AKWAABA MINING LTD.

(Formerly Castle Peak Mining Ltd.)

Management's Discussion & Analysis

For the year ended December 31, 2021

INTRODUCTION

The following Management's Discussion and Analysis ("MD&A") provides information that management considers to be relevant to an assessment and understanding of Akwaaba Mining Ltd., (Formerly Castle Peak Mining Ltd.) ("Akwaaba" or the "Company") financial condition as at December 31, 2021 and the results of its operations and cash flows for the year ended December 31, 2021 and follows the requirements of National Instrument 51-102 ("NI 51-102"). This discussion should be read in conjunction with the Company's audited consolidated financial statements and the related notes for year ended December 31, 2021 which have been prepared in accordance with International Financial Reporting Standards ("IFRS"). All dollar amounts included therein and in the following MD&A are expressed in Canadian Dollars unless otherwise noted.

We report in accordance with IFRS and the following disclosures, and associated consolidated financial statements, are presented in accordance with IFRS. This MD&A is prepared as at April 21, 2021 and includes certain statements that may be deemed "forward looking statements". We direct readers to the sections entitled "Risk Factors" and "Forward Looking Statements" in this MD&A.

Further information can be obtained from the Company's filings on the SEDAR website at www.sedar.com.

HIGHLIGHTS

- On February 8, 2022, the Company announced a name change to Akwaaba Mining Ltd and new ticker symbol "TSXV: AML", formerly "Castle Peak Mining Ltd." and "TSXV: CAP", respectively.

  The Board recommended the change of the Company's name to "Akwaaba Mining Ltd." as part of its marketing strategy to strengthen the Ghanian footprint of the Company beyond its geographical involvement. The word "Akwaaba" means "Welcome" in the Akan languages spoken in Ghana. With the name change, the Company will be able to better reflect and improve ties with the local Ghanaian community.

- On February 15, 2019, the Company entered into an agreement ("Agreement") to purchase the Kunsu Prospecting License located in the Ahafo Ano South District of the Ashanti Region of Ghana (the "Property") from Wononuo Investment Limited ("Wononuo"), who was the holder of 100% undivided interest and title of the license (the "Purchase Transaction").

  On November 1, 2021, and pursuant to the Purchase Transaction, Wononuo transferred the Property to the Company in exchange for a total purchase price of US$2,000,000 as follows:

  a) A non-refundable down payment of US $200,000 ($262,500 paid on July 10, 2018);
  b) A non-refundable second deposit of US $200,000 upon signing of the Definitive Agreement ($270,920 paid on February 15, 2019);
  c) A non-refundable third deposit of US $100,000 ($132,880 paid on May 29, 2019);
  d) A non-refundable fourth deposit of US $100,000 payable on presentation and evaluation of the full exploration technical report ($130,860 paid on October 23, 2019);
  e) A non-refundable fifth deposit of US $400,000 payable on obtaining shareholder approval on the Annual General Meeting ($527,320 paid on December 16, 2019);
  f) A non-refundable sixth deposit of US $350,000 ($444,640 paid on December 18, 2020);
  g) A non-refundable seventh deposit of US $300,000 following successful review of the results of the resource evaluations that are to be satisfactory to the Purchaser ($370,268 paid on April 26, 2021); and
  h) On October 27, 2021, the Company granted a 1.5% Net Smelter Royalty (NSR) to Wononuo in leu of the eighth and final deposit of US $350,000 at closing of the Purchase Transaction.

- On April 27, 2021, the company received a $425,000 loan from Allan Green; CEO and a director of the Company, and Candel & Partners SAS, a private company beneficially owned by Allan Green (together the "lender"). The Loan was unsecured and bears interest at the rate of 8% per annum and payable on the earlier of lender's demand or one year after the date of advance of principal. On December 30, 2021, the Company settled $442,419 of the outstanding loan, including $17,419 accrued interest, by issuing common shares of the Company to the lender.

- On August 4, 2021, the company received $425,000 loan from Grizal Enterprises Ltd. ("Grizal"), a British Virgin Islands registered limited liability Company, and a majority shareholder of the Company. The Loan will be unsecured and bear interest at the rate of 8% per annum and payable on the earlier of lender's demand or one year after the date of advance of principal. On April 01, 2022, the Company settled $433,942 of the outstanding loan, including $8,942 accrued interest, by issuing common shares of the Company to the lender.

- On August 19, 2021, the Company incorporated a wholly-owned subsidiary company in the Republic of Ghana named Castle Sika Mining Ltd.

KUNSU PROPERTY

The Kunsu Prospecting License is located approximately 35 Km Northwest of Kumasi and 240 Km Northwest of Accra; the property is centred approximately on Latitude 6°48'00" North and Longitude 1° 56.00" West (WGS84 Zone 30N). The property which is situated in close proximity to the Sefwi gold belt is strategically placed on the Asankragwa-Manso Nkwanta gold belt. The Kunsu concession is about 27 Km north of Asanko Gold's mine, and even closer to the Asanko Esaase gold prospect, all of which are inferred to be underlain by similar geology regionally as Kunsu.

Previous surficial sampling works on the Kunsu concession delineated four major NE-SW trending anomalous gold zones, these are:

- North Grid Anomaly, with strike length of about 3.5km;
- Central Grid Anomaly, with strike length of about 4km;
- South West Grid Anomaly, with strike length of about 0.5km;
- South East Grid Anomaly, with strike length of about 1km.

So far, all subsurface exploration works entailing drilling have been focused on parts of the North Grid Anomaly.

Following the entering into a Definite Agreement with Wononuo Investment Limited ("Wononuo") on February 15, 2019, the Company approved a 145 days follow-up stage exploration exercise which comprised geophysical survey, trenching and drilling works that focused on the North Grid zone of the property. The exercise was designed to in the end deliver to CAP information on the extent and prospectivity of gold mineralization and to provide reliable and sufficient data to define an inferred resource base.

The 145 days staged exploration exercise commenced on the 22nd February, 2019 and has to date covered the 5.8 km Induced Polarization (IP) geophysical survey at the North Grid zone, followed by 882 meters of trenches excavated on the geophysical defined targets. The trench results, as reported on 18 May, 2019, returned significant Au grade (> 100 ppb Au) intersections hosted within quartz vein lodes and provided compelling evidence of significant Au mineralization within the North Grid zone of the Kunsu property.

Due to the satisfactory results of this stage the Company prepared for a drilling exercise of 1,200 meters of RC drilling across the delineated mineralized zone at the North Grid anomaly. The drilling exercise commenced on 29th June, 2019 and ended on the 11th July 2019. A total of thirteen RC holes and 1,420 meters actually drilled covered this program.

The drilling generated a total of 1558 samples including QC samples which were analyzed for Au. Gold mineralization zones >0.1g/t were intercepted in seven (7) out of the thirteen (13) drill holes. Gold grades from drill holes at the West North Grid zone are relatively low but moderate values were intercepted at the bottom of the holes. Gold grade continuity at the West Grid zone has not been established at this stage due to paucity of drill data. Deeper levels of the holes require further testing, as the possible feeder veins may be at depth. Results from drill holes from the East North Grid zone however, returned moderate to significant gold grades of compelling economic interest. The resource estimate tabulated in terms of minimum gold grades (Table 1) for the East North Grid zone, effective September 13, 2019, is classified as at this stage to be an Inferred Resource in accordance with NI 43-101 definitions.

Table 1: Mineral Resource Tabulation:

Resource Type	Volume (m^3)	Tonnage (t)	Density (t/m^3)	Average grade (g/t)	Total Au (g)	Total Au (oz)	Category	Strike Length
Au≥0.3 g/t								
Oxide	175,000	297,500	1.7	0.77	230,282	7,404	Inferred	150m
Fresh	1,000,000	2,700,000	2.7	0.81	2185,259	70,258		
Total	1,175,000	2,997,500		0.81	2,415,540	77,662		
Au ≥ 0.5								
Oxide	75,000	127,500	1.7	1.33	169,243	5,441		
Fresh	600,000	1,620,000	2.7	1.08	1,745,932	61,574		
Total	675,000	1,747,500		1.1	1,915,176	61,574		
Au ≥ 1.0								
Oxide	62,500	106,250	1.7	1.42	151,246	4,863		
Fresh	400,000	1,086,250	2.7	1.28	1,386,791	44,586		
Total	462,500	1,186,250		1.3	1,528,038	49,449		
Au ≥ 1.5								
Fresh	200,000	540,000	2.7	1.53	828,446	26,635		
Total	200,000	540,000		1.53	828,446	26,635		

All the samples collected were prepared and analysed at the ALS Laboartories in Kumasi, Ghana. The ALS facility in Kumasi is a commercial laboratory and part of the ALS Group of laboratories that operates under a global quality management system accredited to ISO 9001:2008 with ISO/IEC 17025 certification. The samples were fine crushed to >70% passing 2mm. A 250g subsample is split by riffle splitter and pulverized to >85% passing 75mm. 50 g subsample is taken and fire-assayed with AAS finish.

A check sample analysis using similar procedures as ALS, and metallic screen fire assaying (MSFA) were completed at SGS Laboratory Services (GH) Limited located at Tarkwa, Ghana. SGS Laboratory Services GH. Ltd is accredited by SANAS and conforms to the requirements of ISO/IEC 17025:2005. In MSFA both undersize (-75 µm) and oversize (+75 µm) fractions are dried and weighed separately. The oversize fraction is fire-assayed in a single fusion to obtain the oversize gold (coarse fraction gold). The undersize fraction is fire-assayed in duplicate following ordinary fire assay protocols.

The metallic screen fire analysis on selected samples strongly suggests the presence of coarse gold at Kunsu. Gold grades in coarse fractions (+75 µm) of the samples average 71% higher, compared to the gold grades in the fine fractions (-75 µm) which is normally the size fraction used in standard fire assay techniques for gold analysis. It is therefore likely that any resource calculation based on the current assay values would be the conservative minimum gold content. The screen fire assay results are strong indications that analyzing the Au in coarse fractions (+75 µm) of the samples would likely provide a better gold grade representation, provide upgrade of gold values, and have positive implications on the project by way of upgrading the resource estimates.

TECHNICAL DISCLOSURE

Castle Peak's technical disclosure has been reviewed and approved by Prosper Mackenzie Nude, PhD.MAIG, FSEG, who serves as a Qualified Person under the definition in National Instrument 43-101 ('NI 43-101').

SELECTED ANNUAL INFORMATION

	For the Years Ended		
	December 31, 2021	December 31, 2020	December 31, 2019
Expenses for the year	$ 213,903	$ 194,636	$ 199,131
Net income (loss) for the year	(214,372)	(188,046)	(303,370)
Net income (loss) per share	(0.00)	(0.00)	(0.00)
Exploration expenditures	604,085	629,705	1,942,503
Total assets	4,161,990	3,337,510	3,510,228
Capitalized exploration costs	3,828,357	3,224,272	2,594,567
Total liabilities	597,576	16,031	703

SUMMARY OF QUARTERLY RESULTS

Selected financial indicators for the past eight quarterly periods are shown in the following table:

	For the three months ended			
	Dec. 31, 2021	Sept. 30, 2021	Jun. 30, 2021	Mar. 31, 2021
Revenue for the period	$ -	$ -	$ -	$ -
Expenses for the period	73,314	55,799	47,433	37,357
Net loss for the period	(73,397)	(55,490)	(47,681)	(37,804)
Net loss per share	(0.00)	(0.00)	(0.00)	(0.00)
Exploration expenditures	203,304	15,988	370,269	14,524
Total assets	4,161,990	4,055,792	3,677,949	3,298,179
Capitalized exploration costs	3,828,357	3,625,053	3,609,065	3,238,796
Total liabilities	597,576	875,288	441,955	14,504

	For the three months ended			
	Dec. 31, 2020	Sept. 30, 2020	Jun. 30, 2020	Mar. 31, 2020
Revenue for the period	$ -	$ -	$ -	$ -
Expenses for the period	56,130	37,820	53,815	46,871
Net income (loss) for the period	(80,903)	(50,264)	(57,871)	992
Net earnings (loss) per share	(0.00)	(0.00)	(0.00)	0.00
Exploration expenditures	463,783	17,680	93,970	54,272
Total assets	3,337,510	3,403,317	3,453,581	3,515,145
Capitalized exploration costs	3,224,272	2,760,489	2,742,809	2,648,839
Total liabilities	16,031	935	935	4,628

The Company is in the business of exploring and evaluating assets in Ghana, Africa and as a result has no revenues. Expenses consist of general corporate administrative costs not attributable to the exploration activities. All costs that are attributable to exploration activities are capitalized to the mineral concessions to which they relate.

On October 31, 2021, the Company completed the purchase transaction of the Kunsu prospecting license in the Ahafo Ano South District of the Ashanti Region of Ghana from Wononuo Investment Limited. In connection with the agreement the company incurred $604,085 exploration expenditures for the year ended December 31, 2021, representing mainly payment of non-refundable seventh deposit of $370,268 (US$300,000), finder's fee plus applicable taxes $136,066 (US$107,325), fees to the Minerals Commission of Ghana to transfer the prospecting license to the Company of $50,045 (US$ 39,474) and $47,705 incurred for consulting fees and due diligence follow up exploration project.

Total liabilities increased to $597,576 at December 31, 2021, from $16,031 at December 31, 2020, primarily due to $445,306 loans owing to officer, director and to a majority shareholders of the company ("loans to related parties").

RESULTS OF OPERATIONS

Three months ended December 31, 2021 compared to three months ended December 31, 2020

Net loss for the three months ended December 31, 2021 were $73,397 compared to $80,903 for the same period in the prior year.

Total expenses for the three months ended December 31, 2021 were $73,315 compared to $56,130 for the same period in the prior year.

Expenses for the three months ended December 31, 2021 included $14,971 for transfer agent, filing and regulatory costs for the three months ended December 31, 2021, higher than $7,233 for the same period in the prior year. The increase is due to TSX Venture Exchange fees to approve the issuing shares for debt to Grizal, Allan and Candel & Partners SAS. The Company incurred $5,665 TSX Venture Exchange fees for filing personal information returns for Grizal and $2,322 application fees to approve Allan and Candel & Partners SAS shares for debt application.

The Company incurred $3,916 for investor relations for the three months ended December 31, 2021 higher than $1,998 for the same period in the prior year, due to more news release distributions during the period. The Company incurred $11,533 for Professional fees for the three months ended December 31, 2021, representing legal fees associated with executing debt to shares agreements and closing the definitive agreement with Wononuo Investment Limited to buy Kunsu Prospecting License, compared to $4,491 for the same period in the prior year.

The Company incurred $15,586 in salaries and benefits for Vancouver employee for the three months ended December 31, 2021, in line with $15,431 for the same period last year. Office and administrative expenses were $6,357 for the three months ended December 31, 2021, higher than $4,162 for the same period in the prior year due to higher directors and officers liability insurance premiums.

Consulting fees was $nil for the three months ended December 31, 2021, compared to $7,848 for the same period last year, representing the fees of JDS and Associates limited, the Company's consultant in Ghana.

The Company incurred $16,767 in interest expense on loans due to related parties for the three months ended December 31, 2021, compared to $nil for the same period in the prior year.

The Company recorded $82 in foreign exchange loss, due to the translation of foreign currency denominated working capital items, compared to $24,773 for the same period in the prior year.

Year ended December 31, 2021 compared to year ended December 31, 2020

Net loss for the year ended December 31, 2021 was $214,372, compared to $188,046 for the same period in the prior year.

Total expenses for the year ended December 31, 2021 were $213,904 compared to $194,636 for the same period in the prior year, due to more news release distributions during the year.

Expenses for the year ended December 31, 2021 included $25,902 for transfer agent, filing and regulatory costs for the year ended December 31, 2021, compared to $15,435 for the same period in the prior year. The increase is due to TSX Venture Exchange fees to approve loans from Griazl, Allan and Candel & Partners SAS and later issuing shares for debt to settle Allan and Candel & Partners SAS loan.

The Company incurred $5,813 for investor relations for the year ended December 31, 2021 higher than $2,739 for the same period in the prior year, due to more news release distributions during the year. The Company incurred $47,455 for Professional fees for the year ended December 31, 2021, compared to $24,187 incurred in the prior year. The increase is due to legal fees associated with executing loans due to related parties and closing the definitive agreement with Wononuo Investment Limited to buy Kunsu Prospecting License.

Expenses for the year ended December 31, 2021 included $72,387 in salaries and benefits for Vancouver employee, compared to $73,500 for the same period last year. For the year ended December 31, 2021, the Company incurred $20,277 for office and administrative expenses, compared to $17,941 incurred for the same period in the prior year.

The Company incurred $37,725 in interest expense on loans due to related parties for the year ended December 31, 2021, compared to $nil in the prior year.

The Company recorded $469 in foreign exchange loss during the year ended December 31, 2021, due to the translation of foreign currency denominated working capital items, compared to $6,590 foreign exchange gain in the prior year.

Exploration and Evaluation Asset Expenditures

Three months ended December 31, 2021 compared to three months ended December 31, 2020

Exploration and evaluation assets expenditures were $203,304 during the three months ended December 31, 2021, representing payment in connection with Kunsu Agreement, compared to $463,783 for the three months ended December 31, 2020.

Exploration and evaluation assets expenditures as summarized in the following table:

	Three months ended December 31, 2021	Three months ended December 31, 2020
Acquisition cost	$ 136,066	$ 444,640
Prospecting license fees	50,045	-
Due diligence cost	-	19,143
Legal fees	3,414	-
Translation adjustments	13,779	-
	$ 203,304	$ 463,783

Excluding a translation adjustment, exploration and evaluation assets expenditures for three months ended December 31, 2021 decreased to $189,525 from $463,783 incurred for the same period in the prior year.

On October 31, 2021, the Company completed the purchase transaction of the Kunsu prospecting license in the Ahafo Ano South District of the Ashanti Region of Ghana from Wononuo Investment Limited. In lieu of the eighth and final deposit of US $350,000, the Company granted a 1.5% Net Smelter Royalty (NSR) to Wononuo at closing of the Purchase Transaction during the year ended December 31, 2021.

During the three months ended December 31, 2021, the Company incurred $186,111 in acquisition cost, representing finder's fee plus applicable taxes of $136,066 (US$107,325), compared to $444,640 for the same period in the prior year, representing the non-refundable sixth deposit to Wononuo Investment Limited.

During the three months ended December 31, 2021, the Company incurred $50,045 (US$39,474) in Prospecting license fees, compared to $nil for the same period in the prior year, due to timing of expenses.

During the three months ended December 31, 2021, the Company recorded a translation adjustment of $13,779 resulting from the weakening of the Canadian dollar against the US dollar, compared to a translation adjustment of $nil for the same period in the prior year. The translation adjustments are related to the translation of exploration and evaluation assets from US dollars, the functional currency of the Ghana subsidiary, to Canadian dollars.

Year ended December 31, 2021 compared to year ended December 31, 2020

During the year ended December 31, 2021, exploration and evaluation assets expenditures totaled $604,085 compared to $629,705 for the year ended December 31, 2020 as summarized in the following table:

	Year ended December 31, 2021	Year ended December 31, 2020
Acquisition cost	$ 506,335	$ 444,640
Prospecting license fees	50,045	64,296
Due diligence costs	30,512	59,163
Consulting fees	-	61,606
Legal fees	3,414	-
Translation adjustments	13,779	-
	$ 604,085	$ 629,705

Excluding a translation adjustment, exploration and evaluation assets expenditures for the year ended December 31, 2021 decreased to $590,306 from $629,705 incurred in the prior year.

On October 31, 2021, the Company completed the purchase transaction of the Kunsu prospecting license in the Ahafo Ano South District of the Ashanti Region of Ghana from Wononuo Investment Limited.

In connection with the agreement, the Company made a payment of $370,268 (US$300,000) to Wononuo Investment Limited, representing the non-refundable seventh deposit, and in lieu of the eighth and final deposit of US $350,000, the Company granted a 1.5% Net Smelter Royalty (NSR) to Wononuo at closing of the Purchase Transaction during the year ended December 31, 2021. Additionally, The Company accrued $136,066 (US$107,325) for finder's fee plus applicable taxes.

To keep its concessions in good standing, the Company is required to pay certain fees to the Minerals Commission of Ghana, including fees to renew or extend its prospecting and reconnaissance licenses. The Company paid $50,045 (US$39,474) for prospecting license fees during the year ended December 31, 2020, compared to $64,296 (US$45,710) for the same period in the prior year.

During the year ended December 31, 2021, the Company incurred $30,512 in due diligence, compared to $59,163 during the same period in the prior year, representing payments to Geological Management Consultancy Ltd. for site management and security services. Consulting fees was $nil for the year ended December 31, 2021; compared to $61,606 for the same period in the prior year, representing the fees of JDS and Associates limited, the Company's consultant in Ghana.

During the year ended December 31, 2021, the Company recorded a translation adjustment of $13,779 resulting from the weakening of the Canadian dollar against the US dollar, compared to a translation adjustment of $nil for the same period in the prior year. The translation adjustments are related to the translation of exploration and evaluation assets from US dollars, the functional currency of the Ghana subsidiary, to Canadian dollars.

OUTLOOK

During the year ended December 31, 2021, the Company focused its efforts on completing the purchase transaction of the Kunsu project. On October 31, 2021, the Company completed the purchase transaction and the general assignment of licenses and permits of the Kunsu prospecting license in Ghana. As the Company completed its acquisition of a prospecting license over mineral interests in the Kunsu, Ashanti region in Ghana, exploration efforts will resume and will bring about a new period of potential growth for the company.

Allan Green, Chairman and CEO, said: "We are pleased to add the high potential Kunsu prospecting license to the Akwaaba portfolio, which allows us to proceed with some of the earlier exploration initiatives. The acquisition underlines our commitment to further explore for new gold opportunities in Ghana."

LIQUIDITY AND CAPITAL RESOURCES

As at December 31, 2021, the Company had cash and cash equivalents of $318,645 (December 31, 2020 - $101,577) to settle current liabilities of $597,576 (December 31, 2020 - $16,031). The Company expects to raise additional equity financing or related party debt financing in the coming period to meet its obligations.

As at December 31, 2021, the Company's cash and cash equivalents increased by $217,068 to $318,645 from $101,577 as at December 31, 2020. Cash of $171,594 (December 31, 2020- $183,468) was used for operating activities, $461,886 was used in investing activities (December 31, 2020- $621,490), and $850,000 provided by financing activities (December 31, 2020- $nil).

Net cash used in operating activities for the year ended December 31, 2021 was $171,594 (December 31, 2020- $183,468). The cash used during the period consists primarily of the loss of $214,372 (December 31, 2020- $188,046) which includes non-cash depreciation of $594 (December 31, 2020- $1,584), and unrealized foreign exchange gain of $nil (December 31, 2020- $6,590).

Net cash used in investing activities for the year ended December 31, 2021 was $461,886 (December 31, 2020- $621,490) which is cash used primarily for the payment of $370,269 (US$300,000) to Wononuo Investment Limited, representing the non-refundable seventh deposit. Balance is cash used for due diligence costs in connection with the Kunsu agreement.

Net cash provided by financing activities for the year ended December 31, 2021 was $850,000 (December 31, 2020- $nil) representing loans due to related parties, advanced by a director and officer of the company and another loan provided by a majority shareholder.

OFF-BALANCE SHEET ARRANGEMENTS

The Company has no off-balance sheet arrangements.

RELATED PARTY TRANSACTIONS

On April 27, 2021, the company received $425,000 loan from Allan Green; CEO and a director of the Company, and Candel & Partners SAS, a private company beneficially owned by Allan Green. The Loan is unsecured and bears interest at the rate of 8% per annum and payable on the earlier of lender's demand or one year after the date of advance of principle. On December 30, 2021, the Company issued 29,494,612 shares at $0.015 per share to settle $442,419 of debt balance, including interest accrued to October 30, 2021. The common shares issued to the Company's lender are subject to a hold period in British Columbia expiring on May 1, 2022.

On August 4, 2021, the company received $425,000 loan from Grizal Enterprises Ltd. ("Grizal"), a British Virgin Islands registered limited liability Company, and a majority shareholder of the Company. The Loan is unsecured and bears interest at the rate of 8% per annum and payable on the earlier of lender's demand or one year after the date of advance of principle. On October 25, 2021, the Company approved the settlement of up to $425,000 of debt through the issuance of common shares of the Company (the "Debt Settlement"). Pursuant to the Debt Settlement, the Company will issue up to 30,000,000 common shares of the Company to Grizal. Completion of the debt settlement is subject to approval by the TSX Venture Exchange.

As of December 31, 2021, $445,306 (December 31, 2020 - $Nil) was owing to a director and officer and to a majority shareholder of the Company. The loans balance as of December 31, 2021 included accrued interest of $20,306 (December 31, 2020 - $Nil).

In addition to the loans from related parties discussed above, the Company entered into the following transactions with related parties and key management personnel:

	Year ended December 31, 2021	Year ended December 31, 2020
Salaries and benefits paid to an officer of the Company (1)	$ 72,387	$ 73,500
Directors fees	3,750	14,751

(1) Remuneration attributed to key management personnel is recorded in salaries and benefits.

CRITICAL ACCOUNTING ESTIMATES

The preparation of the consolidated financial statements in conformity with IFRS requires management to make certain estimates, judgments and assumptions that affect the reported amounts and disclosures of assets and liabilities at the date of the consolidated financial statements and the reported amounts of expenses during the year. Actual results could differ from those estimates and such differences could be significant.

PROPOSED TRANSACTIONS

The Company has no proposed transactions to report at this time.

SIGNIFICANT ACCOUNTING POLICIES

The accounting policies followed by the Company are set out in Note 3 to the audited consolidated financial statements for the year ended December 31, 2021, and have been consistently followed in the preparation of these consolidated financial statements.

FINANCIAL INSTRUMENTS AND RISK FACTORS

The Company's financial instruments consist of cash, receivables, accounts payable and accrued liabilities and loans due to related parties.

The fair value of the Company's cash, receivables, accounts payable and accrued liabilities and loans due to related parties approximate carrying value due to their short terms to maturity. The Company classifies its financial instruments measured at fair value at one of three levels according to the relative reliability of the inputs used to estimate the fair value. The fair value hierarchy is as follows:

Level 1 – quoted prices (unadjusted) 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., derived from prices); and
Level 3 – inputs for the asset or liability that are not based on observable market data (unobservable inputs).

The Company's risk exposures and the impact on the Company's financial instruments are summarized below:

Credit risk

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. The Company's credit risk is primarily attributable to cash and receivables. The Company's cash are held with a major Canadian chartered bank and management believes the risk of loss to be remote. Receivables consist of input tax credits receivable from the Government of Canada. The Company does not believe it is subject to significant credit risk in relation to its receivables.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's objective in managing liquidity risk is to maintain sufficient readily available reserves in order to meet its liquidity requirements at any point in time. As at December 31, 2021, the Company had cash of $318,645 and current liabilities of $597,576. The Company intends to raise additional equity financing or related party debt financing in the coming period to meet its obligations.

Market risk

Market risk is the risk of loss that may arise from changes in market factors such as interest rates, foreign exchange rates, and commodity and equity prices.

a) Interest rate risk

Interest rate risk is the risk that the fair value of future cash flows of the Company's financial instruments will fluctuate due to changes in market interest rates. The Company is exposed to interest rate risk on its cash balances which earn interest at variable market interest rates, however, this exposure is considered to be minimal. The Company has no interest-bearing debt, and therefore, is not exposed to risk in the event of interest rate fluctuations.

b) Currency risk

The Company is exposed to the financial risk related to the fluctuation of foreign exchange rates. The Company's expenditures are predominantly in Canadian dollars, and US dollars. The Company has financial assets and liabilities denominated in US dollars as at December 31, 2021. Based on the Company's net exposure as at December 31, 2021, a 10% depreciation or appreciation of the Canadian dollar against the US dollar would result in an impact on profit or loss of $1,855.

c) Price risk

The Company is exposed to price risk with respect to commodity and equity prices. Equity price risk is defined as the potential adverse impact on the Company's earnings due to movements in individual equity prices or general movements in the level of the stock market. Commodity price risk is defined as the potential adverse impact on earnings and economic value due to commodity price movements and volatilities. The Company closely monitors commodity prices of gold, individual equity movements and the stock market to determine the appropriate course of action to be taken by the Company.

RISK FACTORS

This MD&A does not include all of the information required for full risk factors discussion and should be read in conjunction with the Company's annual financial statements for the year ended December 31, 2020.

INTERNAL CONTROLS

Internal controls over financial reporting are procedures designed to provide reasonable assurance that transactions are properly authorized, assets are safeguarded against unauthorized or improper use, and transactions are properly recorded and reported. A control system, no matter how well designed and operated, can provide only reasonable, and not absolute, assurance with respect to the reliability of financial reporting and financial statement preparation. Akwaaba has undertaken to put into place a system of internal controls appropriate for its size, and reflective of its operations. The Company's certifying officers are responsible for establishing and maintaining disclosure controls and procedures for the Company, and have concluded based on an evaluation As at December 31, 2020, that the disclosure controls and procedures for the Company are effective.

OUTSTANDING SHARE INFORMATION

Common shares, stock options and warrants issued and outstanding as at December 31, 2021 are described in detail in Note 8 to the audited consolidated financial statements for the year ended December 31, 2021.
Summarized balances as at December 31, 2021 and April 21, 2022 are as follows:

	December 31, 2021	April 21, 2022
Common shares outstanding	162,257,972	191,187,470
Stock options exercisable	-	-
Fully-diluted	162,257,972	191,187,470

FORWARD-LOOKING STATEMENTS

This MD&A contains "forward looking information" within the meaning of applicable Canadian securities legislation. Forward looking information may include, but is not limited to, information with respect to our planned exploration and evaluation activities including generating new targets, costs and timing of future exploration, results of future exploration and drilling, potential development plans in the future, timing and receipt of approvals, consents and permits under applicable legislation, our executive compensation approach and practice, the composition of our board of directors and committees, and adequacy of financial resources. Wherever possible, words such as "plans", "expects" or "does not expect", "budget", "scheduled", "estimates", "forecasts", "anticipate" or "does not anticipate", "believe", "intend" and similar expressions or statements that certain actions, events or results "may", "could", "would", "might" or "will" be taken, occur or be achieved, have been used to identify forward looking information.
Forward looking information is subject to a variety of known and unknown risks, uncertainties and other factors that could cause actual events or results to differ from those expressed or implied by the forward looking information, including, without limitation:

- risks related to commodity price fluctuations, including gold price volatility;
- risks related to the exploration and evaluation of our mineral property including general operating risks;
- risks related to the fact that we are a new company with no exploration and evaluation assets in production or development and no history of production or revenue;
- uncertainties related to title to our exploration and evaluation assets and surface rights;
- risks and uncertainties relating to the interpretation of drill results and the geology, grade and continuity of our mineral deposits;
- risks related to governmental regulations, including environmental regulations;
- increased costs and restrictions on operations due to compliance with environmental laws and regulations;
- increased costs affecting the mining industry;
- increased competition in the mining industry for properties, qualified personnel and management;
- risks related to some of our directors' and officers' involvement with other natural resource companies;
- risks related to the delay in obtaining or failure to obtain required permits, or non-compliance with permits that have been obtained;
- risks related to our ability to obtain adequate financing for our planned exploration and evaluation activities and to complete further exploration programs;
- risks related to general economic conditions;
- recent market events and conditions; and
- currency fluctuations.

This list is not exhaustive of the factors that may affect any of our forward-looking information. Although we have attempted to identify important factors that could cause actual results to differ materially from those contained in forward-looking information, there may be other factors that cause results not to be as anticipated, estimated or intended. There can be no assurance that such information will prove to be accurate, as actual results and future events could differ materially from those anticipated in such information. Forward-looking information involves statements about the future and is inherently uncertain, and our actual achievements or other future events or conditions may differ materially from those reflected in the forward-looking information due to a variety of risks, uncertainties and other factors. Our forward-looking information is based on the beliefs, expectations and opinions of management on the date the statements are made and we do not assume any obligation to update forward looking information, whether as a result of new information, future events or otherwise, other than as required by applicable law. For the reasons set forth above, prospective investors should not place undue reliance on forward looking information.

APPROVAL

Management is responsible for all information disclosed in the consolidated financial statements. The Board of Directors of Akwaaba Mining Ltd. has approved the disclosures contained in this MD&A.