AXMIN Inc.

Consolidated Financial Statements
Years ended December 31, 2019 and 2018

(Expressed in United States dollars)

Independent Auditor's Report

To the Shareholders of Axmin Inc.:

Opinion

We have audited the consolidated financial statements of Axmin Inc. and its subsidiaries (the "Company"), which comprise the consolidated statements of financial position as at December 31, 2019 and December 31, 2018, and the consolidated statements of income (loss) and comprehensive income (loss), changes in shareholders' equity (deficit) and cash flows for the years then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Company as at December 31, 2019 and December 31, 2018, and its consolidated financial performance and its consolidated cash flows for the years then ended in accordance with International Financial Reporting Standards.

Basis for Opinion

We conducted our audits in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audits of the consolidated financial statements in Canada, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Material Uncertainty Related to Going Concern

We draw attention to Note 1 in the consolidated financial statements, which indicates that the Company had working capital of $761,352 and accumulated deficit of $158,679,471 and expects to incur further losses in the development of its business. As stated in Note 1, these events or conditions, along with other matters as set forth in Note 1, indicate that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

Other Information

Management is responsible for the other information. The other information comprises Management's Discussion and Analysis.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audits of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audits or otherwise appears to be materially misstated. We obtained Management's Discussion and Analysis prior to the date of this auditor's report. If, based on the work we have performed on this other information, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

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

In preparing the consolidated financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Canadian generally accepted auditing standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with Canadian generally accepted auditing standards, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audits and significant audit findings, including any significant deficiencies in internal control that we identify during our audits.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

The engagement partner on the audit resulting in this independent auditor's report is Jenny Lee.

Vancouver, British Columbia

MNP LLP

June 9, 2020

Chartered Professional Accountants

Consolidated Statements of Financial Position

(Expressed in United States dollars)

	As at December 31, 2019	As at December 31, 2018
Assets	**$**	$
Current assets		
Cash and cash equivalents	**1,281,755**	1,059,425
Receivables *(note 5)*	**5,515**	276,247
Prepaid expenses	**15,182**	44,933
	1,302,452	1,380,605
Long term assets		
Deposits *(note 8)*	**6,160**	-
Right- of-use assets *(note 8)*	**216,802**	-
Equipment *(note 7)*	**45,737**	-
Total Assets	**1,571,151**	1,380,605
Liabilities and Shareholders' Equity		
Current liabilities		
Accounts payable and accrued liabilities	**232,528**	260,358
Amounts due to related parties *(note 10)*	**266,724**	184,424
Lease liability *(note 8)*	**41,848**	-
	541,100	444,782
Lease liability *(note 8)*	**90,490**	-
Total Liabilities	**631,590**	444,782
Shareholders' Equity *(note 9)*		
Share capital	**140,098,443**	140,088,634
Warrants reserve	**7,868,733**	7,868,733
Stock options reserve	**9,920,935**	8,974,207
Deficit	**(158,679,471)**	(157,669,225)
Accumulated other comprehensive income	**1,730,921**	1,673,474
Total Shareholders' Equity	**939,561**	935,823
Total Liabilities and Shareholders' Equity	**1,571,151**	1,380,605

(Nature of operations and going concern – Note 1)
(Commitments and contingencies – Note 6 and 11)
(Subsequent events – Note 16)

See accompanying notes to the consolidated financial statements

On Behalf of the Board of Directors

"Lucy Yan"

Lucy Yan, CEO, CFO and Director

Consolidated Statements of Income (Loss) and Comprehensive Income (Loss)

(Expressed in United States dollars except share and per share data)

For the years ended December 31,	**2019**	2018
	$	$
Revenue		
Royalty income *(note 6)*	**563,028**	1,482,775
Expenses		
Consulting fees	**104,763**	116,829
Depreciation of right-of-use assets *(note 8)*	**17,304**	-
Depreciation of equipment *(note 7)*	**10,788**	-
Director fee	**75,369**	77,178
General admin expenses	**22,937**	21,801
IR expenses	**29,891**	31,599
Lease liability accretion expense *(note 8)*	**12,709**	-
Professional fees	**27,573**	34,775
Project costs	**90,629**	64,036
Rental expenses	**26,819**	25,287
Salaries and wages	**115,362**	66,844
Share-based compensation (*note 9 and 10*)	**949,467**	71,671
Travel expenses	**22,780**	51,534
	1,506,391	561,554
Loss (Income) from continuing operations	**(943,363)**	921,221
Other income (expenses)		
Write off of accrual liabilities	**-**	27,977
Gain on debt settlement (*note 9*)	**-**	215,855
Foreign exchange gain (loss)	**(73,151)**	46,944
Interest income	**6,268**	1,506
	(66,883)	292,282
Net (loss) income	**(1,010,246)**	1,213,503
Other comprehensive income		
Items that will be reclassified subsequently to (loss) income		
Income from discontinued operations, net of income taxes *(note 6b)*	**-**	323,103
Foreign currency translation	**57,447**	(44,407)
Other comprehensive income	**57,447**	278,696
Total Comprehensive (Loss) Income	**(952,799)**	1,492,199
Net (loss) income per common share (basic and diluted)	**(0.007)**	0.009
Weighted average number of common shares (basic)	**134,285,669**	131,321,984
Weighted average number of common shares (diluted)	**134,285,669**	137,001,792

See accompanying notes to the consolidated financial statements

Consolidated Statements of Changes in Shareholders' Equity (Deficit)

(Expressed in United States Dollars except share data)

For the years ended December 31,	**2019**		2018	
	Number	**Amount ($)**	Number	Amount ($)
Share Capital				
Authorized: Unlimited common shares				
Issued: Common shares				
Balance, beginning of year	**134,237,381**	**140,088,634**	130,497,381	139,494,998
Shares issued during the year *(note 9)*	**375,000**	**9,809**	3,740,000	593,636
Balance, end of year	**134,612,381**	**140,098,443**	134,237,381	140,088,634
Warrants Reserve				
Balance, beginning and end of year		**7,868,733**		7,868,733
Stock Options Reserve				
Balance, beginning of year		**8,974,207**		8,908,683
Share-based compensation *(note 9)*		**949,467**		71,671
Fair value of options exercised		**(2,739)**		(6,147)
Balance, end of year		**9,920,935**		8,974,207
Deficit				
Balance, beginning of year		**(157,669,225)**		(158,882,728)
Net (loss) income for the year		**(1,010,246)**		1,213,503
Balance, end of year		**(158,679,471)**		(157,669,225)
Accumulated other comprehensive income, net of tax				
Balance, beginning of year		**1,673,474**		1,394,778
Other comprehensive income		**57,447**		278,696
Balance, end of year		**1,730,921**		1,673,474
Shareholders' Equity, end of year		**939,561**		935,823

See accompanying notes to the consolidated financial statements.

Consolidated Statements of Cash Flows

(Expressed in United States Dollars)

For the years ended December 31,	**2019**	2018
	$	$
Operating Activities		
Net income (loss)	**(1,010,246)**	1,213,503
Write off of accrued liabilities	**-**	(27,977)
Fair value of options exercised	**(2,739)**	(6,147)
Gain on loan settlement	**-**	(215,855)
Depreciation of right-of-use assets (note 8)	**17,304**	-
Depreciation of equipment (note 7)	**10,788**	-
Lease liability accretion expense (note 8)	**12,709**	-
Foreign exchange gain	**59,616**	(46,944)
Share-based compensation (note 9)	**949,467**	71,671
	36,899	988,251
Changes in non-cash working capital		
Receivables	**270,486**	333,162
Prepaid expenses	**485**	(31,980)
Deposit	**6,146**	-
Accounts payable and accrued liabilities	**(23,859)**	(1,351,694)
Amounts due to related parties	**78,539**	(5,928)
Net cash (outflow) from operating activities	**368,696**	(68,189)
Investing Activities		
Acquisition of equipment (note 7)	**(39,535)**	-
Net cash (outflow) from investing activities	**(39,535)**	-
Financing Activities		
Interest received	**8,146**	874
Proceeds from share issuance	**-**	9,491
Lease payments on principal portion (note 8)	**(101,572)**	-
Lease payments on interest portion (note 8)	**(12,709)**	-
Net cash inflow (outflow) from financing activities	**(106,135)**	10,365
Effect of exchange rate changes	**(696)**	1,918
Change in cash and cash equivalent during the year	**222,330**	(55,906)
Cash and cash equivalent, beginning of year	**1,059,425**	1,115,331
Cash and cash equivalent, end of year	**1,281,755**	1,059,425

See accompanying notes to the consolidated financial statements.

1. Nature of operations and going concern

AXMIN Inc. ("AXMIN" or the "Company") is incorporated under the Canada Business Company Act and is an international mineral exploration company with an exploration portfolio in central and West Africa. A major portion of the Company's exploration and development costs relate to its Passendro gold project (the "Project" or "Passendro") situated on a portion of the Bambari property in the Central African Republic ("CAR"). The Company holds its interest in this property through its wholly owned CAR registered subsidiaries, Aurafrique SARL ("Aurafrique"), which holds prospecting and exploration permits for the property, and SOMIO Toungou SA, which holds the mining permit for the Passendro project. The corporate office is located in Vancouver at 1111 Alberni Street, Suite 2209, Vancouver, BC, V6E 4V2, Canada.

The Company is in the development stage. Aside from the properties that comprise of the Passendro project, it has not yet determined whether other properties in its exploration portfolio contain resources that are economically recoverable. The recoverability of the amounts shown for mineral properties costs is dependent upon the ability of the Company to secure adequate financing to meet the capital required to successfully complete the exploration and development of the project, the political risk relating to obtaining all necessary permits and maintaining the licences in good standing, the future profitable production or proceeds from the disposition of such properties and its ability to continue as a going concern. In addition, the Company's properties may be subject to sovereign risk, including political and economic uncertainty, changes in existing government regulations to mining which may not uphold the Company's 25-year Mining Permit and the associated contractual agreements, as well as currency fluctuations and local inflation. These risks may adversely affect the investment in the properties and may result in the impairment or loss of all or part of the Company's investment. The Company determined the Passendro project is impaired in its entirety in 2013.

These consolidated financial statements have been prepared using International Financial Reporting Standards ("IFRS") applicable to a "going concern", which assumes that the Company will continue in operation for the foreseeable future and will be able to realize its assets and discharge its liabilities in the normal course of operations. As at December 31, 2019, the Company had working capital of $761,352 (December 31, 2018 - $935,823) and accumulated deficit of $158,679,471 (December 31, 2018 - $157,669,225) and expects to incur further losses in the development of its business. The Company did not have sufficient cash to fund the development of the Passendro Project and its other properties. The Company will require additional financing or other sources of funding, which if not raised, would result in the curtailment of activities. As a result, there is a material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern and accordingly use accounting principles applicable to a going concern.

To date, the Company has raised funds principally through the Gora royalty income, the issuance of shares and sale of assets. In the foreseeable future, the Company will likely remain dependent on the issuance of shares, and the availability of project financing. Management expects that it will be able to fund its immediate cash requirements and will require additional funding to allow the Company to continue future exploration and development activities. However, there can be no assurances that the Company's financing activities will be successful or that sufficient funds can be raised in a timely manner or on terms satisfactory to the Company.

These consolidated financial statements do not include any adjustments related to the recoverability and classification of recorded asset amounts, or to the amounts or classification of liabilities, that might be necessary and material should the Company not be able to continue as a going concern.

2. Basis of preparation

Statement of compliance

These consolidated financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and effective for the year ended December 31, 2019.

Basis of Presentation

The consolidated financial statements have been prepared on the historical cost basis, except certain financial instruments that are measured at revalued amounts or fair value at the end of each reporting period, as explained in the accounting policies below. The Company's accounting policies have been applied consistently in preparing these consolidated financial statements except the adoption of IFRS 16 Leases and IFRIC 23 Uncertainty over Income Tax Treatments effective from January 1, 2019.

These consolidated financial statements of the Company were authorized for issuance by the Board of Directors on June 9, 2020**.**

3. Summary of significant accounting policies

New accounting standard adopted

IFRS 16 Leases:

On January 1, 2019, the Company adopted IFRS 16 – Leases ("IFRS 16") which replaced IAS 17 – Leases and IFRIC 4 – Determining Whether an Arrangement Contains a Lease. IFRS 16 sets out the principles for the recognition, measurement, presentation and disclosure of leases. IFRS 16 eliminates the classification of leases as either operating leases or finance leases for a lessee. Instead, all leases are treated in a similar way to finance leases applied in IAS 17. IFRS 16 does not require a lessee to recognize assets and liabilities for short-term leases (i.e. leases of 12 months or less), leases with certain variable lease payments and leases of low-value assets.

The Company applied IFRS 16 using the modified retrospective method. Under this method, financial information will not be restated and will continue to be reported under the accounting standards in effect for those periods. The Company will recognize lease liabilities related to its lease commitments for its office leases. The lease liabilities will be measured at the present value of the remaining lease payments, discounted using the Company's estimated incremental borrowing rate, resulting in no adjustment to the opening balance of deficit. The associated right-of-use assets will be measured at the lease liabilities amount. The Company has implemented the following accounting policies permitted under the new standard:

Lease liability, right of use assets

At inception of a contract, the Company assesses whether a contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. The Corporation assesses whether the contract involves the use of an identified asset, whether the right to obtain substantially all of the economic benefits from use of the asset during the term of the arrangement exists, and if the Company has the right to direct the use of the asset. At inception or on reassessment of a contract that contains a lease component, the Company allocates the consideration in the contract to each lease component on the basis of their relative standalone prices.

As a lessee, the Company recognizes a right-of-use asset and a lease liability at the commencement date of a lease. The right-of-use asset is initially measured at cost, which is comprised of the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any decommissioning and restoration costs, less any lease incentives received.

The right-of-use asset is subsequently depreciated from the commencement date to the earlier of the end of the lease term, or the end of the useful life of the asset. In addition, the right-of-use asset may be reduced due to impairment losses, if any, and adjusted for certain remeasurements of the lease liability.

A lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted by the interest rate implicit in the lease, or if that rate cannot be readily determined, the incremental borrowing rate. Lease payments included in the measurement of the lease liability are comprised of:

- fixed payments, including in-substance fixed payments, less any lease incentives receivable;
- variable lease payments that depend on an index or a rate, initially measured using the index or rate as at the commencement date;
- amounts expected to be payable under a residual value guarantee;
- exercise prices of purchase options if the Company is reasonably certain to exercise that option; and
- payments of penalties for terminating the lease, if the lease term reflects the lessee exercising an option to terminate the lease.

The lease liability is measured at amortized cost using the effective interest method. It is remeasured when there is a change in future lease payments arising from a change in an index or rate, or if there is a change in the estimate or assessment of the expected amount payable under a residual value guarantee, purchase, extension or termination option. Variable lease payments not included in the initial measurement of the lease liability are charged directly to profit or loss.

The Company has elected not to recognize right-of-use assets and lease liabilities for short-term leases that have a lease term of 12 months or less. The lease payments associated with these leases are charged directly to profit or loss on a straight-line basis over the lease term. As of the initial adoption date of January 1, 2019, the Company does not have any leases that are required to be recognized as assets and liabilities.

3. Summary of significant accounting policies *(continued)*

New accounting standard adopted *(continued)*

IFRIC 23 Uncertainty over Income Tax Treatments

In June 2017, the IFRS Interpretation Committee issued IFRIC 23, which clarifies how the recognition and measurement requirements of IAS 12 Income Taxes are applied where there is uncertainty over income tax treatments. IFRIC 23 becomes effective for annual periods beginning on or after January 1, 2019 and is to be applied retrospectively with early adoption permitted. The adoption of this standard did not have material impact to the Company's consolidated financial statements.

Basis of Consolidation

The consolidated financial statements comprise the financial statements of the Company and its subsidiaries.

Control is achieved when the Company has (i) power over the investee; (ii) is exposed, or has rights, to variable returns from its involvement with the investee and (iii) has the ability to use its power to affects it returns. The Company reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of three elements of control previously mentioned.

Consolidation of a subsidiary begins when the Company obtains control over the subsidiary and ceases when the Company loses control of the subsidiary. Specifically, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated statement of profit or loss and other comprehensive income from the date the Company gains control until the date when the Company ceases control of the subsidiary.

All Intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Company are eliminated in full on consolidation.

The consolidated financial statements include the accounts of the Company and its subsidiaries, as follows:

AXMIN Limited (BVI)	*100% owned*
Aurafrique SARL (CAR)	*100% owned*
SOMIO Toungou SA (CAR)	*100% owned*
AXMIN RCA SARL (CAR) - inactive	*100% owned*
ToPex Limited (BVI) - inactive	*100% owned*

The Company does not have interests in any associated companies or in any joint arrangements with either joint control or significant influence.

The Company is a party to a joint arrangement without joint control or significant influence through its joint venture agreement with Sabodala Mining Company SARL ("SMC"), in Senegal. Although the Company has actual and potential royalty interests in the project, the Company has no power to direct relevant operational and financing activities such as operating policies, capital decisions, key management, appointments or project management, and thus has no joint control or significant influence. The joint venture agreement and royalty interests are described in note 5(b).

Cash and cash equivalents

Cash and cash equivalents in the consolidated statements of financial position comprise cash at banks and highly liquid investments that are readily convertible to known amounts of cash or have maturity dates at the date of purchase of three months or less.

Foreign currency translation

The Company's functional currency is the Canadian dollar and that of all of its subsidiaries is the U.S. dollar. The Company's consolidated financial statements are reported in US dollars, which is the Company's presentation currency. The US dollar was selected as presentation currency in order to facilitate understanding by international users of these consolidated financial statements.

3. Summary of significant accounting policies *(continued)*

Foreign currency translation *(continued)*

Transactions in currencies other than an entity's functional currency are initially recorded at the exchange rate as at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are translated at the closing rate as at the date of the consolidated statement of financial position. All differences are recorded in net earnings or loss. Non-monetary items are translated using the historical exchange rates as at the dates of the initial transactions.

In translating the financial results of the parent company from its functional currency of Canadian dollars to the presentation currency of US dollars, the Company uses the following method: assets and liabilities are translated at the exchange rate in effect as at the date of the consolidated statement of financial position; revenues and expenses are translated at the rate effective at the time of the transaction or the average rate for the year; and shareholders' equity is translated at the rate effective at the time of the transaction. Unrealized gains and losses resulting from the translation to the US dollar presentation currency are included in other comprehensive income.

Mineral properties

Exploration and evaluation assets
Exploration and evaluation costs, including the cost of acquiring licenses, are expensed as exploration costs in the consolidated statement of operations and comprehensive loss until the determination of the technical feasibility, commercial viability and the reasonable assurance of obtaining the exploitation license of the Project. Exploration costs include costs directly related to exploration and evaluation activities in the area of interest. The technical feasibility and commercial viability of extracting a mineral resource is considered to be determinable when economically recoverable reserves are determined to exist, the rights of tenure are current and it is considered probable that the costs will be recouped through successful development and exploitation of the area, or alternatively by sale of the property. This determination is normally evidenced by the completion of a technical feasibility study.

Once the technical feasibility study is completed and there is reasonable assurance that the mining permit is obtained, subsequent exploration and development expenses are capitalized in mineral properties. Upon reaching commercial production, these capitalized costs will be transferred from development properties to producing properties on the consolidated statement of financial position and will be amortized using the unit-of-production method over the estimated period of economically recoverable reserves.

Development costs
Expenditure on the pre-construction work such as early on-site infrastructural upgrades is capitalized in mineral properties.

Carried interest and farm-in arrangements
The Company recognizes its expenditures under a farm-in or carried interest arrangement for exploration and evaluation assets in respect of its interest and that retained by the other party, as and when the costs are incurred. Such expenditures are recognized in the same way as the Company's directly incurred exploration and evaluation expenditures.

Property, plant and equipment

Property, plant and equipment are stated at cost less accumulated depreciation and impairment losses. Cost includes expenditures that are directly attributable to the acquisition of the asset. Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost can be measured reliably.

Depreciation of property, plant and equipment used for exploration and development is capitalized to mineral properties. Depreciation is recorded using the straight-line method based on an estimated useful life of 5 years for vehicles, 10 years for equipment and 25 years for building. Leasehold improvements are amortized on a straight-line basis over the term of the respective lease.

3. Summary of significant accounting policies *(continued)*

Impairment of assets

The Company assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash generating unit's fair value less costs to sell and its value-in-use. Individual assets are grouped for impairment assessment purposes at the lowest level at which there are identifiable cash flows that are largely independent of the cash flows of other groups of assets. Where the carrying amount of an asset or cash generating unit exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. In assessing value-in-use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset.

The Company bases its impairment calculation on detailed budgets and forecast calculations that include commodity pricing, availability of financing, and various other factors, which are prepared separately for each of the Company's cash generating units to which the individual assets are allocated. When the determination of fair value based on cash flow projections are deemed difficult or impossible, management utilizes other methods such as cost per oz compared to peers, cost per oz of net exploration kilometre and recent market transactions. Impairment losses are recognized in the consolidated statement of income (loss) and comprehensive income (loss).

For assets excluding goodwill, an assessment is made at each reporting date as to whether there is any indication that previously recognized impairment losses may no longer exist or may have decreased. If such indication exists, the Company estimates the asset's or cash generating unit's recoverable amount. A previously recognized impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognized. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognized for the asset in prior years. Such reversal is recognized in the consolidated statement of income (loss) and comprehensive income (loss).

Cash generating units with goodwill are tested for impairment annually (as at December 31) and when circumstances indicate that the carrying value may be impaired. Impairment is determined for goodwill by assessing the recoverable amount of each cash generating unit (or group of cash generating units) to which the goodwill relates. Where the recoverable amount of the cash generating unit is less than its carrying amount an impairment loss is recognized. Impairment losses relating to goodwill cannot be reversed in future periods.

Share based payments

The Company grants stock options to directors, officers and employees of the Company under its incentive stock option plan.

The fair value of the instruments granted is measured using Black-Scholes option pricing model, taking into account the terms and conditions upon which the instruments are granted and are expensed over their vesting period. In estimating fair value, management is required to make certain assumptions and estimates regarding such items as the life of options, volatility and forfeiture rates. Changes in the assumptions used to estimate fair value could result in materially different results.

The fair value of the awards is adjusted by the estimate of the number of awards that are expected to vest as a result of non-market conditions and is recognized over the vesting period using an accelerated method of amortization. At each reporting period date, the Company revises its estimates of the number of options that are expected to vest based on the nonmarket vesting conditions including the impact of the revision to original estimates, if any, with corresponding adjustments to equity.

Share-based compensation relating to share options is charged to the consolidated statements of income (loss) and comprehensive income (loss).

Warrants

The warrants are valued based on allocating the proceeds of the issuance between the common share and the common share purchase warrant components by fair valuing each component separately and determining the proceeds to be allocated based on a pro-rata basis. The fair value of warrants is calculated using the Black-Scholes option pricing model and is recognized as warrants.

3. Summary of significant accounting policies *(continued)*

Warrants *(continued)*

Warrants whose exercise price is denominated in Canadian currency are fair valued and carried in the Shareholders' Equity section of the consolidated statements of financial position. Warrants that are denominated in a currency other than the Company's functional currency are fair valued and classified as derivatives in the current liabilities section of the consolidated statements of financial position.

Earnings (loss) per share

Earnings (loss) per common share has been calculated based on the weighted average number of common shares issued and outstanding during the year. Diluted per share amounts are calculated using the treasury stock method whereby proceeds deemed to be received on the exercise of options and warrants in the per share calculation are assumed to be used to acquire common shares at the average market price during the year.

Income taxes

Income tax expense comprises current and deferred tax. Income tax expense is recognized in the consolidated statement of comprehensive loss except to the extent that it relates to items recognized directly in equity, in which case it is recognized in equity.

Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at the reporting date, and any adjustment to tax payable in respect of previous years.

Deferred tax is recognized using the liability method, providing for temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is not recognized on the initial recognition of assets or liabilities in a transaction that is not a business combination. In addition, deferred tax is not recognized for taxable temporary differences arising on the initial recognition of goodwill. Deferred tax is measured at the tax rates that are expected to be applied to temporary differences when they reverse, based on the laws that have been enacted or substantively enacted by the reporting date. Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realized simultaneously.

A deferred tax asset is recognized to the extent that it is probable that future taxable profits will be available against which the temporary difference can be utilized. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

Financial instruments

The Company applies IFRS 9, Financial Instruments, which sets out the accounting standards for the classification and measurement of financial instruments.

Classification and measurement

The Company classifies its financial assets in the following categories: at fair value through profit or loss ("FVTPL"), at fair value through other comprehensive income ("FVTOCI") or at amortized cost. The classification depends on the purpose for which the financial assets were acquired. Management determines the classification of its financial assets at initial recognition.

Equity instruments that are held for trading (including all equity derivative instruments) are classified as FVTPL. For other equity instruments, the Company can make an irrevocable election (on an instrument by-instrument basis) on the day of acquisition to designate them as at FVTOCI.

Financial assets at FVTPL

Financial assets carried at FVTPL are initially recorded at fair value and transaction costs are expensed in the income statement. Realized and unrealized gains and losses arising from changes in the fair value of the financial asset held at FVTPL are included in the income statement in the period in which they arise. Derivatives are also categorized as FVTPL unless they are designated as hedges.

3. Summary of significant accounting policies *(continued)*

Financial instruments *(continued)*

Financial assets at FVTOCI

Investments in equity instruments at FVTOCI are initially recognized at fair value plus transaction costs. Subsequently they are measured at fair value, with gains and losses arising from changes in fair value recognized in other comprehensive income. There is no subsequent reclassification of fair value gains and losses to profit or loss following the derecognition of the investment.

Financial assets at amortized cost

Financial assets at amortized cost are initially recognized at fair value and subsequently carried at amortized cost less any impairment. They are classified as current assets or non-current assets based on their maturity date.

Financial assets are derecognized when they mature or are sold, and substantially all the risks and rewards of ownership have been transferred. Gains and losses on derecognition of financial assets classified as FVTPL or amortized cost is recognized in the income statement. Gains or losses on financial assets classified as FVTOCI remain within accumulated other comprehensive income.

The financial assets are derecognized when the contractual rights to the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Company neither transfers nor retains substantially all of the risks and rewards of ownership and it does not retain control of the financial asset.

Impairment of financial assets

The Company recognizes a loss allowance for expected credit losses on financial assets that are measured at amortized cost. At each reporting date, the Company measures the loss allowance for the financial asset at an amount equal to the lifetime expected credit losses if the credit risk on the financial asset has increased significantly since initial recognition. If at the reporting date, the financial asset has not increased significantly since initial recognition, the Company measures the loss allowance for the financial asset at an amount equal to twelve month expected credit losses. The Company shall recognize in the Consolidated Statements of Operations and Comprehensive Loss, as an impairment gain or loss, the amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognized.

Financial liabilities

All financial liabilities are initially recognised at fair value plus or minus transactions costs that are directly attributable to issuing the financial liability. Financial liabilities are measured at amortised cost, unless they are required to be measured at FVTPL.

The Company initially recognizes financial liabilities on the trade date at which the Company becomes a party to the contractual provisions of the instrument. Financial liabilities are derecognized when their contractual obligations are discharged, cancelled or have expired. Any adjustment to the amortized cost of the financial liability arising from a modification or exchange is recognized in profit or loss at the date of the modification or exchange.

The classification of the Company's financial instruments is as follows:

	Classification
Financial Assets	
Cash and cash equivalents	Amortized cost
Receivables exclude refundable taxes	Amortized cost
Financial Liabilities	
Accounts payable and accrued liabilities	Amortized cost
Amounts due to related parties	Amortized cost
Lease liability	Amortized cost

3. Summary of significant accounting policies *(continued)*

Recent accounting pronouncements not yet effective

The following are accounting standards anticipated to be effective January 1, 2020 or later:

Amendments to IAS 1 and IAS 8: Definition of Material

In October 2018, the IASB issued amendments to IAS 1 Presentation of Financial Statements and IAS 8 Accounting Policies, Changes in Accounting Estimates and Errors to align the definition of 'material' across the standards and to clarify certain aspects of the definition. The new definition states that, 'Information is material if omitting, misstating or obscuring it could reasonably be expected to influence decisions that the primary users of general purpose financial statements make on the basis of those financial statements, which provide financial information about a specific reporting entity.' The amendments to the definition of material are not expected to have a significant impact on the Company's consolidated financial statements.

4. Significant accounting judgments, estimates and assumptions

Significant judgements that the Company's management has made in the process of applying the Company's accounting policies, apart from those involving estimations, that have the most significant effects on the amounts recognized in the Company's consolidated financial statements are as follows:

(a) Going concern
The Company has determined it will continue in operation for the foreseeable future and will be able to realize its assets and discharge its liabilities in the normal course of operations, thus it has the ability to continue as a going concern.

(b) Functional currency
The functional currency for each of the Company's subsidiaries is the currency of the primary economic environment in which the entity operates. The determination of the Company's functional currency requires analyzing facts that are considered primary factors, and if the result is not conclusive, the secondary factors. The analysis requires the Company to apply significant judgment since primary and secondary factors may be mixed.

In determining its functional currency the Company analyzed both the primary and secondary factors, including the currency of the Company's operating costs in both Canada and Africa, and sources of equity financing. The Company has determined the functional currency of the parent is the Canadian dollar and the functional currencies of the wholly owned subsidiaries are US dollars.

The preparation of consolidated financial statements in conformity with IFRS requires management to make estimates and assumptions that affect certain reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of expenses and other income during the reporting periods. These estimates and assumptions are based on management's best knowledge of the relevant facts and circumstances, having regard to prior experiences.

Significant estimates and assumptions used in the preparation of the consolidated financial statements include, but are not limited to:

(a) Deferred income taxes;
(b) Share based compensation valuation assumptions; and
(c) The inputs used in the IFRS 16 lease accounting.

While management believes that these estimates and assumptions are reasonable, actual results may differ from the amounts included in the consolidated financial statements.

(All amounts expressed in United States dollars, except otherwise stated and per share basis)

4. Significant accounting judgments, estimates and assumptions *(continued)*

(a) Deferred taxes

In assessing the probability of realizing income tax assets recognized, management makes estimates related to expectations of future taxable income, applicable tax opportunities, expected timing of reversals of existing temporary differences and the likelihood that tax positions taken will be sustained upon examination by applicable tax authorities. In making its assessments, management gives additional weight to positive and negative evidence that can be objectively verified. Estimates of future taxable income are based on forecasted cash flows from operations and the application of existing tax laws in each jurisdiction. Forecasted cash flows from operations are based on life of mine projections internally developed and reviewed by management. Weight is attached to tax planning opportunities that are within the Company's control, and are feasible and implementable without significant obstacles. The likelihood that tax positions taken will be sustained upon examination by applicable tax authorities is assessed based on individual facts and circumstances of the relevant tax position evaluated in light of all available evidence. Where applicable tax laws and regulations are either unclear or subject to ongoing varying interpretations, it is reasonably possible that changes in these estimates can occur that materially affect the amounts of income tax assets recognized. At the end of each reporting period, the Company reassesses unrecognized and recognized deferred tax assets.

Tax regulation are very complex and changing regularly. As a result, the Company is required to make judgments about the tax applications and probability of certain tax exposure. Also, all tax returns are subject to further government's reviews, with the potential reassessment. All those facts can impact income tax provisions and operation results.

(b) Share based compensation valuation assumptions

Note 9 outlines the significant assumptions with respect to share-based payment expense which include an estimate of the volatility of the Company's shares, the expected life of the options, and the number of options expected to vest which are subject to measurement uncertainty.

(c) The inputs used in the IFRS 16 lease accounting

The significant judgments, estimates, and assumptions made by management applied in the preparation of these consolidated financial statements, specifically as they relate to IFRS 16 Leases, primarily included evaluating the appropriate discount rate to use to discount the lease liability for each lease, as well as determining the lease term, when the lease contained an extension option, and assessing if the Company was reasonably certain that it would exercise the extension option. Significant judgments, estimates, and assumptions over both factors would affect the present value of the lease liabilities upon adoption of the new accounting standard, as well as the associated value of the right-of-use assets.

5. Receivables

The Company's receivables arise from royalty receivable related to Senegal Project (Note 6), goods and services tax and harmonized sales taxes receivable from government taxation authorities as follows:

December 31	**2019**	2018
Interest receivable	**-**	1,838
Royalty income receivable	**-**	268,094
Refundable taxes	**5,515**	6,315
	5,515	276,247

6. Exploration and evaluation assets

a) *Mineral properties*

Central African Republic
AXMIN holds a 100% interest in the Bambari properties which consist of a 25-year Mining Licence (355 sq km), granted in August 2010 and two Exploration Licences, Bambari 1 and 2 (1,240 sq km), also granted in August 2010. The Bambari properties had been the subject of substantial exploration by AXMIN since the discovery of the Passendro project. The Passendro project is situated in the centre of the Mining Licence which is ring-fenced by the two Bambari Exploration Licences.

6. Exploration and evaluation assets *(continued)*

a) *Mineral properties (continued)*

On October 15, 2013, the Government of the CAR signed the Decree No. 13.412, stating that the duration of the validity of the Bambari 1 and 2 Exploration Licences held by Aurafrique SARL, a wholly owned CAR registered subsidiary of the Company, were extended for a period of one year from August 7, 2013 to August 6, 2014.

On October 15, 2013, the Government of the CAR granted SOMIO Toungou SA, a wholly-owned subsidiary of the Company, a one-year extension of the exemption from starting the development and pre-production work at the Passendro Gold Project. The period of the extension of the exemption is valid from January 11, 2014 to January 10, 2015.

On October 18, 2013, the Government has certified that the Mining Licence held by SOMIO Toungou, which was originally granted to the Company on August 5, 2010, remains valid for a period of twenty-five years from the date of the grant.

On November 28, 2016, the Minister of Mines, Energy and Hydraulics of the CAR issued Ministerial Order No 245/16/MMEH/DIRCAB/DGMD, giving an Exemption Certificate of one (1) year to start the development and pre-production work at the Passendro Gold Project to SOMIO Toungou SA, a wholly-owned subsidiary of the Company.

The period of the Exemption is valid within a duration of one (1) year starting from November 28, 2016 to November 27, 2017. On March 26, 2018, the Minister of Mining and Geology issued an executive order No 031/18/MMG/DIRCAB/DGM to grant SOMIO Toungou an extension period of exemption from the development work and productions of the Passendro gold mine for one (1) year, running from March 22, 2018 to March 21, 2019.

Also on November 28, 2016, the Minister of Mines, Energy and Hydraulics of the CAR issued the Ministerial Order No 246/16/MMEH/DIRCAB/DGMD, giving an Exemption Certificate of one (1) year for exploration and research of the primary layer of gold and others related to substances of Licenses of BAMBARI 1 and 2 to Aurafrique SARL, a wholly-owned subsidiary of the Company. The period of the Exemption is valid within duration of one year from November 28, 2016 to November 27, 2017. In 2016, the Company incurred $1,000,000 for the extension of the licenses of BAMBARI 1 and 2, which is included in accounts payable and accrued liabilities in consolidated statements of financial position as of December 31, 2017. On March 26, 2018, the Minister of Mining and Geology issued an executive order No 032/18/MMG/DIRCAB/DGM to grant Aurafrique SARL an extension period of exemption from exploration and research for one (1) year, running from March 22, 2018 to March 21, 2019.

As of December 31, 2019, management is unable to determine when the Minister of Mining and Geology will approve the renewal applications submitted for the Exemption Certificates and there is no assurance that the Company will be successful in obtaining the renewal of the Exemption Certificates. Please refer to Note 16 for further updates.

Force Majeure
In 2012, AXMIN announced that it officially notified the Minister of Mines and Minister of Defence of the Central African Republic, as per its 2006 Mining Convention, of the existence of Force Majeure factors arising from the widely reported rebel activity in the country at that time.

AXMIN's operating camp based in close proximity to Ndassima Village which was temporarily occupied on December 21, 2012 by rebels apparently en route to the major town of Bambari. In April 2013, AXMIN has received confirmed reports that all facilities, tools, equipment and vehicles on site were stolen or destroyed by the rebels or by the locals.

As a result of this rebel activity, camp operations in CAR have been suspended and the Company has been limiting its activities to administrative office activity in Bangui only.

Force Majeure

On October 15, 2013, the Government of the CAR ("Government") officially acknowledged the considerable monetary losses the Company sustained, which was estimated to be approximately US$38 million, at its operations in the capital city of Bangui and at its Ndassima camp located 60 km north of the town of Bambari. In response to those losses, the Government has consented to a compensation of 50 percent of all taxes, rights and taxations, but did not specify the applicable time period. Given the uncertainty of the Government compensation, the Company has not accrued any compensation.

6. Exploration and evaluation assets *(continued)*

a) *Mineral properties (continued)*

Impairment charges on mineral properties
Impairment in the amount of $37,346,576 was recognized as at December 31, 2013 on the Bambari properties to reflect the decrease in their recoverable value as the result of the current political turmoil in CAR. The new government of the CAR might adopt different policies respecting foreign development and ownership of mineral resources. Any such changes in policy may result in changes in laws affecting mining policies, ownership of mineral assets and might extend to expropriation of mineral assets. The recoverable amount of the Company's Bambari properties is $nil based on management's estimate of the asset's fair value less costs to sell ("FVLCD").

As at December 31, 2019, there has been no significant change in the assumptions used to determine the FVLCD since the impairment loss was recognized in 2013.

b) Other exploration, evaluation and development costs disposed or expensed

Mali – discontinued operation

On March 31, 2010, AXMIN and Avion Gold Corporation ("Avion") (AVR-TSX) entered into an agreement for the sale of AXMIN's Kofi Gold Project and other ancillary permits in Mali. The total sales proceeds for the nine permits consist of C$500,000 cash and 4,500,000 common shares of Avion. As of December 31, 2017, eight of the nine permits met the conditions for closing. The consideration for the eight permits represents 95% of the total sale proceeds.

For the year ended December 31, 2018, the Company reassessed the accrued tax liability related to its capital gain generated from the the sale of AXMIN's Kofi Gold Project and other ancillary permits in Mali from 2010. Based on the laws and regulations in Mali and management's best estimate, it is not probable that the reversal of the liability would be challenged by the tax authorities in the future. Therefore, the accrued tax liability of $323,103 has been reversed during the year ended December 31, 2018.

Senegal

In July 2011, through its wholly-owned subsidiary SMC, Teranga Gold Company ("Teranga") earned 80% interest in Sounkounkou, Heremokono and Sabodala NW exploration licences (the "Senegal Project") located in the Birimian belt of eastern Senegal, by spending $6 million on exploration. AXMIN has retained a 20% interest in the Project.

On February 28, 2012, as a result of Teranga advancing the Gora deposit towards development, AXMIN and its joint venture partner SMC had agreed to amend the original 2008 joint venture agreement to more adequately represent AXMIN's interest in the exploration potential of the Senegal licences. The amended joint venture and royalty agreement (the "Agreement") supersedes and replaces the original joint venture agreement. As per the Agreement,

AXMIN had a free-carried interest of $2.5 million, with respect to the Target Areas work costs starting from October 1, 2011, after which both parties are to jointly fund Target Area work costs on a pro-rata basis. As of December 31, 2016, the free-carried interest balance is $nil.

The Agreement also stipulates that AXMIN can make an election to convert its 20% interest in Target Area into a Royalty interest (a "Royalty Election"). If a Royalty Election is made, then SMC must pay to AXMIN a Royalty interest of 1.5% of Net Smelter Returns ("1.5% NSR") from the sale or disposition of Minerals produced in the specified Target Area. SMC will solely fund all finance work costs for each of the Royalty Target Areas (being Target Areas have been made Royalty Election on). As of February 28, 2012, AXMIN elected to take a 1.5% NSR Royalty Interest in the Gora Deposit, located on the Sounkounkou permit.

c) Other exploration, evaluation and development costs disposed or expensed

Senegal

On June 18, 2015, in addition to its royalty interest of 1.5% NSR in the Gora Target Area, AXMIN has elected to convert its 20% interests in another 15 Target Areas into a 1.5% NSR Royalty interest from each Target Area under the Agreement. On January 12, 2016, AXMIN elected to convert its 20% interest in one new Target area into a 1.5% NSR. On January 12, 2016, after this Royalty Election, AXMIN holds a 1.5% NSR on 17 Royalty Target Areas in total and maintains 20% interests of Remainder Areas within the Senegal Project.

(All amounts expressed in United States dollars, except otherwise stated and per share basis)

6. Exploration and evaluation assets *(continued)*

c) Other exploration, evaluation and development costs disposed or expensed (continued)

The Gora Deposit began production in the third quarter of fiscal 2015. Royalty income in the amount of $563,028 has been recognized in the year ended December 31, 2019. (December 31, 2018 - $1,482,775). As of June 2019, the Company's royalty rights have been completed and royalty payments to the Company have ceased.

7. Equipment

	Vehicle	Furniture	Total
Cost	**$**	**$**	**$**
Balance at January 1, 2019 and 2018	-	-	-
Additions	51,457	4,955	56,412
Foreign exchange impact	127	12	139
Balance at December 31, 2019	**51,584**	**4,967**	**56,551**
Accumulated Depreciation			
Balance at January 1, 2019 and 2018	-		-
Depreciation	10,293	495	10,788
Foreign exchange impact	24	2	26
Balance at December 31, 2019	**10,317**	**497**	**10,814**
Carrying Value			
Balance at December 31, 2019	**41,267**	**4,470**	**45,737**
Balance at December 31, 2018	**-**	**-**	**-**

8. Leases – right-of-use assets and lease liabilities

The Company's operating lease obligations at December 31, 2018 is $26,389 which is lease that's considered to be short-term, and as such, the lease obligations recognized on initial application of IFRS 16 on January 1, 2019 is $nil.

Lease contracts that are classified as short-term are not counted under lease obligations. For the year ended December 31, 2019, the Company expensed $39,510 related to leases that are classified as short-term. These expenses have been included in rental expenses and project costs in the consolidated statements of income (loss) and comprehensive income (loss).

The Company leases office in Central African Republic. The lease period for the office space is from July 1, 2019 to March 31, 2026. The Company's right-of-use assets are depreciated on a straight-line basis, over the lease term. The office location is Docteur Cureau Street in Gangui, Central African Republic. The Company has paid $6,160 rent deposit for the lease.

Right-of-use assets

A summary of the changes in the right-of-use assets for the year ended December 31, 2019 is as follow:

	$
Cost	
Balance at January 1, 2019	-
Additions	235,405
Depreciation	(17,304)
Foreign exchange difference	(1,299)
Balance at December 31, 2019	**216,802**

Lease liabilities

On July 1, 2019, the Company entered into lease agreement which resulted in the lease liability of $235,405 (undiscounted value of $303,221, discount rate used is 15%). This liability represents the monthly lease payment from July 1, 2019 to March 31, 2026, the end of the lease term.

(All amounts expressed in United States dollars, except otherwise stated and per share basis)

8. Leases – right-of-use assets and lease liabilities *(continued)*

A summary of changes in lease liabilities for the year ended December 31, 2019 is as follows:

	$
Cost	
Balance at January 1, 2019	-
Additions	235,405
Lease payments on principal portion	(101,572)
Lease payments on interest portion	(12,709)
Lease liability accretion expense	12,709
Foreign exchange difference	(1,495)
Balance at December 31, 2019	**132,338**
Current portion	**41,848**
Long term portion	**90,490**

The following is a schedule of the Company's future lease payments under lease obligations:

	$
2020	55,785
2021	21,561
2022	25,668
2023	25,668
2024	25,668
2025	25,668
2026	7,033
Total undiscounted lease payments	187,051
Less: imputed interest	(54,713)
Total carry value of lease obligations	**132,338**

9. Share capital

The Company is authorized to issue an unlimited number of common shares with one vote per share and no par value per share. Share capital outstanding at December 31, 2019 was 134,612,381 (December 31, 2018: 134,237,381 common shares).

On October 12, 2018, the Company has issued 3.46 million shares at a price of C$0.30 per share total C$1,038,000 (equivalent 800,000) with a combination of a cash payment of US$1.2 million to settle an US$ 2 million account payable. This account payable was for a consultancy agreement (the "Consulting Agreement") to assist AXMIN with securing its ownership of licenses in the Central African Republic on November 15, 2013. Under this Consulting Agreement the consultant was entitled to remuneration upon the successful completion of its services. The total outstanding payments due under this Consulting Agreement amount to US$2 million and were duly recorded in the Company's accounts payable. The Company has benefited from the renewal of its respective licenses and permits and is in good standing with the Government of the Central African Republic. The fair value of the common shares was $584,145, resulting in a gain on debt settlement of $215,855.

The shares issued pursuant to the above-referenced Settlement Agreement will be subject to transfer restrictions under a two (2) year lock-up agreement, during which time the shares may not be sold. The transfer restrictions under the lock-up agreement will expire two (2) years plus one day from the date of grant.

On October 19, 2018, 280,000 stock options were exercised, 100,000 were exercised at a price of C$0.025 and 180,000 were exercised at a price of C$0.05 for gross proceeds of C$11,500 (equivalent $8,776).

On November 14, 2019, 375,000 stock options were exercised at a price of C$0.025 for gross proceeds of C$9,375 (equivalent $7,070). The fair value of these stock options is $2,739 which has been reclassified from stock option reserve to share capital.

Warrants

There were no common share purchase warrants outstanding, issued or exercised during the years ended December 31, 2019 and 2018.

(All amounts expressed in United States dollars, except otherwise stated and per share basis)

9. Share capital *(continued)*

Stock Options

A summary of the changes in options is presented below:

	Number of options	Weighted Average Exercise Price – C$(dollars)
Balance at December 31, 2017	**8,240,000**	**0.04**
Options exercised on October 19, 2018	(280,000)	0.04
Options cancelled on November 15, 2018	(60,000)	0.05
Balance at December 31, 2018	**7,900,000**	**0.04**
Options granted on July 2, 2019	3,750,000	0.60
Options exercised on November 14, 2019	(375,000)	0.025
Balance at December 31, 2019	**11,275,000**	**0.23**

The Incentive Stock Option Plan (the “Plan”) authorizes the Directors to grant options to purchase shares of the Company to directors, officers, employees and consultants. All options granted to directors, officers and employees vest over 18 months from the date of grant and expire five years from the date of issuance. The Plan allows for the maximum number of common shares issuable under the Plan to equal 10% of the issued and outstanding common shares of the Company at any point in time.

On July 2, 2019, the Company granted 3,750,000 stock options to directors, officers and advisors at an exercise price of $0.60 and expiring five years from the date of issue.

500,000 of the options were vested immediately, the remaining 3,250,000 were vested equally over an 18 month period from the date of the grant (25% on the date of grant and 25% on each of the 6 (six) month, 12 (twelve) month and 18 (eighteen) month from the date of grant) and are exercisable in accordance with the terms of the Company’s Stock Option Plan. Share-based compensation expense amounted to $949,467 for the year ended December 31, 2019 (2018 - $71,671).

Fair values of share options were calculated using the Black-Scholes option pricing model with the following assumptions:

	2019	2018
Risk free interest rate	1.32%	1.80%
Expected share market volatility	224%	229%
Expected life of share options (years)	5	5
Dividend yield	0%	0%

As at December 31, 2019, common share stock options held by directors, officers and employees and activity are as follows:

	Outstanding			**Exercisable**	
Exercise prices - C$ (dollars)	Number of options	Exercise price - C$ (dollars)	Remaining contractual life in years	Number of options	Exercise price - C$ (dollars)
0.025	2,625,000	0.025	0.72	2,625,000	0.025
0.05	4,900,000	0.05	2.73	4,900,000	0.05
0.60	3,750,000	0.60	4.51	1,312,500	0.60
	11,275,000	0.23	2.85	8,837,500	0.12

(All amounts expressed in United States dollars, except otherwise stated and per share basis)

10. Related party transactions and balances

Related party balances

	December 31, 2019	December 31, 2018
	$	$
Director (a)	**5,644**	9,163
CEO (b)	**261,080**	175,261
Total due to related parties	**266,724**	184,424

(a) Balances consist of director fees, expense reimbursement and expected receivable from option exercise from the current director.

(b) Balance consists of consulting fees due to the current CEO.

(c) As of December 31, 2019, the Company's significant shareholder, Dickson Resources Limited ("Dickson"), held 45,000,000 common shares (December 31, 2018 – 45,000,000) representing approximately 33% of AXMIN's issued and outstanding common shares on a non-dilutive basis.

(d) As of December 31, 2019, the Company's other significant shareholder, Shanghai Shenglin Trading Co., Ltd., held 20,000,000 common shares (2018–20,000,000 common shares) representing approximately 15% of AXMIN's issued and outstanding common shares on a non-dilutive basis.

(e) As of December 31, 2019, the Company's other significant shareholder, AOG Participations BV ("AOG"), a wholly-owned subsidiary of the Addax and Oryx Group Limited, held 15,001,938 common shares (December 31, 2018 - 15,001,938 common shares) representing approximately 11% of AXMIN's issued and outstanding common shares on a non-dilutive basis.

Related party transactions

Compensation of key management personnel

The Company has identified its directors and senior officers as its key management personnel. The remuneration of directors and senior officers during the years were as follows:

	2019	2018
	$	$
Share-based payments	**464,059**	71,671
Consulting fees	**75,369**	113,645
Director fees	**75,370**	77,178
	614,798	262,494

These transactions were entered into in the normal course of operations and were recorded at the exchange amount established and agreed to between the related parties.

11. Contingencies

In the ordinary course of business activities, the Company is subject to various claims, including those related to income and other taxes of its foreign subsidiaries. Management believes that adequate provisions are recorded in the accounts where required and where estimable. However, there can be no assurance that the Company will not incur additional expenses.

In July 2019, AXMIN received through SMC, a tax notification from the Senegalese tax authorities. The Senegalese tax authorities considers that AXMIN, as a result of the royalties paid to it by SMC, is required to declare and pay corporate income tax in Senegal. In 2020, AXMIN obtained a tax opinion from the Senegal office of a major global accounting firm that the royalties received by AXMIN cannot be taken as revenues from the exploitation or concession of exploitation of mineral deposits located in Senegal, and therefore, AXMIN concludes that it is not liable for any taxes claimed by the Senegalese tax authorities.

(All amounts expressed in United States dollars, except otherwise stated and per share basis)

12. Segmented information

The Company has one reportable operating segment: mineral exploration and development. There were no exploration activities in CAR due to the force majeure mentioned in Note 5a.

The Company's comprehensive income (loss) by geographic locations for the years ended December 31, 2019 and 2018 are as follows:

Net Income (loss)	**Year ended December 31, 2019**	Year ended December 31, 2018
Canada	**$ (837,582)**	$1,312,123
Central African Republic	**(172,664)**	(98,620)
Total	**$(1,010,246)**	$1,213,503

The Company's non-current assets by geographic locations for the years ended December 31, 2019 and 2018 are as follows:

Non-Current Assets	**Year ended December 31, 2019**	Year ended December 31, 2018
Canada	**$ -**	$ -
Central African Republic	**268,699**	-
Total	**$ 268,699**	$ -

13. Capital management

The Company manages its cash and cash equivalents, common shares, stock options, and warrants as capital. The policy of the board of directors of the Company is to maintain a strong capital base so as to sustain future development of the business and maintain investor, creditor and market confidence. To meet these objectives the Company monitors its financial position on an ongoing basis.

As at December 31, 2019, the Company's capital primarily consisted of cash and cash equivalents in the amount of $1,281,755 and receivables in the amount of $5,515. The Company's primary objectives when managing capital are to safeguard the Company's ability to meet its immediate cash requirements, and to perform exploration and development on its properties as well as maintain market confidence.

As at December 31, 2019, the Company had working capital of $761,352, but it did not have sufficient cash to fund the development of its properties. The Company will require additional financing or other sources of funding, which if not raised, would result in the curtailment of activities. Management reviews its capital management approach on an ongoing basis and believes that this approach is appropriate given the Company's size. The Company is not subject to other externally imposed capital requirements.

14. Financial instruments and risk management

(a) Credit risk

Credit risk is the risk of financial loss to the Company if the counterparty to a financial instrument fails to meet its contractual obligations.

The Company minimizes its exposure to credit risk by keeping the majority of its cash and cash equivalents as cash on deposit with a major Canadian chartered bank and Ecobank in Central African Republic. Management expects the credit risk to be minimal.

(b) Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its obligations associated with financial liabilities. The Company's objective is to maintain sufficient liquid resources to meet operational requirements. As of December 31, 2019, the Company had cash and cash equivalents of $1,281,755 (December 31, 2018: $1,059,425), and the Company have sufficient cash on hand to discharge its current liabilities. As of December 31, 2019, the Company had working capital of $761,352 (December 31, 2018 - $935,823 working capital).

(c) Market risk

Market risk consists of foreign currency risk, interest rate risk, and commodity price risk. The objective of market risk management is to manage and control market risk exposures within acceptable limits while maximizing returns. The Company is not subject to any commodity price risk at this time.

(All amounts expressed in United States dollars, except otherwise stated and per share basis)

14. Financial instruments and risk management *(continued)*

(i) Foreign currency risk

The functional currency of the Company is the Canadian dollar and the functional currency of its subsidiaries is the United States dollar. The Company's operations expose it to significant fluctuations in foreign exchange rates. The Company's main source of funds are denominated in the Canadian dollar and the Company has monetary assets and liabilities denominated in the Canadian dollar, UK pound sterling, United States dollar and the CFA franc. A significant change in the currency exchange rates between the US dollar and foreign currencies could have an effect on the Company's total comprehensive loss.

The Company maintains certain of its cash and cash equivalents in the US dollar, and CFA franc and is thus susceptible to market volatility as cash balances are revalued to the functional currency of the Company. The total amount of cash and cash equivalents held in foreign currency at December 31, 2019 is $1,189,388 in USD and 46,321,733 in CFA franc, .income will increase or decrease by 62,169 given a 5% increase or decrease in the US dollar to Canadian dollar and US dollar to CFA franc respectively

(i) Interest rate risk
The Company has no short-term investments or loans that has variable interest rate, and therefore not subject to interest rate risk fluctuation.

Fair value of financial instruments

The Company uses the following hierarchy for determining and disclosing the fair value of financial instruments which are measured at fair value by valuation technique:

Level 1 – Unadjusted quoted prices in active markets for identical assets or liabilities;

Level 2 – Inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., as derived from prices); and

Level 3 – Inputs for the asset or liability that are not based on observable market data (unobservable inputs).

Financial instruments of the Company carried on the Consolidated Statements of Financial Position are all carried at amortized cost. There are no significant differences between the carrying value of these financial instruments carried at amortized cost and their estimated fair values as at December 31, 2019 and 2018 due to the short term nature of the instruments.

15. Income taxes

The following table reconciles the expected income tax expense (recovery) at the Canadian statutory income tax rates to the amounts recognized in the consolidated statements of operations and comprehensive loss for the years ended December 31, 2019 and 2018:

		2019		**2018**
Net income (loss) before tax from continuing operations	**$**	**(1,010,246)**	**$**	**1,213,503**
Statutory tax rate		**27%**		**27%**
Expected income tax (recovery)		**(272,766)**		**327,646**
Non-deductible items		**260,333**		**21,348**
Change in estimates		**30,232**		**12,556**
Foreign tax rate difference		**(4,309)**		**(1,413)**
Losses expired		**8,403**		**-**
Effect on foreign exchange		**(196,098)**		**371,205**
Change in deferred tax assets not recognized		**174,205**		**(731,342)**
Total tax expense	**$**	**-**	**$**	**-**

The statutory tax rate remains the same at 27%.

Deferred taxes reflect the tax effects of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and their corresponding values for tax purposes.

Deferred tax asset (liabilities) at December 31, 2019 and 2018 are comprised of the following:

(All amounts expressed in United States dollars, except otherwise stated and per share basis)

15. Income taxes *(continued)*

	2019	2018
Non capital loss carry forward	$ 65,431	$ -
Right-of-use assets	(65,431)	-
	$ -	$ -

The Company offsets tax assets and liabilities if and only if it has a legally enforceable right to set off the current tax assets and current tax liabilities or deferred tax assets and liabilities and they relate to taxes levied by the same tax authority.

The unrecognized deductible temporary differences at December 31, 2019 and 2018 are comprised of the following:

	2019	2018
Tax loss carry-forwards – Canada	$ 14,594,401	$ 14,080,810
Tax loss carry-forwards – Foreign Jurisdictions	229,808	218,988
Capital lease liability – Foreign Jurisdictions	132,337	-
Exploration and development – Canada	163,941	188,548
Exploration and development – Foreign Jurisdictions	101,774,677	101,774,677
Property plant and equipment – Canada	51,681	55,971
Unrecognized deductible temporary difference	$ 116,946,845	$ 116,318,994

The Company has non-capital loss carryforwards of approximately $14,594,401 (2018: $14,080,810) which may be carried forward to apply against future income for Canadian income tax purposes, subject to the final determination by taxation authorities, expiring in the following years:

Expiry date	Amount
2028	$ 1,184,408
2029	1,982,040
2030	1,458,720
2031	2,117,995
2032	2,575,785
2033	3,245,642
2034	784,763
2035	650,616
2036	572,151
2037	22,281
	$14,594,401

The Company has net operating loss carryforwards of approximately $229,808 (2018 - $218,988) expiring in 2022, which may be carried forward to apply against future income for Central African Republic tax purposes, subject to the final determination by taxation authorities.

16. Subsequent events

On January 30, 2020, the World Health Organization ("WHO") announced a global health emergency because of a new strain of coronavirus originating from Wuhan, China (the "COVID-19 outbreak") and the risks to the international community as the virus spreads globally beyond its point of origin. In March 2020, the WHO classified the COVID-19 outbreak as a pandemic, based on the rapid increase in exposure globally. The full impact of the COVID-19 outbreak continues to evolve as of the date of this report. As such, it is uncertain as to the full magnitude that the pandemic will have on the Company's financial condition, liquidity, and future results of operations. Management is actively monitoring the global situation on its financial condition, liquidity, operations, suppliers, and workforce. Given the daily evolution of the COVID-19 outbreak and the global responses to curb its spread, the Company is not able to estimate the effects of the COVID-19 outbreak on its results of operations, financial condition, or liquidity at this time.

On Feb 13, 2020, 1,950,000 stock options were exercised by a director, 750,000 options exercised at a price of $0.025, and 1,200,000 shares exercised at a price of $0.05.

16. Subsequent events *(continued)*

Throughout 2019, the Company continued to work closely with the Minister of Mining and Geology and other senior officials of the Central African Republic. In December 2019, a site visit of the Passendro property was held at the invitation of the Minister of Mining and Geology with the Company's management, the staff from the Company's local subsidiaries, and local government officials. During the site visit, Company committed to provide funding to assist the local government in purchasing school supplies and repairing infrastructure. Due to the effect of COVID-19 in 2020, a final amount has not been agreed upon.

On January 20, 2020, the Company announced that it signed a Letter of Intent for the development of its Passendro Gold Asset in the Central African Republic (CAR) with AU Metals Limited (AU Metals) a subsidiary of the AU Group Limited, to work together on the results of site survey to define a scoping study based on the situation on site, the results and implications of illegal mining activity and the past exploration and geological analysis performed by the company. The Company is working with AU Metals, as well as other industrial and financial parties, to define what equity capital and debt facility will be required to implement the project in the CAR.

In January 2020, the Company learned informally that the exploration and mining permits held by Aurafrique and Somio Toungou have been withdrawn. The Company has not, at the time of this report, received formal notice of any withdrawal. Later in January 2020, the Company was advised by the Minister of Mining and Geology of the Central African Republic to submit a formal request for legal review of the status of the Company's assets in the CAR. As a result, the Company engaged the local law firm, Cabinet Mboligoumba & Associes, to file the request for legal review with the Conseil d'Etat of the CAR. It should be noted that the entire balance of property, plant and equipment related to the Passendro Gold Asset were written off in the Consolidated Financial Statements for the years ended December 31, 2013 as a result of force majeure conditions in the CAR.

In March 2020, the Company received an invitation by the office of the President of the Central African Republic. Due to the impact of COVID-19 on international travel, the meeting has been delayed.

On April 7, 2020, the Counseil d'Etat ruled that while the government of the CAR does not have the authority to withdraw the Aurafrique and Somio Toungou permits, the Conseil d'Etat did not have the jurisdiction to overturn the withdrawal of the permits.

On April 23, 2020, Cabinet Mboli-Goumba & Associes filed another proceeding before the Conseil d'Etat claiming the invalidity of the contested permits deemed granted to one or more companies while this proceeding were on-going. The Company has not received a ruling on this proceeding. The Company is continuing ongoing discussion with CAR government officials to reach a satisfactory resolution of this matter.

As of the writing of this report, AXMIN continues to maintain operations in the Central African Republic, including its office, country manager, supporting staff and continues to be in contact with the local authorities.

Also see Note 11.

AXMIN Inc.

Management's Discussion and Analysis
Years ended December 31, 2019 and 2018

The following Management's Discussion and Analysis ("MD&A") of AXMIN Inc. ("AXMIN" or the "Company") provides a discussion and analysis of the financial condition and results of operations to enable a reader to assess material changes in the financial condition and results of operations as at and for the years ended December 31, 2019 and 2018. The MD&A should be read in conjunction with the audited consolidated financial statements and notes thereto ("Statements") of AXMIN as at and for the years ended December 31, 2019 and 2018.

The Statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB"). All amounts included in this MD&A are in United States dollars, except where otherwise specified and per unit basis.

This MD&A contains forward-looking information within the meaning of Canadian securities legislation (see "Forward Looking Information" below for a full discussion on the nature of forward-looking information). Information regarding the adequacy of cash resources to carry out the Company's exploration and development programs or the need for future financing are forward-looking information. All forward-looking information, including information not specifically identified herein, is made subject to cautionary language at the end of this document. Readers are advised to refer to the cautionary language included at the end of this MD&A when reading any forward-looking information. The MD&A is prepared in accordance with NI 51-102F1 and has been approved by the Company's board of directors (the "Board of Directors" or the "Board") prior to its release.

This report is dated as of June 9, 2020. Readers are encouraged to read the Company's other public filings, which can be viewed on the SEDAR website (www.sedar.com).

Fiscal Year 2019 Highlights

- During the year ended December 31, 2019, the Company reported royalty income of $563,028 from Gora Projects, compared with $1,482,775 for the same time period of 2018.

- The net loss for the year ended December 31, 2019 was $1,010,246 compared to a net income of $1,213,503 in the same period of 2018.

Business and Summary of Activities

AXMIN is a publicly listed corporation with its shares trading on the TSX Venture Exchange ("TSXV") under the symbol AXM. The Company is an international mineral exploration and development company with a strong focus on the African continent. AXMIN, through its wholly-owned subsidiaries, has exploration projects in the Central African Republic ("CAR") and Senegal. The Company's primary asset is the Passendro gold project situated in the CAR. Due to escalating interreligious conflicts in the CAR, all in-country operations other than administrative functions, carried out in the capital city of Bangui, have been suspended.

In June 2018, Axmin has received confirmation from Teranga that the Government of the Republic of Senegal has granted two new exploration permits under the 2016 Senegalese Mining Code for Sounkounkou and Bransan, encompassing the 17 target areas that the Company shares an interest in with Teranga.

The initial term of the exploration permits is for a period of 4 years with a requisite minimum expenditure commitment during this initial period. Thereafter the exploration permits are renewable two times for consecutive periods not exceeding three years each provided that Teranga has satisfied its work and expenditure commitments. The Bransan perimeter is 337.3km^2 and Sounkounkou is 291.7km^2, which together cover roughly 90% of the prior permit areas.

AXMIN holds a 1.5% NSR on 17 Royalty Target Areas (being Target Areas have been made Royalty Election on) in total and maintains 20% interests of Remainder Areas within the above Senegal permits. Axmin's royalty rights are intended to continue and survive the Joint Venture Agreement and remain tied to the permits themselves, irrespective of title holder.

Since August 2015, Axmin Inc. started to generate the 1.5-per-cent net-smelter-return royalty's income from the Gora deposit. Royalty income in the amount of $4,864,482 has been recognized since Gora Deposit began production. The total royalty income for the year ended December 31, 2019 was $563,028 (for the year ended December 31, 2018 - $1,482,775). The royalty is applied to the production of gold from the Gora deposit, located in the Senegal Republic. The Gora deposit is operated by Axmin's joint venture partner, Sabodala Mining Company SARL, a wholly owned subsidiary of Teranga Gold Corp.

Operations

Central African Republic – Passendro Gold Project

The Company's primary asset is the Passendro gold project, which is situated in the centre of a 25-year Mining License (355 sq km) that was awarded to AXMIN in August 2010. At the same time, the Company was also awarded two, three-year renewable Exploration Licenses, Bambari 1 and 2 (1,240 sq km), which ring fence the Mining License and cover a 90 km strike along the highly prospective Bambari greenstone belt. The Exploration Licenses were issued for an initial term of 3 years and under Article 21 of the CAR Mining Code, the Exploration Licenses are automatically renewable two times each for 3 consecutive years subject to the payment of the rights and obligations provided for by the mining regulations.

On December 24, 2012, the Company officially notified the CAR Minister of Mines and Defence of the existence of a state of Force Majeure due to the escalating rebel activity in the country and the necessity to withdraw its field operations. Since that time, AXMIN has not had access to its Passendro project. The Mining Convention of 2006 and the addendum thereto concluded in August 2010 provide the Company with full protection under the circumstances and, in the event that there is a change of Government in the CAR, the existence of Force Majeure stays work related obligations. It is these circumstances that have caused the Company to suspend all Passendro based operations as well as negotiations with prospective lenders.

Prior to the Force Majeure, the Company was working towards securing financing to develop the Passendro gold project into CAR's first modern gold mine. The following is a brief summary of the status at Passendro gold project as at December 2012. A full description of the Passendro gold project can be found in the Company's audited financial statements for 2014 and 2013, its June 2012 Annual Information Form, the 2011 Bankable Feasibility Study Optimization & Update and its 2009 Mineral Resource Estimate prepared in accordance with National Instrument 43-101 – *Standards of Disclosure for Mineral Projects* ("NI 43-101"). All reports can be accessed under the Company's profile on the SEDAR website at www.sedar.com.

On October 15, 2013, the Government of the CAR signed the Decree No. 13.412, stating that the duration of the validity of the Bambari 1 and 2 Exploration Licences held by Aurafrique SARL, a wholly owned CAR registered subsidiary of the Company, were extended for a period of one year from August 7, 2013 to August 6, 2014.

On October 15, 2013, the Government of the CAR granted SOMIO Toungou SA, a wholly-owned subsidiary of the Company, a one-year extension of the exemption from starting the development and pre-production work at the Passendro Gold Project. The period of the extension of the exemption is valid from January 11, 2014 to January 10, 2015.

On October 15, 2013, the Government of the CAR ("Government") officially acknowledged the considerable monetary losses the Company sustained, which was estimated to be approximately US$38 million, at its operations in the capital city of Bangui and at its Ndassima camp located 60 km north of the town of Bambari. In response to those losses, the Government has consented to a compensation of 50 percent of all taxes, rights and taxations, but did not specify the applicable time period. Given the uncertainty of the Government compensation, the Company has not accrued any compensation

On October 18, 2013, the Government of the CAR certified that the License of Exploitation (the "Mining License") held by SOMIO Toungou SA, which was originally granted to the Company on August 5, 2010 and recorded under the Chronological Code PE001/10 (Registration number 002 of August 5, 2010) by the Department of Mines, remains valid for a period of twenty-five years from the date of the grant.

On November 28, 2016, the Minister of Mines, Energy and Hydraulics of the CAR issued Ministerial Order No 245/16/MMEH/DIRCAB/DGMD, giving an Exemption Certificate of one (1) year to start the development and pre-production work at the Passendro Gold Project to SOMIO Toungou SA, a wholly-owned subsidiary of the Company. The period of the Exemption is valid within duration of one (1) year starting from November 28, 2016 to November 27, 2017.

Also on November 28, 2016, the Minister of Mines, Energy and Hydraulics of the CAR issued the Ministerial Order No 246/16/MMEH/DIRCAB/DGMD, giving an Exemption Certificate of one (1) year for exploration and research of the primary layer of gold and others related to substances of Licenses of BAMBARI 1 and 2 to Aurafrique SARL, a wholly-owned subsidiary of the Company. The period of the Exemption is valid within duration of one year from November 28, 2016 to November 27, 2017.

On March 26, 2018, the Minister of Mining and Geology issued an executive order No 031/18/MMG/DIRCAB/DGM to grant SOMIO Toungou an extension period of exemption from the development work and productions of the Passendro gold mine for one (1) year, running from March 22, 2018 to March 21, 2019.

On March 26, 2018, the Minister of Mining and Geology issued an executive order No 032/18/MMG/DIRCAB/DGM to grant Aurafrique SARL an extension period of exemption from exploration and research for one (1) year, running from March 22, 2018 to March 21, 2019.

On November 10, 2018 the Company settled an account payable of $2.0 million by making a payment of US$1.2 million and the issuance of 3.46 million shares at a price of C$0.30 per share. A settlement agreement was entered into (the "**Settlement Agreement**") and the transaction relating to the Settlement Agreement received final approval from the TSX Venture Exchange. The US$1.2 million was paid and the 3.46 million shares were issued extinguishing this accounts payable in its totality.

The shares issued pursuant to the above-referenced Settlement Agreement are subject to transfer restrictions under a two (2) year lock-up agreement, during which time the shares may not be sold. The transfer restrictions under the lock-up agreement will expire two (2) years plus one day from the date of grant.

At this current time, the Company's operations at Passendro remain suspended. Axmin is working with the Ministry of Mines and other governmental agencies in the CAR and expects to be operational again in the CAR in the near future. Impairment of $37,346,576 was recognized in December 31, 2013 as a result of the uncertainties at that time. When the Company recommences it's activity this impairment will be re-evaluated.

This impairment recognized in the financial statements does not in any way mean that the Company is relinquishing its rights to the assets and it reflects the utmost conservative view by management on the objective circumstances and will be reviewed once operations recommence and subject to recovery when certain conditions are met pursuant to the accounting standards the Company has adopted.

The Company through its in-country staff have maintained close communications with senior ministers and officials in Bangui and also in Bambari which is the closest city to the Company's asset near Ndassima. AXMIN's country manager Mr Boubacar Sidbe recently meet with the Vice Mayor of Bambari and Sub-prefect to discuss the situation on the ground and express the Company's desire to get back on site. Meetings have also been held with the Mining Minister and Chief of the Office of the Head of State. AXMIN remains confident that stability will eventually return to the country and that the Company will be well positioned and ready to work with the elected government of the CAR to develop a pragmatic mining plan focusing on the extremely high-grade deposits that will be safe for our employees and contractors, have limited capital expenditure and hopefully achieve very profitable returns in a very timely fashion for shareholders.

The Company noted as reported in the world press that the Central African Armed Forces (FACA) had recently been deployed in the city of Bambari and the vicinity. AXMIN regrets the violence that has taken place during this time, and believes that the combination of the FACA and MINUSCA forces on joint patrols should hopefully bring stability to the region enabling the Company to become operational again at Ndassima near Bambari.

On February 2, 2019 the Government of the CAR announced on social media that an agreement for peace had been made at the talks taking place in Khartoum. The Government stated that the agreement would be initialed on Sunday February 3, 2019 and thereafter it was signed in Bangui on February 6th.

The agreement comes after discussions that were facilitated in Khartoum by the African Union and the United Nations with assistance from Russia. The key points of this agreement are:

- An immediate cessation of violence by the armed groups against defence and security forces, UN personnel, humanitarian workers and the general population.
- The armed groups will respect the legitimacy of the CAR's institutions and will disband.
- The Government will analyze the reintegration of the leaders of the armed groups who previously served as civil servants or in the military.
- The Government will set up a Truth, Justice, Reparation and Reconciliation Commission within 90 days.
- The parties to the agreement will undertake to set up mixed security units that will include both the defense and security forces as well as former members of the armed groups.
- A Prime Minister would be appointed who would also be representative of the former armed groups.
- The former armed groups will have the right to start political parties without hinderance.

On April 5, 2019 Aurafrique SARL, the CAR subsidiary of Axmin wrote to his honor Mr Leopold Mboli-Fatran the Minster of Mines requesting another year extension to the exemption from the development work and production of the Company's assets. This request is under review by the Ministry of Mines at this time; and if the security situation continues to improve and specifically if a security solution for Ndassima is implemented, the Company does not believe that this further extension will in fact be necessary.

On April 10, 2019 Axmin appointed Mr. Lifei Jiang as CEO of Somio Toungou S.A and CEO of Aurafrique SARL in Central African Republic and Mr. Jean Qian as Board Secretary and CEO Assistant of Axmin Inc. These appointments were made to assist Axmin with augmenting its in country operations as the Company believes the region of the Passendro asset will be secure in the very near future enabling Axmin to get back to work in the CAR.

The Company has prepared and presented a Site Recovery and initial project plan to the Executive and to the Ministry of Mines in the CAR. Axmin is working directly with the Government to return to work at Passendro imminently. The Company is fully prepared to recommence activities as soon as the Government of the CAR is confident of the security solution that is being put in place.

On May 6, 2019 AXMIN announced that it has commenced the formal process for the selection of a strategic partner or partners for the development of the Passendro asset in the CAR as the company had clarity on its return to operations in the CAR.

On May 20, 2019 the Government of the CAR announced that it had successfully established a FACA military base at Kaga Bandoro without violence after an absence of 5 years from this area. The Company is delighted with this development as it should provide a key strategic base to establish security in the Bambari, Djiboussi, Katsia and Ndassima corridor in which the Passendro asset is located.

Throughout 2019, the Company continued to work closely with the Minister of Mining and Geology and other senior officials of the Central African Republic. In December 2019, a site visit of the Passendro property was held at the invitation of the Minister of Mining and Geology with the Company's management, the staff from the Company's local subsidiaries, and local government officials. During the site visit, Company committed to provide funding to assist the local government in purchasing school supplies and repairing infrastructure. Due to the effect of COVID-19 in 2020, a final amount has not been agreed upon.

On January 20, 2020, the Company announced that it signed a Letter of Intent for the development of its Passendro Gold Asset in the Central African Republic (CAR) with AU Metals Limited (AU Metals) a subsidiary of the AU Group Limited, to work together on the results of site survey to define a scoping study based on the situation on site, the results and implications of illegal mining activity and the past exploration and geological analysis performed by the company. The Company is working with AU Metals, as well as other industrial and financial parties, to define what equity capital and debt facility will be required to implement the project in the CAR.

In January 2020, the Company learned informally that the exploration and mining permits held by Aurafrique and Somio Toungou have been withdrawn. The Company has not, at the time of this report, received formal notice of any withdrawal. Later in January 2020, the Company was advised by the Minister of Mining and Geology of the Central African Republic to submit a formal request for legal review of the status of the Company's assets in the CAR. As a result the Company engaged the local law firm, Cabinet Mboligoumba & Associes, to file the request for legal review with the Conseil d'Etat of the CAR. It should be noted that the entire balance of property, plant and equipment related to the Passendro Gold Asset were written off in the Consolidated Financial Statements for the years ended December 31, 2013 as a result of force majeure conditions in the CAR.

In March 2020, the Company received an invitation by the office of the President of the Central African Republic. Due to the impact of COVID-19 on international travel, the meeting has been delayed.

On April 7, 2020, the Counseil d'Etat ruled that while the government of the CAR does not have the authority to withdraw the Aurafrique and Somio Toungou permits, the Conseil d'Etat did not have the jurisdiction to overturn the withdrawal of the permits.

On April 23, 2020, Cabinet Mboli-Goumba & Associes filed another proceeding before the Conseil d'Etat claiming the invalidity of the contested permits deemed granted to one or more companies while this proceedings were on-going. The Company has not received a ruling on this proceeding. The Company is continuing ongoing discussion with CAR government officials to reach a satisfactory resolution of this matter.

As of the writing of this report, AXMIN continues to maintain operations in the Central African Republic, including its office, country manager, supporting staff and continues to be in contact with the local authorities.

Senegal Joint Venture

On February 28, 2012, AXMIN and its joint venture partner and manager, Sabodala Mining Company SARL ("SMC"), a wholly-owned subsidiary of Teranga Gold Corporation ("Teranga") amended its 2008 joint venture agreement. At the time, Teranga had earned an 80% interest in the Sounkounkou, Heremokono and Sabodala NW explorations licenses (the "Project") located in the Birimian belt of eastern Senegal, by spending US$6 million on exploration. AXMIN has retained a 20% interest in the Project. The amended joint venture and royalty agreement (the "Agreement") supersedes and replaces the original joint venture agreement. Under the terms of the Agreement, AXMIN had a free-carried interest of $2.5 million, with respect to the Project work costs starting from October 1, 2011, after which both parties are to jointly fund the Project work costs on a pro-rata basis. As of September 30, 2017, the free-carried interest balance was $nil.

The 2012 Agreement with SMC includes, among other things, the following terms: (a) both parties agree that their respective interests (Teranga–80% and AXMIN–20%) in the Project are divided into Target Areas (being areas subject to exploration) and Remainder Areas (areas not yet subject to exploration); and (b) that both parties will retain all respective interests in all of these areas, until an election is made by AXMIN to convert its 20% interest in a Target Area into a 1.5% NSR or Royalty Interest ("Royalty Election"). After AXMIN has made a Royalty Election with respect to the Target Area, SMC will solely fund all finance work costs for each of the Royalty Interests.

As of February 28, 2012, AXMIN elected to take a 1.5% NSR Royalty Interest in the Gora Deposit, located on the Sounkounkou permit. In July 2012, the Republic of Senegal declined the application submitted by SMC, the manager, for the extension for the Sabodala NW license, which has now expired and is believed to have been granted by the Senegal Government to a third party.

On September 5, 2014, an extraordinary extension of 24 months for the Heremokono exploration permit has been granted by the Senegal authorities.

On June 18, 2015, in addition to its royalty interest of 1.5% NSR in the Gora Target Area, AXMIN has elected to convert its 20% interests in another 15 Target Areas into a 1.5% NSR from each Target Area. On January 12, 2016, AXMIN elected to convert its 20% interest in one new Target area into a 1.5% NSR. After this Royalty Election, AXMIN holds a 1.5% NSR on 17 Royalty Target Areas (being Target Areas have been made Royalty Election on) in total and maintains 20% interests of Remainder Areas within the Senegal permits. The free carried interest of US$2.5 million granted to AXMIN under the Agreement has been depleted on account of its 20% Participation Interest in respect of all Participation Target Areas (being areas subject to exploration and both parties remain their respective interests (Teranga – 80% and AXMIN – 20%)). No further participation contribution needs to be made by AXMIN beyond this $2.5 million free carried interest with respect to the Participation Target Areas where a Royalty Election has been made.

In 2020, for the Sounkounkou permit, Teranga has indicated to the Company that it is expected to spend approximately US$1 M on exploring two BLEG (Bulk Leach Extractable Gold) anomalies, including the following planned activities:

- +/- 3,000 soil samples
- +/- 5,500 m of excavator trenching
- +/- 3,500 m of RC / DD drilling

Full details of the exploration programs at the Senegal JV can be found on the Teranga website at www.terangagold.com.

In July 2019, AXMIN received through SMC, a tax notification from the Senegalese tax authorities. The Senegalese tax authorities considers that AXMIN, as a result of the royalties paid to it by SMC, is required to declare and pay corporate income tax in Senegal. In 2020, AXMIN obtained a tax opinion from the Senegal office of a major global accounting firm that the royalties received by AXMIN cannot be taken as revenues from the exploitation or concession of exploitation of mineral deposits located in Senegal, and therefore, AXMIN concludes that it is not liable for any taxes claimed by the Senegalese tax authorities.

Senegal JV – Gora Deposit (1.5% Royalty Interest)

In February 2012, AXMIN elected to hold a 1.5% NSR royalty interest in the Gora deposit. Since August 2015, Axmin Inc. started to generate the 1.5-per-cent net-smelter-return royalty's income from the Gora deposit.

During the year ended December 31, 2019, the Company reported royalty income of $563,028 from Gora Projects, compared with $1,482,775 for the same time period of 2018.

As of June 2019, the Company's royalty rights have been completed and royalty payments to the Company have ceased.

Readers are advised that the information about the Gora project contained in this MD&A is based on information publicly disclosed by Teranga and has not been independently verified by the Company. Specifically, as a royalty holder, the Company has limited, if any, access to the Gora project and is dependent on the operator of the property and its qualified persons to provide information to the Company regarding the project or on publicly available information and the Company generally has limited or no ability to independently verify such information.

For a fuller description of the above properties and any other properties in which the Company holds interests, refer to the disclosure in note 6 of the Company's audited consolidated financial statements for the year ended December 31, 2019 and other filings made on the SEDAR website (www.sedar.com).

Recent News

Please refer to the Operations section of this MD&A for the updates on the Company's operations.

Selected Annual Information

The following chart summarizes selected annual financial information:

Balance Sheet:	**Fiscal Year Ended31/12/2019**	**Fiscal Year Ended31/12/2018**	**Fiscal Year Ended31/12/2017**
Total Assets	1,571,151	1,380,605	1,738,742
Total long-term liabilities	(90,490)	-	-
Operation:			
Total revenue	563,028	1,482,775	1,585,578
Net (loss) income from operations	(1,010,246)	1,213,503	1,230,930
Basic and diluted income (loss) per share	(0.007)	0.009	0.009
Dividend per share	-	-	-

Summary of Quarterly Results

The results of operations are summarized in the following tables, which have been prepared in accordance with IFRS.

In thousands of US dollars, except per share amounts	**2019 4th quarter**	**2019 3rd quarter**	**2019 2nd quarter**	**2019 1st quarter**
Statements of operations and comprehensive loss				
Net income (loss) from operations for the period	(460,992)	(790,223)	(81,536)	322,505
Net income (loss) per share from operations	(0.00)	(0.01)	(0.00)	0.00
Statement of financial position				
Working capital surplus	761,352	1,101,346	1,168,496	1,283,718
Total assets	1,571,151	1,559,078	1,674,269	1,707,026

In thousands of US dollars, except per share amounts	**2018 4th quarter**	**2018 3rd quarter**	**2018 2nd quarter**	**2018 1st quarter**
Statements of operations and comprehensive loss				
Net income (loss) from continuing operations for the period	414,667	(12,277)	437,586	373,527
Net income (loss) per share from continuing operations	0.00	(0.00)	0.00	0.00
Statement of financial position				
Working capital surplus (deficit)	935,823	777,226	(362,169)	(794,240)
Total assets	1,380,605	1,628,833	2,527,173	2,135,231

Financial Results

For the year ended December 31, 2019, Axmin reported royalty income of $563,028 from Gora Projects, compared with $1,482,775 for the same time period of 2018.

The net loss for the year ended December 31, 2019 was $1,010,246 compared to net income of $1,213,503 in the same period of 2018, a decrease in the net income of $2,223,749. The decrease in net income was mainly due to:

- Decreased in royalty income of $919,747 to $563,028 in the year ended December 31, 2019 from $1,482,775 in the same period of 2018.
- Increased in share-based compensation expense on stock option issued during 2019 of $877,796 to $949,467 in the year ended December 31, 2019 from $71,671 in the same period of 2018. This increase was due to the 3,750,000 stock options granted to directors, officers and advisors on July 2, 2019.
- The one time adjustment in 2018, the Company reassessed the accrued tax liability related to its capital gain generated from the sale of AXMIN's Kofi Gold Project and other ancillary permits in Mali from 2010. Based on the laws and regulations in Mali and management's best estimate, it is not probable that the reversal of the liability would be challenged by the tax authorities in the future. Therefore, the accrued tax liability of $323,103 has been reversed during the year ended December 31, 2018.
- The one time adjustment in 2018, the Company has issued 3.46 million shares at a price of C$0.30 per share total C$1,038,000 (equivalent 800,000) with a combination of a cash payment of US$1.2 million to settle an US$ 2 million account payable. This account payable was for a consultancy agreement (the "Consulting Agreement") to assist AXMIN with securing its ownership of licenses in the Central African Republic on November 15, 2013. Under this Consulting Agreement the consultant was entitled to remuneration upon the successful completion of its services. The total outstanding payments due under this Consulting Agreement amount to US$2 million and were duly recorded in the Company's accounts payable. The Company has benefited from the renewal of its respective licenses and permits and is in good standing with the Government of the Central African Republic. The fair value of the common shares was $584,145, resulting in a gain on debt settlement of $215,855.

Under IFRS, exploration, evaluation and development costs for all projects are expensed as incurred and incurred only at the point when a Bankable Feasibility Study ("BFS") is completed and the mining exploitation permit is obtained. Consequently, only acquisition, exploration and development costs relating to Bambari (Passendro) gold project are capitalized from the point the mining permit is granted and the BFS is completed. However, The entire balance of property, plant and equipment related to the Passendro Gold Asset were written off in the Consolidated Financial Statements for the years ended December 31, 2013 as a result of force majeure conditions in the CAR. All other exploration expenditures incurred for other projects are expensed as incurred.

During the year ended December 31, 2019 and 2018, the Company did not capitalize any exploration and development costs to mineral properties relating to the Bambari properties.

Total current liabilities at December 31, 2019 amounted to $541,100 compared to $444,782 at December 31, 2018.

Exploration and Evaluation Assets and Expenditures

a) *Exploration and evaluation assets*

AXMIN holds a 100% interest in the Bambari properties which consist of a 25-year Mining Licence (355 sq km), which was granted in August 2010 and remains valid up to date, and two Exploration Licences, Bambari 1 and 2 (1,240 sq km), which were also granted in August 2010 and remains valid up to date. The Bambari properties had been the subject of substantial exploration by AXMIN since the discovery of the Passendro project. The Passendro project is situated in the centre of the Mining License which is ring-fenced by the two Bambari Exploration Licenses.

Impairment charges on mineral properties

Impairment in the amount of $37,346,576 was recognized as at December 31, 2013 on the Bambari properties to reflect the decrease in their recoverable value as the result of the current political turmoil in CAR. The new government of the CAR might adopt different policies respecting foreign development and ownership of mineral resources. Any such changes in policy may result in changes in laws affecting mining policies, ownership of mineral assets and might extend to expropriation of mineral assets. The recoverable amount of the Company's Bambari properties is $nil based on management's estimate of the asset's fair value less costs to sell ("FVLCD").

As at December 31, 2019, there has been no significant change in the assumptions used to determine the FVLCD since the impairment loss was recognized in 2013 but as stated above the Board may re-evaluate the FVLCD once the Company is back on site and operational.

b) Exploration and evaluation expenses

The following table shows the composition of exploration, evaluation and development costs that have been expensed in the consolidated statements of operations and comprehensive loss.

	Bambari (CAR)	Others	Total
Exploration, evaluation and development costs – January 1, 2016	20,685,609	1,349,217	22,034,826
Additions*	1,014,562	-	1,014,562
Exploration, evaluation and development costs – December 31, 2016	21,700,171	1,349,217	23,049,388
Additions*	11,288	-	11,288
Exploration, evaluation and development costs – December 31, 2017	21,711,459	1,349,217	23,060,676
Additions*	64,036	-	64,036
Exploration, evaluation and development costs – December 31, 2018	21,775,495	1,349,217	23,124,712
Additions*	3,310	-	3,310
Exploration, evaluation and development costs – December 31, 2019	**21,778,805**	**1,349,217**	**23,128,022**

* The additions for the year ended December 31, 2019 is mainly related to surface taxes incurred for the exploration permits in CAR.

Liquidity and Capital Resources

Going Concern

The Company is in the development stage. Aside from the properties that comprise the Passendro gold project, it has not yet determined whether other properties in its exploration portfolio contain mineral resources that are economically recoverable. The recoverability of the amounts shown for mineral properties costs is dependent upon the existence of economically recoverable resources, the ability of the Company to secure adequate financing to meet the capital required to successfully complete the exploration and development of the projects, political risk relating to obtaining all necessary permits and maintaining the licenses in good standing, future profitable production or proceeds from the disposition of such properties and to continue as a going concern. In addition, the Company's properties may be subject to sovereign risk, including political and economic uncertainty, changes in existing government regulations to mining which may not uphold the Company's 25-year Mining Permit at the Passendro gold project and the associated contractual agreements, as well as currency fluctuations and local inflation. These risks may adversely affect the investment in the properties and may result in the impairment or loss of all or part of the Company's investment.

The consolidated financial statements of the Company have been prepared using IFRS applicable to a "going concern", which assumes that the Company will continue in operation for the foreseeable future and will be able to realize its assets and discharge its liabilities in the normal course of operations. As at December 31, 2019, the Company's current assets exceeded its current liabilities by $761,352. Although the Company has generated royalty income, and the royalty income achieved to date has generated sufficient cash to discharge all of the Company's liabilities, the Company does not have sufficient cash to fund the development of the Passendro project and its properties. The Company will require additional financing, dependent on the royalty income or other sources of funding, which if not raised, would result in the curtailment of activities. As a result, there is a substantial doubt about the Company's ability to continue as a going concern and accordingly use accounting principles applicable to a going concern.

In the foreseeable future, the Company will remain dependent on the availability of funds to continue operation and development of the Passendro gold project (assuming that the Force Majeure is lifted and that the Company may resume operations at the project). Management expects that it will require additional funding to allow the Company to continue its activities. However, there can be no assurances that the Company's financing initiatives will be successful or sufficient funds can be raised in a timely manner.

The consolidated financial statements of the Company do not include any adjustments related to the recoverability and classification of recorded asset amounts, or to the amounts or classification of liabilities, that might be necessary and material should the Company not be able to continue as a going concern.

Liquidity and Capital Resources

Cash flows

The following table sets forth a summary of our statements of cash flows for the year ended December 31, 2019 and 2018:

	2019	2018
Net cash generated (used) in operating activities	$ 368,696	$ (68,189)
Net cash (used) generated from investing activities	(39,535)	-
Net cash generated from financing activity	(106,135)	10,365
Effect of exchange rate changes	(696)	1,918
Net increase (decrease) in cash and cash equivalents	$ 222,330	$ (55,906)

The Company's main sources of funding continue to be in the royalty income, equity markets, outstanding warrants and options. As of December 31, 2019, the cash and cash equivalents balance of the Company is $1,281,755 (December 31, 2018 - $1,059,425).

As at December 31, 2019, the Company had positive working capital of $761,352 compared to $935,823 as at December 31, 2018. The change in working capital is consistent.

The cash inflow from operating activities $368,696 as at December 31, 2019 was generated from $563,028 royalty income received deduced the cash operating expenses, compared to the same period in 2018, the cash outflow from operating activities was $68,189, which was $1,482,775 from Royalty income deduced cash operating expense and $800,000 cash payment on account payable for a consultancy agreement.

The $106,135 outflow from financing activities as at December 31, 2019 was related to the lease payments for the office location Gangui, Central African Republic, compared to the same period in 2018, an inflow from financing activities of $10,365 where the lease payments were part of operating activities.

Contractual Obligations

In the ordinary course of business activities, the Company is subject to various claims, including those related to income and other taxes of its foreign subsidiaries. Management believes that adequate provisions are recorded in the accounts where required and where estimable. However, there can be no assurance that the Company will not incur additional expenses.

Off-Balance Sheet Arrangements

The Company has no off-balance sheet arrangements.

Transactions between Related Parties

Related party balances

	December 31, 2019	December 31, 2018
	$	$
Director (a)	**5,644**	9,163
CEO (b)	**261,080**	175,261
Total due to related parties	**266,724**	184,424

(a) Balances consist of director fees, expense reimbursement and expected receivable from option exercise from the current director.

(b) Balance consists of consulting fees due to the current CEO.

(c) As of December 31, 2019, the Company's significant shareholder, Dickson Resources Limited ("Dickson"), held 45,000,000 common shares (December 31, 2018 – 45,000,000) representing approximately 33% of AXMIN's issued and outstanding common shares on a non-dilutive basis.

(d) As of December 31, 2019, the Company's other significant shareholder, Shanghai Shenglin Trading Co., Ltd., held 20,000,000 common shares (2018–20,000,000 common shares) representing approximately 15% of AXMIN's issued and outstanding common shares on a non-dilutive basis.

(e) As of December 31, 2019, the Company's other significant shareholder, AOG Participations BV ("AOG"), a wholly-owned subsidiary of the Addax and Oryx Group Limited, held 15,001,938 common shares (December 31, 2018 - 15,001,938 common shares) representing approximately 11% of AXMIN's issued and outstanding common shares on a non-dilutive basis.

Compensation of key management personnel

The Company has identified its directors and senior officers as its key management personnel. The remuneration of directors and senior officers during the years were as follows:

	2019	2018
	$	$
Share-based payments	**464,059**	71,671
Consulting fees	**75,369**	113,645
Director fees	**75,370**	77,178
	614,798	262,494

These transactions were entered into in the normal course of operations and were recorded at the exchange amount established and agreed to between the related parties.

New Accounting Policies Adopted

IFRS 16, Leases

On January 1, 2019, the Company adopted IFRS 16 – Leases ("IFRS 16") which replaced IAS 17 – Leases and IFRIC 4 – Determining Whether an Arrangement Contains a Lease. IFRS 16 sets out the principles for the recognition, measurement, presentation and disclosure of leases. IFRS 16 eliminates the classification of leases as either operating leases or finance leases for a lessee. Instead, all leases are treated in a similar way to finance leases applied in IAS 17. IFRS 16 does not require a lessee to recognize assets and liabilities for short-term leases (i.e. leases of 12 months or less), leases with certain variable lease payments and leases of low-value assets.

The Company applied IFRS 16 using the modified retrospective method. Under this method, financial information will not be restated and will continue to be reported under the accounting standards in effect for those periods. The Company will recognize lease liabilities related to its lease commitments for its office leases. The lease liabilities will be measured at the present value of the remaining lease payments, discounted using the Company's estimated incremental borrowing rate, resulting in no adjustment to the opening balance of deficit. The associated right-of-use assets will be measured at the lease liabilities amount. The Company has implemented the following accounting policies permitted under the new standard:

Lease liability, right of use assets

At inception of a contract, the Company assesses whether a contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. The Corporation assesses whether the contract involves the use of an identified asset, whether the right to obtain substantially all of the economic benefits from use of the asset during the term of the arrangement exists, and if the Company has the right to direct the use of the asset. At inception or on reassessment of a contract that contains a lease component, the Company allocates the consideration in the contract to each lease component on the basis of their relative standalone prices.

As a lessee, the Company recognizes a right-of-use asset and a lease liability at the commencement date of a lease. The right-of-use asset is initially measured at cost, which is comprised of the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any decommissioning and restoration costs, less any lease incentives received.

The right-of-use asset is subsequently depreciated from the commencement date to the earlier of the end of the lease term, or the end of the useful life of the asset. In addition, the right-of-use asset may be reduced due to impairment losses, if any, and adjusted for certain remeasurements of the lease liability.

A lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted by the interest rate implicit in the lease, or if that rate cannot be readily determined, the incremental borrowing rate. Lease payments included in the measurement of the lease liability are comprised of:

- fixed payments, including in-substance fixed payments, less any lease incentives receivable;
- variable lease payments that depend on an index or a rate, initially measured using the index or rate as at the commencement date;
- amounts expected to be payable under a residual value guarantee;
- exercise prices of purchase options if the Company is reasonably certain to exercise that option; and
- payments of penalties for terminating the lease, if the lease term reflects the lessee exercising an option to terminate the lease.

The lease liability is measured at amortized cost using the effective interest method. It is remeasured when there is a change in future lease payments arising from a change in an index or rate, or if there is a change in the estimate or assessment of the expected amount payable under a residual value guarantee, purchase, extension or termination option. Variable lease payments not included in the initial measurement of the lease liability are charged directly to profit or loss.

The Company has elected not to recognize right-of-use assets and lease liabilities for short-term leases that have a lease term of 12 months or less. The lease payments associated with these leases are charged directly to profit or loss on a straight-line basis over the lease term.

The Company's operating lease obligations at December 31, 2018 is $26,389 which is lease that's considered to be short-term, and as such, the lease obligations recognized on initial application of IFRS 16 on January 1, 2019 is $nil.

Lease contracts that are classified as short-term are not counted under lease obligations. For the year ended December 31, 2019, the Company expensed $39,510 related to leases that are classified as short-term. These expenses have been included in rental expenses and project costs in the consolidated statements of income (loss) and comprehensive income (loss).

The Company leases office in Central African Republic. The lease period for the office space is from January 1, 2019 to March 31, 2026. The office location is Docteur Cureau Street in Gangui, Central African Republic. The Company's right-of-use assets are depreciated on a straight-line basis, over the lease term. The office location is Docteur Cureau Street in Gangui, Central African Republic. The Company has paid $6,160 rent deposit for the lease.

Right-of-use assets

A summary of the changes in the right-of-use assets for the year ended December 31, 2019 is as follow:

	$
Cost	
Balance at July 1, 2019	235,405
Depreciation	(17,304)
Foreign exchange difference	(1,299)
Balance at December 31, 2019	**216,802**

Lease liabilities

On adoption of IFRS 16, the Company has recognized lease liability. The IFRS 16 opening adjustment related to the lease liability was $235,405 (undiscounted value of $303,221, discount rate used is 15%) as at July 1, 2019. This liability represents the monthly lease payment from July 1, 2019 to March 31, 2026, the end month of the lease.

A summary of changes in lease liabilities for the year ended December 31, 2019 is as follows:

	$
Cost	
Balance at July 1, 2019	235,405
Lease payments on principal portion	(101,572)
Lease payments on interest portion	(12,709)
Lease liability accretion expense	12,709
Foreign exchange difference	(1,495)
Balance at December 31, 2019	**132,338**
Current portion	**41,848**
Long term portion	**90,490**

The following is a schedule of the Company's future lease payments under lease obligations:

	December 31, 2019 $
2020	55,785
2021	21,561
2022	25,668
2023	25,668
2024	25,668
2025	25,668
2026	7,033
Total undiscounted lease payments	187,051
Less: imputed interest	(54,713)
Total carry value of lease obligations	**132,338**

IFRIC 23 Uncertainty over Income Tax Treatments

In June 2017, the IFRS Interpretation Committee issued IFRIC 23, which clarifies how the recognition and measurement requirements of IAS 12 Income Taxes are applied where there is uncertainty over income tax treatments. IFRIC 23 becomes effective for annual periods beginning on or after January 1, 2019 and is to be applied retrospectively with early adoption permitted. The adoption of this standard did not have material impact to the Company's consolidated financial statements.

Critical Accounting Estimates

The preparation of consolidated financial statements in conformity with IFRS requires management to make estimates and assumptions that affect certain reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of expenses and other income during the reporting periods. These estimates and assumptions are based on management's best knowledge of the relevant facts and circumstances, having regard to prior experiences.

Significant estimates and assumptions include those related to the recoverability of mineral properties and benefits of future income tax assets, share compensation valuation assumptions and determinations of functional currency, carrying value of goodwill, and whether costs are expensed or capitalized. While management believes that these estimates and assumptions are reasonable, actual results may differ from the amounts included in the consolidated financial statements.

Areas of significant accounting judgments, estimates and assumptions that have the most significant impact on the amounts recognized in the financial statements are disclosed in note 4 of the Company's audited consolidated financial statements as at and for the year ended December 31, 2019.

Risk Factors

Due to the nature of the Company's business and present stage of exploration and development of its mineral properties, the Company faces the following risk factors and uncertainties, similar to those faced by other exploration and development companies.

Political Risk

AXMIN currently conducts its primary exploration activities in the African countries of the CAR and Senegal. A significant portion of the Company's mineral properties are located in the CAR and as such the success of the Company will be influenced by a number of factors including the legal and political risks associated with that country.

On December 24, 2012, AXMIN announced that it officially notified the Minister of Mines and Minister of Defence of the CAR, as per its 2006 Mining Convention, of the existence of Force Majeure arising from the widely reported rebel activity in the country at that time. As of the date of this report, the political situation in the CAR remains tenuous. The Company is monitoring the situation and is not able to access the Passendro gold project or resume camp operations in the CAR until stability is restored in the country.

There is no assurance that future political and economic conditions in the CAR and Senegal will not result in their respective governments adopting different policies respecting foreign development and ownership of mineral resources. Any such changes in policy may result in changes in laws affecting ownership of assets, mining policies, monetary policies, taxation, rates of exchange, environmental protection, labour relations, repatriation of income and return of capital, which may affect both AXMIN's ability to undertake exploration and development activities in respect of present and future properties in the manner currently contemplated, as well as its ability to continue to explore, develop and operate those properties in respect of which it has obtained exploration rights to date. The possibility that future governments of these and other African countries may adopt substantially different policies, which might extend to expropriation of assets, cannot be ruled out. The Company's projects may be subject to the effects of political changes, war and civil conflict, changes in government policy, lack of law enforcement and labor unrest and the creation of new laws. The effect of unrest and instability in respect of political, social and/or economic conditions in the countries in which the Company carries on its business could result in the impairment of the exploration, development and potential cessation of the Company's mining operations at those projects. Any such changes are beyond the control of the Company and may adversely affect its business.

Mining Industry

The exploration for and development of mineral deposits involves significant risks which even a combination of careful evaluation, experience and knowledge may not eliminate. While the discovery of a mineral deposit may result in substantial rewards, few properties that are explored are ultimately developed into producing mines. Major expenses may be required to locate and establish mineral reserves, to develop metallurgical processes and to construct mining and processing facilities at a particular site. It is impossible to ensure that the exploration programs planned by the Company or its joint venture partners will result in a profitable commercial mining operation. Whether a mineral deposit will be commercially viable depends on a number of factors, some of which are: the particular attributes of the deposit, such as size, grade and proximity to infrastructure; metal prices, which are highly cyclical; and government regulations, including regulations relating to prices, taxes, royalties, land tenure, land use, importing and exporting of minerals and environmental protection. The exact effect of these factors cannot accurately be predicted, but the combination of these factors may result in the Company not receiving an adequate return on invested capital.

Mining operations generally involve a high degree of risk. Such operations are subject to all the hazards and risks normally encountered in the exploration for, and development and production of gold, including unusual and unexpected geologic formations, seismic activity, rock bursts, cave-ins, flooding and other conditions involved in the drilling and removal of material, any of which could result in damage to, or destruction of, mines and other producing facilities, damage to life or property, environmental damage and possible legal liability. Milling operations are subject to hazards such as equipment failure or failure of retaining dams around tailings disposal areas which may result in environmental pollution and consequent liability.

Ability to Raise Funds

Because the Company has been an exploration Company, the Company is dependent upon its ability to raise funds in order to carry out its business. With ongoing cash requirements for operations, it will be necessary to secure funding in the near future in order to meet its current financial obligations and to continue as a going concern. Over the long-term, substantial funds will be required to continue exploration and development. If the Company does not raise these funds, it will be unable to pursue its business activities and investors could lose their investment. If the Company is able to raise funds, investors could experience a dilution of their interests which may negatively impact the market value of the shares.

Substantial Funding Requirement

The Company requires substantial funds to build its proposed mine at the Passendro gold project which it may not be able to raise in the current economic environment. In order to construct a mine at its Passendro project, the Company estimates it will require approximately US$280 to US$310 million. However, in the current economic environment there is substantial doubt that the Company would be able to raise these funds through sales of its equity, the means it has used to finance its operations in the past. In addition, although the Company has investigated the possibility of financing construction of the mine through debt, there can be no assurance that debt financing would be available on acceptable terms, if at all. In the event that the Company is unable to raise the necessary funds to build the mine, the Company will not be able develop and construct a mine at the Passendro gold project.

As at December 31, 2019, the Company had positive working capital of $761,352, however, did not have sufficient cash to fund the development of the Passendro gold project (assuming the resumption of currently suspended activities). The inability of the Company to secure additional immediate financing could have an adverse effect on the Company's results of operations and financial condition.

No Production Revenues; History of Losses

AXMIN does not currently operate a mine on any of its properties. There can be no assurance that the Company's exploration programs will result in locating commercially exploitable mineral reserves or that the Company's properties will be successfully developed.

To date, the Company has not recorded any revenues from mining operations nor has the Company commenced commercial production on any of its properties. There can be no assurance that significant additional losses will not occur in the near future or that the Company will be profitable in the future. The Company's operating expenses and capital expenditures may increase in subsequent years as consultants, personnel and equipment associated with advancing exploration, development and commercial production of its properties are added.

The Company does not expect to receive revenues from operations in the foreseeable future. The Company expects to continue to incur losses unless and until such time as its properties enter into commercial production and generate sufficient revenues to fund its continuing operations. The exploration and development of the Company's properties will require the commitment of substantial resources. There can be no assurance that the Company will generate any revenues or achieve profitability.

Uncertainty in the Estimation of Mineral Reserves and Mineral Resources

There is a degree of uncertainty to the calculation of mineral reserves and mineral resources and corresponding grades being mined or dedicated to future production. Until mineral reserves or mineral resources are actually mined and processed, the quantity of mineral resources and mineral reserve grades must be considered as estimates only. In addition, the quantity of mineral reserves and mineral resources may vary depending on, among other things, metal prices. Any material change in quantity of mineral reserves, mineral resources, grade or stripping ratio may affect the economic viability of the properties. Further, mineral resources which are not mineral reserves do not have demonstrated economic viability. The estimate of mineral resources may be materially affected by environmental, permitting, legal, title, socio-political, marketing, or other relevant issues.

The volume and grade of mineral reserves mined and processed and recovery rates may not be the same as currently anticipated. Any material reductions in estimates of mineral reserves and mineral resources could have an adverse effect on AXMIN's results of operations and financial position.

Nature of Mineral Exploration

Other than with respect to the properties that comprise the Passendro gold project in the CAR, none of the properties in which AXMIN has an interest contain a known body of mineral reserves. The exploration and development of mineral deposits involve significant financial risks over a significant period of time whereby a combination of careful evaluation, experience and knowledge may not fully eliminate the risks. Few properties which are explored are ultimately developed into producing mines. Major expenditures may be required to establish mineral reserves by drilling and to construct mining and processing facilities at a site. If AXMIN's exploration is successful, development of its properties will be subject to all of the hazards and risks normally incident to gold exploration and development, any of which could result in damage to life or property, environmental damage and possible legal liability for any or all damage. There are also risks against which AXMIN cannot insure or against which it may elect not to insure. The potential costs that could be associated with any liabilities not covered by insurance or in excess of insurance coverage or in compliance with applicable laws and regulations may cause substantial delays and require significant capital outlays.

Whether a mineral deposit will be commercially viable depends on a number of factors, some of which are the particular attributes of the deposit, such as its size and grade, proximity to infrastructure, financing costs and governmental regulations, including regulations relating to prices, taxes, royalties, infrastructure, land use, importing and exporting of gold and environmental protection. The effect of these factors cannot be accurately predicted, but the combination of these factors may result in AXMIN not receiving an adequate return, if any, on investment capital.

Uncertainty Relating to Inferred Mineral Resources

Inferred mineral resources cannot be converted into mineral reserves as the ability to assess geological continuity is not sufficient to demonstrate economic viability. Due to the uncertainty which may attach to inferred mineral resources, there is no assurance that inferred mineral resources will be upgraded to mineral resources with sufficient geological continuity to constitute proven and probable mineral reserves as a result of continued exploration.

Insurance and Uninsured Risks

AXMIN's business is subject to a number of risks and hazards generally, including adverse environmental conditions, industrial accidents, labour disputes, unusual or unexpected geological conditions, ground or slope failures, cave-ins, changes in the regulatory environment and natural phenomena such as inclement weather conditions, floods and earthquakes. Such occurrences could result in damage to mineral properties or production facilities, personal injury or death, environmental damage to AXMIN's properties or the properties of others, delays in development or mining, monetary losses and possible legal liability. If any such catastrophic event occurs, investors could lose their entire investment.

Although AXMIN maintains insurance to protect against certain risks in such amounts as it considers reasonable, its insurance will not cover all the potential risks associated with its operations. AXMIN may also be unable to maintain insurance to cover these risks at economically feasible premiums. Insurance coverage may not continue to be available or may not be adequate to cover any resulting liability. Moreover, insurance against risks such as environmental pollution or other hazards as a result of exploration and production is not generally available to AXMIN or to other companies in the mining industry on acceptable terms. AXMIN might also become subject to liability for pollution or other hazards which may not be insured against or which AXMIN may elect not to insure against because of premium costs or other reasons. Losses from these events may cause AXMIN to incur significant costs that could have a material adverse effect upon its financial performance and results of operations.

Government Regulation

AXMIN's mineral exploration and planned development activities are subject to various laws governing prospecting, mining, development, production, taxes, labour standards and occupational health, mine safety, toxic substances, land use, water use, land claims of local people and other matters. Although management believes that AXMIN's exploration and development activities are currently carried out in material compliance with all applicable rules and regulations, no assurance can be given that new rules and regulations will not be enacted or that existing rules and regulations will not be applied in a manner which could limit or curtail production or development.

Many of the mineral rights and interests of AXMIN are subject to government approvals, licenses and permits. Such approvals, licenses and permits are, as a practical matter, subject to the discretion of the applicable governments or governmental officials. No assurance can be given that AXMIN will be successful in maintaining any or all of the various approvals, licenses and permits in full force and effect without modification or revocation.

Failure to comply with applicable laws, regulations and permitting requirements may result in enforcement actions, including orders issued by regulatory or judicial authorities causing operations to cease or be curtailed, and may include corrective measures requiring capital expenditures, installation of additional equipment or remedial actions.

Contractual Arrangements and Joint Ventures

AXMIN has entered into and may in the future enter into contractual arrangements to acquire interests in mineral resource properties with governmental agencies and joint venture agreements which contain time-sensitive performance requirements. The foundation of certain of these agreements may be based on recent political conditions and legislation and not supported by precedent or custom. The Company may lose its option rights and interests in joint ventures if it is not able to fulfill its share of costs. As such, the contractual arrangements may be subject to cancellation or unilateral modification. Any change in government or legislation may affect the status of AXMIN's contractual arrangements or its ability to meet its contractual obligations and may result in the loss of its interests in mineral properties.

Commodity Price Fluctuations

The development and success of any project of the Company will be primarily dependent on the future price of gold and other metals. Commodity prices are subject to significant fluctuation and are affected by a number of factors which are beyond the control of the Company. Such factors include, but are not limited to, interest rates, exchange rates, inflation or deflation, fluctuation in the value of the United States dollar and foreign currencies, global and regional supply and demand and political and economic conditions. The price of gold and other metals has fluctuated widely in recent years, and future price declines could cause any future development of and commercial production from the Company's properties to be impracticable.

If the price of gold (including other base and precious metals) is below the cost to produce gold, the properties will not be mined at a profit. Fluctuations in the price of gold affect the Company's mineral reserve estimates, its ability to obtain financing and its financial condition as well as requiring reassessments of feasibility and operational requirements of a project. Reassessments may cause substantial delays or interrupt operations until the reassessment is completed.

Competition

The mineral exploration business is competitive in all of its phases. AXMIN competes with numerous other companies and individuals, including competitors with greater financial, technical and other resources than AXMIN, in the search for and the acquisition of attractive mineral properties. AXMIN's ability to acquire properties in the future will depend not only on its ability to develop its present properties, but also in its ability to select and acquire suitable producing properties or prospects for mineral exploration or development.

There is no assurance that AXMIN will be able to compete successfully with others in acquiring such properties or prospects.

Currency Risk

AXMIN's costs are incurred in Canadian dollars, United States dollars, UK pounds sterling, Euros and also in the currencies of the CAR (CFA Franc), South Africa (ZAR). There is no guarantee that these other currencies will be convertible into Canadian and United States dollars in the future and that foreign currency fluctuations will not adversely affect AXMIN's financial position and operating results. AXMIN currently does not undertake currency hedging activities.

Title Matters

Title to AXMIN's properties may be challenged or impugned. There is no guarantee that applicable governments will not revoke or significantly alter the conditions of the applicable exploration authorizations of AXMIN and that such exploration authorizations will not be challenged or impugned by third parties. While AXMIN has applied for rights to explore various properties and may also do so in the future, there is no certainty that such rights will be granted or granted on terms satisfactory to AXMIN. Local mining legislation of certain countries in which AXMIN operates requires AXMIN to grant to the government an interest in AXMIN's property rights. In addition, the properties may be subject to prior unregistered agreements or transfers and title may be affected by undetected defects. If title to properties is challenged or impugned, the Company may not be able to explore, develop or operate its properties as permitted and enforce its rights to these properties.

Management: Dependence on Key Personnel

Investors will be relying on the good faith, experience and judgement of AXMIN's management and advisors in supervising and providing for the effective management of the business and operations of AXMIN and in selecting and developing new investment and expansion opportunities. AXMIN may need to recruit additional qualified personnel to supplement existing management. AXMIN is currently dependent on a relatively small number of key personnel, the loss of any one of whom could have an adverse effect on the Company.

Environmental Risks and Hazards

All phases of AXMIN's operations are subject to environmental regulations in the various jurisdictions in which it operates. These regulations mandate, among other things, the maintenance of air and water quality standards and land reclamation. They also set forth limitations on the generation, transportation, storage and disposal of solid and hazardous waste. Environmental legislation is evolving in a manner which will require stricter standards and enforcement, increased fines and penalties for non-compliance, more stringent environmental assessments of proposed projects and a heightened degree of responsibility for companies and their officers, directors and employees. There is no assurance that future changes in environmental regulation, if any, will not adversely affect AXMIN's operations. Environmental hazards may exist on the properties on which AXMIN holds interests which are unknown to AXMIN at present and which have been caused by previous or existing owners or operators of the properties.

Artisanal Mining

The Company understands that illegal artisanal miners have and may continue to trespass on the Company's property in the CAR and engage in dangerous practices, including building tunnels and deep pits in unstable conditions, without any government regulation or oversight. The greatest risk associated with illegal artisanal mining activities is safety. Due to the existence of a state of Force Majeure, the Company has not had access to and has been unable to directly monitor its Passendro project. Assuming the lifting of the Force Majeure and the resumption of operations at the project, the presence of illegal miners could also lead to project delays and disputes regarding the development or operation of mineral deposits. The illegal activities of miners could cause pollution and other environmental damage or other damage to mineral properties, as well as personal injury or death. Ongoing and escalating political and interreligious conflict in the CAR have disrupted exploration and mining activities in the past and may affect the Company's operations or plans in the future. In addition, publicity adverse to the Company, the Company's operations, or extractive industries generally, could have an adverse effect on the Corporation and may impact relationships with the communities in which the Company operates and other stakeholders.

Concentration of Share Ownership

As at the date of this report, AOG Participations BV holds approximately 11.10% of the issued and outstanding common shares of the Company on a non-diluted basis, Shenglin Trading holds approximately 14.90% of the issued and outstanding common shares of the Company on a non-diluted basis and Dickson holds approximately 33.40% of the issued and outstanding common shares of the Company on a non-diluted basis.

Stock Price Volatility

The market price of the common shares, like that of the common shares of many other junior mining companies, has been and is likely to remain volatile. Results of exploration activities, the price of gold and silver, future operating results, changes in estimates of the Company's performance by securities analysts, market conditions for natural resource shares in general and other factors beyond the control of the Company could cause a significant decline on the market price of the common shares.

Future Sales of Shares by Existing Shareholders

Sales of a large number of common shares of the Company in the public markets, or the potential for such sales, could decrease the trading price of the common shares of the Company and could impair AXMIN's ability to raise capital through future sales of common shares of the Company.

Health Issues

HIV/AIDS, malaria and other diseases represent a serious threat to maintaining a skilled workforce in the mining industry of central and West Africa. As such, HIV/AIDS is a major healthcare challenge faced by AXMIN's operations. There can be no assurance that AXMIN will not incur the loss of its contractors, members of its workforce or workforce hours or incur increased medical costs, which may have a material adverse effect on AXMIN's operations.

Compliance with Health and Safety Regulations

AXMIN operates in the mining industry, which is a hazardous industry. While management believes that AXMIN is in material compliance with all health and safety regulations, the adoption and enforcement of more stringent regulations in the future could adversely affect operational flexibility and costs.

Requirement for Permits and Licenses

The operations of AXMIN require licenses, permits and in some cases renewals of existing licenses and permits from various governmental authorities. Except as set forth below, management believes that AXMIN currently holds or has applied for all necessary licenses and permits to carry on the activities that it is currently conducting under applicable laws and regulations in respect of its properties, and also believes that AXMIN is complying in all material respects with the terms of such licenses and permits. However, AXMIN's ability to obtain, sustain or renew such licenses and permits on acceptable terms is subject to changes in regulations and policies and the discretion of the applicable governmental authorities.

The Bambari 1 and 2 Exploration Licences held by AXMIN in respect of the Passendro gold project were subject to renewal on or before March 21, 2019. Due to the current political environment in the CAR, the Company has not been able to file applications for the renewal of such Exploration Licences. At the report date, the Company intends to continue negotiations with the CAR government and file the renewal applications at the appropriate time. As of the date of this report, management is unable to determine when negotiations will come to the end and accordingly when the renewal applications may be submitted and there is no assurance that the Company will be successful in obtaining the renewal of the Bambari 1 and 2 Exploration Licences.

Dividend Policy

No dividends have been paid to date on the common shares of the Company. AXMIN anticipates that for the foreseeable future it will retain any future earnings and other cash resources for the operation and development of its business. Payment of any future dividends will be at the discretion of AXMIN's Board of Directors after taking into account many factors, including AXMIN's operating results, financial condition and current and anticipated cash needs.

Share Capital

As at the date of this report, the outstanding common shares and other securities of the Company comprise:

Securities	**Common shares on exercise**
Common shares	**136,562,381**
Stock options	**9,325,000**
Fully diluted share capital	**145,887,381**

On July 2, 2019, the Company granted 3,750,000 stock options to directors, officers and advisors at an exercise price of $0.60 and expiry date July 2, 2024.

On November 14, 2019, 375,000 stock options were exercised at a price of $0.025.

On Feb 13, 2020, 1,950,000 stock options were exercised by a director, 750,000 options exercised at a price of $0.025, and 1,200,000 shares exercised at a price of $0.05.

Contingencies

In the ordinary course of business activities, the Company is subject to various claims, including those related to income and other taxes at its foreign subsidiaries. Management believes that adequate provisions are recorded in the accounts where required and when estimable. However, there can be no assurance that the Company will not incur additional expenses.

Forward-Looking Information

This report contains "forward-looking information", within the meaning of applicable Canadian securities legislation, which may include, but is not limited to, information with respect to the future financial or operating performances of AXMIN, its subsidiaries and their respective projects, the future price of gold, base metals and other commodities, the estimation of mineral reserves and mineral resources, the realization of mineral reserve estimates, the timing and amount of estimated future production (if any), costs of production (if any), capital, operating and exploration expenditures, costs and timing of the development of new deposits, costs and timing of future exploration, requirements for additional capital, ability to raise funds, government regulation of mining operations, the ability to recommence operations at the Passendro gold project, the renewal of relevant exploration licences in which the Company has an interest, environmental risks, reclamation and rehabilitation expenses, title disputes or claims, limitations of insurance coverage and the timing and possible outcome of pending litigation and regulatory matters. Often, but not always, forward-looking information can be identified by the use of words such as "plans", "expects", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates", or "believes", or variations (including negative variations) of such words and phrases, or state that certain actions, events or results "may", "could", "would", "might", or "will" be taken, occur or be achieved. Forward-looking information involves known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of AXMIN and/or its subsidiaries to be materially different from any future results, performance or achievements expressed or implied by the forward-looking information. Such factors include, among others, those factors discussed in the section entitled "Risk Factors" in this report. Although AXMIN has attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in forward-looking information, there may be other factors that cause actions, events or results to differ from those anticipated, estimated or intended. Forward-looking information contained herein is given as of the date of this report based on the opinions and estimates of management, and AXMIN disclaims any obligation to update any forward-looking information, whether as a result of new information, estimates or opinions, future events or results or otherwise. There can be no assurance that forward-looking information will prove to be accurate, as actual results and future events could differ materially from those anticipated in such information. Accordingly, readers should not place undue reliance on forward-looking information.

Additional Information

Additional information relating to the Company may be obtained from the SEDAR website (*www.sedar.com*) and the Company's website (*www.axmininc.com)*.

On behalf of the Board of Directors

"Signed"

Lucy Yan
Chairman and Chief Executive Officer

June 9, 2020