



## **MANAGEMENT'S DISCUSSION AND ANALYSIS FOR THE THREE MONTHS ENDED MARCH 31, 2022 AND 2021**

**Date: May 24, 2022**

### **BACKGROUND**

This Management's Discussion and Analysis ("MD&A") has been prepared based on information available to African Gold Group, Inc. ("we", "our", "us", "African Gold" or the "Company") as of May 24, 2022 unless otherwise noted. The MD&A provides a detailed analysis of the Company's operations and compares its financial results with those of the previous periods and should be read in conjunction with our condensed interim consolidated financial statements for the three months ended March 31, 2021 and the annual consolidated financial statements for the years ended December 31, 2021 and 2020. The condensed interim consolidated financial statements and related notes of African Gold have been prepared in accordance with International Financial Reporting Standards ("IFRS") and do not reflect the 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 liquidate its liabilities and commitments in other than the normal course of business and at amounts different from those in the accompanying financial statements.

Please refer to the notes of the December 31, 2021 annual consolidated financial statements for disclosure of the Company's significant accounting policies. Unless otherwise noted, all references to currency in this MD&A refer to United States dollars. References to CDN\$ refer to the Canadian dollar.

Additional information, including our press releases, has been filed electronically through the System for Electronic Document Analysis and Retrieval ("SEDAR") and is available online under the Company's profile at [www.sedar.com](http://www.sedar.com). Additional information relating to the Company can be found on the African Gold website at [www.africangoldgroup.com](http://www.africangoldgroup.com).

Dr. Andreas Rompel, FSAIMM/Pr.Sci.Nat., PhD, is a Qualified Person under National Instrument 43-101, has reviewed and approved the scientific and technical information in this MD&A.

### **CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING INFORMATION**

Except for statements of historical fact relating to African Gold, certain information contained herein constitutes forward-looking information under Canadian securities legislation. Forward-looking information includes, without limitation, statements with respect to: possible events, the future price of gold, the estimation of mineral reserves and mineral resources, the realization of mineral reserve and mineral resource estimates, the timing and amount of estimated future production, costs of production, capital expenditures, costs and timing of the development of projects and new deposits, success of exploration, development and mining activities, permitting timelines, currency fluctuations, requirements for additional capital, government regulation of mining operations, environmental risks, unanticipated reclamation expenses, title disputes or claims and limitations on insurance coverage. The words "anticipates", "plans", "expects", "indicative", "intend", "scheduled", "timeline", "estimates", "forecasts", "guidance", "opportunity", "outlook", "potential", "projected", "schedule", "seek", "strategy", "study" (including, without limitation, as may be qualified by "feasibility" and "pre-feasibility"), "targets", "models", or "believes", or variations of or similar such words and phrases or statements that certain actions, events or results "may", "could", "would", or "should", "might", or "will be taken", "occur" or "be achieved" and similar expressions identify

forward-looking information. Forward-looking information is necessarily based upon a number of estimates and assumptions that, while considered reasonable by African Gold and its external professional advisors as of the date of such statements, are inherently subject to significant business, economic and competitive uncertainties and contingencies. There can be no assurance that forward-looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements.

Forward-looking information is provided for the purpose of providing information about management's expectations and plans relating to the future. All of the forward-looking statements made in this MD&A are qualified by these cautionary statements and those made in our other filings with the securities regulators of Canada including, but not limited to, the cautionary statements made in the "Risk Factors" section of this MD&A. These factors are not intended to represent a complete list of the factors that could affect African Gold. Economic analyses (including mineral reserve and mineral resource estimates) in technical reports are based on commodity prices, costs, sales, revenue and other assumptions and projections that can change significantly over short periods of time. As a result, economic information in a technical report can quickly become outdated. African Gold disclaims any intention or obligation to update or revise any forward-looking information or to explain any material difference between subsequent events and such forward-looking information, except to the extent required by applicable law and regulations.

## OVERVIEW

African Gold is a Canadian exploration and development company with a focus on developing a gold platform in West Africa. The Company is focused on the development of the Kobada Gold Project ("Kobada") in Mali.

The highlights from the Company's updated definitive feasibility study technical report (October 2021) on Kobada include:

- Significant Production Potential
  - **3 Mtpa operation** producing **1.2 Moz of gold** over a **16-year Life-of-Mine** ("LOM")
  - Average annual gold production of **100,000 oz over the first 10 years**
- Strong Economics
  - **Pre-tax NPV5% of US\$506 million with an IRR of 45%**
  - **Post-tax-NPV5% of US\$355 million** (57% increase compared to 2020 DFS) with an **IRR of 38%**
  - Pre-production capital requirement of approximately **US\$152 million** (excl. working capital and contingencies)
  - Total project cash flow pre-tax of US\$733 million with net cash flow after tax and capital expenditure of US\$550 million
  - **Capital payback of 2.3 years** upon production commencement
- Environmentally and Socially Responsible
  - A hybrid thermal and solar photovoltaic power plant with battery energy storage, will be funded by an independent power producer
  - Power rate of estimated US\$0.20 per kWh results in estimated savings annually resulting from a 43% reduction in fuel requirement versus conventional thermal power plants
  - Substantial reduction in greenhouse gas emissions through utilization of hybrid power plant, including 39% less carbon dioxide, 34% less carbon monoxide, 39% less sulfur dioxide and 26% less nitrogen oxides than conventional thermal power plant
- Growing Resource with Substantial Exploration Upside
  - **Total proven and probable mineral reserve has increased to 1,252,522 ounces of gold**, a 66% increase from the mineral reserve estimate in the previous definitive feasibility study report titled

“NI 43-101 Technical Report on Kobada Gold Project in Mali” with an effective date of June 17, 2020 (the “2020 DFS”)

- Total measured and indicated resource increase by 44% to 1.71 million ounces and a **Total resource (including inferred resources) increase to 3.1 million ounces**
- High measured and indicated resource to reserve conversion rate of 73%
- Further potential remains to significantly increase the resource and reserve along strike and depth at the Kobada Gold Project
- **Over 5,500 hectares** of prospective mineral trends within trucking distance yet to be explored
- **Over 50 km of new potential mineralized shear zones identified** on Kobada and Kobada Est concessions
- **Faraba and Kobada Est concessions were renewed for 3 years with early exploration indicating the potential to extend shear zones even further**

## HIGHLIGHTS AND SUBSEQUENT EVENTS

### ASX Listing

On May 4, 2022, the Company announced that it intends to seek to list on ASX in the coming months and has received in-principle advice from ASX indicating that subject to satisfaction of certain conditions, the Company would be suitable for listing on ASX. Whilst the final approval of the listing is subject to the Company meeting certain customary requirements of the ASX, the receipt of the in-principle advice allows the Company to move forward with its plans for and preparation of a prospectus for the ASX listing.

### Board Update

The Company has also decided to strengthen its board of directors (the “Board”) with the addition of an Australian domiciled, independent director well known in the investment community and very experienced in guiding companies through the process from developer to producer. The Company is pleased to announce the appointment of Tim Kestell to the Board. Mr. Kestell is an accomplished executive with over 25 years of experience in the capital markets, including working for HSBC, Patersons Securities and Euroz Securities Limited. Mr. Kestell played an instrumental role as a director and an investor in a number of companies in the mining sector, including Capricorn Metals and Emerald Resources NL, enabling the transition from explorer to producer stage. After serving for almost two years and guiding the Company through a critical stage of its strategic process, Mr. Scott Eldridge, Non-Executive Chairman of the Company has made the decision to step down from the Board to pursue other interests. Scott will continue as a consultant on an as-required basis and will maintain existing options awards to expiry. Mr. Jan-Erik Back, Deputy Chairman of the Board will step up to the Chairman role. The Company has granted a total of 1,446,666 stock options to certain directors of the Company pursuant to the Company’s stock option plan. The stock options vest immediately and may be exercised at a price of \$0.10 per option for a period of five years from the date of grant. This grant of options is subject to the approval of the TSX Venture Exchange.

### Warrants

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

## SUMMARY OF QUARTERLY RESULTS

Selected unaudited consolidated financial information for each of the last eight quarters:

Quarter Ended	Revenue	Total assets**	(Loss) for the Period**	(Loss) per Share *,**
	\$	\$	\$	\$
March 31, 2022	Nil	3,262,502	(652,465)	(0.00)
December 31, 2021	Nil	3,883,251	(772,967)	(0.00)
September 30, 2021	Nil	971,999	(848,920)	(0.00)
June 30, 2021	Nil	1,777,752	(917,989)	(0.01)
March 31, 2021	Nil	2,630,183	(1,944,728)	(0.01)
December 31, 2020	Nil	1,720,222	(2,230,323)	(0.02)
September 30, 2020	Nil	3,729,356	(3,261,420)	(0.02)
June 30, 2020	Nil	1,586,110	(2,239,347)	(0.02)

\* (Loss) earnings per share data is basic and diluted.

\*\* During the year ended December 31, 2021, the Company changed its accounting policy from capitalization of exploration and evaluation costs to expensing these costs. The quarterly information above has been restated to reflect the results of this change in accounting policy. See Note 3 of the condensed interim consolidated financial statements for the three months ended March 31, 2022 and 2021 for further details.

The Company's level of activity and expenditures during a specific quarter are influenced by the availability of working capital, the availability of additional external financing, the time required to gather, analyze and report on geological data related to mineral properties, the results of the Company's prior exploration activities on its properties and the amount of expenditure required to advance its projects.

## OVERALL PERFORMANCE

Assets increased from \$1,720,222 as of December 31, 2020 to \$3,883,251 as of December 31, 2021 mainly due to non-brokered private placements for net proceeds of \$7,466,987, offset by operating expenditures.

For a discussion of trends that are reasonably likely to affect the Company's business, see "Liquidity and Capital Resources – Trends" below.

## SELECTED FINANCIAL INFORMATION

The following information has been extracted from the Company's condensed interim consolidated financial statements:

	For the three months ended March 31,	
	2022	2021 (Restated)*
<b>Operations</b>		
Revenue	-	-
Net loss	(648,726)	(1,944,728)
Loss per share	(0.00)	(0.01)
<b>Balance Sheet</b>		
Total assets	3,262,502	3,883,251
Working capital**	2,568,188	1,749,141
Cash dividends declared	NIL	NIL

\* During the year ended December 31, 2021, the Company changed its accounting policy from capitalization of exploration and evaluation costs to expensing these costs. The information related to the three months ended March 31, 2021 has been restated to reflect the results of this change in accounting policy. See Note 3 of the condensed interim consolidated financial statements for the three months ended March 31, 2022 and 2021 for further details.

\*\*Working capital is defined as current assets minus current liabilities. Working capital is a Non-IFRS figure without a standard meaning. Please see "Non-IFRS Measures" below for a reconciliation.

## RESULTS OF OPERATIONS

### Revenues

The exploration properties acquired by the Company are still in the exploration and evaluation stage. Until a property is placed into production, it is not anticipated that AGG will have any material revenue.

### Expenses

	For the three months ended March 31,	
	2021	2021
<b>Expenses</b>		
Administrative and general	98,635	158,148
Consulting and personnel costs	216,868	1,222,409
Exploration and evaluation expenditures	312,332	262,386
Amortization	4,752	5,451
Foreign exchange loss	5,361	4,683
Share based payments	14,517	291,651
	<b>652,465</b>	<b>1,944,728</b>

**Consulting and personnel costs** – The decrease in consulting and personnel cost during the three months ended March 31, 2022 compared to the same period in the prior year was due to the termination of office and consulting services with Forbes and Manhattan Bank ("F&M") and changes to the senior management team, that resulted in termination payments of CAD\$953,746 (US\$749,094) during the three months ended March

31, 2021. The termination of these services and changes to the management team resulted in a decrease in consulting and personnel costs for the three months ended March 31, 2022.

**Foreign exchange / loss** – The Canadian dollar and Mali CFA continued to fluctuate in 2022. The Mali CFA weakened during the three months ended March 31, 2022 causing unrealized foreign exchange losses in the three months ended March 31, 2022 on Mali CFA. This was offset by gains realized on the moderate strengthening of the Canadian dollar. The Mali CFA weakened at March 31, 2021 causing unrealized foreign exchange losses in the three months ended March 31, 2021 on Mali CFA cash balances. These foreign exchange losses are reflected in the Condensed Interim Statement of Operations and Comprehensive Loss.

**Administrative and general expenses** – AGG’s administrative and general expenses for the three months ended March 31, 2022 decreased by \$59,513, from the same period in the prior year.

	For the three months ended	
	March 31,	
	2021	2021
Bank and interest charges	\$ 1,292	\$ 2,252
Communication	-	652
Insurance	4,920	2,239
Investor relations	30,946	42,762
Office and general	24,157	208,963
Professional fees	36,657	(36,489)
Rent	-	15,276
Travel	663	(77,507)
	\$ 98,635	\$ 158,148

Within the administrative and general expenses seen above, office and general expenses decreased for the three months ended March 31, 2022, compared to the same period in the previous year due to the termination of an office services agreement resulting in a payment of CAD\$200,000 (US\$157,085) during the three months ended March 31, 2021. During the three months ended March 31, 2021, the Company recorded a recovery of professional fees and travel expenses as the result of the forgiveness of outstanding payable amounts. Investor relations costs were higher during the three months ended March 31, 2021, due to higher shareholder communications activity related to the closing of a private placement in February 2021.

## LIQUIDITY AND CAPITAL RESOURCES

The Company had working capital of \$2,568,188 on March 31, 2022 (December 31, 2021 – \$3,157,766) and cash and cash equivalents of \$2,905,395 (December 31, 2021 - \$3,505,768). The Company closed private placements in the year ended December 31, 2021 and used the proceeds on development of its Kobada gold project and administrative expenses. Specific cash flow fluctuations can be evidenced in the March 31, 2022 condensed interim consolidated financial statements in the Statement of Cash Flows.

At present, the Company has no producing properties and consequently no revenue generating assets or operations. The Company is dependent on the ability to access funds from certain shareholders or potential investors in order to ensure that it can continue to fund ongoing administrative expenses and explore, quantify, and develop any potential assets. Management is confident that it will be able to raise sufficient capital to further explore and develop its properties and projects in future periods when additional funding is required.

Mineral exploration is a speculative venture. There is no certainty that the money spent on exploration and development of mineral projects will result in any discoveries of commercial bodies of ore. The long-term profitability of the Company's operations will in part be related to the success of its exploration programs, which may be affected by a number of factors that are beyond the control of the Company.

The mineral industry is intensely competitive in all its phases. The Company competes with many other mineral exploration companies who have greater financial resources and experience. The market price of precious metals and other minerals is volatile and cannot be controlled.

### NON-IFRS MEASURES

The Company has referred to working capital throughout this document. Working capital is a Non-IFRS performance measure. In the gold mining industry, it is common Non-IFRS performance measure but does not have a standardized meaning. The Company believes that, in addition to conventional measures prepared in accordance with IFRS, we and certain investors use this information to evaluate the Company's performance and ability to generate cash, profits and meet financial commitments. This Non-IFRS measure is intended to provide additional information and should not be considered in isolation or as a substitute for measures of performance prepared in accordance with IFRS. The following tables provide a reconciliation of working capital to the financial statements as of March 31, 2022 and December 31, 2021.

	March 31, 2022	December 31, 2021
<b>Current assets</b>		
Cash and cash equivalents	\$ 2,905,395	\$ 3,505,768
Receivables	19,729	18,851
Prepaid expenses	41,159	57,661
	<hr/> 2,966,283	<hr/> 3,582,280
<b>Current liabilities</b>		
Accounts payable and accrued liabilities	\$ 398,095	\$ 424,514
	<hr/> 398,095	<hr/> 424,514
<b>Working capital, current assets less current liabilities</b>	<hr/> \$ 2,568,188	<hr/> \$ 3,157,766

### CAPITAL RISK MANAGEMENT

The Company includes equity, comprised of issued share capital, share-based payment reserve, warrants, accumulated other comprehensive income and deficit, in the definition of capital. The Company's objective when managing capital is to maintain its ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders.

The Company manages its capital structure and makes adjustments to it based on the funds available to the Company in order 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 and consultants to sustain future development of the business.

The Company's properties are in the exploration stage and, accordingly, the Company is dependent upon external financings to fund activities. In order to carry out planned engineering, test work, advancement, and development of the mining projects, and pay for administrative costs, the Company will spend working capital and expects to raise additional funds from time to time as required.

Management reviews its capital management approach on an ongoing basis and believes that this approach is reasonable given the relative size of the Company. There were no changes in the Company's approach to capital management during the three months ended March 31, 2022. The Company is not subject to externally imposed capital requirements.

## **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 had not taken place on March 31, 2022, these amounts have not been recorded in the condensed interim consolidated financial statements.

## **MINERAL PROPERTY UPDATE**

### **KOBADA**

The Kobada Gold Project is located in southern Mali, approximately 125 km in a straight-line south-southwest of the capital city Bamako and is situated adjacent to the Niger River and the international border with Guinea. The Kobada Gold Project is based on one mining exploitation permit (Kobada) of 136 km<sup>2</sup> and two exploration permits (Faraba and Kobada Est) of 77 km<sup>2</sup> and 45 km<sup>2</sup>, which are wholly owned by AGG Mali SARL, the local Malian company, a 100% owned subsidiary of African Gold. AGG has completed 114,357 metres of diamond, reverse circulation, air core and auger drilling between 2005 and 2012. In 2015, AGG completed a further 1,398 metres of diamond core drilling over 13 diamond drill holes. The current AGG exploration re-commenced in August 2019 and an additional 18,000 metres of exploration drilling has been completed. Gold mineralization is present in the laterite, saprolite, and quartz veins that comprise the project, and in the sulphidic hard rock underneath. There are also placer style deposits in the region.

Kobada is a predominantly free-dig operation, requires limited blasting, and processing of ore will be through a very simple and proven gravity plus CIL plant with recoveries over 95% in both oxides and sulphides. The inclusion of sulphides in this updated DFS, which are free milling and easy to process, opens significant future opportunities within the sulphide resource as well as continuing growth possibilities in the oxides. We are confident in the capital estimates as compared to recent similar completed projects in the region, and these costs remain very competitive for a project of this size. The potential to produce significant free cash flows after tax and low capital expenditure highlights very attractive economics of our Kobada project.

Please refer to the Overview section of this MD&A for our new definitive feasibility study update highlights on the Kobada Gold project. The full NI 43-101 technical report was filed on [www.sedar.com](http://www.sedar.com) on October 18, 2021.

With our updated 2021 definitive feasibility study we have shown that Kobada has the potential to produce over 1.2 million oz of gold over a 16 year mine life while delivering solid economics with post-tax NPV5% of US\$355 million and an IRR of 38%.

## Drilling Results

On February 2, 2021, the Company announced it has successfully completed phase 4A of its drilling program at the Kobada gold project aimed at upgrading the oxide resources in the inferred category to indicated and measured (phase 4A) and to initially prove mineralization at the neighbouring Gosso shear zone (phase 3A).

New drill intersects:

- 39.48 grams per tonne gold over 3.00 m (drill hole KB20-PH4A-34) including 17.90 g/t Au over 1.0 m and 94.00 g/t Au over 1.0 m;
- 1.87 g/t Au over 13.00 m (drill hole KB20-PH4A-38) including 20.10 g/t Au over 1.0 m.

Previously announced highlights:

- Phase 3A: confirmed gold mineralization at the Gosso target and delineated about 750 m of initial strike length. Drill intercepts include:
  - 1.15 g/t Au over 12.50 m (drill hole G20-PH3C-16) including 7.19 g/t Au over 1.30 m;
  - 4.25 g/t Au over 3.10 m (drill hole G20-PH3A-20) including 10.40 g/t Au over 1.20 m;
  - 1.55 g/t Au over 5.20 m (drill hole G20-PH3A-20) including 6.38 g/t Au over 1.00 m;
- Phase 4A: 38 holes drilled to upgrade the inferred oxide resource immediately to the north of the planned open pit at the Kobada concession (see National Instrument 43-101 technical report on Kobada gold project dated June 17, 2020). Drill intercepts include:
  - 1.44 g/t Au over 68.00 m (drill hole KB20-PH4A-6) including 6.73 g/t Au over 1.0 m and 24.60 g/t Au over 1.0 m;
  - 1.98 g/t Au over 60.90 m (drill hole KB20-PH4B-8) including 22.10 g/t Au over 1.0 m and 10.80 g/t Au over 1.5 m;
  - 4.86 g/t Au over 17.00 m (drill hole KB20-PH4A-16) including 46.10 g/t Au over 1.0 m;
- Proven up mineralization along the northern extent of the prolific Kobada shear zone, which will be followed up along its strike by phase 5 drilling.
- High-grade gold mineralization drilled in numerous intersections to the east and to the west of the reported mineral resource estimate in the 2020 DFS will be incorporated in the next mineral resource estimate update for early 2021.

## Overview of drilling program

The Company's exploration drilling program is focused on the following targets:

- Increase the current resource from newly identified shear zones at Kobada, Faraba and Kobada Est concessions (phase 3);
- Upgrading the inferred resources to the measured and indicated category and subsequent conversion to an expanded reserve base of over one million ounces (phases 4A, B and C) in the short term;
- Northward strike extension of the main shear zone at Kobada concession (phase 5).

Exploration activities at the Kobada gold project were focused on continuing to define a new and increased mineral reserve base across the four-kilometre main shear zone, as well as advancing and evaluating several new regional targets. Building on the success of the 2019 drilling program and the additional high-grade mineralization that was defined throughout 2020, the Company has drilled 6,257.50 metres, or approximately 63 per cent of the total planned drilling program, of combined diamond drilling (DD) and reverse circulation (RC) with encouraging results continuing to show deeper-than-anticipated extensions of the orebody. A significantly larger regional exploration program is planned for 2021. The focus will be on evaluating and advancing exploration targets outside the main shear zone area on the recently delineated Gosso target along with several other newly identified targets.

The Company has completed phase 4A drilling aimed at upgrading the inferred resource in oxides to the measured and indicated category at the northern extension of the current pit design at Kobada concessions. After evaluating the results over the next couple of months, the Company intends to continue with planned phase 4B and 4C drilling. The technical team is encouraged with the large number of high-grade intersections at very shallow levels, as well as at deeper levels, but still in the soft rock oxidic saprolite, which extends deeper than originally anticipated, thereby increasing the volume of the known orebody.

The Company's key internal goal for Q1 and Q2 2021 was to further demonstrate the substantial potential for an increased resource base at the Kobada gold project. The Company expects to incorporate the results of the drilling program in the next mineral resource estimate update on track for Q3- 2021 as part of a full update of the Definitive Feasibility Study and NI43-101 technical report.

Phase 3 -- increase resource from newly identified shear zones at Kobada, Faraba and Kobada Est concessions.

The Company has successfully confirmed gold mineralization at the Gosso target and delineated about 750 m of initial strike length. Diamond drilling program at Gosso target shows highly mineralized gold orebody with similar traits to the parallel striking Kobada shear zone (total resource of 2.3 million ounces over four km). Four diamond drill holes (522 m) have been completed and were drilled through the saprolite (soft rock) to intersect the abundant auriferous quartz veins. The Company believes that there is significant extension along strike, and further drilling will seek to delineate this.

Confirmed high-grade gold mineralization, close proximity to the existing resource base (four km east of Kobada shear zone) and significant upside potential, further reinforce management's view of the Gosso shear zone as a highly prospective target for further development of the Kobada gold project. Definition of a mineral resource at the Gosso target is seen as a crucial upside potential for further increase in mine life and production profile of the Kobada gold project.

Drill intercepts from Gosso shear zone include:

- 1.15 g/t Au over 12.50 m (drill hole G20-PH3C-16) including 7.19 g/t Au over 1.30 m;
- 4.25 g/t Au over 3.10 m (drill hole G20-PH3A-20) including 10.40 g/t Au over 1.20 m;
- 1.55 g/t Au over 5.20 m (drill hole G20-PH3A-20) including 6.38 g/t Au over 1.00 m.

Phase 4 -- conversion of the inferred resources to measured and indicated category within the existing resource pit shell, with the goal of expanding the reserve base to over one million ounces.

A significant proportion of the 10,000 m drilling campaign has been allocated to the conversion of the 575,000 oz inferred oxide resources to measured and indicated category. The drilling of the inferred resources in oxides concentrated around the highlighted area (see the image on the Company's website) to increase the level of confidence in the continuity of the mineralized zones and the confidence in the grade of the deposit.

The drilling program has successfully extended the depth of the oxide / sulphide boundary in parts of the orebody from an anticipated 110 m to 180 m, representing a potential 60-per-cent increase. Results from the drilling program indicate good correlation of expected grades of the inferred resource. New mineralized zones outside of the 2020 DFS resource model have been discovered during the drilling program and indicate further upside potential. The Company intends to continue to test new mineralized areas.

Drill intercepts from phase 4 drilling campaign include:

- 1.24 g/t Au over 11.00 m (drill hole KB20-PH4A-4);
- 1.44 g/t Au over 68.00 m (drill hole KB20-PH4A-6) including 6.73 g/t Au over 1.0 m and 24.60 g/t Au over 1.0 m;
- 1.17 g/t Au over 34.00 m (drill hole KB20-PH4A-7) including 10.60 g/t Au over 1.0 m;
- 1.22 g/t Au over 7.90 m (drill hole KB20-PH4B-8) including 6.13 g/t Au over 1.0 m;
- 1.98 g/t Au over 60.90 m (drill hole KB20-PH4B-8) including 22.10 g/t Au over 1.0 m and 10.80 g/t Au over 1.5 m;
- 1.04 g/t Au over 37.00 m (drill hole KB20-PH4A-11) including 8.41 g/t Au over 1.0 m and 7.85 g/t Au over 1.0 m;
- 1.09 g/t Au over 43.50 m (drill hole KB20-PH4A-12) including 9.10 g/t Au over 1.0 m and 9.93 g/t Au over 1.0 m;
- 4.86 g/t Au over 17.00 m (drill hole KB20-PH4A-16) including 46.10 g/t Au over 1.0 m;
- 3.50 g/t Au over 14.00 m (drill hole KB20-PH4A-20) including 38.20 g/t Au over 1.0 m;
- 1.21 g/t Au over 10.00 m (drill hole KB20-PH4A-27);
- 11.95 g/t Au over 4.00 m (drill hole KB20-PH4A-31) including 41.80 g/t Au over 1.0 m;
- 39.48 g/t Au over 3.00 m (drill hole KB20-PH4A-34) including 17.90 g/t Au over 1.0 m and 94.00 g/t Au over 1.0 m;
- 1.87 g/t Au over 13.00 m (drill hole KB20-PH4A-38) including 20.10 g/t Au over 1.0 m.

Phase 5 -- strike extension of the main shear zone at Kobada concession

A detailed study of the airborne magnetic and radiometric survey has led to a reinterpretation of the structural inventory and resulted in a delineation of 55 km of mineralized shear zone structures across the Kobada, Faraba and Kobada Est concessions, representing about 80-per-cent increase to the previously identified shear zones.

A major focus will be to target extensions to the north-northeast of the current resource pit-shell along strike, where regional indicators, including historical artisanal workings are showing strong continuity of the mineralised shear zones.

Three “step-out” holes in Feb 2020 indicated strong potential high-grade extension currently not included in the resource

- 22.20m at 5.25 g/t Au from 78.40m to 100.6m
- 23.80m at 1.57 g/t Au from 110.50m to 134.30m

### **COVID 19 Update**

There have been no confirmed cases of COVID-19 infection reported by any of the Company's employees or contractors. As per Malian regulations, the Company has enacted a strict response plan to ensure the well-being of its employees and contractors.

The Company's activities remain unaffected. On the ground, the work force has been reduced to key personnel only and continues to operate with strict social distancing rules.

The Company will continue to review its response to COVID-19 to ensure the well-being of its employees and the business are safeguarded, especially as lockdown restrictions are lifted and employees start returning to work. The Company continues to work with Malian authorities as restrictions are lifted and international travel is opened up.

## Health and Safety

The Company regards the health and safety of its employees and the communities in which it operates as its highest priority. The company has recorded zero lost time injuries during the quarter, despite increased activity on site. An ongoing comprehensive program of awareness and mitigation of risks continues to be prioritized by the on-site personnel.

There were no significant expenditures on the Faraba property during the three months ended March 31, 2022 or March 31, 2021. The exploration and evaluation costs associated with the Kobada property during the three months ended March 31, 2022 and 2021 are as follows:

<b>Kobada</b>	<b>Three months ended March 31, 2022</b>	<b>Three months ended March 31, 2021</b>
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
<b>Total expenditures</b>	<b>\$ 312,332</b>	<b>\$ 262,386</b>

## USE OF FINANCIAL INSTRUMENTS, OFF BALANCE SHEET ARRANGEMENTS AND CONTRACTUAL OBLIGATIONS

The Company has not entered into any specialized financial agreements to minimize its investment risk, currency risk or commodity risk. There are no off-balance sheet arrangements that are likely to have a material effect or future effect on the Company's financial condition that have not been disclosed in the consolidated financial statements.

Additional disclosure concerning the Company's contractual obligations is provided in Note 5 and Note 1 in the condensed interim consolidated financial statements for the three months ended March 31, 2022 and 2021, copies of which are filed on the SEDAR website at [www.sedar.com](http://www.sedar.com).

## RELATED PARTY TRANSACTIONS

Related party transactions are in the normal course of business and are recorded at the amount agreed to between the parties.

On March 31, 2021, certain structural corporate changes were made to the Company's senior management team.

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 a terminated services agreement. 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.

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

## RISK FACTORS

The Company is in an industry that is exposed to a number of risks and uncertainties, including:

### 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.

The Government of Mali implemented enhanced screening and quarantine measures to reduce the spread of COVID-19 and, on March 20, 2020, prohibited flights coming from countries with confirmed cases of COVID-19. Effective July 25, 2020, the government announced the resumption of commercial air travel and

the re-opening of land borders on July 31, 2020. Certain restrictions, screening and quarantine measures remain in place. A negative COVID-19 Test Certificate not older than 72 hours needs to be provided by the entering traveler.

There have not been any confirmed cases of COVID-19 infection reported by any of the Company's employees or contractors. As per Malian regulations, the Company has enacted a strict response plan to ensure the well-being of its employees and contractors.

The Company regards the health and safety of its employees and the communities in which we operate as our highest priority. The Company's activities remain unaffected. On the ground, the workforce has been reduced to key personnel only and continues to operate with strict social distancing rules.

The Company will continue to review its response to COVID-19 to ensure the well-being of its employees and the business are safeguarded, especially as lockdown restrictions are lifted and employees start returning to work.

#### **Fair Value and Foreign Exchange Risk**

The carrying amount of cash and cash equivalents, receivables, and accounts payable and accrued liabilities approximates their fair value because of the short-term maturities of these items. The Company has operations in Canada, Barbados, and West Africa and as such, transactions are settled in local currencies or the United States Dollar. Given this scenario, AGG's operating businesses and financial reporting results and cash flows are exposed to risks associated with foreign currency fluctuations.

#### **Price Volatility**

Any future earnings will be directly related to the price of precious and base metals. Such prices fluctuate over time and are affected by numerous factors beyond the control of the Company.

#### **Political and Economic Risk**

The Company's operations in West Africa are affected by West Africa's unpredictable and potentially unstable political and economic environment. There is the risk that this situation could deteriorate further and adversely affect the Company's operations.

#### **Environmental**

Operations, development, and exploration projects could potentially be affected by environmental laws and regulations of the country in which activities are undertaken. The environmental standards continue to change, and the global trend is to a longer, more complex process. Although the Company continuously reviews environmental matters and undertakes to comply with changes as expeditiously as possible, there is no assurance that existing or future environmental regulations will not materially adversely affect AGG's financial conditions, liquidity, or results of operations.

Certain environmental issues, such as storm events, storage seepage, dust and noise emissions, while having been assessed and strategies based on best practices have been adopted, there can be no assurance an unforeseen event will occur which could have a material effect on the viability of the Company's business and affairs.

#### **Licenses and Permits, Laws and Regulations**

The Company's exploration activities require permits and approvals from various government authorities, and are subject to extensive federal, state and local laws and regulations governing prospecting, development, production, transportation, exports, taxes, labour standards, occupational health and safety, mine safety and

other matters. Such laws and regulations are subject to change, can become more stringent and compliance can therefore become more time consuming and costly. In addition, the Company may be required to compensate those suffering loss or damage by reason of its activities. There can be no assurance that the Company will be able to maintain or obtain all necessary licenses, permits and approvals that may be required to explore and develop its properties, commence construction or to operate its mining facilities.

The costs and potential delays associated with obtaining or maintaining the necessary authorizations and licenses and complying with these authorizations, licenses and applicable laws and regulations could stop or materially delay or restrict the Company from proceeding with the exploration of its mineral properties. Any failure to comply with applicable laws, regulations, authorizations or licenses, even if inadvertent, could result in interruption or termination of exploration, development or mining operations or logistics operations, or material fines, penalties or other liabilities that could have a material adverse effect on the Company's business, reputation, properties, results of operations, financial condition, prospects or community relations. Claims, lawsuits, and injunctions may be brought by parties looking to prevent the Company from advancing its projects. The Company can make no assurance that it will be able to maintain or obtain all of the required mineral licenses and authorizations on a timely basis, if at all.

#### **Illegal Miners**

The Company's mining concessions are held in remote areas of Mali where artisanal and illegal miners are present. As the Company further explores and advances mining projects towards production, the Government must evict or negotiate with illegal miners operating on the Company's mining concessions illegally. There is risk that such illegal miners may oppose the Company's operations and efforts to evict them from the Company's mining concessions may result in violence, the destruction of the Company's property, the physical occupation of the Company's current mine or a disruption to the planned development and/or to mining and processing operations; all of which could have a material adverse effect on the Company.

#### **Mineral Resource and Mineral Reserve Estimates May be Inaccurate**

There are numerous uncertainties inherent in estimating mineral resources and mineral reserves, including many factors beyond the control of the Company. Such estimates are a subjective process, and the accuracy of any mineral resource or mineral reserve estimate is a function of the quantity and quality of available data and of the assumptions made and judgments used in engineering and geological interpretation. These amounts are estimates only and the actual level of mineral recovery from such deposits may be different. Differences between management's assumptions, including economic assumptions such as metal prices and market conditions, could have a material adverse effect on the Company's financial position and results of operations.

#### **Title to Properties**

The acquisition of title to resource properties is a very detailed and time-consuming process. There is no guarantee that such title will not be challenged or impaired. There may be challenges to the title of the properties in which the Company may have an interest, which, if successful, could result in the loss or reduction of the Company's interest in the properties.

#### **Going Concern**

As is common with exploration companies, the Company's ability to continue its on-going and planned exploration activities and continue operations as a going concern, is dependent upon the recoverability of costs incurred to date on mineral properties, the existence of economically recoverable reserves, and the ability to obtain necessary equity financing from time to time.

**Competition**

The Company competes with many other mining companies that have substantially greater resources than the Company. Such competition may result in the Company being unable to acquire desired properties, recruit or retain qualified employees or acquire the capital necessary to fund its operations and develop its properties. The Company's inability to compete with other mining companies for these resources would have a material adverse effect on the Company's results of operation and business.

**Dependence on Outside Parties**

The Company has relied upon consultants, engineers, and others, and intends to rely on these parties for development, construction, and operating expertise. Substantial expenditures are required to establish mineral reserves through drilling, to carry out environmental and social impact assessments, to develop metallurgical processes to extract the metal from the ore. If such parties' work is deficient or negligent or is not completed in a timely manner, it could have a material adverse effect on the Company.

**Share Price Fluctuations**

The market price of securities of many companies, particularly exploration stage companies, experience wide fluctuations in price that are not necessarily related to the operating performance, underlying asset values or prospects of such companies. There can be no assurance that fluctuations in the Company's share price will not occur.

**Conflicts of Interest**

Certain of the Company's directors and officers serve or may agree to serve as directors or officers of other companies and, to the extent that such other companies may participate in ventures in which the Company may participate, the directors of the Company may have a conflict of interest in negotiating and concluding terms respecting such participation.

**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.

**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 and current liabilities of \$398,095. As outlined in Note 2 of the condensed interim consolidated financial statements for the three months ended March 31, 2022 and 2021, 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 mainly Harmonized Sales Tax (HST) rebates from the Government of Canada; accordingly, there have been no allowance for doubtful accounts recorded.

## **CRITICAL ACCOUNTING POLICIES AND ESTIMATES**

During the year ended December 31, 2021, the Company changed its accounting policy of capitalizing exploration and evaluation expenditures to expensing these costs. See Note 3 to the annual consolidated financial statements for details.

Management is often required to make judgments, assumptions and estimates in the application of generally accepted accounting principles that have a significant impact on the financial results of AGG. A comprehensive discussion of AGG's significant accounting policies is contained in Note 4 to the annual consolidated financial statements.

As is common with exploration companies, the Company's ability to continue its on-going and planned exploration activities and continue operations as a going concern, is dependent upon the recoverability of costs incurred to date on mineral properties, the existence of economically recoverable reserves, and the ability to obtain necessary equity financing from time to time. Should the Company be unable to continue as a going concern, amounts realized from disposal of its assets (primarily its mining properties) on a liquidation basis may be significantly less than their carrying amounts.

Management continues to pursue various alternatives, including private placements, to raise capital. It is not possible to determine with certainty the success or adequacy of this or other initiatives.

The following is a discussion of the accounting estimates that are critical in determining AGG's financial results.

### **Impairment**

Assets, including property and equipment, are reviewed for impairment whenever events or changes in circumstances indicate that their carrying amounts exceed their recoverable amounts.

In the determination of carrying values and impairment charges, management looks at the higher of recoverable amount or fair value less costs to sell. These determinations and their individual assumptions require that management make a decision based on the best available information at each reporting period.

### **Disclosure Controls and Procedures and Internal Controls over Financial Reporting**

There were no significant changes to the Company's internal control over its financial reporting for the three months ended March 31, 2022, which have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

As of March 31, 2022, the Company evaluated its disclosure controls and procedures and internal control over financial reporting. These evaluations were carried out under the supervision of the Company's chief executive officer and chief financial officer. Based on these evaluations, the chief executive officer and chief

financial officer concluded that the design and operation of these internal controls and procedures and internal control over financial reporting was effective.

### **Recent Accounting Pronouncements**

The International Accounting Standards Board ("IASB") or the International Financial Reporting Interpretations Committees ("IFRIC") have issued a number of new or revised standards or interpretations that have been adopted by the Company.

### **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.

### **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.

#### **DISCLOSURE OF OUTSTANDING SHARE DATA**

The following is for disclosure of information relating to the outstanding securities of the Company as at the date of this MD&A:

- 216,597,044 common shares issued and outstanding.
- 59,299,729 warrants outstanding. If all the warrants were exercised 59,299,729 common shares would be issued for gross proceeds of \$18,101,062.
- 13,030,000 stock options outstanding. If all the options were exercised, 13,030,000 common shares would be issued for gross proceeds of \$3,018,367.