Condensed Interim Consolidated Financial Statements

For the three months ended March 31, 2022 and 2021

(Expressed in United States Dollars)

(Unaudited)

AFRICAN GOLD GROUP

Responsibility for Consolidated Financial Statements

The accompanying condensed interim consolidated financial statements for African Gold Group, Inc. for the three months ended March 31, 2022 and 2021 have been prepared by management in accordance with International Financial Reporting Standards applicable to interim financial reporting (see note 1 to the condensed interim consolidated financial statements). Recognizing that the Company is responsible for both the integrity and objectivity of the condensed interim consolidated financial statements, management is satisfied that these condensed interim consolidated financial statements have been fairly presented.

Auditors Involvement

McGovern Hurley LLP, Chartered Accountants, the external auditors of African Gold Group, Inc., have not audited or performed review procedures applicable to auditor review of condensed interim consolidated financial statements for the three months ended March 31, 2022 and 2021.

African Gold Group, Inc.

Condensed Interim Consolidated Statements of Financial Position

(Expresed in U.S. Dollars)

As at:		March 31, 2022 (Unaudited)		December 31, 2021
ASSETS				
Current assets				
Cash and cash equivalents	**$**	**2,905,395**	$	3,505,768
Receivables		**19,729**		18,851
Prepaid expenses		**41,159**		57,661
Total current assets		**2,966,283**		3,582,280
Non-current assets				
Property and equipment (Note 6)		**296,219**		300,971
Total assets	**$**	**3,262,502**	$	3,883,251
LIABILITIES				
Current liabilities				
Accounts payable and accrued liabilities (Notes 7, 8)	**$**	**398,095**	$	424,514
Total liabilities		**398,095**		424,514
SHAREHOLDERS' EQUITY (DEFICIENCY)				
Share capital (Notes 9(a) and (b))		**71,589,619**		71,589,619
Reserve - share based payments (Note 9(c))		**2,104,978**		2,564,352
Reserve - warrants (Note 9(d))		**4,362,460**		4,895,191
Accumulated other comprehensive loss		**(5,981,835)**		(6,021,714)
Accumulated deficit		**(69,210,815)**		(69,568,711)
Total shareholders' equity (deficiency)		**2,864,407**		3,458,737
Total liabilities and shareholders' equity (deficiency)	**$**	**3,262,502**	$	3,883,251

Going concern (Note 2)
Contingencies and commitments (Note 10)
Subsequent events (Note 13)

Approved on behalf of the Directors:

"Doug Jendry"	***"Daniel Callow"***
Director	**Director**

The accompanying summary of significant accounting policies and notes are an integral part of the condensed interim consolidated financial statements.

African Gold Group, Inc.

Condensed Interim Consolidated Statements of Operations and Comprehensive Loss

(Expresed in U.S. Dollars)

(Unaudited)

		Three months ended March 31, 2022		Three months ended March 31, 2021
				(Note 3)
Expenses				
Administrative and general	$	**98,635**		158,148
Consulting and personnel costs (Note 8)		**216,868**		1,222,409
Exploration and evaluation expenditures (Note 5)		**312,332**		262,386
Amortization (Note 6)		**4,752**		5,451
Foreign exchange loss		**5,361**		4,683
Share based payments (Notes 8, 9(c))		**14,517**		291,651
Total expenses		**(652,465)**	$	(1,944,728)
Other income				
Interest income		**3,739**		-
Net (loss) for the period before the under noted		**(648,726)**	$	(1,944,728)
Other comprehensive income (loss) - items that will subsequently reclassify into (loss):				
Foreign currency translation differences		**39,879**		3,650
Comprehensive (loss) for the period	$	**(608,847)**	$	(1,941,078)
Average weighted shares outstanding - basic and diluted		**216,597,044**		160,979,930
Basic and diluted (loss) per share	$	**(0.00)**	$	(0.01)

The accompanying summary of significant accounting policies and notes are an integral part of the condensed interim consolidated financial statements.

African Gold Group, Inc.

Condensed Interim Consolidated Statements of Equity

(Expresed in U.S. Dollars)
(Unaudited)

	Common Shares		Share Based Payments	Warrants	Accumulated Other Comprehensive (Loss) Income	Accumulated Deficit (Note 3)	Equity
	#	$	$	$	$	$	$
Balance, December 31, 2020	148,969,948	65,506,374	2,174,703	5,593,248	(5,986,148)	(67,165,906)	122,271
Private placements (Note 9(b))	30,882,811	2,784,129	-	904,150	-	-	3,688,279
Share issuance costs (Note 9(b))	-	(109,377)	-	-	-	-	(109,377)
Broker warrants (Note 9(d))	-	(50,465)	-	50,465	-	-	-
Share based payments (Note 9(c))	-	-	174,099	-	-	-	174,099
Expiry of stock options (Note 9(c))	-	-	(16,416)	-	-	16,416	-
Other comprehensive income	-	-	-	-	3,650	-	3,650
Net (loss) for the period	-	-	-	-	-	(1,944,728)	(1,944,728)
Balance, March 31, 2021	179,852,759	68,130,661	2,332,386	6,547,863	(5,982,498)	(69,094,218)	1,934,194
Balance, December 31, 2021	216,597,044	71,589,619	2,564,352	4,895,191	(6,021,714)	(69,568,711)	3,458,737
Private placements (Note 9(b))	-	-	-	-	-	-	-
Share issuance costs (Note 9(b))	-	-	-	-	-	-	-
Broker warrants (Note 9(d))	-	-	-	-	-	-	-
Share based payments (Note 9(c))	-	-	14,517	-	-	-	14,517
Expiry of stock options (Note 9(c))	-	-	(473,891)	-	-	473,891	-
Expiry of warrants (Note 9(d))	-	-	-	(532,731)	-	532,731	-
Other comprehensive income	-	-	-	-	39,879	-	39,879
Net (loss) for the period	-	-	-	-	-	(648,726)	(648,726)
Balance, March 31, 2022	216,597,044	71,589,619	2,104,978	4,362,460	(5,981,835)	(69,210,815)	2,864,407

The accompanying summary of significant accounting policies and notes are an integral part of the condensed interim consolidated financial statements.

African Gold Group, Inc.

Condensed Interim Consolidated Statement of Cash Flows
(Expressed in U.S. Dollars)
(Unaudited)

	Three months ended March 31, 2022		Three months ended March 31, 2021
			(Note 3)
CASH (USED IN) PROVIDED BY:			
OPERATING ACTIVITIES			
Net (loss) for the period	**(608,847)**	$	(1,941,078)
Items not involving cash:	-		
Amortization (Note 6)	**4,752**		5,451
Share based payments (Note 9(c))	**14,517**		291,651
	(589,578)		(1,643,976)
Change in non-cash working capital items			
Receivables	**(878)**		(119,796)
Prepaid expenses	**16,502**		222,812
Accounts payable and accrued liabilities	**(26,419)**		(1,019,514)
Cash flows (used in) operating activities	**(600,373)**		(2,560,474)
FINANCING ACTIVITIES			
Private placements (Note 9(b))	-		3,938,279
Share issue costs (Note 9(b))	-		(109,377)
Cash flows from financing activities	-		3,828,902
INVESTING ACTIVITIES			
Investment in property and equipment (Note 6)	-		(9,542)
Cash flows (used in) investing activities	-		(9,542)
CHANGE IN CASH AND CASH EQUIVALENTS DURING THE PERIOD	**(600,373)**		1,258,886
CASH AND CASH EQUIVALENTS, beginning of the period	**3,505,768**		785,679
CASH AND CASH EQUIVALENTS, end of the period	**2,905,395**		2,044,565
SUPPLEMENTAL INFORMATION:			
Issuance of finders and broker warrants (Note 9(d))	-		50,465
Change in receivable on private placement	-		(250,000)

The accompanying summary of significant accounting policies and notes are an integral part of the condensed interim consolidated financial statements.

1. NATURE OF BUSINESS

African Gold Group, Inc. (the “Company” or “AGG”) was incorporated in Ontario, Canada on October 2, 2002, and is a gold exploration and development company engaged in the exploration and development of properties located in West Africa. The Company’s assets include mining and exploration licenses located in Mali, West Africa. The Company shares are listed on the TSX Venture Exchange trading under the symbol “AGG”. The address of the Company’s head office is 100 King Street West, #1600, Toronto, Ontario, Canada M5X 1G5.

The business of mining and exploring for minerals involves a high degree of risk and there can be no assurance that current exploration programs will result in profitable mining operations. The Company’s continued existence is dependent upon the preservation of its interests in the underlying properties, the discovery of economically recoverable reserves and the achievement of the Company’s ability to dispose of its interests on an advantageous basis. Although the Company has taken steps to verify title to the properties on which it is conducting exploration and in which it has an interest in accordance with industry standards to the current stage of exploration of such properties, these procedures do not guarantee the Company’s title. Property title may be subject to government licensing requirements or regulations, unregistered prior agreements, unregistered claims, aboriginal claims, non-compliance with regulatory requirements and political uncertainty.

2. GOING CONCERN

These condensed interim consolidated financial statements have been prepared on a going concern basis, which contemplates the realization of assets and the payment of liabilities in the ordinary course of business. Accordingly, the condensed interim consolidated financial statements do not give effect to adjustments that would be necessary should the Company be unable to continue as a going concern and therefore be required to realize its assets and meet its liabilities and commitments in other than the normal course of business and at amounts different from those in the consolidated financial statements.

The Company reported a net loss of $648,726 for the three months ended March 31, 2022 (three months ended March 31, 2021 - $1,944,728) and a cashflow used in operations of $600,373 (three months ended March 31, 2021 – $2,560,474). As of March 31, 2022, the Company has working capital of $2,568,188 (December 31, 2021 – $3,157,766). At present, the Company has no producing properties and consequently has no current operating income or cash flows.

The Company’s main assets are located in Mali, West Africa. Mali has been subject to prior political and military coups and remains subject to heightened political instability. These matters have not had a significant impact on the operations of the Company. There can be no assurance that the operations of the Company will not be significantly impacted in the future.

The Company has a need for equity capital and financing for working capital and exploration and development of its properties. Because of continuing operating losses, the Company’s continuance as a going concern is dependent on its ability to obtain adequate financing and to reach profitable levels of operation. It is not possible to predict whether financing efforts will be successful or if the Company will attain profitable levels of operation. The Company believes that it will be able to access funds from certain shareholders or potential investors in order to ensure that the Company can continue to fund on-going administrative expenses; however, the receipt of such funds remains uncertain. There is no assurance that the Company will be able to obtain such financings or obtain them on favorable terms.

These material uncertainties cast significant doubt on the Company’s ability to continue as a going concern. If the going concern assumption were not appropriate, material adjustments may be needed to these condensed interim consolidated financial statements.

(Expressed in U.S. Dollars)

3. CHANGE IN ACCOUNTING POLICY

During the year ended December 31, 2021, the Company changed its accounting policy of capitalizing exploration and evaluation expenditures. The Company believes expensing such costs as incurred provides more reliable and relevant financial information. Cost of exploration properties, including the cost of acquiring prospective properties and exploration rights, and exploration and evaluation costs are expensed until it has been established that a mineral property is commercially viable. Previously, the Company capitalized these amounts. The consolidated financial statements for the year ended December 31, 2020 and the three months ended March 31, 2021 have been restated to reflect adjustments made as a result of this change in accounting policy. The accumulated effect of the change of $31,135,277 has been reflected in the ending deficit of the consolidated financial statements as at December 31, 2020.

The following is a reconciliation of the Company's consolidated financial statements as at December 31, 2020 and for the three months ended March 31, 2021.

Consolidated Statement of Financial Position			**As at December 31, 2020**			
		As previously reported		Adjustment		Restated
ASSETS						
Current assets						
Cash and cash equivalents	$	785,679	$	-	$	785,679
Receivables		254,957		-		254,957
Prepaid expenses		381,072		-		381,072
Total current assets		1,421,708		-		1,421,708
Non-current assets						
Exploration and evaluation assets		31,135,277		(31,135,277)		-
Property and equipment		298,514		-		298,514
Total assets	$	32,855,499	$	(31,135,277)	$	1,720,222
LIABILITIES						
Current liabilities						
Accounts payable and accrued liabilities	$	1,597,951	$	-	$	1,597,951
Total liabilities		1,597,951		-		1,597,951
SHAREHOLDERS' EQUITY (DEFICIENCY)						
Share capital		65,506,374		-		65,506,374
Reserve - share based payments		2,174,703		-		2,174,703
Reserve - warrants		5,593,248		-		5,593,248
Accumulated other comprehensive loss		(5,986,148)		-		(5,986,148)
Accumulated deficit		(36,030,629)		(31,135,277)		(67,165,906)
Total shareholders' equity (deficiency)		31,257,548		(31,135,277)		122,271
Total liabilities and shareholders' equity (deficiency)	$	32,855,499	$	(31,135,277)	$	1,720,222

(Expressed in U.S. Dollars)

3. CHANGE IN ACCOUNTING POLICY (continued)

Consolidated Statement of Operations and Comprehensive Loss	**For the three months ended March 31, 2021**		
	As previously reported	Adjustment	Restated
Expenses			
Administrative and general	$ 158,148	$ -	$ 158,148
Consulting and personnel costs	1,222,409	-	1,222,409
Exploration and evaluation expenditures	-	262,386	262,386
Amortization	5,451	-	5,451
Foreign exchange loss	4,683	-	4,683
Share based payments	291,651	-	291,651
Net (loss) for the period before the undernoted	$ (1,682,342)	$ (262,386)	$ (1,944,728)
Other Comprehensive income - items that will subsequently reclassify into income (loss):			
Foreign currency translation differences	3,650	-	3,650
Comprehensive (loss) for the period	$ (1,678,692)	$ (262,386)	$ (1,941,078)
Average weighted shares outstanding - basic and diluted	160,979,930		160,979,930
Basic and diluted (loss) per share	$ (0.01)		$ (0.01)

Consolidated Statement of Cash Flows	**For the three months ended March 31, 2021**		
	As previously reported	Adjustment	Restated
CASH (USED IN) PROVIDED BY:			
OPERATING ACTIVITIES			
Net (loss) for the period	$ (1,678,692)	$ (262,386)	$ (1,941,078)
Items not involving cash:			
Amortization	5,451	-	5,451
Share-based compensation	291,651	-	291,651
	(1,381,590)	(262,386)	(1,643,976)
Change in non-cash working capital items			
Receivables	(119,796)	-	(119,796)
Prepaid expenses	222,812	-	222,812
Accounts payable and accrued liabilities	(711,927)	(307,587)	(1,019,514)
Cash flows from operating activities	(1,990,501)	(569,973)	(2,560,474)
FINANCING ACTIVITIES			
Private placement	3,938,279	-	3,938,279
Share issue costs	(109,377)	-	(109,377)
Cash flows from financing activities	3,828,902	-	3,828,902
INVESTING ACTIVITIES			
Investment in property and equipment	(9,542)	-	(9,542)
Investment in exploration and evaluation asset	(569,973)	569,973	-
Cash flows from investing activities	(579,515)	569,973	(9,542)
CHANGE IN CASH AND CASH EQUIVALENTS DURING THE PERIOD	1,258,886	-	1,258,886
CASH AND CASH EQUIVALENTS, beginning of the period	785,679	-	785,679
CASH AND CASH EQUIVALENTS, end of the period	$ 2,044,565	$ -	$ 2,044,565
SUPPLEMENTAL INFORMATION:			
Issuance of finders and broker warrants	50,465	-	50,465
Change in receivable on private placement	(250,000)	-	(250,000)

4. SIGNIFICANT ACCOUNTING POLICIES

Statement of Compliance

These condensed interim consolidated financial statements, have been prepared in US dollars, in accordance with International Accounting Standard ("IAS") 34, Interim Financial Reporting, as issued by the International Accounting Standards Board ("IASB"). The policies applied in these condensed interim consolidated financial statements are based on International Financial Reporting Standards ("IFRS") issued and outstanding as of March 31, 2021. The policies as set out in the Company's Annual Consolidated Financial Statements for the twelve months ended December 31, 2021 were consistently applied to all periods.

The condensed interim consolidated financial statements were authorized for issue by the Board of Directors on May 24, 2022.

New accounting standards

Certain pronouncements were issued by the IASB or the IFRIC that are mandatory for accounting periods on or after January 1, 2022 or later periods. Many are not applicable or do not have a significant impact to the Company and have been excluded.

IAS 16 – Property, Plant and Equipment ("IAS 16") was amended. The amendments introduce new guidance, such that the proceeds from selling items before the related property, plant and equipment is available for its intended use can no longer be deducted from the cost. Instead, such proceeds are to be recognized in profit or loss, together with the costs of producing those items. The adoption of IAS 16 on January 1, 2022 did not have a material impact on the Company's condensed interim consolidated financial statements.

IAS 37 – Provisions, Contingent Liabilities, and Contingent Assets ("IAS 37") was amended. The amendments clarify that when assessing if a contract is onerous, the cost of fulfilling the contract includes all costs that relate directly to the contract – i.e. a full-cost approach. Such costs include both the incremental costs of the contract (i.e. costs a company would avoid if it did not have the contract) and an allocation of other direct costs incurred on activities required to fulfill the contract – e.g. contract management and supervision, or depreciation of equipment used in fulfilling the contract. The adoption of IAS 37 on January 1, 2022 did not have a material impact on the Company's condensed interim consolidated financial statements.

IFRS 3 – Business Combinations ("IFRS 3") was amended. The amendments introduce new exceptions to the recognition and measurement principles in IFRS 3 to ensure that the update in references to the revised conceptual framework does not change which assets and liabilities qualify for recognition in a business combination. An acquirer should apply the definition of a liability in IAS 37 – rather than the definition in the Conceptual Framework – to determine whether a present obligation exists at the acquisition date as a result of past events. For a levy in the scope of IFRIC 21, the acquirer should apply the criteria in IFRIC 21 to determine whether the obligating event that gives rise to a liability to pay the levy has occurred by the acquisition date. In addition, the amendments clarify that the acquirer should not recognize a contingent asset at the acquisition date. The adoption of IAS 37 on January 1, 2022 did not have a material impact on the Company's condensed interim consolidated financial statements.

(Expressed in U.S. Dollars)

4. SIGNIFICANT ACCOUNTING POLICIES (continued)

Recent accounting pronouncements not yet adopted:

Certain pronouncements were issued by the IASB or the IFRIC that are mandatory for accounting periods commencing on or after January 1, 2023. Many are not applicable or do not have a significant impact to the Company and have been excluded.

IAS 1 – Presentation of Financial Statements ("IAS 1") was amended in January 2020 to provide a more general approach to the classification of liabilities under IAS 1 based on the contractual arrangements in place at the reporting date. The amendments clarify that the classification of liabilities as current or noncurrent is based solely on a company's right to defer settlement at the reporting date. The right needs to be unconditional and must have substance. The amendments also clarify that the transfer of a company's own equity instruments is regarded as settlement of a liability, unless it results from the exercise of a conversion option meeting the definition of an equity instrument. The amendments are effective for annual periods beginning on January 1, 2023.

IAS 1 – In February 2021, the IASB issued 'Disclosure of Accounting Policies' with amendments that are intended to help preparers in deciding which accounting policies to disclose in their financial statements. The amendments are effective for year ends beginning on or after January 1, 2023.

IAS 8 – In February 2021, the IASB issued 'Definition of Accounting Estimates' to help entities distinguish between accounting policies and accounting estimates. The amendments are effective for year ends beginning on or after January 1, 2023.

5. EXPLORATION AND EVALUATION EXPENDITURES

Mali Concessions

AGG holds certain exploration and operating permits for gold and other minerals in Mali, Africa. These exploration permits are subject to renewal processes in 2023 and expire in 2024 and 2025, respectively. The mining permit, issued in 2015 expires in 2045. During the year ended December 31, 2021, the Company's Faraba and Kobada exploration permits were renewed and extended to 2024. There were no material expenditures on the Faraba permit during the three months ended March 31, 2022 and 2021.

Kobada	Three months ended March 31, 2022	Three months ended March 31, 2021
Drilling and feasibility study	-	6,746
Project management/ engineering	123,331	-
Site development and maintenance	42,834	47,287
Camp	78,314	107,893
Assays and sampling	-	8,300
Technical report	-	3,615
Vehicle rent and maintenance	10,590	12,064
Travel	-	2,619
Security	29,258	28,896
Environmental	-	17,525
Permits	28,005	27,441
Total expenditures	$ 312,332	$ 262,386

(Expressed in U.S. Dollars)

6. PROPERTY AND EQUIPMENT

During the years ended December 31, 2021 and 2020, the Company was building a camp dormitory for workers to reside at the Kobada mine site.

Cost	Equipment	Furniture and fixture	Computer equipment	Building	Total
Cost at December 31, 2020	$ 47,370	$ 17,118	$ 1,689	$ 268,409	$ 334,586
Additions	-	-	-	24,562	24,562
Balance at December 31, 2021 and March 31, 2022	$ 47,370	$ 17,118	$ 1,689	$ 292,971	$ 359,148
Accumulated Amortization					
Balance at December 31, 2020	$ 19,185	$ 4,793	$ 253	$ 11,841	$ 36,072
Additions	8,456	2,465	430	10,754	22,105
Balance at December 31, 2021	$ 27,641	$ 7,258	$ 683	$ 22,595	$ 58,177
Additions	1,480	493	75	2,704	4,752
Balance at March 31, 2022	$ 29,121	$ 7,751	$ 758	$ 25,299	$ 62,929
Net book value at December 31, 2021	$ 19,729	$ 9,860	$ 1,006	$ 270,376	$ 300,971
Net book value at March 31, 2022	**$ 18,249**	**$ 9,367**	**$ 931**	**$ 267,672**	**$ 296,219**

7. ACCOUNTS PAYABLES AND ACCRUED LIABILITIES

	March 31, 2022	December 31, 2021
Exploration and development suppliers and contractors	**$ 180,649**	$ 204,674
Corporate payables	**$ 107,216**	109,610
Mali VAT	**110,230**	110,230
Total accounts payable	**$ 398,095**	$ 424,514

8. RELATED PARTY TRANSACTIONS

In accordance with IAS 24, key management personnel are those having authority and responsibility for planning, directing and controlling the activities of the Company directly or indirectly, including any directors (executive and non-executive) of the Company.

On March 31, 2021, certain structural corporate changes were made to the Company’s senior management team. In addition, the Company terminated its services agreement with Forbes & Manhattan, Inc (“F&M”) and relocated its registered head office to 100 King St W #1600, Toronto, ON M5X 1G5. The cost of terminating the associated consulting agreements with certain members of senior management and various supporting consultants and the services agreement was CDN$1,153,746 ($906,178).

(Expressed in U.S. Dollars)

8. RELATED PARTY TRANSACTIONS (continued)

Stan Bharti, former CEO and Chairman of the Company, is the Executive Chairman of F&M, a corporation that provided administrative and consulting services to the Company, including but not limited to strategic planning and business development. F&M charged a monthly consulting fee of CDN$25,000 ($19,747) totaling $nil for the three months ended March 31, 2022 (March 31, 2021 - CDN$25,000 ($19,747)). During the three months ended March 31, 2021, F&M was paid a termination fee of CDN$600,000 ($473,934) in addition to the consulting fee as part of the terminated services agreement noted above. Included in accounts payable as at March 31, 2022 is CDN$72,920 ($58,354) (December 31, 2021 - CDN$71,271 ($56,217)) owed to other key management personnel for consulting and directors fees. The amounts owing are unsecured, non-interest bearing and due on demand.

During the three months ended March 31, 2022, the Company issued a total of nil stock options to directors and officers of the Company (March 31, 2021 – 2,750,000) and recorded $14,517 in share based payments (March 31, 2021 - $271,265) in relation to the amortization of the estimated fair value of options granted during the years ended December 31, 2021, 2020 and 2019 (see note 9(c)).

The remuneration of directors and key management of the Company was as follows:

	Three months ended March 31, 2022	Three months ended March 31, 2021
Remuneration	**$ 249,432**	$ 1,042,562
Share-based payments	**14,517**	271,265
Short term employee benefits	**$ 263,949**	$ 1,313,827

See Note 10.

9. SHARE CAPITAL, RESERVE FOR SHARE BASED PAYMENTS AND WARRANTS

a) Shares authorized

The Company is authorized to issue an unlimited number of common shares with no par value. The holders of common shares are entitled to receive dividends which are declared from time to time and are entitled to one vote per share at meetings of the Company. All shares are ranked equally with regards to the Company's residual assets.

(Expressed in U.S. Dollars)

9. SHARE CAPITAL, RESERVE FOR SHARE BASED PAYMENTS AND WARRANTS (continued)

b) Share transactions

	Number of shares	$
Balance as of December 31, 2020	148,969,948	65,506,374
Private placements	67,627,096	6,448,108
Share issuance costs	-	(280,678)
Broker warrants issued	-	(84,185)
Balance as of March 31, 2022 and December 31, 2021	216,597,044	71,589,619

On February 24, 2021, the Company closed a non-brokered private placement financing of 30,882,811 units of the Company for gross proceeds of CDN$4,632,422 ($3,688,279). Each unit consists of one common share of the Company and one half of a common share purchase warrant. Each whole warrant will entitle the holder to acquire one additional common share of the Company at an exercise price of CDN$0.25 until February 24, 2023. In connection with the financing, the Company paid $109,377 in cash commissions and issued 776,832 finders' warrants with exercise prices of CDN$0.15. The issue date fair value of the warrants and finder's warrants were estimated at $800,776 and $50,465 respectively using the Black Scholes option pricing model with the following assumptions: expected dividend yield of 0%; expected volatility based on the historical volatility of the Company's shares of 140%; risk-free interest rate of 0.23%, a stock price of CDN$0.12 and an expected life of 2 years. Share issue costs of $31,190 were allocated to the warrants. Certain directors and officers of the Company purchased or acquired direction and control over a total of 1,166,667 units of the Company under the final tranche for gross proceeds of CDN$175,000 ($139,333).

On November 7, 2021, the Company closed a non-brokered private placement financing and issued 36,744,285 units of the Company at a price of CDN$0.14 per unit for gross proceeds of CDN$5,144,200 ($4,128,339). Each unit consists of one common share of the Company and one half of one common share purchase warrant. Each whole warrant entitles the holder to acquire an additional common share of the Company at an exercise price of CDN$0.25 until November 7, 2023. If at any time after March 8, 2022, the common shares of the Company trade at CDN$0.50 per common share or higher (on a volume weighted adjusted basis) for a period of 10 consecutive days, the Company will have the right to accelerate the expiry date of the Warrants to the date that is 30 days after the Company issues a news release announcing that it has elected to exercise this acceleration right.

In connection with the closing of the November 7, 2021 financing, the Company has paid aggregate finder's fees of CDN$299,371 ($240,254) in cash and issued 1,021,999 finder's warrants to certain finders with an exercise price of CAD $0.25. The issue date fair value of the warrants and finder's warrants were estimated at $567,734 and $33,720 respectively using the Black Scholes option pricing model with the following assumptions: expected dividend yield of 0%; expected volatility based on the historical volatility of the Company's shares of 94%; risk-free interest rate of 0.95%, a stock price of CDN$0.12 and an expected life of 2 years. Share issue costs of $37,763 were allocated to the warrants.

c) Stock options

The Company has a Stock Option Plan (the "Plan") for its directors, officers, consultants and key employees under which the Company may grant options to acquire a maximum number of 21,659,704 (December 31, 2021 – 21,659,704) common shares, representing approximately 10% of the total issued and outstanding common shares of the Company. These options are non-transferrable and are valid for a maximum of 5 years from the date of issue. Vesting terms and conditions are determined by the Board of Directors at the time of the grant. The exercise price of the options is fixed by the Board of Directors of the Company at the time of the grant at the market price of the common shares, subject to all regulatory requirements. Expected volatility has been determined using the share price of the Company for the period equivalent to the life of the options prior to grant date.

(Expressed in U.S. Dollars)

9. SHARE CAPITAL, RESERVE FOR SHARE BASED PAYMENTS AND WARRANTS (continued)

c) Stock options (continued)

For options issued to employees, directors and officers, the fair value at grant date is determined using a Black-Scholes option pricing model that takes into account the exercise price, the term of the option, the impact of dilution, the share price at grant date and expected price volatility of the underlying share, the expected dividend yield and the risk-free interest rate for the term of the option. The expected price volatility is based on the historic volatility (based on the remaining life of the options), adjusted for any expected changes to future volatility due to publicly available information.

Options issued to non-employees are measured based on the fair value of the goods or services received, at the date of receiving those goods or services. If the fair value of the goods or services received cannot be estimated reliably, the options are measured by determining the fair value of the options granted, using a valuation model.

On March 31, 2021, the Company granted a total of 2,800,000 stock options to certain officers, directors and consultants of the Company pursuant to the Company's stock option plan. The stock options vested immediately and may be exercised at a price of CDN$0.15 per option for a period of five years from the date of grant. The fair market value of the options vested was estimated to be CDN$307,023 ($243,807) using the Black Scholes option pricing model based on the following assumptions: risk-free rate of 0.99%, expected volatility of 157%, an estimated life of 5 years, a stock price of CDN$0.12 and an expected dividend yield of 0%.

On December 14, 2021, the Company granted 500,000 stock options to a director of the Company pursuant to the Company's stock option plan. The stock options vested immediately and may be exercised at a price of CDN$0.14 per option for a period of five years from the date of grant. The fair market value of the options vested was estimated to be CDN$64,120 ($49,968) using the Black Scholes option pricing model based on the following assumptions: risk-free rate of 1.29%, expected volatility of 153%, an estimated life of 5 years, a stock price of CDN$0.14 and an expected dividend yield of 0%.

On January 1, 2022, 910,001 options, with weighted average exercise prices of CDN$0.26, expired, unexercised.

On March 31, 2022, 1,833,333 options with weighted average exercise prices of CDN$0.24, expired, unexercised.

As at March 31, 2022, the Company had the following stock options outstanding:

Date of grant	Options outstanding	Options exercisable	Exercise price (CDN$)	Expiry date	Remaining life in years
June 3, 2019	673,333	673,333	$ 0.23	June 3, 2024	2.18
August 7, 2019	100,000	100,000	0.25	August 7, 2024	2.36
August 13, 2019	2,000,000	1,000,000	0.25	August 13, 2024	2.37
March 2, 2020	1,200,000	1,200,000	0.20	March 2, 2025	2.92
August 10, 2020	5,756,667	5,756,667	0.28	August 10, 2025	3.36
March 31, 2021	2,800,000	2,800,000	0.15	March 31, 2026	4.00
December 14, 2021	500,000	500,000	0.14	December 14, 2026	4.71
	13,030,000	12,030,000			3.29

(Expressed in U.S. Dollars)

9. SHARE CAPITAL, RESERVE FOR SHARE BASED PAYMENTS AND WARRANTS (continued)

c) Stock options (continued)

A summary of the Company's stock option activity during the period is as follows:

	Three months ended March 31, 2022		Year ended December 31, 2021	
	Number of options	**Weighted average exercise price (CDN$)**	Number of options	Weighted average exercise price (CDN$)
Balance, beginning of period	**15,773,334**	**$ 0.24**	12,473,334	$ 0.24
Forfeited	**(2,743,334)**	**0.24**	-	-
Granted	**-**	**-**	3,300,000	0.15
Exercised	**-**	**-**	-	-
Balance, end of period	**13,030,000**	**$ 0.23**	15,773,334	$ 0.24

d) Warrants

The Company has warrants outstanding entitling the holder to purchase one common share with each warrant exercisable per the terms below:

Date of issuance	Warrants	Exercise Price (CDN$)	Expiry Date	Estimated Fair Value at Grant Date ($)	Remaining life in years
April 23, 2020	7,015,000	$0.25	April 23, 2022	567,556	0.06
July 29, 2020	510,000	$0.25	July 29, 2022	46,607	0.33
July 29, 2020	11,263,000	$0.40	July 29, 2022	1,153,524	0.33
August 10, 2020	818,600	$0.25	August 10, 2022	74,804	0.36
August 10, 2020	11,095,750	$0.40	August 10, 2022	1,136,227	0.36
February 24, 2021	15,441,405	$0.25	February 24, 2023	769,586	0.90
February 24, 2021	776,832	$0.15	February 24, 2023	50,465	0.90
November 7, 2021	19,394,142	$0.25	November 7, 2023	563,691	1.61
	66,314,729	$0.30		**4,362,460**	

(Expressed in U.S. Dollars)

9. SHARE CAPITAL, RESERVE FOR SHARE BASED PAYMENTS AND WARRANTS (continued)

d) Warrants (continued)

A summary of the Company's warrant activity during the period is as follows:

	Three months ended March 31, 2022		Year ended December 31, 2021	
	Number of warrants	**Weighted average exercise price (CDN$)**	Number of warrants	Weighted average exercise price (CDN$)
Balance, beginning of period	**72,582,529**	**$ 0.32**	64,538,205	$ 0.32
Granted, private placements	**-**	**-**	33,813,548	0.25
Granted, broker warrants	**-**	**-**	1,798,831	0.21
Expired	**(6,267,800)**	**0.25**	(27,568,055)	0.30
Balance, end of period	**66,314,729**	**$ 0.30**	72,582,529	$ 0.32

During the three months ended March 31, 2022, 6,267,800 warrants, with weighted average exercise prices of CDN$0.25, expired, unexercised. During the year ended December 31, 2021, 27,568,055 warrants with weighted average exercise prices of CDN$0.30 per share expired, unexercised.

On February 24, 2021, the Company closed a private placement financing issuing 30,882,811 units of the Company for gross proceeds of CDN$4,632,422 ($3,688,279). Each unit consists of one common share of the Company and one-half of a common share purchase warrant. Each warrant will entitle the holder to acquire one additional common share of the Company at an exercise price of CDN$0.25 until February 24, 2023. In connection with the closing of the financing, the Company issued 776,832 finders' warrants with exercise prices of $0.15 to certain finders.

On November 7, 2021, the Company closed a private placement financing issuing 18,372,143 units of the Company for gross proceeds of CDN$5,144,200 ($4,128,339). Each unit consists of one common share of the Company and one-half of a common share purchase warrant. Each warrant will entitle the holder to acquire one additional common share of the Company at an exercise price of CDN$0.25 until November 7, 2023. In connection with the closing of the financing, the Company issued 1,021,999 finders' warrants with exercise prices of $0.25 to certain finders.

10. CONTINGENCIES AND COMMITMENTS

Management Commitments

The Company is party to certain management contracts. As of March 31, 2022, these contracts require payments of approximately CDN$1,992,000 ($1,594,100) to be made upon the occurrence of a change of control to the officers and consultants of the Company. The Company is also committed to payments upon termination of approximately CDN$806,800 ($645,620) pursuant to the terms of these contracts as of March 31, 2022. As a triggering event has not taken place on March 31, 2022, these amounts have not been recorded in these condensed interim consolidated financial statements.

10. CONTINGENCIES AND COMMITMENTS (continued)

Environmental

The Company's exploration and evaluation activities are subject to laws and regulations governing the protection of the environment. These laws and regulations are continually changing and generally becoming more restrictive. The Company believes its activities are materially in compliance with all applicable laws and regulations. The Company has made, and expects to make in the future, expenditures to comply with such laws and regulations.

Novel Coronavirus ("COVID-19")

The Company's operations could be significantly adversely affected by the effects of a widespread global outbreak of a contagious disease, including the recent outbreak of respiratory illness caused by COVID-19. The Company cannot accurately predict the impact COVID-19 will have on its operations and the ability of others to meet their obligations with the Company, including uncertainties relating to the ultimate geographic spread of the virus, the severity of the disease, the duration of the outbreak, and the length of travel and quarantine restrictions imposed by governments of affected countries. In addition, a significant outbreak of contagious diseases in the human population could result in a widespread health crisis that could adversely affect the economies and financial markets of many countries, resulting in an economic downturn that could further affect the Company's operations and ability to finance its operations. To date, COVID-19 has not had a material effect on the Company's operations.

11. CAPITAL MANAGEMENT

AGG manages its shareholders' equity as capital, making adjustments based on available funds, to support the acquisition, exploration and development of mineral properties. The Board of Directors does not establish quantitative return on capital criteria for management but rather relies on the expertise of the Company's management to sustain future development of the business.

The properties to which the Company currently has an interest are in the exploration stage and as such, the Company is dependent on external financing to fund its activities. In order to carry out the planned exploration as well as satisfy administrative costs, the Company will spend its existing working capital and raise additional funds as needed. AGG will continue to assess new properties should sufficient geological or economic potential be demonstrated and if the Company has adequate financial resources to do so.

Management reviews its capital management approach on an ongoing basis and believes that this approach is reasonable given the current size of the Company. There were no changes to its capital management approach during the three months ended March 31, 2022 or the year ended December 31, 2021. Neither AGG nor its subsidiaries are subject to externally imposed capital requirements, other than those of the TSX Venture Exchange ("TSXV"), which requires adequate working capital or financial resources of the greater of (i) $50,000 and (ii) an amount required in order to maintain operations and cover general and administrative expenses for a period of nine months.

The Company's objective when managing capital is to safeguard the Company's ability to continue as a going concern. The Company has no external debt other than its accounts payable and accrued liabilities and is dependent on the capital markets to finance exploration and development activities.

12. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

The Company is exposed through its operations to the following financial risks:

- Market Risk
- Liquidity Risk
- Credit Risk

In common with all other businesses, the Company is exposed to risks that arise from its use of financial instruments. This note describes the Company's objectives, policies and processes for managing those risks and the methods used to measure them. Further quantitative information in respect of these risks is presented throughout these condensed interim consolidated financial statements.

There have been no substantive changes in the Company's exposure to financial instrument risks, its objectives, policies and processes for managing those risks or the methods used to measure them from previous periods unless otherwise stated in the note.

General Objectives, Policies and Processes

The Board of Directors has overall responsibility for the determination of the Company's risk management objectives and policies. The overall objective of the Board is to set policies that seek to reduce risk as far as possible without unduly affecting the Company's competitiveness and flexibility. Further details regarding these policies are set out below.

Market Risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market prices are comprised of three types of risk: foreign currency risk, interest rate risk and commodity price risk.

Foreign Currency Risk

Given the global nature of the Company's business, the Company's operating businesses, financial reporting results and cash flows are exposed to risks associated with foreign currency fluctuations. For the three months ended March 31, 2022, management estimates that if the United States Dollar had weakened or strengthened by 10% against the Canadian dollar and Mali CFA, assuming all other variables remained constant, the net loss would have increased or decreased by approximately $41,120. Included in cash and cash equivalents is 20,689,221 (USD$35,047) (2021 – 8,190,455 (USD$14,161)) denominated in West African francs.

Interest Rate Risk

Interest rate risk is the risk that future cash flows will fluctuate as a result of changes in market interest rates. The Company does not have any borrowings. Interest rate risk is limited to potential decreases on the interest rate offered on cash and cash equivalents held with chartered Canadian financial institutions. Sensitivity to a plus or minus 1% change in the interest rates could impact any renewals or extensions of term deposits which would have no significant impact on the net loss due to the immateriality of the interest earned.

12. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT (continued)

Market Risk (continued)

Commodity Price Risk

The ability of the Company to develop its mineral properties and the future profitability of the Company is directly related to the market price of precious metals. The Company closely monitors commodity prices to determine the appropriate course of action to be taken. Based on management's knowledge and expertise of the financial markets, the Company believes that commodity price risk is remote as the Company is not a producing entity.

Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company's policy is to ensure that it will always have sufficient cash to allow it to meet its liabilities when they become due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation. The key to success in managing liquidity is the degree of certainty in the cash flow projections. If future cash flows are fairly uncertain, the liquidity risk increases.

On March 31, 2022, AGG had a cash balance of $2,905,395 (December 31, 2021 - $3,505,768) and current liabilities of $398,095 (December 31, 2021 - $424,514). As outlined in Note 2, the Company may be required to obtain additional financing for working capital and continued exploration and development of its properties.

Credit Risk

Credit risk is the risk of financial loss to the Company if a customer or a counterparty to a financial instrument fails to meet its contractual obligations. The Company is exposed to credit risk in its cash and cash equivalents and receivables. The maximum credit risk represented by the Company's financial assets is represented by their carrying amounts. Concentration of credit risk exists with respect to the Company's cash and cash equivalents as substantially the entire amount is held at a single major Canadian financial institution. Credit risk on cash and cash equivalents is minimized by depositing with only reputable financial institutions. Management has reviewed the receivable balances and determined that the balances are collectible as they are Harmonized Sales Tax (HST) rebates from the Government of Canada; accordingly, there have been no expected credit losses recorded.

Determination of Fair Value

Fair values have been determined for measurement and/or disclosure purposes based on the following methods. When applicable, further information about the assumptions made in determining fair values is disclosed in the notes specific to that asset or liability.

The condensed interim consolidated statements of financial position carrying amounts for cash and cash equivalents, receivables, and accounts payable and accrued liabilities approximate fair value due to their short-term nature.

13. SUBSEQUENT EVENTS

On April 23, 2022, 7,015,000 warrants with exercise prices of CDN$0.25 expired, unexercised.