales:					
Production costs	**-**	(29,312)	**(79,008)**	(116,628)	(88,688)
Depreciation and depletion	**-**	(15,186)	**(41,944)**	(64,153)	(52,958)
Royalties	**-**	(3,138)	**(8,096)**	(12,810)	(9,258)
Total cost of sales	**-**	(47,636)	**(129,048)**	(193,591)	(150,904)
Write-off of deferred stripping assets	**-**	-	**-**	-	(7,123)
Income (loss) from mine operations	**-**	15,131	**32,870**	62,612	27,140
Share of net loss related to joint venture	**(1,306)**	-	**(1,050)**	-	-
Service fee earned as operators of joint venture	**1,117**	-	**1,892**	-	-
Exploration and evaluation expenditures	**-**	(1,587)	**(2,333)**	(2,050)	(1,425)
General and administrative expenses	**(3,200)**	(3,143)	**(11,660)**	(12,590)	(12,538)
Income (loss) from operations	**(3,389)**	10,401	**19,719**	47,972	13,177
Loss due to loss of control of subsidiaries	**-**	-	**(143,261)**	-	-
Finance expense	**(4)**	(4,038)	**(10,737)**	(17,810)	(10,878)
Finance income	**2,530**	50	**5,555**	609	634
Foreign exchange gain (loss)	**(12)**	1,107	**20**	(383)	(1,777)
Gain on derivatives	**-**	-	**-**	-	37
Income (loss) before income taxes	**(875)**	7,520	**(128,704)**	30,388	1,193
Current income tax recovery (expense)	**8**	(1,301)	**(1,079)**	(1,301)	(1,531)
Deferred income tax expense	**-**	(13,727)	**(11,430)**	(22,774)	(9,907)
Net income (loss) and comprehensive income (loss) for the period	**(867)**	(7,508)	**(141,213)**	6,313	(10,245)
Net income (loss) attributable to:					
Common shareholders of the Company	**(867)**	(6,691)	**(141,372)**	5,776	(10,448)
Non-controlling interest	**-**	(817)	**159**	537	203
	(867)	(7,508)	**(141,213)**	6,313	(10,245)
Earnings (loss) per share attributable to common shareholders:					
Basic	**(0.00)**	(0.03)	**(0.64)**	0.03	(0.05)
Diluted	**(0.00)**	(0.03)	**(0.64)**	0.03	(0.05)
Weighted average number of shares outstanding:					
Basic	**225,804,614**	203,449,957	**220,108,770**	203,333,111	198,973,570
Diluted	**225,804,614**	203,449,957	**220,108,770**	204,394,452	198,973,570

Note that comparative period information in the preceding table has been restated to effect the retrospective adoption of IFRS 9. Refer to section "**11.2 Changes in Accounting Policies including Initial Adoption** ".

Share of net loss related to joint venture

Effective July 31, 2018, the Company began equity accounting for its interest in the JV. Accordingly, the Company recognized losses of $1.3 million and $1.1 million for Q4 2018 and for theperiod August 1, 2018 to December 31, 2018, respectively. These amounts represent the Company's proportionate 45% share of the net loss of the JV for the corresponding periods.

Service fee earned as operators of the joint venture

In accordance with the Joint Venture Agreement ("JVA"), the Company is the operator of the AGM and, in consideration for operating the mine, receives a gross annual service fee from the JV of $6.0 million. For the year ended December 31, 2018, the Company earned a gross service fee of $2.5 million since the closing of the JV Transaction, net of withholding taxes of $0.6 million payable in Ghana. In Q4 2018, the Company earned a service fee of $1.5 million, net of withholding taxes of $0.4 million.

General and administrative expenses

Note that the prior period comparatives have been restated to conform to the current period presentation.

	Three months ended December 31,		Years ended December 31,	
	2018	**2017**	**2018**	**2017**
	$	**$**	**$**	**$**
Wages, benefits and consulting	**(2,221)**	(1,931)	**(6,533)**	(7,241)
Office, rent and administration	**(238)**	(245)	**(1,527)**	(1,132)
Professional and legal	**(204)**	(533)	**(1,308)**	(1,556)
Share-based payments	**(338)**	(151)	**(1,258)**	(1,418)
Travel, marketing, investor relations and regulatory	**(186)**	(255)	**(987)**	(1,175)
Other	**(13)**	(28)	**(47)**	(68)
	(3,200)	(3,143)	**(11,660)**	(12,590)

G&A expenses in Q4 2018 were comparable to Q4 2017, even though G&A expenses in Q4 2018 did not include the results of the AGM for the quarter. In particular, there were higher salaries and consulting costs ($0.3 million increase) and higher non-cash share-based payments expense ($0.2 million increase) in Q4 2018. These were partially offset by lower professional and legal costs ($0.3 million decrease).

The decrease in G&A expenses from 2017 to 2018 was primarily a result of the consolidated results for 2018 including the financial results of the AGM only for the period from January 1, 2018 to July 31, 2018, which is primarily reflected in lower salaries and consulting costs ($0.7 million decrease). In addition, there was lower travel, investor relations and regulatory costs ($0.2 million decrease) and non-cash share-based payments expense ($0.2 million decrease) in 2018. These were partially offset by higher office and administrative costs ($0.4 million increase) in 2018.

Loss associated with loss of control of the AGM

Upon closing of the JV Transaction, the Company derecognized the carrying amounts of the net assets of AGGL and Adansi Ghana, as well as the carrying amount of previously recognized non-controlling interests in AGGL, and recognized the fair value of the Company's interest in the JV. Additionally, the Company adjusted the expected life of its long-term debt due to the expected closing of the JV Transaction and recognized accelerated accretion for the year ended December 31, 2018 of $6.2 million, bringing the carrying value of the debt to its maturity value of $163.8 million for which it was settled. The accelerated accretion expense was presented in the loss on loss of control of the AGM, along with $5.0 million of transaction costs, for a total loss associated with the loss of control of the Company's former Ghanaian subsidiaries of $143.3 million.

Finance income

Finance income includes interest earned on cash balances and changes in the fair value and amortized cost of the Company's preferred share investment in the JV. For the three months and year ended December 31, 2018, the Company recognized income of $2.3 million and $5.1 million, respectively, on changes in the carrying value of the Company's preferred share investments in the JV.

5. Selected quarterly financial data

The following table provides summary unaudited financial data for the last eight quarters.

	2018				2017*				2016*
	Q4 $	Q3 $	Q2 $	Q1 $	Q4 $	Q3 $	Q2 $	Q1 $	Q4 $
Revenue	**-**	30,665	66,823	64,430	62,767	63,714	60,191	69,531	70,304
Total cost of sales	**-**	(33,373)	(50,740)	(44,935)	(47,636)	(45,814)	(45,735)	(54,406)	(56,882)
Write-off of deferred stripping asset	**-**	-	-	-	-	-	-	-	(7,123)
Income (loss) from mine operations	**-**	(2,708)	16,083	19,495	15,131	17,900	14,456	15,125	6,299
Share of net earnings related to joint venture	**(1,306)**	256	-	-	-	-	-	-	-
Service fee earned as operators of joint venture	**1,117**	775	-	-	-	-	-	-	-
Exploration and evaluation expenditures	**-**	(419)	(1,789)	(125)	(1,587)	(197)	(80)	(186)	(383)
General and administrative expenses	**(3,200)**	(2,904)	(3,246)	(2,310)	(3,143)	(3,259)	(3,388)	(2,800)	(5,683)
Income (loss) from operations	**(3,389)**	(5,000)	11,048	17,060	10,401	14,444	10,988	12,139	233
Recovery (loss) due to loss of control of subsidiaries	**-**	1,293	(144,554)	-	-	-	-	-	-
Other income (expenses)	**2,514**	2,603	(5,128)	(5,151)	(2,881)	(5,767)	(4,354)	(4,582)	(6,520)
Income tax (expense) recovery	**8**	(121)	(3,277)	(9,119)	(15,028)	(3,671)	(5,479)	103	(2,106)
Net income (loss) for the period	**(867)**	(1,225)	(141,911)	2,790	(7,508)	5,006	1,155	7,660	(8,393)
Basic and diluted income (loss) per share	$ 0.00	($0.00)	($0.63)	$ 0.01	($0.03)	$ 0.02	$ 0.00	$ 0.04	($0.04)

*Comparative period information has been restated to conform with the current period presentation and also to effect the retrospective adoption of IFRS 9 as of January 1, 2018. Refer to section **"11.2 Changes in Accounting Policies including Initial Adoption"** . Since the commencement of commercial production at the Obotan project effective April 1, 2016, and specifically from Q3 2016 onwards, the Company saw mining operations achieve expected levels of production, resulting in comparable revenues and income from mine operations, until the Company completed the JV Transaction effective July 31, 2018, concurrent with which the Company commenced equity accounting for its interest in the AGM.

For periods prior to Q3 2018, other income (expense) included interest expense of the Company's long-term debt (which was settled in July 2018). In Q3 and Q4 2018, other income included fair value adjustments on the Company's preferred share investment in the JV.

The Company also recognized a $7.1 million write-down of a deferred stripping asset in Q4 2016.

6. Outlook

2019 Guidance for the Asanko Gold Mine (100% basis)

In 2019, the AGM is targeting 225,000 – 245,000 ounces of gold at AISC [1] of $1,040 – $1,060/oz and All-In Costs ("AIC") of $1,130 – $1,150/oz.

The AGM's AISC includes $35/oz for the newly introduced Esaase trucking operation and $25/oz to account for the recent impact of the 5% non-refundable levy on goods & services that attract VAT in Ghana (effective from August 1, 2018).

Total capital expenditure for 2019 is forecast to be $25 million. Sustaining capex is estimated at $9 million and includes a tailings dam lift. Development capital is $16 million, mainly for the development of Esaase and includes the commencement of a village relocation and the installation of two water treatment plants.

In addition, $8 million is budgeted for exploration, mainly around the highly prospective Tontokrom – Miradani – Fromenda mineralized trend.

Corporate costs for Asanko Gold Inc. are expected to be $60 per attributable ounce over and above the AGM AISC and AIC.

The following table outlines the AGM's actual and forecasted 2019 production and AISC [1] guidance, as well as AIC guidance for 2019 (all on a 100% basis):

2018 Guidance	YTD 2018 (Actual)	FY 2019 (Forecast)
Gold Production (oz)	223,152	225,000 – 245,000
AISC[1] ($/oz)	1,072	1,040 – 1,060
AIC[1] ($/oz)	n/a	1,130 – 1,150

[1] See "**8. Non-GAAP measures**"

7. Liquidity and capital resources

A key financial objective of the Company is to actively manage its cash balance and liquidity in order to meet the Company's strategic plans, as well as those of the JV. The Company aims to manage the JV in such a manner to generate positive cash flows from the JV's operating activities in order to fund the operating, capital and project development requirements of the JV. A summary of the Company's net assets and key financial ratios related to liquidity are as follows. Note that the 2018 balances below, unless otherwise noted, do not include any assets and liabilities of the JV.

	December 31, 2018 $	December 31, 2017 $	December 31, 2016 $
Cash and cash equivalents	**10,358**	49,330	59,675
Other current assets	**2,744**	44,550	60,043
Non-current assets	**299,513**	614,905	542,994
Total assets[3]	**312,615**	708,785	662,712
Current liabilities (excluding current portion of long-term debt)	**3,473**	47,916	47,403
Non-current liabilities (excluding long-term debt)	**300**	72,571	44,381
Debt[5]	**-**	155,691	151,532
Total liabilities[3]	**3,773**	276,178	243,316
Working capital [4]	**9,629**	45,964	72,315
Common shareholders' equity[5]	**308,842**	431,867	419,193
Non-controlling interest[5]	**-**	740	203
Total equity	**308,842**	432,607	419,396
Total common shares outstanding	**225,804,614**	203,449,957	201,829,207
Total options outstanding	**13,482,427**	12,578,625	14,591,750
Total warrants outstanding	**-**	4,000,000	4,000,000
Key financial ratios			
Current ratio	**3.77**	1.96	2.53
Total liabilities to common shareholders' equity	**0.01**	0.64	0.58
Debt-to-total capitalization	**0.00**	0.18	0.19

[3] For purposes of calculating key financial ratios, the amounts presented as at December 31, 2017 and December 31, 2016 included 100% of the consolidated results of the AGM. As at December 31, 2018, the amounts presented above include only those balances of the Company's consolidated subsidiaries and excludes the assets and liabilities of the JV.

[4] Current assets less current liabilities (excluding current portion of long-term debt).

[5] Comparative period information has been restated to effect the retrospective adoption of IFRS 9. Refer to section " **11.2 Changes in Accounting Policies including Initial Adoption**".

The Company held cash and cash equivalents of $10.4 million and $2.5 million in trade receivables as at December 31, 2018. In addition, the Company is entitled to receive a further $20.0 million payment associated with the JV Transaction, which is payable by Gold Fields no later than December 31, 2019.

Subsequent to the JV Transaction, other than the JV service fee, the Company has no current direct sources of revenue and any free cash flows generated by AGM are no longer within the Company's exclusive control as the disposition of cash from the JV is governed by the JVA. The JVA provides that "Distributable Cash" will be calculated and distributed quarterly if available. Further information regarding the definition of "Distributable Cash" is included in section "**8.4 EBITDA and Adjusted EBITDA**" . However, through a combination of the Company's cash balance, ongoing service fee receipts from the JV, and the beforementioned additional $20.0 million contribution receivable in connection with the JV Transaction, the Company believes it is in a position to meet all working capital requirements, contractual obligations and commitments as they fall due (see "Commitments" below).

In order to maintain or adjust its capital structure, the Company filed a short-form base shelf prospectus on January 15, 2018, which allows the Company to offer up to $300.0 million of common shares, warrants, subscription receipts, debt securities and units, or any combination thereof, from time to time over a 25-month period. The specific terms of any offering of securities will be subject to approval by the Company's Board of Directors and the terms of such offering will be set forth in a shelf prospectus supplement.

Equity

The Company is financially stable with a total liabilities-to-common shareholders' equity ratio of 0.01 as at December 31, 2018.

Commitments

The following table summarizes the Company's contractual obligations as at December 31, 2018 and December 31, 2017. Note the following table excludes commitments and liabilities of the JV at December 31, 2018.

	Within 1 year	1 - 3 years	4 -5 years	Over 5 years	Total December 31, 2018	Total December 31, 2017
Long-term debt and related interest and withholding tax payments	-	-	-	-	**-**	186,270
Accounts payable and accrued liabilities	3,232	-	-	-	**3,232**	47,916
Asset retirement provision (undiscounted)	-	-	-	-	**-**	45,526
Long-term incentive plan (cash-settled awards)	241	300	-	-	**541**	-
Mine operating/construction and other service contracts, open purchase orders	-	-	-	-	**-**	17,431
Corporate operating leases	131	71	-	-	**202**	-
Total	**3,604**	**371**	**-**	**-**	**3,975**	297,143

In addition to the above commitments, the Company has provided a parent company guarantee on the unfunded portion of the AGM's reclamation bond in the amount of $6.8 million.

Due to the nature of its business, the Company may be subject to regulatory investigations, claims, lawsuits and other proceedings in the ordinary course of its business. While the Company cannot reasonably predict the ultimate outcome of these actions, and inherent uncertainties exist in predicting such outcomes, the Company believes that the ultimate resolution of these actions is not reasonably likely to have a material adverse effect on the Company's financial condition or future results of operations.

Cash flows

The following table provides a summary of cash flows for the quarters and years ended December 31, 2018 and 2017:

	Three months ended December 31,		Years ended December 31,	
	2018	2017	2018	2017
Cash provided by (used in):				
Operating activities	**(1,904)**	34,407	**33,429**	123,238
Investing activities	**(1,986)**	(41,979)	**82,308**	(123,351)
Financing activities	**(2)**	(3,549)	**(154,643)**	(10,051)
Impact of foreign exchange on cash and cash equivalents	**-**	(394)	**(66)**	(181)
Increase (decrease) in cash and cash equivalents during the period	**(3,892)**	(11,515)	**(38,972)**	(10,345)
Cash and cash equivalents, beginning of period	**14,250**	60,845	**49,330**	59,675
Cash and cash equivalents end of period	**10,358**	49,330	**10,358**	49,330

a) Cash provided by operating activities

During Q4 2018, the Company utilized cash flows from operations of $1.9 million, net of changes in working capital of $0.1 million (Q4 2017 – operating cash flows generated of $34.4 million consisting of cash inflows before working capital changes of $26.2 million and outflows from non-cash working capital of $8.2 million). In Q4 2018, cash outflows of $0.1 million from non-cash working capital were primarily the result of a $0.9 million increase in receivables, partially offset by a $0.7 million increase in accounts payable and accruals and $0.1 million decrease in prepaid expenses.

Cash flows from operations for the year ended December 31, 2018 amounted to $33.4 million, after taking into account changes in working capital of $29.9 million (year ended December 31, 2017 – operating cash flows generated of $123.2 million consisting of cash inflows before working capital changes of $113.4 million and inflows from non-cash working capital of $9.8 million). In 2018, cash outflows of $29.9 million from non-cash working capital were primarily the result of a $17.7 million increase in inventories, $11.0 million increase in receivables and VAT receivable and a $1.2 million decrease in accounts payable and accruals.

Cash flows from operations were lower in 2018 compared to 2017 but may not be truly comparable due to the consolidated cash flows for 2018 not including the financial results of the AGM following the completion of the JV Transaction on July 31, 2018.

b) Cash from (used in) investing activities

During Q4 2018, the Company used $2.0 million in investing activities, compared to $42.0 million in Q4 2017. The reduction in investing activities reflect the fact that the cash flows do not include the results of the AGM in Q4 2018. Cash used in investing activities during Q4 2018 primarily related to transaction costs paid to advisors in connection with the JV Transaction.

During the year ended December 31, 2018, the Company generated $82.3 million from investing activities, compared to $123.4 million of cash used in investing activities in 2017. The increase in cash generated from investing activities predominantly reflect the $165.0 million proceeds from the sale of the Company's 50% interest in the Joint Venture, net of $24.4 million of cash and cash equivalents of the JV that was derecognized on the loss of control. These factors were partly offset by the impact of expenditures on mineral properties, plant and equipment.

c) Cash used in financing activities

During Q4 2018, there were insignificant amounts of cash used in financing activities, compared to Q4 2017 where the Company utilized $3.6 million in cash principally in interest and withholding taxes on the Company's former debt facility.

During the year ended December 31, 2018, the Company used $154.6 million in cash for financing activities, consisting of $163.8 million to repay in full the principal and accrued interest on the Red Kite debt and $8.3 million in interest and applicable withholding taxes relating to the Company's former credit facility. These were partially offset by cash received of $17.4 million from Gold Fields in connection with the issuance of shares under a private placement. In 2017, the Company utilized cash of $10.0 million in financing activities, consisting of $13.6 million in interest and applicable withholding taxes relating to the Company's former credit facility, which was partially offset by $3.6 million of cash received from the exercise of employee stock options.

8. Non-GAAP measures

The Company has included certain non-GAAP performance measures throughout this MD&A. These performance measures are employed by management to assess the Company's operating and financial performance and to assist in business decision-making. The Company believes that, in addition to conventional measures prepared in accordance with GAAP, certain investors and other stakeholders use this information to evaluate the Company's operating and financial performance; however, as explained elsewhere herein, these non-GAAP performance measures do not have any standardized meaning. Accordingly, these performance measures are intended to provide additional information and should not be considered in isolation or as a substitute for measures of performance prepared in accordance with GAAP.

8.1 Operating cash costs per ounce and total cash costs per ounce

The Company has included the non-GAAP performance measures of operating cash costs per ounce and total cash costs per ounce on a by-product basis throughout this MD&A. In the gold mining industry, this is a common performance measure but does not have any standardized meaning. The Company follows the recommendations of the Gold Institute Production Cost Standard. The Gold Institute, which ceased operations in 2002, was a non-regulatory body and represented a global group of suppliers of gold and gold products. The production cost standard developed by the Gold Institute remains the generally accepted standard of reporting cash costs of production by many gold mining companies. Management uses operating cash costs per ounce and total cash costs per ounce to monitor the operating performance of the JV and to assess the attractiveness of potential acquisition targets. The Company believes that, in addition to conventional measures prepared in accordance with GAAP, some investors use this information to evaluate the Company's performance and ability to generate cash flow. Accordingly, it is intended to provide additional information and should not be considered in isolation or as a substitute for measures of performance prepared in accordance with GAAP. Other companies may calculate operating cash costs and total cash costs per ounce differently. The JV does not calculate this information for use by all JV partners, rather it is calculated by the Company solely for the Company's disclosure purposes.

The following tables provide reconciliations of operating and total cash costs per gold ounce of the AGM (net of silver by-product revenues) to various operating expenses of the AGM on a 100% basis (the nearest GAAP measures) as presented in the notes to the consolidated financial statements of the Company for the years ended December 31, 2018 and 2017.

Three months ended December 31, 2018 and 2017

	Three months ended December 31,	
	2018	2017
	$	
Total production costs	**50,456**	29,312
Share-based payment expense included in production costs	**(75)**	(152)
By-product revenue	**(224)**	(118)
Total operating cash costs	**50,157**	29,042
Royalties and production taxes	**3,768**	3,138
Total cash costs	**53,925**	32,180
Gold ounces sold	**61,821**	49,561
Operating cash costs per gold ounce ($/ounce)	**811**	586
Total cash costs per gold ounce ($/ounce)	**872**	649

Years ended December 31, 2018 and 2017

(in thousands of US dollars except per ounce amounts)	Year ended December 31 2018 $	2017 $
Total production costs	**158,047**	116,628
Share-based payment expense included in production costs	**(506)**	(1,311)
By-product revenue	**(868)**	(748)
Total operating cash costs	**156,673**	114,569
Royalties and production taxes	**14,250**	12,810
Total cash costs	**170,923**	127,379
Gold ounces sold	**227,772**	206,079
Operating cash costs per gold ounce ($/ounce)	**688**	556
Total cash costs per gold ounce ($/ounce)	**750**	618

8.2 All-in sustaining costs per gold ounce and all-in costs per gold ounce

In June 2013, the World Gold Council ("WGC"), a non-regulatory association of many of the world's leading gold mining companies established to promote the use of gold to industry, provided guidance for the calculation of "all-in sustaining costs per gold ounce" in an effort to encourage improved understanding and comparability of the total costs associated with mining an ounce of gold. The Company has adopted the reporting of "all-in sustaining costs per gold ounce" and "all-in cost per gold ounce", which are both non-GAAP performance measures. The Company believes that the all-in sustaining costs per gold ounce measure provides additional insight into the costs of producing gold by capturing all of the expenditures required for the discovery, development and sustaining of gold production and allows the Company to assess its ability to support capital expenditures to sustain future production from the generation of operating cash flows. The Company believes that, in addition to conventional measures prepared in accordance with IFRS, some investors use this information to evaluate our performance and ability to generate cash flow, disposition of which is subject to the terms of the JVA. Accordingly, it is intended to provide additional information and should not be considered in isolation or as a substitute for measures of performance prepared in accordance with IFRS. Other companies may calculate all-in sustaining costs per ounce and all-in cost per gold ounce ("AIC") differently. The JV does not calculate this information for use by all JV partners, rather it is calculated by the Company solely for the Company's disclosure purposes.

The following tables provide reconciliations of AISC of the AGM to various operating expenses of the AGM on a 100% basis (the nearest GAAP measures), as presented in the notes to the consolidated financial statements of the Company for the years ended December 31, 2018 and 2017.

Three months ended December 31, 2018 and 2017

(in thousands of US dollars except per ounce amounts)	Three months ended December 31, 2018 $	2017 $
Total cash costs (as reconciled above)	**53,925**	32,180
General and administrative expenses - JV	**2,501**	2,976
Sustaining capital expenditures	**1,677**	2,000
Sustaining capitalized stripping costs	**7,938**	20,724
Reclamation cost accretion	**218**	166
All-in sustaining cost	**66,259**	58,046
Gold ounces sold	**61,821**	49,561
All-in sustaining cost per gold ounce ($/ounce) - JV	**1,072**	1,171
Average realized price per gold ounce sold ($/ounce)	**1,215**	1,265
All-in sustaining margin ($/ounce)	**143**	94
All-in sustaining margin	**8,854**	4,659

Excluded from the G&A costs of the AGM is non-cash share-based compensation expense of $45 for Q4 2018 (Q4 2017 – $7).

For the three months ended December 31, 2018, the Company incurred corporate G&A expenses, net of the JV service fee, of $1.8 million and less non-cash share-based compensation expense of $0.3 million. The Company's attributable gold ounces sold during this period was 27,819, resulting in the Company's all-in sustaining cost being $65/oz higher relative to the AGM's all-in sustaining cost as presented in the above table.

Years ended December 31, 2018 and 2017

(in thousands of US dollars except per ounce amounts)	2018 $	Year ended December 31, 2017 $
Total cash costs (as reconciled above)	**170,923**	127,379
General and administrative expenses - JV	**8,609**	11,117
Sustaining capital expenditures	**3,892**	8,447
Sustaining capitalized stripping costs	**59,769**	59,915
Reclamation cost accretion	**888**	650
All-in sustaining cost	**244,081**	207,508
Gold ounces sold	**227,772**	206,079
All-in sustaining cost per gold ounce ($/ounce)	**1,072**	1,007
Average realized price per gold ounce sold ($/ounce)	**1,247**	1,243
All-in sustaining margin ($/ounce)	**175**	236
All-in sustaining margin	**39,860**	48,635

Excluded from the G&A costs of the AGM is non-cash share-based compensation expense of $199 for the year ended December 31, 2018 (2017 - $79).

For the year ended December 31, 2018, the Company incurred corporate G&A expenses, net of the JV service fee, of $4.1 million and less non-cash share-based compensation expense of $1.1 million. The Company's attributable gold ounces sold during this period was 171,625, resulting in the Company's all-in sustaining cost being $24/oz higher relative to the AGM's all-in sustaining cost as presented in the above table.

All-in sustaining costs adjust "Total cash costs" for G&A expenses, reclamation cost accretion, sustaining capitalized stripping costs (excludes operating pits which have not achieved steady-state operations) and sustaining capital expenditures. Sustaining capital expenditures, capitalized stripping costs and reclamation cost accretion are not line items on the AGM's financial statements. Sustaining capital expenditures are defined as those capital expenditures which do not materially benefit annual or life of mine gold ounce production at a mine site. A material benefit to a mine site is considered to be at least a 10% increase in annual or life of mine production, net present value, or reserves compared to the remaining life of mine of the operation. As such, sustaining costs exclude all expenditures at the AGM's 'new projects' and certain expenditures at the AGM's operating sites which are deemed expansionary in nature. Capitalized stripping costs represent costs incurred at steady-state operations during the period which have been deferred to mining interests as they allow the AGM to gain access to ore bodies to be mined in future periods; these costs are not considered expansionary in nature as they relate to currently identified reserves and resources. Reclamation cost accretion represents the growth in the AGM's decommissioning provision due to the passage of time. This amount does not reflect cash outflows but it is considered to be representative of the periodic costs of reclamation and remediation. Reclamation cost accretion is included in finance expense in the AGM's results as disclosed in the consolidated financial statements of the Company for the year ended December 31, 2018.

The following table reconciles sustaining capital expenditures on a 100% basis for the AGM to the total capital expenditures of the AGM, as presented in the notes to the Company's consolidated statements of cash flows for the years ended December 31, 2018 and 2017. Note the comparative period reconciliations include 100% of the capital expenditures of the AGM as the Company controlled the AGM in the prior year.

Three months ended December 31, 2018 and 2017

	Three months ended December 31, 2018 $	2017 $
Capital expenditures of the AGM	**21,372**	42,097
Less: non-sustaining capital expenditures and capitalized stripping costs of the AGM	**(19,695)**	(40,097)
Total sustaining capital expenditures	**1,677**	2,000

The majority of the non-sustaining capital expenditures during Q4 2018 related development, permitting and bulk sampling activities for Esaase.

Years ended December 31, 2018 and 2017

	2018 $	Year ended December 31, 2017 $
Capital expenditures of the AGM	**85,685**	123,815
Less: non-sustaining capital expenditures and capitalized stripping costs of the AGM	**(81,793)**	(115,368)
Total sustaining capital expenditures	**3,892**	8,447

The majority of the non-sustaining capital expenditures during the year ended December 31, 2018 related to metallurgical upgrades to the processing plant (including the addition of the secondary crusher and SAG mill motor upgrades), and development, permitting and bulk sampling activities for Esaase.

8.3 Adjusted Net Income (Loss)

The Company has included the non-GAAP performance measures of adjusted net income (loss) and adjusted net income (loss) per share throughout this MD&A. Neither adjusted net income nor adjusted net income per share have any standardized meaning and are therefore unlikely to be comparable to other measures presented by other issuers. Adjusted net income excludes certain non-cash items from net income or net loss to provide a measure which helps the Company and investors to evaluate the results of the underlying core operations of the Company and its ability to generate cash flows. The Company believes that the presentation of adjusted net income is appropriate to provide additional information to investors regarding items that we do not expect to continue at the same level in the future or that management does not believe to reflect the Company's ongoing operating performance. The Company further believes that its presentation of this non-GAAP financial measure provides information that is useful to investors because it is an important indicator of the strength of our operations and the performance of our core business. Accordingly, it is intended to provide additional information and should not be considered in isolation or as a substitute for measures of performance prepared in accordance with GAAP. The following table provides a reconciliation of adjusted net income (loss) to net income (loss) (the nearest GAAP measure) per the consolidated financial statements for the years ended December 31, 2018 and 2017. All adjustments are shown net of estimated tax.

	Three months ended December 31,		Years ended December 31,	
(in thousands of US dollars, except per share amounts)	2018 $	2017 $	2018 $	2017 $
Net income (loss) for the period attributable to common shareholders	**(867)**	(6,691)	**(141,372)**	5,776
Loss (recovery) due to loss of control of the AGM	**-**	-	**143,261**	-
Adjusted net income (loss) for the period attributable to common shareholders	**(867)**	(6,691)	**1,889**	5,776
Basic weighted average number of common share outstanding	**225,804,614**	203,449,957	**220,108,770**	203,333,111
Diluted weighted average number of common share outstanding	**225,804,614**	203,449,957	**220,108,770**	204,394,452
Adjusted net income per share attributable to common shareholders - basic and diluted	**($0.00)**	($0.03)	**$ 0.01**	$ 0.03

8.4 EBITDA and Adjusted EBITDA

EBITDA provides an indication of the Company's continuing capacity to generate income from operations before considering the Company's financing decisions and costs of amortizing capital assets. Accordingly, EBITDA comprises net income (loss) excluding interest expense, interest income, amortization and depletion, and income taxes. Adjusted EBITDA adjusts EBITDA to exclude non-recurring items and included the calculated Adjusted EBITDA of the JV. Other companies may calculate EBITDA and Adjusted EBITDA differently. The JV does not calculate this information for use by all JV partners, rather it is calculated by the Company solely for the Company's disclosure purposes.

The following table provides a reconciliation of EBITDA and Adjusted EBITDA attributable to the Company based on its economic interest in the JV to net income (loss) (the nearest GAAP measure) of the Company and the JV, respectively, per the consolidated financial statements for the three months and years ended December 31, 2018 and 2017. All adjustments are shown net of estimated income tax.

Three months and years ended December 31, 2018 and 2017

(in thousands of US dollars)	Three months ended December 31, 2018 $	2017 $	Years ended December 31, 2018 $	2017 $
Net income (loss) for the period	**(867)**	(7,508)	**(141,213)**	6,313
Add back:				
Depreciation and depletion	**13**	15,201	**41,991**	64,208
Finance income	**(2,530)**	(50)	**(5,555)**	(609)
Finance expense	**4**	4,038	**10,737**	17,810
Current income tax expense	**(8)**	1,301	**1,079**	1,301
Deferred income tax expense	**-**	13,727	**11,430**	22,774
EBITDA	**(3,388)**	**26,709**	**(81,531)**	**111,797**
Add back:				
Non-cash share based compensation	**338**	297	**1,645**	2,720
Loss (recovery) due to loss of control of the AGM	**-**	-	**143,261**	-
Share of net loss related to JV - for the periods ended December 31, 2018	**1,306**	n/a	**1,050**	n/a
Asanko's attributable interest in JV EBITDA - for the periods ended December 31, 2018	**7,849**	n/a	**14,548**	n/a
Adjusted EBITDA	**6,105**	**27,006**	**78,973**	**114,517**

The following table reconciles the JV's EBITDA for the three and five months and year ended December 31, 2018 to the results of the JV as disclosed in note 22 to the Company's consolidated financial statements for the years ended December 31, 2018 and 2017:

(in thousands of US dollars)	Three months ended December 31, 2018 $	Five months ended December 31, 2018 $	Year ended December 31, 2018
JV net loss for the periods ended December 31, 2018	**(3,099)**	**(2,531)**	**(124,876)**
Add back for the periods ended December 31, 2018:			
JV Depreciation and depletion	**20,845**	**34,329**	**76,273**
JV Finance income	**(76)**	**(154)**	**(252)**
JV Finance expense	**232**	**685**	**11,088**
JV Current income tax expense	**-**	**-**	**19**
JV Deferred income tax expense (recovery)	**(460)**	**-**	**11,430**
JV EBITDA - for the periods ended December 31, 2018	**17,442**	**32,329**	**(26,318)**
Asanko's attributable interest in JV EBITDA - for the periods ended December 31, 2018	**7,849**	**14,548**	**(11,843)**

While the above figure reflects an estimate of the Company's "attributable interest" in EBITDA generated from the AGM, these funds are not within the Company's exclusive control as the disposition of cash from the JV is governed by the JVA. The JVA provides that "Distributable Cash" will be calculated and distributed quarterly if available. "Distributable Cash" means an amount to be calculated at each calendar quarter-end, as being the lesser of (i) cash and cash equivalents which are projected at that time to be surplus to all the JV companies taken together, after providing for all amounts anticipated to be required to be paid during a period of least the ensuing two calendar quarters in order to pay the net obligations (net of anticipated revenues during such two subsequent quarters) which will arise out of the operations contemplated by the current approved program and budget while also providing for retention of a reasonable amount of cash and cash equivalents for working capital, contingencies and reserves, all of which factors shall be considered by the management committee); and (ii) the maximum amount permissible for distributions to shareholders of a particular JV company at that time in accordance with applicable law and the terms of any third party loan or other agreement in effect which limits distributions from the JV companies. Distributable cash is to be paid out by the JV in certain priority generally to interest and principal of loans, redemption of the preferred shares issued by JV Finco (of which shares each partner will hold $185 Million by end of 2019 latest) and finally as dividends on common shares of the JV companies (which the JV partners own 45:45 with the Government of Ghana holding 10%).

9. Summary of outstanding share data

As of the date of this MD&A, there were 225,804,614 common shares of the Company issued and outstanding and 13,337,427 share purchase options outstanding (with exercise prices ranging between C$0.89 and C$4.77 per share). The fully diluted outstanding share count at the date of this MD&A is 239,142,041.

During 2015, the Company issued 4,000,000 share purchase warrants to Red Kite in connection with the Company's former loan facility. These warrants expired unexercised on December 21, 2018.

10. Related party transactions

As at December 31, 2018, the Company's related parties are its subsidiaries, joint venture partners, and key management personnel. During normal course of operations, the Company enters into transactions with its related parties. During the three months and year ended December 31, 2018, all related party transactions were in the normal course of business including compensation payments to key management personnel.

As at December 31, 2018, the Company had a $2.3 million receivable owing from the JV in relation to the Company's service fee earned for being the operator of the JV.

11. Critical accounting policies and estimates

11.1 Estimates and judgements

The preparation of financial statements in conformity with IFRS requires management to make estimates and assumptions that affect amounts reported in the financial statements and accompanying notes. Management believes the estimates and assumptions used in the audited annual consolidated financial statements are reasonable; however, actual results could differ from those estimates and could impact future results of operations and cash flows. The Company's significant accounting judgments and estimates were presented in Note 5 of the audited annual consolidated financial statements for the years ended December 31, 2018 and 2017.

11.2 Changes in Accounting Policies including Initial Adoption

(a) Accounting standards adopted January 1, 2018

The Company adopted the following new IFRS standards effective January 1, 2018. The nature and impact of each new standard on the Company's current period financial statements, and prior period comparatives, if any, are outlined below. Adoption of these standards were made in accordance with the applicable transitional provisions.

Revenue recognition

In May 2014, the IASB issued IFRS 15 – Revenue from Contracts with Customers ("IFRS 15") which supersedes IAS 11 – Construction Contracts; IAS 18 – Revenue; IFRIC 13 – Customer Loyalty Programmes; IFRIC 15 – Agreements for the Construction of Real Estate; IFRIC 18 – Transfers of Assets from Customers; and SIC 31 – Revenue – Barter Transactions involving Advertising Services. IFRS 15 establishes a single five-step model framework for determining the nature, amount, timing and uncertainty of revenue and cash flows arising from a contract with a customer.

The adoption of IFRS 15, applied retrospectively, did not have a significant impact on the recognition, measurement or disclosure of the Company's revenue from its customer.

Financial instruments

In July 2014, the IASB issued the final version of IFRS 9 – Financial Instruments ("IFRS 9") to replace IAS 39 – Financial Instruments: Recognition and Measurement ("IAS 39"). IFRS 9 provides a revised model for recognition and measurement of financial instruments and a single, forward-looking 'expected loss' impairment model. IFRS 9 also includes a substantially reformed approach to hedge accounting. The standard is effective for annual periods beginning on or after January 1, 2018, with early adoption permitted.

In March 2017, the IASB provided an update, clarifying how IFRS 9 is to be applied to modifications of financial liabilities. During the second quarter of 2016, the Company had amended its a Definitive Senior Facilities Agreement ("DSFA") with a special purpose vehicle of RK Mine Finance Trust I ("Red Kite"). The amendment resulted in a deferral of the repayment of principal for a two-year period, with principal repayments having been agreed to commence on July 1, 2018. Under IAS 39, the amendment was considered to represent a modification of the previous DSFA. A deferral fee of $3.3 million was paid, deferred to the loan balance, and amortized along with previously deferred debt financing costs over the remaining life of the DSFA based on a revised effective interest rate of 10.9% .

Under the provisions of IFRS 9, the modification of the DFSA in Q2 2016 required the Company to retrospectively recalculate the amortized cost of the modified contractual cash flows with the resulting gain or loss recognized in the consolidated statement of operations and comprehensive income as of Q2 2016. The gain or loss is calculated as the difference between the original contractual cash flows and the modified contractual cash flows discounted at the effective interest rate of the original financial liability as a result of the application of IFRS 9. The Company recognized a $3.2 million gain on modification of the DFSA as of Q2 2016.

The adoption of IFRS 9, applied retrospectively, had the following effect on the Statement of Financial Position as at January 1, 2017 and December 31, 2017 and on the Statement of Operations and Comprehensive Income (Loss) for the year ended December 31, 2017.

As at January 1, 2017

	As reported at December 31, 2016	Effect of adoption of IFRS 9	As at January 1, 2017
Statement of Financial Position			
Non-current portion of long-term debt	$ 154,503	$ (2,971)	$ 151,532
Accumulated deficit	(186,444)	2,768	(183,676)
Non-controlling interest	-	203	203

As at and for the year ended December 31, 2017

	As reported at December 31, 2017	Effect of adoption of IFRS 9	As at December 31, 2017
Statement of Financial Position			
Non-current portion of long-term debt	$ 121,877	$ (2,637)	$ 119,240
Deficit	(180,367)	2,467	(177,900)
Non-controlling interest	570	170	740
Statement of Operations and Comprehensive Income (Loss)			
Finance expense	$ 17,476	$ 334	$ 17,810
Net income attributable to:			
Common shareholders of the Company	6,077	(301)	5,776
Non-controlling interest	570	(33)	537

Share-based payments

Amendments to IFRS 2 – Share-based Payments ("IFRS 2") clarified guidance on how to measure the fair value of the liability incurred in a cash- settled share-based payment. Previously, IFRS 2 did not include guidance on this subject matter and, therefore, diversity in practice existed between measuring the liability using the same approach as for equity-settled awards and using full fair value.

The amendments clarify that a cash-settled share-based payment is measured using the same approach as for equity-settled share-based payments (i.e. the modified grant date method). Therefore, in measuring the liability market and non- vesting conditions are taken into account in measuring its fair value, and the number of awards to receive cash is adjusted to reflect the best estimate of those expected to vest as a result of satisfying service and any non-market performance conditions. The new requirements do not change the cumulative amount of expense that is ultimately recognized because the total consideration for a cash-settled share- based payment is still equal to the cash paid on settlement.

These amendments were effective January 1, 2018, but had no impact on the Company's historic consolidated financial statements as the Company granted cash-settled share-based payments for the first time on February 6, 2018.

(b) Accounting standards applied commencing July 31, 2018

Investments in joint arrangements

The Company conducts a portion of its business through joint arrangements where the parties are bound by contractual arrangements establishing joint control and decisions about the activities that significantly affect the returns of the investee require unanimous consent. A joint arrangement is classified as either a joint operation or a joint venture, subject to the terms that govern each investor's rights and obligations in the arrangement.

In a joint operation, the investor has rights and obligations to the separate assets and liabilities of the investee and in a joint venture, the investors have rights to the net assets of the joint arrangement. For a joint operation, the Company recognizes its share of the assets, liabilities, revenue, and expenses of the joint arrangement, while for a joint venture, the Company accounts for its investment in the joint arrangement using the equity method.

Under the equity method, the Company's investment in a joint venture is initially recognized at cost and subsequently increased or decreased to recognize the Company's share of net earnings or losses of the joint venture, after any adjustments necessary for impairment losses after the initial recognition date. The total carrying amount of the Company's investment in a joint venture also includes any long-term debt interests which in substance form part of the Company's net investment. The Company's share of a joint venture losses that are in excess of its investment are recognized only to the extent that the Company has incurred legal or constructive obligations or made payments on behalf of the joint venture. The Company's share of net earnings or losses of a joint venture are recognized in net earnings during the period. Dividends and repayment of capital received from a joint venture are accounted for as a reduction in the carrying amount of the Company's investment. Intercompany balances between the Company and its joint ventures are not eliminated.

At the end of each reporting period, the Company assesses whether there is any objective evidence that an investment in a joint venture is impaired. Objective evidence includes observable data indicating there is a measurable decrease in the estimated future cash flows of the joint venture's operations. When there is objective evidence that an investment is impaired, the carrying amount of such investment is compared to its recoverable amount, being the higher of its fair value less costs of disposal and value-in-use. If the recoverable amount of an investment is less than its carrying amount, the carrying amount is reduced to its recoverable amount and a corresponding impairment loss is recognized in the period in which the relevant circumstances are identified. When an impairment loss reverses in a subsequent period, the carrying amount of the investment is increased to the revised estimate of the recoverable amount to the extent that the increased carrying amount does not exceed the carrying amount that would have been determined had an impairment loss not been previously recognized. A reversal of an impairment loss is recognized in net earnings in the period in which the reversal occurs.

Similar to the assessment of impairment for subsidiaries, the Company reviews the mining properties and plant and equipment for a joint operation at the cash-generating unit level to determine whether there is any indication that these assets are impaired.

(c) Accounting standards and amendments issued but not yet adopted

The following standards and interpretations have been issued but are not yet effective as of December 31, 2018.

Leases

In January 2016, the IASB issued IFRS 16 – Leases ("IFRS 16") which replaces IAS 17 – Leases ("IAS 17") and its associated interpretative guidance. IFRS 16 applies a control model to the identification of leases, distinguishing between a lease and a service contract on the basis of whether the customer controls the asset being leased. For those assets determined to meet the definition of a lease, IFRS 16 introduces significant changes to the accounting by lessees, introducing a single, on-balance sheet accounting model that is similar to current finance lease accounting, with limited exceptions for short-term leases or leases of low value assets. Lessor accounting remains similar to current accounting practice. The standard is effective for annual periods beginning on or after January 1, 2019, with early application permitted for entities that apply IFRS 15.

The Company has not identified any material leases or other contracts containing a lease which will be recognized on balance sheet as of January 1, 2019.

The adoption of IFRS 16 will however impact the Company's equity pick-up from the JV. The AGM will recognize new right-of-use assets and lease liabilities at January 1, 2019 relating to the AGM's mining contractor agreements. Previously, the AGM recognized monthly fixed payments for equipment to mining contractors as production costs. Under IFRS 16, these fixed monthly payments will be capitalized as a lease and, therefore, the nature of expenses related to these mining contractor agreements will change as certain fixed monthly payments will no longer be presented as production costs, rather the AGM will recognize a depreciation charge for the right-of-use assets and interest expense on the lease liabilities.

Based on the information currently available, the Company estimates that the AGM will recognize right-of-use assets and lease liabilities of $30.8 million as at January 1, 2019. However, the net impact on the profit and loss of the JV is not expected to be significantly different from accounting for these contracts under IAS 17 and, as a result, the adoption of IFRS 16 is not expected to have a significant impact on the financial statements of Asanko as the Company will be equity accounting for its interest in the AGM as at January 1, 2019. The impact of the adoption of IFRS16 is therefore expected to be limited to the Company's disclosures of total assets and liabilities of the JV.

12. Risks and uncertainties

12.1 Financial instruments & risk

The Company's business, operations and future prospects are subject to significant risks. For details of these risks, refer to the risk factors set forth in the Company's most recently filed Annual Information Form, which can be found under the Company's corporate profile on SEDAR at www.sedar.com, and the Company's most recently filed Form 40-F Annual Report, which can be found on EDGAR at www.sec.gov.

Since the conclusion of the JV Transaction on July 31, 2018, the Company's interests in the AGM are held through a joint venture arrangement with Gold Fields, which involves certain risks. The existence or occurrence of one or more of the following circumstances and events could have a material adverse impact on the Company's profitability or the viability of the Company's interest in the AGM, which could have a material adverse impact on the Company's future cash flows, earnings, results of operations and financial condition:

- disagreements with partners on how to develop and operate the AGM efficiently;
- inability to exert influence over certain strategic decisions made in respect of the AGM;
- inability of the Company to meets its own obligations under the JVA and potential resulting dilution to its interest in the JV and its

economic interest in the AGM;
- inability of partners to meet their obligations to the joint venture, joint operation or third parties; and
- litigation between partners regarding joint venture or joint operation matters.

Other than as noted above, management is not aware of any significant changes to the risks identified in the Annual Information Form for the year ended December 31, 2017 nor has the Company's mitigation of those risks changed significantly during the year ended December 31, 2018. These risks could materially affect the Company's business, operations, prospects and share price and could cause actual events to differ materially from those described in forward-looking statements relating to the Company. Additional risks and uncertainties not presently known to the Company or that the Company currently considers immaterial may also impair the business, operations, prospects and share price of the Company. If any of the risks actually occur, the business of the Company may be harmed and its financial condition and results of operations may suffer significantly.

13. Internal control

13.1 Disclosure Controls and Procedures

Evaluation of Disclosure Controls and Procedures are designed to provide reasonable assurance that all relevant information is gathered and reported to senior management, including the Company's Chief Executive Officer and Chief Financial Officer, on a timely basis so that appropriate decisions can be made regarding public disclosure. Internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with IFRS. Management of the Company, with the participation of the Chief Executive Officer and the Chief Financial Officer, have evaluated the design and operating effectiveness of the Company's disclosure controls and procedures and the design as required by Canadian and United States securities legislation, and have concluded that, as of December 31, 2018, such disclosure controls and procedures were effective.

13.2 Internal Controls Over Financial Reporting

The Company's management, with the participation of its President and Chief Executive Officer and Chief Financial Officer, is responsible for establishing and maintaining adequate internal control over financial reporting. Under the supervision of the President and Chief Executive Officer and Chief Financial Officer, the Company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with IFRS. The Company's internal control over financial reporting includes policies and procedures that:

- pertain to the maintenance of records that accurately and fairly reflect, in reasonable detail, the transactions and dispositions of assets of the Company;
- provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with IFRS and that the Company's receipts and expenditures are made only in accordance with authorizations of management and the Company's Directors; and
- provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the Company's consolidated financial statements.

The Company's management, with the participation of its President and Chief Executive Officer and its Chief Financial Officer, assessed the effectiveness of the Company's internal control over financial reporting. In making this assessment, management used the criteria set forth in Internal Control - Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013). Based on this assessment, management and the President and Chief Executive Officer and Chief Financial Officer have concluded that, as of December 31, 2018, the Company's internal control over financial reporting was effective.

There has been no change in the Company's internal control over financial reporting during the three months ended December 31, 2018 that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

13.3 Limitations of controls and procedures

The Company's management, including the President and Chief Executive Officer and Chief Financial Officer, believes that any disclosure controls and procedures or internal control over financial reporting, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Further, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Because of the inherent limitations in all control systems, they cannot provide absolute assurance that all control issues and instances of fraud, if any, within the Company have been prevented or detected. These inherent limitations include the realities that judgments in decision-making can be faulty, and that breakdowns can occur because of simple error or mistake. Additionally, controls can be circumvented by the individual acts of some persons, by collusion of two or more people, or by unauthorized override of the control. The design of any control system also is based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions. Accordingly, because of the inherent limitations in a cost -effective control system, misstatements due to error or fraud may occur and not be detected.

14. Qualified person

Frederik Fourie, Asanko Senior Mining Engineer (Pr.Eng.) is the Asanko Qualified Person, as defined by Canadian National Instrument 43-101 (Standards of Mineral Disclosure), who has approved the preparation of the technical contents of this MD&A.

15. Cautionary statements

15.1 Cautionary statement on forward-looking information

This MD&A may contain "forward- looking statements" which reflect the Company's current expectations regarding the future results of operations, performance and achievements of the Company, including but not limited to statements with respect to the Company's plans or future financial or operating performance, the estimation of mineral reserves and resources, conclusions of economic assessments of projects, the timing and amount of estimated future production, costs of future production, future capital expenditures, costs and timing of the development of deposits, success of exploration activities, permitting time lines, requirements for additional capital, sources and timing of additional financing, realization of unused tax benefits and future outcome of legal and tax matters.

The Company has tried, wherever possible, to identify these forward-looking statements by, among other things, using words such as "anticipate," "believe," "estimate," "expect", "budget", or variations of such words and phrases or state that certain actions, events or results "may", "could", "would", "might" or "will be taken", "occur" or "be achieved". The statements reflect the current beliefs of the management of the Company and are based on currently available information. Accordingly, these statements are subject to known and unknown risks, uncertainties and other factors, which could cause the actual results, performance, or achievements of the Company to differ materially from those expressed in, or implied by, these statements. These uncertainties are factors that include but are not limited to risks related to international operations; risks related to general economic conditions and credit availability; uncertainty related to the resolution of legal disputes and lawsuits; actual results of the AGM; potential disagreements under our JVA with Gold Fields; our ability to obtain additional debt or equity financing when required; actual results of current exploration activities; unanticipated reclamation expenses; fluctuations in prices of gold; fluctuations in foreign currency exchange rates; increases in market prices of mining consumables; possible variations in mineral resources, grade or recovery rates; accidents, labour disputes, title disputes, claims and limitations on insurance coverage and other risks of the mining industry; delays in obtaining governmental approvals or financing or in the completion of development or construction activities; changes in national and local government regulation of mining operations, mineral tenure rules, tax rules and regulations; and political and economic developments in countries in which the Company operates, as well as those factors discussed in the Company's most recent AIF and 40-F filings, available under the Company's profile on SEDAR at www.sedar.com and EDGAR at www.sec.gov.

The Company's management reviews periodically information reflected in forward-looking statements. The Company has and continues to disclose in its Management's Discussion and Analysis and other publicly filed documents, changes to material factors or assumptions underlying the forward-looking statements and to the validity of the statements themselves, in the period the changes occur.

Historical results of operations and trends that may be inferred from the following discussions and analysis may not necessarily indicate future results from operations. Historically, the Company's operations have been primarily funded from debt and share issuances, as well as the exercise of share-based options. The Company has had and may have future capital requirements in excess of its currently available resources. In the event the Company's plans change, its assumptions change or prove inaccurate, or its capital resources in addition to projected cash flow, if any, prove to be insufficient to fund its future operations, the Company may be required to seek additional financing.

Although the Company has to-date been able to raise capital, there can be no assurance that the Company will have sufficient financing to meet its future capital requirements or that additional financing will be available on terms acceptable to the Company in the future.

Readers are cautioned that there can be no certainty that Expansion Projects (Project 5 Million and Project 10 Million) of the AGM will be built and currently the Company has not yet decided to implement the plans outlined in the 12/17 DFS, which is available under the Company's profile on SEDAR at www.sedar.com.

15.2 Cautionary note for United States investors

As a British Columbia corporation and a "reporting issuer" under Canadian securities laws, the Company is required to provide disclosure regarding its mineral properties, including the AGM, in accordance with Canadian National Instrument 43-101 Standards of Disclosure for Mineral Projects ("NI 43-101"). NI 43-101 is a rule developed by the Canadian Securities Administrators that establishes standards for all public disclosure an issuer makes of scientific and technical information concerning mineral projects. In accordance with NI 43-101, the Company uses the terms mineral reserves and resources as they are defined in accordance with the CIM Definition Standards on mineral reserves and resources (the "CIM Definition Standards") adopted by the Canadian Institute of Mining, Metallurgy and Petroleum (the "CIM Council").

The SEC has adopted amendments to its disclosure rules to modernize the mineral property disclosure requirements for issuers whose securities are registered with the United States Securities and Exchange Commission (the "SEC") under the U.S. Exchange Act. These amendments will be effective February 25, 2019 (the "SEC Modernization Rules"). The SEC Modernization Rules will replace the historical property disclosure requirements for mining registrants that were included in SEC Industry Guide 7 ("Guide 7"), which will be rescinded. The Company is not required to provide disclosure on its mineral properties, including the AGM, under the SEC Modernization Rules as the Company is presently a "foreign issuer" under the U.S. Exchange Act and entitled to file continuous disclosure reports with the SEC under the MJDS Disclosure System between Canada and the United States.

The SEC Modernization Rules include the adoption of terms describing mineral reserves and mineral resources that are "substantially similar" to the corresponding terms under the CIM Definition Standards. As a result of the adoption of the SEC Modernization Rules, SEC will now recognize estimates of "measured mineral resources", "indicated mineral resources" and "inferred mineral resources". In addition, the SEC has amended its definitions of "proven mineral reserves" and "probably mineral reserves" to be "substantially similar" to the corresponding CIM Definitions.

United States investors are cautioned that while the above terms are "substantially similar" to CIM Definitions, there are differences in the definitions under the SEC Modernization Rules and the CIM Definition Standards. Accordingly, there is no assurance any mineral reserves or mineral resources that the Company may report as "proven reserves", "probable reserves", "measured mineral resources", "indicated mineral resources" and "inferred mineral resources" under NI 43-101 would be the same had the Company prepared the reserve or resource estimates under the standards adopted under the SEC Modernization Rules.

United States investors are also cautioned that while the SEC will now recognize "measured mineral resources", "indicated mineral resources" and "inferred mineral resources", investors should not to assume that any part or all of the mineralization in these categories will ever be converted into a higher category of mineral resources or into mineral reserves. Mineralization described using these terms has a greater amount of uncertainty as to their existence and feasibility than mineralization that has been characterized as reserves. Accordingly, investors are cautioned not to assume that any "measured mineral resources", "indicated mineral resources", or "inferred mineral resources" that the Company reports are or will be economically or legally mineable. Further, "inferred resources" have a greater amount of uncertainty as to their existence and as to whether they can be mined legally or economically. Therefore, United States investors are also cautioned not to assume that all or any part of the inferred resources exist. In accordance with Canadian rules, estimates of "inferred mineral resources" cannot form the basis of feasibility or other economic studies, except in limited circumstances where permitted under NI 43-101.

United States investors are also cautioned that disclosure of exploration potential is conceptual in nature by definition and there is no assurance that exploration of the mineral potential identified will result in any category of NI 43-101 mineral resources being identified.

Exhibit 99.8

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference of our reports, each dated February 12, 2019, with respect to the consolidated financial statements of Asanko Gold Inc. (the "**Company**") for the years ended December 31, 2018 and 2017 and the effectiveness of internal control over financial reporting as of December 31, 2018 in the Company's registration statement on Form F-10 (File no. 333-222363), which reports have been included in Exhibit 99.6 to the Company's annual report on Form 40-F dated March 27, 2019 furnished to the United States Securities and Exchange Commission. Our report on the consolidated financial statements refers to changes to accounting policies for revenue recognition and financial instruments in 2018 due to the adoption of IFRS 15 – *Revenue from Contracts with Customers* and IFRS 9 – *Financial Instruments*.

/s/ KPMG LLP

Chartered Professional Accountants

March 28, 2019
Vancouver, Canada

Exhibit 99.9

CONSENT OF CHARLES JOHANNES MULLER

To: United States Securities and Exchange Commission

Re: Asanko Gold Inc. (the "Company")
Annual Report on Form 40-F
Consent of Expert

This consent is provided in connection with the Company's annual report on Form 40-F for the year ended December 31, 2018 to be filed by the Company with the United States Securities and Exchange Commission (the "**SEC**") and any amendments thereto (the "**Annual Report**"). The Annual Report incorporates by reference, among other things, the Company's Annual Information Form for the year ended December 31, 2018 (the "**AIF**"), and the Company's Management Discussion and Analysis for the years ended December 31, 2018 and 2017 (the " **MD&A**").

I hereby consent to the use of my name in connection with reference to my involvement in the preparation of the following technical report (the "**Technical Report**"):

- "Asanko Gold Definitive Feasibility Study, National Instrument 43-101 Technical Report" dated effective June 5, 2017 as amended and restated December 20, 2017,

and to references to the Technical Report, or portions thereof, in the Annual Report, the AIF, the MD&A and the Company's registration statement on Form F-10, as amended (SEC File No. 333-222363) (the "**Registration Statement**") and to the inclusion and incorporation by reference of the information derived from the Technical Report in the Annual Report, the AIF, the MD&A and the Registration Statement.

Dated the 28th day of March, 2019.

Sincerely,

/s/ Charles Johannes Muller

Charles Johannes Muller, B.Sc (Geology),
B.Sc Hons (Geology), Pr. Sci. Nat

Exhibit 99.10

CONSENT OF GLENN BEZUIDENHOUT

To: United States Securities and Exchange Commission

Re: Asanko Gold Inc. (the "Company")
Annual Report on Form 40-F
Consent of Expert

This consent is provided in connection with the Company's annual report on Form 40-F for the year ended December 31, 2018 to be filed by the Company with the United States Securities and Exchange Commission (the "**SEC**") and any amendments thereto (the "**Annual Report**"). The Annual Report incorporates by reference, among other things, the Company's Annual Information Form for the year ended December 31, 2018 (the "**AIF**"), and the Company's Management Discussion and Analysis for the years ended December 31, 2018 and 2017 (the " **MD&A**").

I hereby consent to the use of my name in connection with reference to my involvement in the preparation of the following technical report (the "**Technical Report**"):

- "*Asanko Gold Definitive Feasibility Study, National Instrument 43-101 Technical Report* " dated effective June 5, 2017 as amended and restated December 20, 2017,

and to references to the Technical Report, or portions thereof, in the Annual Report, the AIF, the MD&A and the Company's registration statement on Form F-10, as amended (SEC File No. 333-222363) (the "**Registration Statement**") and to the inclusion and incorporation by reference of the information derived from the Technical Report in the Annual Report, the AIF, the MD&A and the Registration Statement.

Dated the 28th day of March, 2019.

Sincerely,

/s/ Glenn Bezuidenhout

Glenn Bezuidenhout,
National Diploma (Extractive Metallurgy),
FSIAMM

Exhibit 99.11

CONSENT OF OBIRI-YEBOAH

To: United States Securities and Exchange Commission

Re: Asanko Gold Inc. (the "Company")
Annual Report on Form 40-F
Consent of Expert

This consent is provided in connection with the Company's annual report on Form 40-F for the year ended December 31, 2018 to be filed by the Company with the United States Securities and Exchange Commission (the "**SEC**") and any amendments thereto (the "**Annual Report**"). The Annual Report incorporates by reference, among other things, the Company's Annual Information Form for the year ended December 31, 2018 (the "**AIF**"), and the Company's Management Discussion and Analysis for the years ended December 31, 2018 and 2017 (the " **MD&A**").

I hereby consent to the use of my name in connection with reference to my involvement in the preparation of the following technical report (the "**Technical Report**"):

- "*Asanko Gold Definitive Feasibility Study, National Instrument 43-101 Technical Report* " dated effective June 5, 2017 as amended and restated December 20, 2017,

and to references to the Technical Report, or portions thereof, in the Annual Report, the AIF, the MD&A and the Company's registration statement on Form F-10, as amended (SEC File No. 333-222363) (the "**Registration Statement**") and to the inclusion and incorporation by reference of the information derived from the Technical Report in the Annual Report, the AIF, the MD&A and the Registration Statement.

Dated the 28th day of March, 2019.

Sincerely,

/s/ Thomas Kwabena Obiri-Yeboah

Thomas Kwabena Obiri-Yeboah,
B.Sc Eng (Mining), PrEng

Exhibit 99.12

CONSENT OF DOUG HEHER

To: United States Securities and Exchange Commission

Re: Asanko Gold Inc. (the "Company")
Annual Report on Form 40-F
Consent of Expert

This consent is provided in connection with the Company's annual report on Form 40-F for the year ended December 31, 2018 to be filed by the Company with the United States Securities and Exchange Commission (the "**SEC**") and any amendments thereto (the "**Annual Report**"). The Annual Report incorporates by reference, among other things, the Company's Annual Information Form for the year ended December 31, 2018 (the "**AIF**"), and the Company's Management Discussion and Analysis for the years ended December 31, 2018 and 2017 (the " **MD&A**").

I hereby consent to the use of my name in connection with reference to my involvement in the preparation of the following technical report (the "**Technical Report**"):

- "*Asanko Gold Definitive Feasibility Study, National Instrument 43-101 Technical Report* " dated effective June 5, 2017 as amended and restated December 20, 2017,

and to references to the Technical Report, or portions thereof, in the Annual Report, the AIF, the MD&A and the Company's registration statement on Form F-10, as amended (SEC File No. 333-222363) (the "**Registration Statement**") and to the inclusion and incorporation by reference of the information derived from the Technical Report in the Annual Report, the AIF, the MD&A and the Registration Statement.

Dated the 28th day of March, 2019.

Sincerely,

/s/ Doug Heher

Doug Heher, B.Sc Eng (Mechanical), PrEng

Exhibit 99.13

CONSENT OF GODKNOWS NJOWA

To: United States Securities and Exchange Commission

Re: Asanko Gold Inc. (the "Company")
Annual Report on Form 40-F
Consent of Expert

This consent is provided in connection with the Company's annual report on Form 40-F for the year ended December 31, 2018 to be filed by the Company with the United States Securities and Exchange Commission (the "**SEC**") and any amendments thereto (the "**Annual Report**"). The Annual Report incorporates by reference, among other things, the Company's Annual Information Form for the year ended December 31, 2018 (the "**AIF**"), and the Company's Management Discussion and Analysis for the years ended December 31, 2018 and 2017 (the " **MD&A**").

I hereby consent to the use of my name in connection with reference to my involvement in the preparation of the following technical report (the "**Technical Report**"):

- "*Asanko Gold Definitive Feasibility Study, National Instrument 43-101 Technical Report* " dated effective June 5, 2017 as amended and restated December 20, 2017,

and to references to the Technical Report, or portions thereof, in the Annual Report, the AIF, the MD&A and the Company's registration statement on Form F-10, as amended (SEC File No. 333-222363) (the "**Registration Statement**") and to the inclusion and incorporation by reference of the information derived from the Technical Report in the Annual Report, the AIF, the MD&A and the Registration Statement.

Dated the 28th day of March, 2019.

Sincerely,

/s/ Godknows Njowa

Dr Godknows Njowa, M.Sc Eng (Mining), PrEng

Exhibit 99.14

CONSENT OF DAVID J.T. MORGAN

To: United States Securities and Exchange Commission

Re: Asanko Gold Inc. (the "Company")
Annual Report on Form 40-F
Consent of Expert

This consent is provided in connection with the Company's annual report on Form 40-F for the year ended December 31, 2018 to be filed by the Company with the United States Securities and Exchange Commission (the "**SEC**") and any amendments thereto (the "**Annual Report**"). The Annual Report incorporates by reference, among other things, the Company's Annual Information Form for the year ended December 31, 2018 (the "**AIF**"), and the Company's Management Discussion and Analysis for the years ended December 31, 2018 and 2017 (the " **MD&A**").

I hereby consent to the use of my name in connection with reference to my involvement in the preparation of the following technical report (the "**Technical Report**"):

- "Asanko Gold Definitive Feasibility Study, National Instrument 43-101 Technical Report" dated effective June 5, 2017 as amended and restated December 20, 2017,

and to references to the Technical Report, or portions thereof, in the Annual Report, the AIF, the MD&A and the Company's registration statement on Form F-10, as amended (SEC File No. 333-222363) (the "**Registration Statement**") and to the inclusion and incorporation by reference of the information derived from the Technical Report in the Annual Report, the AIF, the MD&A and the Registration Statement.

Dated the 28th day of March, 2019.

Sincerely,

/s/ David J T Morgan

David J T Morgan, M.Sc Eng (Civil), CPEng

Exhibit 99.15

CONSENT OF MALCOLM TITLEY

To: United States Securities and Exchange Commission

Re: Asanko Gold Inc. (the "Company")
Annual Report on Form 40-F
Consent of Expert

This consent is provided in connection with the Company's annual report on Form 40-F for the year ended December 31, 2018 to be filed by the Company with the United States Securities and Exchange Commission (the "**SEC**") and any amendments thereto (the "**Annual Report**"). The Annual Report incorporates by reference, among other things, the Company's Annual Information Form for the year ended December 31, 2018 (the "**AIF**"), and the Company's Management Discussion and Analysis for the years ended December 31, 2018 and 2017 (the " **MD&A**").

I hereby consent to the use of my name in connection with reference to my involvement in the preparation of the following technical report (the "**Technical Report**"):

- "Asanko Gold Definitive Feasibility Study, National Instrument 43-101 Technical Report" dated effective June 5, 2017 as amended and restated December 20, 2017,

and to references to the Technical Report, or portions thereof, in the Annual Report, the AIF, the MD&A and the Company's registration statement on Form F-10, as amended (SEC File No. 333-222363) (the "**Registration Statement**") and to the inclusion and incorporation by reference of the information derived from the Technical Report in the Annual Report, the AIF, the MD&A and the Registration Statement.

Dated the 28th day of March, 2019.

Sincerely,

/s/ Malcolm Titley

Malcolm Titley,
BSc (Geology and Chemistry),
MAIG; MAusIMM

Exhibit 99.16

CONSENT OF PHIL BENTLEY

To: United States Securities and Exchange Commission

Re: Asanko Gold Inc. (the "Company")
Annual Report on Form 40-F
Consent of Expert

This consent is provided in connection with the Company's annual report on Form 40-F for the year ended December 31, 2018 to be filed by the Company with the United States Securities and Exchange Commission (the "**SEC**") and any amendments thereto (the "**Annual Report**"). The Annual Report incorporates by reference, among other things, the Company's Annual Information Form for the year ended December 31, 2018 (the "**AIF**"), and the Company's Management Discussion and Analysis for the years ended December 31, 2018 and 2017 (the " **MD&A**").

I hereby consent to the use of my name in connection with reference to my involvement in the preparation of the following technical report (the "**Technical Report**"):

- "*Asanko Gold Definitive Feasibility Study, National Instrument 43-101 Technical Report* " dated effective June 5, 2017 as amended and restated December 20, 2017,

and to references to the Technical Report, or portions thereof, in the Annual Report, the AIF, the MD&A and the Company's registration statement on Form F-10, as amended (SEC File No. 333-222363) (the "**Registration Statement**") and to the inclusion and incorporation by reference of the information derived from the Technical Report in the Annual Report, the AIF, the MD&A and the Registration Statement.

Dated the 28th day of March, 2019.

Sincerely,

/s/ Phil Bentley

Phil Bentley, MSc (Geology),
MSc (Mineral Exploration)
Pr. Sci. Nat. SACNASP

Exhibit 99.17

CONSENT OF FREDERIK FOURIE

To: United States Securities and Exchange Commission

Re: Asanko Gold Inc. (the "Company")
Annual Report on Form 40-F
Consent of Expert

This consent is provided in connection with the Company's annual report on Form 40-F for the year ended December 31, 2018 to be filed by the Company with the United States Securities and Exchange Commission (the "**SEC**") and any amendments thereto (the "**Annual Report**"). The Annual Report incorporates by reference, among other things, the Company's Annual Information Form for the year ended December 31, 2018 (the "**AIF**"), and the Company's Management Discussion and Analysis for the years ended December 31, 2018 and 2017 (the " **MD&A**").

I hereby consent to the use of my name in connection with reference to my involvement in the AIF and the MD&A that are incorporated by reference into the Annual Report and the Company's registration statement on Form F-10, as amended (SEC File No. 333-222363).

Dated the 28th day of March, 2019.

Sincerely,

/s/ Frederik Fourie

Frederik Fourie,
Asanko Senior Mining Engineer, (Pr.Eng)