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## MANAGEMENT'S DISCUSSION AND ANALYSIS FOR THE SIX MONTHS ENDED AUGUST 31, 2017

*(All amounts expressed in Canadian dollars, unless otherwise stated)*

This Management's Discussion & Analysis ("MD&A") provides a detailed analysis of the business of Ashanti Sankofa Inc. (formerly AMI Resources Inc.) (the "**Company**") and compares its financial results for the six months ended August 31, 2017 to the same period in fiscal 2017 (the "**Q3 Financial Statements**"), which were prepared in accordance with International Financial Reporting Standards ("IFRS"). This MD&A should be read in conjunction with the audited consolidated financial statements of the Company and related notes for the year ended February 28, 2017. Refer to Note 3 of the Q3 Financial Statements for disclosure of the Company's significant accounting policies and a discussion of future accounting policy changes. The Company's reporting currency is the Canadian dollar and all amounts in this MD&A are expressed in Canadian dollars.

This MD&A contains certain statements that may constitute "forward-looking statements". Forward-looking statements include but are not limited to, statements regarding future anticipated business developments and the timing thereof, and business and financing plans. Although the Company believes that such statements are reasonable, it can give no assurance that such expectations will prove to be correct. Forward-looking statements are typically identified by words such as: believe, expect, anticipate, intend, estimate, postulate and similar expressions, or which by their nature refer to future events. The Company cautions investors that any forward-looking statements by the Company are not guarantees of future performance, and that actual results may differ materially from those in forward looking statements as a result of various factors, including, but not limited to, the Company's ability to continue its projected growth, to raise the necessary capital or to be fully able to implement its business strategies.

Additional information relating to the Company can be located on the SEDAR website at [www.sedar.com](http://www.sedar.com).

This MD&A is current as at October 30, 2017.

### BACKGROUND

The Company is a development stage company engaged in the acquisition and exploration of mineral properties. The Company is currently focusing its exploration activities on precious metals in West Africa. Through its wholly-owned subsidiaries AMI Africa Exploration Ltd. ("**AMI Africa**") and Ashanti Sankofa Limited ("**Ashanti**"), the Company holds a prospecting license for a gold concession in the Ashanti Region of Ghana. The Company is a reporting issuer in British Columbia, Alberta and Quebec and trades on the TSX Venture Exchange under the trading symbol – **ASI-V**.

### QUARTERLY HIGHLIGHTS

- The Company spent \$24,300 in exploration and evaluation expenditures during the three months ended August 31, 2017, for a total of \$56,025 in expenditures during the six months ended August 31, 2017.
- Mr. William Pettigrew resigned as a director and as Chief Financial Officer of the Company. The Company appointed Ms. Nancy Zhao as Chief Financial Officer of the Company.
- Subsequent to this quarter, Mr. Ryan Cheung resigned as a director of the Company.

**ASHANTI SANKOFA INC. (FORMERLY AMI RESOURCES INC.)**  
**Management's Discussion and Analysis Of Financial Condition and Results of Operations**  
**For the Six Months Ended August 31, 2017**

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**MINERAL PROPERTIES**

In accordance with the rules outlined in National Instrument 43-101, all information concerning mineral properties in Ghana have been prepared by the Company's qualified persons: Robert Spiers, geologist and CEO of the Company and Simon Meadows-Smith, consulting geologist with SEMS Exploration Services in Accra, Ghana.

Ghana - North Ashanti Gold Project

AMI Africa holds or held a 100% interest (subject to a government 10% carried interest) in two Prospecting Licences (Beposo (33 sq m) & Anuoro (65 sq km)) currently covering a combined area of approximately 98 km<sup>2</sup> which together comprise the North Ashanti Gold Project.

The North Ashanti Gold Project is located in the Ashanti Region of Ghana, West Africa. Ghana is currently the world's 8th largest gold producer and a number of mines are located along this Ashanti Shear.

The North Ashanti Gold Project is located approximately 220 kilometres northwest by road from the capital city Accra, and 40 kilometres southeast by road from the country's second city, Kumasi. The Asante Akyem North District capital town of Konongo is located immediately north of the concession area. Konongo is also the regional gold mining centre with several small open pits and a historic underground mine. Newmont Mining Corporation's ("Newmont") Akyem Mine is located approximately 25 km to the Northeast.

Structurally the North Ashanti Project covers a 14 km segment of the Konongo-Axim Shear System, or Ashanti Shear. This shear zone hosts a number of deposits and operating gold mines. The Konongo mine, which adjoins the North Ashanti Project to the north, and the Obuasi mine located to the southwest. The shear continues towards the southwest adjacent to the western contact of the Ashanti Belt and also hosts the Bogosu mine and the Prestea mine. Newmont's Akyem mine is also located approximately 25 kilometers to the southeast.

**Anuoro License**

AMI Africa was granted the 128.9 sq km Anuoro license on September 28, 2005. On December 14, 2009, AMI Africa received a 24-month extension from the Minister of Mines on its Anuoro prospecting license. In March 2012 the Company shed half of the license in accordance with the Mining Act and on June 5, 2012 the Minerals Commission recommended a two-year renewal of the retained 64.99 sq km license upon payment of the US\$20,000 renewal fee. Newmont Ghana Gold Ltd. ("**Newmont**") paid this amount in accordance with the terms of the January 22, 2010 Newmont/AMI Option Agreement. In-order to comply with Ghana's Mining Act 2006, AMI Africa incorporated a Ghanaian subsidiary Ashanti (formerly AMI Africa Ghana Exploration Ltd.) AMI Africa then assigned the Anuoro license to Ashanti. On May 9<sup>th</sup>, 2014, Ashanti received a letter from the Ministry of Lands and Natural Resources stating the Anuoro license had been renewed until May 9 2016. The North Anuoro zone contains an at-surface NI 43-101 qualified gold resource of 97,686 ounces.

On April 6, 2016 Ashanti submitted documentation to the Minerals Commission requesting an extension for the Anuoro license. The Minerals Commission requested additional reports from Ashanti, which reports were submitted. Even though Ashanti has not yet received the extension under Section 35 (4) of the Minerals and Mining Act 2006, the prospecting license shall remain in force in respect of the land the subject of the application until the application is determined.

As at August 31, 2017, the Anuoro property's carrying value was \$504,158.

**ASHANTI SANKOFA INC. (FORMERLY AMI RESOURCES INC.)**  
**Management's Discussion and Analysis Of Financial Condition and Results of Operations**  
**For the Six Months Ended August 31, 2017**

---

**Beposo License**

AMI Africa was granted the 33.35 sq km Beposo Concession on April 22, 2004. The Beposo license was a consolidation of three previous licenses (Ankasi, Adumasa & Pemenase) held since 1997. The Beposo license contains an at surface NI 43-101 qualified gold resource of approximately 230,000 ounces in two main zones. AMI Africa has received several extensions of the Beposo license and has held EPA permits for exploration work on the Beposo license. In 2007, the Minerals Commission in conjunction with the EPA imposed a 6 to 10 km non-economic zone around Lake Botsumtwi, which encompasses the area of the Beposo gold resource. In response to the EPA's decision a Writ of Summons was filed on May 13<sup>th</sup> 2011 in the High Court of Justice seeking compensation for the loss of the Beposo gold resource. In October 2014, AMI Africa was advised by its legal counsel that the High Court of Justice – Commercial Division had ruled against AMI Africa. AMI Africa, after consultation with its Ghanaian counsel, filed an appeal of this decision on a contingency fee basis with counsel. As a result of ongoing communication between the AMI Africa and the Minerals Commission, AMI Africa has advised its legal counsel to suspend its appeal in hopes of reaching an agreement to have the Beposo license reinstated by the government. As at February 28, 2014, an impairment of \$2,578,525 was taken with respect to the Beposo concession.

**Exploration and Expenditure Detailed Breakdown**

|                                     | <b>North<br/>Ashanti</b> |
|-------------------------------------|--------------------------|
|                                     | \$                       |
| <b>Balance at February 29, 2016</b> | <b>309,931</b>           |
| Geological services                 | 87,238                   |
| Field and camp costs                | 50,964                   |
| <b>Balance at February 28, 2017</b> | <b>448,133</b>           |
| Geological services                 | 48,600                   |
| Field and camp costs                | 7,425                    |
| <b>Balance August 31, 2017</b>      | <b>504,158</b>           |

**LIQUIDITY AND CAPITAL RESOURCES**

At August 31, 2017, the Company had working capital deficiency of \$190,144, and cash of \$1,994.

The Company extended the expiry dates of 8,000,000 share purchase warrants expiring April 1, 2017 and May 11, 2017 until April 1, 2020 and May 11, 2020. There was no change in exercise price.

The Company's current cash resources are insufficient to meet its working capital and mineral property requirements for the next year. Therefore management will continue to seek new sources of capital to maintain its operations and to further the development of its mineral properties.

The consolidated financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") applicable to a going concern, which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business for the foreseeable future.

**ASHANTI SANKOFA INC. (FORMERLY AMI RESOURCES INC.)**  
**Management's Discussion and Analysis Of Financial Condition and Results of Operations**  
**For the Six Months Ended August 31, 2017**

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**OUTSTANDING SHARE DATA**

The following share capital data is current as of date of this document:

|                                 | <b>Balance</b> |
|---------------------------------|----------------|
| Shares issued and outstanding   | 27,734,197     |
| Warrants issued and outstanding | 15,000,000     |
| Options issued and outstanding  | 2,800,000      |
| Fully Diluted                   | 45,534,197     |

**RESULTS OF OPERATION**

***Three Months ended August 31, 2017***

During the three months ended August 31, 2017, the Company incurred a net loss of \$34,307 (August 31, 2016 - \$37,115). The Company received a foreign exchange gain of \$7,224 for the three months ended August 31, 2017, compared to a foreign exchange loss of \$11,626 for the quarter ended August 31, 2016, which was offset by debt forgiveness of \$36,371 for the three months ended August 31, 2016, compared to \$Nil for the three months ended August 31, 2017. In addition, during the three months ended August 31, 2016, there was stock based compensation of \$13,744, compared to \$Nil for the current quarter.

***Six Months ended August 31, 2017***

The Company incurred a net loss of \$73,125 for the six months ended August 31, 2017 (August 31, 2016 - \$108,656). During the six months ended August 31, 2016, the Company incurred non-recurring stock-based compensation expense of \$63,573, net of a gain of \$36,371 from debt forgiveness. Foreign exchange gain of \$7,224 for the six months ended August 31, 2017 (August 31, 2016 – loss of \$11,628) was offset by increased management fees of \$54,300 for the three months ended August 31, 2017 (August 31, 2016 - \$41,000) and decreased office and general of \$4,108 (August 31, 2016 - \$13,528).

**SELECTED QUARTERLY INFORMATION FOR MOST RECENT COMPLETED QUARTERS**

|                                 | <b>August 31,<br/>2017</b> | <b>May 31,<br/>2017</b> | <b>February 28,<br/>2017</b> | <b>November 30,<br/>2016</b> |
|---------------------------------|----------------------------|-------------------------|------------------------------|------------------------------|
|                                 | \$                         | \$                      | \$                           | \$                           |
| Net profit (loss)               | <b>(34,307)</b>            | (38,818)                | (69,469)                     | 472                          |
| Basic profit (loss) per share   | <b>0.00</b>                | 0.00                    | 0.00                         | 0.00                         |
| Diluted profit (loss) per share | <b>N/A</b>                 | N/A                     | N/A                          | N/A                          |

**ASHANTI SANKOFA INC. (FORMERLY AMI RESOURCES INC.)****Management's Discussion and Analysis Of Financial Condition and Results of Operations****For the Six Months Ended August 31, 2017**

|  | August 31,<br>2016 | May 31,<br>2016 | February 29,<br>2016 | November 30,<br>2015 |
|--|--------------------|-----------------|----------------------|----------------------|
|  | \$                 | \$              | \$                   | \$                   |
|  | (37,115)           | (71,541)        | (71,541)             | (33,327)             |
|  | 0.00               | 0.00            | 0.00                 | 0.00                 |
|  | N/A                | N/A             | N/A                  | N/A                  |

**FINANCIAL INSTRUMENTS AND RISK MANAGEMENT**

|                             | Ref. | August 31,<br>2017 | February 28,<br>2017 |
|-----------------------------|------|--------------------|----------------------|
|                             |      | \$                 | \$                   |
| Other financial assets      | a    | 5,052              | 20,024               |
| Other financial liabilities | b    | 195,186            | 81,018               |

a. Comprises cash and sales tax receivables.

b. Comprises accounts payable, related party loans, and due to related parties.

The Company has determined the estimated fair values of its financial instruments based on appropriate valuation methodologies; however, considerable judgment is required to develop these estimates. The fair values of the Company's financial instruments are not materially different from their carrying values.

**Management of Industry and Financial Risk**

The Company is engaged primarily in mineral exploration and manages related industry risk issues directly. The Company may be at risk for environmental issues and fluctuations in commodity pricing. Management is not aware of and does not anticipate any significant environmental remediation costs or liabilities in respect of its current operations.

The Company's financial instruments are exposed to certain financial risks, which include the following:

***Credit risk***

Credit risk is the risk of loss due to the counterparty's inability to meet its obligations. The Company's exposure to credit risk is on its cash and other receivables. Risk associated with cash is managed through the use of major banks which are high credit quality financial institutions as determined by rating agencies. Other receivables comprise sales tax refunds from the Canadian federal government.

***Liquidity risk***

Liquidity risk is the risk that the Company will encounter difficulties in meeting obligations when they become due. The Company ensures that there is sufficient capital in order to meet short-term operating requirements, after taking into account the Company's holdings of cash. The Company's cash are held in corporate bank accounts available on demand. Liquidity risk has been assessed as being high.

***Market Risk***

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

**ASHANTI SANKOFA INC. (FORMERLY AMI RESOURCES INC.)**  
**Management's Discussion and Analysis Of Financial Condition and Results of Operations**  
**For the Six Months Ended August 31, 2017**

---

***Currency Risk***

The Company is subject to normal market risks including fluctuations in foreign exchange rates and interest rate. While the Company manages its operations in order to minimize exposure to these risks, the Company has not entered into any derivatives or contracts to hedge or otherwise mitigate this exposure.

***Interest Rate Risk***

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company is not exposed to significant interest rate risk relating to its related party balances (Note 6).

***Price Risk***

The Company is exposed to price risk with respect to equity prices. Price risk as it relates to the Company is defined as the potential adverse impact on the Company's ability to raise financing due to movements in individual equity prices or general movements in the level of the stock market. The Company closely monitors individual equity movements and the stock market to determine the appropriate course of action to be taken by the Company.

***Capital management***

The Company's policy is to maintain a strong capital base so as to maintain investor and creditor confidence and to sustain future development of the business. The capital structure of the Company consists of components of shareholders' equity. There were no changes in the Company's approach to capital management during the year. The Company is not subject to any externally imposed capital requirements.

**RELATED PARTY TRANSACTIONS**

The Company's related parties include its subsidiaries, and key management personnel. Transactions with related parties for goods and services are made on normal commercial terms and are considered to be at arm's length. The remuneration of the Company's directors and other key management personnel during the three and six months ended August 31, 2017 and 2016 are as follows:

|                        | <b>For the Three Months Ended<br/>August 31</b> |             | <b>For the Six Months Ended<br/>August 31</b> |             |
|------------------------|-------------------------------------------------|-------------|-----------------------------------------------|-------------|
|                        | <b>2017</b>                                     | <b>2016</b> | <b>2017</b>                                   | <b>2016</b> |
| Geologist fees (a)     | 24,300                                          | 15,000      | 48,600                                        | 21,000      |
| Management fees (a)(b) | 27,150                                          | 21,500      | 54,300                                        | 41,000      |
| Professional fees (c)  | 4,500                                           | 4,500       | 9,000                                         | 9,321       |

As at August 31, 2017, the Company was indebted to its related parties for the amounts as below:

|                                           | <b>August 31, 2017</b> | <b>February 28, 2017</b> |
|-------------------------------------------|------------------------|--------------------------|
| Accounts payables and accrued liabilities |                        |                          |
| (a) (b) (c)                               | 136,863                | 49,060                   |
| Due to shareholder (d)                    | 37,375                 | -                        |

- (a) The Company has an agreement with the Chief Executive Officer and director of the Company for fees of US\$9,000 per month commencing July 1, 2016, of which, US\$6,000 fees have been capitalized to

**ASHANTI SANKOFA INC. (FORMERLY AMI RESOURCES INC.)****Management's Discussion and Analysis Of Financial Condition and Results of Operations  
For the Six Months Ended August 31, 2017**

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exploration and evaluation expenditures, and US\$3,000 expensed as consulting fee. For the three and six months ended August 31, 2017, the Company incurred \$24,300 and \$48,600 (August 31, 2016 - \$15,000 & \$21,000) of geologist fees for geological services provided by this party; and \$12,150 and \$24,300 (August 31, 2016 - \$8,100 & \$8,100) had been expensed as consulting fees. As at August 31, 2017, \$109,063 (US\$87,000) (February 28, 2017 - \$43,493) of fees remains unpaid to the CEO.

- (b) For the three and six months ended August 31, 2017, the Company incurred \$7,500 and \$15,000 (August 31, 2016 - \$7,500 & \$15,000) of management fees to a company controlled by the former Chief Financial Officer and director for services performed. As at August 31, 2017, \$nil (February 28, 2017 - \$2,625) of management fees remains unpaid. During the year ended February 28, 2017, the Company sold 305,805 common shares of Midasco Capital Corp. to the Chief Financial Officer for \$12,232. The common shares were acquired in May 2015 as part of a repayment of historical debt which was previously impaired by the Company. The shares were carried at a nil value at the time of receipt due to lack of an active market for the shares. The Company's former Chief Financial Officer is also the Chief Executive Officer of Midasco Capital Corp.

The Company incurred \$7,500 & \$15,000 (August 31, 2016 - \$5,000 & \$5,000) of management fees to the Chief Operating Officer and director for services performed. As at August 31, 2017, \$17,500 (February 28, 2017 - \$2,500) remains unpaid.

- (c) The Company incurred \$4,500 & \$9,000 (August 31, 2016 - \$4,500 & \$9,321) of professional fees to a company controlled by a former director for accounting services performed. During the year ended February 28, 2017, \$7,035 in previously accrued debt was forgiven. As at August 31, 2017, \$9,450 (February 28, 2017- \$NIL) of professional fees remains unpaid. Subsequent to this quarter, on September 22, 2017, the Company paid off all of the remaining professional fees.
- (d) The Company received \$15,475 from a significant shareholder this year. As at August 31, 2017, \$37,375 (February 28, 2017 - \$nil) remains unpaid to this significant shareholder. These amounts owing are unsecured, non-interest bearing and have no fixed repayment terms.

**Off-Balance Sheet Transactions**

The Company has not entered into any significant off-balance sheet arrangements or commitments.

**CRITICAL ACCOUNTING ESTIMATES**

The preparation of these consolidated financial statements requires management to make judgments, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities, and revenue and expenses.

The use of estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgments about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and further periods if the review affects both current and future periods. Accounts which

**ASHANTI SANKOFA INC. (FORMERLY AMI RESOURCES INC.)**  
**Management's Discussion and Analysis Of Financial Condition and Results of Operations**  
**For the Six Months Ended August 31, 2017**

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require management to make material estimates and significant assumptions in determining amounts recorded include: impairment of exploration and evaluation assets, share-based payments, and determination of functional currency.

*i) Impairment*

The Company assesses its exploration and evaluation assets annually to determine whether any indication of impairment exists. Where an indicator of impairment exists, an estimate of the recoverable amount is made, which is considered to be the higher of the fair value less costs to sell and value in use. These assessments may require the use of estimates and assumptions such as long-term commodity prices, discount rates, future capital requirements, and exploration potential.

*ii) Share based payments*

The Company follows accounting guidelines in determining the fair value of stock-based compensation. The computed amount is not based on historical cost, but is derived based on subjective assumptions input into an option pricing model. The model requires that management make forecasts as to future events, including estimates of: the expected life of options; future volatility of the Company's share price in the expected hold period (using historical volatility as a reference); and the appropriate risk-free rate of interest. Stock-based compensation incorporates an expected forfeiture rate. The resulting value calculated is not necessarily the value that the holder of the option could receive in an arm's length transaction, given that there is no market for the options and they are not transferable. It is management's view that the value derived is highly subjective and dependent entirely upon the input assumptions made.

*iii) Functional and presentational currency*

These consolidated financial statements are presented in Canadian dollars, which is AMI Resource Inc.'s functional currency. The Company's wholly-owned subsidiary AMI Africa Exploration Ltd.'s functional currency is also Canadian dollars with foreign transactions including those exploration and evaluation related converted to Canadian dollars using the spot rate on the day of occurrence. The Company's wholly-owned subsidiary AMI Africa Ghana Exploration Ltd's functional currency is the Ghanaian Cedi.

*iv) Basis of measurement*

These consolidated financial statements have been prepared on a historical cost basis and except for cash flow information, using the accrual basis of accounting.

**PROPOSED TRANSACTIONS**

None.

**MANAGEMENT'S RESPONSIBILITY FOR THE FINANCIAL STATEMENTS**

The information provided in this report is the responsibility of management. In the preparation of these statements, estimates are sometimes necessary to make a determination of future values for certain assets or liabilities. Management believes such estimates have been based on careful judgments and have been properly reflected in the accompanying financial statements.