

# ASANKO GOLD

An All Share Merger of Equals Between



**KEEGAN**  
RESOURCES INC.



**PMIGOLD**  
CORPORATION

DECEMBER 5th 2012



ON THE ROAD TO PRODUCTION



## FORWARD LOOKING INFORMATION

### Cautionary Note Regarding Forward-Looking Statements and Information:

This PMI and Keegan joint presentation contains "forward-looking information", as such term is defined in applicable Canadian securities legislation and "forward-looking statements" within the meaning of the United States Private Securities Litigation Reform Act of 1995, concerning PMI's and Keegan's future financial or operating performance and other statements that express management's expectations or estimates of future developments, circumstances or results. Generally, forward-looking information can be identified by the use of forward-looking terminology such as "expects", "believes", "anticipates", "budget", "scheduled", "estimates", "forecasts", "intends", "plans" and variations of such words and phrases, or by statements that certain actions, events or results "may", "will", "could", "would" or "might", "be taken", "occur" or "be achieved". Such forward-looking information may include, without limitation, statements regarding the completion and expected benefits of the proposed transaction and other statements that are not historical facts. Forward-looking information is based on a number of assumptions and estimates that, while considered reasonable by management based on the business and markets in which PMI and Keegan operate, are inherently subject to significant operational, economic and competitive uncertainties and contingencies. Assumptions upon which forward looking statements relating to the plan of arrangement have been made include that PMI and Keegan will be able to satisfy the conditions in the Arrangement Agreement, that due diligence investigations of each party will not identify any materially adverse facts or circumstances, that the required approvals will be obtained from the shareholders of each of PMI and Keegan, that all required third party, regulatory and government approvals will be obtained; and that each of PMI and Keegan will be able to achieve their currently announced guidance targets. PMI and Keegan caution that forward-looking information involves known and unknown risks, uncertainties and other factors that may cause PMI's and Keegan's actual results, performance or achievements to be materially different from those expressed or implied by such information, including, but not limited to: gold price volatility; fluctuations in foreign exchange rates and interest rates; the impact of any hedging activities; discrepancies between actual and estimated production, between actual and estimated reserves and resources or between actual and estimated metallurgical recoveries; costs of production; capital expenditure requirements; the costs and timing of construction and development of new deposits and expansion of existing operations; the success of exploration and permitting activities; parts, equipment, labor or power shortages or other increases in costs; mining accidents, labour disputes or other adverse events; and changes in applicable laws or regulations.

In addition, the factors described or referred to in the section entitled "Risk Factors" in PMI's Annual Information Form for the year ended June 30, 2012 or under the heading "Business Description – Risk Factors" in Keegan's Annual Information Form for the financial year ended March 31, 2012, both of which are available on the SEDAR website at [www.sedar.com](http://www.sedar.com), should be reviewed in conjunction with the information found in this presentation. Although PMI and Keegan have attempted to identify important factors that could cause actual results, performance or achievements to differ materially from those contained in forward-looking information, there can be other factors that cause results, performance or achievements not to be as anticipated, estimated or intended. There can be no assurance that such information will prove to be accurate or that management's expectations or estimates of future developments, circumstances or results will materialize. As a result of these risks and uncertainties, the proposed transaction could be modified, restricted or not completed, and the results or events predicted in these forward looking statements may differ materially from actual results or events. Accordingly, readers should not place undue reliance on forward-looking information. The forward-looking information in this presentation is made as of the date of this presentation, and PMI and Keegan disclaim any intention or obligation to update or revise such information, except as required by applicable law.

### Cautionary Note to US Investors Regarding Mineral Reporting Standards:

PMI and Keegan prepare their disclosure in accordance with the requirements of securities laws in effect in Canada, which differ from the requirements of US securities laws. Terms relating to mineral resources in this press release are defined in accordance with National Instrument 43-101 - *Standards of Disclosure for Mineral Projects* under the guidelines set out in the Canadian Institute of Mining, Metallurgy, and Petroleum Standards on Mineral Resources and Mineral Reserves. The Securities and Exchange Commission (the "SEC") permits mining companies, in their filings with the SEC, to disclose only those mineral deposits that a company can economically and legally extract or produce. PMI and Keegan use certain terms, such as, "measured mineral resources", "indicated mineral resources", "inferred mineral resources" and "probable mineral reserves", that the SEC does not recognize (these terms may be used in this presentation and are included in the public filings of each of PMI and Keegan which have been filed with securities commissions or similar authorities in Canada).

## Asanko – The Leading West African Gold Development Company:

- ‡ Measured and Indicated Resources<sup>1,2,3</sup> = 6.9 Moz gold
- ‡ Inferred Resources<sup>1,2,3</sup> = 2.7 Moz gold
- ‡ Consolidated Asankrangwa Gold Belt and over 1,000 km<sup>2</sup> of mineral concessions in Ghana
- ‡ \$340M cash, no debt outstanding
- ‡ Obotan construction ready and fully financed → 200,000 oz/yr by 2014
- ‡ Esaase development funded by cash flow and/or debt → adds 150,000 - 200,000 oz/yr by 2017
- ‡ Proven mine development and operational management teams in place
- ‡ Proximity of projects (15 km radius) provides substantial capex and operational synergies

<sup>1</sup>Mineral Resources for Esaase stated using a 0.8 g/t Au cut-off; NI 43-101 Technical Report filed on SEDAR November 23, 2012

<sup>2</sup>Mineral Resources for Obotan stated using a 0.5 g/t Au cut-off; NI 43-101 Technical Report filed on SEDAR May 25, 2012

<sup>3</sup>Excludes Kubi (see Appendix pg. 23)



ON THE ROAD TO PRODUCTION



THE TRANSACTION



Merger of Equals



**ASANKO**GOLD

- ‡ PMI Shareholders receive 0.21 Asanko shares per PMI share
- ‡ Keegan Shareholders receive 1.0 Asanko share per Keegan share
- ‡ 50:50 pro-forma ownership – fully diluted in-the-money basis
- ‡ Market merger – no material premiums paid
- ‡ Standard deal protections including reciprocal termination fee of \$13M
- ‡ Lock-ups with management and Board of Directors



ON THE ROAD TO PRODUCTION



**TRANSACTION RATIONALE**



<ul style="list-style-type: none"> <li>‡ Gains 2014 production from a fully funded Obotan</li> </ul>	<ul style="list-style-type: none"> <li>‡ Gains \$210M cash to self-fund Obotan's 2014 production start</li> </ul>
<ul style="list-style-type: none"> <li>‡ Gains \$130M Cash</li> </ul>	<ul style="list-style-type: none"> <li>‡ Avoids project debt / further dilution</li> </ul>
<ul style="list-style-type: none"> <li>‡ Obotan cash flow or debt to fund Esaase's development → Mid-Tier Status</li> </ul>	<ul style="list-style-type: none"> <li>‡ Gains adjacent deposit for 2017 production growth → Mid-Tier Status</li> </ul>

- ‡ Realize capex + operational synergies – Obotan and Esaase located within 15 km radius
- ‡ Realize significant exploration upside >70 km Belt / over 1,000 km<sup>2</sup> holding (in Ghana)
- ‡ Gain deep project build expertise – management and board
- ‡ Maximize shareholder value as Asanko realizes production + exploration potential
- ‡ Attractive value proposition – share upside as a Developer (2013) / Producer (2014+)



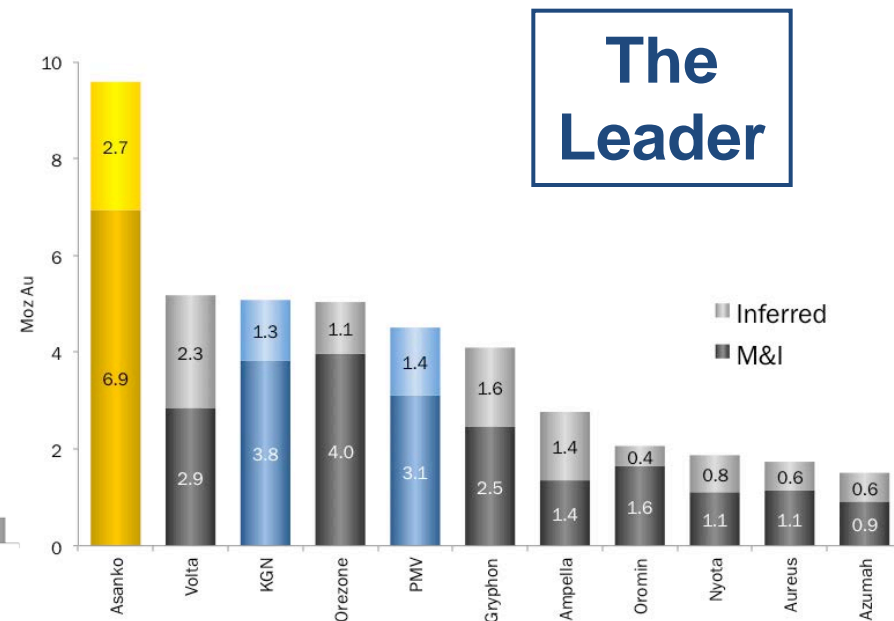
# Asanko - The Leading West African Gold Development Company

## Market Capitalization (\$M)



Source<sup>1</sup>: Company Disclosure

## Gold Resources (Moz)



Source<sup>2,3,4</sup>: Company Disclosure

<sup>1</sup>Market Capitalization FD ITM based on Keegan's closing price of C\$3.91 on December 4<sup>th</sup>, 2012 and on the implied offer price to PMI of C\$0.82

<sup>2</sup>Mineral Resources for Esaase stated using a 0.8 g/t Au cut-off; NI 43-101 Technical Report filed on SEDAR November 23, 2012

<sup>3</sup>Mineral Resources for Obotan stated using a 0.5 g/t Au cut-off; NI 43-101 Technical Report (DFS) filed on SEDAR May 25, 2012

<sup>4</sup>Excludes Kubi (see Appendix pg. 23)



## DEVELOPMENT OF A MAJOR MINING DISTRICT

- ‡ Obotan in final stages of permitting
  - Capital of \$300M financed from cash
  - 200,000 oz/yr starting Q4 2014
- ‡ Esaase Feasibility Study underway
  - Expected capital of \$260M financed from cash flow
  - 150-200 koz/yr starting Q1 2017

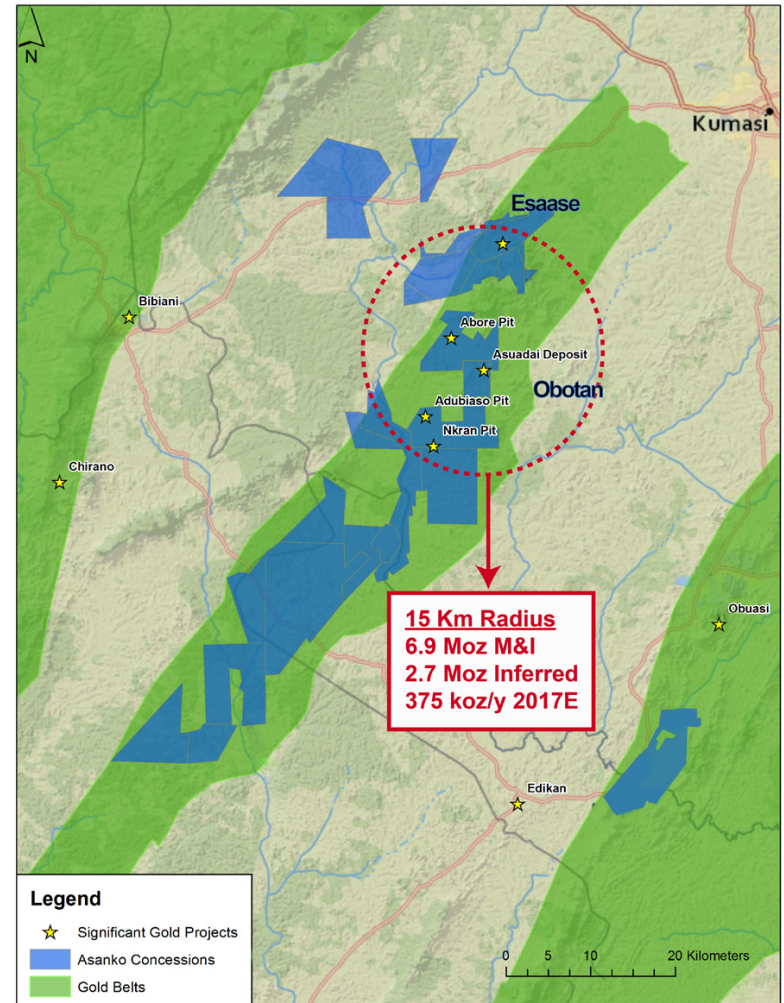
Esaase<sup>1</sup> & Obotan<sup>2</sup> Gold Resources<sup>3</sup> (100% basis)

	KGN	PMV	Asanko
M & I (Moz Au)	3.83	3.11	6.94
Inferred (Moz Au)	1.25	1.40	2.65

<sup>1</sup>Mineral Resources for Esaase stated using a 0.8 g/t Au cut-off; NI 43-101 Technical Report filed on SEDAR November 23, 2012

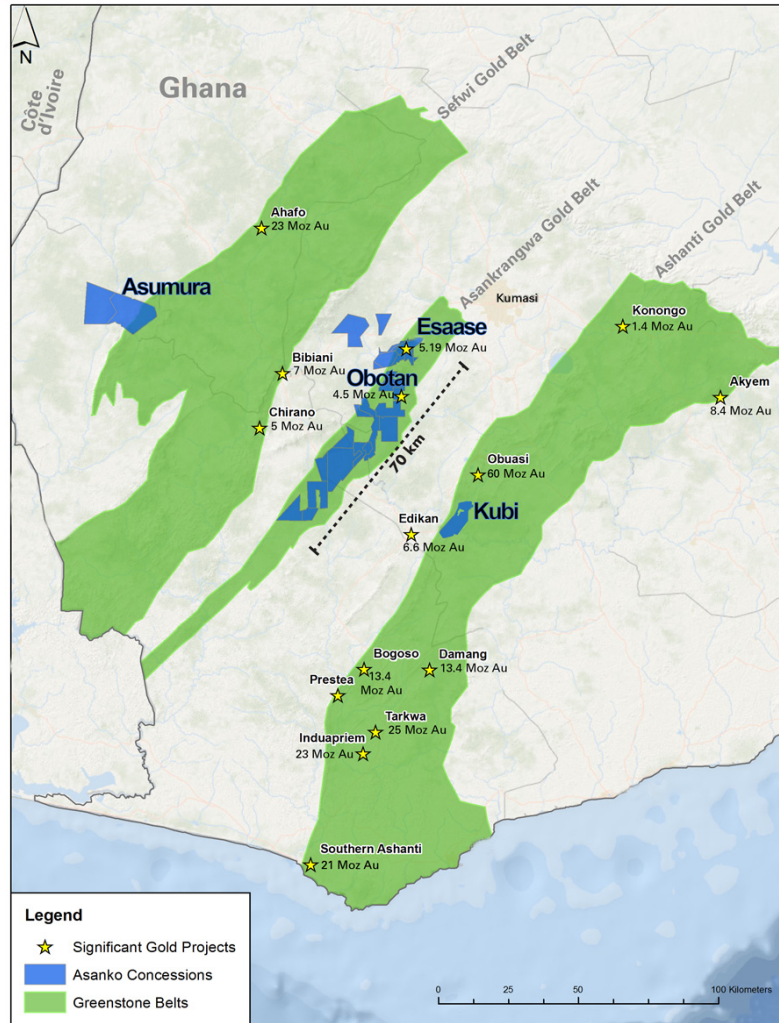
<sup>2</sup>Mineral Resources for Obotan stated using a 0.5 g/t Au cut-off; NI 43-101 Technical Report (DFS) filed on SEDAR May 25, 2012

<sup>3</sup>Excludes Kubi (see Appendix pg. 23)





## SUBSTANTIAL LAND PACKAGE IN GHANA



- ‡ One of the largest land positions in Ghana (over 1,000 km<sup>2</sup>)
- ‡ Consolidates >70 km of the highly prospective Asankrangwa Gold Belt which includes both the Obotan & Esaase development projects
- ‡ Extensive land package with multiple high-priority exploration targets
- ‡ Kubi gold project located on Ashanti Gold Belt 15 km south of and along strike from Anglogold Ashanti's 60 Moz Obuasi Mine
- ‡ Asumura gold project located on the western boundary of the Sefwi Gold Belt 65 km south of Newmont's 23 Moz Ahafo Mine





## DEVELOPMENT PROJECT DETAILS

	Obotan BFS – 28Aug12 by GR Engineering Services (GRES)	Esaase <sup>(2)</sup>
O/P Mine Life	11.5 years	10-15 years
Operation	Open pit, CIL	Open pit, Flotation, CIL
Tonnage & Avg. Head Grade	34.2 Mt @ 2.21 g/t Au	tbd
Throughput	3.0 Mtpa (primary), 3.8 Mtpa (oxide)	4.0 Mtpa
LOM Avg. Strip Ratio	6.4:1 (incl. pre-strip)	tbd
Recovery	92.8% Au	87-90% Au
LOM Avg. Annual Production	196 koz Au	150 Koz – 200 Koz Au
LOM Cash Costs <sup>(1)</sup>	\$626/oz Au (excl. royalties & refining costs); \$726 (total)	\$600 – \$800/oz
Initial Capex (excl. WC)	\$216M (plus pre-strip capex of \$82M = \$298 total) / Contingency \$15M	≈\$260M

<sup>(1)</sup>Using Street consensus 2014-17+ Au prices of \$1,700, \$1,600, \$1,500 & \$1,300 respectively

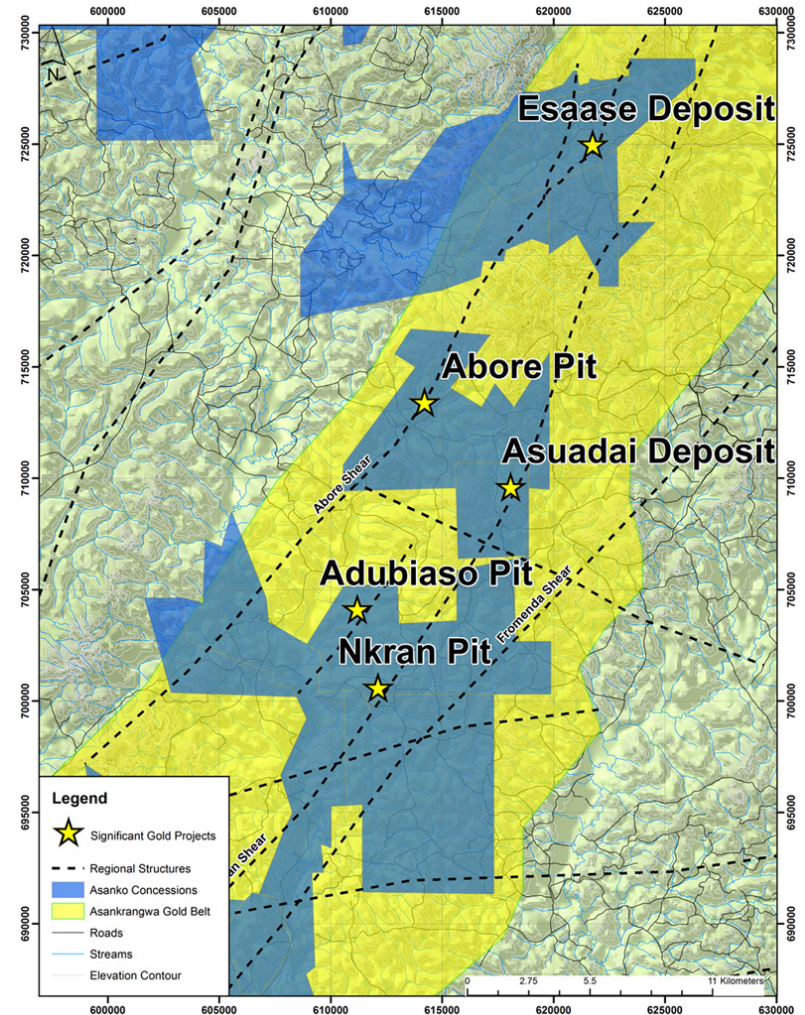
<sup>(2)</sup> Greg McCunn, P.Eng. of Keegan Resources is the Qualified Person under NI 43-101 who has assumed responsibility for the technical disclosure relating to Keegan in this release



## POTENTIAL ESAASE / OBOTAN SYNERGIES

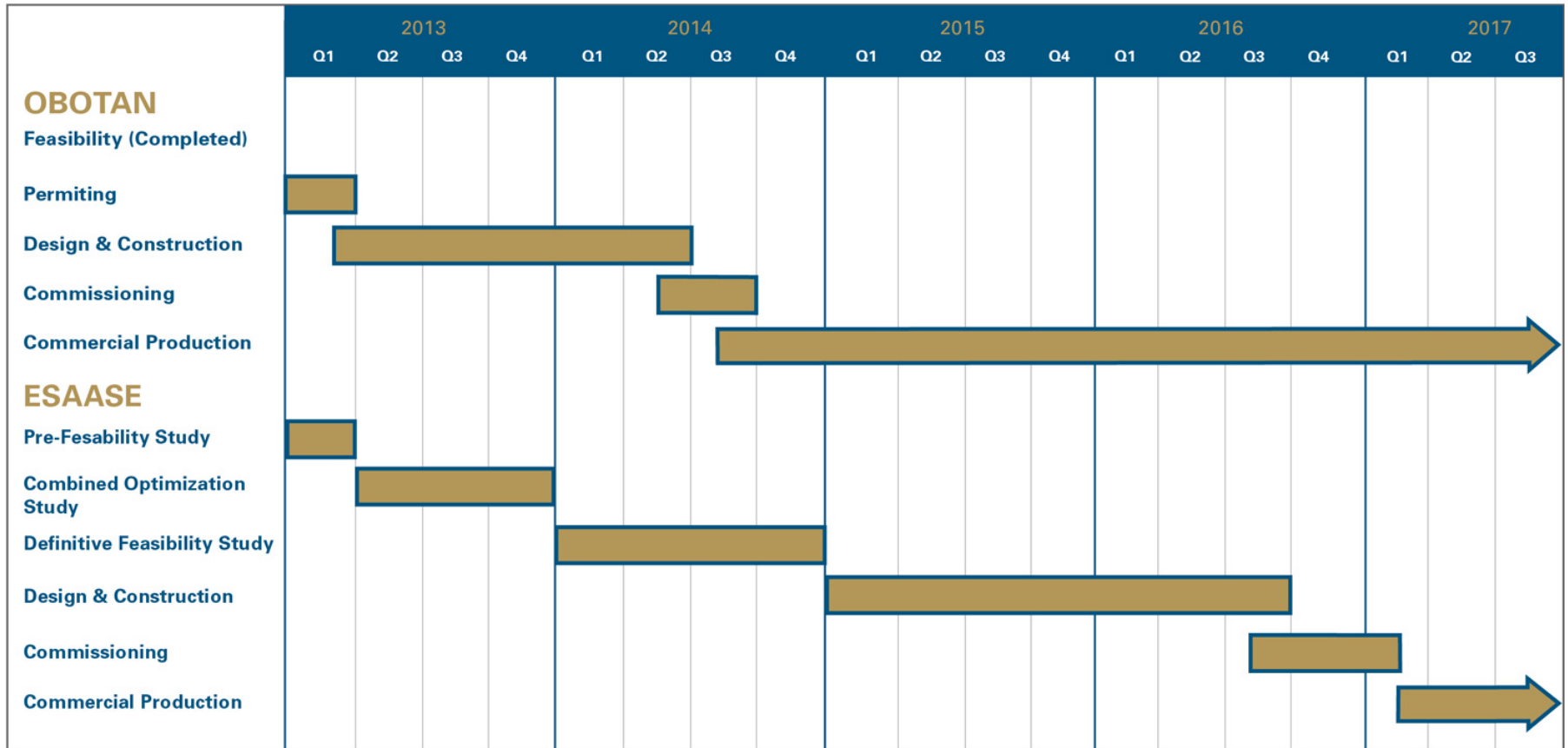
Proximity of the Esaase & Obotan projects provide significant potential Capex & Opex synergies

- ‡ Potential for modular design at Obotan Mill to reduce upfront capital for Esaase
- ‡ Less than 30 km between Nkran and Esaase
- ‡ Haul road exists from Obotan to Abore and forest services road exists from Abore to Esaase
- ‡ Optimization study to resolve maximum value solution to be completed in 2013



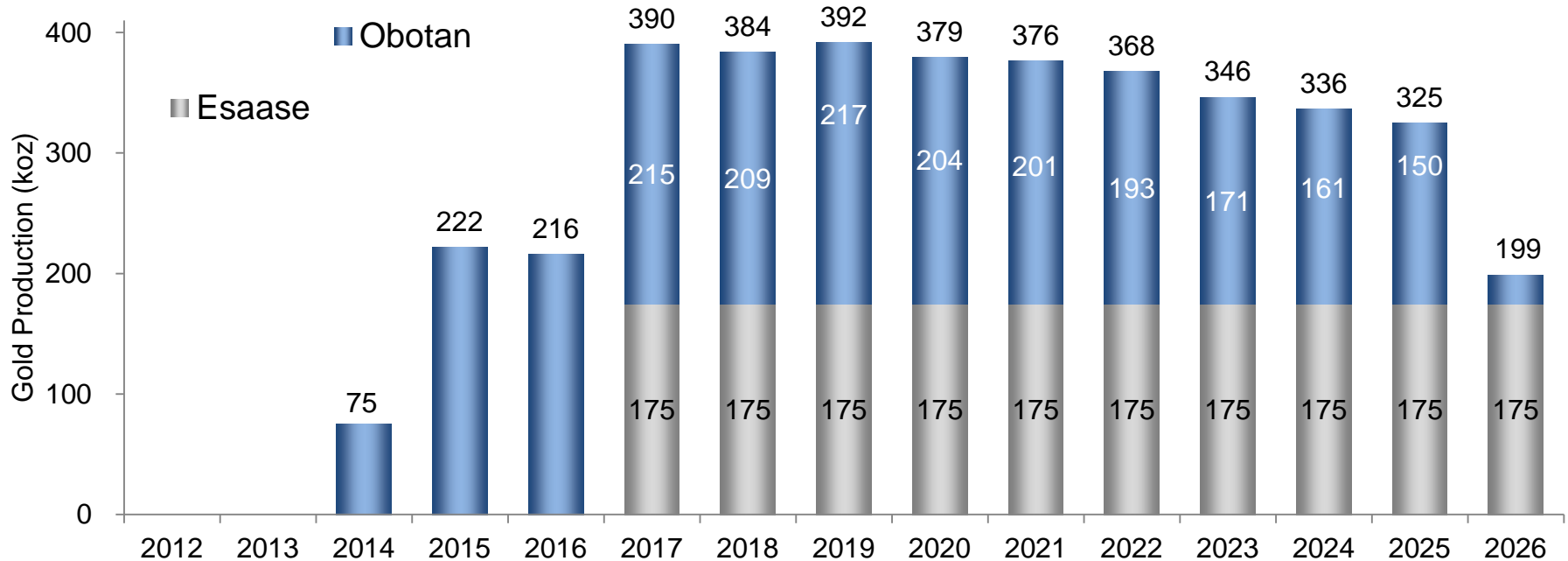


## PROJECT DEVELOPMENT TIMELINES





## Asanko Production Profile (koz Au)

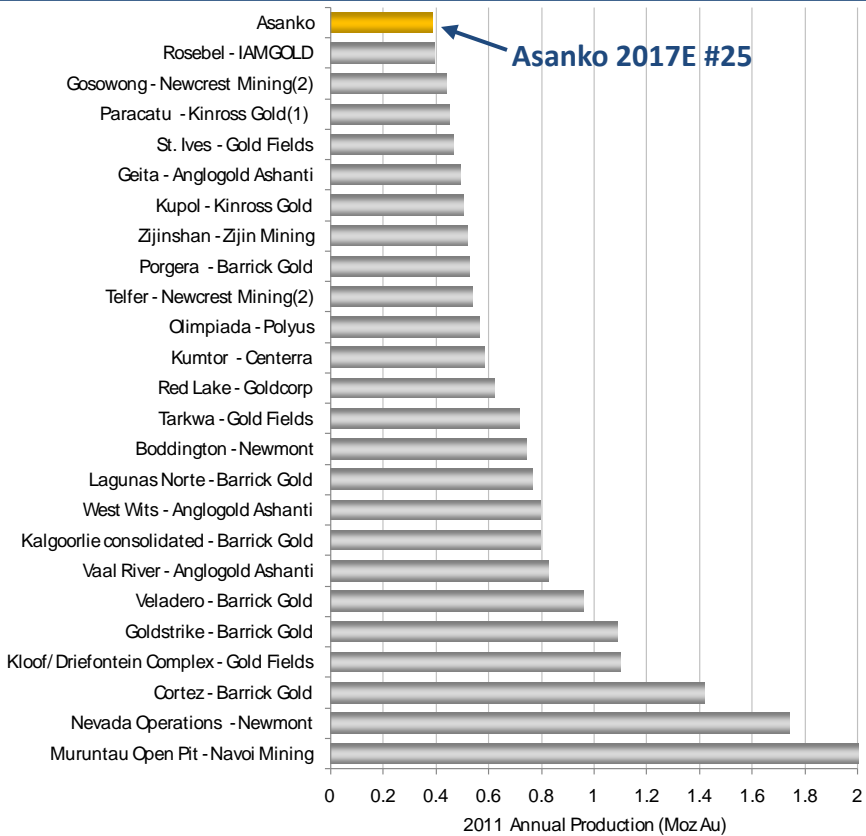


Source<sup>1</sup>: Production reflects 100% attributable production as 10% payment to Ghanaian government applies to out of country dividends / utilizing average anticipated production (Keegan) and GR Engineering Services BFS (PMI)

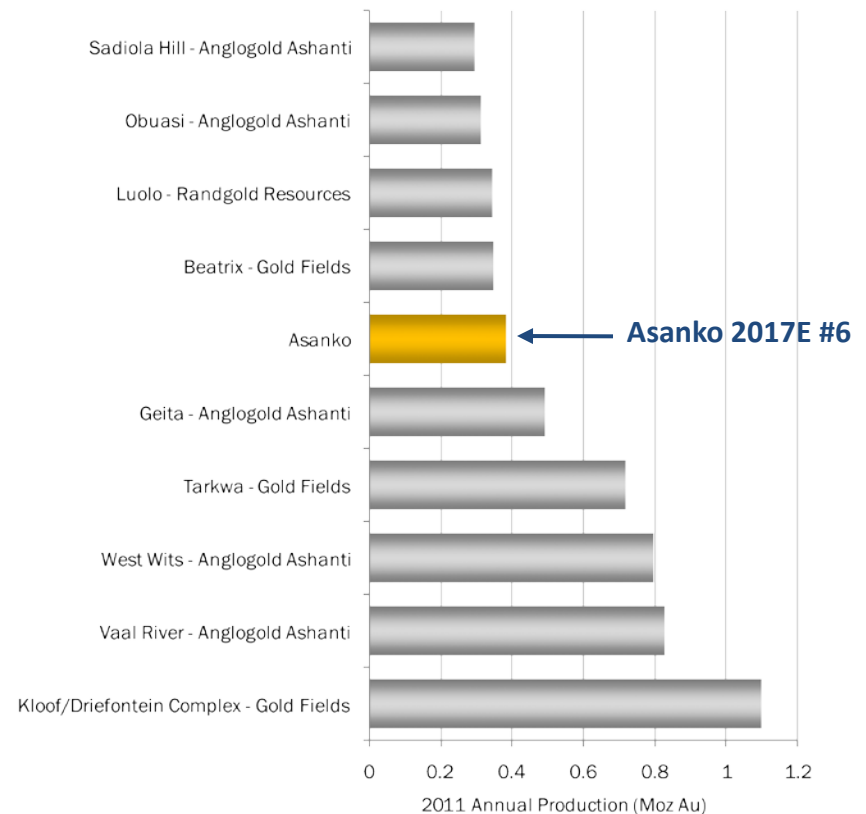


‡ Asanko’s targeted 2017 production of 350 – 400 Koz will establish its consolidated mine in the top 25 of gold mines globally and top 10 in Africa

**Top 25 Global Gold Mines (2011A)**



**Top 10 African Gold Mines (2011A)**





ON THE ROAD TO PRODUCTION



**HIGHLY EXPERIENCED BOARD**

**Peter Buck**

Co-Chairman, Director

Former Director Exploration for LionOre and Managing Director & CEO of Breakaway Resources Limited, over 40 years of international exploration and production experience

**Shawn Wallace**

Co-Chairman, Director

Co-Founder of Keegan with over 23 years experience in mineral resource sector and has been directly involved in financing and operating several high-quality mining exploration and development companies

**Dr. John Clarke**

Independent Director

Former Executive Director of Ashanti Goldfields and CEO of Nevsun Resources. Ph.D. in metallurgy from Cambridge University with extensive experience in African mining

**Ross Ashton**

Independent Director

Former founder and Managing Director of Red Back Mining Limited, over 40 years experience in exploration, consulting, financing and development of resource projects

**Gordon Fretwell**

Independent Director

Holds a Law Degree and a practising Solicitor in Vancouver in areas of Corporate and Securities Law. He serves on the Boards of several public companies

**Colin Steyn**

Independent Director

Current Chairman of Coalspur Mines, Director of Mirabela Nickel & former CEO of LionOre; ex-Rio Tinto Exec Director in Zimbabwe



ON THE ROAD TO PRODUCTION



## EXECUTIVE TEAM WITH PROVEN MINE BUILDING CREDENTIALS

### **Peter Breese** Chief Executive Officer

Mr. Breese has over 25 years operational experience in the global mining industry, having predominantly worked across southern Africa (South Africa, Botswana, Tanzania and Zimbabwe) and Australia in the uranium, nickel, platinum and chrome sectors. He has held a number of senior management positions in TSX and ASX publicly listed companies, including CEO of Mantra Resources, before its US\$1 billion acquisition by ARMZ, the 51.4% shareholder in Uranium One Inc., Chief Executive of Norilsk, following its US\$6 billion acquisition of LionOre, where he was Chief Operating Officer, as well as senior executive and board positions with Impala Platinum Holdings, Mimosa Mining Company, Zimasco and BCL. He is currently a Director of TSX listed Coalspur Mines Limited and holds a PMD from Harvard Business School.

### **Collin Ellison** President

Mr. Ellison is a Professional Mining Engineer with 35 years of experience in mining project evaluation, development, implementation and operation. During his career, Mr. Ellison has built and operated nine resource projects and companies in Africa, Australia, Asia, Central Asia and North America. He was previously the President & Chief Executive Officer of Goldbelt Resources Ltd., and was responsible for the development of the Inata gold mine in Burkina Faso and subsequently as President & Chief Executive Officer for Asian Mineral Resources Limited for the development of the Ban Phuc nickel project in Vietnam.

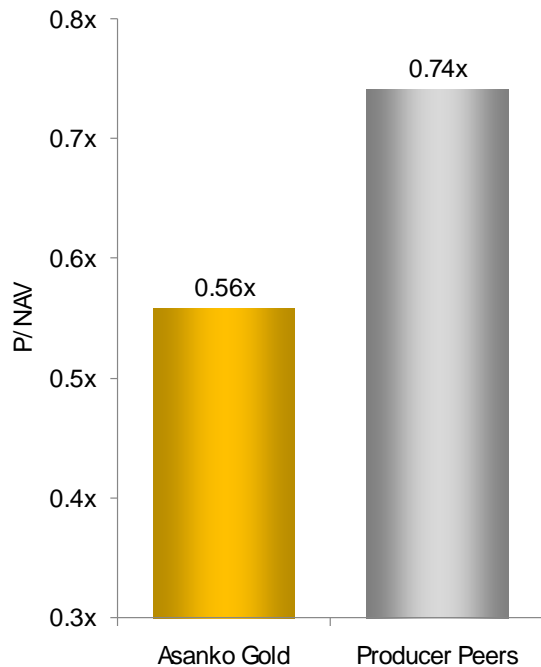
- ‡ Asanko to build world-class executive team
- ‡ Combined management and executives from PMI and Keegan
- ‡ Top caliber operations, development and financial professionals from both organizations



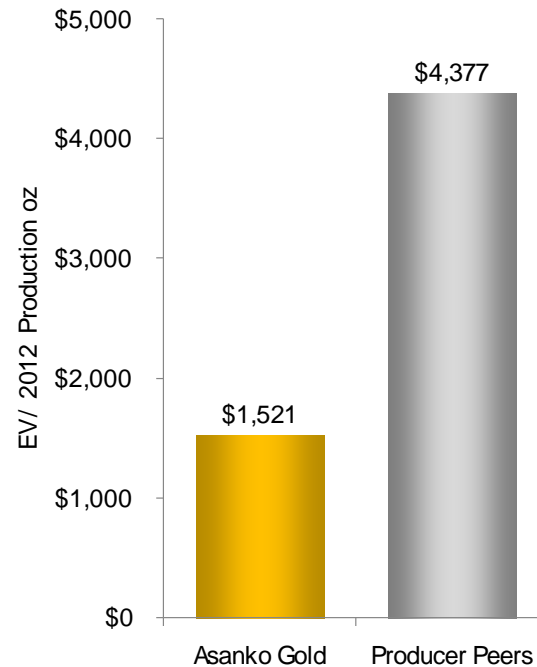
## ATTRACTIVE VALUATION VS. PRODUCER PEERS

‡ Significant upside potential for both shareholders as Asanko achieves producer status in 2014 and increasing to mid-tier status in 2017

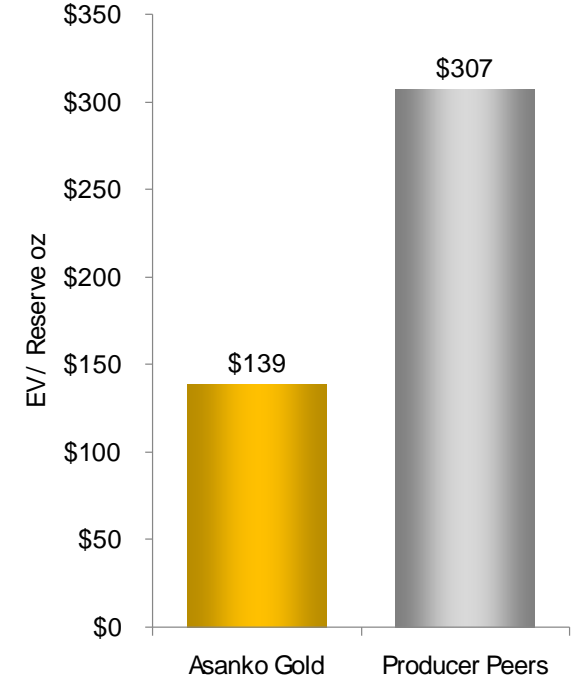
P/NAV (Street)



EV/oz Production



EV/oz Reserve

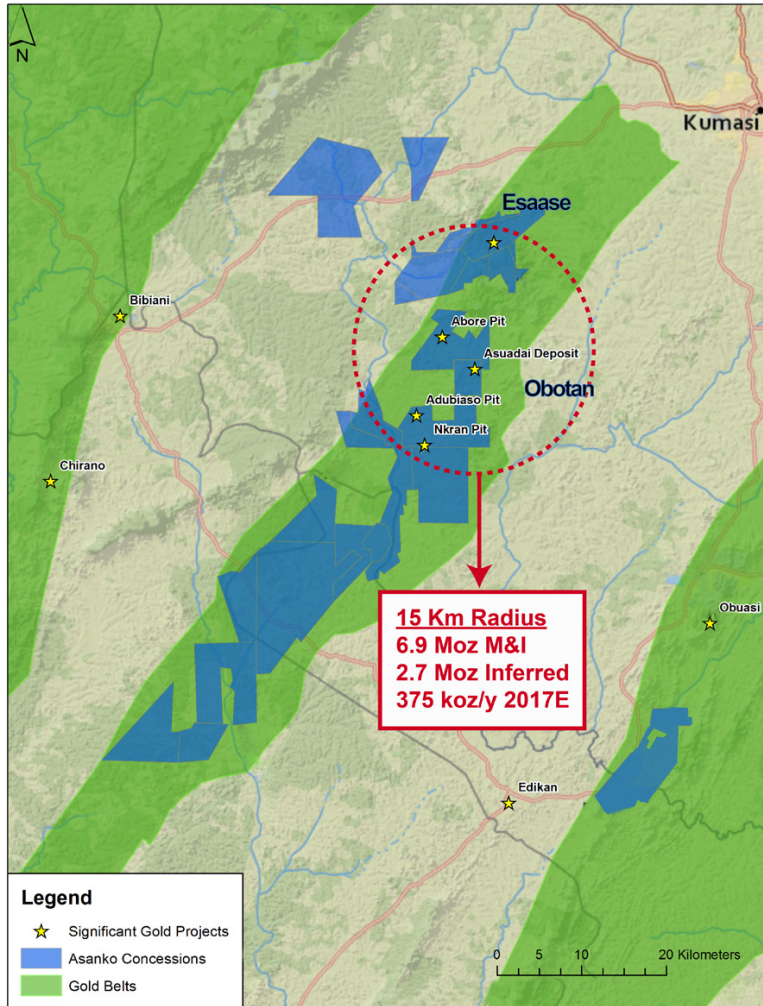


Note: "Producer Peers" average include African Barrick, Avocet, Banro, Centamin Egypt, Endeavour Mining, Golden Star, Perseus, Randgold, Resolute, SEMAFO and Teranga;  
 "EV/oz Production" based on 2012 production guidance of peers vs. Asanko's 2015 production of 222 koz  
 "EV/oz Reserve" includes Obotan only – Esaase reserve update is pending the ongoing PFS due 1Q 2013





## A UNIQUE SYNERGISTIC COMBINATION



- ‡ The leading West African gold development company and emerging producer
- ‡ Resources<sup>1</sup> located within a 15 km radius
- ‡ \$340 million in cash; no debt outstanding
- ‡ Proven mine development and operational management team
- ‡ One of the largest land holders in Ghana (over 1,000 km<sup>2</sup>)
- ‡ Significant share price upside

<sup>1</sup>Excludes Kubi (see Appendix pg. 23)



**PMI GOLD**  
CORPORATION

ON THE ROAD TO PRODUCTION



# Appendices



<p>Transaction Description</p>	<ul style="list-style-type: none"> <li>‡ PMI and Keegan to merge pro forma 50/50 ownership</li> <li>‡ Merger unanimously recommended by both Boards</li> <li>‡ Keegan to acquire all of the issued and outstanding shares of PMI, via a plan of arrangement</li> </ul>
<p>Listings</p>	<ul style="list-style-type: none"> <li>‡ Primary listing on the TSX</li> <li>‡ Secondary listings on the ASX and NYSE MKT</li> </ul>
<p>Consideration</p>	<ul style="list-style-type: none"> <li>‡ Exchange ratio of 0.21 Keegan shares per PMI share</li> <li>‡ Ownership FDITM shares is approximately 50% PMI and 50% Keegan</li> </ul>
<p>Timetable</p>	<ul style="list-style-type: none"> <li>‡ Shareholder mail-outs – January 2013</li> <li>‡ Shareholder meetings and closing – February 2013</li> </ul>



## PRO FORMA MARKET CAPITALIZATION & OPERATIONS

	PMI	Keegan	Asanko <sup>2</sup>
Closing Share Price (December 4, 2012)	C\$0.82 <sup>1</sup>	C\$3.91	C\$3.91
Share Price – 30 Trading Day VWAP <sup>3</sup>	C\$0.79	C\$3.97	-
Basic Shares Outstanding (M)	412.9	85.0	171.7
Fully Diluted ITM Shares Outstanding (M)	417.2 <sup>1</sup>	89.5	177.2
FD ITM Market Capitalization (\$M)	\$345	\$352	\$697
Pro Forma Ownership (Basic)	50%	50%	100%
Pro Forma Ownership (FD ITM)	50%	50%	100%
Cash & Cash Equivalents (\$M)	\$130M	\$210M	\$340M
M&I Resources (Moz Au) <sup>4</sup>	3.1	3.8	6.9
Inferred Resources (Moz Au) <sup>4</sup>	1.4	1.3	2.7

As of December 4, 2012

<sup>(1)</sup> PMI price and FD ITM shares based off the implied offer price (C\$3.91 x 0.21 Exchange Ratio = C\$0.82)

<sup>(2)</sup> Shares outstanding based on the exchange ratio

<sup>(3)</sup> Based on TSX trading figures

<sup>(4)</sup> Numbers may not add due to rounding; Excludes Kubi (see Appendix pg. 23)



December 5, 2012	<ul style="list-style-type: none"> <li>‡ Simultaneous merger announcement</li> <li>‡ Joint management conference call presentation</li> </ul>
Early January 2013	<ul style="list-style-type: none"> <li>‡ Mail joint circular</li> <li>‡ Interim court order</li> </ul>
February 2013	<ul style="list-style-type: none"> <li>‡ Shareholders meetings for both companies</li> <li>‡ Closing</li> </ul>



**PMI GOLD**  
CORPORATION

ON THE ROAD TO PRODUCTION



**POST MERGER OWNERSHIP**

## CURRENT MAJOR SHAREHOLDERS<sup>1</sup>

Macquarie Bank	6.1%
Waratah Investments	5.4%
Highland Park Group	4.8%
Van Eck Associates	4.4%
Beutel, Goodman & Company Ltd.	4.3%
BlackRock Inc.	4.0%
Institutional Ownership	> 50%

<sup>1</sup>Bloomberg – November 28, 2012



## PRO FORMA MINERAL RESOURCES

Asanko Gold Resources			
	Ore (Mt)	Au Grade (g/t)	Au (koz)
Obotan <sup>1</sup>	15.57	2.47	1,230
Esaase <sup>2</sup>	17.52	1.75	990
Kubi <sup>3</sup>	0.66	5.30	112
<b>Total Measured</b>	<b>33.75</b>	<b>2.15</b>	<b>2,332</b>
Obotan <sup>1</sup>	29.21	2.00	1,880
Esaase <sup>2</sup>	51.40	1.72	2,850
Kubi <sup>3</sup>	0.66	5.65	121
<b>Total Indicated</b>	<b>81.27</b>	<b>1.86</b>	<b>4,851</b>
Obotan <sup>1</sup>	21.9	1.99	1,400
Esaase <sup>2</sup>	22.2	1.75	1,250
Kubi <sup>3</sup>	0.67	5.31	115
<b>Total Inferred</b>	<b>44.77</b>	<b>1.92</b>	<b>2,765</b>

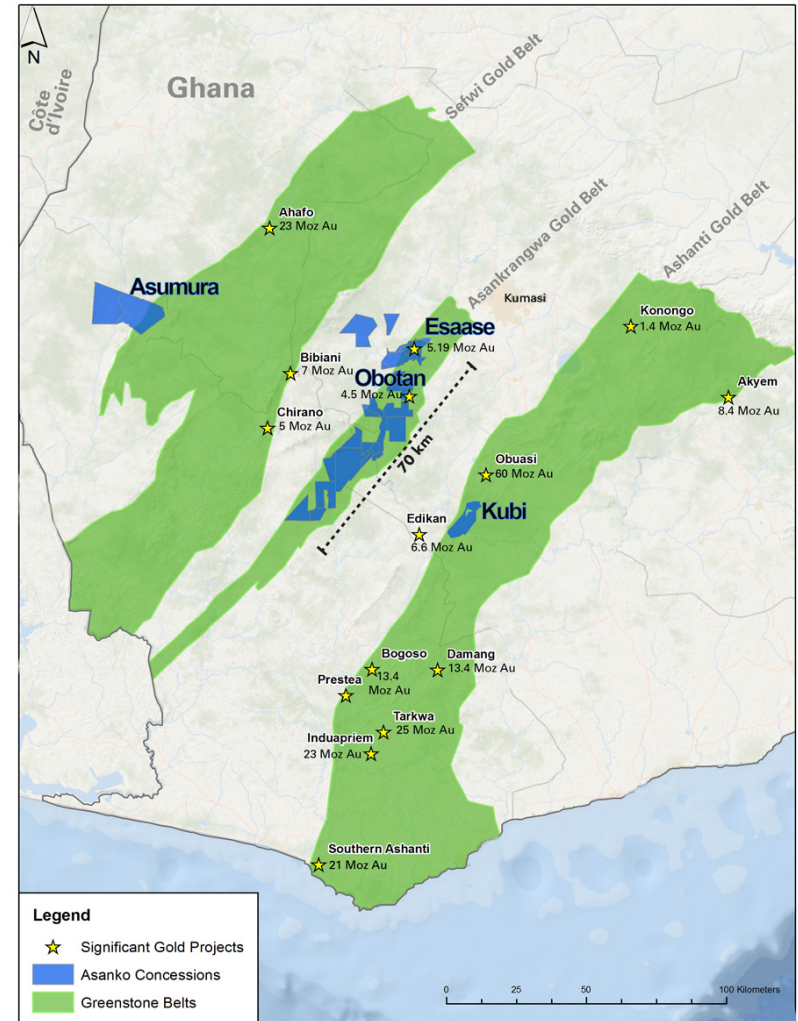
<sup>1,2,3</sup> Refer slide 26 “Qualified Persons”



## GHANA – PREMIER MINING JURISDICTION

### Ghana – A Great Place to Do Business

- ‡ Modern and expanding mining industry
- ‡ 2nd largest Gold producer in Africa (≈3.2 million oz in 2011)
- ‡ Rated 5th in Africa by Fraser Institute 2011/12 survey
- ‡ Stable multi party democracy
- ‡ Strong Government support for investment in Ghana
- ‡ Access to highly motivated and skilled workforce







ON THE ROAD TO PRODUCTION



Vancouver, Canada:

**Keegan Resources Inc.**

Suite 700 - 1199 West Hastings Street,  
Vancouver, BC, Canada, V6E 3T5

Ph. 1 604 683 8193

Fx. 1 604 683 8194

[www.keeganresources.com](http://www.keeganresources.com)

[info@keeganresources.com](mailto:info@keeganresources.com)

Perth, Australia:

**PMI Gold Corporation**

680 Murray Street

West Perth WA 6005

Ph. +61 (0)8 6188 7900

Fx. +61 (0)8 9321 8881

[www.pmigoldcorp.com](http://www.pmigoldcorp.com)

[info@pmigoldcorp.com](mailto:info@pmigoldcorp.com)

Vancouver, Canada:

**PMI Gold Corporation**

#408 – 837 West Hastings Street

Vancouver BC V6C 3N6

Ph. +1 604 684 6264

Fx. +1 604 684 6242



ON THE ROAD TO PRODUCTION



## Qualified Persons for Resource Reporting

<sup>1</sup>The NI43-101 technical report outlining the Obotan Project Mineral Resources and Reserve Estimate and the results of the Feasibility Study on September 17, 2012 was prepared by GR Engineering Services Limited, and co-authored by P. Gleeson, B.Sc. (Hons), M.Sc, MAIGS, MGSA, J. Price, FAusIMM(CP), FGS, MIE(Aust.), R Cheyne, BEng. (Mining), FAusIMM, CEng (IEI), and G. Neeling, BAppSc. (Multidisciplinary) FAusIMM, each of whom is independent for the purposes of NI 43-101. Measured Resources of 15.57Mt grading 2.47g/t Au for 1.23Moz; Indicated Resources of 29.21Mt grading 2.00g/t Au for 1.88Moz; and Inferred Resources of 21.91Mt grading 1.99g/t Au for 1.40Moz, based on a 0.5g/t Au cut-off. Resource figures for each of the Obotan deposits based on a 0.5 g/t Au lower cut-off grade. All resource numbers are rounded to 2 decimal places- 10,000 tonnes. Information that relates to Mineral Resources at the Obotan Gold Project is based on a resource estimate that has been audited by Mr Peter Gleeson, who is a full time employee of SRK Consulting, Australia. Mr Gleeson is a Member of the Australian Institute of Geoscientists (MAIG) and has sufficient experience which is relevant to the style of mineralisation and type of deposit under consideration and to the activity which he is undertaking to qualify as a Competent Person as defined in the 2004 Edition of the Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves' and as defined in terms of NI43-101 standards for resource estimation of gold. Mr Gleeson has more than 5 years' experience in the field of Exploration Results and of resource estimation in general. Mr Gleeson consents to the inclusion of matters based on information in the form and context in which it appears.

<sup>2</sup>Mineral Resources for Esaase stated using a 0.8 g/t Au cut-off; NI 43-101 Technical Report filed on SEDAR November 23, 2012. Charles J. Muller, B.Sc. Geology (Hons), Pr.Sci.Nat., MGSSA, a Director of Minxcon Pty Ltd. of Johannesburg, South Africa and an independent Qualified Person under NI 43-101 is responsible for any disclosure related to Keegan's Mineral Resources in this release.

<sup>3</sup>NI 43-101 Mineral Resources for Kubi stated using a 2.0 g/t Au cut-off; see PMI news release dated December 10, 2010.



**KEEGAN**  
RESOURCES INC.

**PMIGOLD**  
CORPORATION

