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

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

For the fiscal year ended December 31, 2014 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.)*

700 -1199 West Hastings Street
Vancouver, British Columbia
Canada V6E 3T5
(604) 683-8193
(Address and telephone number of Registrant's principal executive offices)

National Registered Agents, Inc.
875 Avenue of the Americas, Suite 501
New York, New York 10001
Tel: 1-800-550-6724
(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 MKT

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: **174,075,607 Common Shares as of December 31, 2014**

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 q

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 q No q

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, 2014;
- the Company's Audited Consolidated Financial Statements as at December 31, 2014 and 2013, and the notes thereto; and
- the Company's Management Discussion and Analysis for the year ended December 31, 2014.

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, particularly as they relate to the actual results of exploration activities, actual results of reclamation activities, the estimation or realization of mineral reserves and resources (as such terms are used in the Company's Annual Information Form), the timing and amount of estimated future production, capital expenditures, costs and timing of the development of new mineral deposits, requirements for additional capital, future prices of precious and base metals, 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 or claims limitations on insurance coverage and the timing and possible outcome of pending litigation and the timing or magnitude of such events, are inherently risky and uncertain.

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

- the Company's current estimates of mineral reserves, mineral resources, mineral grades and mineral recovery are accurate;
- the Company has a valid interest in its mineral properties;
- the price of gold will not fall significantly;
- the Company will, if required, be able to secure new financing to continue its exploration and operational activities;
- 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 Company'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 Company'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 cautioned not to place undue reliance on the forward-looking statements or the assumptions on which the Company's forward-looking statements are based.

Readers are advised to carefully review and consider the risk factors identified in the Company's Annual Information Form under the heading "Business Description – 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 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;

- 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 our Annual Information Form under the heading "Business Description – 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. Accordingly, readers should not place undue reliance on forward-looking information. 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

The disclosure in this annual report, including the documents incorporated by reference herein, uses terms that comply with reporting standards in Canada and certain estimates are made 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. Unless otherwise indicated, all reserve and resource estimates contained in or incorporated by reference in this annual report have been prepared in accordance with NI 43-101. These standards differ significantly from the requirements of the SEC, and reserve and resource information contained herein and incorporated by reference herein may not be comparable to similar information disclosed by U.S. companies.

This annual report includes mineral reserve estimates that have been calculated in accordance with NI 43-101, as required by Canadian securities regulatory authorities. For United States reporting purposes, SEC

Industry Guide 7 (under the Exchange Act), as interpreted by Staff of the SEC, applies different standards in order to classify mineralization as a reserve. As a result, the definitions of proven and probable reserves used in NI 43-101 differ from the definitions in the SEC Industry Guide 7. Under SEC standards, mineralization may not be classified as a "reserve" unless the determination has been made that the mineralization could be economically and legally produced or extracted at the time the reserve determination is made. Among other things, all necessary permits would be required to be in hand or issuance imminent in order to classify mineralized material as reserves under the SEC standards. Accordingly, certain mineral reserve estimates contained in this annual report may not qualify as “reserves” under SEC standards.

In addition, this annual report uses the terms “measured mineral resources”, “indicated mineral resources” and “inferred mineral resources” to comply with the reporting standards in Canada. We advise investors that while those terms are recognized and required by Canadian regulations, the SEC does not recognize them. Investors are cautioned not to assume that any part or all of the mineral deposits in these categories will ever be converted into mineral reserves. These terms have a great amount of uncertainty as to their existence, and great uncertainty as to their economic and legal feasibility.

Further, “inferred resources” have a great amount of uncertainty as to their existence and as to whether they can be mined legally or economically. Therefore, 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.

It cannot be assumed that all or any part of “measured mineral resources”, “indicated mineral resources”, or “inferred mineral resources” will ever be upgraded to a higher category. Investors are cautioned not to assume that any part of the reported “measured mineral resources”, “indicated mineral resources”, or “inferred mineral resources” in this annual report is economically or legally mineable.

In addition, disclosure of “contained ounces” in respect of resources that do not qualify as reserves is permitted disclosure under Canadian regulations; however, the SEC only permits issuers to report reserves in ounces and requires other mineralized material to be reported as in place tonnage and grade without reference to unit measures.

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 International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board (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, 2014, based upon the noon

rate published by the Bank of Canada, was U.S.$1.00=CDN$1.1601. The exchange rate of United States dollars into Canadian dollars, on March 13, 2015, based upon the noon rate as published by the Bank of Canada, was U.S.$1.00=CDN$1.2803.

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 the end of the period covered by this report, our disclosure controls and procedures, as defined in Rule 13a-15(e), were effective. See "Internal Controls Over Financial Reporting and Disclosure Controls and Procedures" on page 34 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, 2014. There have been no changes in the Company's internal control over financial reporting during the year ended December 31, 2014 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.

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, 2014, but is doing so voluntarily. KPMG LLP has audited the Company's internal control over financial reporting as at December 31, 2014 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 MKT Company Guide.

AUDIT COMMITTEE FINANCIAL EXPERT

The Company's Board of Directors has determined that Marcel de Groot, a member 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 MKT.

PRINCIPAL ACCOUNTANT FEES AND SERVICES

The Company paid Audit Fees to the Company's auditors totalling $404,038 for the year ended December 31, 2014 and $374,735 for the year ended December 31, 2013. No other fees were paid to the Company's auditors.

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 and contractual obligations" on page 28 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 MKT 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 www.asanko.com/s/CorporateGovernance.asp.

Amendments or Waivers

During the fiscal year ended December 31, 2014, 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 MKT 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 MKT CORPORATE GOVERNANCE

The Company's common shares are listed for trading on the NYSE MKT. Section 110 of the NYSE MKT Company Guide permits NYSE MKT to consider the laws, customs and practices of foreign issuers in relaxing certain NYSE MKT listing criteria, and to grant exemptions from NYSE MKT 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 MKT 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 MKT 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.
- The Company has one non-independent director on its Compensation Committee, namely Mr. Peter Bradford. Mr. Bradford is deemed a non-independent director by virtue of being the former President and CEO of PMI Gold Corporation, a formerly public company that was acquired by the Company in early 2014 and is now a subsidiary of the Company. The Company has received an exemption from the NYSE MKT with respect to its non-fully independent Compensation Committee.
- The Company has one non-independent director on its Nominating and Corporate Governance Committee, namely Mr. Peter Bradford. The Company has received an exemption from the NYSE MKT with respect to its non-fully independent Nominating and Corporate Governance Committee to NYSE MKT.

In addition, Section 713 of the NYSE MKT 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 MKT's section 713 requirements should a dilutive private placement financing trigger the NYSE MKT 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 MKT.

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 MKT 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 MKT 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 MKT 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, 2014.

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, 2013 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 16, 2015

ASANKO GOLD INC.

/s/ Gregory McCunn

Gregory McCunn
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, 2014
99.6	Audited consolidated statement of financial position as at December 31, 2014 and 2013 and the consolidated statements of comprehensive loss, changes in equity, and cash flows for the year ended December 31, 2014 and 2013, including the notes thereto, and report of the Company's independent registered public accounting firm thereon
99.7	Management's discussion and analysis of financial condition and results of operations for the year ended December 31, 2014
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 John Stansbury
99.14	Consent of David Morgan

Exhibit 99.1

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

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

1. I have reviewed the Annual Report on Form 40-F of Asanko Gold Inc. for the year ended December 31, 2014;

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; and

5. The issuer's other certifying officer(s) and I have disclosed, based on our most recent evaluation of 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 16, 2015

/s/ Peter Breese
Peter Breese
Chief Executive Officer
(principal executive officer)

Exhibit 99.2

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

I, Gregory McCunn, Chief Financial Officer of Asanko Gold Inc., certify that:

1. I have reviewed the Annual Report on Form 40-F of Asanko Gold Inc. for the year ended December 31, 2014

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; and

5. The issuer's other certifying officer(s) and I have disclosed, based on our most recent evaluation of 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 16, 2015

/s/ Gregory McCunn
Gregory McCunn
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, Chief Executive Officer of Asanko Gold Inc. (the "Company"), hereby certify pursuant to 18 U.S.C. §1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to my knowledge:

(i) the Annual Report on Form 40-F of the Company for the year ended December 31, 2014 (the "Annual Report"), as filed with the Securities and Exchange Commission, fully complies with the requirements of Section 13(a) or 15(d), as applicable, 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.

Date: March 16, 2015

/s/ Peter Breese
Peter Breese
Chief Executive Officer
(principal executive officer)

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, Gregory McCunn, Chief Financial Officer of Asanko Gold Inc. (the "Company"), hereby certify pursuant to 18 U.S.C. §1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to my knowledge:

(i) the Annual Report on Form 40-F of the Company for the year ended December 31, 2014 (the "Annual Report"), as filed with the Securities and Exchange Commission, fully complies with the requirements of Section 13(a) or 15(d), as applicable, 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.

Date: March 16, 2015

/s/ Gregory McCunn
Gregory McCunn
Chief Financial Officer
(principal financial officer)

ASANKO GOLD INC.

ANNUAL INFORMATION FORM

FOR THE YEAR ENDED DECEMBER 31, 2014

DATED AS OF MARCH 16, 2015

700 – 1199 WEST HASTINGS STREET
VANCOUVER, BRITISH COLUMBIA
V6E 3T5

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PRELIMINARY NOTES

In this Annual Information Form (the "**AIF**"), (i) references to "we", "us", "our", the "Company" or "Asanko" mean Asanko Gold Inc. and its subsidiaries, unless the context requires otherwise; (ii) we use the United States dollar as our reporting currency and, unless otherwise specified, all dollar amounts are expressed in United States dollars and references to "$" mean United States dollar and references to "C$" mean Canadian dollar; and (iii) our financial statements are prepared in accordance with International Financial Reporting Standards ("IFRS").

All information in this AIF is at **December 31, 2014**, unless otherwise indicated.

The number, headings and orderings of items included in this AIF reflect the guidelines in Form 51-102F2. In accordance with the instrument, headings or numbers which were not applicable were omitted, as were negative answers in most cases.

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING INFORMATION

Asanko cautions readers regarding forward looking statements found in this document and in any other statement made by, or on the behalf of the Company. 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 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, costs of production, capital expenditures, costs and 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, unanticipated reclamation expenses, timing and possible outcome of pending litigation, 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 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 Asanko's control and many of which, regarding future business decisions, are subject to change. 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 the Company's behalf. Although Asanko 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 and the documents incorporated by reference herein should be considered carefully and readers should not place undue reliance on Asanko's forward-looking statements. Examples of such forward-looking statements within this AIF include statements relating to: the future price of minerals, future capital expenditures, success of exploration activities, mining or processing issues, government regulation of mining operations and environmental risks. Generally, forward-looking information can be identified by the use of forward-looking terminology such as "expects", "estimates", "anticipates", or variations of such words and phrases or statements that certain actions, events or results "may", "could", "might" or "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. 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.

The Company's management periodically reviews 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.

Forward-looking statements reflect Asanko's current views with respect to expectations, beliefs, assumptions, estimates and forecasts about the Company's business and the industry and markets in which the Company operates. Forward-looking statements are not guarantees of future performance and involve risks, uncertainties and assumptions, which are difficult to predict. Assumptions underlying the Company's expectations regarding forward-looking statements or information contained in this AIF include, among others, the Company's ability to comply with applicable governmental regulations and standards, the Company's success in implementing its strategies and achieving its business objectives, the Company's ability to raise sufficient funds from equity financings in future to support its operations, and general business and economic conditions. The foregoing list of assumptions is not exhaustive.

Readers are cautioned that forward-looking statements are only predictions, and that the Company's actual future results or performance are subject to certain risks and uncertainties including but not limited to:

- 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;
- 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 under the heading "Risk Factors" in, or incorporated by reference in, this AIF.

3. CORPORATE STRUCTURE

3.1 Name, Address and Incorporation

The Company was incorporated on September 23, 1999 as a British Columbia corporation and has operated under other names (most prominently Keegan Resources Inc. from 2008 to early 2013) but since March 1, 2013 it has traded as Asanko Gold Inc (symbol AKG) on the Toronto Stock Exchange and NYSE MKT.

On February 6, 2014 we completed the acquisition of publicly traded PMI Gold Inc. further described herein which was a transformational event in that allowed the combination of the Company's Esasse Gold Project in Ghana with PMI's Obotan Gold Project in the same area (which are now the "Asanko Gold Mine").

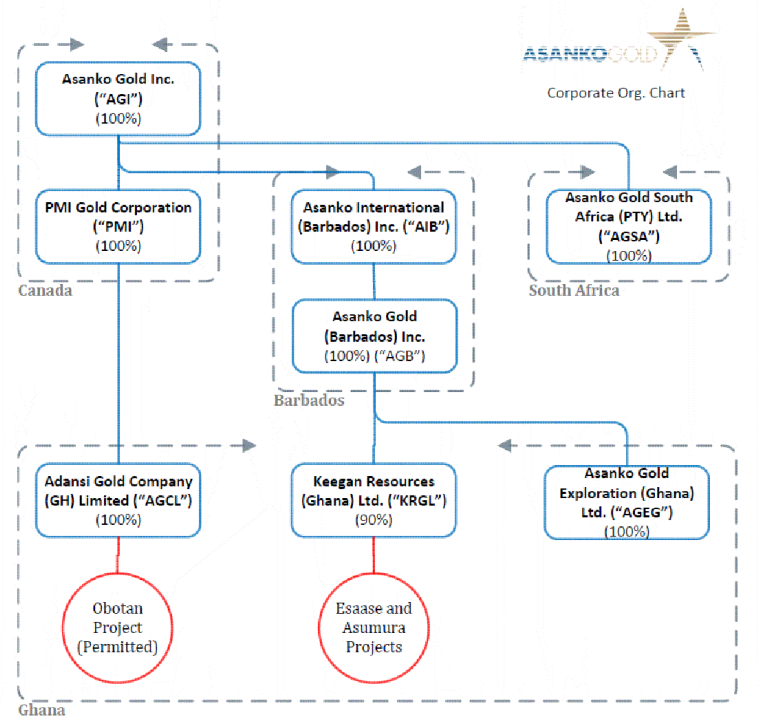
The Company's registered and records office is located at 1500 Royal Centre, 1055 West Georgia Street, P.O. Box 11117, Vancouver, British Columbia, V6E 4N7. The Company's head office is located at Suite 700-1199 West Hastings Street, Vancouver, British Columbia, V6E 3T5. Asanko is a reporting issuer in British Columbia, Alberta, Saskatchewan, Manitoba, Ontario, New Brunswick, Nova Scotia, Prince Edward Island and Newfoundland. The Company also reports annually in the United States under form 40F (available at www.SEC.gov).

3.2 Inter-corporate Relationships

The Company has the following Inter-corporate Relationships:

Subsidiary name	Jurisdiction	Ownership
Keegan Resources Ghana Limited	Ghana	90% (10% owned by Ghanaian Gov't)
Asanko Resources South Africa (PTY) Ltd.	South Africa	100%
Asanko International (Barbados) Inc.	Barbados	100%
Asanko Gold (Barbados) Inc.	Barbados	100%
PMI Gold Corporation	Canada	100%
Adansi Gold Company (GH) Limited	Ghana	100%
Asanko Gold Exploration (Ghana) Limited	Ghana	100%

Figure 3.1: Asanko intercompany relationships



4. GENERAL DEVELOPMENT OF THE BUSINESS

4.1 Three Year History

Fiscal 2012 (12 months ending March 31, 2012)

The Company's primary focus during fiscal 2012 was advancing its Esaase Gold Project in Ghana through exploration, engineering and financing. For financing, in February 2011, the Company closed a bought deal share offering of 28,405,000 common shares at an issue price of C$7.50 per share for gross proceeds of $213,037,500.

Exploration activity and engineering studies were advanced during the year.

9 Month Transition Year (April 1, 2012 to December 31, 2012)

In 2012, the Company re-focused its development plan for Esaase looking at a staged development concept for the project, which could include:

- an improved mine plan featuring higher grade feed to the processing plant and a lower strip ratio in the early years of the mine life, and
- an initial processing plant with a reduced capacity and improved process design to substantially reduce the upfront capital requirements for the project.

The Company engaged Minxcon and DRA, both South African based consultancy firms, to review the mine plan and processing plant design, respectively. At the start of the Transition Year, the Company put all exploration activity on-hold while it evaluated options for development at Esaase.

In October 2012 the Company announced the results of a revised mineral resource estimate for its Esaase Project ("**2012 Resource Update**"). The 2012 Resource Update was based upon all exploration drilling results carried out at Esaase (approximately 200,000 metres of RC drilling and 78,000 meters of diamond drilling over a five year period). The revised mineral resource estimate consisted of:

- Measured and Indicated Resources of 94.63 Mt at 1.45 g/t gold for 4.41 million ounces of gold contained; and
- Inferred Mineral Resources of 33.59 Mt at 1.40 g/t gold for 1.51 million ounces of gold contained.

The 2012 Resource Update was based on a cut-off grade of 0.6 g/t gold and was prepared using the same information used to compile the previous resource estimate for Esaase. The purpose of revising the resource was to serve as a basis for a preliminary feasibility study which would incorporate a more selective open-pit mining method.

Following the completion of the 2012 Resource Update, the Company made a number of changes to its management team, including forming a strategic relationship and a financing with Highland Park. In October 2012, Mr. Peter Breese was appointed Chief Executive Officer of the Company, bringing with him a number of experienced mine building professionals. The Company established a project office in Johannesburg to oversee engineering and development of the Esaase Project and reduced its Vancouver office presence to only a few key staff members.

As part of the strategic relationship, the Company completed a private placement equity financing of 9,443,500 equity units at C$3.44 per unit, resulting in a total of C$32.5 million being raised. Each unit consisted of a common share plus a warrant to purchase a common share in the Company at C$4.00 per share, expiring in October 2014.

The Company also settled an ongoing lawsuit over the mineral title to the Esaase Gold Project in November 2012 when we completed a final out-of-court settlement of the litigation in which the Company was named jointly with the Ghana Minerals Commission as a co-defendant in a lawsuit initiated by Sametro Co Ltd. ("Sametro"), a predecessor in title to the Esaase gold property. Sametro had alleged irregularities in the execution of a 2007 agreement by which the Company obtained title to the Esaase concessions. All litigants executed a definitive Deed of Settlement which includes a consent case dismissal, mutual releases, an indemnity for the Company as well as a retraction by Sametro of certain allegations of wrongdoing that it had made in connection with the dispute.

In December 2012 the Company changed its year end from March 31 to December 31.

Fiscal 2013 (12 months ending December 31, 2013)

In May 2013, the Company released a revised pre-feasibility study (the "**2013 PFS**") with highlights of the 2013 PFS (based on $1,400 per ounce gold price) are, as follows:

- Proven reserves of 1.05 million ounces of gold at 1.43 g/t Probable Mineral Reserves of 1.32 million ounces of gold at 1.40 g/t (total 2.37 million ounces of gold at 1.41 g/t.)
- Robust project economics with an after-tax IRR of 23.2% and an NPV (5%) of $354.7 million.
- Strong cash flow generation with average annual free cash flow of $87 million.

- Mine life ('LOM') in excess of 10 years with strong potential to increase.
- Average annual gold production of 200,000 ounces from a 5 million tonne per annum ('Mtpa') operation at a fully diluted LOM average plant feed grade of 1.41g/t and a LOM strip ratio (waste:ore) of 4.28:1.
- Installation capital of $286.4 million, including all associated infrastructure and a 10% contingency.
- LOM cash operating costs of $736/oz with steady state cash operating costs of $724/oz.

A definitive feasibility study was commenced immediately upon completion of the 2013 PFS however as a result of the acquisition of PMI described herein, the focus of that new report has changed from the Esaase project only to integrating PMI's Obotan project into a coordinated operation. This integration work is further described below.

The Company also sought additional financing for the Esaase Project and in October 2013 entered into a Definitive Senior Facilities Agreement (the "Agreement or DSFA") with a special purpose vehicle of RK Mine Finance Trust I ("Red Kite") to provide a secured project debt facility for a total of $150 million. With its then cash on-hand of $185 million combined with the project debt facility, the Esaase Project would thus be fully financed to production. An initial facility fee having been paid to Red Kite, the facility is not otherwise binding on the Company unless and until it is drawn upon.

The project debt facility was agreed to be used for the development, construction and working capital requirements of the Esaase Gold Project as the PMI acquisition was not then on the horizon. There are no gold hedging provisions, cash sweep requirements or restrictions usually associated with traditional project finance facilities of this nature that prevent the Company from pursuing its growth strategy. Prior to the execution of the Agreement, Red Kite conducted substantial technical and legal due diligence and as such, the DSFA is not subject to further due diligence on the part of Red Kite.

The DSFA provides for two term loan facilities: a $130 million term loan facility (the "Project Facility") and a $20 million cost overrun facility (the "Overrun facility"). The Overrun facility is provided as an option available to the Company, should it be required. Performance under the DSFA is fully secured by the assets of the Company's current subsidiaries and guaranteed by the Company until project completion.

In addition to the DSFA, Asanko and Red Kite have also entered into an Offtake Agreement under which the Company has agreed to sell the gold from Esaase for the life of the mine to Red Kite at spot prices during a nine day quotational period following shipment.

2013 Acquisition of PMI Gold Inc. ("PMI")

In December 2013, the Company negotiated a business combination with PMI Gold Corp and entered into an arrangement agreement ("**PMI Arrangement**") whereby Asanko would acquire all of the common shares of PMI on the same basis as ha d been attempted in 2012. The 2012 Arrangement failed to clear PMI shareholder approval by the requisite special majority. However, since that time, Asanko had revised the mine and metallurgical models of the Esaase Project which resulted in a more robust Pre-Feasibility Study and had arranged US$150 million in project financing from Red Kite as described above.

Following successful shareholder votes, the PMI Arrangement was completed, effective at 12:01 a.m. on February 6, 2014, Pursuant to the Arrangement, Asanko acquired all of the issued and outstanding common shares of PMI ("PMI Shares"), such that PMI became a wholly-owned subsidiary of Asanko, for consideration consisting of 0.21 common shares of Asanko ("Asanko Shares") for each outstanding PMI

Share (the “Exchange Ratio”). Additionally, outstanding options and warrants to acquire PMI Shares have been exchanged for options (“Replacement Options”) and warrants (“Replacement Warrants”), as the case may be, of Asanko that will entitle the holder to receive, upon exercise thereof, Asanko Shares based upon the Exchange Ratio and otherwise on the same terms and conditions as were applicable to such PMI options and warrants immediately before the effective time of the PMI Arrangement.

To give effect to the PMI Arrangement, Asanko issued 87,149,914 Asanko Shares, 3,237,491 Replacement Options and 126,000 Replacement Warrants and reserved for issuance of 117,158 Asanko Shares issuable in lieu of PMI Shares upon vesting of outstanding performance rights of PMI. Following the completion of the PMI Arrangement, PMI and Asanko shareholders held approximately 50% each of the combined company.

Fiscal 2014 (12 months ending December 31, 2014)

In early 2014 following the completion of the Arrangement of PMI which owned the Obotan gold project (“Obotan” or “Obotan Project”), located near the Company’s existing Esaase gold project (“Esaase” or “Esaase Project” the Company combined the two projects to create the “Asanko Gold Mine” or “Project” or “AGM”). Asanko is intending to develop the AGM in two phases, with Phase 1 being largely based on the Obotan Project as initiated by PMI. It is envisioned by the Company that the Esaase pit will be assessed for development in a second phase of which is the subject of a follow-on Pre-Feasibility Study (Phase 2 PFS) expected to be complete in March 2015. The Phase 2 PFS will be premised on processing ore from Esaase in an expanded Phase 1 processing facility and utilising much of the infrastructure of Phase 1.

During 2014, the Company focused on the development of Phase 1 of the Asanko Gold Mine, which entails the development and construction of the Obotan Project to achieve commercial mining operations at a steady state of 190,000 ounces of gold per annum with the first gold pour in Q1 2016 at an initial capital cost of approximately US$295 million (US$40 million spent as at December 31, 2014). Phase 1 of the commercial production plan is fully permitted and under construction.

In September 2014, the Company announced a revised Mineral Resource Estimate ("MRE") for Phase 1 of the Project, including a maiden resource for the newly discovered Dynamite Hill deposit. This followed the decision by Asanko to do a comprehensive review of the original May 2012 MRE1 for the four main deposits which comprise Phase 1 - Nkran, Adubiaso, Abore and Asuadai - that were acquired from PMI. The original MRE was not deemed to be a suitable input for the detailed mine planning required to commence the mining operations of Phase 1. The results of the new MRE for Phase 1, detailed herein, were not materially different to the 2012 MRE and therefore confirmed the validity of the previous estimate. Importantly, however, the new MRE more precisely represents grade distribution and continuity within the deposits, and, as a result, the model now supports the ability to plan the mine with the selectivity required to manage grade control and volumes.

On November 13, 2014 the Company announced an optimized mine plan and associated operating costs for Phase 1 of the Project, which confirmed the robustness of the Project's economics. These, together with the updated capital cost estimate and an updated MRE, collectively form the "Definitive Project Plan" ("DPP") for Phase 1 of the Project. Definitive Project Plan Highlights:

- Life of Mine ("LoM") gold production of 2.33 million ounces over a 12 year life of mine.
- Capital cost of U$295 million, including all associated infrastructure and allowances for contingencies.
- Lowest quartile All-In-Sustaining-Costs1 of US$781/oz; competitive operating cash costs of US$645/oz.
- First gold targeted during Q1 2016 and steady-state production in Q2 2016.

Phase 1 of the Project was 24% completed as of the end of December 2014 and is on schedule for its first gold pour in Q1 2016. Critical path schedule items continue to be installation of the two mills, tailings storage facility infrastructure and installation of the 30km long 161 kV power line to the project site. Concrete pouring was progressed substantially during December and has resumed in January. Importantly, the semi-autonomous grinding ("SAG") and ball mill bases have been completed and the handover for the mill installation is on schedule. Pouring the foundations of the Carbon-in-Leach ("CIL") circuit bases and the pre-leach thickener bases have commenced and are on target to be finished by the end of Q2 2015. The CIL tanks have been delivered to the site in preparation for site erection. Steel installation is expected to commence in early February with the contractor now mobilizing to site.

Earthworks for the run-of-mine tip wall, crusher and primary stockpile tunnel have been completed and handed over to the civil contractor. Progress on the preparation of the tailings storage facility is advancing according to schedule, the HDPE liner has been shipped to site and laydown of the HDPE liner is expected to start in March 2015. Construction of the contractor camp housing is complete and work on all the essential services; water, power and sewage is underway and due for completion by the end January 2015. There are now 503 contractors on site, with the full complement of 820 contractors expected by the end of Q3 2015.

The Company is in the process of negotiating a definitive power supply agreement, which is expected to be finalized by the end of Q1 2015. Power will be sourced from the national grid with the power supplied from either the state owned power generation company or an independent power producer.

The main mineral resource for Phase 1 is the Nkran pit, located immediately adjacent to the plant site. The first stages of pre-stripping have commenced and de-watering of the Nkran pit which commenced in December 2014 is expected to take up to 10 months to complete. As at the end of December, 2014 the water level in the Nkran pit had already reduced by approximately 2 metres. The dewatering will continue throughout the year and will occur in parallel with pre-stripping operation and is proceeding on schedule.

Procurement for Phase 1 of the Project is 68% complete and proceeding on schedule with approximately $170 million currently committed in orders and contracts and $40 million already spent, as at December 31, 2014. Equipment and materials deliveries, none of which are on the project critical path, remain on schedule. Importantly, with two-thirds of the capital expenditures of the project now committed and the Mining Contract (as defined below) having been awarded (together a total of $170 million), the Project is expected to be completed within the $295 million capital expenditure budget.

The Company has sufficient cash on hand and draw down capacity under its Debt Facilities to complete the construction, start-up and commissioning of Phase 1 of the Asanko Gold Mine. The Company expects to achieve steady state production in the second quarter of 2016, to become cash flow positive. The Company had approximately $230 million in cash on-hand as at December 31, 2014 and undrawn project debt facilities of $70 million plus a $20 million cost-overrun facility for total available funding of approximately $320 million. Asanko has also filled the majority of the key operating positions at the Asanko Gold Mine in readiness for the commencement of ore mining operations and plant commissioning later this year.

In connection with the Asanko Gold Mine operations, the Company is required to relocate a portion of the Nkran village, consisting of 88 building structures, ahead of commencing ore mining operations. The Resettlement Action Plan ("RAP") report for the partial resettlement has been completed and submitted to the Ghana Environmental Protection Agency (the "EPA") for review. The site for the relocation has been selected by the Relocation Negotiation Committee and has been approved by the Ghanaian Lands Commission. Site preparation for the resettlement site was completed in December 2014 and construction is due to commence in February 2015. The partial relocation is expected to be completed by the end of Q3 2015.

On August 26, 2014 the Company entered into a settlement agreement with a private Ghanaian company, Goknet Mining Company ("Goknet"), to eliminate Goknet's claim for a 2% net smelter return ("NSR") royalty on Phase 1 of the Project. The only material royalty now applicable to Phase 1 of the Project is the Government of Ghana's 5% NSR royalty. The financial terms of the agreement involved $1 million cash, one million Asanko shares and the transfer to Goknet of two non-material exploration projects, Kubi and Diaso. Included in the agreement the Company will retain a right to match any future offer made to Goknet with respect to a disposal of the Diaso Project concessions.

4.2 Significant Acquisitions

The only significant acquisition made by the Company in the previous three years is the above described acquisition of PMI. The Company filed a Business Acquisition Report, form 51-102F4 at www.sedar.com , in conjunction with the acquisition on February 17, 2014.

5. BUSINESS DESCRIPTION

5.1 General

Summary

Asanko's vision is to become a mid-tier gold producer. In achieving this goal it will continue its emphasis on prudent deployment of capital and a sharp focus on operating costs. This vision will be achieved through:

- The phased development of the Asanko Gold Mine, with the fully funded and under construction Phase 1 expected to produce a steady state average of 190,000 ounces per year commencing in Q2 2016 and a Phase 2 potentially adding up to 200,000 additional ounces per year by 2018;
- Organic growth via near-mine exploration and judicious regional exploration on its existing exploration projects in Ghana, and
- Pursuing growth via merger and acquisition opportunities as they arise.

Production and Services

The Company proposes to become a mid tier mining company as a producer of gold via open pit mining and conventional processing of gold ores mined from its Asanko Gold Mine in Ghana, West Africa.

(c) Specialized Skill and Knowledge

Various aspects of the Company's mining business 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 and accounting. Much of the specialized skill and knowledge is provided by the Company's management and operations team. The Company also retains outside consultants as additional specialized skills and knowledge are required. However, it is possible that delays and increased costs may be experienced by the 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 competes with other mineral resource exploration companies for financing, for the acquisition of new mineral properties and for the recruitment and retention of qualified employees and other personnel.

Many of the mineral resource exploration and development companies with which Asanko 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 and mineral concentrates 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.

As Asanko's operations and exploration business is in the development stage, Asanko's revenues, if any, are not currently significantly affected by changes in commodity demand and prices. As the Company does not carry on production activities, Asanko's ability to fund ongoing exploration and development 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 planned producer of gold, the Company is not dependent on any particular customer as the market for gold is deep and worldwide. The Company could be considered to be significantly dependent upon its debt facilities contracts with Red Kite, as well as key operational contracts awarded to DRA Global and PW Mining International although it is possible each these debt and supplier arrangements could be if necessary likely replaced by other lenders or suppliers. These debt and supplier arrangements are currently as follows:

Debt Facilities with Red Kite

In July, 2014 the Company amended its previously entered into debt facility agreement with RK Mine Finance Trust I ("Red Kite") an affiliate of Red Kite group mining funds. The Red Kite agreement provides for two loan facilities: a $130 million loan facility (the "Project Facility") and a $20 million cost overrun facility (the "Overrun Facility", together with the Project Facility, the "Debt Facilities"), the details of which are outlined below. Performance under the Debt Facilities are fully secured by the assets of the Company's Ghanaian subsidiaries and guaranteed by the Company until Project completion. There are no gold hedging provisions, cash sweep requirements or other restrictions usually associated with traditional project finance facilities of this nature, and Asanko will not be restricted under the terms of the Debt Facilities from pursuing its growth strategy.

Project Facility ($130 million)

The interest rate on the Project Facility is LIBOR + 6% with a one percentage minimum LIBOR rate. There is a further 1.5% fee payable on drawdowns. The facility is to be repaid based upon quarterly repayment schedule over four years or early repayment at any time without penalty. To date US$60 million of the facility has been drawn down.

Overrun Facility ($20 million)

The Overrun Facility has an interest rate of LIBOR +10% with a one percentage minimum LIBOR rate. There is a 3% fee payable on drawdowns. The Overrun Facility is repayable quarterly over three years with an option for early repayment at any time without penalty. The conditions precedent to drawdown are that the Project Facility is fully drawn, confirmation that the Company has sufficient funds with the Overrun Facility to complete Phase 1 of the Project, and the issuance of 4,000,000 Asanko share warrants to Red Kite. The warrants will be priced at a 25% premium to the 20 day volume weighted average price of the Common Shares at the time of issuance and have a 2.5 year term to expiry.

Offtake Agreement

In October, 2013, the Company entered into an offtake agreement with Red Kite in connection with the Debt Facilities, 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 from Phase 1 of the Project to a maximum of 2.22 million ounces. The gold sale price will be a spot price selected during a nine day quotational period following shipment. A provisional payment of 90% of the estimated value of the gold will be made one business day after shipment, with the remaining balance payable 10 business days after shipment. The Company can terminate the Offtake Agreement prior to satisfaction of the conditions precedent for the Project Facility by repaying all amounts outstanding under the Debt Facilities, subject to the payment of a termination fee in an amount dependent upon the total funds drawn under the Debt Facilities as well as the amount of gold delivered under the Offtake Agreement at the time of termination.

Phase 1 Engineering, Procurement, Construction Management Contract

In April, 2014, the Company appointed DRA Global ("DRA") as the EPCM for the design and construction of Phase 1 of the Asanko Gold Mine, following a competitive bidding process.

The EPCM contract for the execution of Phase 1 of the Project was executed in January 2015. For operational and management convenience, the off shore engineering and procurement ("EP Contract") aspects of the services and the Ghanaian construction management ("CM Contract") aspects of the services will be conducted under separate and distinct contracts. The overall agreement is reflected in an umbrella agreement covering all EPCM activity. DRA has entered into the EP Contract and has agreed to guarantee the obligations of the CM contractor under the terms of the CM Contract.

Compensation under the EPCM contract is payable according to an agreed fee schedule tied to project milestones in conjunction with the schedule outlined in the 2015 Asanko Project Plan (as defined below). Fees under the contract have a capped amount of approximately ZAR 140 million and certain lump sum payments may be earned by the contractor for performance against schedule and project costs. The other terms of the EPCM contract, including termination and force majeure clauses, are usual and customary for agreements of this nature.

Phase 1 Mining Contract

In November, 2014 the Company completed a rigorous tendering process to select the mining contractor and has awarded the contract for the Nkran pre-strip plus the first year of mining operations (the "Mining Contract") to PW Ghana Ltd ("PW"), a subsidiary of PW Mining International Ltd of Accra, Ghana, with extensive experience in West Africa.

The Company has nearly finalized negotiations of the remaining terms of the Mining Contract. The contract term is from January 2, 2015 through until December 31, 2018 and contemplates completion of all pre-stripping and mining activity in accordance with the 2015 Asanko Project Plan. The Mining Contract is a schedule of rates contract with payment to be made according to the rates and prices

contained within the agreement. Agreed rates in the Mining Contract include fixed mobilization costs, a fixed monthly cost and unit rates (per tonne of ore or waste) for drilling, blasting, loading, hauling, grade control and ore re-handling. Rates and prices include all things necessary to carry out the work as defined in the Mining Contract. PW will supply fuel and tires for the operations, but the Company has reserved the right to free issue either when it deems fit. At March 6, 2014, the Mining Contract had yet to be signed.

Monthly payments in the Mining Contract are adjusted by an amount to allow for the increase or decrease in PW's costs at the Project for labour, parts and services, and the monthly fixed cost (rise and fall). Except with respect to labour cost, the variables in the rise and fall formula will be adjusted quarterly. This adjusted formula shall then be applicable for the forthcoming quarter (i.e. no retrospective rise and fall will apply). With respect to labour, rise and fall will apply when the salary/wage adjustments occur. The other terms of the Mining Contract, including penalty, termination and force majeure clauses are usual and customary for agreements of this nature.

Changes to Contracts

Asanko does not anticipate that it will be affected in the current financial year by renegotiation or termination of contracts that could materially affect the Company's business plan.

Environmental Protection

The Company'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 our properties. However, it is anticipated that, absent the occurrence of an extraordinary event, compliance with existing laws and regulations governing the release of materials in the environment or otherwise relating to the protection of the environment, will not have a material effect upon the Company's current operations, capital expenditures, earnings or competitive position.

Employees

At December 31, 2014, the Company had approximately 175 full-time employees, 12 temporary workers and 776 construction contractors employed across its site operations and corporate and regional offices.

Foreign Operations

Substantially all of the Company's material mine development operations are currently conducted in a foreign jurisdiction, Ghana, and, as such, the Company'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; 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 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 Company to obtain any required financing for its projects.

Asanko'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.

Asanko'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 Company'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 Company's operations and financial condition. 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 Company's operations and financial condition. 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 Asanko Gold Mine or in respect of any other projects in which 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, (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 the Company's Ghanaian subsidiary which owns the Esaase concession have been issued into the name of the Government of Ghana. The government has a nominee on the board of this subsidiary. There is no shareholders agreement between the Company as the 90% shareholder and the Government of Ghana as the 10% shareholder and the 10% ownership stake represents a non-participating interest where the Ghanaian Government is entitled to 10% of declared dividends from the net profit of Asanko Ghana but does not have to contribute to its capital investment. The Obotan property which became indirectly owned by the Company in 2014 upon completion of its acquisition of PMI Gold Inc (described above) is also subject to the 10% free carried interest obligation in favour of the Ghanaian government. It is possible that the Company may also seek to settle this obligation with an issuance of 10% of the shares of the Ghanaian subsidiary that holds the Obotan project so that the free carried interest obligation is the same for both Esaase and Obotan

Ghanaian mining royalties and taxes

On March 19, 2010, the government of Ghana amended section 25 of the Minerals and Mining Act of 2006 (Act 703) which stipulates the royalty rates on mineral extraction payable by mining companies in

Ghana. The 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. A 10% windfall profit tax has been proposed but to date has not been enacted. The windfall profit tax was proposed to be calculated based on taxable income less taxes paid, capital expenditures incurred, additions to inventory and various other deductions and additions. The Company now believes it is unlikely that a windfall profit tax will be implemented in the near future.

5.1.3 Reorganizations

The Company has initiated a corporate restructuring for housekeeping purposes following the PMI acquisition. The Company intends to transfer all mining leases and concessions held by Adansi gold Limited into Keegan Resources Ghana Ltd. In addition, Keegan Resources Ghana Ltd will transfer the Asumura exploration concessions to a new subsidiary, Asanko Gold Exploration Ltd. Asanko Gold Exploration Ltd. will become the company's exploration vehicle in Ghana and continue to be owned 100% by Asanko Gold Barbados Inc.

Following the re-organization, Keegan Resources Ghana Ltd will be renamed Asanko Gold Ghana Ltd and will be the Company's operating entity in Ghana, holding all of the assets of the Asanko Gold Mine. Asanko Gold Ghana Ltd will be 90% owned by Asanko Gold Barbados Inc. and the Government of Ghana will have a 10% free-carried interest. In the future, the Company intends on winding up Adansi Gold Limited and PMI Gold Corp.

On August 15, 2014, the Company entered into a settlement agreement with a private company in which former insiders of PMI had an interest, Goknet, to eliminate Goknets's claim for a 2% NSR royalty on Phase 1 of the Asanko Gold Mine Project. The settlement involves cash, one million Asanko shares and the transfer to Goknet of two exploration projects, Kubi and Diaso. Included in the agreement the Company retains a right to match any future offer made to Goknet with respect to a disposal of the Diaso Project concessions. As a consequence on August 26, 2014 the Company divested two subsidiaries of PMI Gold Inc., PMI Gold Kubi (Barbados) Inc. and Kubi Gold Company (Ghana) Limited as part of the settlement agreement.

5.1.4 Social and Environmental Policies

Corporate Social Responsibility ("CSR") Policy

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

The Company's approach to CSR is based on the following principles:

i. Complying with our corporate governance principles, national and international laws, industry codes and being a responsible corporate citizen

ii. Mitigating our impact on the environment

iii. Maintaining a high level Health and Safety performance

iv. Actively identifying opportunities to make a positive and meaningful contribution to the communities we operate in beyond the life of our mines

v. Contributing to the economic and social development of our host countries

vi. Developing our employees

vii. Adhering to our values and demonstrating them in our behaviour

Asanko follow these guidelines in our CSR conduct:

i. We embrace the objectives of the African Mining Vision and are guided by the Global Reporting Initiative in our CSR reporting

ii. We regularly engage with our stakeholders and take into consideration their perspectives, concerns, customs and cultural heritage before we act

iii. We work closely with landowners prior to commencing activities on the ground, and negotiate fair compensation for such activities where appropriate

iv. We hire local, regional and national residents and use goods and services from our local communities wherever possible, without compromising our quality and efficiency standards

v. We uphold fundamental human rights and do not interfere or take sides in politics or social issues

vi. We work with unified local committees to identify and prioritize community development projects intended to promote long-lasting livelihood improvements

vii. We do not tolerate any unethical behaviour by any stakeholder involved in our business.

Environmental Policy

Asanko aspires to provide safe, responsible and profitable operations whilst ensuring sustainable natural resources development for the benefit of our employees, shareholders and host communities. We will endeavour to protect and conserve the natural environment for future generations.

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

i. Asanko will communicate its commitment to excellence in environmental performance to our employees, contractors, government agencies and the community.

ii. Asanko will comply with host country laws and regulations, and will augment these with appropriate international guidelines and best practice environmental management.

iii. Asanko will allocate the necessary resources to ensure we meet our reclamation and environmental obligations.

iv. Asanko will strive to prevent pollution of air, land and water, and will implement appropriate waste management practices.

v. Asanko will strive to be energy efficient in everything we do.

vi. Asanko will explore opportunities with government agencies and communities to remediate and mitigate historic mining impacts on acquired properties.

vii. Asanko will develop and utilize an Environmental Management System that ensures prioritization, planning, implementation, monitoring, review and transparent reporting.

viii. Asanko will routinely set and review environmental targets and performance for each project and report on progress to our employees, shareholders, government agencies and the community.

5.2 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. These include widespread risks associated with any form of business and specific risks associated with Asanko's business and its 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 its development. 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 Company 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 its operations and business plans. In addition to information set out elsewhere in this AIF, for the financial year ended December 31, 2014, which is incorporated by reference into this AIF, investors should carefully consider the following risk factors. Such risk factors could materially affect the Company's future operating results and could cause actual events to differ materially from those described in forward-looking statements relating to the Company.

A summary of the principal risks we face are as follows:

- the value of our reserves and the outlook for profitable mining from our operations is dependent on continuing strong gold prices, achieving our 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 un-reliable or mistaken. Our estimates of resources and reserves may be subject to revision based on various factors, some of which are beyond our control;

- mining risks which affect all companies in our 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 are based include the following:

- that the price of gold will neither fall significantly nor for a lengthy period 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 Company's operations or changes in laws that could affect title to its Asanko Gold Mine;
- that no significant impediments develop in respect of the Company'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.

5.2.1 Risks Associated with the Company

The exploration for and development of mineral deposits involves significant risks

Mineral resource exploration is a speculative business and involves a high degree of risk. We have completed feasibility study work which outlines mineral reserves at the Asanko Gold Mine. The exploration for and development of mineral deposits involves significant risks, which even a combination of careful evaluation, experience and knowledge may not eliminate. Although the discovery of an ore body may result in substantial rewards, few explored properties are ultimately developed into producing mines. Significant expenditures may be required to locate and establish ore reserves, to develop metallurgical processes and to construct mining and processing facilities at a particular site. It is impossible to ensure that the current exploration programs planned by us will result in a profitable commercial mining operation. Significant capital investment is required to achieve commercial production from successful exploration efforts.

The commercial viability of a mineral deposit is dependent upon a number of factors. These include deposit attributes such as size, grade and proximity to infrastructure, current and future metal prices (which can be cyclical), and government regulations, including those relating to prices, taxes, royalties, land tenure, land use, importing and exporting of minerals and necessary supplies and environmental protection. The complete effect of these factors, either alone or in combination, cannot be entirely predicted, and their impact may result in us not receiving an adequate return on invested capital.

The figures for mineral reserves and resources included herein are estimates and no assurance can be given that the anticipated tonnages and grades will be achieved or that the indicated level of recovery will be realized. Market fluctuations and the prices of metals may render resources uneconomic. Moreover, short-term operating factors relating to the mineral deposits, such as the need for orderly development of the deposits or the processing of new or different grades of ore, may cause a mining operation to be unprofitable in any particular accounting period. In addition, we may not be able to secure drilling contractors, rigs and personnel during our desired time periods and at our expected costs.

The estimates of mineral resources is a subjective process, the accuracy of which is a function of the quantity and quality of available data and the assumptions made and judgment used in the engineering and geological interpretation, which may prove un-reliable, and may be subject to revision based on various factors.

There is no assurance that any anticipated level of recovery of gold reserves will be realized or will ever qualify as commercially mineable (or viable) ore body which can be legally and economically exploited. Estimates of reserves, resources, mineral deposits and production costs can also be affected by such factors as environmental permitting regulations and requirements, weather, environmental factors, unforeseen technical difficulties, unusual or unexpected geological formations and work interruptions. Material changes in ore reserves, grades, stripping ratios or recovery rates may affect the economic viability of any project.

Exploration and development projects are uncertain and consequently it is possible that actual cash operating costs and economic return will differ significantly from those estimated for a project prior to production

Mineral resource exploration and development is a highly speculative business, characterized by a number of significant risks including, among other things, unprofitable efforts resulting not only from the failure to discover mineral deposits but also from finding mineral deposits that, though present, are insufficient in quantity and quality to return a profit from production.

Development projects are subject to the completion of successful feasibility studies and environmental assessments, issuance of necessary governmental permits and receipt of adequate financing. They typically require a number of years and significant expenditures during the development phase before production is possible. The economic feasibility of development projects is based on many factors such as:

- estimation of reserves;
- anticipated metallurgical recoveries;
- environmental considerations and permitting;
- future gold prices; and
- anticipated capital and operating costs.

Our projects have very limited operating history upon which to base estimates of future cash operating costs.

Estimates of mineral resources and reserves and cash operating costs are, to a large extent, based upon the interpretation of geologic data obtained from drill holes and other sampling techniques, and feasibility studies which derive estimates of cash operating costs based upon anticipated tonnage and grades of ore to be mined and processed, the configuration of the ore body, expected recovery rates of metals from the ore, estimated operating costs, anticipated climatic conditions and other factors. As a result, it is possible that actual cash operating costs and economic returns will differ significantly from those currently estimated for a project prior to production.

Any of the following events, among others, could affect the profitability or economic feasibility of a project:

- 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;
- costs of constructing and operating a mine in a specific environment;
- availability and costs of processing and refining facilities;
- availability of economic sources of power;
- adequacy of water supply;
- adequate access to the site, including competing land uses (such as agriculture);
- unanticipated transportation costs;
- government regulations (including regulations regarding prices, royalties, duties, taxes, permitting, restrictions on production, quotas on exportation of minerals, as well as the costs of protection of the environment and agricultural lands);
- title claims, including aboriginal land claims;
- fluctuations in prices of precious metals; and
- accidents, labour actions and force majeure events.

It is not unusual in new mining operations to experience unexpected problems during the start-up phase, and delays often can occur in the commencement of production.

No history of mining operations or profitability

The Company's principal properties are in the mine construction stage. 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 geologic 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.

The Company requires various permits in order to conduct its current and anticipated future operations, and delays or a failure to obtain such permits, or a failure to comply with the terms of any such permits that the Company has obtained, could have a material adverse impact on the Company

The Company's current and anticipated future operations, including further exploration, development activities and commencement of production on the Company's properties, require permits from various national and local governmental authorities. Although the Company currently holds all material approvals which it requires in order to carry out its current program on the Asanko Gold Mine, the Company cannot be certain that it will receive the necessary permits on acceptable terms to conduct further exploration and to develop such property. In particular, the Company has been granted the material permits to construct the Phase 1 Project. There can be no assurance that the Company will be able to obtain all necessary licenses and permits that may be required to carry out exploration, development and mining operations at its projects, on reasonable terms or at all. Delays or a failure to obtain such licenses and permits, or a failure to comply with the terms of any such licenses and permits that the Company does obtain, could increase the Company's costs and delay its activities, and could have a material adverse effect on the Company.

A substantial or extended decline in gold prices would have a material adverse effect on our business

Our business is dependent on the price of gold, which is affected by numerous factors beyond our control. Factors tending to put downward pressure on the price of gold include:

- sales or leasing of gold by governments and central banks;
- strengthening of the US dollar;
- global or regional recession or reduced economic activity;
- speculative trading;
- decreased demand for industrial uses, use in jewellery or investment;
- high supply of gold from production, disinvestment and scrap;
- interest rates;
- sales by gold producers in forward transactions and other hedging;
- the production and cost levels for gold in major gold-producing nations; and
- the cost level (in local currencies) for gold in major consuming nations.

Any substantial drop in the price of gold would adversely impact our future revenues, profits and cash flows. In addition, sustained low gold prices can:

- reduce revenues further as a result of production cutbacks due to cessation of the mining of deposits or portions of deposits that have become uneconomic at the then-prevailing gold price;
- halt or delay the development of new projects; and
- reduce funds available for exploration, with the result that depleted minerals are not replaced.

If gold prices were to decline significantly for an extended period of time, we might be unable to continue with the exploration and development of our properties or fulfill our obligations under our agreements or under our permits or licenses. As a result, we could lose our interest in or be forced to sell some of our properties.

The Company may be unable to repay its Indebtedness

The Company has debt and undrawn credit facilities which it may need to draw down. Should the Company be unable to repay these loans when due, the Company could face legal action by debt holders who can realize on the Company's assets, resulting in a seizure and sale with loss to the Company. Debt holders may obtain judgments and ultimately realize against the Company's assets if the Company defaults in respect of the debenture obligations.

We cannot provide assurance that we have been or will be at all time in complete compliance with environmental, health and safety laws or that the cost of complying with current and future environmental, health and safety laws will not materially adversely affect our future cash flow, results of operations and financial condition

Our activities are subject to extensive federal, state and local laws and regulations governing environmental protection and employee health and safety. We must obtain governmental permits and provide associated financial assurance to carry on certain activities. We are also subject to various reclamation-related conditions imposed under federal or state air, water quality and mine reclamation rules and permits.

Failure to comply with applicable environmental, health and safety laws can result in injunctions, damages, suspension or revocation of permits and imposition of penalties. There can be no assurance that we have been or will be at all time in complete compliance with such laws or permits or that the costs of complying with current and future environmental, health and safety laws and permits will not materially adversely affect our future cash flow, results of operations and financial condition.

Mining is inherently dangerous and subject to conditions or events beyond the Company's control, which could have a material adverse effect on the Company's business

Hazards such as fire, explosion, floods, structural collapses, industrial accidents, unusual or unexpected geological conditions, ground control problems, power outages, inclement weather, seismic activity, cave-ins and mechanical equipment failure are inherent risks in the Company's exploration, development and mining operations. These and other hazards may cause injuries or death to employees, contractors or other persons at the Company's mineral properties, severe damage to and destruction of the Company's property, plant and equipment and mineral properties, and contamination of, or damage to, the environment, and may result in the suspension of the Company's exploration and development activities and any future production activities. Safety measures implemented by the Company may not be successful in preventing or mitigating future accidents.

It is not always possible to obtain insurance against all such hazards and the Company may decide not to insure against certain risks because of high premiums or other reasons. Moreover, insurance against environmental pollution or other hazards as a result of exploration and production is not generally available to the Company, or to other companies in the mining industry, on acceptable terms. Although the Company maintains insurance to protect against certain hazards in such amounts as it considers reasonable, its insurance will not cover all potential hazards associated with its operations, and insurance coverage may not continue to be available or may not be adequate to cover any resulting liability. Should such liabilities arise, they could reduce or eliminate any further profitability and result in increasing costs and a decline in the value of the securities of the Company.

In addition, from time to time the Company may be subject to governmental investigations and claims and litigation filed on behalf of persons who are harmed while at its properties or otherwise in connection with the Company's operations. To the extent that the Company is subject to personal injury or other claims or lawsuits in the future, it may not be possible to predict the ultimate outcome of these claims and lawsuits due to the nature of personal injury litigation. Similarly, if the Company is subject to governmental investigations or proceedings, the Company may incur significant penalties and fines, and enforcement actions against it could result in the closing of certain of the Company's mining operations. If claims and lawsuits or governmental investigations or proceedings are finally resolved against the Company, the Company's financial performance, financial position and results of operations could be materially adversely affected.

Failure to finalize mining contractor agreements for Phase 1 could delay construction

While the Company completed a tendering process to select the mining contractor for Phase 1 and has awarded the contract to PW Ghana Ltd. and settled the material terms, it has not yet executed an agreement and certain terms are presently being negotiated. Failure to finalize an agreement with the selected contractor would result in a dispute or require the Company to seek a new contractor, which could delay or increase the cost of construction set for Phase 1.

Uncertainty of acquiring additional mineral rights

The Company's future growth and productivity will depend, in part, on its ability to identify and acquire additional commercially mineable mineral rights, and on the costs and results of continued exploration and development programs. Mineral exploration is highly speculative in nature and is frequently non-productive. Substantial expenditures are required to: establish ore reserves through drilling and metallurgical and other testing techniques; determine metal content and metallurgical recovery processes to extract metal from the ore; and construct, renovate or expand mining and processing facilities. In addition, if the Company discovers ore, it would take several years from the initial phases of exploration until production is possible. During this time, the economic feasibility of production may change. There can be no assurance that the Company will in future successfully acquire additional commercially mineable (or viable) mineral rights.

The Risks of Ebola in Ghana

The Company is aware of the regional threat of the Ebola Virus on its operations. While the affected countries include Guinea, Liberia, Sierra Leone and Nigeria, there are no known cases of Ebola currently reported in Ghana. An outbreak of Ebola in Ghana may have a material impact on the Company and its contractors and employees, including the temporary suspension of operations.

5.2.2 Risks Relating to the Value of Securities

Our 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 our securities, and the price may decline below their acquisition cost. As a result of this volatility, you may not be able to sell your 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 we carry 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 we do 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 our profitability and reputation.

Negative operating cash flow

The Company has had negative operating cash flow for all of its existence years, including 2014 its last financial year for which audited financial statements are available, and may continue to have negative operating cash flow in the future despite management's estimates that 2016 will see the start of net positive cash flow.

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

5.3 Asset-backed Securities Outstanding

The Company has no asset-backed securities outstanding.

5.4 Mineral Properties

The following is a summary description of the development stage project known as the Asanko Gold Mine and is a direct extract and reproduction of the summary, without material modification, contained in the technical report entitled "Asanko Gold Mine – Phase 1 Definitive Project Plan National Instrument 43-101 Technical Report" dated effective December 17, 2014, as amended and restated January 26, 2015, authored by Glenn Bezuidenhout, National Diploma (Extractive Metallurgy), FSIAMM, Doug Heher, B.Sc Eng (Mechanical), Pr Eng., Thomas Kwabena Obiri-Yeboah, B. Sc Eng (Mining), Pr Eng, John Stanbury, B Sc Eng (Industrial), Pr Eng., Charles J. Muller, B. Sc. Hons (Geology), B. Sc. Hons (Geology) Pr. Sci. Nat. and David Morgan, M.Sc. Eng (Civil), CP Eng, each of whom is an independent Qualified Person (herein the "**2015 Asanko Project Plan**").

All defined terms used in the summary below have the meaning ascribed to them in the 2015 Asanko Project Plan, 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 2015 Asanko Project Plan and is qualified in its entirety with reference to the full text of the 2015 Asanko Project Plan, which has been filed under the Company's profile at www.sedar.com and is incorporated by reference herein.

Following the acquisition of PMI Gold Inc. in early 2014, Asanko combined its Esaase Gold Project with PMI's Obotan Gold Project to form the Asanko Gold Mine. Asanko is intending to develop the AGM in two phases, with Phase 1 being largely based on the Obotan Project as initiated by PMI. It is envisioned by the Company that the Esaase pit will be assessed for development in a second phase of which is the subject of a follow-on Pre-Feasibility Study (Phase 2 PFS) expected to be complete in March 2015. The Phase 2 PFS will be premised on processing ore from Esaase in an expanded Phase 1 processing facility, utilising much of the infrastructure of Phase 1.

Phase 1 of the AGM has been under development by the Company since August 2014 and the Company anticipates gold production to commence in Q1 2016.

Asanko contracted DRA Projects (Pty) Ltd ("DRA"), Cresco Project Finance (Pty) Ltd ("Cresco") and CJM Consulting (CJM) to prepare this feasibility study which is called a Definitive Project Plan ("DPP") for the Asanko Gold Mine Phase 1 (herein the "Phase 1 Project" and sometimes "Obotan"). The work and conclusions of the DPP are disclosed in accordance with Canadian National Instrument 43-101 "Standards of Disclosure for Mineral Projects". This DPP supersedes in its entirety the prior version of this DPP filed on SEDAR on December 17, 2014 after amendment to reflect comments received from technical staff at the British Columbia Securities Commission.

5.4.1 Project Description and Location

The AGM concessions are located in the Amansie West district of the Ashanti region of Ghana (Figure 5.1). The Project concessions are owned 100% by Adansi Gold Company Ghana ("Adansi"), a 100% owned Ghanaian subsidiary of Asanko. The government of Ghana retains the right to take a 10% free carried interest in the Project under Section 8 of the Ghanaian Mining Act. The Esaase concessions are 90% owned by Keegan Resources Ghana Limited ("KRGL") a 100% owned Ghanaian subsidiary of Asanko, with the Government of Ghana owning 10% reflecting its free carried interest.

Asanko holds four mining leases (Table 5.1) as well as prospecting and reconnaissance licenses which collectively make up the AGM and span 30 km strike length of the Asankrangwa Gold Belt. These concessions cover an area of approximately 309.61 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, and Adubea Mining Leases contain all of the resources defined to date. All other concessions held by Asanko in the area contain exploration potential defined to date and in some instances locations for infrastructure. The EPA grants permits on a perennial basis to conduct exploration. On advice from Asanko, with respect to the Project areas, all permitting within the afore-mentioned governmental permitting structure is up to date and accounted for.

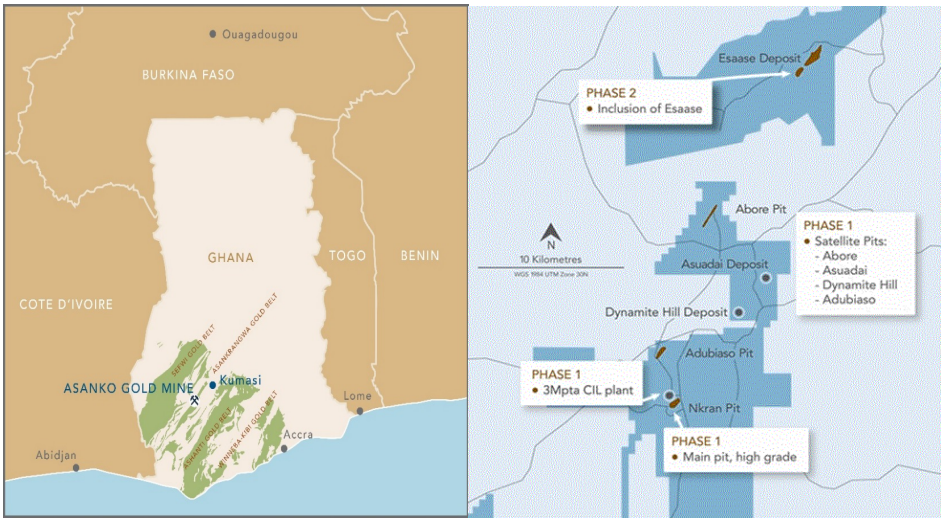


Figure 5-1: The Asanko Gold Mine Location

Table 5-1: The Asanko Gold Mine Mining Licences

Tenement name	100% owned title holder	Minerals Commission file	Current grant date	Current expiry date	Status of license
Esaase	KRGL	EPA/PR/PN/804	04/09/1990	03/09/2028	Mining area applied for
Abore	Adansi	PL 6/303	02/11/2012	01/11/2017	Valid
Abirem	Adansi	PL 6/303	28/03/2013	27/03/2026	Valid
Adubea	Adansi	PL 6/310	02/11/2012	01/11/2018	Valid

All concessions carry a 10% free carried interest in favour of the Ghanaian government. The government interest is reflected in a 10% ownership of the operating company, and the government has a right to 10% of any intercompany dividends paid by the subsidiary. The leases are also subject to a 5% royalty 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.

On advice from Asanko, under the current ownership arrangement and status of holdings, there is no environmental liability held over Asanko for any of the AGM concessions relating to Phase 1 with the exception of project works to date. There is a potential environmental liability on the Company's Jeni River concessions which was inherited with the acquisition of the concessions and is not material to the Company, but is reported in its recent financial statements as an Asset Retirement Obligation.

5.4.2 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 Phase 1 infrastructure west of the Nkran village. 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 80 metres above sea level, but the areas impacted by the AGM deposits generally lie at less than

50 metres elevation. Despite the subdued topography, hill slopes are typically steep. Ecologically the AGM area is situated in the Wet Evergreen Forest Zone.

The Project is currently under construction and infrastructure is progressing. Current site infrastructure consists of:

- An exploration office, core storage area and accommodation facility located just west of the village of Nkran.
- An exploration office, core storage area and accommodation facility located just north of the village of Tetrem.
- Infrastructure remaining from the operations of Amansie Resources Limited consisting of administrative buildings (fully renovated), a mine village equipped with a water treatment plant, that is partially habitable and a 33 kV power supply from the ECG sub-station at Gyagyatreso.
- Communications currently available at the site are good. Vodafone has recently completed the installation of communication towers which have significantly improved network coverage on site.
- The section of the haul road between the Nkran Pit and Abore Pit south of the tar road, has been upgraded to serve as the main access road to the mine. This is a private (mine road) and does not pass through any minor village.
- Power supply infrastructure has suitable capacity to support the operation during construction.

The power supply for operations will be via a new 161 kV power line from Asawinso to site. The construction of this line is underway, including:

- Installation of a 161 kV power line from the GridCo sub-station at Asawinso to the site
- Transformers on site to provide 11 kV to the plant
- Transformers on site to step up 11 kV to feed existing 33 kV circuits

Water is readily available in the AGM area. A ground water assessment of the planned Nkran and Adubiaso Pits was conducted based on an investigation that took place from April to June 2012 and included the drilling of eight investigation holes and the pump testing of six bores.

The results of this program indicates that the base load process raw water requirement of 7 litres per second could be supplied by two of the bores operating on a duty and standby basis with a third equipped as a spare.

Potable water is available at both of the accommodation camps (Phase 1 and Esaase) and is more than adequate to provide potable water needs to the work force.

5.4.3 History

Nkran Area

Nkran appears to be quite important from the viewpoint of historical artisanal gold mining that dates back many generations and remains quite extensive to the present day.

In the late 1980s, 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 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 1990s, the Obotan concession was examined by American consultant Al Perry who was working on behalf of two related Australian juniors, Associated Gold Fields NL and Kiwi International Resources Limited.

By early 1995, resource estimates (measured, indicated and inferred) were reported as 4.8 Mt grading about 3.7 g/t for an in-situ gold content of close to 600,000 oz. A feasibility study was completed and a mining lease was granted in late 1995. In May 1996 the combined interests of Kiwi and Associated Gold Fields were bought out by Resolute Limited 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 150 m 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 1.4 Mtpa. 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 the Government of Ghana.

Abore Area

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

In the mid-1990's, Mutual Resources 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.

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 the period 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.

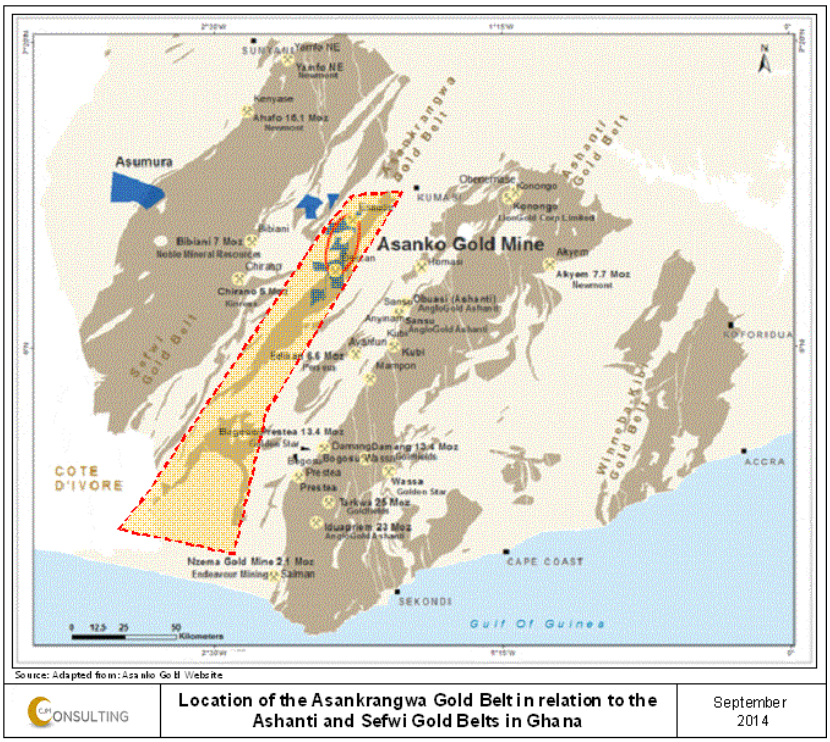
In 1990, the Bonte mining lease was granted to Akrokerri-Ashanti Gold Mines ("AAGM") and was later transferred to Bonte Gold Mining ("BGM"), a local subsidiary of AAGM. BGM had reportedly recovered an estimated 200,000 oz of alluvial gold on the Esaase concession and another 300,000 oz downstream on 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, 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.

5.4.4 Geological Setting

The geology of economic interest in Ghana is comprised predominantly of rocks of the Birimian and to a lesser extent of units belonging to the Tarkwaian. The Birimian consists of narrow greenstone (volcanic) belts, which are traceable for hundreds of kilometres along strike, but are usually only 20 to 60 km wide. The greenstone belts are separated by wider basins of mainly marine clastic sediments. 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, and often result in systems of gold-bearing quartz veins within the tightly folded Birimian-age sedimentary rocks.

The AGM concessions are located in the centre of the Kumasi basin, nearly equidistant between the north-west flank of the Ashanti Belt and the south-east flank of the Sefwi-Bibiani Belt, (Figure 5.2), and form part of the Asankrangwa Gold Belt, a complex northeast trending shear system, situated along the central axis of the Kumasi Basin, bearing quartz reefs and granitic intrusives, within a zone that is about 15 km wide, and may be traced for a northeast-southwest distance of some 150 km.



Source: Adapted from: Asanko Gold Website

CONSULTING	Location of the Asankrangwa Gold Belt in relation to the Ashanti and Sefwi Gold Belts in Ghana	September 2014

Figure 5-2: The Location of the Asankrangwa Gold Belt in relation to the Ashanti and Sefwi Gold Belts

5.4.5 Exploration

Asanko has undertaken extensive geophysical surveys (both ground and airborne), surface mapping and reconnaissance, data accumulation, reverse circulation drilling, diamond drilling and validation over the Abore, Asuadai, Adubiaso, Dynamite Hill, Nkran and Esaase concessions.

5.4.6 Mineralisation

Gold mineralisation in the AGM area is hosted in Birimian metasediments and basin-type granites and is associated with major northeast striking, 5 to 40 m wide graphite-chlorite-sericite fault zones. In particular, gold mineralisation is developed where the northeast fault zones intersect major east- to northeast striking fault zones, and especially where they are recognised to have influenced granite emplacement, alteration and Au geochemical trends.

The AGM area contains six major systems of gold-bearing quartz veins hosted by tightly folded and foliated Birimian-age altered sedimentary rocks, and basin-type granites within several well defined parallel structural corridors. The host rock package includes shale, siltstones, granites, and lesser feldspathic sandstones. The sedimentary packages are moderately to strongly folded and foliated with shale generally displaying better development of foliation than siltstone. The intrusive packages generally display less strain than the sedimentary packages. The mineralised quartz veins are syn- to post-kinematic, and generally form sets of sub-vertical to gently dipping veins, with the syn-kinematic veins folded about the dominant axial plane cleavage. The overall trend of the mineralised bodies is northeast

with a moderate dip to the west. The vein arrays within these bodies have various orientations. The most common orientations are north striking with vertical dips.

5.4.7 Drilling

Phase 1 Deposits

Drill traverses for all Phase 1 project areas are generally aligned perpendicular to the local NE-SW mineralised trends.

To date, a total of 1,947 holes have been drilled in the four deposits (Nkran 877, Adubiaso 327, Asuadai 143, Abore 463, and Dynamite Hill 137).

The resource drill hole spacing varies between the projects, from as small as 10 to 15 m across strike, and 15 to 50 m along strike (to define near mine surface projections of mineralisation). Drill coverage at depth is variable approaching the maximum drilled depth of 590 m from surface in drill hole RCD802A at the Nkran deposit.

The drilling density is considered appropriate to define the geometry and extent of the mineralisation for the purpose of estimating gold resources, given the understanding of the local project geology, structure and confining formations.

Esaase

The drilling program conducted at the Esaase deposit focused mainly on the northwest striking gold bearing structures in the Esaase concession but in addition, targets on the Jeni, Dawohodo and Mpatoam concessions were drilled. The drilling program entailed both surface reverse circulation (“RC”) and diamond core (“DC”) drilling methods focused on the targets identified by soil sampling, trenching and geophysical interpretations.

A total of 1,496 drillholes were completed on the Esaase area. The vast majority of the drillholes into the west dipping mineralisation were collared at an orientation of approximately 100º (UTM). A small number of drillholes were drilled towards approximately 300º. Of these, 1,187 drill holes in the currently defined resource area were used for the resource estimation study.

5.4.8 Sampling and Analysis

Phase 1 Deposits

RC samples were riffle split using a three tier Jones riffle splitter. A final sample of approximately 3 kg was collected for submission to the laboratory for analysis. All 1m interval samples were analysed. RC chip trays were systematically compiled and logged with all bulk rejects stored at the project site.

For diamond drill core, after geological and structural logging, sampling was routinely taken at 2 m intervals downhole or to geological contacts, and 1 m samples are taken in the mineralised zones. Given familiarity with the mineralised zones at Nkran, routine 2 m sampling outside of the mineralised zones was replaced with sampling 5 m either side of the main mineralised zone, and where occasional alteration and veining are recognised.

Core was routinely photographed prior to cutting, then laid in single trays and labelled. Once logged, the core is marked for sampling and cut using a diamond blade saw. Core is handled by several trained technicians during the cutting process.

After the core is half-cut, it is carefully placed in plastic bags marked with a unique sample number. A piece of flagging tape with the sample number was inserted into the bag for further reference and security. Individually bagged core and RC drilling samples were packed in polyweave, or heavy plastic sacks (i.e. 5-10 samples per sack), tied with binding wire and prepared for transport to the laboratory. Sample bags are stapled before being dispatched. All samples were firmly secured and locked in a designated sample room at PMI's field office. The company geologist, responsible for core logging and RC sampling, held the only key to the room where samples were secured. The geologist was responsible at all times for their secure shipment to the laboratory. The sample preparation, security and analytical procedures adopted by PMI provide an adequate basis for the current mineral resource estimates.

PMI typically inserted random blank samples into the assay stream. These blanks consistently returned very low assays. Additionally, any samples in which visible gold was noted, during the logging or in the case of panning RC drill chips, or any samples which returned high gold grades, were routinely submitted for either screened metallic, or a bulk cyanide leach assay. In addition, random pulps and rejects were submitted to other certified labs for checking or confirmation purposes.

Comparison of the results from the various different assays and laboratories utilised, indicates a high measure of confidence in the assay data. The assay labs utilised by PMI utilised their own in-house QC programs. These included standards, replicas, duplicates and blanks. In general, every batch of 50 solutions contained two standards positioned randomly; two replicates positioned at the end of the rack; two duplicates selected randomly and positioned immediately under the original and one blank positioned randomly.

All sampling was carried out under the direct supervision of PMI senior personnel, either the president, VP of exploration, project manager, or the chief geologist. All drill cores from the concessions were geologically and structurally logged, split (sawn), photographed and stored at PMI's field offices or sampling and storage facility in Nkran. All core samples were submitted to SGS in Tarkwa and check samples to ALS Commercial Laboratory in Kumasi. All samples were analysed for gold, either by 50 g Fire Assay or Screen Metallic Fire Assay with AA Finish (AA26); or for cyanide leach, depending on peculiar features and characteristics of the rock or the drill cuttings. Screen metallic fire assaying is often used for samples suspected of being high grade where coarse gold is anticipated. Remaining samples, expected to represent "waste" or non-ore mineralised are analysed using straight fire assay.

The technical report authors are of the opinion that the QAQC undertaken by the three companies, RSG, PMI and Asanko, is adequate and that the current QAQC systems in place at Obotan to monitor the precision and accuracy of the sampling and assaying are adequate and should continue to be implemented.

Inspections of the Company's drilling techniques, sampling, logging procedures, density measurements, exploration data, resources review, geochemical sampling, data QAQC, data entry, and laboratory have been conducted, as well as site and assay laboratory inspections, with no serious issues with regard to any of the data identified. In addition, the database was reviewed and validated prior to commencing the 2015 Asanko Project Plan. The conclusion was that the application of the surface drill hole data is adequate for the geostatistical estimation processes employed on the various tenements of the Project, and the geological logging, sample preparation and analytical procedures conform to industry standards and are therefore adequate for use in geological modelling and geostatistical estimation.

Esaase

The drill chips from the RC drilling program were collected in 1m intervals downhole via a cyclone which discharged into PVC bags. The collected samples were weighed prior to splitting and then 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. The RC chip material was stored in trays which were

systematically compiled and logged with all bulk rejects stored at the Asanko Gold's exploration camp in the village of Tetrem. All 1m interval samples were submitted for analysis.

For diamond drilling, 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 mineralised zones, which is variable throughout the deposit, but is typically in excess of 30m.

The required interval was marked on the core and the sample cut in half by electric diamond blade core saw. The standard protocol is that the cut is made 1cm to the right in a downhole direction 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.

The structure orientations noted in the core were routinely recorded to assist in determining the controls on mineralisation, 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 was transferred from the trays and pieced together on a V-rail (angle iron) rack. The orientation line (bottom of hole), determined by the orientation tool recorded during drilling, was 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 metallurgical drillholes of approximately 28 oriented HQ3 core drillholes were drilled radially outward from within the deposit through depths beyond an assortment of potential pit wall limits.

The sample recovery for the RC drilling averages approximately 34kg per metre drilled. Bulk sample weights (on a per metre basis) have been recorded in the database for approximately two thirds of all RC samples drilled. Sample recovery in DC drillholes was good although in the moderate to highly weathered saprolite and highly fractured and brecciated zones poor recoveries were experienced. Asanko Gold began utilising HQ3 drilling to minimise the core loss in the weathered and transition zones after July 2008.

Recovery factors are unlikely to materially affect the accuracy and reliability of the results.

The Asanko sampling procedures adopted for the drilling programmes are consistent with current industry best practise. Samples collected by DC drilling within the highly weathered zones are of moderate quality, with the remainder being of good quality. Sample recoveries and quality for the RC drilling are high with drilling switching to diamond core once wet samples were noted.

A quality control twin drillhole exercise was undertaken to determine if any negative bias resulted in the DC drilling due to the use of water. A number of the DC drillholes had poor recovery in the highly weathered zone and potential exists to wash out fine gold and therefore underestimate the gold content. Four DC and RC drillhole pairs were suitable for comparison and results indicate comparable intervals of mineralisation with broadly equivalent grades between DC and RC drilling.

5.4.9 Security of Samples

Phase 1 Deposits

Individually bagged core and RC drilling samples were packed in polyweave, or heavy plastic sacks (i.e. 5-10 samples per sack), tied with binding wire and prepared for transport to the laboratory. All samples were firmly secured and locked in a designated sample room at PMI's field office. The company geologist, responsible for core logging and RC sampling, held the only key to the room where samples were secured. The geologist was responsible at all times for their secure shipment to the laboratory.

Esaase

Asanko sampling protocols required samples to be collected in staple-closed bags, transported to the exploration camp to be collected by the laboratory vehicle, at which point the laboratory assumed responsibility and transported the consignment to the laboratory directly. The samples submission procedures were supervised by Asanko technical staff and the rapid submission of samples provided little opportunity for sample tampering. Equally, given the umpire assaying via an external international laboratory and the regular 'blind' submission of international standards to both the primary and umpire assay facilities, any misleading analytical data would have been readily recognised and investigated.

5.4.10 Mineral Resources and Reserve Estimates

The total Mineral Resources for the AGM are shown in Table 5.2. For the Phase 1 Mineral Resources (Nkran, Adubiaso, Abore, Dynamite Hill and Asuadai deposits) a 0.8 g/t cut-off was used. For Phase 2 Mineral Resources (Esaase) a 0.6 g/t cut-off was used.

Cautionary Note About Mineral Resources:

Mineral Resources that are not mineral reserves do not have demonstrated economic viability. Mineral resource estimates do not account for mineability, selectivity, mining loss and dilution. These mineral resource estimates include inferred mineral resources that are normally considered too speculative geologically to have economic considerations applied to them that would enable them to be categorized as mineral reserves. There is also no certainty that these inferred mineral resources will be converted to measured and indicated categories through further drilling, or into mineral reserves, once economic considerations are applied. The Company advises investors that while the term "inferred mineral resources" is recognized and required by Canadian regulations, the SEC does not recognize it. Under Canadian rules, estimates of Inferred Mineral Resources may not form the basis of economic studies, and they have not been used in this Definitive Project Plan to estimate Mineral Reserves. **Readers are cautioned not to assume that all or any part of an inferred resource exists, or is economically or legally mineable.**

Table 5-2: Asanko Gold Mine Mineral Resources as at April 2014

Deposit	Measured			Indicated			Total (M&I)			Inferred		
	Tonnage Mt	Grade G/T	Content Moz	Tonnage Mt	Grade G/T	Content Moz	Tonnage Mt	Grade G/T	Content Moz	Tonnage Mt	Grade G/T	Content Moz
Nkran	13.24	2.55	1.09	25.80	2.23	1.85	39.04	2.34	2.94	7.06	2.34	0.53
Adubiaso	0.73	2.60	0.06	1.40	2.04	0.09	2.13	2.23	0.15	0.20	2.27	0.02
Abore	1.61	1.70	0.09	3.37	1.63	0.18	4.98	1.65	0.27	6.59	1.65	0.35
Dynamite Hill	0.00	0.00	0.00	1.84	1.86	0.11	1.84	1.86	0.11	0.52	1.51	0.03
Asuadai	0.00	0.00	0.00	1.64	1.34	0.07	1.64	1.34	0.07	1.25	1.61	0.06
Esaase	23.38	1.49	1.12	71.25	1.44	3.28	94.63	1.45	4.40	33.59	1.40	1.51
Total	**38.96**	**1.88**	**2.36**	**105.30**	**1.65**	**5.58**	**144.26**	**1.71**	**7.94**	**49.21**	**1.58**	**2.50**

Notes:
Columns may not add up due to rounding
All figures are in metric tonnes
The Mineral Resources are stated as in situ tonnes
Individual Densities were used per mineralized zone
The tonnages and contents are stated as 100%, which means no attributable portions have been stated
Conversion from gr to oz – 31.10348

The AGM Phase 1 Definitive Project Plan meets the customary industry criteria for a definitive feasibility study as well as those of the Canadian Institute of Mines, Metallurgy and Petroleum whose criteria are incorporated as the standard under NI 43-101. This DPP reports a Mineral Reserve for the Project based on the associated Mineral Resource estimation, dated September 2014 by CJM. While reserves were previously estimated for the Esaase project in 2012 when it was a stand-alone project no Mineral Reserves are currently assigned to the Esaase deposit because it is the subject of the Phase 2 PFS and until that feasibility work supports a reserve estimate none will be made.

DRA generated optimised pit shells for the Project based on the material reported as Measured and Indicated Mineral Resources only. Metallurgical recoveries have been provided by DRA based on analysis of past test work, operational results and more recent test work. Five separate pit designs were developed from the optimised pit shells, Nkran, Adubiaso, Abore, Dynamite Hill and Asuadai.

Table 5-3 summarises the ore reserve statement based on the work undertaken as part of this Definitive Project Plan. The reported numbers are based on an assumed long term gold price of $1,300/oz.

The grades and tonnes reported have been modified by applying mining recovery and dilution based on orebody geometry and mining methodology. This equates to both a mining dilution as well as an ore loss of 5%.

Table 51-3: Summary of Asanko Gold Mine – Phase 1 Ore Reserve Statement

Deposit	Classification	Tonnage (Mt)	Au Grade (g/t)	Moz
Nkran	Proven	13.5	2.32	1.00
	Probable	17.7	2.12	1.20
Adubiaso	Proven	0.9	2.23	0.06
	Probable	0.9	1.90	0.05
Abore	Proven	1.2	1.69	0.06
	Probable	0.9	1.87	0.05
Asuadai	Proven	0.0	0.00	0.00
	Probable	0.5	1.26	0.02
Dynamite Hill	Proven	0.0	0.00	0.00
	Probable	1.1	1.88	0.07
Total	**Proven**	**15.5**	**2.26**	**1.13**
	Probable	**21.0**	**2.07**	**1.39**
	Total	**36.5**	**2.15**	**2.52**

5.4.11 Mining Operations

Mining

The Project is based on an open pit contractor mining operation and a 3 Mtpa processing plant using conventional carbon-in-leach ("CIL") technology. The primary source of feed material for the CIL plant is the Nkran pit, with satellite pits at Adubiaso, Abore, Dynamite Hill and Asuadai providing additional feed.

A detailed life of mine ("LoM") plan was developed for Phase 1 using the CJM technical report as of September 30, 2014 filed on SEDAR October 24, 2014 comprising 3.54 Moz of gold in the Measured and Indicated category with an average grade of 2.2 g/t gold at a 0.8 g/t gold cut-off.

All Phase 1 deposits will be mined utilising conventional truck and shovel method. Ore and waste will be drilled and blasted, then loaded and hauled to either the Nkran ROM pad, direct tip into the crushing facility at Nkran, placed on pit rim stockpiles for the remote deposits, or placed on waste rock storage facility with 90 tonne haul trucks. A single fleet of mining equipment will be shared between all deposits. The project is to be mined utilising modern technology with proven success, with no requirement for untried, or untested technology. For the pits Adubiaso, Abore, Dynamite Hill and Asuadai, a fleet of road trucks will be utilised to haul ore from the respective pit rim stockpiles to the central processing facility at Nkran.

Nkran will commence production first. This will assist in keeping the pre-stripping volumes low and delivering higher mill feed grades early in the project life.

Approximately one year of waste stripping will be required to expose sufficient ore to maintain a constant ore feed rate of 3 Mtpa once the mill has been commissioned. During this first year, ore that is mined will

be stockpiled. This material has been utilised in the production schedule, however it is expected once the processing facility is constructed this material will be utilised as commissioning material.

The mining of all five Phase 1 deposits runs for a period of approximately 12.5 years based on the current production schedule. The peak production requirements are 26 Mtpa (total material movement).

It is envisioned that if proved feasible, Esaase will also be mined as an open pit operation. The Phase 2 PFS is investigating optimum transportation methods for mineralized material.

Metallurgical Test Work

Metallurgical test work on Phase 1 deposits was initially carried out by AMMTEC Pty Ltd, AMDEL Ltd, Supaflo Technologies Pty Ltd, Analabs Pty Ltd and METCON Research Inc. The test work program was conducted on composite samples of drill core and reverse circulation drill chips from Nkran oxide and primary ore ores to obtain design comminution, gravity and leaching parameters.

A new metallurgical test work program was completed in February 2012. The results from this program included:

- Additional comminution and leaching characteristics of the Nkran primary ore at greater depth;
- Quantification of the cyanide detoxification requirements; and
- Thickener sizing data.

In addition to the above mentioned test work, test work was performed on Dynamite Hill material. This test work included:

- Comminution characteristics of Dynamite Hill oxides, transitional, and fresh material;
- Gravity circuit recovery of Dynamite Hill oxides, transitional, and fresh material; and
- Cyanide leaching of Dynamite Hill oxides, transitional, and fresh material.

A gravity circuit modelling report by Gekko Systems, based on previous test work on Nkran ore, has been referenced in the recovery assessment. The metallurgical design has been based on the results of the recent test work carried out Asanko, historical test work carried out by Resolute and Resolute historical operational results.

The Esaase deposit has been subjected to extensive metallurgical testwork programs carried out in four phases from 2008-2011, including:

- Diagnostic testing of oxide, transition and fresh materials in 2008-2009;
- Development of process flowsheet comprising comminution, gravity concentration and CIL on gravity tailings and variability testing between fresh and oxide materials in late 2009;
- Detailed design parameters for fresh and oxide ore types. Process included comminution, gravity concentration, leaching of gravity concentrate and CIL on tails conducted in 2009 and 2010; and

- Extended gravity testing to improve recovery of ultrafine sulphide associated gold. The process flow included comminution, gravity concentration and leaching of gravity concentrate, gravity concentration of mill product with spirals and CIL on thickened spiral concentrate.

As a result of the four phases of testwork the final 2011 process was specified to include SAG mill and secondary ball milling, gravity gold recovery from the milling circuit and spiral concentration of the milled product, at a grind dependant on ore type. The spiral concentrate would then be reground and recombined with the spiral tail for thickening and CIL gold recovery to improve cyanide amenability of the ultrafine locked component.

In 2012, Asanko conducted a fifth phase of metallurgical testing was designed to quantify the metallurgical recovery that could be achieved through the combination of:

- gravity recovery within the milling circuit;
- flotation recovery on the gravity tailings; and
- a leach on the flotation concentrates.

The selection of the optimum grind size for the primary grind is crucial to any gold process flow sheet as it sets the first limitation with regards to gold recovery thereafter. During phase 3 a grind optimisation trade off study suggested that a target grind of 80% passing (P80) 150µm, was adequate for the circuit which was revised to P80 = 106 µm during phase 4. All subsequent testwork for phase 5 was performed at P80 = 75µm as the evidence supported the benefit of a finer target grind size.

Amdel Metallurgical Laboratories in Perth was commissioned to complete the Phase 5 testwork, based on remnants of the initial testwork core samples to reinvestigate the option of gravity/float/CIL processing and to address the issue of grind size in more detail.

Gold Recovery

Based on the metallurical test work, as well as operational experience for previously mined deposits overall gold recoveries for the conventional gravity / CIL flow sheet are shown in Table 5-4 below. Esaase recovery is based on gravity/flotation/ CIL processing.

Table 5-4: Predicted Gold Recovery

Deposit	Recovery %
Nkran	92.42%
Adubiaso	91.86%
Abore	96.36%
Dynamite Hill	92.88%
Asuadai	91.43%
Total Phase 1 Deposits	92.58%
Esaase	90.0%

Process Plant Design

The Project processing plant design is based on a typical single stage crushing, SAG and ball milling circuit (SABC) followed by a carbon in leach (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 will be utilised to treat a portion of the cyclone underflow stream to recover coarse free gold from the recirculating load.

The milled product (cyclone overflow) will gravitate to a pre-leach thickener, via a trash removal screen. Thickener underflow will be pumped directly to a pre-oxidation stage followed by a seven stage carbon-in-leach (CIL) 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 cyanide destruction. Cyanide in the CIL tailings will be detoxified using a three phase hybrid cyanide destruction process. Weak Acid Dissociable cyanide (WAD) concentration will be reduced in a single tank by means of SMBS and air. The SO2 / Air process will be used for cyanide destruction.

The detoxified tailings are then pumped to the tailings storage facility. Absorbed 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 carbon regeneration while pregnant leach solution will be routed to electrowinning. After washing the gold sludge from the electrowinning cathodes, the sludge will be decanted and treated in a drying oven 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 plant will further incorporate water treatment, reagent preparation, oxygen generation and supply, compressed air and water services.

This process flow sheet is well known in industry, and has historically been proven a processing route for Phase 1 ores during Resolute Mining Ltd operations of 1998 to 2002.

The Phase 2 PFS currently underway is studying the feasibility and optimal process plant expansion to co-process all AGM materials, including Esaase.

Tailings Storage Facility (TSF)

The TSF will consist of a multi-zoned downstream perimeter embankment, comprising a total footprint area (including the basin area) of approximately 86 ha for the Stage 1 TSF increasing to 309 ha for the final TSF. The TSF is designed to store total 33 Mt for Phase 1 with further raises required during Phase 2 expansion. 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 underdrainage 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 underdrainage system drain by gravity to a collection sump located at the lowest point in the TSF.

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 utilises a beach angle that has been verified by laboratory testing, and the overall design is regarded as conservative, with no unique, or unusual design parameters, or methodologies utilised in the design. The use of downstream raise construction methods promote embankment stability, which has been demonstrated by the high factors of safety obtained for the stability assessment.

Environmental and Social

The Company completed a Scoping Report and the Environmental and Social Impact Assessment (ESIA) of the Project and developed the Environmental and Social Impact Statement (ESIS) which was submitted to the EPA and subsequently approved.

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.

The Company also completed an ESIA and ESIA for Esaase that has been submitted to the EPA for final approvals, which are still pending.

Survey and Baseline Study Results

Results from the various surveys and baseline studies across all of the areas of the AGM have indicated:

- Dust levels will increase, requiring monitoring and mitigation by spraying roads and other dust generation surfaces
- Noise levels close to the Project site will increase, a noise monitoring regime has been established to assess the exposure of employees and the local population to noise generated from the Project activities and, if necessary, to take corrective action promptly by intensifying, or changing the mix of the mitigation measures
- Metal contamination in the environment has been assessed, and the results indicate no long-term effects from previous mining activities. Closure of the site and prevention of access to some areas will be carried out so as to minimise any potential impacts
- Cyanide in the environment will be mitigated by detoxification prior to release to the TSF, all waters arising from the TSF will be returned to the plant

- There is no evidence of acid formation from the wastes generated during the previous operation, and therefore it is reasonable to conclude that the project wastes are unlikely to have an effect on the surrounding areas soil
- Effects on local suspended solids and turbidity will be mitigated by the use of suitable sedimentation structures together with an effective monitoring program to assess efficiency of those measures
- Significant local contamination of water with coliform exists. Adequate ablution facilities will be constructed for the project with all sewage treated before discharge. This discharge will also be monitored to ensure that coliform water discharge levels are met
- The current phosphate concentrations in the Nkran and Adubiaso Pits are higher than the EPA guideline for phosphate. These pits will be dewatered and the phosphate levels downstream of the Project may be elevated for a limited period
- Damage from drilling and blasting activities will be limited by carefully developed drilling and blasting designs together with blasting practices (evacuation and guarding) that will be deployed to minimise damage and eliminate safety risks
- Effects on flora and fauna will be negligible, the results of the baseline fauna and flora study indicate the project area is presently degraded and lacks the characteristic feature of the original vegetation of the areas, following years of intense farming and mining operations. Because of the extensive habitat alteration, the associated fauna and flora species are mainly common and widespread habitat generalists that are able to tolerate the current level of disturbances. The separate aquatic flora assessment does not identify any species or areas that require specific attention, or actions. The areas affected by mining and processing are only 8% of the total licence areas, and the vast majority of the areas (waste dumps and TSF) will be rehabilitated to current levels, or better
- Similarly the soil in the area has been degraded by previous activities, waste from the plant will be sequestered and rehabilitated to ensure that it does not further contribute to the soil contamination
- Heritage sites have been identified and will be protected
- Famers will be recompensed if their land is to be affected by the operation, and after rehabilitation the land will be returned to the landowners
- The effect of the Project on the galamsey activities will be minimal, limited to the need for the galamsey to vacate the areas required for pits, waste dumps, roads and the TSF

Trade will be positively affected, and it is likely that local trade will flourish due to the increased income levels in the area and accompanying increase in discretionary spending.

Approvals and Community and Government Consultation

Adansi held a public forum as part of the environmental permitting for Phase 1 in July 2012. This was preceded with consultation with several stakeholder groups across the project area and consequently obtained the EPA environmental permit for the Project. KRGL held a public forum for Esaase in November 2013 and applied for its environmental permit in early 2014. The permitting process was put on hold following the merging of the two projects into the Asanko Gold Mine in early 2014.

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

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

Production Schedule

The production schedule developed for the Project is included in Table 5-5. The Phase 2 PFS is expected to develop an integrated production schedule for all deposits of the AGM, including Esaase, if feasible.

Table 5-5: Production Schedule

Years 2015 – 2021

	2015	2016	2017	2018	2019	2020	2021
Ore mined ('000t)	230	3,704	3,123	3,319	3,000	2,951	2,850
Grade mined (g/t)	2.44	2.15	2.22	2.15	2.30	2.28	2.23
Waste ('000t)	19,761	21,254	21,928	21,152	20,993	23,179	22,754
Strip ratio (w:o)	86.05	5.74	7.02	6.37	7.00	7.86	7.98
Plant feed ('000t)	-	2,538	3,000	3,000	3,000	3,000	3,000
Feed grade (g/t)	-	2.58	2.27	2.15	2.30	2.27	2.20
Recovery (%)	-	88.89	92.66	92.34	92.63	92.62	92.60
Gold produced (oz)	**-**	**187,429**	**202,624**	**191,131**	**205,500**	**202,711**	**196,273**

Years 2022 - 2028

	2022	2023	2024	2025	2026	2027	2028
Ore mined ('000t)	3,001	3,001	3,001	3,000	3,001	2,325	-
Grade mined (g/t)	2.20	2.15	1.93	1.94	2.08	2.12	-
Waste ('000t)	18,147	8,484	9,761	4,619	1,863	889	-
Strip ratio (w:o)	6.05	2.83	3.25	1.54	0.62	0.38	-
Plant feed ('000t)	3,000	3,000	3,000	3,000	3,000	3,000	968
Feed grade (g/t)	2.20	2.15	1.93	1.94	2.08	1.99	1.53
Recovery (%)	92.60	92.27	92.36	92.45	92.56	92.50	112.13
Gold produced (oz)	**196,226**	**191,712**	**172,160**	**173,326**	**185,728**	**177,607**	**53,462**

Note: Recovery in first and last year adjusted for inventory lockup of approx. 7,300 ounces

Operating Costs

The average cash operating cost for Phase 1 is estimated at US$645 per ounce (Table 5.6). All-In-Sustaining Costs ("ASIC") are US$781 per ounce, which places Phase 1 in the lowest quartile of industry costs.

Operating costs were developed in conjunction with the project design criteria, process flow sheet, 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, tailings storage, water treatment, general and administrative and refining costs.

Table 5.6: Cash Operating Costs

Description	**US$/oz**
Waste mining	243
Ore mining	105
Processing	210
General and administrative	83
Refining	4
Cash Costs	**645**
Royalties	65
Sustaining and deferred capex	19
Corporate Overhead	35
Interest on Project Debt	17
All-in sustaining cash costs	**781**

Note: The costs detailed above are calculated for the purpose of this report in real terms with no material change in the key profitability projected for the LoM period.

The Phase 2 PFS will re-evaluate operating cost and capital costs for an expanded processing facility which includes the treatment of material from the Esaase deposit.

Capital Costs

The initial capital cost of the mine, process plant and associated infrastructure for Phase 1 is estimated at US$295 million. The cost is inclusive of all infrastructure and indirect costs required for the Project including allowances for contingencies and estimating inaccuracies of 8.3% in aggregate (amounting to US$22.75 million). The engineering has been developed to support a capital and operating cost estimate to a nominal accuracy of -/+10% (Table 5.7).

Table 5.7: Capital Costs

Asanko Gold Mine – Phase 1	Capital Estimate (US$ million)
Process plant	85.48
Mining (pre-production costs)	70.59
Power infrastructure	18.18
Buildings, offices and accommodation	12.31
TSF, WRD, ROM, water supply, civil works	23.08
CSR, owners team, G&A	47.37
EPCM	15.51
Sub total	**272.52**
Contingency & estimating inaccuracies	22.75
Total	**295.27**

Economic Analysis

A cash flow based financial evaluation has been undertaken based on a spot gold price of US$1,300/oz., the summary of which is presented in Table 5.8 and 5.9. The analysis has been prepared by Cresco Project Finance (Pty) Ltd. based on inputs from other parties, namely DRA and Asanko Gold. All economics are shown after tax and appropriate royalties payable and on a 100% basis. Corporate tax in Ghana is 35%.

Table 5-8: Summary of Financial Outcomes

Key Project Physicals		
Ore Mined	Mt	36.5
Average Grade	g/t	2.15
Gold Sold	M ounces	2.336
Mine Life	Yrs	12.4

Table 5-9 - Summary of Key Project Financials After Tax and Royalties on a 100% Basis

Key Project Financials		Base Case
Gold Price	US$/oz.	1 300
NPV(5%)	US$M	412
IRR	%	26%
Payback	Years	3.1

A range of Project sensitivities have been evaluated to assess their impact on the base case numbers included in the financial model. The significant financial sensitivities identified were discount rate and gold price (Table 5.10, Figures 5.3 and 5.4).

Table 5.10 Gold Price Sensitivity – NPV and IRR

Price US$ Gold/oz	Discount Rate 3%	5%	6%	7%	8%	IRR
1,100	261,394	200,576	173,980	149,587	127,177	16.0%
1,200	380,964	306,894	274,467	244,704	217,341	21.1%
1,300	500,079	412,695	374,410	339,250	306,910	25.9%
1,400	619,172	518,476	474,332	433,777	396,459	30.4%
1,500	738,254	624,246	574,243	528,292	485,998	34.7%
1,600	857,327	730,008	674,146	622,801	575,530	38.9%

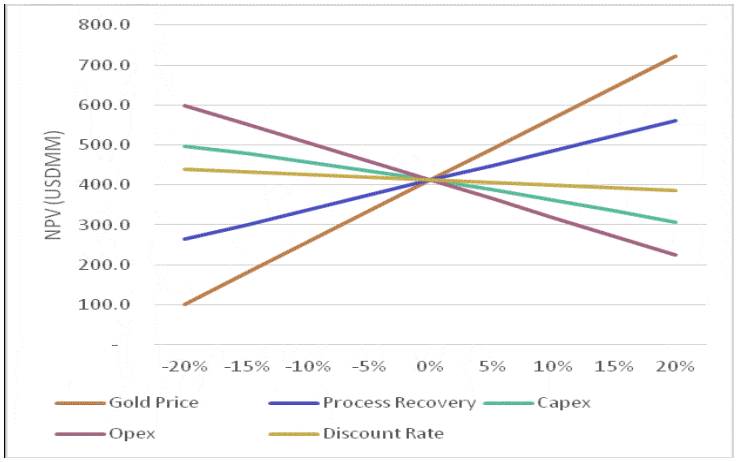


Figure 5-3 - NPV Sensitivity

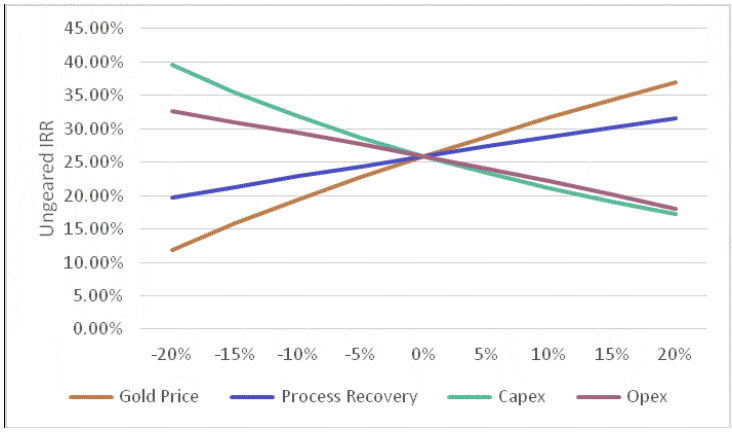


Figure 5-4 - IRR Sensitivity

The Project is most sensitive to gold price. Under the base case zero pre-tax NPV is reached only if prices fall by nearly 35% from the base case price of US$1,300 per ounce (in real terms). This suggests that the project is relatively robust and significant reductions in gold price are required to make the Project uneconomic. A similar effect is found for varying other assumptions, albeit to a lesser extent.

Gold Offtake and Sale Agreement

In October, 2013 (as amended in July, 2014), the Company entered into an offtake agreement with Red Kite Mine Finance in connection with a debt facility, pursuant to which Red Kite is entitled to purchase at market, 100% of the future gold production from the AGM to a maximum of 2.22 million ounces. Red Kite is 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. The Company can terminate the offtake agreement prior to satisfaction of the conditions precedent for the Project Facility by repaying all amounts outstanding under the debt facilities, subject to the payment of a termination fee in an amount dependent upon the total funds drawn under the debt facilities as well as the amount of gold delivered under the offtake agreement at the time of termination.

5.4.12 Exploration and Development

Development and construction of the Project 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 Phase 1 development activity currently underway includes:

- Plant terrace preparation started in August 2014, to be completed by May 2015
- 161 kV power line started in December 2014, to be completed in September 2015
- Tailings dam construction started in October 2014
- The contractor's camp was started in September 2014 and is now complete
- Pit dewatering start December 2014 and is expected to continue for 10 months
- The mining contractor mobilized to site in December 2014 and is currently clearing the pre-strip area around the Nkran pit

The major project milestones are as follows:

- SMP Construction start – January 2015
- Nkran Waste Pre-Strip start – February 2015
- Electrical and Instrumentation installation start – April 2015
- Piping installation start – April 2015
- Nkran Ore Mining start – September 2015

- Commissioning start – December 2015
- First Ore into Mill and First Gold Pour – February 2016
- Steady State Production – Q2 2016

For integration of Esaase, the Company completed a trade-off study which considered 12 different options for integrating the mining of the Esaase deposit. The study shows that significant additional value can be added by either transporting, by conveyor belt, crushed ore to the Phase 1 plant site for processing; or milling at the Esaase Project and pumping the milled product to the Phase 1 plant site for further processing. The two options are currently being advanced to pre-feasibility study level with results expected to be released in Q2 2015. The current Phase 1 detailed design has made allowances in the processing plant, tailings dam and support infrastructure to cater for the inclusion of Phase 2, which the Company believes will show potential to increase gold production up to 400,000 ounces per year.

The Company plans to carry out minor exploration activity during 2015 with the objective of identifying further oxide resources within trucking distance of the Phase 1 processing plant.

5.5 Other (Non-Material) Projects

The Asumura Property

The Asumura Property is without known reserves and the work being done by Asanko is exploratory in nature. Asanko's interest in this property stemmed from earlier exploration work, as described below, that was done in the area.

5.5.1 Location

The Asumura Property is located in the southwestern part of Ghana and is divided into two parts by the Bia River. The western part of the property is within the Western Region of Ghana in the Juabeso Bia District and the eastern part is in the Brong Ahafo Region of Ghana.

5.5.2 Accessibility, Climate, Infrastructure and Physiography

The Asumura Property is accessible from the town of Kumasi by road, the majority of which is asphalt. The last 22 miles is a laterite road. Laterite is a surface formation, found mostly in tropical areas, which is enriched in iron and aluminum. Within the property, there is a good network of laterite roads and foot trails, which provide access for the exploration crews.

Annual rainfall is between 58 inches and 78 inches and temperatures vary between 72 degrees and 97 degrees Fahrenheit with an average of about 84 degrees Fahrenheit. A major rainy season occurs from April to July followed by a minor one from September to October.

The closest town, Goaso, is about 24 miles away. It contains hotels, markets and restaurants, hospitals and medical clinics, a cell phone tower, a network of land phones connected to the Ghana Telephone system via radio, and an internet café with satellite dish.

The Asumura Property is sparsely populated.

5.5.3 History

The Asumura Property was once licensed by Anglo American Plc., an unrelated public company. Asanko is unaware of any surface exploration that Anglo American carried out in the area. There are no recorded mineral resources, reserves, or production from this property. When Asanko entered into the option agreement with GTE, there were no known exploration samples of any kind taken from the property. Zaknet, Inc., a private Ghanaian company unrelated to Asanko, acquired a reconnaissance concession from the Ghanaian government in 2003. They quit, claimed the property to GTE in 2004 and Asanko entered into an option agreement with GTE in 2005.

5.5.4 Geological Setting

The Asumura Property is located on the Ahafo structure, a major fault bounding structure on the NW edge of the Sefwi-Bibiani Greenstone Belt, a well-defined aeromagnetic feature along which many gold occurrences occur. Volcanic and granitic rocks dominate the belts, while basin sedimentary rocks occur outboard to the belt. Approximately 15 km of this tectonic-depositional boundary is contained within the Asumura Concession. Parallel faults that divide sedimentary and metaclastic rocks of the basin, such as the NW fault are also gold bearing. The geophysical and gravity maps show that these may be outbound basinal faults related to the same event which formed the Ahafo fault.

5.5.5 Exploration

The Asumura Property currently consists of two exploration concessions: Fosukrom and Asumura, which together equal 279.4 sq km. Asanko entered into an agreement with GTE which allowed Asanko to acquire 100% of the private interest in the Asumura Property by performing work expenditures totaling $1 million, delivering cash payments totaling $100,000 and delivering shares of Asanko totaling $100,000 in value over a period of three years. GTE retained a 3.5% NSR, 50% of which may be purchased for $2 million by Asanko. The Ghanaian government is also entitled to claim a 5% revenue royalty after the property is converted to a mining license. The Ghanaian government is also entitled to a 10% free carried interest in the project. During the year ended March 31, 2008, the Company acquired an option to purchase the remaining 50% of the GTE NSR royalty for an additional $4,000,000.

The exploration license allows Asanko permission to trench and drill on the property, providing Asanko obtains a permit from the EPA. Asanko obtained its permits for 2006 in January 2006 and has renewed these permits annually from 2007 up to 2012.

Asanko initially explored the concession using stream sediment techniques. After discovering significant stream sediment anomalies, Asanko conducted reconnaissance soil sampling in the drainages, which showed anomalous gold in the stream sediments. Asanko subsequently used grid sampling soil techniques at approximately 100 meter line spacing and 25 meter sample spacing together with induced polarization (“IP”) geophysical surveying. The end result was the discovery of three distinct anomalies in the Twiapasi, Wagyakrom and Mangoase areas. The Twiapasi and Wagyakrom anomalies are on the southern side of a large topographic depression that hosts the Bia River and one of its major tributaries. The Mangoase anomaly is on the north side of the trough and parallels the east north east trend. The next phase will include further soil sampling, induced polarization geophysical studies and augur drilling.

Asanko received approval from the Ghanaian government during the latter part of 2005 to convert its holdings from reconnaissance to exploration concessions. This conversion allowed exploration trenching and drilling to proceed after successful permitting from the EPA in early 2006.

The Company began drilling at the Asumura Property shortly after receiving the approval from the Ghanaian government. Asanko drilled 124 shallow (30-102 meter) reverse circulation holes and 13 core holes. Asanko discovered from 10-30 meter widths of 0.5-1.68 g/t Au mineralization at the Wagyakrom and Mangoase anomalies.

Subsequent to the initial drilling, Asanko was able to obtain aeromagnetic geophysical data for the entire property that caused Asanko to prioritize the existing Mangoase area and to identify a new potential mineralized structure: the Bia structure, which underlies the previously described topographic depression transcending the length of the property. This zone had not been previously explored due to alluvial cover.

In July 2007, the Company discovered the NW anomaly, which coincides with a large regional north east trending fault coincident with an aeromagnetic break in the northwestern portion of the property. The anomaly is over 5.5 km long and varies from 300 -- 500 meters wide and is defined very consistently by Au values obtained in the low lying, deeply lateritic soils. In January of 2008 the company released auger results of up to 5900 ppb Au from the NW zone, following up on the previously mentioned soil anomalies

In March of 2008, the company conducted a small reverse circulation reconnaissance drilling program. An intercept of 14 meters of 14.48 g/t Au was intersected on the NW structure.

In April of 2008, Asanko obtained the contiguous Mt. Olives reconnaissance concession, which tripled the size of the Asumura Property. The Company completed surface exploration during April and September of 2008 comprising stream sediment and soil sampling on the Mt. Olives reconnaissance concession along with a continuous program of soil and auger sampling on the Asumura exploration concessions. During the year ended March 31, 2009, the Company terminated its option agreement on the Mt. Olives concession.

The fiscal 2010 exploration program consisted of auger sampling and testing of soil anomalies along the NW, Mangoase, Wagyakrom Spur and Bia anomalies and a regional gravity survey (conducted by Newmont Mining Corporation under a confidentiality agreement) in order to obtain a gravity map for the entire concession. These programs identified drill worthy targets and Asanko designed a drill program and has since proceeded to drill.

5.5.6 Mineralization

The area is dominated by the Birmian Supergroup of metasedimentary and metavolcanic rocks with various granitoid intrusions. Within the Birmian Supergroup, northeast striking mafic metavolcanic belts are separated from intervening metasedimentary basins by major faults. The Asumura Property is situated on the NW edge of the Sefwi-Bibiani Greenstone Belt along a well-defined zone of gold occurrences. It covers a 6 kilometer segment of grandiorite-metasediment contact and a 5 kilometer segment of a metavolcanic-metasediment contact.

Through surface geochemistry and aeromagnetic and EM studies, three major gold bearing regional structures have been located on the property, one of which is the belt bounding structure mentioned in the previous paragraph.

5.5.7 Drilling

During the second quarter of the fiscal year ending March 31, 2011, the Company initiated its drill program on the Asumura Gold Property. The Company spent $1.45 million on Asumura Gold Property for the year ended March 31, 2011.

With the completion of the field program in March 2011, management focused on reviewing its technical data to determine the next phase for the project.

There are no exploration expenditures incurred on the Asumura Property for the nine month period ended December 31, 2012, the year ended December 31, 2013 or the year ended December 31, 2014.

Exploration activities are currently on care and maintenance.

6. 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 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.

7. DESCRIPTION OF CAPITAL STRUCTURE

7.1 General Description of Capital Structure

Common Shares

Asanko's authorized capital consists of an unlimited number of Common Shares without par value. At December 31, 2014, there were 174,075,607 Common Shares issued and outstanding. Subsequent to December 31, 2014, the Company issued 22,770,000 Common shares pursuant to a bought deal financing at a price of C$2.02 per share. A prospectus filed at www.sedar.com shows the updated capitalization table in respect of this financing. As at March 6, 2015, there were 196,845,607 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.

Stock Options

The Company has a stock option plan pursuant to which the directors of the Company are authorized to grant options to directors, officers, employees and consultants of the Company to purchase up to 10% of the issued and outstanding Common Shares of the Company.

As at December 31, 2014, a total of 10,594,291 share-based options were outstanding under the stock option plan as follows:

Number of Options	Exercise Price	Expiry Date
285,000	C$6.19	May 26, 2015
567,500	C$4.59	February 16, 2017
1,342,500	C$3.74	June 7, 2017
600,000	C$3.75	October 16, 2017
835,000	C$3.90	November 7, 2017
115,000	C$2.42	May 21, 2018
556,000	C$2.81	August 14, 2018
849,791	C$3.23*	June 2015 – June 2018*
4,468,500	C$2.12	February 10, 2019
300,000	C2.33	April 4, 2019
425,000	C$2.18	May 14, 2019
250,000	C$2.74	July 29, 2019

**These options were granted on February 6, 2014 as replacement options for PMI options and have various exercise prices and expiry dates. Averages and ranges are shown here.*

As at March 6, 2015, the total number of options outstanding was 14,715,291, which reflects the 3,821,000 options granted in January 2015 at an exercise price of $2.08 in conjunction with the Company's long term incentive plan and 300,000 options issued as a hiring grant to new employees or contractors at a price of C$1.93.

Warrants

On September 30, 2014, a total of 9,443,500 warrants expired. As at December 31, 2014, the Company had 126,000 share-purchase warrants exercisable at C$5.00 until November 5, 2014.

7.2 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.

7.3 Ratings

No Asanko securities have received any ratings from any rating organizations.

8. MARKET FOR SECURITIES

8.1 Trading Price and Volume

The Company's common shares were traded on the TSX under the symbol "KGN" and from March 1, 2013 to present 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 NYE MKT for the months indicated (US Dollars).

	TSX Price Range		
Month	**High**	**Low**	**Total Volume**
February 2014	2.54	1.96	14,340,971
March 2014	2.73	2.19	26,021,361
April 2014	2.42	2.08	7,667,796
May 2014	2.30	1.97	3,103,778
June 2014	2.81	1.98	12,421,203
July 2014	2.95	2.59	10,588,916
August 2014	2.83	2.42	3,603,441
September 2014	2.80	2.26	11,078,411
October 2014	2.45	1.57	8,200,484
November 2014	2.32	1.50	14,275,051
December 2014	2.18	1.52	39,649,447
January 2015	2.24	1.71	25,658,594
	NYSE MKT Price Range		
Month	**High (US$)**	**Low (US$)**	**Total Volume**
February 2014	2.32	1.77	6,889,907
March 2014	2.46	1.96	9,489,490
April 2014	2.23	1.88	3,047,949
May 2014	2.11	1.81	1,950,286
June 2014	2.64	1.81	7,268,777
July 2014	2.77	2.38	3,272,388
August 2014	2.60	2.23	1,849,711
September 2014	2.55	2.05	5,470,709
October 2014	2.19	1.43	3,008,374
November 2014	2.06	1.32	2,840,856
December 2014	1.89	1.31	4,270,555
January 2015	1.86	1.46	5,358,049

Asanko has no class of securities that is outstanding but not listed or quoted on a marketplace.

9. ESCROWED SECURITIES

As of the date hereof, there are no securities of the Company held in escrow.

10. DIRECTORS AND EXECUTIVE OFFICERS

10.1 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]	No. of Securities Beneficially Owned or Controlled, Directly or Indirectly [3]
COLIN STEYN[5][7] Chairman,Director London, UK	Businessman 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;	October 15, 2012	8,191,174 Shares[8] 280,000 Options
MARCEL DE GROOT[4][5] Director British Columbia, Canada	Businessman involved in managing public companies, Director of the Company; President and Director of Lowell Copper Ltd.; Director of Anthem United Inc.; Past Chairman and Director of Luna Gold Corp.; Past Director of Underworld Resources Inc., Esperanza Resources and Premier Royalty.	October 1, 2009	320,000 Options
PETER BRADFORD [5][7] Director Western Australia, Australia	Businessman involved in managing public companies, Director of the Company; Past Managing Director of PMI Gold Corporation; Managing Director & CEO of Independence Group NL; Director Envirometals Ltd; Past Director, President and CEO of Copperbelt Minerals PLC; Past Director Ashburton Minerals Ltd; Past Managing Director of Anvil Mining NL.	February 6, 2013	420,000 Shares 315,000 Options
GORDON J. FRETWELL[4][7] Director British Columbia, Canada	Lawyer, Director of the Company; Director of Northern Dynasty Minerals Ltd., Coro Mining Corp, Curis Resources Ltd, Lignol Engery Corp, Quartz Mountain Resources Ltd and Auryn Resources Inc.; Past Director of Benton Resources Corp.	February 24, 2004	208,600 Shares 320,000 Options
MICHAEL PRICE[4] Director London, UK	Businessman involved in managing public companies, Director of the Company; Director of Eldorado Gold. Corporation; and Director of Buffalo Coal Corporation	February 6, 2013	280,000 Options

PETER BREESE[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 Director of Rockridge Capital Corp.; past Chief Executive Officer and Director of Mantra Resources Limited; past Director of Coalspur Mines Limited.	October 15, 2012	333,249 Shares 1,600,000 Options
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.; Past Chairman and Director of Cayden Resources Inc.; Director of Stratton Resources Inc; and past Director of Full Metal Minerals Inc.	March 3, 2010	17,200 Shares 870,000 Options
GREG MCCUNN[6] Chief Financial Officer and Corporate Secretary British Columbia, Canada	Chief Financial Officer of the Company and past Chief Financial Officer of Farallon Mining Ltd.	April 4, 2011	40,000 Shares 1,255,000 Option
		TOTAL	**9,210,223 Shares** **5,240,000 Options**

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) The number of Common Shares beneficially owned, directly or indirectly, or over which control or direction is exercised, as at the date of this AIF is based upon information provided to the Company by individual directors and officers. Unless otherwise indicated, such Common Shares are held directly.

(4) Member of the Audit Committee.

(5) Member of the Compensation Committee.

(6) Member of the Disclosure Committee.

(7) Member of the Nominating and Governance Committee.

(8) Common shares owned by Highland Park SA and are controlled indirectly by Mr. Steyn but will be distributed by Highland Park to the beneficial owners in 2015.

10.2 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 10.3while 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 Nickel Limited ("Mirabela") until January 11, 2014. On February 25, 2014, within a year of Mr. Steyn ceasing to be a director, Mirabela announced that it had entered into a legally binding plan support agreement ("PSA") which establishes a framework for a proposed recapitalisation of Mirabela, subject to certain terms and conditions, as well as the appointment of Messrs. Madden, Rocke and Winterbottom of KordaMentha as joint and several voluntary administrators. Mirabela also announced that, under the PSA, the proposed recapitalisation will be effected through a recapitalisation and restructuring plan to be implemented through a deed of company arrangement in Australia and an extrajudicial reorganization proceeding to be 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. Price was a non-executive director of Q Resources plc. until January 2012. In November 2014, Q Resources plc. entered voluntary liquidation.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.

10.3 Conflicts of Interest

Directors and officers of Asanko, including those directors and officers who will be appointed contemporaneously with completion of the Arrangement, 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.

11. PROMOTERS

The Company has not had any “promoters” (other than its management team) as that term is used securities legislation for the two most recently completed financial years or during the current financial year.(Where promoter means a person who has taken the initiative in founding or reorganizing a business)

12. LEGAL PROCEEDINGS AND REGULATORY ACTIONS

Except as set forth below, there are no legal proceedings 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 except.

Goknet Arbitration

On November 6, 2012, PMI received a request from Goknet Mining Company Limited (“Goknet”) seeking PMI’s consent to the assignment of certain royalties under a 2006 Purchase Agreement between the Company and Goknet. The Company provided its consent on January 9, 2013 without pre-supposing that certain royalties alleged to have been created under such agreement were created. Goknet subsequently invoked the arbitration provisions of the contract under British Columbia law. An arbitral panel was established by the end of April, 2013, and the arbitration hearing was scheduled for September 2014.

On August 15, 2014, the Company entered into a settlement agreement with Goknet to eliminate Goknets’s claim for a 2% NSR royalty on Phase 1 of the Asanko Gold Mine Project. The settlement involves cash, one million Asanko shares and the transfer to Goknet of two exploration projects, Kubi and Diaso. Included in the agreement the Company retains a right to match any future offer made to Goknet with respect to a disposal of the Diaso Project concessions.

Godbri Datano Claim

On September 14, 2012, Godbri Mining Limited (“Godbri”) lodged a statement of claim in the High Court of Justice, Accra, Ghana, seeking a declaration that, among other things, the sale of the Datano concession to the Company is null and void. Godbri claims to be the owner of 38% of the issued share capital of Midras Mining Limited (“Midras”) and states that it did not consent to the acquisition of the Datano concession by Adansi Gold Company (GH) Limited (“Adansi”). Adansi filed a defence on November 12, 2012. Godbri subsequently amended its claim on January 29, 2013 and in March 2013, both PMI and Adansi filed further defences. The matter is currently awaiting trial. The Datano concession was acquired in August 2013 from Midras. The transaction was legally completed between Adansi and Midras, and accordingly the Company considers the claim made by Godbri to be spurious and without any merit. Godbri is a private Ghanaian company.

Matisse and Madison Claim

On October 22, 2013, Matisse & Madison Co. Ltd. (“M&M”) lodged a statement of claim in the High Court of Justice, Accra, Ghana, seeking compensatory damages of $20 million plus interest for breach of a verbal contract related to the purchase of the Datano Concessions from Midras. The Company maintains that this is a frivolous lawsuit lacking in merit and will vigorously defend itself.

13. 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. Insiders of the Company participated in the 2015 bought deal offering but on the same terms as all other investors.

14. TRANSFER AGENT AND REGISTRAR

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

15. MATERIAL CONTRACTS

In July, 2014 the Company amended its previously entered into debt facility agreement with RK Mine Finance Trust I ("Red Kite") an affiliate of Red Kite group mining funds. Particulars of the contract are described in 5.1.1 (i) of this AIF and a redacted version of the contract has been filed at WWW.sedar.com as required under section 12.2 of the instrument.

16. INTERESTS OF EXPERTS

16.1 Name of Experts

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:

Glenn Bezuidenhout, National Diploma (Extractive Metallurgy), FSIAMM, Doug Heher, B.Sc Eng (Mechanical), Pr Eng., Thomas Kwabena Obiri-Yeboah, B. Sc Eng (Mining), Pr Eng, John Stanbury, B Sc Eng (Industrial), Pr Eng., Charles J. Muller, B. Sc. Hons (Geology), B. Sc. Hons (Geology) Pr. Sci. Nat. and David Morgan, M.Sc. Eng (Civil), CP Eng, authored the 2015 Asanko Project Plan and have reviewed and approved the summary of the 2015 Asanko Project Plan contained in this AIF.

16.2 Interests of Experts

To the Company's knowledge, Messrs. Bezuidenhout, Heher, Obiri-Yeboah ,Stanbury, Muller and Morgan and 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 2015 Project Plan. The aforementioned persons are not 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.

17. 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 2014 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, 2014.



CONSOLIDATED FINANCIAL STATEMENTS

Years ended December 31, 2014 and 2013

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INDEPENDENT AUDITORS' REPORT OF REGISTERED PUBLIC ACCOUNTING FIRM

To the Shareholders and Board of Directors of Asanko Gold Inc.

We have audited the accompanying consolidated financial statements of Asanko Gold Inc., which comprise the consolidated statements of financial position as at December 31, 2014 and December 31, 2013, the consolidated statements of comprehensive income (loss), changes in equity and cash flows for the years then ended, and notes, comprising a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of these consolidated financial statements in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audits. We conducted our audits in accordance with Canadian generally accepted auditing standards and the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on our judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, we consider internal control relevant to the entity's preparation and fair presentation of the consolidated financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence we have obtained in our audits is sufficient and appropriate to provide a basis for our audit opinion.

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KPMG Canada provides services to KPMG LLP.

Opinion

In our opinion, the consolidated financial statements present fairly, in all material respects, the consolidated financial position of Asanko Gold Inc. as at December 31, 2014 and December 31, 2013, and its consolidated financial performance and its consolidated cash flows for the years then ended in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board .

Other Matter

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), Asanko Gold Inc.'s internal control over financial reporting as of December 31, 2014, based on the criteria established in Internal Control – Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO), and our report dated March 16, 2015 expressed an unqualified opinion on the effectiveness of Asanko Gold Inc.'s internal control over financial reporting.

//s// KPMG LLP

Chartered Accountants

March 16, 2015
Vancouver, Canada

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Report of Independent Registered Public Accounting Firm

To the Shareholders and Board of Directors of Asanko Gold Inc.

We have audited Asanko Gold Inc.'s internal control over financial reporting as of December 31, 2014, based on criteria established in *Internal Control – Integrated Framework* (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). Asanko Gold Inc.'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 report titled 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 conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). 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 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.

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.

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.

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KPMG Canada provides services to KPMG LLP.

In our opinion, Asanko Gold Inc. maintained, in all material respects, effective internal control over financial reporting as of December 31, 2104, based on criteria established in *Internal Control – Integrated Framework* (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO).

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated statements of financial position of Asanko Gold Inc. as at December 31, 2014 and December 31, 2013, and the related consolidated statements of comprehensive loss, changes in shareholders' equity and cash flows for the years ended December 31, 2014 and December 31, 2013, and our report dated March 16, 2015 expressed an unqualified opinion on those consolidated financial statements.

//s// KPMG LLP

Chartered Accountants

March 16, 2015
Vancouver, Canada

MANAGEMENT'S STATEMENT OF RESPONSIBILITY FOR FINANCIAL REPORTING

Management of Asanko Gold Inc. is responsible for the presentation and preparation of the accompanying consolidated financial statements of Asanko Gold Inc. and all related financial information contained in the Annual Report, including Management's Discussion and Analysis.

The consolidated financial statements have been prepared in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board. They include certain amounts that are based on estimates and judgments of management. Financial information presented elsewhere in the Annual Report is consistent with that contained in the consolidated financial statements.

Management is responsible for establishing and maintaining adequate internal control over financial reporting. Under the supervision and with the participation of the Company's Chief Executive Officer and Chief Financial Officer, management has a process in place to evaluate internal control over financial reporting based on the criteria established by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) in *Internal Control-Integrated Framework (2013)*. We, as Chief Executive Officer and Chief Financial Officer, will certify our annual filings with the CSA and SEC as required in Canada by National Instrument 52-109 and in the United States as required by the Securities Exchange Act of 1934.

The Company's Audit Committee is appointed by the Board of Directors annually and is comprised of three independent directors. The Audit Committee meets quarterly to review the Company's consolidated financial statements and Management's Discussion and Analysis, and on an annual basis, the independent auditors' report. The Audit Committee recommends to the Board of Directors the external auditors to be appointed by the shareholders at each annual meeting and reviews the independence and effectiveness of their work. The independent auditors have unrestricted access to the Company, the Audit Committee, and the Board of Directors.

MANAGEMENT'S REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING

Management is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in Rules 13a-15(f) and 15d-15(f) under the Securities Exchange Act of 1934 (the "Exchange Act").

Under the supervision and with the participation of our Company's Chief Executive Officer and Chief Financial Officer, management conducted an evaluation of the effectiveness of our internal control over financial reporting, as of December 31, 2014, based on the framework set forth in *Internal Control Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). Based on this evaluation, management concluded that our internal control over financial reporting was effective as of December 31, 2014.

KPMG LLP, an independent registered public accounting firm, has audited the effectiveness of our internal control over financial reporting as of December 31, 2014, as stated in their report which appears herein.

"Peter Breese"
Chief Executive Officer
March 16, 2015

"Greg McCunn"
Chief Financial Officer
March 16, 2015

ASANKO GOLD INC.

Consolidated Statements of Financial Position

Expressed in United States Dollars

		December 31, 2014		December 31, 2013
Assets				
Current assets:				
Cash and cash equivalents	$	228,679,552	$	174,601,438
Receivables		150,211		127,089
Prepaid expenses and deposits (note 15(b))		227,645		220,103
		229,057,408		174,948,630
Non-current assets:				
Property, plant and equipment (note 7)		60,288,171		2,445,309
Mineral interests and development assets (note 8)		188,819,007		60,962,871
Deferred debt financing costs (note 10)		2,936,146		3,823,128
Investment in associate		1,000		1,000
		252,044,324		67,232,308
Total assets	$	481,101,732	$	242,180,938
Liabilities				
Current liabilities:				
Accounts payable and accrued liabilities (notes 15 (b))	$	15,353,474	$	3,948,619
Foreign currency warrant liability		-		242,252
		15,353,474		4,190,871
Non-current liabilities:				
Long term debt (note 10, note 21(d)(i))		57,447,225		-
Asset retirement provision (note 11)		12,638,318		9,385,102
Deferred income tax liability (note 5, note 23)		12,083,658		-
		82,169,201		9,385,102
Total liabilities		97,522,675		13,575,973
Shareholders' Equity				
Share capital (note 12)		505,468,841		334,423,542
Equity reserves (note 13)		43,032,396		36,461,969
Accumulated deficit		(164,922,180)		(142,280,546)
Total shareholders' equity		383,579,057		228,604,965
Total liabilities and shareholders' equity	$	481,101,732	$	242,180,938

Acquisition (note 5)
Commitments (note 16)
Contingencies (note 17)
Subsequent events (note 24)

Approved by the Board of Directors on March 16, 2015:

"Peter Breese" — *Director*

"Marcel de Groot" — *Director*

SEE ACCOMPANYING NOTES

ASANKO GOLD INC.

Consolidated Statements of Comprehensive Loss

Expressed in United States Dollars

	2014	2013
Administration expenses:		
Consulting fees, wages and benefits (note 15)	$ 4,240,106	$ 3,896,007
Depreciation	153,930	117,746
Office, rent and administration	1,783,797	1,496,908
Professional fees	1,167,299	800,840
Regulatory fees, transfer agent and shareholder information	337,994	408,042
Share-based payments (note 13(a))	2,372,663	1,801,866
Travel, promotion and investor relations	985,988	1,248,858
	11,041,777	9,770,267
Exploration and evaluation expenditures (note 9)	713,123	1,413,833
Other expenses (income):		
Accretion expense (note 11)	317,701	271,518
Bank charges and interest	89,581	26,756
Business development (note 5)	4,676,646	1,245,497
Change in foreign currency warrant liability	(242,252)	(12,252,422)
Change in embedded derivative liability (note 10)	50,153	-
Foreign exchange (gain) loss	27,490	1,559,992
Impairment loss on investment in associate	-	626,394
Interest and other income	(1,252,887)	(1,020,299)
Restructuring costs (note 14)	2,978,006	-
Settlement of dispute (note 17(c))	6,593,789	-
Write-off of property and equipment	-	50,667
	13,238,227	(9,491,897)
Loss before taxes	24,993,127	1,692,203
Deferred income tax recovery	(2,351,493)	-
Loss and comprehensive loss for the year	$ 22,641,634	$ 1,692,203
Loss per share, basic and diluted	$ 0.14	$ 0.02
Weighted average number of shares outstanding, basic and diluted (note 20)	164,415,743	85,043,653

SEE ACCOMPANYING NOTES

ASANKO GOLD INC.

Consolidated Statements of Changes in Equity

Expressed in United States Dollars

	Number of shares	Share capital	Equity reserves	Accumulated deficit	Total equity
Balance as at December 31, 2012	85,034,338	$ 334,376,490	$ 33,160,370	$ (140,588,343)	$ 226,948,517
Issuance of common shares for:					
Mineral interest (note 8 a))	20,000	47,052	-	-	47,052
Share-based payments (note 13(a))	-	-	3,301,599	-	3,301,599
Loss and comprehensive loss for the year	-	-	-	(1,692,203)	(1,692,203)
Balance December 31, 2013	**85,054,338**	**$ 334,423,542**	**$ 36,461,969**	**$ (142,280,546)**	**$ 228,604,965**
Issuance of common shares for:					
Acquisition of PMI	87,149,919	166,743,940	2,342,086	-	169,086,026
Settlement of dispute (note 17(c))	1,000,000	2,375,880	-	-	2,375,880
Share issuance costs (note 12)	-	(226,423)	-	-	(226,423)
Exercise of share-based options (note 13(a))	871,350	2,151,902	(401,004)	-	1,750,898
Share-based payments (note 13(a))	-	-	4,629,345	-	4,629,345
Loss and comprehensive loss for the year	-	-	-	(22,641,634)	(22,641,634)
Balance as at December 31, 2014	**174,075,607**	$ **505,468,841**	$ **43,032,396**	**$ (164,922,180)**	**$ 383,579,057**

SEE ACCOMPANYING NOTES

ASANKO GOLD INC.

Consolidated Statements of Cash Flows

Expressed in United States Dollars

	2014	2013
Cash provided by (used in):		
Operating activities:		
Income (loss) for the year	$ (22,641,634)	$ (1,692,203)
Items not involving cash:		
Accretion expense	317,701	271,518
Change in embedded derivative	50,153	-
Change in foreign currency warrant liability	(242,252)	(12,252,422)
Deferred income tax recovery	(2,351,493)	-
Depreciation	153,930	149,696
Impairment of investment in associate	-	626,394
Interest and other income	(1,252,887)	(1,020,299)
Settlement of dispute (note 17(c))	5,236,709	-
Share-based payments	2,372,663	1,801,866
Share-based payments included in exploration and evaluation expenditures	161,409	32,637
Unrealized foreign exchange loss (gain)	1,697,915	1,886,399
Write-off of property and equipment (note 14)	205,695	50,667
Changes in non-cash working capital:		
Accounts payable and accrued liabilities	(6,890,016)	212,225
Prepaid expenses and deposits	240,786	180,667
Receivables	98,843	138,283
	(22,842,478)	(9,614,572)
Investing activities:		
Cash acquired on acquisition of PMI (note 5)	82,351,619	-
Restricted cash (note 6)	1,098,514	-
Mineral interests and development assets	(28,588,003)	(14,917,168)
Purchase of property, plant and equipment	(35,934,404)	(1,293,031)
Proceeds from disposal of plant and equipment	-	55,327
Interest received	1,265,625	1,273,157
	20,193,351	(14,881,715)
Financing activities:		
Shares issued for cash	1,750,898	-
Share issuance costs	(226,423)	-
Long term debt proceeds, net of draw down fees	59,100,000	-
Deferred debt financing costs	(1,629,715)	(3,823,128)
	58,994,760	(3,823,128)
Impact of foreign exchange on cash and cash equivalents	(2,267,519)	(1,691,059)
Increase (decrease) in cash and cash equivalents for the year	54,078,114	(30,010,474)
Cash and cash equivalents, beginning of year	174,601,438	204,611,912
Cash and cash equivalents, end of year	$ 228,679,552	174,601,438

Supplemental cash flow information (note 18)

SEE ACCOMPANYING NOTES

1. Nature of operations

Asanko Gold Inc. ("Asanko" or the "Company"), changed its name from Keegan Resources Inc. on March 1, 2013. The Company was incorporated on September 23, 1999 under the laws of British Columbia, Canada. The Company is in the exploration and development stage and is focused on advancing its principal project, the Asanko Gold Mine ("the Project"), to commercial production. In addition to its principal project, the Company holds a portfolio of other Ghanaian gold concessions in various stages of exploration.

On February 6, 2014, the Company completed the acquisition of 100% of the issued and outstanding shares of PMI Gold Corporation ("PMI") (note 5). PMI is a resource exploration and development company which, through its subsidiaries, holds exploration and mining leases in the Ashanti and Asankrangwa Gold Belts of Ghana, Africa. PMI's principal project is a gold development project known as the Obotan Gold Project which has been combined with Asanko's principal project known as the Esaase Gold Project, to form the Asanko Gold Mine ("AGM" or "the Project"). PMI also holds other exploration projects in Ghana (note 5).

The head office, principal address and registered and records office of the Company are located at 1199 West Hastings Street, Suite 700, Vancouver, British Columbia, V6E 3T5, Canada.

2. Basis of presentation

(a) Statement of compliance

These consolidated financial statements have been prepared 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 March 16, 2015.

(b) Basis of presentation and consolidation

The financial statements have been prepared on the historical cost basis, with the exception of asset retirement provisions (note 11), interest rate floor derivative liability (note 21(d)(i)) and foreign currency warrant liability, which are measured at fair value.

All amounts are expressed in US dollars, unless otherwise stated, and the US dollar is the Company's functional currency. References to C$ are to Canadian dollars.

2. Basis of presentation (continued)

(b) Basis of presentation and consolidation (continued)

These consolidated financial statements incorporate the financial statements of the Company and its controlled subsidiaries. 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. All significant intercompany amounts and transactions have been eliminated on consolidation.

2. Basis of presentation (continued)

(b) Basis of presentation and consolidation (continued)

The consolidated financial statements include the accounts of the Company and the following subsidiaries:

Subsidiary name	Jurisdiction	Ownership
Keegan Resources (Ghana) Limited Ghana ("Asanko Ghana")	Ghana	90%
Asanko Resources South Africa (PTY) Ltd.	South Africa	100%
Asanko International (Barbados) Inc.	Barbados	100%
Asanko Gold (Barbados) Inc.	Barbados	100%
Adansi Gold Company (GH) Limited ("Adansi Ghana")	Ghana	100%
PMI Gold Corporation	Canada	100%

Effective August 15, 2014 the Company transferred control over its wholly-owned subsidiaries PMI Gold Kubi (Barbados) Inc. and Kubi Gold Company Limited ("Kubi Ghana"), pursuant to a dispute settlement agreement (note 17(c)).

3. Significant accounting policies

(a) Foreign currency translation

The Company's reporting currency and the functional currency of all of its operations is the U.S. dollar.

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 net earnings (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.

(b) Business combinations

Acquisitions of subsidiaries and businesses are accounted for using the purchase method. The cost of the business combination is measured as the aggregate of the fair values (at the date of exchange) of assets given, liabilities incurred or assumed, and equity instruments issued by the Company in exchange for control of 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, except for non-current assets (or disposal groups) that are classified as held for sale in accordance with IFRS 5, Non-current Assets Held for Sale and Discontinued Operations, which are recognized and measured at fair value less costs to sell.

3. Significant accounting policies (continued)

(b) Business combinations (continued)

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 net earnings (loss).

(c) Non-controlling interest

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 a non-controlling interest is represented by a non-participating entity, then the non-controlling interest is not recognized until the entity has the right to receive its share of the subsidiary's net assets.

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) Financial instruments

(i) Financial assets

The Company's financial assets are comprised of cash and cash equivalents and receivables. All financial assets are initially recorded at fair value plus directly attributable transaction costs and designated upon inception into one of four categories: held-to-maturity, available-for-sale, loans and receivables or fair value through profit or loss.

Subsequent to initial recognition, the financial assets are measured in accordance with the following:

- Financial assets classified as fair value through profit or loss are measured at fair value. All gains and losses resulting from changes in their fair value are included in net earnings (loss) in the period in which they arise.

- Held-to-maturity investments, and loans and receivables, are initially measured at fair value and subsequently measured at amortized cost. Amortization of premiums or discounts and transaction costs are amortized into net earnings (loss), using the effective interest method less any impairment. Cash and cash equivalents and receivables are classified as loans and receivables.

- Available-for-sale financial assets are measured at fair value, with unrealized gains and losses recorded in other comprehensive income until the asset is realized, at which time they will be recorded in net earnings (loss). Other than temporary impairments on available-for-sale financial assets are recorded in net earnings (loss).

3. Significant accounting policies (continued)

(d) Financial instruments (continued)

(i) Financial assets (continued)

- Derivatives embedded in other financial instruments or non-financial contracts (the "host instrument") are treated as separate derivatives with fair value changes recognized in the net earnings (loss) when their economic characteristics and risks are not clearly and closely related to those of the host instrument, and the combined instrument or contract is not held for trading. Free-standing derivatives that meet the definition of an asset or liability are measured at their fair value with fair value changes recognised in net earnings (loss).

(ii) Financial liabilities

The Company's financial liabilities are comprised of accounts payable and accrued liabilities, long-term debt and interest rate floor embedded derivative. All financial liabilities are initially recorded at fair value and designated upon inception as fair value through profit or loss or other financial liabilities.

Subsequent to initial recognition, the financial liabilities are measured in accordance with the following:

- Financial liabilities classified as other financial liabilities are initially recognized at fair value less transaction costs. After initial recognition, other financial liabilities are subsequently measured at amortized cost using the effective interest method. The effective interest method is a method of calculating the amortized cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that discounts estimated future cash payments through the expected life of the financial liability, or, where appropriate, a shorter period. The Company's accounts payable and accrued liabilities and long term loan are classified as other financial liabilities.

- Financial liabilities classified as fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as fair value through profit or loss. Fair value changes on financial liabilities classified as fair value through profit or loss are recognized in net earnings (loss). At December 31, 2014, the Company classified an embedded derivative liability associated with the interest rate floor of the long term loan as financial liabilities at fair value through profit or loss. During year ended December 31, 2014 the Company recognised in net earnings (loss) a decrease in the warrant liability fair value of $242,252 (2013 - $12,252,422) and the underlying warrants expired in November 2014.

(e) Cash and cash equivalents

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

3. Significant accounting policies (continued)

(f) Exploration and evaluation expenditures

Exploration and evaluation expenditures include the costs of acquiring licenses, permitting and maintaining exploration concessions in good standing, exploration drilling and related costs incurred on sites prior to the establishment of an economical resource. Exploration costs include value added taxes incurred in foreign jurisdictions when recoverability of these taxes is uncertain.

All exploration and evaluation expenditures, except for acquisition costs and costs arising from the recognition of an asset retirement obligation, are expensed until properties are determined to contain economically recoverable mineral reserves. Once the technical feasibility and commercial viability of the extraction of mineral resources in an area of interest are demonstrable, costs related to that area of interest are reclassified from exploration and evaluation assets to mineral interests and development assets and tested for impairment. Costs incurred prior to the legal right to explore has been attained are expensed.

Acquisition of exploration assets

The fair value at acquisition date of a mineral interest acquired either through a business combination or asset acquisition are capitalized.

Asset retirement obligations

Amounts arising from the recognition of an asset retirement obligation are capitalized.

(g) Mineral interests, plant and equipment

Mineral interests, plant and equipment is carried at cost less accumulated amortization. The cost of an item of mineral interests, plant or equipment consists of the purchase price, any costs directly attributable to bringing the asset to the location and condition necessary for its intended use and an initial estimate of the costs of dismantling and removing the item and restoring the site on which it is located.

Assets under construction are depreciated when they are substantially complete and available for their intended use, over their estimated useful lives.

3. Significant accounting policies (continued)

(g) Mineral interests, plant and equipment (continued)

Depreciation

Depreciation is determined at rates that will reduce original cost to estimated residual value over the useful life of each asset. The annual rates used to compute depreciation are as follows:

Asset	Basis	Rate
Buildings	straight-line	25 years
Computer and equipment	declining balance	30%
Leasehold improvements	straight-line	Shorter of term of lease and estimated useful life
Motor vehicles	straight-line	5 years
Machinery and equipment	straight-line	5 – 25 years
Mineral interests	units of production	n/a

Mineral interests

Mineral interests consist of costs associated with the acquisition and development of economical mineral resources within a specific area of interest. The determination of whether mineral resources are economically recoverable is indicated through the following criteria:

- the existence of technical data that gives reasonable assurance that the mineralized resource is economically extractable;
- the establishment of a life-of-mine model that provides a basis for concluding there is a significant likelihood of being able to recoup the incremental costs of extraction and production over the life of the project;
- the existence of key operating and environmental permits or the existence of programs that layout a timeline and feasibility of attaining such authorizations;
- management's intent to develop the property through to commercial production; and,
- existence of sufficient financial resources or evidence that they are clearly attainable to develop the project.

Depletion of each mineral interest will be provided on a unit-of-production basis using estimated reserves as the depletion base and will commence when it is in the location and condition necessary for it to be capable of operating in the manner intended by management.

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 net earnings (loss).

3. Significant accounting policies (continued)

(h) Impairment of non-financial assets

At each date of the statement of financial position, the Company reviews the carrying amounts of its tangible and intangible assets to determine whether there is an indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Where it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the cash-generating unit to which the assets belong.

Recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset.

If the recoverable amount of an asset (or a cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or the cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognized immediately in net earnings (loss).

Where an impairment loss subsequently reverses, the carrying amount of the asset (cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the net carrying amount that would have been determined had no impairment loss been recognized for the asset (or cash-generating unit) in prior years.

(i) Borrowing costs

Borrowing costs incurred that are attributable to acquiring and developing exploration and development stage mining properties and constructing new facilities (qualifying assets) are capitalized and included in the carrying amounts of qualifying assets. All other borrowing costs are expensed in the period in which they are incurred. Borrowing costs consist of interest and other costs that the Company incurs in connection with the borrowing of funds. Capitalization commences on the date that expenditures for the qualifying asset are being incurred, borrowing costs are being incurred by the Company and activities that are necessary to prepare the qualifying asset for its intended use are being undertaken. Capitalization ceases when those qualifying assets are ready for their intended use, which in the case of mining properties, is when the mining property reaches commercial production. For funds obtained from general borrowing, the amount capitalized is calculated using a weighted average of rates applicable to the borrowings during the period. For funds borrowed that are directly attributable to a qualifying asset, the amount capitalized represents the actual borrowing costs incurred on the specific borrowings.

(j) 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 and increases the carrying value of the related assets for that amount. The obligations recognized are statutory, contractual or legal obligations. The liability is accreted over time for changes in the fair value of the liability through charges to accretion, which is included in the statement

3. Significant accounting policies (continued)

(j) Asset retirement provisions (continued)
of net earnings (loss). Discount rates using a pre-tax rate that reflect the time value of money are used to calculate the net present value.

The increase in the carrying value of related assets are charged against net earnings (loss) over the economic life of the related asset, through amortization using either the unit-of-production or the straight line method. The related liability is also adjusted at each period end for changes to the current market-based discount rate and amount or timing of the underlying cash flows needed to settle the obligation.

(k) Comprehensive loss

Comprehensive loss consists of net loss and other comprehensive income (loss) ("OCI"). OCI represents changes in shareholders' equity during a period arising from transactions and other events with non-owner sources. For all periods covered by these consolidated financial statements comprehensive loss and net loss are the same.

(l) Loss per share

Basic loss per share is calculated by dividing net loss available to common shareholders by the weighted average number of common shares outstanding during the period. Diluted loss per share is calculated by dividing net loss available to common shareholders by the weighted average number of diluted common shares outstanding during the year. Diluted common shares reflect the potential dilutive effect of exercising the share options and warrants based on the treasury stock method. As the Company has incurred a loss for all periods present in the financial statements, diluted loss per share is equal to basic loss per share.

(m)Share-based compensation

The Company has a share-based compensation plan as described in note 12(a). The Company records all share-based compensation paid to employees and consultants using the fair value method.

Compensation expense attributable to share based awards is measured at the fair value at the date of grant using the Black-Scholes option pricing model. Each tranche of a share option grant is valued individually and then amortized on a straight-line basis over the vesting period of each tranche within the grant. The fair value, under the Black-Scholes model, takes into account a number of variables, including the exercise price of the award, the expected dividend rate, the expected life of the options, volatility, forfeiture rate and the risk free interest rate.

(n) Income taxes

Income tax on the profit or loss for the periods presented comprises current and deferred income tax. Income tax is recognized in profit or loss except to the extent that it relates to items recognized directly in equity, in which case it is recognized in equity.

3. Significant accounting policies (continued)

(n) Income taxes (continued)

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 provided using the balance sheet liability method, providing for temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes.

The amount of deferred income tax provided is based on the expected manner of realization or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantively enacted at the statement of financial position 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.

(o) Investments in associates

The Company conducted a portion of its business through equity interests in associates. An associate is an entity over which the Company has significant influence, and is neither a subsidiary nor a joint venture. The Company has significant influence when it has the power to participate in the financial and operating policy decisions of the associate but does not have control or joint control over those policies.

The Company accounts for its investments in associates using the equity method. Under the equity method, the Company's investment in an associate is initially recognized at cost and subsequently increased or decreased to recognize the Company's share of earnings and losses of the associate, after any adjustments necessary to give effect to uniform accounting policies, and for impairment losses after the initial recognition date. The Company's share of an associate's losses that are in excess of its investment in the associate are recognized only to the extent that the Company has incurred legal or constructive obligations or made payments on behalf of the associate. The Company's share of earnings and losses of associates are recognized in net earnings during the period. Distributions received from an associate are accounted for as a reduction in the carrying amount of the Company's investment. The Company's investments in associates are included in non-current assets on the consolidated statements of financial position. Intercompany transactions between the Company and its associates are recognized only to the extent of unrelated investors' interests in the associates. Intercompany balances between the Company and its associates are not eliminated.

3. Significant accounting policies (continued)

(p) Significant accounting judgments 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 following judgements and estimates are those that are most critical to the Company's financial statements:

Critical judgments:

(i) Economic recoverability and probability of future economic benefits of mineral interest and capitalized development costs

Management has determined that the mineral interest and development costs that have been capitalized are economically recoverable. Management uses several criteria to assess economic recoverability and probability of future economic benefit including geological information, life of mine models, scoping and pre-feasibility studies, and existing permits and permitting programs.

(ii) Functional currency

The functional currency for each of the Company's subsidiaries is the currency of the primary economic environment in which the entity operates. On the acquisition of PMI management determined that the functional currency of PMI and its subsidiaries is the US dollar. Assessment of functional currency involves certain judgments to determine the primary economic environment and the Company reconsiders the functional currency of its entities if there is a change in the events and conditions, which determine the primary economic environment.

Estimates:

(iii) Purchase price allocation on the acquisition of PMI

Management has allocated the purchase price based on the fair values of the assets acquired and liabilities assumed. Management has reviewed a number of comparable projects and market value allocations to assist in allocating the fair value of the assets acquired and liabilities assumed.

Fair value of replacement equities issued on acquisition of PMI

Management determined the fair value of the replacement share-based options and warrants issued on the acquisition of PMI using the Black-Scholes option pricing model. Option pricing models require the input of highly subjective assumptions. Changes in the subjective assumption can materially affect the fair value estimate.

Deferred income tax liability recognized on acquisition of PMI

The Company recognized its best estimate of the deferred income tax liability related to the Obotan Gold Project, arising due to the fair value allocated on acquisition exceeding the tax basis of the project.

3. Significant accounting policies (continued)

(p) Significant accounting judgments and estimates (continued)

(iv) Fair value of embedded derivative

The Company recognized embedded derivative liability relating to the interest rate floor of the long term loan (note 10). The Company used three month LIBOR forward curve rates and assumptions about the time value of the embedded derivative to estimate its fair value. Changes in these inputs can materially affect the fair value estimate.

(v) Effective interest rate

Management estimated the weighted average effective interest rate of the loan tranches to be 9.59% based on three-months LIBOR of 0.2546% at December 31, 2014. As the three-months LIBOR rate fluctuate, the estimated effective interest rate is estimated at each balance sheet date.

4. Adoption of new accounting standards, amendments to and interpretations of existing standards and future accounting standards

(a) Financial assets and financial liabilities

The amendment to IAS 32, Financial Instruments: Presentation (IAS 32) is effective for periods beginning on or after January 1, 2014 and is to be applied retrospectively. The amendment clarifies matters regarding offsetting financial assets and financial liabilities as well as related disclosure requirements. The adoption of the amendments to IAS 32 did not have an impact on these consolidated financial statements.

(b) Levies

In May 2013, the IASB issued International Financial Reporting Interpretations Committee (IFRIC) 21, Levies. IFRIC 21 is effective for annual periods beginning on or after January 1, 2014 and is to be applied retrospectively. IFRIC 21 provides guidance on accounting for levies in accordance with IAS 37, Provisions, Contingent Liabilities and Contingent Assets. The interpretation defines a levy as an outflow from an entity imposed by a government in accordance with legislation and confirms that an entity recognizes a liability for a levy only when the triggering event specified in the legislation occurs. The adoption of IFRIC 21 did not have an impact on these consolidated financial statements.

(c) Future accounting standards

(i) IFRS 9, Financial Instruments – This standard was published in July 2014 and replaces the existing guidance in IAS 39, Financial Instruments: Recognition and Measurement. IFRS 9 includes revised guidance on the classification and measurement of financial instruments, including a new expected credit loss model for calculating impairment on financial assets, and the new general hedge accounting requirements. It also carries forward the guidance on recognition and derecognition of financial instruments from IAS 39. IFRS 9 is effective for annual reporting periods beginning on or after January 1, 2018, with early adoption permitted. The Company is currently evaluating the extent of the impact of the adoption of this standard on its consolidated financial statement.

4. Adoption of new accounting standards, amendments to and interpretations of existing standards, future accounting standards (continued)

(c) Future accounting standards (continued)

(ii) IFRS 15, Revenue from Contracts with Customers – 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 standard is effective for annual periods beginning on or after January 1, 2017, with early adoption permitted. The Company is currently evaluating the extent of the impact of the adoption of this standard on its consolidated financial statement.

There are other new standards, amendments to standards and interpretations that have been published and are not yet effective. The Company believes they will have no material impact to its consolidated financial statements.

5. Acquisition of PMI

On December 17, 2013, the Company and PMI entered into a definitive agreement whereby Asanko agreed to acquire all of the common shares of PMI ("Plan of Arrangement"). On February 6, 2014, Asanko completed the acquisition of PMI pursuant to the terms of the Plan of Arrangement. Under the terms of the Plan of Arrangement, former PMI shareholders received 0.21 of an Asanko common share for each PMI share held. The Company issued 87,149,919 of its common shares to acquire 100% of the issued and outstanding shares of PMI.

The acquisition of PMI has created a flag ship project in Ghana by combining PMI's Obotan gold project with the Company's Esaase gold project to create the Asanko Gold Mine Project, as well as provides significant exploration potential for future project development on the consolidated 1,000 sq. km land package. With the acquisition of PMI, the Company acquired interest in certain mineral resource concessions described in note 8 as the Obotan Gold Project (note 8 (a)), Kubi (note 8 (b)), and the Diaso concessions (note 8 (b)).

The allocation of the purchase price is as follows:

Purchase price:

87,149,919 common shares of Asanko at C$2.12 per share	$	166,743,940
3,237,491 replacement options		2,318,492
126,000 replacement warrants		23,594
Total consideration	$	**169,086,026**
Net assets acquired:		
Cash and cash equivalents	$	82,351,619
Restricted cash		1,098,514
Receivables		132,090
Prepaid expenses		235,286
Property and equipment		9,153,642
Mineral interests and development assets		97,934,748
Accounts payable and accrued liabilities		(5,937,445)
Asset retirement provision		(1,447,277)
Deferred income tax liability		(14,435,151)
Net assets acquired	$	**169,086,026**

5. Acquisition of PMI (continued)

During the fourth quarter of 2014, the Company made an adjustment to the PMI purchase price allocation previously reported by reclassifying $8.4 million from mineral interests and development assets to property, plant and equipment. This adjustment along with an adjustment to estimated tax pools also had an impact on the deferred income tax liability previously reported on the Company's interim consolidated financial statements during 2014, decreasing it by $9.0 million to $14.4 million. The purchase price allocation has been finalized as at December 31, 2014.

The fair value of the Company's common shares, replacement options, replacement warrants and equity settled performance rights issued for the acquisition of PMI was determined using the closing market price of the Company's shares at February 5, 2014 of C$2.12 and a foreign exchange rate of 1 CAD = 0.9025 USD at the same date. The fair value of the replacement options and replacement warrants was calculated using the Black-Scholes option pricing model using the following weighted average assumptions:

	Replacement warrants	Replacement options
Risk free interest rate	1.01%	1.21%
Expected dividend yield	0%	0%
Share price volatility	64.5%	77.41%
Share price at the date of valuation (PMI closing share price at Feb 5, 2014)	C$0.45	C$0.45
Expected life	1.64 year	2.80 years

The Company commenced consolidating PMI's financial position and results of operations effective February 6, 2014. The Company recognized $537,239 of interest income and a $10,005,790 net loss related to PMI for the period from February 6, 2014 to December 31, 2014. Had PMI been consolidated from January 1, 2014, the pro-forma consolidated statement of operations for the year ended December 31, 2014 would include additional interest income of $96,261 and additional net loss of $978,838.

As at December 31, 2014, the aggregate transactions costs related to the acquisition of PMI were approximately $4.3 million, of which $0.25 million had been included in the net loss of the Company for the year ended December 31, 2013.

6. Restricted cash

During the year ended December 31, 2014, bank guarantees related to equipment delivery and an office lease (note 5) were cancelled, resulting in a removal of the restrictions on the withdrawal of underlying cash and cash equivalents of $1.1 million.

7. Property, plant and equipment

	Administration	Asanko Gold Mine				Totals
	Office and equipment	Work in progress	Buildings	Equipment	Motor vehicles	
Cost						
As at December 31, 2012	$ 592,869	$ -	$ 757,991	$ 390,897	$ 1,210,365	$ 2,952,122
Additions	62,780	1,138,621	7,124	84,506	-	1,293,031
Dispositions	(127,412)	-	-	-	(146,543)	(273,955)
As at December 31, 2013	528,237	1,138,621	765,115	475,403	1,063,822	3,971,198
Additions	101,277	47,775,203	804,438	15,748	839,333	49,535,999
Acquired on acquisition of PMI	245,571	8,359,358	-	163,807	384,906	9,153,642
Dispositions	(214,753)	-	-	-	-	(214,753)
As at December 31, 2014	**$ 660,332**	**$ 57,273,182**	**$ 1,569,553**	**$ 654,958**	**$ 2,288,061**	**$ 62,446,086**
Accumulated depreciation						
As at December 31, 2012	$ (343,972)	$ -	$ (98,531)	$ (171,804)	$ (553,228)	$ (1,167,535)
Depreciation	(117,766)	-	(76,187)	(100,321)	(232,041)	(526,315)
Dispositions	76,745	-	-	-	91,216	167,961
As at December 31, 2013	(384,993)	-	(174,718)	(272,125)	(694,053)	(1,525,889)
Depreciation	(153,930)	-	(76,511)	(124,327)	(286,316)	(641,084)
Dispositions	9,058	-	-	-	-	9,058
As at December 31, 2014	**$ (529,865)**	**$ -**	**$ (251,229)**	**$ (396,452)**	**$ (980,369)**	**$ (2,157,915)**
Net book value						
As at December 31, 2013	**$ 143,244**	**$ 1,138,621**	**$ 590,397**	**$ 203,278**	**$ 369,769**	**$ 2,445,309**
As at December 31, 2014	**$ 130,467**	**$ 57,238,182**	**$ 1,318,324**	**$ 258,507**	**$1,307,691**	**$ 60,288,171**

8. Mineral interests and development assets

(a) Asanko Gold Mine Project

The Company's principal mineral project is the Asanko Gold Mine Project ("the Project"), which consists of two neighbouring gold projects the Obotan Gold Project (note 3) and the Esaase Gold Project, both located in the Republic of Ghana ("Ghana"), West Africa.

Adansi Ghana owns 100% of the Obotan Gold Project. Obotan lies in the Amansie District of the Ashanti Region of Ghana, approximately 250 km northwest of the capital Accra. The Obotan Gold Project consists of the Abore, Abirem and Adubea concessions, all of which have been granted mining leases and cover an area of approximately 88.98 km^2. These concessions contain five deposits: Nkran, Abore, Adubiaso Asuadai and Dynamite Hill. The Adubea concession is subject to a net smelter return royalty ("NSR") of 0.5% payable to a third party. During 2014, the Company settled a dispute with Goknet Mining Company Limited ("Goknet") and thereby eliminated Goknet's claim of a 2% NSR over these three concessions (note 17 (c)).

8. Mineral interests and development assets (continued)

(a) Asanko Gold Mine Project (continued)

Asanko Ghana owns a 100% interest in the Esaase Gold Project. Like Obotan, Esaase is located in the Amansie West District of Ghana. The property consists of several mining concessions of which the three largest are the Esaase Concession, Jeni River Concession and Sky Gold Concession ("SGM"). The Esaase Concession covers an area of approximately 42.32 km^2.

Esaase and Jeni River concessions are subject to a 0.5% royalty payable to the Bonte Liquidation Committee.

The SGM is subject to a 2% NSR payable to Sky Gold Mines Limited. Asanko Ghana acquired 100% ownership in SGM by making staged payments totaling $400,000, and causing a total of 50,000 shares of Asanko Gold Inc. be issued to SGM in stages over 4 years.

Asanko Ghana owns a 100% interest in the Asuowin Concession situated contiguous to and directly south of the Esaase Gold property and a 100% interest in the Dawohodo prospecting concession adjacent to the Esaase Gold property.

During November 2012, Asanko Ghana completed the acquisition of 10.3 km^2 of the Small Scale Mining Reserve ("SSMR") located immediately to the southwest of the Esaase main zone in exchange for a 12.5 km^2 portion of its Jeni River Concession mining lease. The SSMR area acquired by the Company was previously reserved by the Government of Ghana exclusively for small scale mining activity and is now part of the Jeni River Concession mining lease.

Free carried interest to the Ghanaian government

The Government of Ghana retains the right to a 10% free carried interest in the Project under Section 8 of the Ghanaian Mining Act. This entitles the Ghanaian government to 10% of declared dividends from the net profit of the Company's respective subsidiaries at the end of a financial year. As the free carried interest does not result in an obligation on behalf of the Ghanaian government to contribute to the capital nor share in the entity's losses, a non-controlling interest is not recognized while the respective subsidiaries of the Company are in a net liability position.

The Company's concessions are also subject to a 5.0% royalty on gold production payable to the Government of Ghana.

(b) Exploration projects

Asanko Ghana owns a 100% interest in the Asumura Reconnaissance Concession ("Asumura property") located in Ghana. The Asumura property is subject to a 3.5% NSR royalty payable to GTE Ventures Limited. ("GTE"), 50% of which may be purchased for $2,000,000 from GTE and the remaining 50% may be purchased for an additional $4,000,000.

Adansi Ghana owns 100% interest in the Datano, Kaniago, New Obuasi, Gyagyastreso, and Afiefiso concessions located within the Asankrangwa Gold Belt.

8. Mineral interests and development assets (continued)

(b) Exploration projects (continued)

If any of the exploration properties are converted to a Mining License, in accordance with Ghanaian law, it will become subject to a 5% gross revenue royalty and a 10% free carried interest to the Ghanaian government.

Pursuant to the Goknet settlement the Company transferred Adansi Ghana's Diaso concessions (Nkronua Atifi, Diaso, Amuabaka, Juabo, Manhia and Agyaka Manso) and Kubi Ghana, which holds a 100% interest in the Kubi mining leases to Goknet (note 17(c)).

(c) Mineral interests and development costs

	Asanko Gold Mine	Kubi	Other	Total
Mineral interest				
Balance, December 31, 2013	$ 4,695,444	$ -	$ 170,043	$ 4,865,487
Fair value on acquisition of PMI	93,471,540	3,963,208	500,000	97,934,748
Acquisitions for the period	393,264	-	1,250	394,514
Dispositions for the period	-	(3,963,208)	(345,111)	(4,308,319)
Balance, December 31, 2014	98,560,248	-	326,182	98,886,430
Deferred development assets				
Balance, December 31, 2013	56,097,384	-	-	56,097,384
Asset retirement costs	2,953,356	29,291	-	2,982,647
Capitalized interest	813,770	-	-	813,770
Camp operations	2,484,765	-	-	2,484,765
Development support costs	3,259,184	-	-	3,259,184
Development drilling and assays	2,087,042	-	-	2,087,042
EPCM	9,373,479	-	-	9,373,479
Feasibly studies and engineering	5,236,229	-	-	5,236,229
Permitting	769,283	-	-	769,283
Share-based payments	2,095,273	-	-	2,095,273
Community affairs and environment	2,652,186	-	-	2,652,186
VAT receivable allowance	2,110,626	-	-	2,110,626
Additions for the year	33,835,193	29,291	-	33,864,484
Dispositions for the year	-	(29,291)	-	(29,291)
Balance, December 31, 2014	89,932,577	-	-	89,932,577
Total mineral interest and deferred development assets, December 31, 2014	**$ 188,492,825**	**$ -**	**$ 326,182**	**$ 188,819,007**

8. Mineral interests and development assets (continued)

(c) Mineral interests and development costs (continued)

	Asanko Gold Mine	Asumura	Total
Mineral interest			
Balance, December 31, 2012	$ 4,498,392	$ 170,043	$ 4,668,435
Additions for the period	197,052	-	197,052
Balance, December 31, 2013	4,695,444	170,043	4,865,487
Deferred development assets			
Balance, December 31, 2012	41,710,029	-	41,710,029
Asset retirement assets	(1,975,497)	-	(1,975,497)
Camp operations	2,844,814	-	2,844,814
Development support costs	672,373	-	672,373
Feasibility studies and engineering	7,831,083	-	7,831,083
Permitting	395,388	-	395,388
Share-based payments	1,467,096	-	1,467,096
Sustainability, community affairs and environment	3,052,929	-	3,052,929
VAT receivable allowance	99,169	-	99,169
Additions for the year	14,387,355	-	14,387,355
Balance, December 31, 2013	56,097,384	-	56,097,384
Total mineral interest and deferred development assets, December 31, 2013	**$ 60,792,828**	**$ 170,043**	**$ 60,962,871**

9. Exploration and evaluation expenditures

Exploration and evaluation expenditures are comprised of expenditures incurred on mineral interests in areas where the technical feasibility and economic recoverability has not yet been established.

Summary of exploration and evaluation expenditures

	2014	2013
Asanko Gold Mine	$ 734,928	$ 1,413,489
Other	(21,805)	344
	$ 713,123	$ 1,413,833

10. Long term debt

On October 24, 2013, the Company entered into a Definitive Senior Facilities Agreement (“DSFA”) with a special purpose vehicle of RK Mine Finance Trust I ("Red Kite"). An amended DSFA was entered into on July 16, 2014 with terms substantially similar to the original DSFA. The debt provided under the amended DSFA will be utilized for developing Phase 1 of the Asanko Gold Mine Project instead of the Esaase Project as previously envisaged.

The DSFA provides for two term loan facilities: a $130 million term loan facility (the "Project Facility") and a $20 million cost overrun facility (the "Overrun Facility"). Performance under the amended agreement is fully secured by the assets of the Company’s Ghanaian subsidiaries and is guaranteed by the Company until Project completion.

Details of the individual facilities include the following:

Project Facility Details ($130 million):

- Interest rate of LIBOR + 6% with a one percent minimum LIBOR rate;
- 1.5% fee payable on drawdowns, with the fee associated with the expected second tranche paid in advance as a deduction to the first tranche;
- The Company was required and drew down an aggregate of $60.0 million prior to December 22, 2014;
- First repayment date (principal and interest) is expected to be July 1, 2016 and each of the four subsequent quarterly loan repayment dates shall be 4% of the total Project Facility including capitalized interest. The following ten quarterly loan repayments shall each be 8% of the total Project Facility including capitalized interest;
- Three and a half year quarterly repayment schedule or early repayment at any time without penalty; and
- Conditions precedent to drawdown over $60.0 million that are outstanding principally are:
  - completion of the Phase 1 Definitive Project Plan (“DPP”)with material outcomes substantially the same as the September 2012 Obotan Definitive Feasibility Study ("DFS") (DPP completed in January 2015);
  - evidence that the Company has acquired or will acquire all appropriate surface access rights to the mining area defined in the DPP;
  - Ghanaian regulatory bodies approving the creation of security over the mining leases;
  - The Company, with the approval of Ghana Minerals Commission, must formally declare the part of the area which will be used for its active mining operations as a mining area in accordance with the applicable regulations.

Overrun Facility Details ($20 million):

- Interest rate of LIBOR +10% with a one percentage minimum LIBOR rate;
- 3% fee payable on drawdowns;
- Three year quarterly repayment schedule and early repayment at any time without penalty; and
- Conditions precedent to drawdown are confirmation that the Company has sufficient funds with the Overrun Facility to complete the Project, that the Project Facility is fully drawn and that 4,000,000 Asanko share warrants have been issued to Red Kite. The warrants would be priced at a 25% premium to the 20 day volume weighted average price of Asanko at that time and have a 2.5 year term to expiry.

10. Long term debt (continued)

The first tranche of the loan for gross proceeds of $20.0 million and net cash proceeds of $19.7 million was drawn on July 18, 2014 and the second tranche of the loan for gross proceeds of $40.0 million and net cash proceeds of $39.4 million was drawn on December 23, 2014. The Project Facility is to be repaid by the end of the first quarter of 2020 with the first repayment date on July 1, 2016.

Interest is calculated on a quarterly basis and payable in advance on the first date of each quarter. Interest accrued on a quarterly basis before the first repayment date is added to the loan principal amount. The loan is carried at amortized costs on the statement of financial position.

As at December 31, 2014 the Company had incurred a total of $5.5 million in deferred debt financing costs. Deferred financing costs are initially deferred and subsequently reclassified as part of the loan on a pro-rata basis of the loan amount drawn and amortized over the life of the DSFA using the effective interest rate method.

During the year ended December 31, 2014, $3.4 million of the deferred debt financing costs, which included 0.9 million of draw down fees, were recognized as part of the loan and $0.8 million of accrued interest was capitalized to deferred development costs at an effective interest rate of approximately 9.59%.

An embedded derivative liability has been recognized for the loan in relation to the interest rate floor. The fair value of the embedded derivatives on draw down was estimated to be $0.7 million (note 19 (b)(ii)). The embedded derivative liability was revalued at December 31, 2014 with the change in fair value recognized in the statement of operations.

Long term loan liability

Long term loan liability		
Gross proceeds	$	60,000,000
Draw down fees		(900,000)
Deferred financing costs		(2,516,697)
Fair value of embedded derivative liability		(726,896)
		55,856,407
Loan accretion and accrued interest		813,770
		56,670,177
Fair value of embedded derivative liability		**777,048**
Long term loan liability, December 31, 2014	**$**	**57,447,225**

At December 31, 2014 the face value of the loan plus accrued interest was $60.7 million.

In addition to the DSFA the Company entered into an Offtake Agreement with Red Kite with the following details:

- Sale of 100% of the future gold production from Phase 1 to a maximum of 2.22 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;
- Should the Company wish to terminate the Offtake Agreement, a termination fee will be payable according to a schedule dependent upon the total funds drawn under the Project and Overrun Facility as well as the amount of gold delivered under the Offtake Agreement at the time of termination, and
- Prior to removal of the conditions precedent for the Project Facility, the Company can terminate the Offtake Agreement with Red Kite by repaying the loan and paying an Offtake termination fee which is fixed at $6 million after the additional $40 million is drawn.

11.Asset retirement provision

The asset retirement provision relates to current and historical disturbances on the mineral concessions within the area of interest of the Asanko Gold Mine. During the year, the Company recognized an asset retirement provision of $1.9 million in relation to the disturbances that occurred in relation to mine construction activities and camp housing.

On the acquisition of PMI, the Company assumed the asset retirement obligations related to the Kubi mining leases, with a fair value of $1.4 million at February 6, 2014. Effective August 15, 2014, the Company derecognized the asset retirement provision related to Kubi as it transferred these concessions pursuant to a settlement agreement (note 17(c)). Accretion expense for the year ended December 31, 2014 includes $17,841 related to the derecognized Kubi asset retirement provision.

The following is a continuity of the asset retirement provision at Asanko Gold Mine:

	2014	2013
Opening balance	$ 9,385,102	$ 11,089,081
Additions (reductions)	2,953,356	(1,975,497)
Accretion	299,860	271,518
Closing balance	$ 12,638,318	$ 9,385,102

The present value of this obligation has been recorded as a non-current provision.

12. Share capital

(a) Authorized

Unlimited common shares without par value; and
Unlimited preferred shares without par value

(b) Issued and outstanding common shares

	Number of shares	Amount
Balance, December 31, 2012	**85,034,338**	**$ 334,376,490**
Issued pursuant to the SGM agreement (note 6(a))	20,000	47,052
Balance, December 31, 2013	**85,054,338**	**334,423,542**
Issued pursuant to the acquisition of PMI (note 3)	87,149,919	166,743,940
Issued pursuant to settlement agreement (note 15)	1,000,000	2,375,880
Share issuance costs		(226,423)
Issued pursuant to exercise of share-based options (note 11(a)):		
- at C$1.12	12,500	12,792
- at C$ 1.43	5,250	7,002
- at C$ 1.96	164,850	303,124
- at C$ 2.12	112,500	224,166
- at C$ 2.15	420,000	848,414
- at C$ 2.42	156,250	355,400
Transfer from equity reserves on exercise of share-based options		401,004
Balance, December 31, 2014	**174,075,607**	**$ 505,468,841**

On February 6, 2014, the Company issued 87,149,919 of its common shares at a price of C$2.12 per share to acquire 100% of the issued and outstanding shares of PMI (note 3). The fair value of the shares issued was determined using the closing share price of the Company's shares on the Toronto Stock Exchange on February 5, 2014 and an exchange rate of 1 CAD = 0.9025 USD at the same date, which were the final closing variables before the transaction completion (note 5). The Company incurred share issuance costs of $197,694 in regulatory fees.

On August 19, 2014, the Company issued 1,000,000 of its common shares at a price of C$2.60 per share, pursuant to a settlement agreement (note 17(c)). The fair value of the shares issued was determined using the closing share price of the Company's shares on the Toronto Stock Exchange on August 19, 2014 and an exchange rate of 1 CAD = 0.9138 USD at the same date. The Company incurred share issuance costs of $28,729 in regulatory fees.

During the year ended December 31, 2014, the Company issued 871,350 common shares for gross proceeds of $1.75 million on exercise of options. In addition, the estimated fair value of these options of $401,004 was reclassified from equity reserves to share capital.

Year ended December 31, 2013

The Company issued 20,000 shares to SGM pursuant to an agreement on a concession adjacent to the Esaase concession (note 8(a)). The fair value of the shares was estimated to be $47,052 or $2.35 (C$2.45) per share which was the closing market price of the Company's shares at July 15, 2013 when the shares were issued.

13. 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 10% 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. The options vest 25% on the date of the grant and 12 ½ % every three months thereafter for a total vesting period of 18 months.

Share-based options movement	Number of Options	Weighted average exercise price
Balance, December 31, 2012	8,158,750	C$4.54
Granted	921,000	C$2.66
Cancelled/Forfeited	(2,436,250)	C$5.15
Expired	(345,000)	C$4.20
Balance, December 31, 2013	6,298,500	C$3.93
Granted	5,801,000	C$2.16
Replacement options granted on the acquisition of PMI	3,237,491	C$4.01
Exercised	(871,350)	C$2.14
Cancelled/Expired	(3,871,350)	C$4.51
Balance, December 31, 2014	10,594,291	C$2.95

The following table summarizes the share-based options outstanding and exercisable at December 31, 2014:

	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$1.00-C$2.00	164,141	2.95	1.96	164,141	2.95	1.96
C$2.01-C$3.00	6,324,500	4.02	2.24	4,049,625	3.97	2.26
C$3.01-C$4.00	3,163,900	2.39	3.79	3,163,900	2.39	3.79
C$4.01-C$5.00	630,500	2.16	4.54	630,500	2.16	4.54
C$6.01-C$7.00	311,250	0.57	6.18	311,250	0.57	6.18
	10,594,291	**3.30**	**2.95**	**8,319,416**	**3.08**	**3.15**

During the year ended December 31, 2014, $2.5 million (2013 - $1.9 million) in share-based payments were recorded in the statement of comprehensive loss, which includes $0.2 million included in exploration and evaluation expenses (2013 –$0.03 million). In addition, during the year ended December 31, 2014, share-based payments of $2.1 million were included in mineral interests and development assets (2013 – $1.5 million).

13. Equity reserves (continued)

(a) Share-based options (continued)

The fair value of the share-based options granted during the years ended December 31, 2014 and 2013 used to calculate compensation expense, has been estimated using the Black-Scholes option pricing model with the following weighted average assumptions:

	2014	2013
Risk free interest rate	1.38%	1.53%
Expected dividend yield	-	-
Share price volatility	60.04%	56.93%
Forfeiture rate	3.47%	3.01%
Expected life of options	3.20 years	3.51 years

(b) Performance rights

In connection with the acquisition of PMI (note 5), the Company entered into an agreement with employees of PMI, who held PMI performance rights, to issue an aggregate of 117,158 common shares of the Company upon vesting of the performance rights. In April 2014, the performance rights had not vested and were cancelled due to termination of the employment agreements of the performance rights holders.

(c) Warrants

The continuity of share purchase warrants for the year ended December 31, 2014 is as follows:

Exercise price	Expiry date	December 31, 2013	Issued	Exercised	Expired	December 31, 2014
C$ 5.00	September 26, 2015	-	126,000	-	-	126,000
C$ 4.00	November 5, 2014	9,443,500	-	-	(9,443,500)	-
		9,443,500	126,000	-	(9,443,500)	126,000

During the year ended December 31, 2014, the Company issued 126,000 replacement warrants pursuant to the acquisition of PMI (note 5).

The continuity of share purchase warrants for the year ended December 31, 2013 is as follows:

Exercise price	Expiry date	December 31, 2012	Issued	Exercised	Expired	December 31, 2013
C$ 7.50	February 17, 2013	284,050	-	-	(284,050)	-
C$ 4.00	November 5, 2014	9,443,500	-	-	-	9,443,500
		9,727,550	-	-	(284,050)	9,443,500

14. Restructuring costs

During the year ended December 31, 2014, the Company incurred restructuring charges of $3.0 million (2013 - $nil). The restructuring charges relate to the closure of the PMI corporate offices in Canada and Australia as well as employee terminations due to redundancy post the acquisition of PMI. The restructuring was completed during April 2014.

The following table provides a summary of the restructuring charges:

Restructuring costs	2014
Employee termination benefits	$ 2,425,210
Contracts termination costs	347,101
Write-off of equipment	205,695
	$ 2,978,006

15. Related party balances and transactions

All transactions with related parties have occurred in the normal course of operations and are measured at the exchange amount agreed to by the parties. All amounts are unsecured, non-interest bearing and have no specific terms of settlement.

(a) Key management compensation

Transactions with key management personnel were as follows:

	2014	2013
Salaries and benefits	$ 1,760,508	$ 2,456,478
Termination benefits	-	542,398
Share-based payments	1,493,557	1,565,778
	$ 3,254,006	$ 4,565,654

Key management personnel consist of directors and officers of the Company.

(b) Other related parties balances and transactions

Related party transactions (recoveries):

	2014	2013
Universal Mineral Services Ltd. (“UMS”) (i)	$ 123,870	$ 1,460,276

Related party balances receivable (payable):

	2014	2013
UMS (i)	$ (8,137)	$ (4,923)
UMS – prepaid deposit (i)	21,550	23,505
	$ 13,413	$ 18,582

15. Related party balances and transactions (continued)

(b) Other related parties balances and transactions (continued)

(i) UMS is a private company with certain key management personnel and directors in common with the Company, and pursuant to an agreement dated March 30, 2012, provided geological, corporate development, administrative and management services to the Company on a cost recovery basis. Effective July 1, 2013, the Company notified UMS that it would no longer require any personnel services but continues to share the cost of UMS's office tenancy and IT services where required.

(ii) During the year ended December 31, 2013, the Company reviewed its equity investment in UMS for impairment and concluded that the carrying amount exceeded its recoverable amount and therefore recorded an impairment charge of $626,394. No impairment charges related to the investment in associate were recorded during the year ended December 31, 2014.

16. Commitments and contractual obligations

As at December 31, 2014, the Company had contractual obligations totaling $73.7 million, relating to long term debt. Contractual obligations related to the long term debt are subject to changes in the three-month LIBOR rate. Prepayment terms allow the Company to prepay the long term debt in whole or in part at any time. At December 31, 2014 the long term debt had a prepayment value of $60.7 million.

In addition, the Company has entered into certain construction and engineering contracts relating to the construction of the Asanko Gold Mine Phase 1.

Contractual obligations	Payments due by period			
	Total	1 year	2-3 years	4-5 years
Long term debt, including future interest charges	$ 73,739,673	$ -	$ 25,662,585	$ 48,077,088
Open purchase orders	104,665,000	104,665,000	-	-
	$ 178,404,673	$ 104,665,000	$ 25,662,585	$ 48,077,088

17. Contingencies

(a) Financial guarantee

The Company continues to provide a financial guarantee for the UMS office lease until May 2015 (note 15 (b)).

(b) Legal proceedings

Except as set forth below, there are no material legal proceedings to which the Company is a party or, to the best of the Company's knowledge, to which any of the Company's property is or was subject.

Goknet Arbitration

On November 6, 2012, PMI received a request from Goknet Mining Company Limited ("Goknet") seeking PMI's consent to the assignment of certain royalties under a 2006 Purchase Agreement between the Company and Goknet. The Company provided its consent on January 9, 2013 without pre-supposing that certain royalties alleged to have been created under such agreement were created. Goknet subsequently invoked the arbitration provisions of the contract under British Columbia law. An arbitral panel was established by the end of April, 2013, and the arbitration hearing was scheduled for September 2014.

On August 15, 2014, the Company entered into a settlement agreement with Goknet to eliminate Goknets's claim for a 2% NSR royalty on Phase 1 of the Asanko Gold Mine Project. The settlement involved cash, one million Asanko shares (note 12(b)) and the transfer to Goknet of two exploration projects, Kubi and Diaso (note 8(b)). Included in the agreement, the Company retained a right to match any future offer made to Goknet with respect to a disposal of the Diaso Project concessions.

Godbri Datano Claim

On September 14, 2012, Godbri Mining Limited ("Godbri") lodged a statement of claim in the High Court of Justice, Accra, Ghana, seeking a declaration that, among other things, that the sale of the Datano concession to Adansi Ghana is null and void. Godbri claims to be the owner of 38% of the issued share capital of Midras Mining Limited ("Midras") and states that it did not consent to the acquisition of the Datano concession by Adansi Ghana. Adansi Ghana filed a defence on November 12, 2012. Godbri subsequently amended its claim on January 29, 2013 and in March 2013, both the Company and Adansi Ghana filed further defences. The matter is currently awaiting trial. The Datano concession was acquired in August 2013 from Midras. The Company considers the claim made by Godbri to be spurious and without any merit. Godbri is a private Ghanaian company.

Matisse and Madison Claim

On October 22, 2013, Matisse & Madison Co. Ltd. ("M&M") lodged a statement of claim in the High Court of Justice, Accra, Ghana, seeking compensatory damages of $20 million plus interest for breach of a verbal contract related to the purchase of the Datano Concessions from Midras. The Company maintains that this is a frivolous lawsuit lacking in merit and will vigorously defend itself.

18. Supplemental cash flow information

	2014	2013
Change in asset retirement provision included in mineral interest (excluding provisions added as a result of PMI acquisition)	$ 2,953,356	$ (1,975,497)
Change in accounts payable related to mineral interests and development assets	(708,059)	(248,030)
Change in accounts payable related to property, plant and equipment	13,601,594	-
Depreciation included in exploration and evaluation costs	-	31,950
Depreciation included in mineral interest and development costs	487,154	376,620
Fair value of mineral interests assigned on acquisition of PMI	102,640,208	-
Fair value of shares included in mineral interest	-	47,052
Reclassification of equity reserves on exercise of share-based options	(401,004)	-
Fair value of shares included in settlement costs	2,375,880	-
Share-based compensation included in mineral interests and development cost	2,095,273	1,467,096

19. Segmented information

Geographic Information

The Company operates in one reportable operating segment, being the exploration and development of resource properties.

Geographic allocation of non-current assets

December 31, 2014	Canada	Ghana	Total
Property, plant and equipment	$ 60,120	$ 60,288,051	$ 60,288,171
Deferred debt financing costs	-	2,936,146	2,936,146
Mineral interest and development assets	-	193,524,467	193,524,467
Investment in associate	1,000	-	1,000
	$ 61,120	$ 256,688,664	$ 256,749,784

December 31, 2013	Canada	Ghana	Total
Plant and equipment	$ 84,564	$ 2,360,745	$ 2,445,309
Deferred debt financing costs	-	3,823,128	3,823,128
Mineral interest and development costs	-	60,962,871	60,962,871
Investment in associate	1,000	-	1,000
	$ 85,564	$ 67,146,744	$ 67,232,308

19. Segmented information (continued)

Geographic allocation of loss (income)

	2014	2013
Canada	$ 14,852,653	$ (1,052,872)
Ghana	7,788,981	2,745,075
Total	$ 22,641,634	$ 1,692,203

20. Loss (earnings) per share

Basic loss (earnings) per share amounts are calculated by dividing the net loss (income) for the period by the weighted average number of ordinary shares outstanding during the period.

Weighted average number of common shares are calculated as follows:

	2014	2013
Issued common shares, beginning of year	85,054,338	85,034,338
Effect of shares issued on:		
acquisition of mineral interest (note 8(a))	-	9,315
acquisition of PMI (note 5)	78,554,311	-
settlement agreement (note 17(c))	369,863	-
exercise of share-based options	437,231	-
Weighted average number of common shares (basic and diluted), end of year	164,415,743	85,043,653

Basic and diluted loss per share amounts are the same as there are no instruments that have a dilutive effect on earnings.

21. Financial instruments

As at December 31, 2014 the Company's financial instruments consist of cash and cash equivalents, receivables, accounts payable and accrued liabilities, long term debt and an embedded derivative in relation to an interest rate floor.

The following table summarizes the designation and fair value hierarchy under which the Company's financial instruments are valued:

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 fair value of these financial instruments approximates their carrying value, unless otherwise noted.

21. Financial instruments (continued)

			December 31, 2014	
	Category	Carrying value	Amount	Fair value hierarchy
Financial assets				
Cash and cash equivalents	Loans and receivables	Amortized cost	$ 228,679,552	N/A
Receivables, excluding sales taxes refundable	Loans and receivables	Amortized cost	76,101	N/A
			$ 228,755,653	
Financial liabilities				
Accounts payable and accrued liabilities	Other financial liabilities	Amortized cost	$ 15,353,474	N/A
Long term debt	Other financial liabilities	Amortized cost	56,670,177	N/A
Embedded derivative	Fair-value-through profit and loss	Fair value	777,049	Level 2
			$ 72,800,700	

			December 31, 2013	
	Category	Carrying value	Amount	Fair value hierarchy
Financial assets				
Cash and cash equivalents	Loans and receivables	Amortized cost	$ 174,601,438	N/A
Receivables, excluding sales taxes refundable	Loans and receivables	Amortized cost	99,429	N/A
			$ 174,700,867	
Financial liabilities				
Accounts payable and accrued liabilities	Other financial liabilities	Amortized cost	$ 3,948,619	N/A
Foreign currency warrant liability	Fair-value-through profit and loss	Fair value	242,252	Level 2
			$ 4,190,871	

21. 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 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 Ghana. The majority of the Company's cash is held in Canadian based banking institutions, authorized under the Bank Act (Canada) to accept deposits. As at December 31, 2014, the receivables excluding refundable sales tax consist of interest receivable of $0.07 million (December 31, 2013 - $0.1 million).

(b) Liquidity risk

The Company's approach to managing liquidity is to ensure that it will have sufficient liquidity to settle obligations and liabilities when due. As at December 31, 2014 the Company had a cash and cash equivalents balance of $228.7 million (December 31, 2013 – $174.6 million) to settle current liabilities of $15.3 million (December 31, 2013 - $4.0 million) that are considered short term and expected to be settled within 30 days. The Company is not obligated to make repayments of the long term loan and accrued interest until July 1, 2016.

(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.

The Company's loan agreement with Red Kite (note 10) provides for interest at LIBOR plus 6% with a minimum LIBOR of 1%. The Company's sensitivity to a 1% decrease or increase in market rates of interest in relation to its long term debt liability would have an immaterial effect on the Company's interest expense for the year ended December 31, 2014.

The Company's cash and cash equivalents attract interest at floating rates and have maturities of 90 days or less or maturity over ninety days but redeemable on demand without penalty. The interest is typical of Canadian banking rates, which are at present low, however the conservative investment strategy mitigates the risk of deterioration to the investment. A sensitivity analysis suggests that a change of 10 basis points in the interest rates would result in a corresponding increase or decrease in loss for the year ended December 31, 2014 of approximately $0.2 million (December 31, 2013 - $0.2 million).

(ii) Foreign currency risk

The Company is exposed to foreign currency risk through its foreign currency monetary assets and liabilities. A significant change in the currency exchange rate between the US dollar and Canadian dollar (CAD) and South African rand (ZAR) could have an effect on the Company's results of operations, financial position and cash flows. As at December 31, 2014 and December 31, 2013, the Company had no hedging agreements in place with respect to foreign exchange rates. As at December 31, 2014, the Company had a CAD cash balance of $30.8 million (December 31, 2013 – $33.0 million) expressed in US dollar equivalent.

21. Financial instruments (continued)

(c) Market risk (continued)

(ii) Foreign currency risk (continued)

The Company is exposed to currency risk through the following financial assets and liabilities denominated in foreign currencies, expressed below in US dollar equivalents:

	December 31, 2014				December 31, 2013			
	CAD	Ghana Cedis	AUD	ZAR	CAD	Ghana Cedis	AUD	ZAR
Cash and cash equivalents	$ 30,768,533	$ 1,399,866	$ 1,092,353	$ 399,788	$ 21,946,208	$ 284,554	$ -	$ 133,491
Accounts payable	(236,248)	(1,857,552)	(842,558)	(3,529,910)	(1,118,535)	(28,919)	(48,245)	(744,659)
Net exposure	$ 30,532,284	$ (457,687)	$ 249,795	$ (3,130,122)	$ 20,827,673	$ 255,635	$ (48,245)	$ (611,168)

A 1% appreciation or a 1% depreciation of the above mentioned currencies compared with the US dollar would result in a corresponding increase or decrease in net assets of approximately $0.3 million as at December 31, 2013 (December 31, 2013 - $0.2 million).

(iii) Other price risk

Other 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. As at December 31, 2014 and 2013, the Company had no financial instruments exposed to other price risk.

(d) Fair values

(i) Embedded derivative

The embedded derivative liability associated with the interest rate floor of the long term loan is categorized within level 2 of the fair value hierarchy. The fair value of the embedded derivative was estimated using the three-month LIBOR forward rates to 2020 ranging from 0.25% to 2.59% using an option pricing model.

(ii) Other

The carrying values of cash and cash equivalents, receivables and accounts payable and accrued liabilities approximate their respective fair values due to the short-term nature of these instruments. The fair value of the long term debt approximates its carrying value due to the floating rate nature of the debt instrument.

(e) Items of income, expense, gains or losses arising from financial instruments

	December 31, 2014	December 31, 2013
Interest income from loans and receivable	$ 1,252,887	$ 1,020,299
Foreign exchange gain (loss)	(27,490)	(1,559,992)

22. Capital management

The Company considers items included in shareholders' equity to be capital.

	December 31, 2014	December 31, 2013
Shareholders' equity	$ 383,579,057	$ 228,604,965

The Company manages its capital structure and makes adjustments to it based on the funds available to the Company in order to support the Company's normal operating requirements on an ongoing basis, continue the development and exploration of its mineral properties and support any expansionary plans.

The properties in which the Company currently has interests are in the exploration and development stage, as such, the Company does not currently generate revenue. The Company's historical sources of capital have consisted of the sale of equity securities and interest income. During the year ended December 31, 2014, the Company entered into an amended DSFA as disclosed in note 10. The Company is not subject to externally imposed capital requirements.

In order for the Company to carry out planned exploration and development and pay for administrative costs, the Company will spend its working capital and raise additional amounts externally as needed.

To effectively manage the entity's capital requirements, the Company has in place a rigorous planning, budgeting and forecasting process to help determine the funds required to ensure the Company has the appropriate liquidity to meet its operating and growth objectives. In addition, the Company has rigorous expenditure authorization policy. Capital expenditures of $1,500,000 or more require approval by the Board of Directors. Management reviews its capital management approach on an ongoing basis and believes this approach is reasonable.

23. Income taxes

(a) Tax losses

The Company has non-capital losses of approximately $28.8 million at December 31, 2014 (December 31, 2013 - $26.7 million) in Canada and $14.3 million at December 31, 2014 (December 31, 2013 - $8.7 million) in Ghana for income tax purposes, which may be carried forward to reduce taxable income of future years. The non-capital losses expire as follows:

	Ghana	Canada	Total
2015	$ 2,567,000	$ -	$ 2,567,000
2016	1,083,000	-	1,083,000
2017	2,982,000	-	2,982,000
2018	1,240,000	-	1,240,000
2019	6,422,000	-	6,422,000
2026	-	859,000	859,000
2027	-	1,213,000	1,213,000
2028	-	1,871,000	1,871,000
2029	-	2,170,000	2,170,000
2030	-	3,775,000	3,775,000
2031	-	6,520,000	6,520,000
2032	-	2,448,000	2,448,000
2032		6,300,000	6,300,000
2034	-	3,599,000	3,599,000
	$ 14,294,000	$ 28,755,000	$ 43,049,000

(b) Income tax recovery provision

A reconciliation of the income tax provision computed at statutory rates to the reported income tax provision is:

	Year ended December 31, 2014	Year ended December 31, 2013
Average statutory tax rate	26.00%	25.75%
Loss before income taxes	$ (24,993,129)	$ (1,692,203)
Expected income tax recovery	(6,498,214)	(430,586)
Increase (decrease) in income tax recovery resulting from:		
Permanent differences	(1,482,091)	(2,540,116)
True-up prior year balances	(3,861,001)	(1,142,335)
Effect of increase in statutory rate	-	(294,683)
Effect of differences in tax rate in foreign jurisdictions	(2,173,190)	(247,729)
Foreign exchange	6,410,443	3,361,873
Other	185,366	187,532
Unrecognized tax assets	5,067,194	1,106,044
Income tax (recovery) expense	$ (2,351,493)	$ -

23. Income taxes (continued)

(c) Recognized deferred tax assets and liabilities

	December 31, 2013	Net income/loss	Equity	December 31, 2014
Property and equipment	$ (726,053)	$ (151,914)	$ -	$ (877,967)
Embedded derivative	-	17,553	-	17,553
Mineral interests	-	(12,787,542)	-	(12,787,542)
Asset retirement provision	-	660,096	-	660,096
Non-capital losses carried forward	726,053	178,149	-	904,202
	$ -	$ (12,083,658)	$ -	$ (12,083,658)
Deferred tax assets	**$ 726,053**	**$ 855,798**	**$ -**	**$ 1,581,851**
Deferred tax liabilities	**$ (726,053)**	**$ (12,939,456)**	**$ -**	**$ (13,665,509)**
Net deferred tax balance	**$ -**	**$ (12,083,658)**	**$ -**	**$ (12,083,658)**

	December 31, 2012	Net income/loss	Equity	December 31, 2013
Property and equipment	$ -	$ (726,053)	$ -	$ (726,053)
Non-capital losses carried forward	-	726,053	-	726,053
	$ -	$ -	$ -	$ -
Deferred tax assets	**$ -**	**$ 726,053**	**$ -**	**$ 726,053**
Deferred tax liabilities	**$ -**	**$ (726,053)**	**$ -**	**$ (726,053)**
Net deferred tax balance	**$ -**	**$ -**	**$ -**	**$ -**

23. Income taxes (continued)

(d) Unrecognized deferred tax assets and liabilities

The Company is not recording the following deferred tax assets as it was determined that under current conditions it is not more likely-than not that these future tax benefits in Canada and Ghana will be realized.

	December 31, 2013	Net income/loss	Equity	December 31, 2014
Property and equipment	$ (726,053)	$ 749,773	$ -	$ 23,720
Share issuance costs	518,616	-	927,801	1,446,417
Investment in associate	611,339	(324,706)	-	286,633
Mineral interests	17,948,074	531,663	-	18,479,737
Asset retirement provision	-	3,763,316	-	3,763,316
CEC	-	5,181	-	5,181
Unrealized foreign exchange	98,993	(98,993)	-	-
Non-capital losses carried forward	9,981,289	1,593,572	-	11,574,861
Total	**$ 28,432,258**	**$ 6,219,806**	**$ 927,801**	**$ 35,579,865**

	December 31, 2012	Net income/loss	Equity	December 31, 2013
Property and equipment	$ (488,920)	$ (237,133)	$ -	$ (726,053)
Share issuance costs	1,229,681	-	(711,065)	518,616
Investment in associate	457,947	153,392	-	611,339
Mineral interests	15,638,328	2,309,746	-	17,948,074
Unrealized foreign exchange	410,626	(311,633)	-	98,993
Non-capital losses carried forward	10,078,550	(97,261)	-	9,981,289
Total	**$ 27,326,212**	**$ 1,817,111**	**$ (711,065)**	**$ 28,432,258**

(e) Temporary differences related to unrecognized deferred tax assets and liabilities

	December 31, 2013	December 31, 2014
Property and equipment	$ -	$ 91,000
Share issuance costs	1,995,000	5,563,000
Investment in associate	2,351,000	1,102,000
Mineral interests	51,280,000	52,799,000
Asset retirement provision	-	10,752,000
CEC	-	20,000
Unrealized foreign exchange	381,000	-
Non-capital losses carried forward	33,314,000	40,540,000
Total	**$ 89,321,000**	**$ 110,867,000**

24. Subsequent events

(a) Bought deal financing

On February 11, 2015, the Company closed a bought deal financing of 22,770,000 common shares at a price of C$2.02 per share, for gross proceeds to the Company of approximately C$46.0 million. The Company paid C$2.2 million in fees to a syndication of underwriters.

(b) Share-based options grant

During January and February 2015 the Company granted 4,121,000 share-based options to directors, officers and employees at a weighted average exercise price of C$2.07.

(c) Foreign exchange forward contracts

During January 2015 the Company entered into a series of foreign exchange forward contracts to purchase ZAR221.4 million for C$22.4 million and ZAR125.2 million for $10.7 million. The proceeds from these contracts will be used to mitigate a significant portion of South African Rand exposure related to the construction of the Asanko Gold Mine.



MANAGEMENT'S DISCUSSION AND ANALYSIS

Year ended December 30, 2014 and 2013

This Management's Discussion and Analysis ("MD&A") of Asanko Gold Inc. (formerly Keegan Resources Inc.) ("Asanko" or the "Company") has been prepared by management as of March 16, 2015 and should be read in conjunction with the Company's audited annual consolidated financial statements for the year ended December 31, 2014 and 2013 and the related notes thereto. 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 unless stated otherwise. References to C$ are to Canadian dollars.

This MD&A contains Forward Looking Information. Please read the Cautionary Statements on page 35 carefully.

Description of the Business

The Company was incorporated on September 23, 1999 under the laws of British Columbia. The Company's shares trade on the Toronto Stock Exchange and NYSE MKT Equities Exchange under the symbol "AKG". The Company's primary asset is its Asanko Gold Mine Project (the "Project") located on the Asankrangwa gold belt in Ghana.

Asanko's vision is to become a mid-tier gold producer. In achieving this goal it will continue its emphasis on prudent deployment of capital and a sharp focus on operating costs. Asanko's vision will be achieved through:

- The phased development of the Asanko Gold Mine, with the fully funded and under construction Phase 1 producing a steady state average of 190,000 ounces per year commencing in Q2 2016 and a Phase 2 potentially adding up to 200,000 additional ounces per year by 2018;
- Organic growth via near-mine exploration and judicious regional exploration on its existing exploration projects in Ghana, and
- Pursuing growth via merger and acquisition opportunities as they arise.

Highlights for the year ended December 31, 2014 and the subsequent period to March 16, 2015

- The Company completed the acquisition of PMI Gold Inc ("PMI") in February 2014 and combined PMI's Obotan Gold Project with its Esaase Gold Project, creating the Asanko Gold Mine ("AGM" or the "Project"). The Company announced its plans to build the Project in two Phases, with the first Phase being largely based on PMI's Obotan Gold Project.
  - In April 2014, the Company announced that it had begun initial construction activity for Phase 1 of the Asanko Gold Mine, including advancing detailed engineering, commencing bulk earthworks at the Project site and upgrading existing facilities and access around the site.
  - In July 2014, Asanko executed amended definitive agreements for a $150 million secured project debt facility with a special purpose vehicle of Red Kite Mine Finance Trust I ("Red Kite"). The terms were substantially similar to the Definitive Senior Facilities Agreement that Asanko announced in October 2013 for its Esaase Project with the debt provided under the agreement now to be utilized for developing Phase 1 of the Project.
  - Following finalization of the Red Kite financing, the Company's Board of Directors approved Phase 1 of the Project for construction and ground breaking occurred in August 2014.
- The Company completed a revised Mineral Resource Estimate ("MRE") for the Phase 1 Project deposits: Nkran, Adubiaso, Abore and Asuadai. The results of the new MRE for Phase 1 were not materially different to the previous MRE, but more precisely define grade distribution and continuity within the deposits. As a result, the revised MRE now supports the ability to plan the mine with the selectivity required to manage grade control and volumes.
- The Company completed its exploration program on the Dynamite Hill deposit, located 7 km from the Phase 1 plant site. A maiden Mineral Resource Estimate for Dynamite Hill was included in the updated MRE for Phase 1.

- The updated MRE was used as a basis for completion of an optimised Phase 1 mine plan. The plan, along with updated capital and operating cost estimates were compiled into a "Definitive Project Plan" ("DPP"), which replaces the September 2012 Definitive Feasibility Study completed by PMI Gold. Highlights of the DPP were, as follows:
    - Life of Mine ("LoM") gold production of 2.33 million ounces over a 12 year life of mine.
    - Capital cost of $295 million, including all associated infrastructure and allowances for contingencies.
    - Lowest quartile All-In-Sustaining-Costs of $781/oz; competitive operating cash costs of $645/oz.
    - First gold production targeted for Q1 2016 and steady-state production in Q2 2016.
    - Robust project economics with strong cash flow generation even in a weak gold price environment:

Gold Price	NPV (5%) $ (millions)	After Tax IRR (%)	2017 After-Tax FCF ($ millions)
Spot - $1,150/oz	253	20	103
Study Basis - $1,300/oz	**412**	**26**	**120**
Upside Case - $1,500/oz	624	35	143

**Real ungeared post tax project NPV & IRR over Life of Mine.*

- As a result of the positive economic outcomes of the DPP, a portion of the Company's Mineral Resources for Phase 1 were upgraded to Mineral Reserves, and Mineral Reserves are as follows:

Classification	Tonnage (Mt)	Grade (g/t)	Ounces (millions)
Proven	15.5	2.26	1.13
Probable	21.0	2.07	1.39
Total Proven & Probable	**36.5**	**2.15**	**2.52**

- Construction of Phase 1 is advancing according to schedule, with 30% of Phase 1 of the Project complete and on track for first gold production in Q1 2016, at January 31, 2015. Commitments have been placed for $178 million, over 60% of the estimated capital cost of $295 million.

- The Company completed a tradeoff study considering 12 different options for integrating Phase 2, the mining of Esaase, into Phase 1. The study shows that significant additional value can be added by either transporting, by conveyor belt, crushed ore to the Phase 1 plant site for processing; or milling at Esaase and pumping the milled product to the Phase 1 plant site for further processing. The two options are being advanced to Pre-Feasibility Study level with results expected to be released in Q2 2015. The current Phase 1 detailed design has made allowances in the processing plant, tailings dam and support infrastructure to cater for the inclusion of Phase 2, which has the potential to increase gold production up to 400,000 ounces per year.

- The Company eliminated a 2% NSR Royalty (the "Goknet Royalty") such that the only material royalty that is now applicable to Phase 1 of the Project is the Government of Ghana 5% NSR royalty. The Goknet Royalty was eliminated by payment of cash, one million Asanko shares and the transfer to Goknet of two exploration projects, Kubi and Diaso.

- The Company strengthened its balance sheet in February 2015, by raising C$46 million through a bought-deal financing completed at C$2.02/share. Net proceeds of the fund raising were converted to approximately $34.7 million US dollars and will be used to complete Phase 1 of the Project and for working capital and general corporate purposes, including the completion of a Feasibility Study on Phase 2.

The Company has been monitoring the outbreak of the Ebola virus in other West African countries very carefully. Although Ebola has not been detected in Ghana and business continues to operate normally, the Company has taken proactive steps to prevent occurrences of the virus through its staff, contractors and local village populations. The preventative measures

include education programs and the implementation of strict health measures on the Project site and in our offices. In addition, the Company has put a travel screening and pre-employment medical examination program in place to prevent the virus from being brought to the Project site by mobile workers. Crisis plans have been developed should the virus be detected in Ghana and/or the local community. The Company will continue to monitor the situation and continue with precautions until the virus is deemed by health authorities to have been brought under control.

Asanko Gold Mine Project

The acquisition of PMI in early 2014 has created a flagship project in Ghana and the foundation on which to build a mid-tier gold mining Company. The flagship project was created by combining both the Obotan and Esaase Projects into one mine now referred to as the "Asanko Gold Mine".

Asanko's vision is to become a mid-tier gold producer with a continued emphasis on prudent deployment of capital and a sharp focus on operating costs. This vision will be achieved through:

- The phased development of the Project, with Phase 1 producing at an average annual steady state rate of 190,000 ounces per year in starting Q2 2016;
- Organic growth via near-mine exploration and judicious regional exploration on its existing exploration projects in Ghana, and
- Pursuing growth via further merger and acquisition opportunities.

Development Strategy

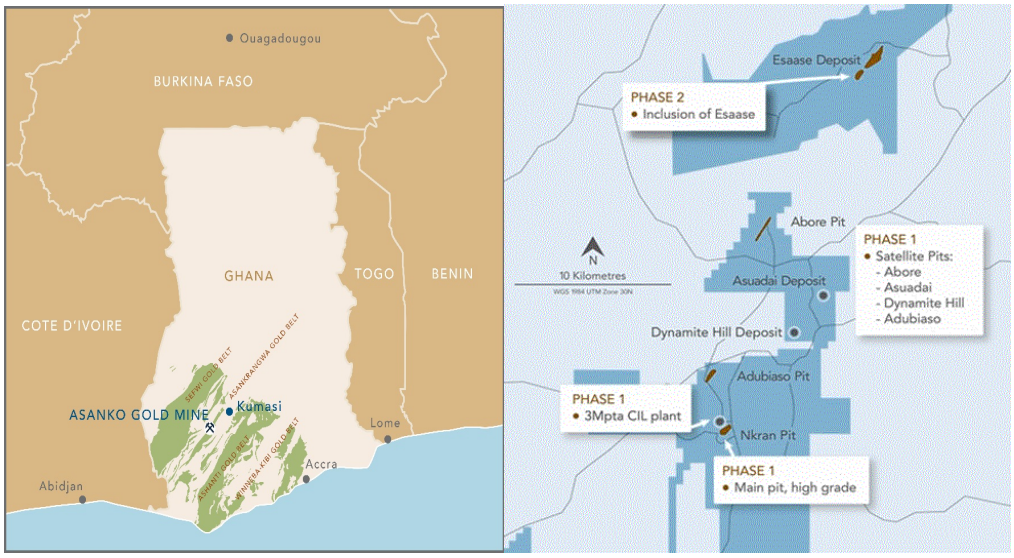
The Company envisions developing the Asanko Gold Mine in two phases. Phase 1 is based on the November 2014 Definitive Project Plan and is fully financed, fully permitted and under construction. Phase 1 is expected to be in steady-state production averaging 190,000 ounces per year by Q2 2016, mining ore from the main pit at Nkran, along with feed from satellite pits at Adubiaso, Abore, Asuadai and Dynamite Hill.

The Company has completed a tradeoff study considering 12 different options for integrating Phase 2, the mining of Esaase, into Phase 1. The study shows that significant additional value can be added by either transporting, by conveyor belt, crushed ore to the Phase 1 plant site for processing; or milling at Esaase and pumping the milled product to to the Phase 1 plant site for further processing. The two options are being advanced to Pre-Feasibility Study level with results expected to be released in Q2 2015 The current Phase 1 detailed design has made allowances in the processing plant, tailings dam and support infrastructure to cater for the inclusion of Phase 2, which has the potential to increase gold production to 400,000 ounces per year.

Phase 1 Definitive Project Plan

Introduction
The Asanko Gold Mine Project is located in Ghana, West Africa (Figure 1). It is wholly-owned by Asanko Gold, with a 10% free carried interest held by the Government of Ghana which becomes effective when production commences. Ghana is Africa's second largest gold producer and has been producing gold on a large scale for many years. Ghana has many internationally recognised gold mining companies operating in the country including AngloGold Ashanti, Newmont and Goldfields.

Figure 1. Project Location



The Project consists of six known open pit deposits over a 30km trend and is being developed in two phases. Phase 1 will mine the Nkran pit, which accounts for 85% of the Phase 1 ore reserves, and four satellite deposits, Abore, Asuadai, Dynamite Hill and Adubiaso. Phase 2 is expected to mine the Esaase deposit.

Phase 1 is fully permitted and funded, with $90 million of undrawn debt facilities and approximately $242 million cash on hand at March 6, 2015. Construction commenced in Q3 2014 and first gold production is targeted for Q1 2016, with steady-state production in Q2 2016.

Mineral Resource Estimation – Phase 1

In September 2014 Asanko completed a comprehensive review of the original May 2012 Mineral Resource Estimate ("MRE") for the four deposits which comprise Phase 1 - Nkran, Adubiaso, Abore and Asuadai - that were acquired from PMI Gold Corporation ("PMI Gold") in February 2014. The original MRE was not deemed to be a suitable input for the detailed mine planning required to commence the mining operations of Phase 1. In addition, the Company announced a maiden resource for the recently discovered Dynamite Hill, following completion of a drilling programme earlier in the year.

The results of the new MRE for Phase 1, shown in the table below, are not materially different to the 2012 MRE and therefore confirm the validity of the previous estimate. Importantly, however, the new MRE more precisely defines grade distribution and continuity within the deposits, and, as a result, the MRE now supports the ability to plan the mine with the selectivity required to manage grade control and volumes.

The total Measured and Indicated Mineral Resources increased by about 0.43 million ounces of gold and the Inferred Mineral Resources have decreased by about 0.41 million ounces of gold compared to the May 2012 MRE.

Table 1: 2014 Updated Mineral Resource Estimate for Phase 1 only

Deposit	Measured			Indicated			Total (M&I)			Inferred		
	Tonnes (millions)	Grade (g/t)	Ounces (millions)	Tonnes (millions)	Grade (g/t)	Ounces (millions)	Tonnes (millions)	Grade (g/t)	Ounces (millions)	Tonnes (millions)	Grade (g/t)	Ounces (millions)
Nkran	13.24	2.55	1.09	25.80	2.23	1.85	**39.04**	**2.34**	**2.94**	7.06	2.34	0.53
Abore	1.61	1.70	0.09	3.37	1.63	0.18	**4.98**	**1.65**	**0.27**	6.59	1.65	0.35
Adubiaso	0.73	2.60	0.06	1.40	2.04	0.09	**2.13**	**2.23**	**0.15**	0.20	2.27	0.02
Dynamite Hill	0.00	0.00	0.00	1.84	1.86	0.11	**1.84**	**1.86**	**0.11**	0.52	1.51	0.03
Asuadai	0.00	0.00	0.00	1.64	1.34	0.07	**1.64**	**1.34**	**0.07**	1.25	1.61	0.06
Total	**15.58**	**2.47**	**1.24**	**34.05**	**2.10**	**2.30**	**49.63**	**2.22**	**3.54**	**15.62**	**1.96**	**0.99**

Notes: Cut-off grade of 0.8 grams per tonne of gold. Due to rounding differences, some totals may not add exactly. Combined resource statements for Phase 1 and Phase 2 are on page 11 of this release.

Mineral Reserve Statement – Phase 1

The DPP reports a Mineral Reserve for Phase 1 based on the associated MRE and a gold price of $1,300/oz. Specifically, DRA derived optimized pit shells for Phase 1 based on the material reported as Measured and Indicated Mineral Resources. The operating costs assumed for the optimization were supplied by an in-country contractor, reviewed and agreed to by DRA. Metallurgical recoveries have been provided by DRA based on analysis of previous test work, operational results and more recent test work. Five separately designed pits were developed from the optimized pit shells; Nkran, Adubiaso, Dynamite Hill, Abore and Asuadai.

Table 2: 2014 Updated Mineral Reserve Statement for Phase 1 only

Deposit	Classification	Tonnage (Mt)	Grade (g/t)	Ounces (millions)
Nkran	Proven	13.5	2.32	1.00
	Probable	17.7	2.12	1.20
Adubiaso	Proven	0.9	2.23	0.06
	Probable	0.9	1.90	0.05
Abore	Proven	1.2	1.69	0.06
	Probable	0.9	1.87	0.05
Asuadai	Proven	0.0	0.00	0.00
	Probable	0.5	1.26	0.02
Dynamite Hill	Proven	0.0	0.00	0.00
	Probable	1.1	1.88	0.07
Total	**Proven**	**15.6**	**2.27**	**1.12**
	Probable	**21.1**	**2.07**	**1.39**

Notes: Cut-off grade of 0.8 grams per tonne of gold. Due to rounding differences, some totals may not add exactly. The grades and tonnes reported have been modified by mining recovery and dilution based on ore body geometry and mining methodology. Globally this generates a mining dilution of 5% and ore loss of approximately 5%. Combined reserve statements for Phase 1 and Phase 2 on page 12 of this release.

A 'Mineral Reserve' is the economically mineable part of a Measured or Indicated Mineral Resource, demonstrated by at least a Preliminary Feasibility Study. It includes diluting materials and allowances for losses that may occur when the material is mined. DRA is of the opinion that the classification of Mineral Reserves as reported herein meets the definitions of Proven and Probable Mineral Reserves as stated by the CIM Definition Standards (2005). Measured and Indicated Mineral Resources that are not Mineral Reserves have not demonstrated economic viability. Inferred Mineral Resources

are excluded from the Mineral Reserve Estimate. All figures are rounded to reflect appropriate levels of confidence. Apparent differences may occur due to rounding.

Mining Operations
A Phase 1 Life of Mine ("LoM") schedule has been developed to supply a three million tonnes per annum ("Mtpa") mill feed rate from the Nkran pit and the four satellite deposits. A mining contractor will be used for all ore and waste mining activities.

The five deposits will all be mined utilizing a conventional truck and shovel method. Grade control drilling together with onsite laboratory facilities will be used to delineate the ore from the waste. Ore and waste will be drilled and blasted, then loaded and hauled to either the run-of-mine ("ROM") pad, direct tip into the crushing facility, placed on pit rim stockpiles (for the remote deposits) or placed on waste rock storage facility with haul trucks. A single fleet of mining equipment will be shared between all the deposits. For the satellite deposits - Adubiaso, Dynamite Hill, Abore and Asuadai - a fleet of contracted road trucks will be utilized to haul ore from the respective pit rim stockpiles to the ROM stockpile situated at the central processing facility, which will be located close to the Nkran pit.

Production will commence at the Nkran pit as it comprises 85% of the ore reserves for Phase 1. This will assist in keeping the pre-stripping volumes low and delivering higher mill feed grades early in Phase 1. Approximately one year of waste stripping will be required to expose sufficient ore to maintain a constant ore feed rate of 3Mtpa once the mill has been commissioned. During Year 1, ore that is mined will be stockpiled and will form the basis of the initial plant feed for commissioning and early production. The mining of all five deposits runs for a period of approximately 12.4 years based on the current production schedule.

The production schedule has been designed to maintain a consistent stripping ratio through the life of the operation. The LoM average operating strip ratio is 4.7:1 . The peak production requirements are 26Mtpa of total material movement.

The average mining cost over the life of Phase 1 is estimated at $3.88 per tonne mined (ore and waste), which equates to a total mining cost of $348 per ounce of gold produced. Waste mining and haulage costs are $3.28 per tonne whilst ore mining and haulage costs are $6.70 per tonne. The main differences between the two mining cost rates is the additional costs of grade control and longer hauls to the ROM crusher on ore tonnes.

Mining capital requirements include initial contractor mobilization, establishment of the contractor, site clearing, pit de-watering and pre-stripping of the Nkran pit. This is estimated to be $70.6 million.

Table 3: DPP Mine Plan

Years 2015 – 2021

	2015	2016	2017	2018	2019	2020	2021
Ore mined ('000t)	230	3,704	3,123	3,319	3,000	2,951	2,850
Grade mined (g/t)	2.44	2.15	2.22	2.15	2.30	2.28	2.23
Waste ('000t)	19,761	21,254	21,928	21,152	20,993	23,179	22,754
Strip ratio (w:o)	86.05	5.74	7.02	6.37	7.00	7.86	7.98
Plant feed ('000t)	-	2,538	3,000	3,000	3,000	3,000	3,000
Feed grade (g/t)	-	2.58	2.27	2.15	2.30	2.27	2.20
Recovery (%)	-	88.89	92.66	92.34	92.63	92.62	92.60
Gold produced (oz)	**-**	**187,429**	**202,624**	**191,131**	**205,500**	**202,711**	**196,273**

Years 2022 - 2028

	2022	2023	2024	2025	2026	2027	2028
Ore mined ('000t)	3,001	3,001	3,001	3,000	3,001	2,325	-
Grade mined (g/t)	2.20	2.15	1.93	1.94	2.08	2.12	-
Waste ('000t)	18,147	8,484	9,761	4,619	1,863	889	-
Strip ratio (w:o)	6.05	2.83	3.25	1.54	0.62	0.38	-
Plant feed ('000t)	3,000	3,000	3,000	3,000	3,000	3,000	968
Feed grade (g/t)	2.20	2.15	1.93	1.94	2.08	1.99	1.53
Recovery (%)	92.60	92.27	92.36	92.45	92.56	92.50	112.13
Gold produced (oz)	**196,226**	**191,712**	**172,160**	**173,326**	**185,728**	**177,607**	**53,462**

Note: Recovery in first and last year adjusted for inventory lockup of approx. 7,300 ounces

Processing

The plant design is based on a typical single stage crushing, SAG, ball milling circuit (SABC) and carbon in leach ("CIL") flow sheet. It includes single stage jaw crushing with reclaim from a live stockpile and open circuit SAG mill, feeding cyclones that in turn operate in a closed circuit with a ball mill. A pebble crusher will receive scats from the SAG mill, crush them and return them to the SAG for further grinding. The hydrocyclones will achieve the final product size of P80 106 µm. A gravity circuit will be utilised to treat a portion of the cyclone underflow stream to recover coarse free gold, around 40%, from the recirculating load. The milled product will gravitate to a trash screen before entering a pre-leach thickener followed by a conditioning tank.

A seven stage CIL circuit will be used to leach and adsorb gold from the milled ore onto activated carbon. An AARL elution circuit will be used to recover gold from loaded carbon. Cyanide in the CIL tailings will be detoxified using the SO^2 / Air. The detoxified tailings are then pumped to the Tailings Storage Facility ("TSF").

This process flow sheet is well known in the industry, and is relatively low risk as it was proven as a successful processing route for the Nkran ores during Resolute Mining Ltd operations from 1998 to 2002.

Figure 2: Process Flow Sheet

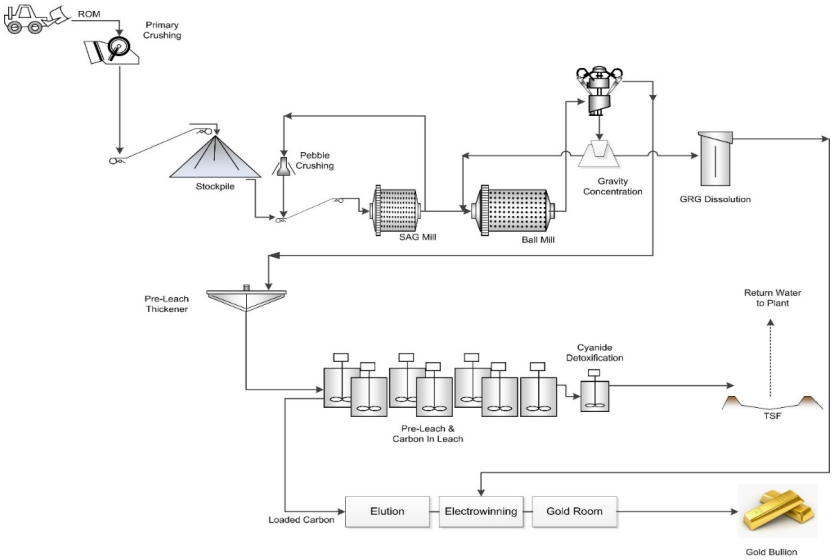


Table 4: LoM Process Plant Recoveries

Composite	**Gravity – CIL (P80 = 106µm_)**
Oxide	90.0%
Transitional	91.7%
Fresh	92.7%
LOM Recovery	**92.5%**

Table 5: LoM Process Plant Operating Costs

	LoM $/t
Crusher Liners	0.26
Mill Liners	0.36
Grinding Media	0.76
Reagents (CIL)	1.90
Reagents (Detox)	0.70
Reagents (Other)	0.57
Tailings	0.40
Power	6.16
Labour	0.72
Maintenance	0.78
Laboratory	0.24
Other	0.55
Total	**13.40**

Capital Costs

The initial capital cost of the mine, process plant and associated infrastructure for Phase 1 is estimated at $295 million. The cost is inclusive of all infrastructure and indirect costs required for the Project including allowances for contingencies and estimating inaccuracies of 8.3% in aggregate (amounting to $22.75 million). The engineering has been developed to support a capital and operating cost estimate to a nominal accuracy of -/+5% (Table 6).

Table 6: Capital Costs

Asanko Gold Mine – Phase 1	**Capital Estimate ($ million)**
Process plant	85.48
Mining (pre-production costs)	70.59
Power infrastructure	18.18
Buildings, offices and accommodation	12.31
TSF, WRD, ROM, water supply, civil works	23.08
CSR, owners team, G&A	47.37
EPCM	15.51
Sub total	**272.52**
Contingency & estimating inaccuracies	22.75
Total	**295.27**

A summary of the process plant capital costs are shown in the Table 7 below (-5% to +5% nominal accuracy).

Table 7: Plant Capital Costs

Description	**Cost ($ million)**
Civils	8.32
Structural steel and platework	17.45
Mechanicals	25.88
Piping and valves	9.95
Electrical and instrumentation	15.42
Transportation	4.27
Electrical structures	2.20
Plant buildings	1.99
Total *	**85.48**

** Excluding contingency and attributable EPCM*

Operating costs

The average cash operating cost for Phase 1 is estimated at $645 per ounce (Table 8), which is competitive on a global comparison. All-In-Sustaining Costs ("ASIC") are $781 per ounce, which places Phase 1 in the lowest quartile of industry costs. These costs are based on the treatment of 3Mtpa of ore producing an average 190,000 ounces of gold per annum.

Operating costs were developed in conjunction with the project design criteria, process flow sheet, 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, tailings storage, water treatment, general and administrative and refining costs.

Table 8: Cash Operating Costs

Description	**$/oz**
Waste mining	243
Ore mining	105
Processing	210
General and administrative	83
Refining	4
Cash Costs	**645**
Royalties	65
Sustaining and deferred capex	19
Corporate Overhead	35
Interest on Project Debt	17
All-in sustaining cash costs	**781**

Note: The costs detailed above are calculated for the purpose of this report in real terms with no material change in the key profitability projected for the LoM period.

Key Sensitivities

A range of Project sensitivities have been evaluated to assess their impact on the base case numbers included in the financial model. The significant financial sensitivities identified were discount rate and gold price (Table 9).

Table 9: Key Sensitivities

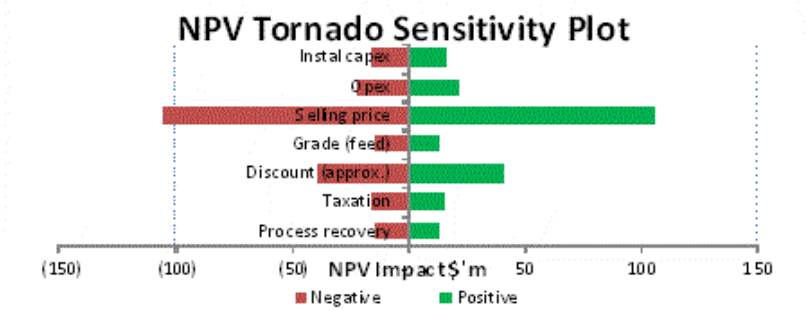
	Discount Rate					
Price $ Gold/oz	3%	5%	6%	7%	8%	**IRR**
1,100	261,394	200,576	173,980	149,587	127,177	16.0%
1,200	380,964	306,894	274,467	244,704	217,341	21.1%
1,300	500,079	412,695	374,410	339,250	306,910	25.9%
1,400	619,172	518,476	474,332	433,777	396,459	30.4%
1,500	738,254	624,246	574,243	528,292	485,998	34.7%
1,600	857,327	730,008	674,146	622,801	575,530	38.9%

Numbers quoted as net present value ("NPV") discounted at various discount rates and expressed in thousands of US dollars

Other significant sensitivities, identified as installation capital, operating costs, feed grade, taxation and process recovery were evaluated and presented as a tornado plot (Table 10).

Table 10: Tornado Plot of Various Parameters

	Flex	Positive Case	Negative Case
Process recovery	1%	13,718	(13,717)
Taxation	2.5%	16,316	(16,316)
Discount	1%	41,759	(38,286)
Feed grade	1%	13,717	(13,718)
Selling price	US$100	105,781	(105,801)
Operating cost	3%	21,915	(21,917)
Installation capex	10%	16,412	(16,415)



Civil and Infrastructure

$23 million has been provided for the TSF, waste rock dumps, run of mine, water supply and related civil works as part of the infrastructure capital costs. In addition, a further $35.6 million has been included in deferred capital for the TSF expansion, buffer dams and dewatering dams. The operating costs for tailings management through the current life of mine have been included in the plant operating costs.

The layout of the process plant and mine facilities have been designed to be close to the main resource, the Nkran pit and to be compact in order to minimise impact on the environment. The new plant layout has also made allowance to accommodate the footprint for the inclusion of the future Phase 2 project.

The total power requirements for the Project are estimated at 18 MW of consumed power. Power will be sourced from the Ghanaian grid. Power quality meters installed in April 2014 have been monitoring the grid over the past seven months and confirmed a high reliability and availability of over 99%.

The TSF will consist of a multi-zoned downstream perimeter embankment, comprising a total footprint area (including the basin area) of approximately 67 ha for the Phase 1 TSF, increasing to 209 ha for the total Project TSF. The TSF is designed to store a total of 33Mt of waste. The TSF will be lined with a 1.5mm HDPE geomembrane with an additional underdrainage system discharging to collection sumps located at the lowest point in the TSF.

Tailings will be pumped from the process plant to the TSF via a HDPE pipe contained within a HDPE lined trench and discharged into the TSF by sub-aerial deposition methods, using a combination of spigots at regularly spaced intervals from the embankment. Supernatant water will be removed from the TSF via submersible pumps located on a floating barge located within the supernatant pond throughout operation. The decant barge will be tethered to the TSF perimeter so as not to cause damage to the TSF basin HDPE geomembrane liner.

Employment
Phase 1 of the Project will employ approximately 660 people, including contractors, to operate the mine. Permanent employees will be predominantly sourced from the local communities and elsewhere within Ghana, which has a highly trained mining workforce due to a mature gold mining industry.

The Company is closely engaged with all local stakeholders and has implemented a number of vocational training schemes in the local communities aimed at developing the capabilities of the local youth in employable skills to support the construction and operation stages of Phase 1.

Qualified Person Statements
The MRE for the Phase 1 (comprising the Nkran, Adubiaso, Abore, Dynamite Hill and Asuadai deposits) and Phase 2 (comprising the Esaase deposit) resources were all prepared by Charles J. Muller, B.Sc. Geology (Hons), PR.Sci.Nat., MGSSA, a Director of CJM Consulting Pty Ltd. ("CJM") of Johannesburg, South Africa. The MRE is reported in accordance with Canadian National Instrument 43-101 requirements and the South African Code of Reporting of Exploration Results (SAMREC), which is consistent with the CIM Estimation Best Practice Guidelines in Canada. Mr. Muller has reviewed and approved the technical content of this MD&A. Benjamin Gelber P.Geo. Exploration Manager for Asanko, a qualified person with respect to NI 43-101, has supervised the scientific or technical information for the Project.

The Reserve Statement for the Phase 1 (comprising the Nkran, Adubiaso, Abore, Dynamite Hill and Asuadai deposits) were all prepared by Thomas Obiri-Yeboah, B.Sc. Mining Engineering (Hons), PR.Eng, a Senior Mining Engineer of DRA Projects Pty Ltd. ("DRA") of Johannesburg, South Africa. The Reserve Statement is reported in accordance with Canadian National Instrument 43-101 requirements, which is consistent with the CIM Estimation Best Practice Guidelines in Canada. Mr. Obiri-Yeboah has reviewed and approved the technical content of this MD&A.

The information in this MD&A that relates to Processing is based on information compiled by Mr Glenn Bezuidenhout, who is a Metallurgist and a Fellow of the South African Institute of Mining and Metallurgy. Mr Bezuidenhout is a Director of DRA Mineral Projects. Mr Bezuidenhout has sufficient experience which is relevant to the style of mineralization and type of deposit under consideration and to the activity which he is undertaking to qualify and is a "Qualified Person" under National Instrument 43-101 - 'Standards of Disclosure for Mineral Projects'. The Qualified Person has verified the data disclosed in this MD&A, was satisfied with the verification process and consents to the disclosure in this MD&A. Mr Bezuidenhout has reviewed and approved the technical content of this MD&A.

The information in this MD&A that relates to the economic assessment is based on financial models compiled by Mr John Stanbury of CRESCO Project Finance. John has acquired the qualifications of BSc (Eng), BProc, LLB and MBA and has been a member of senior management in a number of mining companies across various industries. Mr Stanbury has sufficient experience to prepare the financial sections as disclosed in this release based on the relevant technical inputs provided by other competent persons. Mr Stanbury consents to the inclusion of such financial information in this release in the form and context in which it appears.

Phase 1 Construction

With the project 30% complete as of the end ofJanuary 2015, the Project is on schedule for its first gold pour in Q1 2016. Critical path schedule items continue to be installation of the two mills, tailings storage facility infrastructure and installation of the 30km long 161 kV power line to the project site.

Concrete pouring has progressed substantially during December and has resumed in January. Importantly, the SAG and ball mill bases were completed ahead of the Christmas construction break and the handover for the mill installation is on schedule. Pouring the foundations of the Carbon-in-Leach ("CIL") circuit bases and the pre-leach thickener bases have commenced and are on target to be finished by the end of Q2 2015.

Steel installation commenced in early February 2015. The steel plate work for the CIL tanks was designed on a modular basis which will allow for simple erection on site. The CIL tanks have been fabricated and have been delivered to the site in preparation for site erection.

Earthworks for the run-of-mine tip wall, crusher and primary stockpile tunnel have been completed and handed over to the civil contractor. Progress on the preparation of the tailings storage facility is advancing according to schedule and laydown of the HDPE liner is expected to start in March 2015. The HDPE liner has been fabricated and is currently being shipped to site.

Construction of the contractor camp housing is complete and there are now over 500 contractors on site, with the full complement of 820 contractors expected by the end of Q3 2015.

Power for the Project will be supplied by a 30 kilometer long, 161 kV line which will be constructed along an existing power corridor. Ground preparation is underway with 5km completed at January 31, 2015. The Company is in the process of negotiating a definitive power supply agreement, which is expected to be finalized during Q2 2015. Power will be sourced from the national grid with the power supplied from either the state owned power generation company or an independent power producer.

Mining

The main mineral resource for Phase 1 is the Nkran pit, located immediately adjacent to the plant site. The pit requires 21.7 million tonnes of waste to be pre-stripped prior to commencing ore mining operations in Q4 2015. Included in the pre-strip will be 423,000 tonnes of ore at a gold grade of 2.09 g/t which will be stockpiled ahead of plant commissioning.

The mining contract for the pre-stripping of the Nkran pit and the first year of operations was awarded in November 2014 to PW Ghana Ltd ("PW"), a subsidiary of PW Mining International Ltd of Accra, Ghana. PW mobilized to site during November and December 2014 and have commenced pre-stripping.

De-watering of the Nkran pit commenced in December 2014 and is expected to take up to ten months to complete. As at the end of the February the water level in the Nkran pit had already reduced by approximately five metres. The dewatering will continue throughout the year and will occur in parallel with pre-stripping operation and is proceeding on schedule.

Procurement

Procurement is over 60% complete and proceeding on schedule with approximately $178 million currently committed in orders and contracts and $45 million already spent, as at January 31, 2015. Equipment and materials deliveries, none of which are on the project critical path, remain on schedule. Importantly, with over 60% of the capital expenditures of the project now committed and the mining contract having been awarded (together a total of $178 million), the Project is expected to be completed within the $295 million capital expenditure budget.

The Company estimates that it is fully funded to cash flow positive in Q2 2016 with approximately $242 million in cash on-hand as at February 27, 2015 and undrawn project debt facilities of $70 million plus a $20 million cost-overrun facility for total available funding of approximately $332 million.

Partial Relocation of Nkran Village

A portion of the Nkran village, consisting of 88 building structures, will be relocated ahead of commencing ore mining operations. The Resettlement Action Plan ("RAP") report for the partial resettlement has been completed and submitted to the Environmental Protection Agency ("EPA") for review.

The site for the relocation has been selected by the Relocation Negotiation Committee and has been approved by the Ghanaian Lands Commission. Site preparation for the resettlement site was completed in December 2014. The moulding of sandcrete blocks began in December 2014 and construction is underway. The partial relocation is expected to be completed by the end of Q3 2015.

Health and Safety

There were no lost time accidents on site during the period. The Company and its contractors have now worked over 2 million man-hours without a lost time accident with 929 consecutive days since the last lost time accident. All appropriate Safety, Health and Environmental systems and procedures for construction and operations have been fully implemented on site.

Permitting

In November, 2012, the Company received mining leases on the Abore, Abirem and Adubea prospecting licences. The mining leases have been granted for different periods, with the Abore lease expiring on November 1, 2017, the Abirem lease expiring on March 27, 2026, and the Adubea lease due to expire on November 1, 2018. All leases are renewable under the terms of the Minerals and Mining Act, 2006. In conjunction with the formal issue of the Mining Leases, the Company also received a key water discharge permit which will allow the commencement of dewatering operations of the Nkran and Adubiaso pits.

In November 2013, the Company received the Environmental Permit from the Environmental Protection Agency ("EPA") in Ghana and the Mine Operating Permit from the Mines Inspectorate in Ghana for Phase 1 of the Project. As such, the Company has all necessary major permits required to proceed with the start of construction of Phase 1 of the Project.

The Phase 1 Environmental Permit incorporates the requirement for limited backfilling of the smaller satellite pits, relocation planning for potentially affected dwellings, cyanide detoxification of discharge water and installation of a tailings dam liner. These items are all incorporated and allowed for in the current capital cost estimate.

There is also a condition in the Environmental Permit requiring the Company to post the first portion of its reclamation bond for the Project. The first bond payment is expected to be made in Q1 2015 in the amount of $1.7m. Unibank Ghana Limited ("Unibank") is expected to provide an environmental bond/guarantee for reclamation purposes to the EPA in the amount of $6.8 million. The term of the bond is expected to be for two years but subject to annual review. The total fees payable to Unibank for two years is approximately $0.3 million.

The Company continues to advance the permitting required to mine Dynamite Hill in 2015. It is expected that a modification to the existing Mining Permit will be required and applications are in the process of being filed.

The Company received the Environmental Invoice (the "Invoice") and Water Use Permits for the Esaase deposit from the relevant Ghanaian Regulatory Authorities in March 2014. The Invoice, issued by the EPA, through its Technical Review Committee, is a pre-cursor to receiving the final Environmental Permit. Asanko has now finalized its EIS to incorporate the comments of the Invoice, and submited it to the EPA for final permitting, which will occur in due course. Following the receipt of the Invoice from the EPA, Asanko applied for and received a temporary mining permit for Esaase.

The Company has also received three key Water Use Permits required for the Esaase site from the Ghanaian Water Resources Commission ("WRC"). The permits will allow the Company to abstract boreholes for domestic, construction and operation purposes at the Esaase site and are valid for an initial period of three years and renewable thereafter.

Available Project Financing

Definitive Senior Facilities Agreement
On July 14, 2014 the Company executed an amended Definitive Senior Facilities Agreement ("DSFA") for a $150 million secured project debt facility with a special purpose vehicle of RK Mine Finance Trust I ("Red Kite"). The terms of the amended DSFA, originally announced on April 15, 2014, are substantially similar to the DSFA that Asanko announced on October 24, 2013 for its Esaase Project with the debt provided under the amended DSFA now to be utilized for developing Phase 1 of the Project.

The Company drew the first $60 million of the debt facility during the period and the balance of the debt facility funds will be drawn by the Company on an as-needed basis during 2015 following the finalization of administrative conditions precedent and security documentation.

The Agreement provides for two loan facilities: a $130 million loan facility (the "Project Facility") and a $20 million cost overrun facility (the "Overrun facility"), the details of which are outlined below. The Overrun facility is provided as an option available to the Company, should it be required. Performance under the amended agreement will be fully secured by the assets of the Company's Ghanaian subsidiaries and will be guaranteed by the Company until Project completion. There are no gold hedging provisions, cash sweep requirements or other restrictions usually associated with traditional project finance facilities of this nature, and Asanko will not be restricted from pursuing its growth strategy.

Project Facility Details ($130 million):

- Interest rate of LIBOR + 6% with a one percent minimum LIBOR rate;
- 1.5% fee payable on drawdowns, with the fee associated with the expected second tranche paid in advance as a deduction to the first tranche;
- The Company was required and did drawdown an aggregate of $60.0 million by December 22, 2014;
- First repayment date (principal and interest) is expected to be July 1, 2016 and each of the four subsequent quarterly loan repayment dates shall be 4% of the total Project Facility including accrued interest. The following ten quarterly loan repayments shall each be 8% of the total Project Facility including accrued interest;
- Early repayment at any time without penalty; and
- Conditions precedent to drawdown over $60.0 million that are outstanding principally are:
    - completion of the Phase 1 Definitive Project (completed in January 2015) with material outcomes substantially the same as the September 2012 Obotan Definitive Feasibility Study ("DFS");
    - evidence that the Company has acquired or will acquire all appropriate surface access rights to the mining area defined in the project plan;
    - approval by Ghanaian regulatory bodies of the creation of security over the mining leases; and
    - formal declaration by the Company, with the approval of Ghana Minerals Commission, of the area which will be used for its active mining operations as a mining area in accordance with the applicable regulations.

Overrun Facility Details ($20 million):

- Interest rate of LIBOR +10% with a one percentage minimum LIBOR rate;
- 3% fee payable on drawdowns;
- Three year quarterly repayment schedule and early repayment at any time without penalty; and
- Conditions precedent to drawdown are confirmation that the Company has sufficient funds with the Overrun Facility to complete Phase 1, that the Project Facility is fully drawn and that 4,000,000 Asanko share warrants have been issued to Red Kite. The warrants would be priced at a 25% premium to the 20 day volume weighted average price of Asanko at that time and have a 2.5 year term to expiry.

Offtake Agreement Details:

- Sale of 100% of the future gold production from Phase 1 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;
- Should the Company wish to terminate the Offtake Agreement, a termination fee will be payable according to a schedule dependent upon the total funds drawn under the Project and Overrun Facility as well as the amount of gold delivered under the Offtake Agreement at the time of termination, and
- Prior to removal of the conditions precedent for the Project Facility, the Company can terminate the agreement with Red Kite by repaying the loan and paying an Offtake termination fee which is fixed at $6 million.

Bought Deal Financing

On February 11, 2015, the Company closed a bought deal financing of 22,770,000 common shares at a price of C$2.02 per share, for net proceeds to the Company of approximately C$43.8 million. The net proceeds of the financing along with the Company's currently available funds are expected to be used by the Company to complete Phase 1 of the Asanko Gold Mine and for working capital and general corporate purposes, including the completion of a Phase 2 feasibility study.

Available debt facility combined with Asanko's cash on hand at the date of this MD&A, fully finances the Project through to cash flow positive in April 2016.

Project Schedule

An update on the key milestones that the Company is working towards are, as follows:

	Original Guidance	**Current Status**
Commence early works	Q2 2014	Complete
Near mine resource definition drilling at Dynamite Hill	Q2 2014	Complete
Finalize revisions to the Red Kite financing arrangements	Q2 2014	Complete
Investment Decision for Phase 1	Q3 2014	Complete
Definitive Project Plan including updated MRE	Q4 2014	Complete
Commence Project Construction	Q3 2014	Complete
Complete Study for Phase 2	Q1 2015	Underway, Q2 2015
Commissioning and Ramp-up	Q1 2016	Q1 2016
Steady State Production of >200,000 oz/year	Q2 2016	Q2 2016

Expenditures

Exploration and evaluation expenditures

Other than near mine resource definition drilling at Dynamite Hill, which was capitalized as development costs to Mineral Interests, the Company did not have any active exploration programs during the year ended December 31, 2014. The following exploration and evaluation expenditures relate to ongoing support and sustaining costs of the Company's mineral resource properties in areas where the technical feasibility and economic recoverability has not yet been established.

	Year ended December 31,	
	2014	**2013**
Asanko Gold Mine Project	$ 734,928	$ 1,413,489
Other	(21,805)	344
	$ 713,123	$ 1,413,833

Development costs capitalized to mineral interests

	Asanko Gold Mine Project	Kubi	Other	Total
Mineral interest				
Balance, December 31, 2013	$ 4,695,444	$ -	$ 170,043	$ 4,865,487
Fair value on acquisition of PMI	93,471,540	3,963,208	500,000	97,934,748
Acquisitions for the period	393,264	-	1,250	394,514
Dispositions for the period	-	(3,963,208)	(345,111)	(4,308,319)
Balance, December 31, 2014	98,560,248	-	326,182	98,886,430
Deferred development costs				
Balance, December 31, 2013	56,097,384	-	-	56,097,384
Asset retirement costs	2,953,356	29,291	-	2,982,647
Capitalized interest	813,770	-	-	813,770
Camp operations	2,484,765	-	-	2,484,765
Development support costs	3,259,184	-	-	3,259,184
Development drilling and assays	2,087,042	-	-	2,087,042
EPCM	9,373,479	-	-	9,373,479
Feasibly studies and engineering	5,236,229	-	-	5,236,229
Permitting	769,283	-	-	769,283
Share-based payments	2,095,273	-	-	2,095,273
Community affairs and environment	2,652,186	-	-	2,652,186
VAT receivable allowance	2,110,626	-	-	2,110,626
Additions for the year	33,835,193	29,291	-	33,864,484
Dispositions for the year	-	(29,291)	-	(29,291)
Balance, December 31, 2014	89,932,577	-	-	89,932,577
Total mineral interest and deferred development costs, December 31, 2014	**$ 188,492,825**	**$ -**	**$ 326,182**	**$ 188,819,007**

During the year ended December 31, 2014, the Company recognized an aggregate fair value of $97.9 million of mineral interest acquired on the acquisition of PMI and $0.4 million of various legal and concession maintenance costs. During August 2014, the Company transferred its interest in the Kubi and Diaso prospects as settlement of a dispute with Goknet Mining Company.

During the year ended December 31, 2014, the Company capitalized $33.8 million of development costs to the Project, of which $3.0 million related to asset retirement obligations and $0.8 million related to capitalized interest on the long-term debt.

PMI Acquisition

On December 17, 2013, the Company and PMI entered into a definitive arrangement agreement whereby Asanko agreed to acquire all of the common shares of PMI under a statutory plan of arrangement under British Columbia law ("Plan of Arrangement"). On February 6, 2014, Asanko completed the acquisition of PMI pursuant to the terms of the Plan of Arrangement under which the former PMI shareholders received 0.21 of an Asanko common share for each PMI share held. The Company issued 87,149,919 of its common shares to acquire 100% of the issued and outstanding shares of PMI.

The acquisition of PMI has created a flag ship project in Ghana and the foundation on which to build a mid-tier gold producer by combining PMI's Obotan Gold Project with the Company's Esaase gold project as well as provides significant exploration potential for future project development pipeline through exploration of numerous high priority targets on the consolidated 1,000 sq. km land package. The Company also expects to reduce costs through operational and capital costs synergies.

With the acquisition of PMI, the Company acquired interest in certain mineral resource concessions referred to in this document as the Obotan Gold Project, Kubi and the Diaso concessions.

The purchase price at February 6, 2014, was as follows:

Preliminary estimated purchase price:

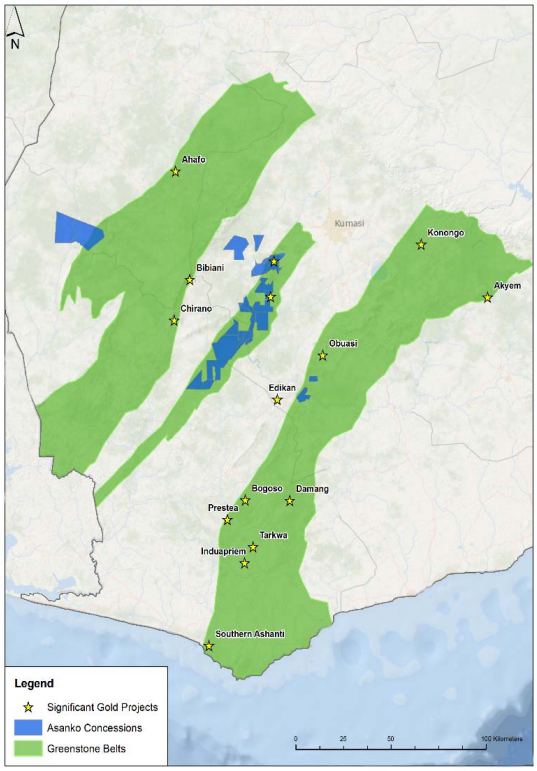
87,149,919 common shares of Asanko at C$2.12 per share	$	166,743,940
3,237,491 replacement options		2,318,492
126,000 replacement warrants		23,594
Total consideration	$	**169,086,026**
Net assets acquired:		
Cash and cash equivalents	$	82,351,619
Restricted cash		1,098,514
Receivables		132,090
Prepaid expenses		235,286
Property and equipment		9,153,642
Mineral interests and development assets		97,934,748
Accounts payable and accrued liabilities		(5,937,445)
Asset retirement provision		(1,447,277)
Deferred income tax liability		(14,435,151)
Net assets acquired	$	**169,086,026**

Other Properties

The Company has transferred the Kubi Project and Diaso Project in Ghana, as shown in Figure 5, to a non-related private Ghanaian Company, Goknet Mining Company Limited ("Goknet"), as part of the elimination of a 2% NSR Royalty on Phase 1 of the Asanko Gold Mine. Included in the agreement the Company will retain a right to match any future offer made to Goknet with respect to a disposal of the Diaso Project concessions.

The Company has one remaining exploration Project called the Asumura Project, which is located on the Sefwi Belt, 65km south of Newmont's 23Moz Ahafo Mine. Exploration activities are currently on care and maintenance, however the Company is considering a small exploration program for 2015.

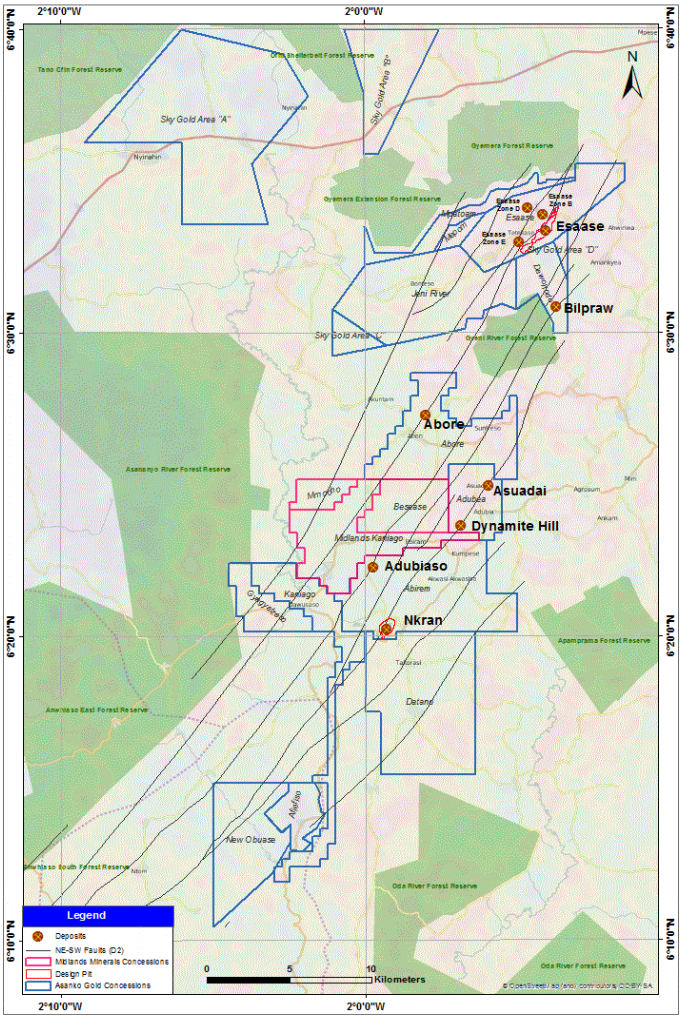
Figure 3 Asanko's current and former Ghanaian concessions.



Kaniago Acquisition

In February 2015, the Company acquired the Kaniago concessions from Midlands Mining Ltd. for cash consideration of $250,000. The transfer of the concessions to Asanko's subsidiary in Ghana is subject to regulatory approvals. The Company's mineral concessions making up the Asanko Gold Mine following the divestment of certain concessions to Goknet and the Kaniago acquisition are shown below.

Figure 4 Concessions of the Asanko Gold Mine at March 16, 2015.



Free Carried interest to the Ghanaian Government

Section 43.1 of the Ghanaian Minerals and Mining Act of 2006, (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 the Company's Ghanaian subsidiary, Keegan Resources (Ghana) Limited, which owns the Esaase concession have been issued into the name of the Government of Ghana with a goal of settling the obligation. The government has a nominee on the board of this subsidiary. There is no shareholders agreement between the Company as the 90% shareholder and the Government of Ghana as the 10% shareholder. The Ghanaian Government is entitled to 10% of declared dividends from the net profits of Asanko Ghana but does not have to contribute to its capital investment.

The Company's Ghanaian subsidiary which owns the Abore, Abirem and Adubea mining leases has neither issued 10% of the Company's shares to the Government of Ghana nor appointed a government representative to the board of the subsidiary. The Company expects to do so in due course.

Ghanaian Mining Royalties and Taxes

On March 19, 2010, the Government of Ghana amended section 25 of the Minerals and Mining Act of 2006 (Act 703) which stipulates the royalty rates on mineral extraction payable by mining companies in Ghana. The 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.

Planned Corporate Restructuring

The Company has initiated a corporate restructuring for housekeeping purposes following the PMI acquisition. The Company intends to transfer all mining leases and concessions held by Adansi gold Limited into Keegan Resources Ghana Ltd. In addition, Keegan Resources Ghana Ltd will transfer the Asumura exploration concessions to a new subsidiary, Asanko Gold Exploration Ltd. Asanko Gold Exploration Ltd. will become the company's exploration vehicle in Ghana and continue to be owned 100% by Asanko Gold Barbados Inc.

Following the re-organization, Keegan Resources Ghana Ltd will be renamed Asanko Gold Ghana Ltd and will be the Company's operating entity in Ghana, holding all of the assets of the Asanko Gold Mine. Asanko Gold Ghana Ltd will be 90% owned by Asanko Gold Barbados Inc. and the Government of Ghana will have a 10% free-carried interest.

In the future, the Company intends on winding up Adansi Gold Limited and PMI Gold Corp.

Legal Proceedings

Except as set forth below, there are no legal proceedings to which the Company is a party or, to the best of the Company's knowledge, to which any of the Company's property is or was subject, and there are no such proceedings known by the Company to be contemplated, where there is a claim for damages that exceeds ten percent of the Company's current assets.

Goknet Arbitration

On November 6, 2012, PMI received a request from Goknet Mining Company Limited ("Goknet") seeking PMI's consent to the assignment of certain royalties under a 2006 Purchase Agreement between the Company and Goknet. The Company provided its consent on January 9, 2013 without pre-supposing that certain royalties alleged to have been created under such agreement were created. Goknet subsequently invoked the arbitration provisions of the contract under British Columbia law. An arbitral panel was established by the end of April, 2013, and the arbitration hearing was scheduled for September 2014.

On August 15, 2014, the Company entered into a settlement agreement with Goknet to eliminate Goknets's claim for a 2% NSR royalty on Phase 1 of the Asanko Gold Mine Project. The settlement involved cash, one million Asanko shares (see note 12(b) to the Company's consolidated financial statements) and the transfer to Goknet of two exploration projects, Kubi and Diaso (see note 8(b) to the Company's consolidated financial statements). Included in the agreement, the Company retained a right to match any future offer made to Goknet with respect to a disposal of the Diaso Project concessions.

Godbri Datano Claim

On September 14, 2012, Godbri Mining Limited ("Godbri") lodged a statement of claim in the High Court of Justice, Accra, Ghana, seeking a declaration that, among other things, that the sale of the Datano concession to Adansi Ghana is null and void. Godbri claims to be the owner of 38% of the issued share capital of Midras Mining Limited ("Midras") and states that it did not consent to the acquisition of the Datano concession by Adansi Ghana. Adansi Ghana filed a defence on November 12, 2012. Godbri subsequently amended its claim on January 29, 2013 and in March 2013, both the Company and Adansi Ghana filed further defences. The matter is currently awaiting trial. The Datano concession was acquired in August 2013 from Midras. The Company considers the claim made by Godbri to be spurious and without any merit. Godbri is a private Ghanaian company.

Matisse and Madison Claim

On October 22, 2013, Matisse & Madison Co. Ltd. ("M&M") lodged a statement of claim in the High Court of Justice, Accra, Ghana, seeking compensatory damages of $20 million plus interest for breach of a verbal contract related to the purchase of the Datano Concessions from Midras. The Company maintains that this is a frivolous lawsuit lacking in merit and will vigorously defend itself.

Selected Annual Information

	Year ended December 31, 2014	Year ended December 31, 2013	Nine months ended December 31, 2012
Total revenue	$ NIL	$ NIL	$ NIL
Loss for the year	22,641,634	1,692,203	13,546,202
Loss per share – basic and diluted	0.14	0.02	0.17
Total assets	481,101,732	242,180,938	254,296,574
Total long-term financial assets	NIL	NIL	NIL
Cash dividends declared per share	NIL	NIL	NIL
Working capital	213,703,934	170,757,759	201,741,827

Results of Operations

Three months ended December 31, 2014 and 2013

During the three months ended December 31, 2014 ("Q4 2014") Asanko had net loss of $2.9 million or a loss of $0.02 per share compared to a net loss of $2.3 million or $0.03 per share during the three months ended December 31, 2013 ("Q4 2013"). The main drivers for the increase in net loss in Q3 2014 were an increase in Administration expenses, a change in foreign currency warrant liability and a foreign exchange loss. These increases were partially offset by a deferred income tax recovery of $2.4 million in Q4 2014.

Administration expenses incurred during the three months ended December 31, 2014 were $3.5 million compared to $2.3 million during the comparative period, an increase of approximately 53%.

Significant variances in administration expenses included the following:

- Consulting fees, directors' fees and wages and benefits increased by $0.4 million or 29% due to the addition of several senior corporate employees compared to Q4 2013.

- Professional fees increased by $0.2 million in Q4 2014 compared to the same period in 2013 due to tax planning and compliance, legal fees related to the evaluation of the Company's corporate organization structure post the PMI acquisition, and legal fees for construction related contracts.

- Share-based compensation increased by $0.3 million in Q4 2014 compared to Q3 2013 due to a higher volatility in the Company's share price and a larger grant than in YTD 2013.

- Travel, promotion and investor relations increased by $0.2 million in Q4 2014 compared to Q3 2013 due to an increase in marketing and investor road shows.

Foreign exchange loss was $1.6 million in Q4 2014 compared to a foreign exchange loss of $0.6 million in the same period of the previous year. The Company continues to have exposure to foreign exchange fluctuations as they relate to Canadian dollar cash and cash equivalent holdings. During the three months ended December 31, 2014, Canadian Dollar weakened against the US dollar by 3.5%

Change in foreign currency warrant liability in Q4 2014 was a gain of $nil compared to a gain of $1.3 million in Q4 2013 due to shorter life of the warrants to their expiry.

Year ended December 31, 2014 and 2013

During the year ended December 31, 2014 ("YTD 2014") Asanko had a net loss of $22.6 million or a loss of $0.14 per share compared to a net loss of $1.7 million or $0.02 per share during the year ended December 31, 2013 ("YTD 2013"). The main drivers of this increase in net loss of $23.3 million, were $6.6 million for the Goknet settlement, $4.7 million in business development costs incurred in relation to the acquisition of PMI and other corporate development investigations and $3.0 million in restructuring costs related to the closure of PMI's corporate offices and termination of personnel due to redundancy post the acquisition. In addition to the increase of these costs, the Company recognized $0.2 million gain on the revaluation of the foreign currency warrant liability during the YTD 2014 versus a $12.3 million gain on the revaluation of the foreign currency warrant liability during YTD 2013 and a deferred income tax recovery of $2.4 million during YTD 2014.

Administration expenses incurred during YTD 2014 were $11.0 million compared to $9.8 million during YTD 2013. Significant variances in line items within this group are explained as follows:

- Office, rent and administration increased by $0.3 million or 19% to $1.8 million during YTD 2014 compared to YTD 2013. This increase was driven by the additional administration costs of approximately $0.4 million related to the PMI's corporate offices, which were offset by a $0.1 million decrease across the Company's other administration offices. PMI's corporate offices were closed at the end of April 2014.

- Consulting fees, directors' fees and wages and benefits increased by $0.3 million or 9% to $4.2 million during YTD 2014 compared to YTD 2013. This increase was due to the addition of several senior corporate employees.

- Professional fees increased by $0.4 million, to $1.2 million YTD 2014 due to an increase in tax planning and compliance, legal fees related to the evaluation of the Company's corporate organization structure post the PMI acquisition, and legal fees for construction related contracts.

- Share-based compensation increased by $0.6 million in YTD 2014 compared to YTD 2013 due to high volatility and a larger grant than in YTD 2013.

The increase in the expenses discussed above, was partially offset by decreases in the following expenses:

- Travel, promotion and investor relations decreased by $0.3 million or 21% during YTD 2014 compared to YTD 2013 (to $0.9 million from $1.2 million) in line with the Company's efforts to reorganize its investor relation

program. The reorganization included termination of all investor relations personnel services provided by Universal Mineral Services Ltd. ("UMS") effective July 1, 2013 and the hiring of an investor relations consultant based in the UK.

Exploration and evaluation expenditures were $0.7 million in YTD 2014 as compared to $1.4 million in YTD 2013, a decrease of $0.7 million. With the exception of targets near the Asanko Gold Mine Project which are capitalized to mineral interests and development costs, exploration programs have been on care and maintenance for the last few quarters, in an effort to conserve cash for the advancement of the Project. Costs incurred during YTD 2014 were for the exploration team to conduct a prospectivity mapping exercise to identify high priority targets for a possible 2015 drill program.

Business development costs were $4.7 million during YTD 2014 and $0.8 million in the comparative period. During YTD 2014, business development costs included approximately $4.1 million related to the acquisition of PMI with the balance relating to the investigation of other potential acquisition targets, in line with the Company's strategic goal of becoming a mid-tier gold producer.

During the YTD 2014, the Company incurred restructuring costs of $3.0 million compared to $nil in YTD 2013. The restructuring charges relate to the closure of the PMI corporate offices in Canada and Australia and employee terminations due to redundancy post the acquisition of PMI. The restructuring was completed as at the date of this MD&A. The restructuring costs included $2.5 million of employee termination benefits, $0.3 million of contract terminations costs and $0.2 million of equipment write-offs.

The Company also incurred $6.6 million in settlement costs related to the Goknet settlement that eliminated a 2% royalty on the AGM Phase 1 mining leases.

Summary of Quarterly Results

The following table is a summary of certain consolidated financial information concerning the Company for each of the last eight reported quarters:

Quarter ended	Interest and other income	Income (loss) and comprehensive income (loss)	Earnings (loss) per share
December 31, 2014	$ 233,945	$ (2,910,227)	$ (0.02)
September 30, 2014	286,609	(9,329,515)	0.05)
June 30, 2014	356,116	515,436	0.00
March 31, 2014	376,217	(10,917,328)	(0.08)
December 31, 2013	247,604	(2,262,150)	(0.03)
September 30, 2013	233,233	(1,009,842)	(0.01)
June 30, 2013	294,955	1,715,473	0.02
March 31, 2013	244,507	(135,684)	(0.00)

Liquidity and Capital Resources

The Company had working capital of $213.7 million at December 31, 2014 compared to $170.8 million at December 31, 2013, representing an increase in working capital of $42.9 million. The increase in the Company's working capital during the year ended December 31, 2014 was primarily due to the $83.5 million cash equivalents acquired from the acquisition of PMI and $59.1 million net proceeds of the first and second draws of the Red Kite financing, offset by cash spent in operations and for the development of the Project.

As at December 31, 2014, the Company had cash and cash equivalents of $228.7 million compared to cash and cash equivalents of $174.6 million at December 31, 2013.

During July 2014, the Company amended its debt financing agreement with Red Kite for financing up to $150 million, as discussed above. The proceeds of the loan are being used to fund the balance of the capital required to build Phase 1 of the Asanko Gold Mine Project and provide working capital during commissioning and start-up. With the restructured debt, the Company should have sufficient financial resources to complete Phase 1 of the Project, which based on the Definitive Project Plan ("DPP") has capital costs estimated at $295 million. The Company has incurred $6.3 million in arrangement, legal and other fees related to obtaining the debt facility.

Subsequent to December 31, 2014, the Company closed a bought deal financing for net proceeds of approximately $35 million. This combined with available cash resources and $90 million in undrawn debt financing, positions the Company well to complete Phase 1 of Project construction, cover its administrative overhead and pursue further growth through organic exploration and mergers and acquisitions.

The Company may receive additional funds through the exercise of outstanding common stock warrants and options or, if required, through the sale of additional common shares either as a private placement or common stock offering.

As at December 31, 2014, the other sources of funds potentially available to the Company are through the exercise of 126,000 warrants with a weighted average exercise price of C$5.00 and the outstanding share-based options with terms as follows:

	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$1.00-C$2.00	164,141	2.95	1.96	164,141	2.95	1.96
C$2.01-C$3.00	6,324,500	4.02	2.24	4,049,625	3.97	2.26
C$3.01-C$4.00	3,163,900	2.39	3.79	3,163,900	2.39	3.79
C$4.01-C$5.00	630,500	2.16	4.54	630,500	2.16	4.54
C$6.01-C$7.00	311,250	0.57	6.18	311,250	0.57	6.18
	10,594,291	**3.30**	**2.95**	**8,319,416**	**3.08**	**3.15**

There can be no assurance, whatsoever, that any of these outstanding securities will be exercised. As at December 31, 2014 none of the Company's outstanding share purchase warrants or share-based options were in-the-money.

During the year ended December 31, 2014, 871,350 share-based options were exercised for gross proceeds of $1.75 million.

Historically, the Company's operations have been primarily funded from share issuances through private placements and the exercise of warrants and share-based options. The Company has and may continue to have 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 been successful in raising 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.

Commitments and contractual obligations

As at December 31, 2014, the Company had contractual obligations totaling $73.7 million, relating to long term debt. Contractual obligations related to the long term debt are subject to changes in the three-month LIBOR rate. Prepayment terms allow the Company to prepay the long term debt in whole or in part at any time. At December 31, 2015 the long term debt had a prepayment value of $60.7 million.

In addition, the Company has entered into certain construction and engineering contracts relating to the construction of the Asanko Gold Mine Phase 1.

Contractual obligations	Payments due by period			
	Total	1 year	2-3 years	4-5 years
Long term debt, including future interest charges	$ 73,739,673	$ -	$ 25,662,585	$ 48,077,088
Open purchase orders	104,665,000	104,665,000	-	-
	$ 188,404,673	$ 104,665,000	$ 25,662,585	$ 48,077,088

Off-Balance Sheet Arrangements

None

Transactions with Related Parties

All transactions with related parties have occurred in the normal course of operations and are measured at as the exchange amount agreed to by the parties. All amounts are unsecured, non-interest bearing and have no specific terms of settlement.

Key management compensation

Transactions with key management personnel were as follows:

	2014	2013
Salaries and benefits	$ 1,760,508	$ 2,456,478
Termination benefits	-	542,398
Share-based payments	1,493,557	1,565,778
	$ 3,254,006	$ 4,565,654

Key management personnel consist of directors and officers of the Company.

Other related parties balances and transactions

Related party transactions (recoveries):

	2014	2013
Universal Mineral Services Ltd. ("UMS") (i)	$ 123,870	$ 1,460,276

Related party balances receivable (payable):

	2014	2013
UMS (i)	$ (8,137)	$ (4,923)
UMS – prepaid deposit (i)	21,550	23,505
	$ 13,413	$ 18,582

UMS is a private company with certain key management personnel and directors in common with the Company, and pursuant to an agreement dated March 30, 2012, provided geological, corporate development, administrative and management services to the Company on a cost recovery basis. Effective July 1, 2013, the Company notified UMS that it would no longer require any personnel services but continues to share the cost of UMS's office tenancy and IT services where required.

Subsequent Events

On February 11, 2015, the Company closed a bought deal financing of 22,770,000 common shares at a price of C$2.02 per share, for gross proceeds to the Company of approximately C$46.0 million. The Company paid C$2.2 million in fees to a syndication of underwriters.

During January and February 2015 the Company granted 4,121,000 share-based options to directors, officers and employees at a weighted average exercise price of C$2.07.

During January 2015 the Company entered into a series of foreign exchange forward contracts to purchase ZAR221.4 million for C$22.4 million and ZAR125.2 million for $10.7 million. The proceeds from these contracts will be used to fund a significant portion of South African Rand exposure related to the construction of the Asanko Gold Mine.

Proposed Transactions

None

Critical Accounting Estimates

The presentation of financial statements requires management to make estimates and assumptions which affect the reported amounts of assets and liabilities, and the disclosure of contingent assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the period. Significant areas requiring the use of estimates include the assessment of impairment of mineral properties, measurement of asset retirement obligations, the effective interest rate of long term debt, embedded derivatives and the valuation of share-based payments and foreign currency warrant liability. Actual results could differ from those estimates.

The accounting policies described below are considered by management to be essential to the understanding and reasoning used in the preparation of the Company's financial statements and the uncertainties that could have a bearing on its financial results.

Asset retirement obligations: The fair value of a liability for an asset retirement obligation, such as site reclamation costs, is recognized in the period in which it is incurred if a reasonable estimate of the fair value of the costs to be incurred can be made. The Company records the estimated present value of future cash flows associated with site reclamation as a liability when the liability is incurred. Future costs are calculated using an estimated inflation rate in the country that the third party costs are expected to be incurred. At the end of each reporting period, the liability is increased to reflect the passage of time (accretion expense) and changes in the estimated future cash flows underlying any initial fair value measurements (additional asset retirement costs).

The assumptions used to determine the Company's asset retirement obligation are as follows:

	Year ended December 31, 2014	Year ended December 31, 2013
Undiscounted and uninflated estimated future cash obligation	$ 12,769,063	$ 10,642,162
Range of expected term until settlement	16 years	14 years
Discount rate range	2.35%	3.38%

Share-based payments and foreign currency warrant liability: Management determines the fair value of share-based payments and foreign currency warrant liability using the Black-Scholes Option Pricing Model. Option pricing models require the input of highly subjective assumptions including the expected price volatility and the period in which the option will be exercised or the expected life of the options. The estimates concerning volatility are made with reference to historical volatility, which is not necessarily an accurate indicator of future volatility. Changes in the subjective input assumptions can materially affect the fair value estimate.

Embedded derivative liability: the Company recognized embedded derivative liability relating to the interest rate floor of the long term loan. The Company used three month LIBOR forward curve rates and assumptions about the time value of the embedded derivative to estimate its fair value. Changes in these inputs can materially affect the fair value estimate.

Effective interest rate: Management estimated the effective interest rate of the first tranche of long term debt based on three-month LIBOR as at December 31, 2014. Changes in the three-month LIBOR rate can affect the effective interest rate.

Development costs: Based on the positive results of the PFS, effective October 1, 2011, the Company commenced capitalizing all development costs associated with the Asanko Gold Mine Project. Exploration and evaluation expenditures will now reflect those expenditures incurred to identify new deposits that are not envisaged to be part of the Asanko Gold Mine. Management has determined that the mineral interest and development costs that have been capitalized are economically recoverable. Management uses several criteria to assess economic recoverability and probability of future economic benefit including geological information, life of mine models, scoping and pre-feasibility studies, and existing permits and permitting programs.

Changes in Accounting Policies including Initial Adoption

There has been no significant change in significant accounting policies, except as noted in Note 4 to the audited annual consolidated financial statements for the year ended December 31, 2014.

Financial Instruments and Other Instruments

As at December 31, 2014 the Company's financial instruments consist of cash and cash equivalents, receivables, accounts payable and accrued liabilities, long term debt and embedded derivative in relation to the interest rate floor.

The following table summarizes the designation and fair value hierarchy under which the Company's financial instruments are valued:

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 fair value of these financial instruments approximates their carrying value, unless otherwise noted.

			December 31, 2014	
	Category	Carrying value	Amount	Fair value hierarchy
Financial assets				
Cash and cash equivalents	Loans and receivables	Amortized cost	$ 228,679,552	N/A
Receivables, excluding sales taxes refundable	Loans and receivables	Amortized cost	76,101	N/A
			$ 228,755,653	
Financial liabilities				
Accounts payable and accrued liabilities	Other financial liabilities	Amortized cost	$ 15,353,474	N/A
Long term debt	Other financial liabilities	Amortized cost	56,670,177	N/A
Embedded derivative	Fair-value-through profit and loss	Fair value	777,049	Level 2
			$ 72,800,700	

			December 31, 2013	
	Category	Carrying value	Amount	Fair value hierarchy
Financial assets				
Cash and cash equivalents	Loans and receivables	Amortized cost	$ 174,601,438	N/A
Receivables, excluding sales taxes refundable	Loans and receivables	Amortized cost	99,429	N/A
			$ 174,700,867	
Financial liabilities				
Accounts payable and accrued liabilities	Other financial liabilities	Amortized cost	$ 3,948,619	N/A
Foreign currency warrant liability	Fair-value-through profit and loss	Fair value	242,252	Level 2
			$ 4,190,871	

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 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 Ghana. The majority of the Company's cash is held in Canadian based banking institutions, authorized under the Bank Act (Canada) to accept deposits. As at December 31, 2014, the receivables excluding refundable sales tax consist of interest receivable of $0.07 million (December 31, 2013 - $0.1 million).

(b) Liquidity risk

The Company's approach to managing liquidity is to ensure that it will have sufficient liquidity to settle obligations and liabilities when due. As at December 31, 2014 the Company had a cash and cash equivalents balance of $228.7 million (December 31, 2013 – $174.6 million) to settle current liabilities of $15.3 million (December 31, 2013 - $4.0 million) that are considered short term and expected to be settled within 30 days. The Company is not obligated to make repayments of the long term loan and accrued interest until July 1, 2016.

(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.

The Company's loan agreement with Red Kite provides for interest at LIBOR plus 6% with a minimum LIBOR of 1%. The Company's sensitivity to a 1% decrease or increase in market rates of interest in relation to its long term debt liability would have an immaterial effect on the Company's interest expense for the year ended December 31, 2014.

The Company's cash and cash equivalents attract interest at floating rates and have maturities of 90 days or less or maturity over ninety days but redeemable on demand without penalty. The interest is typical of Canadian banking rates, which are at present low, however the conservative investment strategy mitigates the risk of deterioration to the investment. A sensitivity analysis suggests that a change of 10 basis points in the interest rates would result in a corresponding increase or decrease in loss for the year ended December 31, 2014 of approximately $0.2 million (December 31, 2013 - $0.2 million).

(ii) Foreign currency risk

The Company is exposed to foreign currency risk through its foreign currency monetary assets and liabilities. A significant change in the currency exchange rate between the US dollar and Canadian dollar (CAD) and South African rand (ZAR) could have an effect on the Company's results of operations, financial position and cash flows. As at December 31, 2014 and December 31, 2013, the Company had no hedging agreements in place with respect to foreign exchange rates. As at December 31, 2014, the Company had a CAD cash balance of $30.8 million (December 31, 2013 – $33.0 million) expressed in US dollar equivalent.

As noted above in "Subsequent Events", during January 2015 the Company entered into a series of foreign exchange forward contracts to purchase ZAR221.4 million for C$22.4 million and ZAR125.2 million for $10.7 million. The proceeds from these contracts will be used to fund a significant portion of South African Rand exposure related to the construction of the Asanko Gold Mine.

The Company is exposed to currency risk through the following financial assets and liabilities denominated in foreign currencies, expressed below in US dollar equivalents:

	December 31, 2014				December 31, 2013			
	CAD	Ghana Cedis	AUD	ZAR	CAD	Ghana Cedis	AUD	ZAR
Cash and cash equivalents	$ 30,768,533	$ 1,399,866	$ 1,092,353	$ 399,788	$ 21,946,208	$ 284,554	$ -	$ 133,491
Accounts payable	(236,248)	(1,857,552)	(842,558)	(3,529,910)	(1,118,535)	(28,919)	(48,245)	(744,659)
Net exposure	$ 30,532,285	$ (457,686)	$ 249,795	$ (3,130,122)	$ 20,827,673	$ 255,635	$ (48,245)	$ (611,168)

A 1% appreciation or a 1% depreciation of the above mentioned currencies compared with the US dollar would result in a corresponding increase or decrease in net assets of approximately $0.3 million as at December 31, 2013 (December 31, 2013 - $0.2 million).

(iii) Other price risk

Other 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. As at December 31, 2014 and 2013, the Company was not exposed to other price risk.

(d) Fair values

(i) Embedded derivative

The embedded derivative liability associated with the interest rate floor of the long term loan is categorized within level 2 of the fair value hierarchy. The fair value of the embedded derivative was estimated using the three-month LIBOR forward rates to 2020 ranging from 0.25% to 2.59% using an option pricing model.

(ii) Other

The carrying values of cash and cash equivalents, receivables and accounts payable and accrued liabilities approximate their respective fair values due to the short-term nature of these instruments. The fair value of the long term debt approximates its carrying value due to the floating rate nature of the debt instrument.

(e) Items of income, expense, gains or losses arising from financial instruments

	December 31, 2014	December 31, 2013
Interest income from loans and receivable	$ 1,252,887	$ 1,020,299
Foreign exchange gain (loss)	(27,490)	(1,559,992)

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 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 such procedures are adequate to ensure accurate, complete and timely disclosures in public filings.

Internal Control over Financial Reporting

Management is responsible for the establishment and maintenance of a system of internal control over financial reporting. This system has been designed to provide reasonable assurance that assets are safeguarded and that the financial reporting is accurate and reliable. Management used the framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013) to evaluate the effectiveness of the Company's internal controls over financial reporting in 2014. Based on this evaluation, management concluded that the Company's internal control over financial reporting was effective as at December 31, 2014 and provided a reasonable assurance of the reliability of the Company's financial reporting and preparation of the financial statements.

There are inherent limitations in all control systems and no matter how well designed. An economically feasible control system, even determined to be effective, can provide only reasonable, not absolute, assurance that the objectives of the control system are met.

KPMG LLP, an independent registered public accounting firm, has audited the effectiveness of internal control over financial reporting, and has expressed their opinion in their report included with our annual consolidated financial statements.

Changes in internal control over financial reporting

There has been no material change in the Company's internal control over financial reporting during the year ended December 31, 2014 that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

Summary of Outstanding Share Data

As of the date of this MD&A, there were 196,845,607 common shares of the Company issued and outstanding, 14,715,291 share purchase options outstanding and 126,000 share purchase warrants outstanding.

Forward-looking statements

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 Issuer 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 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 40-F filing for the year ended December 31, 2014, available on SEDAR at www.sedar.com.

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.

Readers are cautioned that there can be no certainty that when various scenarios for optimizing the development strategy for the Project are identified, the Project will be built in two phases or that the overall conclusions will suggest the Project economics are significantly improved over the current AGM Phase 1 Definitive Project Plan, which is on file at www.sedar.com.

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Canada

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Internet www.kpmg.ca

Consent of Independent Registered Public Accounting Firm

The Board of Directors
Asanko Gold Inc.

We consent to the use of our reports, each dated March 16, 2015, with respect to the consolidated financial statements and the effectiveness of internal control over financial reporting included in this annual report on Form 40-F.

//**s**// **KPMG LLP**

Chartered Accountants

March 16, 2015
Vancouver, Canada

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.

EXHIBIT 99.9

VIA EDGAR

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 financial year ended December 31, 2014, and any amendments thereto (the "**Annual Report**"), as filed by the Company with the United States Securities and Exchange Commission. The Annual Report incorporates by reference, among other things, the Company's Annual Information Form for the financial year ended December 31, 2014 (the "**Annual Information Form**").

I, Charles Muller, **DO HEREBY CONSENT**, to:

- the use of my name and the disclosure of my involvement in the preparation of information that forms the basis for disclosure of a technical and scientific nature related to the Company's Asanko Gold Mine Project, contained in the Annual Information Form, and
- the inclusion and incorporation by reference of such information in the Annual Report.

Dated March 16, 2015

// Charles Muller

Charles Johannes Muller
B. Sc. Hons (Geology)
B. Sc. Hons (Geology) Pr. Sci. Nat.
Director – Mineral Resources
CJM Consulting (Pty) Ltd

EXHIBIT 99.10

VIA EDGAR

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 financial year ended December 31, 2014, and any amendments thereto (the "**Annual Report**"), as filed by the Company with the United States Securities and Exchange Commission. The Annual Report incorporates by reference, among other things, the Company's Annual Information Form for the financial year ended December 31, 2014 (the "**Annual Information Form**").

I, Glenn Bezuidenhout, **DO HEREBY CONSENT**, to:

- the use of my name and the disclosure of my involvement in the preparation of information that forms the basis for disclosure of a technical and scientific nature related to the Company's Asanko Gold Mine Project, contained in the Annual Information Form, and
- the inclusion and incorporation by reference of such information in the Annual Report.

Dated March 16, 2015

// Glenn Bezuidenhout

Glenn Bezuidenhout
National Diploma (Extractive Metallurgy), FSIAMM
DRA Mineral Projects (Pty) Ltd

EXHIBIT 99.11

VIA EDGAR

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 financial year ended December 31, 2014, and any amendments thereto (the "**Annual Report**"), as filed by the Company with the United States Securities and Exchange Commission. The Annual Report incorporates by reference, among other things, the Company's Annual Information Form for the financial year ended December 31, 2014 (the "**Annual Information Form**").

I, Thomas K. Obiri-Yeboah, **DO HEREBY CONSENT**, to:

- the use of my name and the disclosure of my involvement in the preparation of information that forms the basis for disclosure of a technical and scientific nature related to the Company's Asanko Gold Mine Project, contained in the Annual Information Form, and
- the inclusion and incorporation by reference of such information in the Annual Report.

Dated March 16, 2015

// Thomas Obiri-Yeboah

Thomas K. Obiri-Yeboah
B. Sc Eng (Mining), Pr Eng
DRA Mining (Pty) Ltd

EXHIBIT 99.12

VIA EDGAR

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 financial year ended December 31, 2014, and any amendments thereto (the "**Annual Report**"), as filed by the Company with the United States Securities and Exchange Commission. The Annual Report incorporates by reference, among other things, the Company's Annual Information Form for the financial year ended December 31, 2014 (the "**Annual Information Form**").

I, Doug Heher, **DO HEREBY CONSENT**, to:

- the use of my name and the disclosure of my involvement in the preparation of information that forms the basis for disclosure of a technical and scientific nature related to the Company's Asanko Gold Mine Project, contained in the Annual Information Form, and
- the inclusion and incorporation by reference of such information in the Annual Report.

Dated March 16, 2015

// Doug Heher

Doug Heher
B.Sc Eng (Mechanical), Pr Eng.
DRA Mineral Projects (Pty) Ltd.

EXHIBIT 99.13

VIA EDGAR

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 financial year ended December 31, 2014, and any amendments thereto (the "**Annual Report**"), as filed by the Company with the United States Securities and Exchange Commission. The Annual Report incorporates by reference, among other things, the Company's Annual Information Form for the financial year ended December 31, 2014 (the "**Annual Information Form**").

I, John Stansbury, **DO HEREBY CONSENT**, to:

- the use of my name and the disclosure of my involvement in the preparation of information that forms the basis for disclosure of a technical and scientific nature related to the Company's Asanko Gold Mine Project, contained in the Annual Information Form, and
- the inclusion and incorporation by reference of such information in the Annual Report.

Dated March 16, 2015

// John Stansbury

J S Stansbury
Pr Eng.
DRA Mineral Projects (Pty) Ltd.

EXHIBIT 99.14

VIA EDGAR

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 financial year ended December 31, 2014, and any amendments thereto (the "**Annual Report**"), as filed by the Company with the United States Securities and Exchange Commission. The Annual Report incorporates by reference, among other things, the Company's Annual Information Form for the financial year ended December 31, 2014 (the "**Annual Information Form**").

I, John Stansbury, **DO HEREBY CONSENT**, to:

- the use of my name and the disclosure of my involvement in the preparation of information that forms the basis for disclosure of a technical and scientific nature related to the Company's Asanko Gold Mine Project, contained in the Annual Information Form, and
- the inclusion and incorporation by reference of such information in the Annual Report.

Dated March 16, 2015

// David Morgan

David Morgan
M.Sc. Eng (Civil), CP Eng
Managing Director
DRA Mineral Projects (Pty) Ltd.