

AMI RESOURCES INC.

MANAGEMENT'S DISCUSSION AND ANALYSIS

FOR THE YEAR ENDED FEBRUARY 28, 2009

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Introduction

The following discussion of the financial condition and results of operations of AMI Resources Inc. (the "Company") should be read in conjunction with the Company's Consolidated Financial Statements and notes thereto for February 28, 2009.

Certain statements included or incorporated by reference in this Management Discussion and Analysis ("MD&A") constitute forward-looking statements or forward-looking information under applicable securities legislation. These forward-looking statements are not guarantees of future performance and involve risks and uncertainties, which could cause actual results to differ materially from those anticipated. The Company expressly disclaims any obligation to update forward-looking statements, unless so required by applicable laws.

All dollar amounts are expressed in Canadian dollars unless otherwise indicated. Note that additional information relating to the Company is available on SEDAR at www.sedar.com.

The MD&A is current to June 26, 2009.

Caution Regarding Forward Looking Statements

Except for historical information contained in this discussion and analysis, disclosure statements contained herein are forward-looking. Forward-looking statements are subject to risks and uncertainties, which could cause actual results to differ materially from those in such forward-looking statements. Forward-looking statements are made based on management's beliefs, estimates and opinions on the date the statements are made and the Company undertakes no obligation to update forward-looking statements if these beliefs, estimates and opinions or other circumstances should change. Investors are cautioned against attributing undue certainty to forward-looking statements.

NATURE OF BUSINESS

The Company is an exploration stage company engaged in the acquisition and exploration of mineral properties. The Company is currently focusing its exploration activities on precious metals in Ghana, West Africa. Through its wholly-owned operating subsidiary AMI Africa Exploration Ltd. (formerly "Norcan Mining Corp."), the Company holds 2 prospecting licenses for concessions 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 – **AMU-V**.

OVERALL PERFORMANCE

During the year ended February 28, 2009, the Company continued its exploration program on the North Ashanti project through trenching, sampling and data compilation. Results were released and are summarized below.

The Company completed a NI 43-101 report on the North Ashanti project during the prior year and this report was Sedar filed on September 7, 2006. An updated 43-101 report, which includes the revised resource estimate was filed on Sedar on May 22, 2008.

During the period, the Company recorded a net loss of \$838,260. The Company expended \$136,854 on its North Ashanti Gold Project, which included trenching and data compilation. Additionally, the Company updated its indicated/inferred resource estimate to 327,621oz gold. This increased the previous resource (122,863oz gold) by 167%.

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MINERAL PROPERTIES

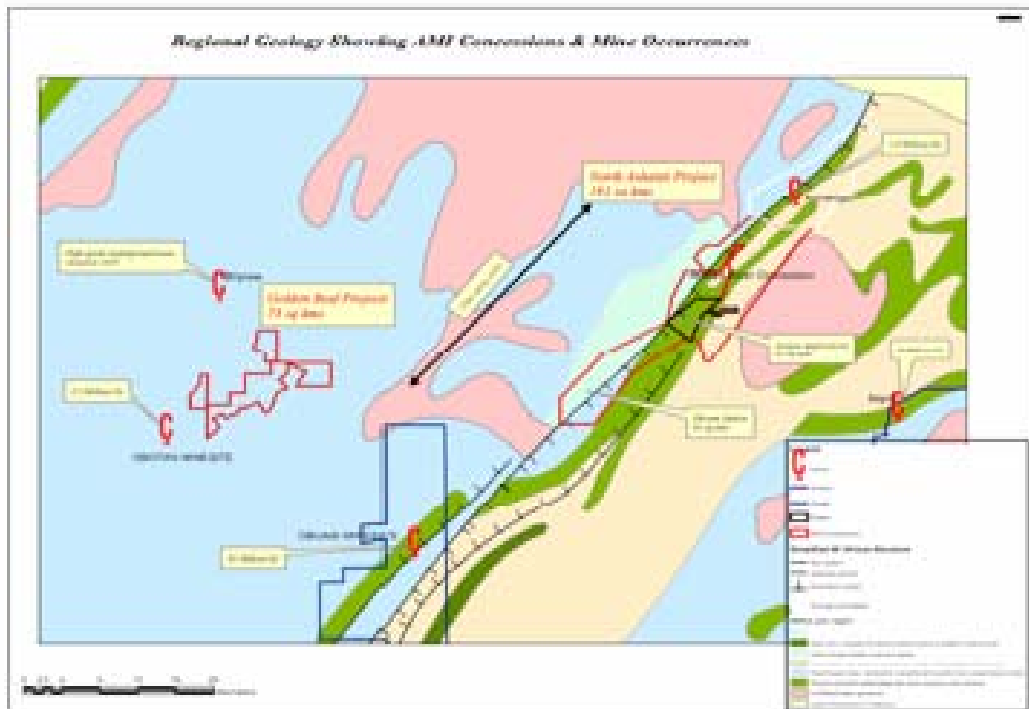
In accordance with the rules outlined in National Instrument 43-101, all information concerning mineral properties has been prepared by the Company's qualified person Simon Meadows Smith, consulting geologist with SEMS Exploration Services in Accra, Ghana.

North Ashanti Gold Project

The North Ashanti Gold Project is centred on Latitude 6°31'N and Longitude 1°20'W in the Ashanti Region of Ghana, West Africa (Figure 1). Ghana has a tropical climate, total area of 240,000 km², a population of approximately 20 million (1999 estimate), and is currently the world's 10th largest gold producer with estimated production of 2.3 million ounces per annum.

The 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 the historic underground mine.

AMI Africa owns 100% interest in two Prospecting Licences (Beposo & Anuoro) currently covering a combined area of approximately 162 km² which comprise the Ashanti North Gold Project.



AMI Africa was granted the 33.35 sq km Beposo Concession on April 22, 2004. Since 2004 AMI Africa has received several extensions of the Beposo license. The Minerals Commission has recommended a one-year renewal of the license however AMI Africa has appealed to the Minister of Natural Resource for the grant of a two-year extension instead of the one-year. AMI Africa remains the registered holder of the Beposo Concession.

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AMI Africa was granted the 128.9 sq km Anuoro Concession on September 28, 2005. AMI Africa has received several extensions with the latest extension up for renewal on May 29, 2009. AMI Africa has made a formal application to the Minister of Natural Resources for a three-year renewal as opposed to the 1-year extension recommended by the Minerals Commission. AMI Africa is awaiting a response to this request and AMI Africa remains the registered holder of the Anuoro Concession.

Gold has been mined on a small scale from south-western Ghana for centuries and the Gold Coast Geological Survey recorded widespread bedrock and alluvial workings in the vicinity of the North Ashanti Gold Project. The historic gold mine of Beposo lies one kilometre to the south of the project boundary. Production from this significant underground gold mine was confined to high grade quartz veins within Birimian sediments. The mine was put on a care and maintenance basis in late 1939 but prevailing world economics prevented it from reopening after the Second World War. The Konongo Gold Mine lies four kilometres north of the project boundary. The Konongo underground and open pits have yielded approximately 1.5 million ounces of gold with an average grade in excess of half an ounce.

Exploration of the North Ashanti Gold Project area started in 1989 with the acquisition of the Adumasa Concession. In 1994, A.G. Marketing Inc. changed its name to Vista Mining Corporation ("Vista"). In 1997, AMI Africa acquired the Pemenase and Ankasi Concessions. The Company acquired 100% ownership of both AMI Afroca and Vista in May 2000. The three concessions were subsequently consolidated by AMI Africa into the Beposo Prospecting Licence. In 2005 the Anuoro River Prospecting Licence was granted to AMI Africa. These two concessions now make up the North Ashanti Gold Project.

Exploration work undertaken by AMI Africa since early 2001 has identified two styles of gold mineralisation within the project area. The Beposo Main Zone lies upon the Beposo Shear which forms part of the Ashanti Shear corridor which can be traced from the Konongo Mine, immediately to the north of the project area, through the Beposo Mine, immediately to the south of the project area, then through the giant Obuasi gold mine and southwards to the Prestea Mine. The Beposo Main Zone comprises a package of sheared Birimian metasediments, mostly sericite and carbonate altered greywackes, with quartz veinlets, pyrite and arsenopyrite mineralisation. Sediments to the west of the Beposo shear are generally more argillaceous (phyllites). A porphyritic, felsic, intrusive body trends along the western margin of the Beposo shear and the predominantly greywacke sediments about Birimian mafic volcanics about fifty metres to the east of the shear. Below the base of oxidation, most gold is associated with fine-grained arsenopyrite.

The Anuoro River concession remains largely untested. To date, AMI Africa has concentrated exploration efforts on previously identified gold occurrences on the eight kilometre stretch immediately south of the Konongo Gold Mine. Shallow RC drilling and two deeper diamond core holes have identified a mineralised, intermediate igneous body which lies a couple of kilometres east of the Ashanti Shear but trending in a sub parallel orientation. Gold mineralisation within this strongly weathered, igneous rock is confined to narrow quartz veins which generally dip towards the east. Only drill intersections from the northern prospect within the Anuoro River concession have been included in this resource calculation. Mineralisation in this Anuoro North Zone is a continuation of the Santreso resource defined by Mwana Africa Plc on the Konongo Mining Licence immediately to the north.

Estimation of resources at Beposo Main Zone, Beposo South East Zone and Anuoro North Zone relies entirely on sampling by AMI Africa. Since commencement of drilling on all three prospects AMI Africa has maintained a quality control protocol that allows routine monitoring of sampling precision and assay accuracy. An examination of QAQC sample data indicates satisfactory performance of field sampling protocols and of assay laboratories.

The current North Ashanti Gold Project resource estimate is based on a combined total of 22,141 metres of reverse circulation percussion drilling ("RC") and diamond core drilling. This breaks down to 196 RC holes for

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17,606 metres, 16 RD holes (Reverse Circulation with a Diamond core tail) for 2,600 metres and 9 diamond core holes for 1,935 metres.

Resources for the Beposo Main Zone and Beposo South East Zone have been calculated using an Ordinary Kriging method and the Anuoro North Zone using a polygonal estimation. Geological and weathering domains as well as assay values were used to define ore block outlines.

Defined resources fall within the Measured and Indicated categories.

	<i>Oxide</i>				<i>Sulphide</i>				<i>Total</i>			
	<i>Tonnes</i>	<i>Grade</i>	<i>Ounces</i>	<i>%age</i>	<i>Tonnes</i>	<i>Grade</i>	<i>Ounces</i>	<i>%age</i>	<i>Tonnes</i>	<i>Grade</i>	<i>Ounces</i>	<i>%age</i>
Measured	1,848,564	1.31	85,457		1,626,890	1.81	103,953		3,475,454	1.55	190,019	58%
Indicated	754,296	1.50	39,921		2,629,668	1.06	98,297		3,383,964	1.16	138,182	42%
Total	2,602,860	1.37	125,378	38%	4,256,558	1.35	202,251	62%	6,859,418	1.35	327,629	

Fig. 1: Summary of North Ashanti Gold Project resource

Beposo Main Zone gold mineralisation remains open at depth. Northern extensions to the Beposo Main Zone resource area are possible but have yet to be fully tested. The Beposo South East Zone displays very high grade intersections close to surface (less than 50 metres) but depth extensions to this mineralisation have not been identified in the latest round of diamond drilling.

The Anuoro North zone has displayed broad low grade, 'heap leachable ore' intersections within a highly weathered granitic intrusion close to surface. However, deeper drilling has not identified any significant enrichment in the grade below 50 metres depth

The Anuoro license expired on May 29, 2009; AMI Africa has made a formal application to the Minerals Commission for a three year renewal instead of the Mineral Commission's recommended 1 year extension and is awaiting response to this application. The Mining Act of 2006 protects AMI Africa's rights over this license as long as AMI Africa made an application for an extension and no formal communication of refusal has been released by the Minister of Mines.

Other Properties

Golden Reef Concession

Effective July 18, 2007, AMI Afroca into an option agreement with Golden Reef Resources Ltd. to acquire a 100% interest in the Golden Reef property located in Ghana in exchange for USD\$16,500 (paid) within 15 days of execution of the agreement and a further USD\$100,000 by August 1, 2008. Golden Reef would retain a 2% net smelter royalty ("NSR") which could be purchased at any time for USD\$500,000. The property would be subject to a 10-per-cent carried interest by the government of Ghana.

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The Golden Reef property is located approximately 35 kilometers northwest of Obuasi and immediately north of the Obotan Gold Mine operated by Resolute Resources during the late 1990s and early 2000s. The concession straddles a series of northeasterly trending structures within the Kumasi basin collectively referred to as the Asankrangwa structure that is host to several historical gold mining operations.

Initial reconnaissance work by AMI Africa has outlined a significant gold-in-soil anomaly that lies over an interpreted splay running east north eastwards from Obotan. AMI Africa did not exercise the option agreement and has impaired deferred costs associated with this project for the year ended February 28, 2009.

Obuom Concession

The Company entered into a letter agreement with Golden Star Resources Ltd. to purchase Golden Star's 54-per-cent interest in the Obuom property and has also entered into a letter agreement with Edward Boohene and Centre Properties Ltd. (a Ghanaian corporation) to purchase their 46-per-cent interest in the Obuom property, thereby giving AMI a 100-per-cent interest in Obuom, subject to a 10-per-cent carried interest by the government of Ghana. Both agreements are subject to the receipt of valid licenses and permits from the Ghanaian government.

The Obuom concession is located 20 kilometres northeast of Anglo Ashanti Gold's Obuasi mine and borders the company's North Ashanti Gold Project to the south. Historical mining took place from 1918 to 1924 and 1935 to 1938. Gold production from the Obuom mine during this period averaged grades between 11.85 grams per tonne gold to 22.7 grams per tonne gold.

RESULTS OF OPERATIONS – QUARTER

The Company incurred a net loss of \$115,179 during the 4th quarter compared to a net loss of \$380,229 for the same period in the prior year. This resulted in a net loss of \$0.00 per share (2007 - \$0.01).

Operating expenses during the quarter totaled \$116,986 (2007 - \$396,060) which amounted to a decrease of \$279,074 (70%). The decrease is due primarily to an decrease in stock-based compensation costs arising from incentive stock options vesting during the prior year period.

RESULTS OF OPERATIONS – YTD

The Company incurred a net loss of \$867,123 during the year compared to a net loss of \$1,277,902 in the prior year. This resulted in a net loss of \$0.02 per share (2007 - \$0.04).

Operating expenses during the period totaled \$878,428 (2007 - \$1,326,870) which amounted to a decrease of \$448,442 (33.8%). The decrease is due primarily to a decrease in stock-based compensation costs arising from incentive stock options vesting during the prior year period.

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SELECTED ANNUAL INFORMATION

Item	Feb. 29, 2009 (\$)	Feb. 29, 2008 (\$)	Feb. 28, 2007 (\$)
Interest Income	9,791	48,968	31,305
Net Loss	838,260	1,277,902	607,388
Loss per share (Basic and Diluted)	0.02	0.04	0.03
Total Assets	4,605,780	5,345,266	5,348,415
Total Resource Properties	4,329,325	4,231,516	2,887,293
Total LT Financial Liabilities	Nil	Nil	Nil

SUMMARY OF QUARTERLY RESULTS

Selected consolidated financial information for Q4-2009 and each of the last seven fiscal quarters are as follows:

Three Months Ended	4 th Quarter February 28, 2009	3 rd Quarter November 30, 2008	2 nd Quarter August 31, 2008	1 st Quarter May 31, 2008
Total Revenue	\$ 610	\$ 1,807	\$ 2,362	\$ 5,012
Net Loss	\$ 153,354	\$ 115,179	\$ 434,484	\$ 135,243
Loss Per Share	\$ 0.00	\$ 0.00	\$ 0.02	\$ 0.00

Three Months Ended	4 th Quarter Feb. 29, 2008	3 rd Quarter Nov. 30, 2007	2 nd Quarter Aug. 31, 2007	1 st Quarter May 31, 2007
Total Revenue	\$ 10,882	\$ 15,831	\$ 11,841	\$ 10,414
Net Loss	\$ 418,859	\$ 380,229	\$ 258,246	\$ 220,568
Loss Per Share	\$ 0.01	\$ 0.01	\$ 0.01	\$ 0.01

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LIQUIDITY AND CAPITAL RESOURCES

At February 28, 2009, the Company had working capital of \$112,136. The Company has no source of operating revenue and as such relies on the public markets to raise capital for its current operations. The condition of the equity markets and more particularly investor interest in the gold sector could have a negative impact on the Company's ability to raise capital to meet its ongoing business obligations and to further the development of the North Ashanti Gold Project. Management continues to seek investment capital to further the Company's development.

Subsequent to February 28, 2009, the Company closed a non-brokered private placement to issue up to 5 million units at the price of \$0.05 per unit, for maximum gross proceeds of \$250,000.

The Units comprised one common share and one share purchase warrant (the Warrants). Each Warrant entitles the holder to purchase an additional common share of the company at a price of \$0.10 per share until May 4, 2010. If after September 5, 2009 and until the expiry date of the Warrants, the closing price of the company's shares exceeds \$0.30 for 10 consecutive days, the company will be able to accelerate the expiry of the Warrants to the date that is 30 days after the notice of the new expiry date is provided to the holders of the Warrants.

The Company paid finder's fee of \$12,800 to PowerOne Capital Markets and a non-transferable finder's option (the "Finders Option"). The Finders Option entitles PowerOne Capital Markets Limited to acquire up to 320,000 Units at a price of \$0.05 per Unit until May 4, 2010.

CHANGES IN ACCOUNTING POLICIES

Recent Accounting Pronouncements

General Standards of Financial Statement Presentation

The CICA accounting standards board amended section 1400 to include requirements for management to assess and disclose an entity's ability to continue as a going concern. This section applies to interim and annual financial statements relating to fiscal years beginning on or after January 1, 2008. The Company does not expect the adoption of this amendment to have an impact on its consolidated financial statements.

Capital Disclosures

In December 2006, the CICA issued Section 1535 which specifies the disclosure of information that enables users of an entity's financial statements to evaluate its objectives, policies and processes for managing capital such as qualitative information about its objectives, policies and processes for managing capital, summary quantitative data about what the entity manages as capital, whether it has complied with any capital requirements and, if it has not complied, the consequences on non-compliance. The mandatory effective date is for annual and interim financial statements for years beginning on or after October 1, 2007. This new requirement must be adopted by the Company effective January 1, 2008. The Company is currently evaluating the impact of these sections on its results of operation and financial position.

Section 3862, Financial Instruments Disclosures

Section 3863, Financial Instruments Presentation

These sections will replace Section 3861, Financial Instruments Disclosure and Presentation, revising and enhancing disclosure requirements while carrying forward its presentation requirements. These new Sections will place increased emphasis on disclosure about the nature and extent of risk arising from financial instruments and how the entity manages those risks. The mandatory effective date is for annual and interim financial statements for years beginning on or after October 1, 2007. The Company will begin application of these sections effective January 1, 2008. It is not anticipated that the adoption of these new accounting standards will materially impact

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the amounts reported in the Company's financial statements as they related primarily to disclosure.

Conversion to International Financial Reporting Standards

In February 2008, the Canadian Accounting Standards Board confirmed that publicly accountable enterprises will be required to adopt IFRS for fiscal years beginning on or after January 1, 2011, with early adoption permitted. Accordingly, the conversion to IFRS will be applicable to the Company's reporting no later than in the first quarter of 2011, with restatement of comparative information presented. The conversion to IFRS will impact the Company's accounting policies, and disclosure controls and procedures. The transition may also impact business activities, such as foreign currency activities, certain contractual arrangements, capital requirements and mineral property commitments.

The Company has designated the appropriate resources to the project to develop an effective plan and will continue to assess resource and training requirements as the project progresses. The Company has identified the following four phases of its conversion plan: scoping and planning, detailed assessment, operations implementation and post implementation. The scoping and planning phase involves designating conversion leader, mobilizing organizational support for the conversion plan, obtaining stakeholder support for the project, identifying major areas affected implementation plan and communication strategy. The Company has completed the scoping and planning phase. The detailed assessment phase ("2nd Phase") which is in progress will result in accounting policies, estimates of quantification of financial statement impact, preparation of shell financial statements and identification of business processes and resources impacted. The Company expects to complete the shell financial statements including estimates of the anticipated financial statement impact by the end of the third quarter of 2009. The operations implementation phase ("phase 3") includes the design of business, reporting and system processes to support the compilation of IFRS compliant financial data for the opening balance sheet at January 1, 2010, fiscal 2010 and thereafter. Post implementation ("phase 4") will include sustainable IFRS compliant financial data and processes for fiscal 2011 first quarter of 2009 and beyond. The Company will continue to monitor changes in IFRS throughout the duration of the conversion process and assess their impacts on the Company and its reporting.

OFF-BALANCE SHEET ARRANGEMENTS

The Company had no off-balance sheet arrangements during the period.

CONTRACTUAL COMMITMENTS

The Company does not have contractual commitments as at February 28, 2009.

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RELATED PARTY TRANSACTIONS

The Company incurred the following related party transactions during the years ended February 28:

Related Party	Nature of Transaction	Expense Item	2009	2008
			\$	\$
Director	Legal fees	Professional fees	Nil	2,449
Company Controlled by Common Directors	Office space charge	Office and general (recovery)	(22,000)	(16,000)

The following balances are owing to or from related parties as at the year ended February 28:

Related Party	Nature of Transaction	Account Item	2009	2008
			\$	\$
Officers	Management fees	Due to related party	31,500	21,000
Directors	Director fees	Due to related party	25,000	10,000
Directors	Expenses incurred on behalf of the Company	Accounts payable	6,158	21,537
Officers	Travel advance	Other receivables	1,000	Nil
Director	Option exercise	Due from related party	Nil	25,000
Company Controlled by Common Directors	Office space charge	Due from related party	Nil	4,000

These transactions were in the normal course of operations and were measured at the exchange amount, which is the amount of consideration established and agreed by the related parties.

OUTSTANDING SHARE CAPITAL

As of February 28, 2009, the Company's share capital structure is as follows:

Common Shares	32,202,036
Options	3,500,000
Warrants	-
Agent Units – Warrant (\$0.20)	-
Fully Diluted	35,702,036

Subsequent to February 28, 2009, the Company granted 250,000 stock options to a director of the Company at an exercise price of \$0.10 and an expiry date three years from the date of grant. The transaction is subject to regulatory approval.

Subsequent to February 28, 2009, the Company repriced 2,400,000 stock options previously granted in 2006 and 2007 from \$0.15 to \$0.10 subject to regulatory approval.

CRITICAL ACCOUNTING ESTIMATES

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The preparation of financial statements in conformation with Canadian generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities as well as the reported amounts of revenues and expenses during the period. Actual results may differ from these estimated amounts.

The Company's activities are centered on gold exploration. As such, one of its policies is the deferral of property-specific acquisition and exploration expenditures. The Company periodically reviews the status of its mineral properties and projects on a regular basis to assess whether there has been any impairment in value. No future site reclamation costs have been recognized to date.

RISK AND UNCERTAINTIES

The Company is in the mineral exploration and development business and as such is exposed to a number of risks and uncertainties that are not uncommon to other companies in the same business.

Some of the possible risks include the following:

- a) The industry is capital intensive and subject to fluctuations in metal prices, market sentiment, foreign exchange and interest rates.
- b) The only source of future funds for further exploration programs, or if such exploration programs are successful for the development of economic ore bodies and commencement of commercial production thereon, which are presently available to the Company are the sale of equity capital or the offering by the Company of an interest in its properties to be earned by another party carrying out further exploration or development. Management was successful in accessing the equity markets during the year, but there is no assurance that such sources will be available on acceptable terms in the future.
- c) Any future equity financings by the Company for the purpose of raising additional capital may result in substantial dilution to the holdings of existing shareholders.
- d) The operations of the Company will require various licenses and permits from various governmental authorities. Although the Company has demonstrated that it has the ability to obtain the necessary environmental and trial mining permits, there is no assurance that the Company will be successful in obtaining the necessary licenses and permits in the future.
- e) With the Company's exploration activities occurring in Ghana, the Company may be affected by possible political or economic instability in Ghana. Risks include, but are not limited to, civil war, war, terrorism, military repression, expropriation, extreme fluctuations in currency exchange rates and high levels of inflation. Changes in mining or investment policies and/or shifts in political attitude may adversely affect the Company's business.
- f) There is no certainty that the properties which the Company has deferred as assets on its balance sheet will be realized at the amounts recorded. These amounts should not be taken to reflect realizable value.

SUBSEQUENT EVENTS

Subsequent to February 28, 2009, the management contracts entered into by the Company have been released. The Company is invoiced on a month-to-month basis by executive management.

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MANAGEMENT'S RESPONSIBILITY FOR 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.

Management maintains a system of internal controls to provide reasonable assurance that the Company's assets are safeguarded and to facilitate the preparation of relevant and timely information.

OTHER INFORMATION

Additional information on the Company is available at the Company's website www.amiresources.com or on SEDAR at www.sedar.com.

CORPORATE INFORMATION

Head Office:	Suite 888 – 609 West Hastings Street Vancouver, BC V6B 4W4
Directors: (*Audit Committee Member)	Dustin Elford William Pettigrew* Jay Sujir* Ryan Cheung*
Officers:	Dustin Elford, President William Pettigrew, CFO and Corporate Secretary
Auditor:	Dale Matheson Carr-Hilton Labonte Suite 1700 – 1140 West Pender Street Vancouver, BC V6E 4G1
Legal Counsel:	Anfield Sujir Kennedy and Durno Suite 1600 – 609 Granville Street Vancouver, BC V7Y 1C3
Transfer Agent:	Computershare Limited 2 nd Floor – 510 Burrard Street Vancouver, BC V6C 3B9