DTCC | *Important Notice*
The Depository Trust Company

B #:	0225-13
Date:	03/04/13
To:	All Participants
Category:	Dividends
From:	Supervisor, Stock Dividend Department
Attention:	Dividend Managers, Cashiers, and Reorganization Managers
Subject:	**Rights Offering:** Asian Mineral Resources Ltd **CUSIP:** 045173101 **Rights CUSIP:** 045173119 **Record Date:** 02/28/13 **Rate:** One (1) Right for each share held on record date. **Expiration Date:** 03/26/13 @ 4:00 P.M Toronto time

***************************WARNING TIME CRITICAL*****************************

Asian Mineral Resources Ltd is offering Transferable Rights to holders as of close of business 02/28/13 (the Record Date.) Each holder is entitled to 1 Right for each share held. The Rights expire on 03/26/13 at 4:00 P.M Toronto time and are subject to certain restrictions for holders in non-qualifying jurisdiction.

DTC will NOT allocate Rights.

This offering is only being made eligible to Canadian holders. The eligible jurisdictions for this Rights Offering are the provinces of British Columbia, Alberta, Ontario, Manitoba, Newfoundland, New Brunswick and Saskatchewan. Rights certificates will not be mailed to ineligible shareholders. The Corporation may accept subscriptions in certain circumstances from persons in such jurisdictions if the Corporation determines, in its sole discretion, that such offering to and subscription by such person or agent is lawful and in compliance with all securities and other laws applicable in the jurisdiction where such person or agent is resident and does not require the Corporation to file any documents, make any application, or pay any amount in any jurisdiction outside of the Eligible Jurisdictions ("Approved Ineligible Holder").

Participants with eligible holders must contact the Transfer Agent Computershare @ (604) 661-9442 or Email Marina Noorpour at Marina.Noorpour@computershare.com.

DTC will be notified by Computershare that valid instructions have been received. DTC will then contact the Participant requesting that a Medallion Guaranteed indemnity letter be submitted instructing DTC to adjust their accounts accordingly. Participants will need to submit the indemnity letter to the attention of Lynel Hobson or Keddhy Guignard via fax 813-470-1097 or email to *stockdividendprocessing@dtcc.com* using the subject line "Asian Mineral Resources Instructions". A sample of an indemnity letter is attached to this prospectus. The indemnity letter must be received by DTC on or before 03/15/13 @ 12:00 Noon EST.

Rights in respect of shares held by Ineligible Holders will be held on their behalf until the 10th day prior to expiration. After such time, the Subscription Agent will attempt to sell such Rights on a best efforts basis.

Rights returned to the Subscription Agent as undeliverable will not be sold by the Subscription Agent and no proceeds of sale will be credited to such holders.

Participants will be responsible for receiving their Rights from the Transfer Agent.

THE DIVIDEND POSITION AND ALLOCATION HISTORY (DPAL) OPTION, ACCESSED VIA THE PTS DIVIDEND ANNOUNCEMENTS INQUIRY FUNCTION (DIVA), SHOULD BE USED TO CONFIRM YOUR RECORD DATE POSITION HISTORY.

IT IS IMPORTANT THAT PARTICIPANTS REFER TO THE DTC REORGANIZATION INQUIRY FOR PARTICIPANTS (RIPS), FUNCTION CODE 59 N, FOR INFORMATION REGARDING THE SUBSCRIPTION PRIVILEGE AND ANY EXTENSIONS TO THE EXPIRATION DATE.

If participants have any questions regarding this Important Notice, they may contact DTC's Customer Help Center at (888) 382-2721.

If participants have a question regarding this Rights Offering, please contact Computershare Investor Services Inc., the Subscription Agent, at 1-800-564-6253.

YOUR COMPANY LETTERHEAD

Date: ______________________

Depository Trust & Clearing Corp.
55 Water Street
New York, NY 10041
Attn: ______________________

Re: ______________________ CUSIP#: ____________________

Sir/Madam: ______________________

On record date ______________, we held ____________________ shares at DTC on behalf of beneficial owners, entitling us to receive ____________________ rights.

We hereby certify that all shares are beneficially owned by shareholders residing in the qualifying jurisdictions. These holders are therefore entitled to receive the rights, please accept this letter as authorization to have rights released to us in the name of __________________________.

In consideration of honoring this request, the undersigned agrees for itself and its successors, assigns, heirs, executors, and administrators, to at all times indemnify and hold harmless The Depository Trust Company and each of its nominees, affiliates, agents, directors, officers, and employees against any and all claims, liabilities, losses, expenses (including, without limitation, court costs, attorney's fees, and disbursements), suits or damages to which they may become subject, arising out of, based upon, or related to this action.

We represent and warrant that we are duly authorized to execute this indemnity.

Sincerely,

Name: __________________________
Title: ___________________________
Company Name: __________________
Participant Number: _______________
Phone #: ________________________
E-mail: __________________________

Place Medallion Signature Guarantee Stamp Here

*No securities regulatory authority has expressed an opinion about these securities and it is an offence to claim otherwise. This short form prospectus constitutes an offering of these securities only in those jurisdictions where they may be lawfully offered for sale and therein only by persons permitted to sell such securities. The securities offered hereby have not been and will not be registered under the United States Securities Act of 1933, as amended (the "***1933 Act***"), or any state securities laws. Accordingly, the securities offered hereby may not be offered, sold or delivered within the United States of America, its territories or possessions (the "***United States***") except in transactions exempt from such registration. This short form prospectus is not being sent, delivered, provided or otherwise circulated to or in the United States. Each holder of the rights and securities, by virtue of receiving, purchasing, exercising or otherwise obtaining such rights or securities, agrees, for the benefit of Asian Mineral Resources Limited, that such holder is not in the United States, is not receiving, purchasing, exercising or otherwise obtaining such rights or securities for the account or benefit of a person in the United States, and that neither the Rights (as such term is defined in this prospectus) nor any securities that may be acquired upon the exercise of the Rights may be transferred or exercised in the United States. This prospectus does not constitute an offer to sell or a solicitation of an offer to buy any of these securities within the United States. See "Ineligible Holders".*

This document is important and requires you to MAKE A DECISION PRIOR TO 4:00 PM (TORONTO TIME) ON MARCH 26, 2013. IF YOU ARE IN DOUBT as to how to deal with it, you should consult your investment dealer, stock broker, bank manager or other professional advisor.

Information has been incorporated by reference into this prospectus from documents filed with securities commissions or similar authorities in Canada. *Copies of the documents incorporated herein by reference may be obtained on request without charge from the Corporate Secretary of Asian Mineral Resources Limited, 120 Adelaide Street West, Suite 2500, Toronto, Ontario, M5H 1T1 and are also available electronically at www.sedar.com.*

SHORT FORM PROSPECTUS

<u>Rights Offering</u> **February 15, 2013**

asian MINERAL RESOURCES

ASIAN MINERAL RESOURCES LIMITED
$12,500,000

OFFERING OF 525,207,161 RIGHTS TO SUBSCRIBE FOR UP TO 250,000,000 COMMON SHARES AT A PRICE OF $0.05 PER COMMON SHARE

This short form prospectus (the "**Prospectus**") qualifies the distribution of 525,207,161 rights (the "**Rights**") to subscribe for and purchase from Asian Mineral Resources Limited ("**AMR**" or the "**Corporation**") an aggregate of up to 250,000,000 common shares of the Corporation (the "**Common Shares**") at a price (the "**Subscription Price**") per Common Share equal to $0.05, on the terms set forth herein (the "**Offering**"). This Prospectus also qualifies the Common Shares issuable upon exercise of the Rights.

The Corporation will distribute the Rights to holders of its Common Shares (the "**Shareholders**") of record as at the close of business on February 28, 2013 (the "**Record Date**"). Each Shareholder of record on the Record Date will receive one (1) Right for each Common Share held. For every 2.10083 Rights held, the holder thereof (the "**Holder**") is entitled to acquire one (1) Common Share upon payment of the Subscription Price (the "**Basic Subscription Privilege**"). See "Details of the Offering - Basic Subscription Privilege". No fractional Common Shares will be issued pursuant to the Offering. Where the exercise of Rights would otherwise entitle a Holder to receive a fractional Common Share, the Holder's entitlement will be reduced to the next lowest whole number of Common Shares.

Based on the 525,207,161 Common Shares outstanding as at the date hereof, the Offering would entitle holders to subscribe for an aggregate of up to 250,000,000 Common Shares for gross proceeds of $12,500,000. Holders of Rights who exercise their Rights in full are entitled to subscribe *pro rata* for Additional Common Shares (as defined herein) pursuant to the Additional Subscription Privilege (as defined and described herein). See "Details of the Offering - Additional Subscription Privilege".

The Rights may be exercised commencing on February 28, 2013 (the "**Commencement Date**") and the Rights will expire at 4:00 p.m. (Toronto time) (the "**Expiration Time**") on March 26, 2013 (the "**Expiration Date**"). **Rights not exercised at or before the Expiration Time will be void and of no value. If a Shareholder elects not to exercise the Rights issued to that Shareholder, or elects to sell or transfer those Rights, the value of the Common Shares currently held by that Shareholder will be diluted as a result of the exercise of the Rights by others, as well as the purchase of any Standby Shares (as defined herein) by the Standby Purchaser (as defined herein).**

The Rights are fully transferable by Holders. The Rights will be evidenced by certificates in registered form (the "**Rights Certificates**"). A Holder of a Right is not, by virtue of such Right, a Shareholder and does not have any of the rights of a Shareholder.

Under a standby purchase agreement dated the date hereof (the "**Standby Purchase Agreement**"), Pala Investments Limited ("**Pala**" or the "**Standby Purchaser**") has agreed, subject to certain terms, conditions and limitations, to purchase, at the Subscription Price, all of the Common Shares not otherwise subscribed for by holders of Rights under their Basic Subscription Privilege or the Additional Subscription Privilege, if any (the "**Standby Shares**"). The Standby Purchase Agreement may be terminated by the Standby Purchaser and the Corporation prior to the Expiration Time on the Expiration Date in certain circumstances. See "Standby Commitment". The Standby Purchaser currently owns 333,706,514 Common Shares, representing approximately 64% of the outstanding Common Shares. Melior Resources Inc. ("**Melior**"), is an entity of which Pala owns greater than 50%, and as a consequence Pala is deemed to also control the 47,272,727 Common Shares owned by Melior, resulting in Pala beneficially owning and/or controlling an aggregate of 380,979,241 Common Shares, representing approximately 72.5% of the outstanding Common Shares on a non-diluted basis, plus 54,166,667 Common Share purchase warrants which if exercised would bring its ownership interest in the Corporation to 75.1% on a partially-diluted basis. However, if no other Holder of Rights exercises their Basic Subscription Privilege or Additional Subscription Privilege, following the Closing (as defined herein), the Standby Purchaser could own, directly or indirectly, up to 630,979,241 Common Shares, including the 47,272,727 Common Shares owned by Melior, representing up to approximately 81.4% of the issued and outstanding Common Shares on a non-diluted basis, plus 54,166,667 Common Share purchase warrants, which if exercised, would bring the Standby Purchaser's ownership interest in the Corporation to 82.6% on a partially-diluted basis. See "Risk Factors – Risks Relating to this Offering - *Significant Shareholder*".

The Standby Purchaser is not engaged as an underwriter in connection with the Offering and has not been involved in the preparation of, or performed any review of, the Prospectus in the capacity of an underwriter.

The Common Shares are listed and posted for trading on the TSX Venture Exchange (the "**TSXV**") under the symbol "ASN". The closing price of the Common Shares on the TSXV on February 14, 2013, the last day on which the Common Shares traded, was $0.045. The TSXV has conditionally approved the listing of the Rights and the Common Shares issuable upon the exercise of the Rights. Listing is subject to the Corporation fulfilling all of the requirements of the TSXV. The Corporation expects that the Rights will be posted for trading on the TSXV under the symbol "ASN.RT" until the Expiration Time, at which time the Rights will cease trading.

	$0.05 per Common Share (upon the exercise of 2.10083 Rights)	
	Price to Holders	**Net Proceeds to the Corporation**[2]
Per Common Share	$0.05	$0.05
Total Offering[1]	$12,500,000	$12,500,000

Notes:

(1) Assuming exercise in full of the Rights or purchase of all of the Standby Shares by Pala to the extent that Rights are unexercised by Holders.

(2) Before deducting the estimated expenses of this Offering of $250,000. See "Plan of Distribution".

Simon Booth, the Chief Executive Officer of the Corporation, and Robin Widdup and Christopher Castle, directors of the Corporation, each resides outside of Canada. Although Messrs Booth, Widdup and Castle have appointed Stikeman Elliott LLP at 5300 Commerce Court West, 199 Bay St., Toronto, Canada M5L 1B9 as its agent for service of process in Canada, it may not be possible for investors to enforce judgments obtained in Canada against any of Messrs Booth, Widdup or Castle.

Computershare Trust Company of Canada (the "**Subscription Agent**") has been appointed as the subscription agent for the Offering pursuant to a rights agency and custodial agreement between the Corporation and the Subscription Agent. See "Details of the Offering - Subscription Agent".

For Common Shares held through a securities broker or dealer, bank or trust company or other participant (a "**CDS Participant**") in the book based system administered by CDS Clearing and Depository Services Inc. ("**CDS**"), a subscriber may subscribe for Common Shares by instructing the CDS Participant holding the subscriber's Rights to exercise all or a specified number of such Rights and forwarding the Subscription Price for each Common Share subscribed for to such CDS Participant in accordance with the terms of the Offering. A subscriber wishing to subscribe for Additional Common Shares pursuant to the Additional Subscription Privilege must forward its request to the CDS Participant that holds the subscriber's Rights prior to the Expiration Time, along with payment for the number of Additional Common Shares requested. Subscribers should contact their particular CDS Participant for complete details on how to exercise both the Basic Subscription Privilege and the Additional Subscription Privilege. Any excess funds will be returned by mail or credited to the subscriber's account with its CDS Participant without interest or deduction. Subscriptions for Common Shares made through a CDS Participant will be irrevocable and subscribers will be unable to withdraw their subscriptions for Common Shares once submitted. See "Details of the Rights Offering - Rights Certificate — Common Shares Held Through CDS".

For Common Shares held in registered form, a Rights Certificate evidencing the number of Rights to which a holder is entitled will be mailed with a copy of this Prospectus to each registered Shareholder of record in an Eligible Jurisdiction (as defined herein) as of the Record Date. In order to exercise the Rights represented by the Rights Certificate, the Holder of Rights must complete and deliver the Rights Certificate to the Subscription Agent in the manner and upon the terms set out in this Prospectus. See "Details of the Rights Offering - Rights Certificate — Common Shares Held in Registered Form".

Certain legal matters in connection with the Offering will be passed upon, on behalf of the Corporation, by Stikeman Elliott LLP.

Unless otherwise indicated, references to currency figures are to Canadian dollars.

The head and registered office of the Corporation is located at Suite 2100, 1075 Georgia Street West, Vancouver, British Columbia, Canada V6E 3G2.

This Prospectus qualifies the distribution of the Rights as well as the Common Shares issuable upon exercise of the Rights in each of the provinces of British Columbia, Alberta, Ontario, Manitoba, Newfoundland, New Brunswick and Saskatchewan (the "**Eligible Jurisdictions**"). The Rights, as well as the Common Shares issuable upon the exercise of the Rights, are not being distributed or offered to holders in the United States or in any jurisdiction other than the Eligible Jurisdictions (each an "**Ineligible Jurisdiction**") and the Rights may be exercised by or on behalf of a holder of Rights resident in an

Ineligible Jurisdiction (an “**Ineligible Holder**”) only to the extent certain conditions described herein are complied with. Ineligible Holders can be recognized as Approved Ineligible Holders (as defined herein) in certain circumstances if the Corporation determines that such offering to and subscription by Ineligible Holders is lawful and in compliance with all securities and other laws applicable in the jurisdiction where such Ineligible Holder is resident. This Prospectus is not, and under no circumstances is to be construed as, an offering of any Rights or Common Shares for sale in any Ineligible Jurisdiction or a solicitation therein of an offer to buy any securities. Rights will not be sent to holders with addresses of record in any Ineligible Jurisdiction. Instead, such Ineligible Holders will be sent a letter advising them that their Rights will be issued and held on their behalf by their CDS Participant. See “Ineligible Holders“.

An investment in the Common Shares is highly speculative and involves a high degree of risk. See “Risk Factors“ for a discussion of various risk factors that should be considered by prospective purchasers of the Common Shares.

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CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

This Prospectus contains, or incorporates by reference, "forward-looking information" which may include, but is not limited to, statements with respect to the future financial and operating performance of AMR, its subsidiaries and its mineral properties, the costs and timing for the commencement of commercial production of nickel, the future price of nickel, copper and other metals, the estimation of mineral resources and reserves, the realization of mineral resource and mineral reserve estimates, exploration expenditures, costs and timing of the development of new mines and new deposits, timing of economic, scoping-level and feasibility studies, costs and timing of future exploration, requirements for additional capital, government regulation of mining operations and exploration operations, timing and receipt of approvals and licences under mineral legislation, environmental risks, title disputes or claims and limitations of insurance coverage. Often, but not always, forward-looking statements can be identified by the use of words such as "plans", "expects", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates", or "believes" or variations (including negative variations) of such words and phrases, or state that certain actions, events or results "may", "could", "would", "might" or "will" be taken, occur or be achieved.

Forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of AMR to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. Such factors include, among others, risks associated with the Corporation's dependence on the Project (as defined herein), potential Project delays, general business, economic, competitive, political and social uncertainties; conclusions of economic evaluations and studies (including the Technical Report (as defined herein)); currency fluctuations (particularly in respect of the Canadian dollar, the United States dollar and the Vietnamese dong and the rate at which each may be exchanged for the others); future prices of nickel, copper and other metals; uncertainty in the estimation of mineral resources and mineral reserves, exploration and development risks; infrastructure risks; inflation risks; defects and adverse claims in title; accidents, failure of plant, equipment or processes to operate as anticipated, political instability, insurrection or war; labour and employment risks; changes in government regulations and policies, including laws governing development, production, taxes, royalty payments, labour standards and occupational health, safety, toxic substances, resource exploitation and other matters; delays in obtaining governmental approvals (or failure to obtain them) or financing or in the completion of development or construction activities; insufficient insurance coverage; the risk that dividends may never be declared; liquidity and financing risks related to the global economic crisis, as well as those factors discussed in the section entitled "Risk Factors" in this Prospectus.

Such forward-looking statements are based on a number of material factors and assumptions, including: that contracted parties provide goods and / or services on the agreed timeframes; that on-going contractual negotiations will be successful and progress and / or be completed in a timely manner; that application for permits and licences will be granted / obtained in a timely manner; that no unusual geological or technical problems occur; that plant and equipment work as anticipated and that there is no material adverse change in the price of nickel.

Although AMR has attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in forward-looking statements, there may be other factors that cause actions, events or results to differ from those anticipated, estimated or intended. Forward-looking statements contained herein are made as of the date of this Prospectus. There can be no assurance that forward-looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements due to the inherent uncertainty therein.

In addition, please note that statements relating to “reserves” or “resources” are deemed to be forward-looking information as they involve the implied assessment, based on certain estimates and assumptions, that the resources and reserves described can be profitably mined in the future.

SUMMARY OF THE OFFERING

The following is a summary of the principal features of the Offering and should be read together with, and is qualified in its entirety by, the more detailed information and financial data and statements contained elsewhere or incorporated by reference in this Prospectus. Certain terms used in this summary and in the Prospectus are defined elsewhere herein.

Issuer:	Asian Mineral Resources Limited
The Offering:	525,207,161 Rights to subscribe for up to 250,000,000 Common Shares. Each Shareholder on the Record Date will receive one (1) Right for each Common Share held. Every 2.10083 Rights entitle the Holder (provided that such Holder is an Eligible Holder or is an Approved Ineligible Holder) thereof to subscribe for one (1) Common Share.
Record Date:	February 28, 2013
Commencement Date:	February 28, 2013
Expiration Date:	March 26, 2013
Expiration Time:	4:00 p.m. (Toronto time) on the Expiration Date. Rights not exercised at or before the Expiration Time on the Expiration Date will be void and have no value.
Subscription Price:	$0.05 per Common Share
Net Proceeds:	Approximately $12,250,000 million, after deduction of the estimated expenses of approximately $250,000, and assuming exercise in full of the Rights or purchase of the Standby Shares by Pala to the extent that Rights are unexercised.
Basic Subscription Privilege:	Every 2.10083 Rights entitle the Holder to subscribe for one (1) Common Share upon payment of the Subscription Price. No fractional Common Shares will be issued. If a subscriber would appear to be entitled to a fractional Common Share, the subscriber's entitlement will be rounded down to the nearest whole number of Common Shares. See "Details of the Offering - Basic Subscription Privilege".
Additional Subscription Privilege:	Holders of Rights who exercise in full the Basic Subscription Privilege for their Rights are also entitled to subscribe *pro rata* for Additional Common Shares, if any, not otherwise purchased pursuant to the Basic Subscription Privilege. The Standby Purchaser has agreed not to exercise its Additional Subscription Privilege. See "Details of the Offering - Additional Subscription Privilege".
Exercise of Rights:	For all Holders whose Common Shares are held in registered form, a Rights Certificate representing the total number of Rights to which such Holder is entitled as at the Record Date will be mailed with a copy of this Prospectus to each such Holder. In order to exercise the Rights represented by the Rights Certificate, such Holder of Rights must complete and deliver the Rights Certificate in accordance with the instructions set out under "Details of the Rights Offering - How to Complete the Rights Certificate". For Common Shares held through a CDS Participant in the book-based system administered

	by CDS, a subscriber may subscribe for Common Shares by instructing the CDS Participant holding the subscriber's Rights to exercise all or a specified number of such Rights and forwarding the Subscription Price for each Common Share subscribed for in accordance with the terms of this Offering to such CDS Participant. See "Details of the Rights Offering - Rights Certificate — Common Shares Held Through CDS".
Holders in Ineligible Jurisdiction:	This Offering is made only in Eligible Jurisdictions. No subscription under the Basic Subscription Privilege nor under the Additional Subscription Privilege will be accepted from any person, or such person's agent, who appears to be, or who the Corporation has reason to believe is, an Ineligible Holder, except that the Corporation may accept subscriptions in certain circumstances from persons in such jurisdictions if the Corporation determines that such offering to and subscription by such person or agent is lawful and in compliance with all securities and other laws applicable in the jurisdiction where such person or agent is resident (each an "**Approved Ineligible Holder**"). No Rights Certificate will be mailed to Ineligible Holders and Ineligible Holders will not be permitted to exercise their Rights. Holders of Common Shares who have not received Rights Certificates but are resident in an Eligible Jurisdiction or wish to be recognized as an Approved Ineligible Holder should contact the Subscription Agent at the earliest possible time. Rights of Ineligible Holders will be held by the Subscription Agent until 5:00 p.m. (Toronto time) on March 19, 2013 in order to provide the beneficial holders outside the Eligible Jurisdictions the opportunity to claim their Rights Certificate by satisfying the Corporation that the exercise of their Rights will not be in violation of the laws of the applicable Ineligible Jurisdiction. After such time, the Subscription Agent will attempt to sell the Rights of such registered Ineligible Holders on such date or dates and at such price or prices as the Subscription Agent will determine in its sole discretion. Ineligible Holders whose Common Shares are held through a CDS Participant who wish to be recognized as Approved Ineligible Holders should contact their CDS Participant at the earliest possible time. CDS participant(s), prior to the Expiration Date, as agent for and on behalf of the Ineligible Holders may attempt to sell the Rights issued to such Ineligible Holders at the price or prices it determines in its sole discretion. Any proceeds received by the CDS Participant(s) with respect to such Rights will be delivered by the CDS Participant(s) as soon as practicable to such Ineligible Holders at their last recorded addresses or held for the account of such Ineligible Holder as directed. See "Ineligible Holders".
Intention of Directors of the Corporation:	All the directors of the Corporation who own Common Shares and receive Rights have indicated that they intend to exercise some or all of their Rights under the Basic Subscription Privilege and may also subscribe for Additional Common Shares under the Additional Subscription Privilege. This reflects the intentions of such directors as of the date of this Prospectus; however such directors may choose not to exercise if their circumstances change before the Expiration Date. See "Details of the Offering - Intention of Directors of the Corporation"
Standby Commitment:	Under the Standby Purchase Agreement, Pala will, subject to certain terms, conditions and limitations, act as a standby purchaser to purchase, at the Subscription Price, as principal and not with a view to resale or distribution, all the Common Shares not otherwise subscribed for by Holders of Rights

	pursuant to their Basic Subscription Privilege or their Additional Subscription Privilege, if any (the "**Standby Commitment**"). Pala is not engaged as an underwriter in connection with the Offering and has not been involved in the preparation of, or performed any review of, this Prospectus in the capacity of an underwriter. The Standby Purchase Agreement may be terminated by each of Pala or the Corporation prior to the Expiration Time in certain circumstances. Pala has agreed not to exercise its Additional Subscription Privilege. See "Standby Commitment".
Listing and Trading:	The TSXV has conditionally approved the listing of the Rights and the Common Shares issuable upon the exercise of the Rights. Listing is subject to the Corporation fulfilling all of the requirements of the TSXV.
Risk Factors:	An investment in Common Shares is subject to a number of risk factors, which prospective investors should consider before exercising their Rights offered under the Offering. See "Risk Factors".

GENERAL MATTERS

In evaluating whether or not to exercise the Rights offered pursuant to the Offering, a prospective investor should rely only on the information contained in, or incorporated by reference in, this Prospectus and not on certain parts of this Prospectus to the exclusion of others. No person has been authorized to give any information other than that contained in this Prospectus, or to make any representations in connection with the Offering made hereby, and, if given or made, such other information or representations must not be relied upon as having been authorized by the Corporation. The information contained in this Prospectus is accurate only as of the date of this Prospectus, regardless of the time of delivery of this Prospectus or any sale of the Common Shares or Standby Shares. The Corporation's business, financial condition, operating results and prospects of the Corporation may have changed since the date of this Prospectus.

For investors outside Canada, the Corporation has not done anything that would permit the Offering or distribution of this Prospectus in any jurisdiction where action for that purpose is required, other than in Canada. Investors are required to inform themselves about and to observe any restrictions relating to the Offering and the distribution of this Prospectus.

FINANCIAL INFORMATION AND ACCOUNTING PRINCIPLES

The financial statements of the Corporation incorporated by reference herein have been prepared in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board ("**IFRS**").

TECHNICAL INFORMATION

Technical information relating to the Ban Phuc Nickel Project (the "**Project**") contained in this Prospectus is derived from, and in some instances is an extract from, the technical report titled "Asian Mineral Resources Limited NI 43-101 Technical Report" dated February 5, 2013 (as amended February 15, 2013) (the "**Technical Report**") by CSA Global Pty Ltd. ("**CSA Global**"), Australian Mine Design and Development Pty Ltd ("**AMDAD**"), Peter J. Lewis and Associates Pty Ltd and Independent Metallurgical Operations Pty Ltd in respect of the Project. Reference should be made to the full text of the Technical Report which has been filed with Canadian securities regulatory authorities pursuant to National Instrument 43-101 - *Standard of Disclosure for Mineral Projects* ("**NI 43-101**") and is available for review under the Corporation's profile on the System for Electronic Document Analysis and Retrieval ("**SEDAR**") at www.sedar.com. See "Interest of Experts".

ELIGIBILITY FOR INVESTMENT

In the opinion of Stikeman Elliott LLP, counsel to the Corporation, Common Shares issuable on the exercise of Rights, if issued on the date hereof, would be qualified investments under the *Income Tax Act* (Canada) and the regulations thereunder (the "**Tax Act**") for a trust governed by a registered retirement savings plan (an "**RRSP**"), registered retirement income fund (an "**RRIF**"), registered education savings plan, registered disability savings plan, deferred profit sharing plan or a tax-free savings account (a "**TFSA**") (collectively, the "**Registered Plans**") provided that the Common Shares are listed on a "designated stock exchange" for the purposes of the Tax Act (which currently includes the TSXV).

The Rights, if issued on the date hereof, would be qualified investments under the Tax Act for a Registered Plan provided that either (a) the Rights are listed on a "designated stock exchange" or (b) both (i) the Common Shares are listed on a "designated stock exchange" and (ii) the Corporation is not a "connected person" under the Registered Plan. For this purpose, a "connected person" under a

Registered Plan is defined as a person who is an annuitant, a beneficiary, an employer or a subscriber under, or a holder of, the Registered Plan as well as any other person who does not deal at arm's length with that person.

Notwithstanding the foregoing, the holder of a TFSA or the annuitant of an RRSP or RRIF, as the case may be, will be subject to a penalty tax if the Common Shares or Rights are a "prohibited investment" for the TFSA, RRSP, or RRIF. The Rights and Common Shares will not be "prohibited investments" for a TFSA, RRSP, or RRIF provided the holder of the TFSA or the annuitant of the RRSP or RRIF, as the case may be, (i) deals at arm's length with the Corporation for purposes of the Tax Act and (ii) does not have a significant interest (within the meaning of the Tax Act) in (A) the Corporation or (B) any corporation, partnership, or trust with which the Corporation does not deal at arm's length for purposes of the Tax Act. Tax Proposals released on December 21, 2012 (the "**December 2012 Proposals**") propose to delete the condition in (ii)(B) above. In addition, pursuant to the December 2012 Proposals, the Common Shares will generally not be a prohibited investment if they are "excluded property" as defined in the December 2012 Proposals for the TFSA, RRSP, or RRIF. Holders of a TFSA, RRSP or RRIF should consult their own tax advisors in this regard.

DOCUMENTS INCORPORATED BY REFERENCE

Information has been incorporated by reference in this Prospectus from documents filed with securities commissions or similar authorities in Canada. Copies of the documents incorporated herein by reference may be obtained on request without charge from the Corporate Secretary of the Corporation, 120 Adelaide Street West, Suite 2500, Toronto, Ontario, M5H 1T1 and are also available electronically at www.sedar.com.

The following documents filed by the Corporation with the various securities commissions or similar regulatory authorities in the provinces of British Columbia, Alberta, Ontario, Manitoba, Newfoundland, New Brunswick and Saskatchewan are specifically incorporated by reference in and form an integral part of this Prospectus:

(a) annual information form of the Corporation dated April 27, 2012 for the year ended December 31, 2011 (the "**AIF**");

(b) audited consolidated financial statements of the Corporation as at December 31, 2011 and 2010 and January 1, 2010 and for the years ended December 31, 2011 and 2010, together with the notes thereto and the auditors' report thereon;

(c) management's discussion and analysis of operating results and financial position of the Corporation for the year ended December 31, 2011;

(d) amended unaudited interim consolidated financial statements of the Corporation as at September 30, 2012 and for the three and nine month periods ended September 30, 2012 and 2011 together with the notes thereto ("**Amended Interim Financials**");

(e) amended management's discussion and analysis of operating results and financial position of the Corporation for the three-month period ended September 30, 2012 ("**Amended MD&A**");

(f) management information circular of the Corporation dated June 1, 2011 in connection with the annual and special meeting of common shareholders of the Corporation held on July 6, 2011;

(g) management information circular of the Corporation dated April 27, 2012 in connection with the special meeting of common shareholders of the Corporation held on May 25, 2012 to approve a private placement of units to Pala and the creation of Pala as a control person of the Corporation;

(h) management information circular of the Corporation dated June 5, 2012 in connection with the annual and special meeting of common shareholders of the Corporation held on July 10, 2012;

(i) management information circular of the Corporation dated November 21, 2012 in connection with the special meeting of common shareholders of the Corporation held on December 18, 2012 to approve a private placement of common shares to Pala (the **"Pala Private Placement"**);

(j) material change report dated March 8, 2012 relating to the Corporation entering into a subscription agreement in connection with the Pala Private Placement;

(k) material change report dated June 1, 2012 relating to the Corporation closing the Pala Private Placement;

(l) material change report dated July 5, 2012 relating to the Corporation entering into a subscription agreement with Melior in connection with a private placement of common shares of the Corporation;

(m) material change report dated October 18, 2012 relating to the Corporation entering into a subscription agreement with Pala and Lion Selection Group Limited in connection with a private placement of common shares of the Corporation;

(n) material change report dated February 7, 2013 relating to the Corporation filing a preliminary short form prospectus in connection with the Offering; and

(o) material change report dated February 15, 2013 relating to the Corporation announcing an update to the mineral resource estimates at the Project.

Any documents of the type referred to above (excluding confidential material change reports), and any business acquisition reports or other documents required to be incorporated by reference into this Prospectus and subsequently filed by the Corporation with the securities commissions and any similar authority in Canada after the date of this Prospectus and prior to the termination or completion of the Offering shall be deemed to be incorporated by reference into this Prospectus.

Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded, for purposes of this Prospectus, to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or replaces such statement. The modifying or superseding statement need not state that it has modified or superseded a prior statement or include any other information set forth in the document that it modifies or supersedes. The making of a modifying or superseding statement shall not be deemed for any purposes an admission that the modified or superseded statement, when made, constituted a misrepresentation, an untrue statement of a material fact or an omission to state a material fact that is required to be stated or that is necessary to make a statement not misleading in light of the circumstances in which it was made. Any statement so modified or superseded will not be deemed, except as so modified or superseded, to constitute part of this Prospectus.

ASIAN MINERAL RESOURCES LIMITED

Asian Mineral Resources Limited was originally incorporated pursuant to the *New Zealand Companies Act, 1993*. Effective December 31, 2004, it was continued as a British Columbia corporation under the *Business Corporations Act* (British Columbia) (the "**BCBCA**"). The Corporation owns 100% of AMR Nickel Limited ("**AMRN**") and 100% of Asian Nickel Exploration Limited, both of which are incorporated pursuant to the laws of the Cook Islands. Through AMRN, the Corporation owns 90% of Ban Phuc Nickel Mines LLC ("**BPNM**"), a limited liability company established under the laws of the Socialist Republic of Vietnam ("**Vietnam**") in 1993. Son La Mechanical Engineering Joint Stock Company owns 10% of BPNM.

The registered office is located at Suite 2100, 1075 Georgia Street West, Vancouver, British Columbia, Canada V6E 3G2. Unless otherwise specifically stated, all dollar amounts in this Prospectus are expressed in Canadian dollars.

The Corporation's principal business activity is the exploration and development of the Project through its 90% ownership interest in BPNM.

RECENT DEVELOPMENTS

Announcement of Updated Mineral Resources

On February 15, 2013, the Corporation announced an update to the mineral resource estimates at the Project, such resource estimates are reflected in this Prospectus.

Filing of the Amended Interim Financials, Amended MD&A and Technical Report

On February 5, 2013, the Corporation filed the Amended Interim Financials and Amended MD&A, with respect to the correction of certain calculations of foreign exchange differences in respect of the translation of the Corporation's subsidiary for consolidation purposes as at September 30, 2011 with consequential amendments to other comprehensive loss for the three and nine months then ended.

On February 5, 2013 (as amended and refiled on February 15, 2013), the Corporation also filed the Technical Report in support of technical information contained in this Prospectus.

Extension of Permission to Export Nickel Concentrate

On December 24, 2012, the Ministry of Industry and Trade of the Socialist Republic of Vietnam issued Circular 41 regarding the export of minerals and mineral products from Vietnam (the "**Circular**"). The Circular became effective on February 4, 2013 and stipulates that 9.5% nickel concentrate is permitted for export by BPNM, without time limit. Previously, BPNM held a licence to export nickel concentrate until December 31, 2015. This export licence is superseded by the Circular.

Private Placement with Pala Investments Limited and Lion Selection Group Limited

On December 18, 2012, the Corporation completed a private placement offering of 150,000,000 Common Shares and 16,666,666 Common Shares to Pala and Lion Selection Group Limited, respectively, each at $0.06 per Common Share for total consideration of $10,000,000. The proceeds of this private placement offering will be used by AMR to fund capital expenditures for the construction of the Project and for working capital purposes.

Export Tariff for Nickel Matte

On November 15, 2012, the Ministry of Finance of the Socialist Republic of Vietnam issued Circular 193 which stipulates an export tariff of 5% on nickel matte effective January 1, 2013. The existing export tariff of 20% on nickel concentrates remains unchanged.

BAN PHUC NICKEL PROJECT

For an explanation of certain technical terms used in this Prospectus, see "Ban Phuc Nickel Project - Glossary of Mining Terms".

Technical Report

Today, the Corporation filed on SEDAR the Technical Report which among other things updates the Corporation's mineral reserve and resource estimates for the Project. This section contains a summary of certain information from the Technical Report that updates the information regarding the Project contained in the AIF.

Unless otherwise stated, the information that follows relating to the Project is derived from, and in some instances is an extract from, the Technical Report in respect of the Project. At the time of the preparation of the Technical Report, each of the individuals who contributed to it was independent of the Corporation and was supervised by one of Dr. Bielin Shi, Gerry Fahey, John Wyche, Andrew Kinghorn, Peter J. Lewis or Tom Gibbons, each of whom is a "qualified person", as that term is defined in NI 43-101.

Portions of the following information are based on assumptions, qualifications and procedures which are not fully described herein. Reference should be made to the full text of the Technical Report which has been filed with certain Canadian securities regulatory authorities pursuant to NI 43-101 and is available for review under the Corporation's profile on SEDAR at www.sedar.com.

Project Description and Location

Location

The Project is located within the Project area designated in BPNM's Investment Certificate (defined below), approximately 160 kilometres ("**km**") due west by road from Hanoi near Ban Phuc Village in Son La Province, in north-west Vietnam, at latitude 21.19° and longitude 104.33°. The mineralized zones lie within a granted foreign investment licence 522/GP with an area of 150 km² (the "**Ta Khoa Concession**"). The nearest towns are Hat Lot, approximately 30 km to the northwest, and Bac Yen, approximately 25 km to the east. The nearest major population centre is the provincial capital Son La located approximately 55 km to the northwest. Apart from Ban Phuc and Ban Khoa villages, which are

Figure 1 Licenced Areas

Tenure

BPNM is an incorporated joint venture company which is owned by:

- AMRN **-** 90%; and
- Son La Mechanical Engineering Company Joint Stock Company of Son La Province – 10%.

In January 1993, BPNM was granted the Ta Khoa Concession with an initial term of 20 years, giving exclusive rights for exploration and mining. After statutory relinquishments, the concession area has now been reduced to 150 km^2 covering the Ban Phuc deposit and adjacent exploration areas.

BPNM is now operating under the current investment certificate No. 241022000033, as amended (the "**Investment Certificate**"). Under the Investment Certificate, BPNM is licenced to a project area of 150 km^2. Within the 150 km^2 area, a seven (7) hectare mining licence covering the Ban Phuc deposit was granted to BPNM on December 17, 2007 (the "**Mining Licence**"). If BPNM wants to carry out any exploration activities within the 150 km^2, BPNM must obtain exploration licences.

Mining Licence Amendment Process

BPNM's Mining Licence describes an annual ore throughput rate of 200,000 tonnes ("**t**"). BPNM is currently in the process of amending its Mining Licence to reflect the increased throughput rate targeted by its current mine plan (up to a maximum annual throughput of 360,000 t of ore).

The Mining Licence amendment process can be summarized as follows:

- submission of an amended basic design and environmental impact assessment ("**EIA**") by BPNM to the relevant Vietnamese authorities for their review and comment;
- revision of the amended basic design and EIA by BPNM to reflect any comments received during the review process. Upon satisfactory completion of the relevant Vietnamese authorities' reviews, the amendment to the Mining Licence will be recommended by the General Department of Geology and Minerals ("**GDGM**") to the Ministry of Natural Resources and Environment ("**MONRE**"); and
- following completion of its review, MONRE will issue the amended Mining Licence, which will then come into force.

Other Permits and Licences

Following the grant of the Mining Licence, BPNM has submitted and will submit various permit applications to the Son La Provincial Government for approval. The table below describes the various outstanding permits and approvals and their respective statuses.

Permit/ approval	**Agency**	**Status**
Mining Licence	MONRE	The Mining Licence is valid until December 16, 2018. BPNM is currently amending the Mining Licence to increase mining capacity from 200,000 tonnes per annum ("**tpa**") to 360,000 tpa, with the process expected to be completed in April 2013.
Mine closure plan ("**MCP**")	MONRE	The MCP needs to be submitted for approval 6 months prior to the mine closure and approval obtained before the mine is closed. A preliminary conceptual MCP has been prepared and is to be updated during the detailed engineering stage and periodically.
Investment Certificate	Son La People's Committee	The Investment Certificate is valid until January 29, 2043. BPNM is currently amending the Investment Certificate to reflect the increase in total investment capital from US$87m to US$136m, which is expected to be completed in February 2013.
EIA	MONRE	Approval granted on December 25, 2006. BPNM is currently seeking approval of an amended EIA as part of the amendment to the Mining Licence.
Approval of Environmental Reclamation & Rehabilitation Project ("**ERRP**")	MONRE	ERRP was approved on October 6, 2011. BPNM is currently seeking approval of an amended ERRP as part of the amendment to the Mining Licence.

Permit/ approval	Agency	Status
Permit for Use of Industrial Explosives	Ministry of Industry and Trade (“**MOIT**”)	Permit for the use of industrial explosives remains valid until March 31, 2013. An application for an extension is still in progress.
Fire Prevention and Fighting for Processing Plant	Son La Police	Application in process. This fire prevention and fighting certification for the processing plant will be required prior to the plant commencing operation. The application has been lodged and is expected to be obtained in June 2013.
Permits for import and use of radioactive equipment	Vietnam Agency for Radiation and Nuclear Safety of the Ministry of Science and Technology	Application in process. The permit is expected to be received in April 2013.
Registration of specialized machinery and equipment for import	Son La Department of Planning and Investment and Son La Department of Customs	The registration is valid. The registration will be updated for any additional equipment that is deemed necessary for importation.
Registration of date of mining	MONRE	Under the Mining Licence, BPNM is required to register the commencement date for production with MONRE. BPNM is also required to notify Son La People’s Committee, Bac Yen District People’s Committee and Muong Khoa Ward People’s Committee on the commencement date of production. No deadline for registration. Notification will be carried out before commencement of mineral exploitation activity.
Construction Approvals (roads, plant, tailing storage facility, dams, power supply, admin., buildings, etc.)	Son La Province	No construction permit is required for the construction of the mine and its auxiliary facilities. Application for construction permit for waste dumping ground will be lodged upon receipt of land use right certificate and design document for the area.
Permits for Discharge of Waste Water, and Surface Water Use	MONRE / Son La Province	BPNM is currently in the process of applying for such permits.

Permit/ approval	Agency	Status
Approval for temporary suspension and extension of the project schedule	MONRE, MOIT and Son La Province	GDGM agreed to extend the completion of the mine construction until the end of 2012. In its Official Letter 149/TB-UBND, Son La Province agreed to further extend the production commencement date of the project to June 30, 2013 and BPNM is working towards completion of mine construction by end June 2013.

Table 1 Outstanding Permits and Approvals

Royalties

The royalty tax rate of 10% is provided for under the Investment Certificate for nickel and associated minerals (i.e. copper and cobalt), in accordance with Resolution 928/2010/UBTVQH12 dated April 19, 2010 of the Standing Committee of the National Assembly (Vietnam).

Environmental Liabilities

There are no environmental liabilities known at present.

As required by law and committed under the approved ESIA, BPNM will provide an environmental bond of US$240,000 prior to commencement of production. The bond is refundable after BPNM completes the rehabilitation as committed in the ESIA upon its closure of the mine.

Accessibility, Climate, Local Resources, Infrastructure and Physiography

Topography, Elevation and Vegetation

The Project area is located within rugged terrain of the mountainous areas in the north-west of Vietnam. The steep-sided Da River Valley traverses the region in a general south-easterly direction. On the northern side, steep mountainous country rises to about 1,200 metres ("**m**") near Hong Ngai. On the south side of the Da River similar mountainous country rises to 1,520 m.

The topography in the Project area ranges between steeply sloping hills and narrow valleys with few flat areas. The area is mountainous and contains areas of relatively degraded forest and localized deciduous forest. Large areas of grassland, bamboo and other secondary vegetation are also present, particularly on the lower slopes and valleys.

Access

The Project site is easily accessible. The provincial highway to Son La province is 35 km by paved road from Ban Phuc. From Son La, access to Hanoi and the port at Hai Phong is by national highway. Alternate light vehicle access via Son Tay, Thanh Son, Phu Yen, Bac Yen and Ta Khoa provides a shorter travelling time from Hanoi on fair to good paved roads. There is a local airport at Hat Lot, near Son La, which is closed for an upgrade and runway extension to make it jet capable. However, the local airport can be used for helicopter flights for medical evacuations and other emergencies.

Climate

The area in which the Project is located has two (2) seasons: a dry season (winter) and a wet (summer) season. Winter is cool and lasts from October to March with persistent drizzling rain occurring during February and March. Hot monsoonal summers occur between April and September with occasional typhoon events.

Sources of Power

A 35 kilovolt ("**kV**") power transmission line runs from the Son La sub-station, some 40 km from the Project, to within 1 km of the Project. The Son La Provincial Government Power Department has submitted a design for a 1 km spur line to the proposed 35kV/6.3kV substation. Power will be reticulated to the process plant, tails line pump stations and the underground mining operations through low voltage motor control centres.

Power is delivered to the site from 6.6 kV incomers from the power authority's high voltage ("**HV**") switchroom.

The main substation at the site will include HV distribution to the other site substations and step down transformers for supply of lower voltage HV power (1 kV) and low voltage ("**LV**") three phase power (380 volts). Other substations are located at the underground haulage and access portals, and at the camp. Each substation incorporates breakers for HV and LV power, step-down transformer(s), motor control centres for three phase alternating current ("**AC**") motors and distribution panels for single phase AC consumers and for control and instrumentation supplies.

For transmission within the plant site and other on-site infrastructure, insulated power cables are run preferentially in cable tray on racks or below ground. Overhead conductors transmit power to consumers too distant from substations for the use of insulated cable (i.e. the mine portals and staged tailings pumps). Other minor consumers remote from substations will be powered by local diesel generator sets.

Water

Process water will be recycled from the tailings storage facility ("**TSF**") with make-up and raw water drawn from the Chen Stream which feeds into the Da River.

Most of the required process water is expected to come from the TSF catchment. Raw water for the plant and other industrial requirements will also be sourced from the borefield.

The camp will draw water from the Da River to supply a reverse osmosis plant for domestic, non-potable water use. Drinking water is provided in bottles or purpose made containers.

Tailings Storage Facility

The Project will produce approximately 280,000 tpa of tailings for just over five (5) years. The TSF has been designed for one million tonnes ("**Mt**") of tailings and is capable of being expanded to up to a maximum of 3 Mt.

The TSF is located in Suoi Dam (Dam Creek) Valley approximately 3.5 km by road or 1 km in a straight line northeast of the West Ban Phuc process plant.

A plant site runoff dam ("**PSRD**") will be constructed in the downstream end of West Ban Phuc Valley to control runoff and sediment from the mine and process plant site area.

Waste

Solid waste will be disposed as appropriate in landfill within the Project area, in stopes being backfilled, the tailings dam or by removal from site by contractor.

Waste oil from oil traps and drained from mobile and fixed equipment will be collected and transferred into drums contained within the bund at the fuel facility for removal from site by contractor.

Processing Plant

The process plant site is on a relatively gently sloped area of West Ban Phuc Valley. A small run-of-mine ("**ROM**") ore pad is developed at the 230 RL level of the underground mine haulage portal and the rest of the site has been developed by cut and fill.

Geological Setting

Regional Geology

The Project area lies in the Song Da rift, which is part of a broader northwest trending corridor of deep continental rifting between the Indo-China Plate and the South China Plate (see Figure 2 below). This feature acted as both a rift and collision zone between the South China Continental Plate to the northeast and the Indochina Plate to the southwest and is recognized as a rare case of where faulting has extended the entire thickness of the continental crust to the base of the lithosphere.

Within this faulted corridor, in the Ta Khoa region, an anticline of Devonian limestones and terrigenous sediments is overlain by an unusual Permian-Triassic flood-basalt suite. The Devonian sequence is intruded by numerous ultramafic intrusions of compositions ranging from high-Mg gabbro, pyroxenite, and peridotite to dunite. The intrusions are interpreted as sub-volcanic dykes and sills representing feeders for the overlying volcanic suite.

Many of the intrusives have associated sulphide mineralization. The Ban Phuc deposit is emplaced close to the axial zone of the Ta Khoa Shoa anticline and is the only intrusive to date to have a quantified Ni-Cu sulphide resource.

The geotectonic setting is strongly analogous to that displayed by some major Ni-Cu deposits such as the Norilsk-Talnakh nickel deposit (Russia) and the Jinchuan-Gansu nickel deposit (China). Both of these are located on major breaks between lithospheric plates, associated with deep, mantle-tapping structures which allow the rapid ascent of mantle melts favoured for Ni-Cu sulphide segregation. At Norilsk-Talnakh nickel deposit in particular, the ore bodies are interpreted to be associated with sub-volcanic intrusive bodies which represent feeders for extrusive flood basalts higher up in the sequence.

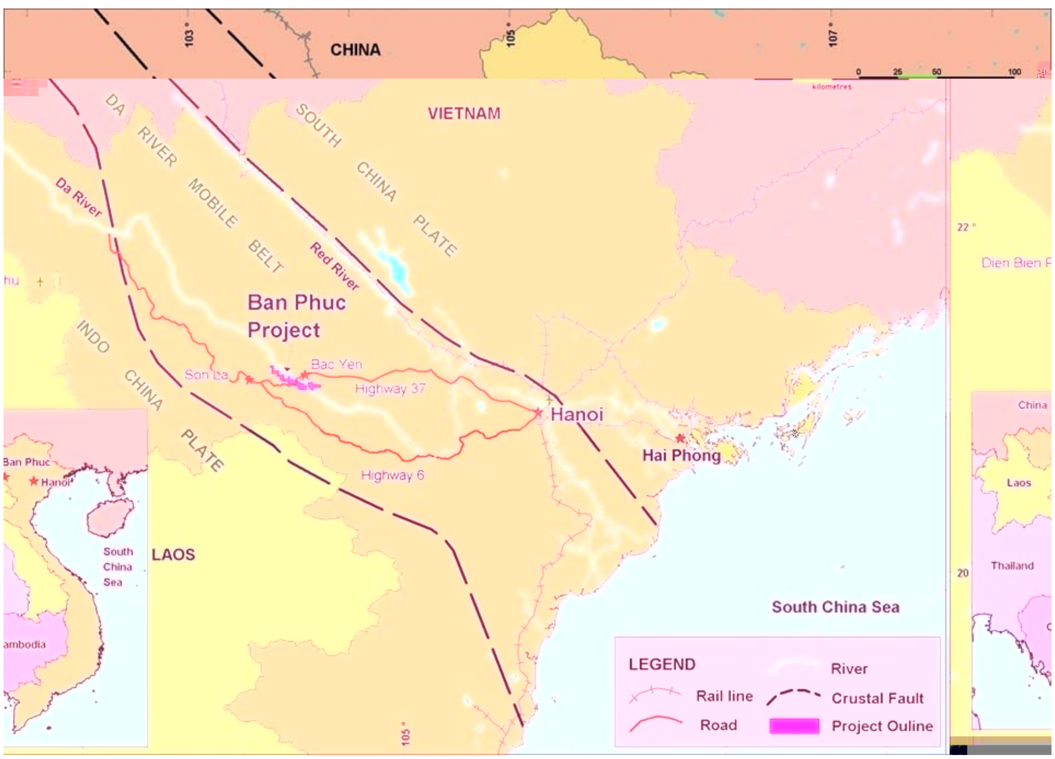

Figure 2 Regional Geological Setting

Local Geology

The Ban Phuc ultramafic intrusion is one of the larger of such bodies in the district outcropping over an area of roughly a quarter of a square kilometre. The Ban Phuc ultramafic is exposed in a window comprising a basement metamorphic complex of Devonian age metasedimentary and metavolcanic rocks. The basement includes a variety of rock types including: quartz-feldspar schist, phyllite, metaquartzite, sericite schist, muscovite-biotite schist, calcareous schist and intercalated crystalline marble overlain by a thin unit of limestone.

Besides the Ban Phuc ultramafic body, Devonian age rocks exposed in the Ta Khoa window are intruded by numerous small bodies (about 70 have been mapped at 1:100,000 scale) of ultramafic to gabbroic (werhlite) composition plus granite and granite pegmatite. Twenty-eight are of ultramafic composition. The intrusions are lensoid and up to about 3.5 km in length. Generally, the intrusions are parallel to bedding in the host metasediments. Both metasediments and intrusives have undergone tilting and folding, possibly during a Triassic orogeny.

The ultramafic-mafic intrusives are considered to be Triassic in age, although some are postulated to be lower to mid-Palaeozoic. At least some of the Triassic volcanics are understood to be extrusive equivalents of the ultramafic-mafic intrusives.

Property Geology

The Ban Phuc intrusion is one of the larger ultramafic bodies in the region with dimensions of 940 m by 220 – 420 m, an outcrop area encompassing 0.25 km and, a preserved depth of up to 470 m below surface. The intrusion is elongate with a north-westerly trend corresponding to the strike of the Devonian metasedimentary host rocks.

It has intruded along the trend of a discontinuous unit of crystalline limestone. At its wider north-western edge, only the flat lying base is preserved. The intrusion narrows and deepens to the southeast where it has an oval cross-section dipping steeply northeast and roughly concordant with the enveloping metasediments. A locally discordant contact with metasediments confirms the body is intrusive and not extrusive as in nickel deposits of the komatiite type.

Concave layering is defined by low-grade nickel-enriched sulphide layers which are conformable with the base and walls of the intrusion. In the wider basal zone preserved at the north-western end of the intrusion these are flat lying with only minor convexity, but in the south-eastern section the layers are tightly oppressed and strongly concave, extending up the footwall and hanging wall of the intrusion.

There is evidence in bedding attitudes along strike to the southeast of the intrusion for a synformal structure, suggesting that the strongly concave layering may arise from folding, with the ultramafic originally having formed a thinner sill roughly conformable with the sediments and now occupying the fold axis. The presence of cumulate sulphides along the base and walls of the intrusion indicate that it is upright, though folding, if it has occurred, is isoclinal and the hangingwall is overturned.

The massive sulphide vein mineralization occurs in a major shear controlled vein structure in hornfels host rock along the southern margin of the Ban Phuc intrusion. The vein is approximately 730 m in length, with an inverted triangular form in plan, to at least 450 m below surface with an average width of 1.26 m. It has a northwesterly strike of 280º - 310º and a steep dip of 70º - 90º to the northeast, rarely to the southwest. This vein cuts lithological layering in metasediments at a low angle but appears conformable in section. Offshoots and bifurcations are minor and the vein is largely a singular structure.

Mineralization

A number of types of mineralization are recognized in the Ban Phuc intrusive and surrounding metamorphic rocks (Figure 3):

(a) a structure containing massive nickel and copper sulphides within hornfels-schist and tremolite altered dikes in the southern contact aureole ("**MSV**");

(b) selected disseminated ("**DISS**") copper-nickel sulphide in hornfels- schist and tremolite altered dikes abutting the massive sulphides ("**disseminated sulphide envelope**");

(c) nickel sulphides in dunite near the base and walls of the intrusive ("**DISS 1**" and "**DISS 2**"); and

(d) nickel silicate as garnierite in serpentine vertically above nickel bearing dunites ("**DISS 3**" and "**DISS 4**").

The first three styles of mineralization are the ones of most economic interest.

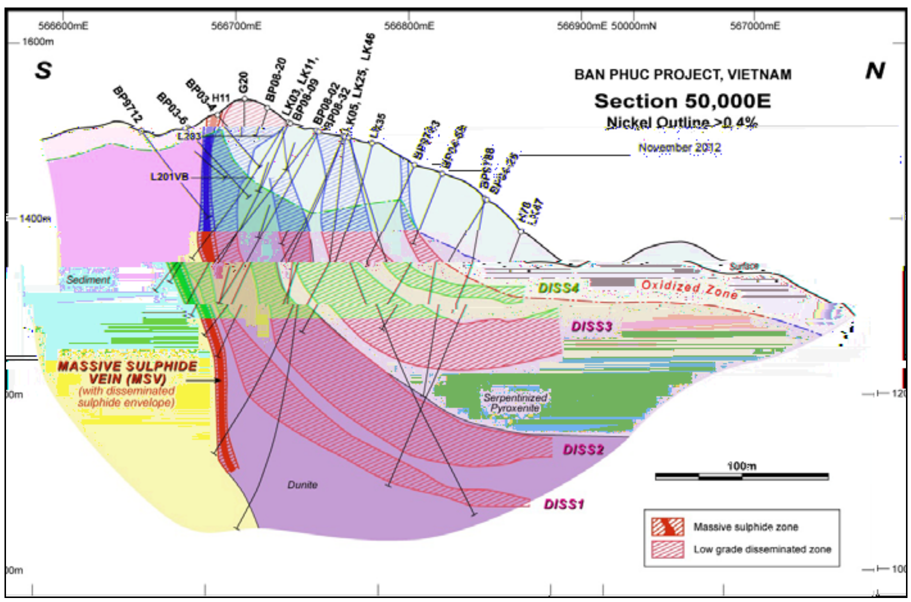

Figure 3 Ban Phuc Mineralization Styles

Massive Sulphide Mineralization

MSV mineralization contains a number of minerals as follows (relative percentages are given in parentheses): pyrrhotite (70%), pentlandite (10%), chalcopyrite (5%), magnetite (4%), pyrite (3%), violarite (2.5%), siderite, ilmenite, sphalerite, galena (<1%), non-opaques (5%). Pyrrhotite occurs in 1 – 3 millimetre ("**mm**") grains with fine exsolutions of pentlandite. Pentlandite occurs in granular masses with a grain size of 0.06 – 2 mm, and as fine inclusions in pyrrhotite.

Chalcopyrite forms irregular grain aggregates up to 3 mm in size and inclusions in pyrrhotite.

Selected Disseminated Sulphide Mineralization surrounding MSV

Selected disseminated sulphide type mineralization occurs in the tremolite-altered dikes, schists and hornfels and forms a halo around the MSV type mineralization. It can vary from nothing to several metres in extent. The sulphides occur as veinlets, stringers, and disseminations. Percentages are as follows: pyrrhotite (25%); chalcopyrite (30%); violarite and pentlandite (15%); pyrite (10%); ilmenite, niccolite, galena, sphalerite, valerite (20%).

There are significant differences between the massive and disseminated types of mineralization, particularly in regard to the amount of pyrrhotite. There are more supergene varieties of nickel sulphides (e.g. violarite, millerite) in the disseminated mineralization.

Low Grade Disseminated Type Sulphides in Dunite

Low grade disseminated sulphides are present in the dunite within the Ban Phuc intrusive body. Grades in the range 0.5 to 1.0% Ni are common; higher grades (i.e. 2 to 15 m at +2% Ni) appear to be localized. Minor chalcopyrite is also present in this type of mineralization. Nickel is present in both sulphide and silicate forms with the sulphide type being dominant.

Oxidized Type Mineralization

Oxidization of massive and disseminated types of mineralization has occurred near surface, typically to depths of 10 to 40 m. Nickel has been solubilized and leached while copper has been altered to malachite and other oxides. The distribution of supergene nickel sulphides such as violarite and millerite is presently poorly understood.

History, Exploration And Drilling

Initial work in the Ta Khoa region by Vietnamese and Chinese geologists focused on areas of known copper mineralization: Van Sai in 1959-61; Na Lui 1959-60; Ban Bo 1959-60; Na Ka in 1960-62; and Ban Phuc in 1959-63. Follow-up reconnaissance work in 1961-1964 delineated several new zones of nickel (with or without copper) in nine (9) areas and copper (without nickel) in an additional five (5) areas.

Prior to 2003, 154 holes were drilled for 18,741 m. There are also 169 adits, cross-cuts, drives and channels, totalling 5,107 m. A total of 76 holes were completed totalling 14,520 m in 2004.

Most nickel mineralization (with or without copper) is both spatially and temporally associated with ultramafic disseminated low-grade nickel or nickel-copper mineralization in basin shaped cumulate layers intrusions including:

- (locally multiple), often near the base and walls of ultramafic intrusions, e.g. Ban Phuc, Ban Khoa; and
- veins of high-grade massive Ni-Cu sulphide in metasedimentary wall rocks adjacent to ultramafic intrusions, with locally developed low-grade disseminated Cu-Ni mineralization marginal to the massive sulphide veins, e.g. Ban Phuc, Ban Trang, and Ban Mong.

Summary of Drilling

All drilling on the Project area since 1996 has been done by InterGeo, a Vietnamese government company. The Falconbridge Ltd. and spring 2003 programs employed a Longyear 38 and an equivalent Russian rig. Holes were fully cored (mostly HQ, some NQ wire-line size) with recoveries generally exceeding 80% in the oxidized zone and normally over 95% in fresh rock. All drill core was quartered with a diamond saw for sampling purposes.

Drilling and Survey Control

Available information indicates that the Ban Phuc area was surveyed between 1959 and 1962 with all drill collars being tied into a surveyed grid and levelled. Similar detailed surveying was carried out underground.

Before the 1996 drill program, BPNM established a surveyed levelled grid marked with concrete survey points at 10 m intervals on lines spaced 50 m apart. A new baseline was positioned on the same bearing and as close as possible to the original Vietnamese baseline. Two (2) reliable survey points and one (1) drill hole from the old grid were located. During the BPNM survey, a number of old drill pads, pits, trenches and adit portals were located and tied to the new grid. This, together with the matching of topographic points, indicates a very close correlation between the two (2) grids.

Drill hole deviation in the vertical plane was recorded during the Vietnamese drilling. This data shows considerable flattening in some holes at deeper levels but no deviation in the horizontal plane is recorded. Therefore, the accurate position of deeper holes must be regarded with suspicion. This does not affect the bulk of current resources but is an important consideration when attempting to predict the existence or continuity of the massive sulphide zone at depth for future estimates.

2004 Phase 1 Drilling Program

In 2004, 28 holes were completed for 2,834 m for phase 1; 43 holes for 10,840 m for phase 2/3 and 6 holes for 1,205 m for the remaining phase 3 holes.

Core recovery for the 2004 program was good with an overall average of 97.4% (weighted by interval). Recovery of 99.1% was achieved in the MSV and 98.2% in the UB2 (chief host for DISS mineralization). 98.0% recovery resulted in UB2 intervals in excess of 0.4% Ni.

Massive Sulphide Domain

The results of drilling programs above showed that a significant nickel and copper mineralization with average 4.27% Ni and 1.55% Cu at average 4.5 m thickness of MSV extended from the surface to about 350 m depth with individual samples ranging up to over 7% Ni.

Disseminated Sulphide Domain

The results of drilling programs above also showed that a significant nickel and copper mineralization with average 1.31% Ni and 0.24% Cu at average 6.2 m thickness of disseminated sulphide extended from the surface to about 350 m depth with individual samples ranging up to over 2.1% Ni.

2005-2010 Drilling Program

Drilling was conducted from adits on the 201, 202 and 301 RL. In total, 75 holes underground were drilled for 2,837.9 m, additionally, 35 drill holes from surface were completed totalling 7,032.5 m.

For surface drill holes, the average core recovery of the 35 drill holes completed was 87.3%. Seven (7) drill holes from the 2007 program were surveyed by using the Chinese dip and strike measurement instrument, whilst the remaining 28 holes were surveyed using a GyroSmart instrument.

Two (2) drill holes in 2008 were collared but abandoned due to Typhoon Hapugit which destroyed them.

Underground drill average core recovery was 74.2%. Only collar surveys were performed as the drill holes were short.

Sampling and Analysis

In 1989, a thorough review was made of sampling and sample preparation procedures used by the Vietnamese geologists. Preparation by crushing and finally grinding of a 0.25 mm fraction was carried out on site by the Vietnamese geologists during the period of 1959 - 1964. As the splitting of samples was carried out progressively through the process, there is a possibility that the final ground sample was not truly representative of mineralization.

Channel width and depth dimensions were identical to those used in the 1959-63 sampling. The early sampling had been performed in a meticulous manner and was well marked making it possible to match the new sampling with the old. Assaying of the AMR collected samples for Ni, Cu and Co was performed in New Zealand using AAS. Results from the two (2) sets demonstrate comparable ranges to the 1959-1963 sampling as shown below:

	1989	1959-1964
Nickel	0.05-6.30%	0.22-5.72%
Copper	0.10-2.50%	0.00-3.39%

Table 2 Assaying of the AMR collected samples

This data indicates that for nickel values below 2% Ni, AMR values are lower than those of the initial sampling and for values above 2.5% Ni, AMR values are higher. Variations also occurred in copper but no systematic pattern was detected.

Overall, it has been demonstrated that the 1959 through 1963 assay data can be safely incorporated into a database for resource estimations. This conclusion has been supported by the similarity of values obtained from mineralization intersected in the 1996-97 drilling program to the 1959-1964 results from the same zones.

A representative random set of samples from quartered diamond drill core was collected in December 1996 and assayed by Chemex Labs in Vancouver. The objective was independent verification of sampling results and analytical data being published by AMR. No significant discrepancies were found. AMR's sampling, sample preparation, sample security and procedures met or exceeded the then industry standards with the view taken that AMR had maintained on ongoing program of submitting duplicate samples to different laboratories as a method of cross checking analytical results. In the opinion, however, of Hellman & Schofield Pty Ltd. ("**H&S**"), the quality assurance-quality control ("**QA-QC**") program by AMR was inadequate due to the absence of included standard reference materials or blanks. This was rectified for the 2004 drilling programs.

Since 1995 the following ISO accredited laboratories have been employed to assay stream sediment, soil, rock chip, channel and drill core samples:

- 1995-1997: BSE[1] / Analabs Ltd. (A joint venture between Australian, Hong Kong and the Vietnamese government);
- 1997-2001: Chemex Labs (North Vancouver, BC);
- 1997: Acme Analytical Laboratories Ltd. (Vancouver, BC);
- 2000-2002 Lakefield Research Limited (Ontario, Canada);
- 1993-1994, 2003-2004 Genalysis Laboratory Services ("**Genalysis**") (Perth, Western Australia); and
- ALS-Chemex (Townsville, Queensland).

At the commencement of drilling in 2004 and 2010, a new QA-QC program was implemented to ensure that the accuracy and repeatability of sample results being reported by Genalysis were of a standard to be used in feasibility style resource estimation.

The logging and sampling procedures were designed to achieve the dispatch of samples to the laboratory as quickly as possible after completion of the drill hole without compromising the quality of logging and sampling.

Drill Hole Logging and Sampling Sequence

1. A summary log is produced during and immediately after completion of the hole.
2. At regular intervals, summary drill logs and interpreted drill hole sections (development in process) are sent to the BPNM Hanoi office.
3. Geological logging is carried out. The sections of core to be sampled are finalised with input from the Project geologist and exploration manager. A decision as to where standard and blank samples should be inserted were made at this time.

[1] The ISO status of this laboratory is unknown

4. The logging / sampling intervals are established and core marked up. The logging interval for the geotechnical log is on a drill run basis and the geology log is on an assayed core sample interval basis. The drill core is then photographed using a digital camera.

5. Handwritten drill logs are entered into the site computer using an ACCESS form. This is the primary database. Copies of the database and regular updates will be sent to the BPNM office in Hanoi, or any one that requests a copy. The site computer will have the most up to date database at all times. The supervising geologist will be responsible for the quality of the data entry.

6. Geotechnical logging is carried out before core cutting.

7. The core is cut in half (unless special treatment is requested in the case of, for example, metallurgical samples), and then one of the halves is quarter cored with the diamond saw or in the case of soft material with a knife or spatula. Specific gravity ("**SG**") determinations must be made of every sampled interval. Samples after preparation at the project facility, including standards and blanks are bagged, labelled and dispatched to the assay laboratory.

8. Sample preparation consists of drying at 105 – 110° Celsius for overnight (or 8 hours), followed by jaw crushing, roller crushing and pulverising. Detailed notes on sampling and storage of samples are available.

Sampling

Sampling methods used at the Project include:

- surface trench sampling;
- underground adit channel sampling, and
- diamond drill coring.

Surface Trench Sampling

Exploration trenching was conducted during the period of 1959 to 1960. A total of 78 trenches were completed, of which 46 were in the massive sulphide zone. The trenches were laid out at 25 m intervals along the strike of ore zone.

The trenches are mainly 1 m wide, 3.15 m to 4.4 m deep and 4.5 m to 85 m long. Samples were taken by channel sampling method mainly along the bottom of the trench, with the sample being 1 m long, 10 centimetres ("**cm**") wide and 5 cm deep.

Adit Sampling

A total of over 3,000 m of exploration adits were excavated during the period of 1959 to 1960. Four (4) adit levels were used for massive sulphides exploration, the:

- 101-102-103 level;
- 201-202 level;
- 301-302 level; and
- 401-402 level.

The adits were developed along strike and in the foot wall of the ore body. Each adit has several cross-cuts at 50 m spacing. The adits range in length from 50.9 m to 198.7 m and the cross-cuts are from 4 m to 81.3 m in length cutting perpendicular to the massive sulphide vein and some reaching to contact between UB2 and UB1 in the ultramafic intrusion.

Samples were taken by channel sampling along the western wall of the crosscuts, each sample being 1 m long, 10 cm wide and 5 cm deep.

Diamond Drill Core Sampling

Diamond drill holes during the period of 1959 to 1962 were 110 mm and 91 mm in diameter (approximating PQ and HQ sizes).

Drilling during the period of 1996 to 2004 was mainly by Boart Longyear rigs drilling HQ (64 mm) and NQ (49 mm) core.

Drill cores were cut by electrical saws, first in half and then quarter core. Samples of quarter core were taken in lengths ranging from 0.2 m to 2 m long, but mainly 1 m long. The average weights of the 1 m long HQ core samples were:

- 2.8 kilograms ("**kg**") for massive sulphide ore;
- 1.5 kg for metasediments;
- 1.2 kg for tremolite dyke;
- 1.7 kg for UB1 rocks; and
- 1.8 kg for UB2 rocks.

Drill core was sampled where core contained greater than 2% sulphides. Normally sampling included the massive sulphide veins or mineralization zone and a further 15 m either side of the mineralized zone.

Data Verification – Site Visit

Two (2) of the authors from CSA Global (Bielin Shi and Gerry Fahey) were invited by BPNM to visit the site and to perform a preliminary review of the exploration property data at the Ban Phuc deposit in northern Vietnam in June 2010. The purpose of this visit was to conduct an independent review on the geological control, mining geology conditions and field data collection as well as the established QA-QC procedures that were adopted on site.

The field work being carried out at the Project was shown to be generally of a high standard with good attention to detail. CSA Global recommended some changes and additional work that could further enhance the quality of the data collected. As a final recommendation, CSA Global recommended that BPNM formalise the field work, sampling and assaying procedures and protocols into a manual to be used on site as a reference during subsequent field programs.

The validity of the database used for the mineral resource estimate of mineralization at the Ban Phuc deposit has been confirmed via checks for internal consistency and accuracy. As a result of these checks the authors of the Technical Report consider that the drill hole data has been adequately validated with satisfactory data QA-QC analysis and is appropriate for use in the estimation of measured, indicated and inferred mineral resources which are the subject of the Technical Report.

QA-QC - Overview

The acquisition of data that provide measures of analytical accuracy, sample representivity, sub-sampling quality and sample preparation quality are essential to determine the validity of an assay data set to be used for resource estimation.

Various measures are commonly used and include:

- insertion of blind assay standards, of known grade, into the sample stream. Standards are used to assess the accuracy of the analytical data;
- collection of duplicate samples, either identically re-split drill cuttings or re-sampling of remaining diamond core. Duplicate samples can be used to detect analytical error caused by the method used and care taken in sample collection;
- insertion of coarse blank materials. These samples are subjected to the same sample preparation and can be used to detect poor hygiene issues, i.e. cross-contamination, during sample preparation;

- repeat assaying of replicate samples from same sample pulps. These data provide a measure of the analytical precision achieved by the laboratory. This data is usually acquired as part of the normal service provided by the laboratory;
- repeat or check assays determined at a different analytical laboratory (ALS-Chemex, Brisbane). This can be used to detect laboratory bias; and
- sizing analysis is used to evaluate the quality of the pulverising stages of sample preparation.

At the commencement of the 2004 drilling program at the Project, the following measures were implemented:

- the use of assay standards;
- check assays from a second laboratory;
- sizing analysis; and
- coarse and fine blanks.

QA-QC processes were documented by H&S (2007) and BPNM (2008, 2010) for sampling and assaying. The results for standards, blanks and duplicates analysis are within the accuracy limits for these analytical techniques and, on the whole, show the quality of the analytical work to be satisfactory.

The following procedures for QA-QC were implemented with the drilling commencing in February 2004.

Standards

One (1) standard of known value, one (1) coarse and one (1) fine blank was included with the core samples per twenty five samples i.e., each batch of 25 samples included 22 core samples, one (1) coarse blank, one (1) fine blank and one (1) certified Ni, Cu and Co standard.

Four (4) standards representing a low Ni grade (0.86% Ni), a medium grade (2.09% Ni) and two (2) high grade values (4.16% and 4.55% Ni) have been interspersed through the sampled sequences. The medium grade sample (OREAS_14p) is a massive sulphide matrix standard from the West Musgrave block in Western Australia. The standard is certificated for Ni, Cu and Co and has an expected value of 2.09% Ni. The low grade sample (G_MHB1) with a grade of 0.86% Ni is made from disseminated NiS material from the Maggie Hays Mine in Western Australia. There are two (2) high grade standards used during the program. One (G_M4) has a grade of 4.55% Ni and the second a (OREAS_M3) has a grade of 4.16% and both are sourced from the Miitel Nickel Mine in Western Australia. The submission of standards of known value monitors the accuracy of assays.

Blanks

The coarse blank consists of a local limestone aggregate and is of low Ni value. The submission of coarse blank acts to test the efficacy of the sample preparation (crushing), determining if there is any sample contamination of this process. The fine blank (OREAS_22p) is used to measure background levels of Ni, Cu or Co in the laboratory analysis.

Check Assays

During the stage 2 drilling program a duplicate check assaying program was initiated to compare initial Genalysis results with an independent external laboratory. ALS Chemex based in Perth, Australia were used as the independent check laboratory.

Assay Standards and Blanks

Five (5) different standards have been used, two (2) low grade Nickel, one (1) medium grade and two (2) high grade. Details of material type, source and accepted grades are shown the table below. In addition two (2) blank materials were also used, a quartz pulp and a coarse gravel.

Standards were inserted into the sample stream at a rate of one (1) assay standard, one (1) blank pulp, and one (1) coarse blank for every 22 samples, to comprise a total batch of 25 items.

Standard Name	Material Description	Determinations	Accepted Values		
			Ni%	Cu ppm	Co ppm
G_BM64	LG Nickel : Gannet Maggie	58	0.63	330	24
G_MHB1	LG Nickel : Gannet Maggie Hays B1	111	0.86	371	253
OREAS_14p	MED Nickel : Ore Research	72	2.09	1,000	751
OREAS_M3	HG Nickel : Ore Research Miitel	7	4.16	7,552	755
G_M4	HG Nickel: Gannet Miitel 4	27	4.55	4,151	864
OREAS_22p	BLANK: Ore Research quartz-iron	147	0.0001	0.0001	0.0001
Blank	Coarse Blank - River Gravel	226	0.0001	0.0001	0.0001

Table 3 Assay Standard and Blank Materials

Mineral Resource Estimates

Mineral Resource Classification - Software

Three dimensional mineralization interpretations were carried out using Micromine software. The interpretations of the lodes at the Ban Phuc MSV deposit were initially digitised as individual sections prior to being triangulated into three dimensional solids. Estimation of the resource was completed using Datamine v3.17 software.

Mineral Resource Classification - Geological Interpretation

A total of 40 sections at 10 m to 13 m spacing were interpreted from 49,700 m east to 50,250 m east, covering the extent of the known mineralization in the Project area. The interpretation and wireframes were generated based on a 25 m × 25 m and 25 m × 50 m exploration drilling patterns.

Wireframe solids were generated based on the sectional interpretations provided by AMR to delineate the lodes of Ni, Cu, Co, S, Fe and Mg mineralization. A lower cut-off of 0.4% Ni combined with the MSV and DISS geological logging was used to define the mineralized envelopes.

The interpreted mineralized domains consist of two (2) primary mineralization envelopes for MSV and three (3) for DISS that are likely to be connected the extensional and infill drilling.

Mineral Resource Classification - Statistical Analyses

The statistical analysis examined the distributions of the composited Ni, Cu, Co, S, Fe and Mg grades within each modelling lode, particularly the upper tail of the distributions. The univariate statistics and probability plots were generated for Ni, Cu, Co, S, Fe and Mg for each mineralization lode. Statistical analyses of the 1 m composites show Ni and other variables generally have coefficient variance below 1; Ni and Co, Ni and Fe, Ni and S, Ni and SG have a high correlation coefficient.

Mineral Resource Classification - Variography Analysis

Variography and evaluation of suitable estimation parameters based on the final variogram models were undertaken using GeoAccess software. The variography analysis was based on the "flattened" data of the major lode, and the variogram model parameters have been used to represent the minor lode.

Variography has been carried out using a three-dimensional directional approach. Down hole variograms are used to determine the nugget effect, then a fan of horizontal variograms is used to select major and semi-major variograms; these will usually be aligned with (major) and at right angles (semi-major) to the strike of the mineralized domains. A vertical or down hole variogram can then be used for the down-dip direction.

The final variogram parameters selected for the MSV ordinary kriging process are summarized in Table 4 and the final variogram parameters selected for the DISS Domain ordinary kriging process are summarized in Table 5.

Variable	Lode	Direction	Nugget	C1	C2	Sill	Range1	Range2	
Ni	1	Across-Strike	X	0.22	0.58	0.20	1.00	19.47	156.89
		Along-strike	Y	0.22	0.58	0.20	1.00	22.43	140.27
		Down-dip	Z	0.22	0.58	0.20	1.00	2.83	8.64
Cu	1	Across-Strike	X	0.23	0.56	0.21	1.00	31.23	190.07
		Along-strike	Y	0.23	0.56	0.21	1.00	27.42	119.19
		Down-dip	Z	0.23	0.56	0.21	1.00	2.62	5.78
Co	1	Across-Strike	X	0.23	0.58	0.19	1.00	23.95	155.90
		Along-strike	Y	0.23	0.58	0.19	1.00	44.88	120.83
		Down-dip	Z	0.23	0.58	0.19	1.00	3.33	6.40
S	1	Across-Strike	X	0.25	0.52	0.23	1.00	37.20	172.49
		Along-strike	Y	0.25	0.52	0.23	1.00	52.84	127.68
		Down-dip	Z	0.25	0.52	0.23	1.00	4.13	6.87
Fe	1	Across-Strike	X	0.12	0.48	0.40	1.00	12.91	120.37
		Along-strike	Y	0.12	0.48	0.40	1.00	15.38	93.65
		Down-dip	Z	0.12	0.48	0.40	1.00	8.99	17.59
Mg	1	Across-Strike	X	0.11	0.60	0.29	1.00	24.03	105.19
		Along-strike	Y	0.11	0.60	0.29	1.00	12.35	89.43
		Down-dip	Z	0.11	0.60	0.29	1.00	9.35	13.71
SG	1	Across-Strike	X	0.15	0.42	0.43	1.00	18.54	156.42
		Along-strike	Y	0.15	0.42	0.43	1.00	12.01	95.91
		Down-dip	Z	0.15	0.42	0.43	1.00	2.94	3.89

Table 4 Variogram Model Parameters for MSV.

Variable	Lode	Direction	Nugget	C1	C2	Sill	Range1	Range2	
Ni	1	Across-Strike	X	0.17	0.49	0.34	1.00	16.79	160.58
		Along-strike	Y	0.17	0.49	0.34	1.00	33.38	161.13
		Down-dip	Z	0.17	0.49	0.34	1.00	14.13	18.93
Cu	1	Across-Strike	X	0.25	0.46	0.29	1.00	8.82	125.66
		Along-strike	Y	0.25	0.46	0.29	1.00	16.82	111.92
		Down-dip	Z	0.25	0.46	0.29	1.00	1.13	6.41
Co	1	Across-Strike	X	0.24	0.36	0.40	1.00	8.13	137.74
		Along-strike	Y	0.24	0.36	0.40	1.00	24.92	186.08

Variable	Lode	Direction	Nugget	C1	C2	Sill	Range1	Range2	
		Down-dip	Z	0.24	0.36	0.40	1.00	16.15	29.97
S	1	Across-Strike	X	0.11	0.73	0.17	1.00	15.64	46.54
		Along-strike	Y	0.11	0.73	0.17	1.00	46.23	271.20
		Down-dip	Z	0.11	0.73	0.17	1.00	21.94	22.56
Fe	1	Across-Strike	X	0.02	0.59	0.39	1.00	22.59	86.96
		Along-strike	Y	0.02	0.59	0.39	1.00	19.87	75.33
		Down-dip	Z	0.02	0.59	0.39	1.00	27.94	57.73
Mg	1	Across-Strike	X	0.02	0.62	0.36	1.00	21.32	71.56
		Along-strike	Y	0.02	0.62	0.36	1.00	17.83	114.79
		Down-dip	Z	0.02	0.62	0.36	1.00	34.32	48.32
SG	1	Across-Strike	X	0.25	0.51	0.24	1.00	23.64	158.47
		Along-strike	Y	0.25	0.51	0.24	1.00	38.54	133.90
		Down-dip	Z	0.25	0.51	0.24	1.00	1.61	4.42
Ni	2	Across-Strike	X	0.20	0.30	0.50	1.00	52.79	187.64
		Along-strike	Y	0.20	0.30	0.50	1.00	11.37	127.68
		Down-dip	Z	0.20	0.30	0.50	1.00	8.59	25.44
Cu	2	Across-Strike	X	0.22	0.50	0.28	1.00	68.80	174.73
		Along-strike	Y	0.22	0.50	0.28	1.00	68.80	136.12
		Down-dip	Z	0.22	0.50	0.28	1.00	25.56	29.87
Co	2	Across-Strike	X	0.20	0.49	0.31	1.00	73.00	178.66
		Along-strike	Y	0.20	0.49	0.31	1.00	96.96	128.16
		Down-dip	Z	0.20	0.49	0.31	1.00	144.80	164.30
S	2	Across-Strike	X	0.11	0.18	0.71	1.00	40.38	133.85
		Along-strike	Y	0.11	0.18	0.71	1.00	53.05	131.43
		Down-dip	Z	0.11	0.18	0.71	1.00	5.23	36.42
Fe	2	Across-Strike	X	0.11	0.32	0.57	1.00	80.15	260.41
		Along-strike	Y	0.11	0.32	0.57	1.00	80.15	167.41
		Down-dip	Z	0.11	0.32	0.57	1.00	148.53	254.80
Mg	2	Across-Strike	X	0.06	0.49	0.45	1.00	120.46	189.78
		Along-strike	Y	0.06	0.49	0.45	1.00	68.31	131.44
		Down-dip	Z	0.06	0.49	0.45	1.00	151.32	169.49
SG	2	Across-Strike	X	0.29	0.19	0.52	1.00	37.80	142.42
		Along-strike	Y	0.29	0.19	0.52	1.00	37.80	78.43
		Down-dip	Z	0.29	0.19	0.52	1.00	28.11	62.39
Ni	3	Across-Strike	X	0.09	0.38	0.53	1.00	26.52	155.27
		Along-strike	Y	0.09	0.38	0.53	1.00	36.81	74.08
		Down-dip	Z	0.09	0.38	0.53	1.00	36.51	39.43
Cu	3	Across-Strike	X	0.10	0.18	0.72	1.00	40.21	98.89
		Along-strike	Y	0.10	0.18	0.72	1.00	40.21	92.62
		Down-dip	Z	0.10	0.18	0.72	1.00	5.52	52.58
Co	3	Across-Strike	X	0.05	0.26	0.69	1.00	44.50	122.78
		Along-strike	Y	0.05	0.26	0.69	1.00	11.86	79.15
		Down-dip	Z	0.05	0.26	0.69	1.00	66.64	91.06
S	3	Across-Strike	X	0.15	0.22	0.63	1.00	39.50	139.64
		Along-strike	Y	0.15	0.22	0.63	1.00	6.16	44.39
		Down-dip	Z	0.15	0.22	0.63	1.00	5.81	39.10
Fe	3	Across-Strike	X	0.05	0.42	0.53	1.00	80.43	173.52
		Along-strike	Y	0.05	0.42	0.53	1.00	38.11	100.31

Variable	Lode	Direction	Nugget	C1	C2	Sill	Range1	Range2	
		Down-dip	Z	0.05	0.42	0.53	1.00	123.99	178.52
Mg	3	Across-Strike	X	0.10	0.23	0.67	1.00	58.50	148.30
		Along-strike	Y	0.10	0.23	0.67	1.00	52.97	123.11
		Down-dip	Z	0.10	0.23	0.67	1.00	126.48	149.27
SG	3	Across-Strike	X	0.06	0.49	0.45	1.00	19.83	126.83
		Along-strike	Y	0.06	0.49	0.45	1.00	61.64	115.18
		Down-dip	Z	0.06	0.49	0.45	1.00	31.93	54.98

Table 5 Variogram Model Parameters For DISS Domain

Mineral Resource Classification - Block Model

Block model size and location was determined to ensure complete coverage of any likely area of interest for optimisation work.

Drillhole data spacing, mining selectivity and mineralized lode geometry are among the primary considerations for the determination of an appropriate estimation block size. Drilling data at Ban Phuc is primarily on a 25 × 25 and 25 × 50 m drilling patterns, grading to a 30 × 30 to 30 × 50 m patterns at depth. Sub-cells were generated as appropriate to honour wireframe domains and regolith interpretations during model construction.

The empty block model was constructed using Micromine software. The model was initially created as separate geological block models with varying sub-block resolution for ore, waste, dump, weathering and mining boundaries whilst maintaining a majority (parent cell) assigning approach for the Ban Phuc MSV deposit.

Blocks were generated to parent cell sizes and sub-celled where necessary based on interpretation wireframes. Attributes and zones were built into the model as summarized below in

Mineral Resource Classification - Kriging Neighbourhood Analysis

Quantitative kriging neighbourhood analysis was undertaken on a subset of blocks in the main domains to establish optimum search and minimum / maximum composite parameters. Goodness-of-fit statistics are generated to assess the efficiency of the various parameters. The primary statistics used are the kriging efficiency and the slope of regression.

Minimum number of samples, numbers of drill holes, and search distances are determined by drill pattern spacing, and the geometry of the mineralized lodes. Ban Phuc MSV mineralization occurs in relatively thin tabular lodes, often 3 - 6 m in width, so a minimum of 8 samples per drill hole, in 4 drill holes was selected for the first search pass. The subsequent passes are set to lower minimums while increasing the search distances to find sufficient samples where drilling density decreases.

Mineral Resource Classification - Grade Estimation

Grade estimation of the Ban Phuc deposit was carried out using the geostatistical method of ordinary kriging. This method uses estimation parameters defined by the variography. The 1 m composite with high grade constraining dataset was used for the grade interpolation. Estimation of the resource was completed using Datamine v3.17 software.

The Micromine format rock and grade models and composite data files were exported to Datamine software to use the ESTIMA interpolation process. Datamine software is a robust and flexible resource estimation software, providing maximum control over all the parameters which are used to drive the estimation process. Results are also reproducible and auditable through extensive use of macros and parameter files to control the process.

The kriging plan used for resource estimation used a spatial restraining of high-grade (outlier) composites.

Specific search ellipsoid rotations were used for each domain reflecting the domain variography orientations. A 3-pass kriging plan was used to estimate blocks which did not receive a grade estimate in a previous pass. Search ellipsoid dimensions were selected in relation to the nominal drill hole data spacing and identified variogram ranges.

The geometry of the search ellipsoid was adjusted for MSV lodes to reflect the sub vertical mineralization and prevalence of drill holes down-structure, although similar search distances to supergene were used.

Mineral Resource Classification - SG Estimate

SG was estimated by the ordinary kriging method with other variables into blocks based on the database provided by BPNM to estimate metal tonnage by the accumulation method. As a check, a density field was also created and calculated by regression which showed no discernible difference.

The statistical analysis for SG and density in the block model shows they have a strong correlation coefficient and very close mean values.

Mineral Resource Classification - 3m Waste Skin Expanded Block Model

As BPNM required, a 3m skin expanded waste block model was created and kriged by the method above without high-grade treatment. A “Full” block model was created by adding the waste block model to the mineralized model. The full block model can be used for the MSV mining dilution calculation.

Mineral Resource Reporting - Mining Depletion

There was no mining activity carried out in the Ban Phuc deposit at the time of carrying out the estimation, therefore there is no mining depletion incorporated into the model.

Mineral Resource Reporting - Cut-Off Grades

The current Ban Phuc MSV mineral resource has been reported above a cut-off of 0.40% Ni which is considered by CSA Global to be a reasonable lower cut-off grade and is in accordance with industry standards.

The Ban Phuc DISS has been reported above a cut-off grade of 0.9% Ni. These cut-off grades have been determined in consultation with the site geologists and BPNM cost assumptions.

Mineral Resource Reporting - Mineral Resource Tables

Mineral resources as at January 31, 2013 have been estimated for the Ban Phuc deposit contained within the Mining Licence and are set forth in the tables below. Dr. Bielin Shi of CSA Global, who is independent of AMR and is a “qualified person” within the meaning of NI 43-101 has reviewed and accepts responsibility for the resource estimate. Dr. Shi is not aware of any environmental, permitting, legal, title, taxation, socio-economic, marketing or political issues what would materially affect the resource estimate.

A full summary of the mineral resources for MSV and DISS are shown in the following tables.

Ban Phuc MSV Grade Tonnage Reported above a Cut off of 0.40% Nickel										
Category	**Tonnes (Mt)**	**Ni Grade (%)**	**Cu Grade (%)**	**Co Grade (%)**	**S Grade (%)**	**MgO Grade (%)**	**Fe Grade (%)**	**Nickel (000't)**	**Copper (000't)**	**Cobalt (000't)**
Measured	0.73	2.78	1.16	0.07	13.53	4.39	26.09	20	8	1

Item	Unit	Value
Nickel metallurgical recovery	%	90
Copper metallurgical recovery	%	95
Cobalt metallurgical recovery	%	75
Nickel price	US$/t	21,319
Copper price	US$/t	8,419
Cobalt price	US$/t	34,000
Concentrate Haulage	US$/wmt	77.2
Sea Freight	US$/wmt	21
Conc. Grade Control	US$/wmt	2.2
Amount Payable, Nickel	%	72
Amount Payable, Copper	%	50
Amount Payable, Cobalt	%	30
Tariff	%	10
Employee wages & benefits	US$/t	24.26
Mining Costs - development	US$/t	35.28
Processing	US$/t	17.64
Administration	US$/t	5.51
Contingency	US$/t	7.72
Cut-off Grade, NiEq - design	%	0.86
NiEq factor, Copper		0.27
NiEq factor, Cobalt		0.59

Table 8 Cut-off grade parameters

Note: Operating cost assumptions shown were escalated by AMDAD by a factor of 10.25% to reflect increases between 2010 and 2012.

The mining parameters presented in Table 9 and Table 10 were applied to the mining-width adjusted resource to define tonnes and grades for practical 20 m x 20 m mining blocks. Only those blocks, from measured and indicated resources, with diluted NiEq grade above the cut-off grade were included in the mineral reserves.

Item	Unit	Value	Comment
Nickel (equivalent) cut-off grade	%	0.86	
Minimum 20 x 20 block size	t	1,400	This removes all the small, narrow sections of the 2.5 m wireframe (at the edges).
Minimum development width	m	4	This will allow for efficient mucking in the development sills.
Maximum development width	m	6	Any width > 6 m will be mined as part of the bench.
Development height	m	4.5	To allow sufficient space for the production drill, vent bags etc.
Minimum pillar size	m^2	40	
Stope block length	m	20	

Item	Unit	Value	Comment
Stope block height	m	15.5	
Crown pillar thickness	m	7.8	Vertical thickness of pillar, therefore 7.7 m of bench is mined in crown pillar benches.
Stope dilution, Ni	%	Varies	Grade reported between the 2.5 m wireframe and a 4.5 m wireframe (the 2.5 m wireframe was expanded by a m on both sides) is used as the dilution grade for each 20 x 20 m block.

3. The sills will be mined to 4.0 m minimum width and to a maximum of 6.0 m, ground conditions permitting. The orebody width ranges from 2.5 m to 9 m, for 2.5 mWF MSV1 and 2.5 m to 10 m for the 2.5 mWF MSV2.

4. Starting from the far end, either east or west, the orebody will be drilled out with nominal 64 mm diameter blastholes holes. The holes, approximately 16 m long (15.5 m vertical dimension) will be drilled upwards towards the next sublevel above.

5. A suitable production drill rig would drill an up-hole longhole rise ("**LHR**") and cut-off slot out to the width of the orebody.

6. Parallel holes will be drilled in "rings" back from the LHR, to the extent of the predicted stable span. To aid in charging and firing these rings will be angled upwards toward the LHR.

7. This will form a drilled out panel. This pattern of LHR and rings is repeated back to the access crosscut.

8. Once production of the lift above has been completed in that area, the up-hole LHR can be fired. Firing of rings would follow as required with the size of the blasts tailored to suit the ground conditions in the bench.

9. Load-haul-dump ("**LHD**") units will load or "muck" the ore out of the stope. Mining the sills to a 4 m minimum width should enable ease of mucking.

10. Conventional mucking could be used whilst the brow is closed.

11. Once the brow is opened, it is proposed that tele-remote mucking be used. Pillars of various sizes, as shown in the figure above, will be left in between the panels to stabilize the walls of the void, as the void is not filled.

12. The sizes of crown pillars in between vertically adjacent production regions were set as recommended by Pells Sullivan Meynink Pty Ltd.

13. The production rate of each panel - a group of benches between crown pillars - depends largely upon the width of the orebody; wide areas yield higher tonnes per m of strike, so mucking in between firings will be more continuous. Narrow areas may yield only enough fired ore for part of a shift, after which charging and firing would need to be undertaken again.

14. The use of crown / sill pillars means that any failures of stope walls or backs will be arrested by the crown / sill pillar left at the top of the next panel. This will eliminate dilution from previously mined areas progressing to the next panel, although at the expense of lower ore recovery due to more ore being left in pillars.

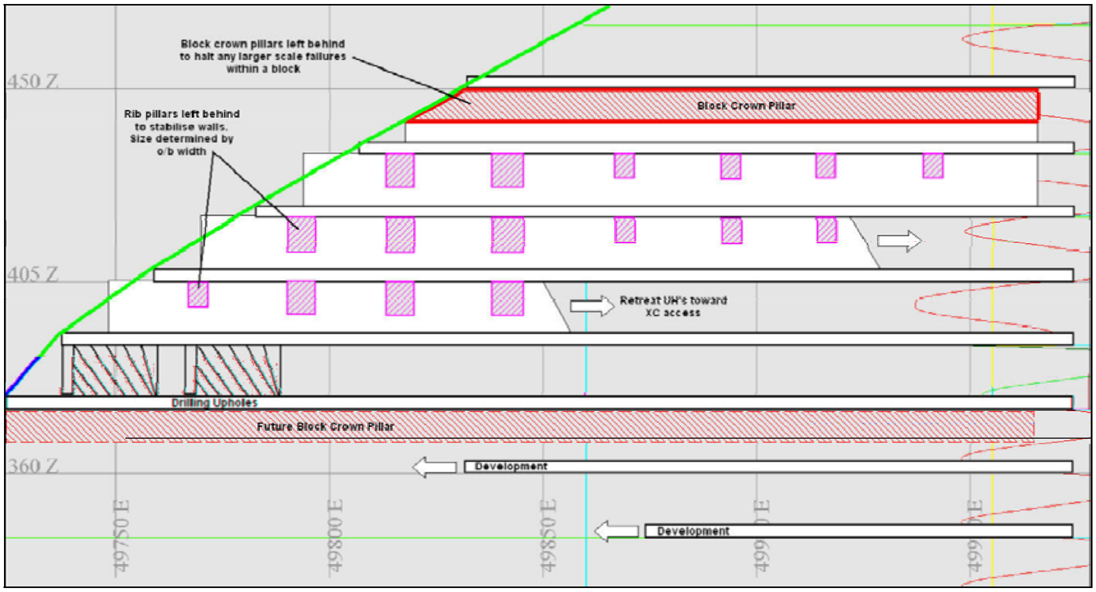

Figure 4 Up-hole Retreat Benching

Mine Layout

The general layout of the mine is shown on Figures 5 and 6 below. Access to the mine is via two (2) portals that have already been established. Development from each has been progressed to the MSV1 vein, as can be seen in Figure 6. As shown on Figure 7, the lower portal and the main mine access is located near the process plant area at 235 RL. The upper portal is at 450 RL.

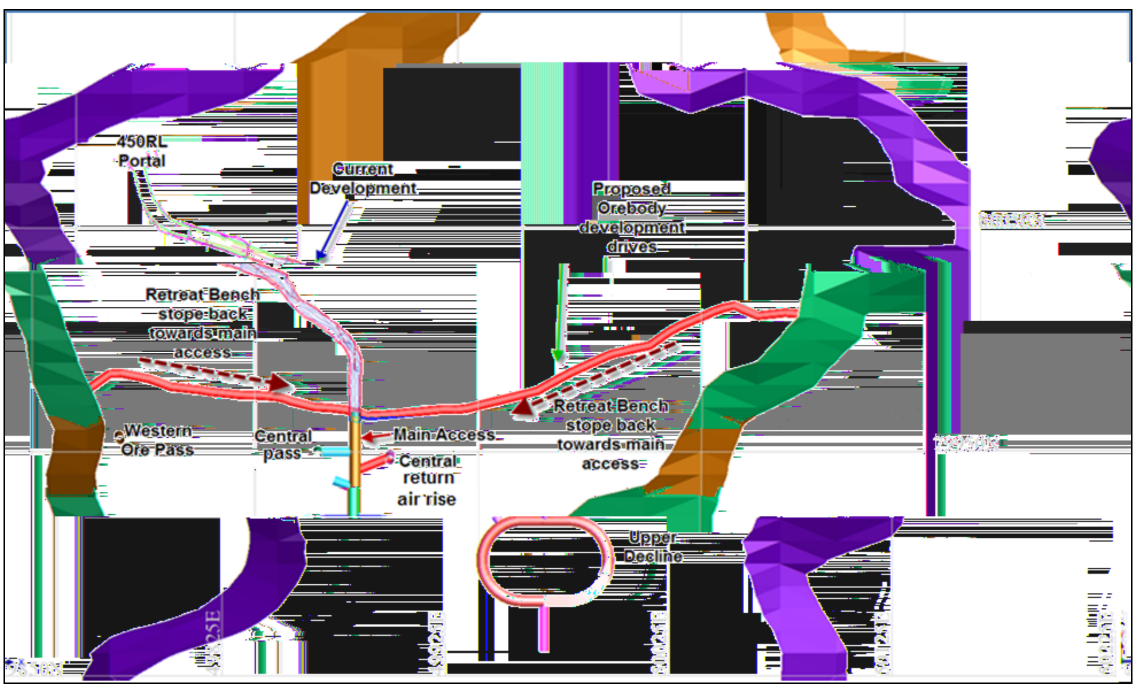

Figure 5 Mine Design Layout, 450 RL

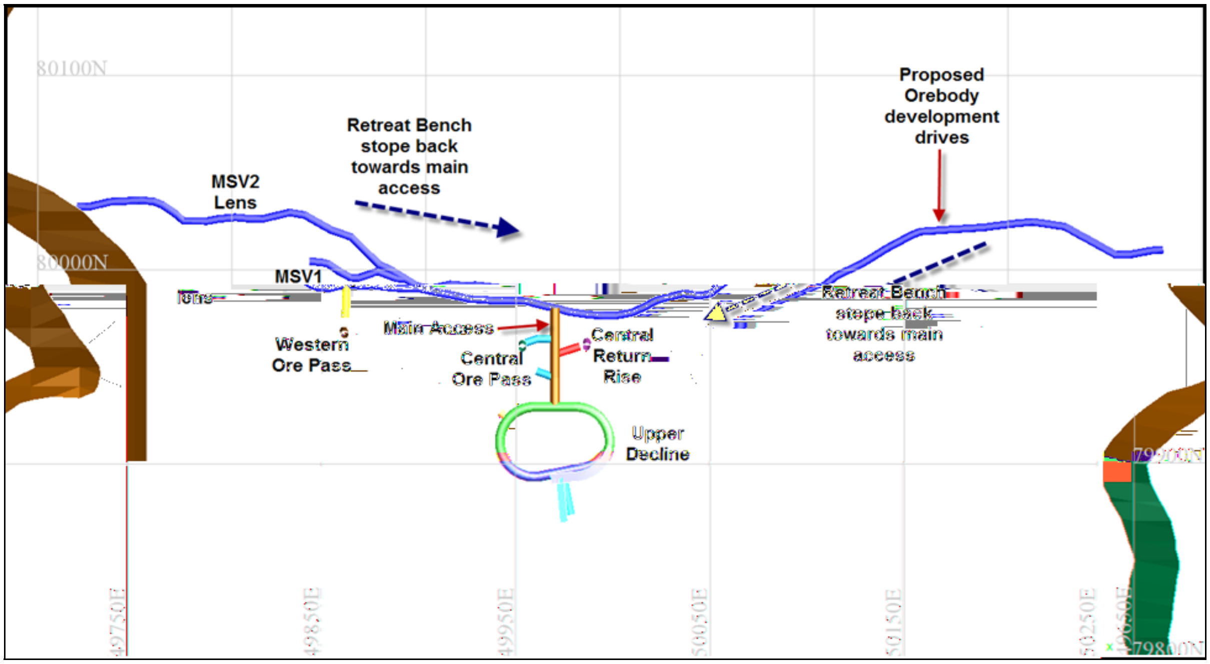

Figure 6 Mine Design Layout, 350 RL

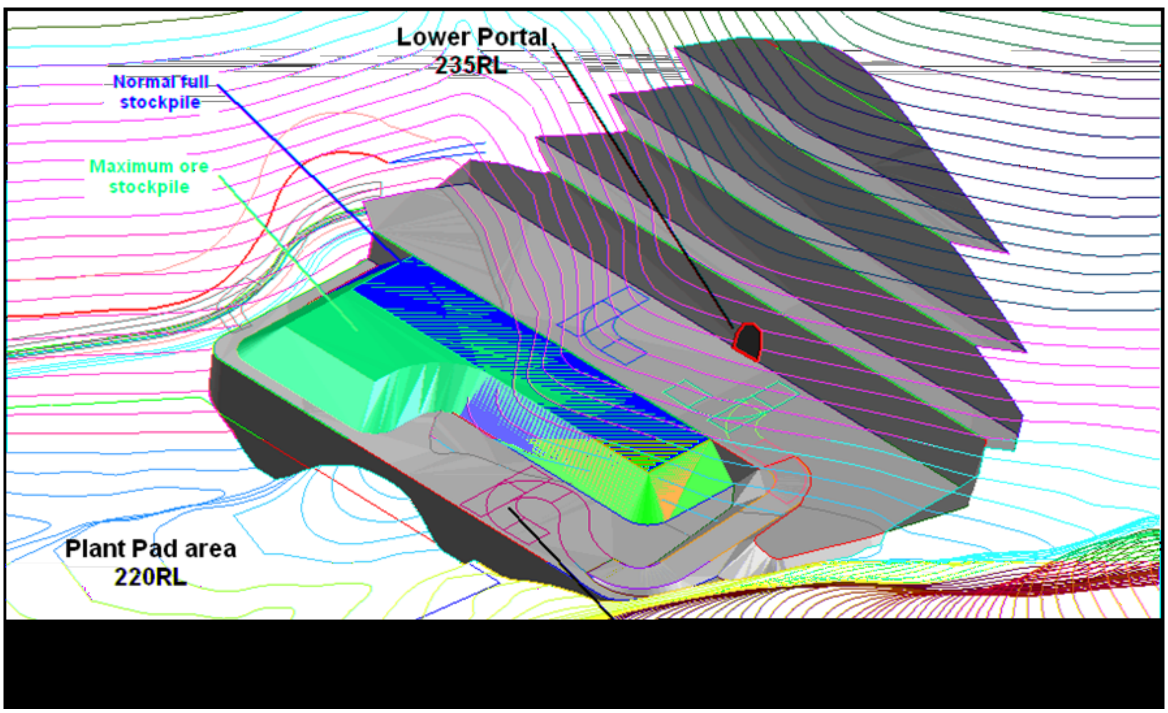

Figure 7 Lower Portal and Run-of-Mine Pad

Fresh air will enter the mine via the two (2) portals and will be exhausted initially through the Western Pass, before the Central Ventilation Rise is mined. Below 270 RL, fresh air will be pulled down the decline and returned up a series of rises to 270 RL, where it will be directed into the main ventilation rise to surface. A dedicated fresh air rise will also be continued down from 270 to 130 RL to provide a second means of egress below 270 RL.

All waste and ore above the 270 RL level will be directed to the 270 RL level via two (2) passes, the Western Pass, already mined, and the Central Pass. Ore and waste below 270 RL will be hauled up to 270 RL. From the 270 RL level, all rock will be hauled 900 m to the ROM pad.

Mine Schedule

The development and production schedules were created using MineSched software, so that iterations can be easily run for different development rates, prioritising different areas and changing production rates.

The development schedule is based on following:

- decline development targets 120 m / month in a single decline heading;
- development in orebody sills range from 100 m to 160 m per month, depending on the width of the sill; and
- total maximum development with two (2) jumbos is 420 m per month and with one (1) jumbo up to 200 m / month.

The production schedule is based on following:

- maximum production from a single bench is 800 t per day, when the source is available;
- production cannot start in a bench until a lag of 15 days after development for that bench is complete to allow for survey, and for drilling of the first 20 m stope; and
- multiple benches can be in operation at once.

The scheduled development and production quantities are presented in Table 12.

			Total	Year 1	Year 2	Year 3	Year 4	Year 5	Year 6
Orebody Development	t		**519,603**	82,658	141,814	131,976	90,738	72,418	0
	%	Ni	**2.03**	1.97	2.14	2.20	2.10	1.47	0.00
	%	Cu	**0.95**	1.06	1.00	0.99	0.95	0.65	0.00
	%	Co	**0.05**	0.05	0.05	0.05	0.05	0.04	0.00
Production	t		**1,093,810**	41,140	199,812	224,975	253,589	293,239	81,055
	%	Ni	**2.30**	1.96	2.50	2.19	2.35	2.42	1.66
	%	Cu	**1.04**	0.95	1.12	1.04	1.03	1.06	0.79
	%	Co	**0.05**	0.04	0.06	0.05	0.05	0.06	0.03
Total Production	**t**		**1,613,413**	**123,798**	**341,626**	**356,951**	**344,327**	**365,657**	**81,055**
	%	Ni	**2.21**	1.97	2.35	2.19	2.28	2.23	1.66
	%	Cu	**1.01**	1.02	1.07	1.02	1.01	0.97	0.79
	%	Co	**0.05**	0.05	0.06	0.05	0.05	0.05	0.03
	%	Ni-Eq	**2.51**	0.00	0.00	0.00	0.00	0.00	0.00

Table 12 Schedule Quantities by Year

Process Plant Description

The process plant is understood to be designed to process up to 450,000 tpa. The process plant will produce a bulk nickel / copper concentrate and will comprise a number of unit processes:

- crushing;
- crushed ore storage, reclaim and mill feed;
- grinding;
- flotation;
- concentrate thickening, filtration, storage and load-out;

- tailing thickening, pumping and return water;
- reagent storage, mixing and distribution; and
- utilities.

Process design criteria have been derived from metallurgical testwork and from these flowsheets and equipment lists have been prepared to develop the process plant design. The process plant location is located close to the mine portal. The main process plant is at one level and the concentrate shed situated 10 m below to accommodate the fall in the valley.

While the process plant as constructed will be capable of processing 450,000 tpa, it will be operated on a campaign basis to conform to the ore production schedule target when it is finally selected.

For a detailed description of the various elements of the plant, reference is made to the Technical Report at Section 17.1.

Capital Cost Estimates

Estimated capital expenditures for mine equipment costs and construction costs are based primarily on information provided by BPNM. Capitalised pre-production mining costs are based on the mine plan prepared by AMDAD. Expenditure is expressed in US dollars and is un-escalated. The starting date for capital expenditure was January 1, 2013. The estimates are based on estimates supplied by management of the company and rates supplied by suppliers. The t:lb unit conversion is 2205.

Initial Capital Cost Estimate

Capital expenditure from January 1, 2013 to commencement of production at the end of June 2013 totals approximately US$34.66 M, inclusive of contingency of US$2.80 M (Table 13).

Item	**US$**
Labour	6,538,390
Earthworks	4,419,106
Processing plant	9,446,431
Engineering	1,818,636
Commissioning	1,190,852
Mobile equipment and spares	2,753,602
Camp	308,073
HSE	65,600
Contingency (10%)	2,000,230
Total Construction	22,002,530
Mining equipment	500,000
Re-open Underground	200,000
Development	4,621,332
Contingency	798,200
Total Mining	6,119,532
Total Capital Cost	34,660,453

Table 13 Initial Capital Cost Summary

The revenues royalties and tariffs have been summarised in Table 14 and operating costs, profits and capital expenditures have been summarised in Table 15.

Description	**Unit**	**Dec-13**	**Dec-14**	**Dec-15**	**Dec-16**	**Dec-17**	**Dec-18**	**LOM**
Received Revenue								
Nickel	US$ 000s	28,981	95,402	92,998	93,473	96,935	15,991	423,780
Copper	US$ 000s	5,005	14,482	14,437	13,816	14,108	2,539	64,386
Cobalt	US$ 000s	377	1,331	1,232	1,215	1,297	173	5,626
Total received revenue	US$ 000s	34,363	111,215	108,667	108,504			

Description	Unit	Dec-13	Dec-14	Dec-15	Dec-16	Dec-17	Dec-18	LOM
Operating Costs								US$/t ore
Labour	US$ 000s	4,248	8,819	7,574	7,119	5,187	800	20.92
Mining cost	US$ 000s	4,150	11,760	11,241	9,962	9,954	1,780	30.28
Processing cost	US$ 000s	1,975	5 451	5 696	5 494	5 835	1 293	15.96
Environmental cost	US$ 000s	248	683	714	689	731	162	2.00
G&A expenses	US$ 000s	579	1,599	1 671	1 612	1 712	379	4.68
Contingency environmental, G&A and labor	US$ 000s	508	1,110	996	942	763	134	10%
Total production cost (excl. tariff and royalty)	US$ 000s	14,100	37,295	35,566	33,531	32,180	5,868	158,539
Offsite costs	US$ 000s	1,672	5,505	5,367	5,394	5,594	923	91.0
Total production cost (incl. tariff and royalty)	US$ 000s	24,909	72,107	69609	67,464	67,293	11 733	313,116
Profit								
Operating Profit	US$ 000s	9,454	39,108	39,057	41,041	45,047	6,970	180,676
Capital Expenditures								
Total capital expenditures (including sustaining capital expenditures)	US$ 000s	37,554	6,705	2,956	1,078	585	17	50,770

Table 15 Operating Costs, Profits and Capital Expenditures

Process Plant Construction Cost Estimate

Process plant capital expenditure costs are estimated to be as follows:

Area	Total (US$)
Area 100 - Crushing	69,036
Area 200 - Grinding	1,221,636
Area 300 - Flotation	156,285
Area 400 - Concentrate Dewatering	372,409
Area 500 - Tails Thickening	1,236,312
Area 600 - Reagents	258,556
Area 700 - Services	286,210
Area 800 - Plant Piping	1,400,836
Area 900 - Power and Reticulation	3,382,082
Area 1000 - Buildings	687,391
Area 1050 - Laboratory	375,678
Total	9,446,431

Table 16 BPNM Plant Capital Estimate

Tailing storage facility and runoff dam

The TSF and PSRD construction are underway and due for completion before the wet season that generally occurs from July onwards. The following reflects the budget for the TSF and PSRD.

Description	Amount US$
Section 1 - preliminary and general	230,000
Section 2 - tailings storage facility (stage 1)	
Section 2.1 - site preparation	36,000
Section 2.2 - embankment construction	2,778,610
Section 2.3 - runoff / seepage collection pond embankment	-
Section 2.4 - spillway	1,507,450
Section 2.5 - seepage weir	3,700
Section 2.6 –instrumentation	37,300
Section 2 - tailings storage facility (stage 1)	4,363,060
Section 3.1 - site preparation	7,100
Section 3.2 - embankment construction	110,200
Section 3.3 - return water pump	37,500
Section 3.4 - spillway	46,700
Section 3.5 - instrumentation	1,200
Section 3 - plant site runoff dam	202,700

Table 17 TSF Capital Estimate

Note: TSF capital expenditure breakdown reflects total Project budget.

Mining Cost Estimate

The annual mining costs from application of these unit costs and factors to the schedule are summarized in Table 17.

Table 18 Summary of mining cost estimate, including unit cost contribution per tonne of ore

		US$/t	Total	Year 1	Year 2	Year 3	Year 4	Year 5	Year 6
Development									
	Decline	3.99	6,429,958	2,827,566	2,769,163	357,822	358,062	117,345	0
	Lateral waste - access	1.25	2,016,778	875,177	607,603	295,782	118,967	119,249	0
	Lateral waste - other	1.66	2,685,272	1,223,057	820,587	343,117	179,361	119,150	0
	Lateral orebody development	10.98	17,717,126	2,818,428	4,835,484	4,500,037	3,093,914	2,469,263	0
	Vertical development, op	0.19	308,193	308,193	0	0	0	0	0
	Vertical development, far	0.09	143,077	0	62,510	20,195	20,564	39,808	0
	Vertical development, rar	0.51	815,692	571,118	142,493	0	34,342	67,739	0
	Trucking - waste	0.92	1,484,579	634,403	513,032	148,976	116,903	71,265	0
	Trucking - ore	1.16	1,871,405	280,521	454,264	452,404	337,682	346,535	0
	Trucking	0.32	522,045	152,111	163,874	93,664	63,887	48,508	0
Production									
	Drilling	1.06	1,710,312	88,814	314,652	355,061	401,554	461,582	88,650
	Blasting	0.36	586,394	22,055	107,120	120,610	135,950	157,206	43,454
	Loading - conv	5.44	8,779,136	330,196	1,603,730	1,805,692	2,035,358	2,353,598	650,563
	Loading - remote	3.15	5,079,357	191,042	927,873	1,044,722	1,177,600	1,361,724	376,397
	Trucking - ore	2.39	3,857,798	129,720	660,443	771,818	913,541	1,038,454	343,822
	Trucking	0.37	602,963	22,678	110,146	124,017	139,791	161,648	44,682
Services									
	Cablesbolts - access	0.07	108,433	48,020	40,123	10,191	6,440	3,660	0
	Cablesbolts - orebody	0.85	1,368,306	224,312	367,139	344,382	248,671	183,802	0
Contingency		5.21	8,413,024	8,413,024	1,612,111	2,175,035	1,618,273	1,407,388	1,368,081
TOTAL	**Total Mining Cost**	39.98	64,499,848	12,359,521	16,675,271	12,406,762	10,789,974	10,488,618	1,779,702

Process Plant Operating Cost Estimate

Details the processing costs over the mine life are outlined in Table 19.

Area	US$
Process costs - life of mine (incl. 10% contingency)	25,774,035
Owners administration - life of mine (incl. 10% contingency)	11,856,722
Total	**37,600,756**

Table 19 Processing Cost Summary

The annual process costs have been obtained from the following sources:

- Process expenditure comprises a mix of fixed costs and variable costs based on production levels and unit rates for each expenditure category.
- Owner's administration includes local executive management, overheads, and environmental costs.

Market Studies

Once operational, the Project will produce a mixed sulphide concentrate containing nickel, copper and cobalt. All of the concentrate is to be sold to Jinchuan Group Ltd. ("**Jinchuan**") under the off-take agreement between entered into between BPNM and Jinchuan in 2008.

Nickel, copper and cobalt are exchange traded metals and the pricing terms BPNM's off-take agreement are linked to London Metal Exchange ("**LME**") quoted prices. As such, no market studies are intended to be undertaken.

Contracts – Off-take agreement

BPNM entered into an off-take agreement with Jinchuan on April 28, 2008. Jinchuan agreed to purchase all nickel concentrates produced during the life of the initial Project. The agreement also granted Jinchuan first refusal option on additional nickel concentrates that BPNM may produce from new projects other than the Project.

Economic Analysis

The analysis is based on information prepared by BPNM.

The following assumptions where made:

- mining is targeted to commence in March 2013 and finish in April 2018. Whilst AMR considers mining will be undertaken by an owner-mining team, AMR will continue to review the relative benefits of alternative approaches, including contractor mining. Management is reviewing the potential benefits of adopting a contractor mining approach to the development and operation of the Project, including identifying and discussing the potential costs and benefits with potential mining contractors. Until such time as those discussions have been satisfactorily concluded, the economic impact of a move from owner-mining to a contractor mining approach is unclear and there is no certainty as to whether such an approach will be adopted by AMR. Management expects that should a move to contractor mining be adopted, this would likely result in an increase in the mining cost of the Project. However, any decision to move to contractor mining in the future would also give consideration to the benefits of Project de-risking associated with using an experienced mining contractor.
- the capital expenditure is from January 1, 2013 (all prior capital expenditure is regarded as sunk capital);

- both the net present value ("**NPV**") and internal rate of return ("**IRR**") are relatively high due to the fact that some seventy to eighty million of historic expenditures (capital and operating) have already been "sunk" into the Project;
- the Project payback period is approximately fourteen months;
- Project NPV and IRR are represented on a 100% basis and are based on unlevered cash flows; and
- base case, high and low price options were based on the LME's last twenty four month of historical prices.

Taxes, Royalties, Tariffs and Sales Agreement

The most relevant and important taxes affecting the mining sector and BPNM in particular are outlined below:

Corporate Income Tax

A tax rate of 25% was used in the financial model.

Value Added Tax

BPNM has to import most of its process plant and mining equipment from outside Vietnam and under current regulations BPNM is exempt from import duty and value added tax on these imports. It is noted that approximately 80% of the Project plant and equipment have been delivered to site.

Royalties

A royalty rate of 10% was used in the financial model.

Export Tariffs

An export tariff of 20% for Nickel and Cobalt and 30% for Copper was used in the financial model.

The Project economic model was based on the mine plan and capital and operating cost estimates prepared by AMDAD and BPNM. The key assumptions are summarized in Table 20.

Key Dates	**Units**	
Mining Commences	-	March 01, 2013
Production Commences	-	June 30, 2013
Production		
Ore mined	t	1,613,413
Ore treated	t	1,613,413
Ore grades (mine life average)		
Nickel	%	2.21
Copper	%	1.01
Cobalt	%	0.05
Process Recoveries		
Nickel	%	85
Copper	%	95
Cobalt	%	70
Concentrate Grades		
Nickel	%	9.50
Copper	%	4.86

Key Dates	Units	
Cobalt	%	0.19
Metal produced in concentrate		
Nickel	t	30,310
Copper	t	15,452
Cobalt	t	591
Tax and tariff rates		
Royalty	%	10
Corporate Income Tax Rate	%	25
Nickel and Cobalt	%	20
Copper	%	30
Constants		
Tonnes to Pounds		2, 204.62

Table 20 Key Project Assumptions

A cash flow model has been prepared on a calendar year (January to December) basis. NPV and IRR are calculated at mid-year assuming cash flows are incurred evenly throughout the year.

The model includes owners' general and administrative ("**G&A**") expenditures directly attributable to the Project and mining exploration and includes allocated overheads. Taxation expense is calculated on Vietnam corporate income tax rates and applicable exemptions. The financial model results are summarized in Table 21.

Item	Unit	Total
Metal Price (Base Case)		
NPV @ 12%	US$ 000s	65,929
IRR	%	69
Metal Price (High Case)		
NPV @12%	US$ 000s	153,064
IRR	%	143
Metal Price (Low Case)		
NPV @12%	US$ 000s	19,859
IRR	%	29

Table 21 Key Financial Results

The NPV and IRR are relatively high due to the fact that significant historical expenditure has already been "sunk" into the Project

Sensitivity to Revenue Changes and Sensitivity Analyses

Three (3) scenarios have been modelled:

- a base case;
- a high case; and
- a current downside case.

The metal input prices have been included in Table 22, Table 23 and Table 24. As can be seen in Figure 8, Figure 9 and Figure 10, the Project is neither particularly sensitive to price, capital expenditures, operating expenditures, royalties, export tariff, or head grades. This is mainly due to the following environment:

- significant sunk capital already "sunk" into the Project; and

- short rate of payback (approximately fourteen months).

The model would generate a negative NPV if the nickel price drops below the US$13,500/t barrier (assuming a copper price of US$6,724/t). The cobalt price does not have a significant impact on the model.

Base case

The base case analysis is based on average LME spot metal prices over a 24 month period as at January 23, 2013, run flat for the life of the mine.

Metal Prices	Units	Price
Nickel	US$/t	19,974
Copper	US$/t	8,333
Cobalt	US$/t	31,724

Table 22 Base case metal prices

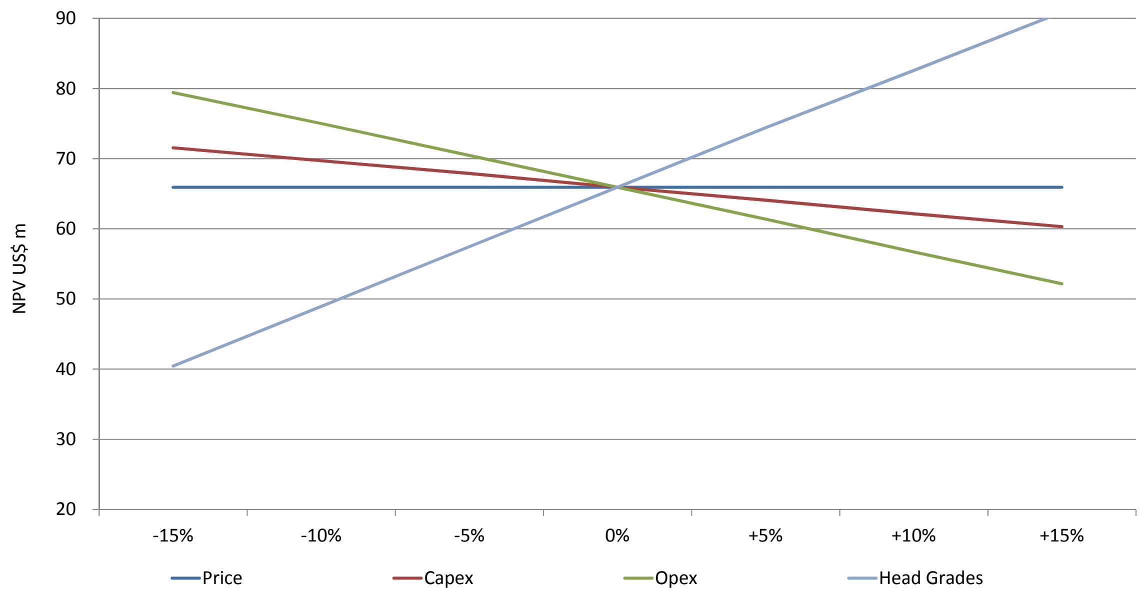

Figure 8 Base case sensitivity analysis

High case

The high case analysis is based on maximum spot metal prices over a 24 month period as at January 23, 2013, run flat for the life of the mine (Table 23).

Metal Prices	Units	Price
Nickel	US$/t	29,277
Copper	US$/t	10,185
Cobalt	US$/t	40,345

Table 23 High case metal prices

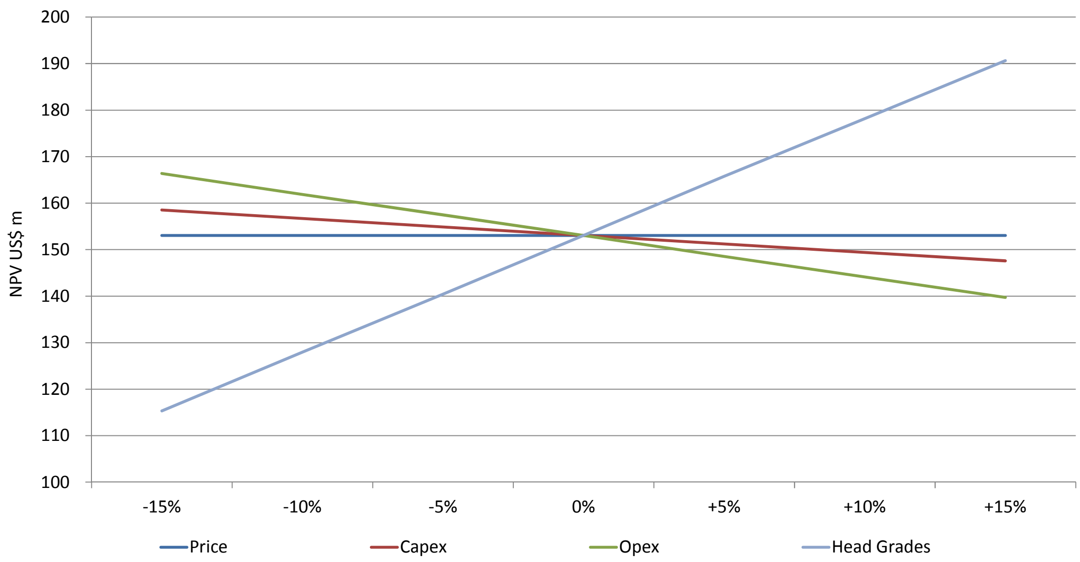

Figure 9 High case sensitivity analysis

Low Case

The low case analysis is based on minimum spot metal prices over a 24 month period as at January 23, 2013, run flat for the life of the mine (Table 24).

Metal Prices	Units	Price
Nickel	US$ / t	15,190
Copper	US$ / t	6,724
Cobalt	US$ / t	22,399

Table 24 Downside case metal prices

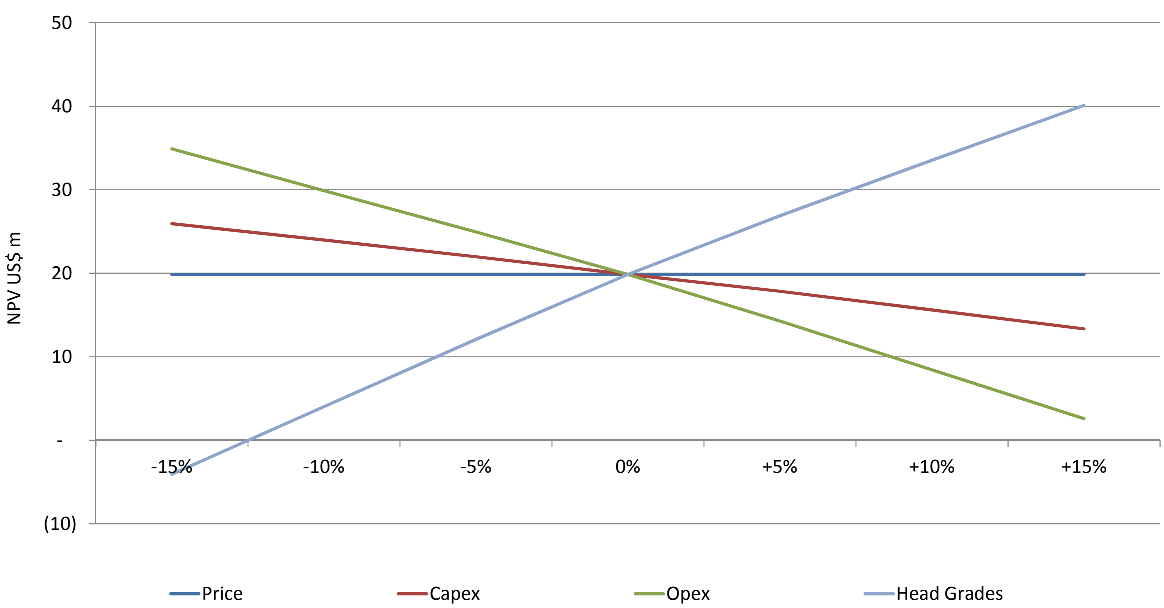

Figure 10 Current price sensitivity analysis

Payback

Under the metal prices assumed in the financial model base case, the payback from commencement of production is about fourteen months.

Mine Life

The mine life for the Project is just over five (5) years.

Glossary of Mining Terms

assay	The chemical analysis of mineral samples to determine the metal content.
CIM	Canadian Institute of Mining, Metallurgy and Petroleum Standards for Reporting of Mineral Resources and Reserves.
Co	Cobalt.
Cu	Copper.
collar	Geographical coordinates of the collar of a drill hole or a working portal.
core sampling	Exploration, a sampling method of obtaining ore or rock samples from a drill hole core for further assay.
cut-off grade	Threshold value in exploration and geological resources estimation above which ore material is selectively processed or estimated.
diamond drilling	Method of obtaining a cylindrical core of rock by drilling with a diamond impregnated bit.
dip	Angle of inclination of a geological feature / rock from horizontal.
ESIA	The environmental and social impact assessment completed by AustralAsian Resource Consultants Pty Ltd in September 2005 as part of the feasibility studies for the Project and was subsequently updated by Centre for Environment Consultancy and Protection to satisfy the requirements of the Law on Environmental Protection 2005 and other relevant environmental and social-related Vietnamese legislation.
Fe	Iron.
fault	The surface of a fracture along which movement has occurred.
kriging	Method of interpolating grade using variogram parameters associated with the samples' spatial distribution. Kriging estimates grades in untested areas (blocks) such that the variogram parameters are used for optimum weighting of known grades. Kriging weighs known grades such that variation of the estimation is minimized, and the standard deviation is equal to zero (based on the model).
lag	The chosen spacing for constructing a variogram.
lb	Pound.
Kt	Kilotonne.
LOM	Life of mine.

M	Million or mega.
mean	Arithmetic mean.
Mg	Magnesium.
MgO	Magnesium oxide.
mineralization	The process by which minerals are introduced into a rock. More generally a term applied to accumulations of economic or related minerals in quantities ranging from anomalous to economically recoverable.
Ni	Nickel.
NiS	Nickel Sulphide.
nugget effect	Measure of the variability during repeat analysis of a sample due to a measurement error or the presence of natural, small-scale variability. Although the variogram value at 0 spacing should be equal to zero, these factors may affect the values of samples taken at a very short distance from each other such that their values may vary. A vertical jump from the zero value at the origin of a variogram with very small spacing is called the nugget effect.
ore	Mineral bearing rock, which can be mined and treated profitably under current or immediately foreseeable economic conditions.
ppm	Parts per million.
range	The spacing between pairs increases, the value of corresponding variogram as a whole also increases. However, the value of the mean square difference between pairs of values does not change from the defined spacing value, and the variogram reaches its plateau. The horizontal spacing at which a variogram reaches its plateau is called the range. Above this spacing there is no correlation between samples.
rehabilitation	The restoration of a landscape and especially the vegetation following its disturbance.
RL	Elevation above sea level.
S	Sulfur.
sample	A specimen with analytically determined grade values for the components being studied.
sill	Variation value at which a variogram reaches a plateau.
strike	Direction of line formed by the intersection of strata surfaces with the horizontal plane, always perpendicular to the dip direction.
tailings	Finely ground waste rock from which valuable minerals or metals have been extracted.
variogram	A graph showing variability of an element by increasing spacing between samples.
wmt	Wet metric tonne.
X	

bench.

Y	Coordinate of the latitude of a drill hole, a trench collar, or a pit bench.

DETAILS OF THE OFFERING

Issue of Rights

Holders of record at the close of business on the Record Date will receive Rights on the basis of one (1) Right for each Common Share held on such date. The Rights permit the Holders thereof to subscribe for and purchase from the Corporation an aggregate of up to 250,000,000 Common Shares. The Rights are fully transferable by the Holders thereof. See "Details of the Offering - Sale or Transfer of Rights".

The Rights will be represented by the Rights Certificates that will be issued in registered form. For Shareholders who hold their Common Shares in registered form, a Rights Certificate evidencing the number of Rights to which a Holder is entitled and the number of Common Shares which may be obtained on exercise of those Rights will be mailed with a copy of this Prospectus to each such Shareholder of record in an Eligible Jurisdiction as of the Record Date. See "Details of the Offering - Rights Certificate — Common Shares Held in Registered Form".

Shareholders that hold their Common Shares through a CDS Participant in the book-based system administered by CDS will not receive physical certificates evidencing their ownership of Rights. On the Record Date, a global certificate representing such Rights will be issued in registered form to, and deposited with, CDS. The Corporation expects that each beneficial shareholder will receive a confirmation of the number of Rights issued to it from its CDS Participant. CDS will be responsible for establishing and maintaining book-entry accounts for CDS Participants holding Rights. See "Details of the Offering - Rights Certificate — Common Shares Held Through CDS".

Except as otherwise described herein, only Holders who hold their Common Shares in registered form and who are resident in the Eligible Jurisdictions are entitled to receive Rights Certificates. The Rights and the Common Shares issuable on the exercise of the Rights are not qualified under the securities laws of any jurisdiction other than the Eligible Jurisdictions and, except as permitted herein, Rights may not be exercised by or on behalf of a Holder resident in an Ineligible Jurisdiction. Instead, such Ineligible Holders will be sent a letter advising them that their Rights Certificates will be issued to and held on their behalf by the Subscription Agent as agent for their benefit and sold for their account by the Subscription Agent. See "Ineligible Holders".

Subscription Basis

Every 2.10083 Rights entitle the Holder to subscribe for one (1) Common Share at the Subscription Price, all as described below under "Basic Subscription Privilege". Fractional Common Shares will not be issued upon the exercise of Rights. Where the exercise of Rights would appear to entitle a Holder of Rights to receive fractional Common Shares, the Holder's entitlement will be reduced to the next lowest whole number of Common Shares.

Commencement Date and Expiration Time

The Rights will be eligible for exercise on and following the Commencement Date and will expire at 4:00 p.m. (Toronto time) on the Expiration Date. Holders who exercise their Rights pursuant to the terms and conditions contained herein will not become a Shareholder of record until the Expiration Date. **RIGHTS NOT EXERCISED BY THE EXPIRATION TIME WILL BE VOID AND OF NO VALUE**.

Subscription Agent

The Subscription Agent has been appointed by the Corporation: (i) to receive subscriptions and payments from the Holders of Rights Certificates and CDS for the Common Shares and Additional Common Shares (as hereinafter defined) subscribed for under the Basic Subscription Privilege and under the Additional Subscription Privilege, respectively; and (ii) to perform the services relating to the exercise of the Rights. The Corporation will pay for all such services of the Subscription Agent. Subscriptions and payments under the Offering should be sent to the Subscription Agent (by hand, courier or registered mail) at the following offices (the "**Subscription Office**"):

By Registered Mail:	**By Hand or Courier**
Computershare Trust Company of Canada	Computershare Trust Company of Canada
P.O. Box 7021	9^{th} Floor
31 Adelaide St. E.	100 University Avenue
Toronto, Ontario	Toronto, Ontario
M5C 3H2	M5J 2Y1
Attention: Corporate Actions	Attention: Corporate Actions

Enquiries relating to the Offering should be addressed to the Subscription Agent by telephone at 1-800-564-6253.

Basic Subscription Privilege

Each Shareholder at the close of business on the Record Date is entitled to receive one (1) Right for each Common Share held. For each 2.10083 Rights held, the Holder (other than an Ineligible Holder) is entitled to acquire one (1) Common Share under the Basic Subscription Privilege at the Subscription Price per Common Share by subscribing and making payment in the manner described herein at or before the Expiration Time. A Holder of Rights that subscribed for some, but not all, of the Common Shares pursuant to the Basic Subscription Privilege will be deemed to have elected to waive the unexercised balance of such Rights and such unexercised balance of Rights will be void and of no value unless the Subscription Agent is otherwise specifically advised by such Holder at the time the Rights Certificate is surrendered that the Rights are to be transferred to a third party or are to be retained by the Holder. Holders of Rights who exercise in full the Basic Subscription Privilege for their Rights are also entitled to subscribe for Additional Common Shares, if any, that are not otherwise subscribed for under the Offering on a pro rata basis, prior to the Expiration Time pursuant to the Additional Subscription Privilege. See "Details of the Offering - Additional Subscription Privilege". Fractional Common Shares will not be issued upon the exercise of Rights. An entitlement to a fractional Common Share will be rounded down to the next whole Common Share. CDS Participants that hold Rights for more than one beneficial holder may, upon providing evidence satisfactory to the Corporation, exercise Rights on behalf of its accounts on the same basis as if the beneficial owners of Common Shares were Holders of record on the Record Date.

For Common Shares held in registered form, in order to exercise the Rights represented by a Rights Certificate, the Holder of Rights must complete and deliver the Rights Certificate to the Subscription Agent in accordance with the terms of this Offering in the manner and upon the terms set out in this Prospectus and pay the aggregate Subscription Price. All exercises of Rights are irrevocable once submitted.

For Common Shares held through a CDS Participant, a Holder may subscribe for Common Shares by instructing the CDS Participant holding the subscriber's Rights to exercise all or a specified number of such Rights and forwarding the Subscription Price for each Common Share subscribed for in accordance with the terms of the Offering to such CDS Participant. Subscriptions for Common Shares made in connection with the Offering through a CDS Participant will be irrevocable and subscribers will be unable to withdraw their subscriptions for Common Shares once submitted.

The Subscription Price is payable in Canadian funds by certified cheque, bank draft or money order drawn to the order of the Subscription Agent. In the case of subscription through a CDS Participant, the Subscription Price is payable by certified cheque, bank draft or money order drawn to the order of such CDS Participant, by direct debit from the subscriber's brokerage account or by electronic funds transfer or other similar payment mechanism. The entire Subscription Price for Common Shares subscribed for must be paid at the time of subscription and must be received by the Subscription Agent at the Subscription Office prior to the Expiration Time. Accordingly, a subscriber subscribing through a CDS Participant must deliver its payment and instructions sufficiently in advance of the Expiration Date to allow the CDS Participant to properly exercise the Rights on its behalf.

Payment of the Subscription Price will constitute a representation to the Corporation and, if applicable, to the CDS Participant, by the subscriber (including by its agents) that: (a) either the subscriber is not a citizen or resident of an Ineligible Jurisdiction or the subscriber is an Approved Ineligible Holder; and (b) the subscriber is not purchasing the Common Shares for resale to any person who is a citizen or resident of an Ineligible Jurisdiction.

If mail is used for delivery of subscription funds, for the protection of the subscriber certified mail, return receipt requested, should be used and sufficient time should be allowed to avoid the risk of late delivery.

Additional Subscription Privilege

Each Holder of Rights who has initially subscribed for all of the Common Shares to which he or she is entitled pursuant to the Basic Subscription Privilege may apply to purchase additional Common Shares, if available, at the price equal to the Subscription Price for each additional Common Share (collectively, the "**Additional Common Shares**").

The number of Additional Common Shares available for all additional subscriptions will be the difference, if any, between the total number of Common Shares issuable upon exercise of Rights and the total number of Common Shares subscribed and paid for pursuant to the Basic Subscription Privilege at the Expiration Date (the "**Additional Subscription Privilege**"). Application for Additional Common Shares will be received subject to allotment only and the number of Additional Common Shares, if any, which may be allotted to each applicant will be equal to the lesser of: (a) the number of Additional Common Shares which that applicant has subscribed for under the Additional Subscription Privilege; and (b) the product (disregarding fractions) obtained by multiplying the number of Additional Common Shares by a fraction, the numerator of which is the number of Rights exercised by that applicant under the Basic Subscription Privilege and the denominator of which is the aggregate number of Rights exercised under the Basic Subscription Privilege by holders of Rights that have subscribed for Additional Common Shares pursuant to the Additional Subscription Privilege. If any holder of Rights has subscribed for fewer Additional Common Shares than such holder's *pro rata* allotment of Additional Common Shares, the excess Additional Common Shares will be allotted in a similar manner among the holders who were allotted fewer Additional Common Shares than they subscribed for.

To apply for Additional Common Shares under the Additional Subscription Privilege, each Holder of Rights must forward such Holder's request to the Subscription Agent at the Subscription Office or such Holder's CDS Participant, as applicable, prior to the Expiration Time. Payment for Additional Common Shares, in the same manner as required upon the exercise of the Basic Subscription Privilege, must accompany the request when it is delivered to the Subscription Agent or a CDS Participant, as applicable. Any excess funds will be returned by mail by the Subscription Agent or credited to the subscriber's account with its CDS Participant, as applicable, without interest or deduction. Payment of such price must be received by the Subscription Agent prior to the Expiration Time, failing which the subscriber's entitlement to such Additional Common Shares will terminate. Accordingly, a subscriber subscribing through a CDS Participant must deliver its payment and instructions sufficiently in advance of the Expiration Date to allow the CDS Participant to properly exercise the Additional Subscription Privilege on its behalf.

Payment of the Subscription Price will constitute a representation to the Corporation and, if applicable, to the CDS Participant, by the subscriber (including by its agents) that: (a) either the subscriber is not a citizen or resident of an Ineligible Jurisdiction or the subscriber is an Approved Ineligible Holder; and (b) the subscriber is not purchasing the Common Shares for resale to any person who is a citizen or resident of an Ineligible Jurisdiction.

Rights Certificate — Common Shares Held Through CDS

For all Holders who hold their Common Shares through a securities broker or dealer, bank or trust company or other CDS Participant with an address of record in an Eligible Jurisdiction in the book based system administered by CDS, a global share representing the total number of Rights to which all such Holders as at the Record Date are entitled will be issued in the name of CDS and will be deposited with CDS after the Commencement Date. The Corporation expects that each beneficial Holder will receive a confirmation of the number of Rights issued to it from its respective CDS Participant in accordance with the practices and procedures of that CDS Participant. CDS will be responsible for establishing and maintaining the book-entry accounts for CDS Participants holding Rights.

Neither the Corporation nor the Subscription Agent will have any liability for: (a) the records maintained by CDS or CDS Participants relating to the Rights or the book-entry accounts maintained by them; (b) maintaining, supervising or reviewing any records relating to such Rights; or (c) any advice or representations made or given by CDS or CDS Participants with respect to the rules and regulations of CDS or any action to be taken by CDS or CDS Participants.

The ability of a person having an interest in Rights held through a CDS Participant to pledge such interest or otherwise take action with respect to such interest (other than through a CDS Participant) may be limited due to the lack of a physical certificate.

Holders who hold their Common Shares through a CDS Participant must arrange purchases or transfers of Rights through their CDS Participant. The subscriber may subscribe for the resulting whole number of Common Shares (ignoring fractions) or any lesser whole number of Common Shares by instructing the CDS Participant holding the subscriber's Rights to exercise all or a specified number of such Rights and forwarding the Subscription Price for each Common Share subscribed for to the CDS Participant which holds the subscriber's Rights. Subscribers should contact their particular CDS Participant for complete details on how to exercise the Basic Subscription Privilege.

The Subscription Price is payable in Canadian funds by certified cheque, bank draft or money order drawn to the order of the CDS Participant, by direct debit from the subscriber's brokerage account or by electronic funds transfer or other similar payment mechanism. All payments must be forwarded to the offices of a CDS Participant. The entire Subscription Price for Common Shares subscribed for must be paid at the time of subscription and must be received by the Subscription Agent prior to the Expiration Time. Accordingly, a subscriber subscribing through a CDS Participant must deliver its payment and instructions sufficiently in advance of the Expiration Date to allow the CDS Participant to properly exercise the Rights on its behalf.

Rights Certificate — Common Shares Held in Registered Form

For all Holders with an address of record in an Eligible Jurisdiction whose Common Shares are held in registered form, a Rights Certificate representing the total number of Rights to which each such Holder is entitled as at the Record Date and the number of Common Shares which may be obtained on the exercise of those Rights will be mailed with a copy of this Prospectus to each such Holder. In order to exercise the Rights represented by the Rights Certificate, such Holder of Rights must complete and deliver the Rights Certificate in accordance with the instructions set out under "Details of the Offering - How to Complete the Rights Certificate". Rights not exercised by the Expiration Time will be void and of no value.

How to Complete the Rights Certificate

General

By completing the appropriate form in the Rights Certificate in accordance with the instructions outlined below and in the Rights Certificate, a Holder may:

- subscribe for Common Shares under the Basic Subscription Privilege (Form 1);
- apply to subscribe for Additional Common Shares under the Additional Subscription Privilege (Form 2);
- transfer or sell rights (Form 3); or
- divide, combine or exchange a Rights Certificate (Form 4).

Form 1 – Basic Subscription Privilege

The maximum number of Rights that may be exercised pursuant to the Basic Subscription Privilege is shown in the box on the upper right hand corner on the face of the Rights Certificate. Form 1 must be completed and signed to exercise all or some of the Rights represented by the Rights Certificate pursuant to the Basic Subscription Privilege. If Form 1 is completed so as to exercise some but not all of the Rights represented by the Rights Certificate, the Holder of the Rights Certificate will be deemed to have waived the unexercised balance of such Rights, unless the Subscription Agent is otherwise specifically advised by such Holder at the time the Rights Certificate is surrendered that the unexercised Rights are to be transferred to a third party or are to be retained by the Holder.

Form 2 – Additional Subscription Privilege

Complete and sign Form 2 on the Rights Certificate only if you also wish to participate in the Additional Subscription Privilege. See "Details of the Offering - Additional Subscription Privilege".

Form 3 – Transfer of Rights

Complete and sign Form 3 on the Rights Certificate only if you wish to transfer the Rights. Your signature must be guaranteed by a Canadian Schedule I bank, or a member of the acceptable Medallion Signature Guarantee Program, including STAMP, SEMP and MSP. Members of STAMP are usually members of a recognized stock exchange in Canada or members of the Investment Industry Regulatory Organization of Canada. It is not necessary for a transferee to obtain a new Rights Certificate to exercise the Rights, but the signature of the transferee on Forms 1 and 2 must correspond in every particular with the name of the transferee (or the bearer if no transferee is specified) as the absolute owner of the Rights Certificate for all purposes. If Form 3 is completed, the Subscription Agent will treat the transferee as the absolute owner of the Rights Certificate for all purposes and will not be affected by notice to the contrary.

Form 4 – Dividing or Combining

Complete and sign Form 4 on the Rights Certificate only if you wish to divide or combine the Rights Certificate, and surrender it to the Subscription Agent at the Subscription Office. Rights Certificates need not be endorsed if the new Righ

Payment

Enclose payment in Canadian funds by certified cheque, bank draft or money order payable to the order of "Computershare Investor Services Inc." (the Subscription Agent). The amount of payment will be $0.05 per Common Share. Payment must also be included for any Additional Common Shares subscribed for under the Additional Subscription Privilege.

Deposit

Deliver or mail the completed Rights Certificate and payment in the enclosed return envelope addressed to the Subscription Agent so that it is received by the Subscription Agent listed above before the Expiration Time. If mailing, registered mail is recommended. Please allow sufficient time to avoid late delivery. The signature on the Rights Certificate must correspond, in every particular, with the name that appears on the face of the Rights Certificate

Signatures by a trustee, executor, administrator, guardian, attorney, officer of a corporation or any person acting in a fiduciary or representative capacity should be accompanied by evidence of authority satisfactory to the Subscription Agent. All questions as to the validity, form, eligibility (including time of receipt) and acceptance of any subscription will be determined by the Corporation in its sole discretion, and any determination by the Corporation will be final and binding on the Corporation and its security holders. Upon delivery or mailing of a completed Rights Certificate to the Subscription Agent, the exercise of the Rights and the subscription for Common Shares is irrevocable. The Corporation reserves the right to reject any subscription if it is not in proper form or if the acceptance thereof or the issuance of Common Shares pursuant thereto could be unlawful. The Corporation also reserves the right to waive any defect in respect of any particular subscription. Neither the Corporation nor the Subscription Agent is under any duty to give any notice of any defect or irregularity in any subscription, nor will they be liable for the failure to give any such notice. **Any Holder of Rights that fails to complete its subscription in accordance with the foregoing instructions prior to the Expiration Time will forfeit its Rights under the Basic Subscription Privilege and the Additional Subscription Privilege attaching to those Rights.**

Undeliverable Rights

Rights Certificates returned to the Subscription Agent as undeliverable will not be sold by the Subscription Agent and no proceeds of sale will be credited to such Holders.

Sale or Transfer of Rights

Holders of Rights in registered form in Eligible Jurisdictions within Canada may, instead of exercising their Rights to subscribe for Common Shares, sell or transfer their Rights to any person that is not an Ineligible Holder by completing Form 3 on the Rights Certificate and delivering the Rights Certificate to the transferee. See "Details of the Offering - How to Complete the Rights Certificate – *Form 3 - Transfer of Rights*". A permitted transferee of the Rights of a registered holder of a Rights Certificate may exercise the Rights transferred to such permitted transferee without obtaining a new Rights Certificate. If a Rights Certificate is transferred in blank, the Corporation and the Subscription Agent may thereafter treat the bearer as the absolute owner of the Rights Certificate for all purposes and neither the Corporation nor the Subscription Agent will be affected by any notice to the contrary.

Sales or transfers of ownership of Rights will be effected only through records maintained by CDS or its nominee for such Rights with respect to interests of CDS Participants and on the records of CDS Participants with respect to interests of persons other than CDS Participants. Holders of Rights who are not CDS Participants, but who desire to purchase, sell or otherwise transfer ownership of their Rights, may do so only through CDS Participants. See "Details of the Offering - Rights Certificate — Common Shares Held Through CDS".

Dividing or Combining Rights Certificates

A Rights Certificate may be divided, exchanged or combined. See "Details of the Offering - How to Complete the Rights Certificate — Form 4—Dividing or Combining".

Registration and Delivery of Common Shares

Unless the Subscription Agent is instructed otherwise in writing by a subscriber, Common Shares purchased through the exercise of Rights, including Additional Common Shares purchased through the Additional Subscription Privilege, will be registered in the name of the person subscribing for those Common Shares and certificates for such Common Shares will be mailed by ordinary pre-paid mail as soon as practicable to the subscriber at the address appearing in the Rights Certificate.

The Corporation anticipates that Shareholders whose Common Shares are held through a CDS Participant and exercise their Rights will receive a customer confirmation of the purchase from the CDS Participant from whom such Common Shares are purchased in accordance with the practices and procedures of the CDS Participant.

Reservation of Shares

The Corporation will, at all times, reserve sufficient unissued Common Shares as will permit the exchange of all the outstanding Rights for Common Shares during the period beginning on the Commencement Date and ending on the Expiration Date at the Expiration Time.

Intention of Directors of the Corporation

All the directors of the Corporation who own Common Shares and receive Rights have indicated that they intend to exercise some or all of their Rights under the Basic Subscription Privilege and may also subscribe for additional Common Shares under the Additional Subscription Privilege. This reflects the intentions of such directors as of the date of this Prospectus; however such directors may choose not to exercise if their circumstances change before the Expiration Date.

Dilution to Existing Shareholders

If a Shareholder wishes to retain that holder's current percentage ownership in the Corporation and assuming that all Rights are exercised, the Shareholder should fully exercise the Rights issued to that Shareholder under this Offering to subscribe for and purchase Common Shares. If a Shareholder does not exercise the Rights issued to that Shareholder, or elects to sell or transfer those Rights, and other holders of Rights exercise any of their Rights, that holder's current percentage ownership in the Corporation will be diluted by the issue of Common Shares under this Offering.

However, if no other Holder of Rights exercises their Basic Subscription Privilege or Additional Subscription Privilege, the Standby Purchaser could own, directly or indirectly, up to 630,979,241 Common Shares, representing up to approximately 81.4% of the issued and outstanding Common Shares. Holders should be aware that although the Standby Purchaser has agreed not to exercise its Additional Subscription Privilege, it has agreed to purchase all of the Common Shares not otherwise subscribed for by Holders pursuant to their Basic Subscription Privilege and Additional Subscription Privilege, if any, subject to certain limitations. See "Standby Commitment".

INELIGIBLE HOLDERS

This Offering is made only in the Eligible Jurisdictions. This Offering is not being made in the United States. Consequently, the Rights and the Common Shares have not been and will not be registered under the 1933 Act or any state securities laws. Accordingly, the Rights and the Common Shares are not being offered to persons in or whose addresses of record are in the United States or any other jurisdiction outside of the Eligible Jurisdictions. Subject to the exception described below, neither a subscription for Common Shares pursuant to the Basic Subscription Privilege nor an application for Additional Common Shares pursuant to the Additional Subscription Privilege will be accepted from any person, or his agent, who appears to be, or who the Corporation has reason to believe, is an Ineligible Holder.

Rights Certificates will not be issued and forwarded by the Corporation to Ineligible Holders who are not Approved Ineligible Holders. Ineligible Holders will be presumed to be resident in the place of their registered address unless the contrary is shown to the satisfaction of the Corporation. Ineligible Holders will be sent a letter advising them that their Rights Certificates will be issued to and held on their behalf by the Subscription Agent. The letter will also set out the conditions required to be met, and procedures that must be followed, by Ineligible Holders wishing to participate in the Offering. Rights Certificates in respect of Rights issued to Ineligible Holders will be issued to and held by the Subscription Agent as agent for the benefit of the Ineligible Holders. The Subscription Agent will hold these Rights until 5:00 p.m. (Toronto time) on March 19, 2013 in order to provide Ineligible Holders an opportunity to claim their Rights by satisfying the Corporation that the issue of Common Shares pursuant to the exercise of Rights will not be in violation of the laws of the applicable jurisdiction. Following such date, the Subscription Agent, for the account of the registered Ineligible Holders, will, prior to the Expiration Time, attempt to sell the Rights of such registered Ineligible Holders represented by Rights Certificates in possession of the Subscription Agent on such date or dates and at such price or prices as the Subscription Agent determines in its sole discretion.

Beneficial owners of Common Shares registered in the name of a resident of an Ineligible Jurisdiction, who are not themselves resident in an Ineligible Jurisdiction, who wish to be recognized as an Approved Ineligible Holder and who believe that their Rights may have been delivered to the Subscription Agent, should contact the Subscription Agent at the earliest opportunity, and in any case in advance of 5:00 p.m. (Toronto time) on March 19, 2013, to request to obtain their Rights.

The Rights and the Common Shares issuable on the exercise of the Rights (including the Standby Shares) have not been qualified for distribution in any Ineligible Jurisdiction and, accordingly, may only be offered, sold, acquired, exercised or transferred in transactions not prohibited by applicable laws in Ineligible Jurisdictions.

Notwithstanding the foregoing, persons located in such Ineligible Jurisdictions may be able to or the time at which the Rights are to be sold. The Subscription Agent will endeavour to effect sales of Rights on the open market and any proceeds received by the Subscription Agent with respect to the sale of Rights net of brokerage fees and costs incurred and, if applicable, the Canadian tax required to be withheld, will be divided on a pro rata basis among such registered Ineligible Holders and delivered by mailing cheques (in Canadian funds) of the Subscription Agent therefor as soon as practicable to such registered Ineligible Holders at their addresses recorded on the books of the Corporation. Amounts of less than $10.00 will not be remitted. The Subscription Agent will act in its capacity as agent of the registered Ineligible Holders on a reasonable efforts basis only and the Corporation and the Subscription Agent do not accept responsibility for the price obtained on the sale of, or the inability to sell, the Rights on behalf of any registered Ineligible Holder. Neither the Corporation nor the Subscription Agent will be subject to any liability for the failure to sell any Rights of registered Ineligible Holders or as a result of the sale of any Rights at a particular price or on a particular date. **There is a risk that the proceeds received from the sale of Rights will not exceed the costs of or incurred by the Subscription Agent in connection with the sale of such Rights and, if applicable, the Canadian tax required to be withheld. In such event, no proceeds will be remitted.**

Similar provisions will apply to Rights held by a CDS Participant on behalf of a beneficial Ineligible Holder.

Holders of Rights and Common Shares who are not resident in Canada should be aware that the acquisition, exercise, disposition, conversion or lapse of Rights and Common Shares may have tax consequences in the jurisdiction where they reside and in Canada, which are not described in this Prospectus. Accordingly, such holders should consult their own tax advisors about the specific tax consequences in the jurisdiction where they reside and in Canada of acquiring, exercising, holding, converting and disposing of Rights and Common Shares.

DESCRIPTION OF COMMON SHARES

The Corporation is authorized to issue an unlimited number of Common Shares, of which 525,207,161 are issued and outstanding as at the date hereof.

Each Common Share entitles the holder to the same rights and obligations as a holder of any other Common Share and no holder of Common Shares is entitled to any privilege, priority or preference in relation to any other holder of Common Shares. Each holder of Common Shares is entitled to one (1) vote for each Common Share held at meetings of Shareholders and is entitled to receive dividends if, as and when declared by the board of directors of the Corporation (the “**Board**”). On dissolution or winding-up of the Corporation, the holders of outstanding Common Shares of record are entitled to receive on a *pro rata* basis the remaining property and assets of the Corporation, subject to the rights of shares giving priority over the Common Shares.

PRIOR SALES

During the 12 months preceding the date of this Prospectus, there were no issuances of Common Shares of the Corporation or securities that are convertible into Common Shares of the Corporation except as set out in the following table.

Date of Issue/Grant	Price per Security	Number of Securities
Common Shares		
June 29, 2012……………………………………….	$0.11	47,272,727[(1)]
December 18, 2012………………………………..	$0.06	166,666,666[(2)]
Units		
May 25, 2012………………………………………	$0.06	108,333,333[(3)]
Options and Warrants to Purchase Common Shares		
July 18, 2012……………………………………….	$0.10	5,933,132[(4)]
November 16, 2012……………………………….	$0.10	4,500,000[(5)]

Notes:

(1) Issued pursuant to a private placement offering of Common Shares.

(2) Issued pursuant to a private placement offering of Common Shares.

(3) Issued pursuant to a private placement offering of units. Each unit consists of one (1) Common Share and one half of one warrant to purchase a Common Share at $0.10 until May 2017.

(4) Stock options issued pursuant to the Corporation's Share Option Plan. Each stock option is exercisable at $0.10 for one (1) Common Share. Upon the resignation of Mike Brown as CEO, 379,659 stock options expired, as such only 5,553,473 of the stock options granted on July 18, 2012 remain outstanding.

(5) Stock options issued pursuant to the Corporation's Share Option Plan. Each stock option is exercisable at $0.10 for one (1) Common Share.

TRADING PRICE AND VOLUME

The outstanding Common Shares are listed and posted for trading on the TSXV under the symbol "ASN". The following table sets forth the period from February 1, 2012 to February 14, 2013 details of the trading prices and volume on a monthly basis of the Common Shares traded through the facilities of the TSXV.

	TSXV		
	High	**Low**	**Volume**
2013			
February (up to February 14, 2013)................................	0.080	0.045	160,000
January	0.055	0.045	1,217,299
2012			
December	0.055	0.050	796,375
November	0.075	0.055	135,500
October	0.090	0.060	724,008
September...	0.060	0.050	492,000
August	0.080	0.060	419,227
July	0.115	0.090	457,650
June	0.140	0.070	2,051,500
May	0.105	0.035	878,001
April..	0.070	0.055	117,167
March	0.080	0.050	17,185
February	0.080	0.050	550,420

Source: TMX.com

CONSOLIDATED CAPITALIZATION

Except as disclosed in this Prospectus, there have been no material changes in the Corporation's share capital on a consolidated basis since September 30, 2012. As at September 30, 2012, the Corporation had 358,540,495 Common Shares issued and outstanding. Since September 30, 2012, the Corporation has issued an additional 166,666,666 Common Shares pursuant to a private placement completed on December 18, 2012 of 150,000,000 Common Shares and 16,666,666 Common Shares to Pala and Lion Selection Group Limited, respectively, each at $0.06 per Common Share for total consideration of $10,000,000. As at the date hereof, the Corporation has 525,207,161 Common Shares issued and outstanding. Upon completion of the Offering, assuming the Rights are exercised in full or the purchase of the Standby Shares by Pala to the extent that Rights are unexercised by Holders, there will be an aggregate of 775,207,161 Common Shares issued and outstanding.

USE OF PROCEEDS

Assuming the full exercise of Rights or the purchase by Pala of the Standby Shares, if any, the approximate net proceeds of the Offering are estimated to be approximately $12,250,000 after deduction of the estimated expenses of the Offering of $250,000.

The Corporation currently intends to use the net proceeds of this Offering as detailed in the following table; it is based on an estimate prepared by management of the Corporation.

Use of Proceeds	
Construction and other development activities relating to the Project.................................	$10,230,000
General & Administrative Expenses(1)..	$2,020,000
Total Net Proceeds	$**12,250,000**

Notes:

(1) General and administrative expenses are for the period ended September 30, 2013 and include expenses related to, among other things, salaries of employees, legal fees, audit expenses, insurance premiums, costs related to foreign contractor taxes, filing fees related to applicable securities regulations, upgrades to software, and travel expenses.

The construction and development of the Project encompasses in part completion of earthworks, buildings, power and reticulation, plant piping, engineering and the initial works to commence opening of the underground. These activities are integral in bringing the mine to the production phase. Currently the Corporation anticipates bringing the Project into production by June 30, 2013.

The following are the remaining significant events:

- mining is scheduled to commence by March 31, 2013;
- the following material permits must be obtained prior to commencement of production and are expected to be obtained during the next few months before June 2013:
    - Mining Licence amendment to accommodate the Corporation's targeted production rate of 360,000 tonnes per annum;
    - in connection with the amendment to the Mining Licence, AMR is also currently seeking approval of an amended environmental & social impact assessment report and environmental reclamation and rehabilitation report; and
    - water discharge and water use permits;

- obtain additional funding of approximately $24 million required for construction and operation of the Project either through project debt financing or equity financing or both; and

- production of nickel concentrate in June 2013.

There are no specific significant costs which can be allocated to each of the significant events above apart from the defined capital cost estimate.” See also “Risk Factors″ for further details regarding the risks associated with the Project, including risks relating to the achievement of any of the aforementioned significant events.

As set out in the Technical Report, additional debt or equity financing will be required from external sources in order to fund the expected US$34.66 million of capital costs to be expended between January 1, 2013 to June 30, 2013 required to bring the Project into commercial production. The Corporation has spent approximately US$2.1 million during the month of January 2013 and a remaining US$33.5 million remains to be spent from February 1, 2013 to June 30, 2013. The Corporation currently has cash on hand of approximately $13 million. Apart from the $12.25 million net proceeds to be obtained through this Offering, the Corporation estimates that approximately an additional $24 million of funds will be required until the Corporation becomes cash-flow positive. Due to the ongoing costs of mine development during the initial months of production after June 2013, the additional funds will be required for operation of the Project until a positive cash-flow position is reached, expected to be in January 2014. The Corporation’s estimated operating costs from February 1, 2013 until December 31, 2013 is expected to be US$20,184,000 (excluding royalties / tariffs).

The Corporation is a construction stage company and currently does not generate any cash flows from its operations and is reliant on future financing activities to fund, among other things, further capital requirements and any exploration expenditures. The net proceeds of the Offering will be used to fund the negative cash flow from operating activities.

The Corporation intends to spend the available funds as set forth above based on budgets and forecasts in place and approved by the Board. However, there may be circumstances where for sound business reasons, a reallocation of the net proceeds may be necessary. The actual amount that the Corporation spends in connection with each of the intended use of proceeds may vary significantly from the amounts specified above and will depend on a number of factors, including those referred to under “Risk Factors”.

PLAN OF DISTRIBUTION

The Common Shares are listed and posted for trading on the TSXV under the symbol “ASN”. On February 14, 2013, the last day on which the shares traded prior to the date hereof, the closing price of the Common Shares on the TSXV was $0.045. The TSXV has conditionally approved the listing of the Rights and the Common Shares issuable upon the exercise of the Rights. Listing is subject to the Corporation fulfilling all of the requirements of the TSXV. The Corporation expects that the Rights will be posted for trading on the TSXV under the symbol “ASN.RT” until the Expiration Time, at which time the Rights will cease trading.

There is no soliciting dealer for the Offering and no fee of any kind will be paid by the Corporation for the solicitation of the exercise of Rights. For a description of the distribution of the Rights, see “Details of the Offering”.

STANDBY COMMITMENT

Subject to the terms, conditions and limitation of the Standby Purchase Agreement, the Corporation has agreed to sell to the Standby Purchaser at the Subscription Price and on the Closing, all of the Common Shares that were not otherwise subscribed for and taken up under the Offering by Holders of Rights pursuant to their Basic Subscription Privilege and their Additional Subscription Privilege, if any, and the Standby Purchaser has agreed to purchase at the Subscription Price such number of Common Shares.

The Standby Purchaser's commitment will not exceed, and the gross proceeds from the Offering will aggregate to not more than $12,500,000.

The obligations of the Standby Purchaser under the Standby Purchase Agreement may be terminated at the discretion of the Standby Purchaser in certain circumstances, including (but not limited to) if: (a) the Offering is otherwise terminated or cancelled or the closing of the Offering (the "**Closing**") has not occurred by April 30, 2013; (b) a Material Adverse Change (as defined in the Standby Purchaser Agreement) were to occur; (c) any inquiry, investigation (whether formal or informal) or other proceeding is commenced by a governmental entity pursuant to applicable laws in relation to the Corporation or any of its subsidiaries or in relation to any of the directors and officers of the Corporation, any of which suspends or ceases trading in the Rights or Common Shares or operates to prevent or restrict the lawful distribution of any of such securities; (d) any order is issued by a governmental entity pursuant to applicable laws, or if there is any change of law, either of which suspends or ceases trading in any of the Rights or Common Shares or operates to prevent or restrict the lawful distribution of any of such securities; (e) the Common Shares or Rights are de-listed or suspended or halted for trading for a period greater than one (1) Business Day for any reason by the TSXV at any time prior to the closing of the Offering; and (f) the conditions in favour of the Standby Purchaser have not been satisfied or waived on or before April 30, 2013.

The Standby Purchaser currently owns 333,706,514 Common Shares, representing approximately 64% of the outstanding Common Shares. Melior, is an entity of which Pala owns greater than 50%, and as a consequence Pala is deemed to also control the 47,272,727 Common Shares owned by Melior, resulting in Pala beneficially owning and / or controlling an aggregate of 380,979,241 Common Shares, representing approximately 72.5% of the outstanding Common Shares on a non-diluted basis, plus 54,166,667 Common Share purchase warrants which if exercised would bring its ownership interest in the Corporation to 75.1% on a partially-diluted basis. Pursuant to the Standby Purchase Agreement, the Standby Purchaser has agreed to, among other things, (i) exercise its Basic Subscription Privilege in full, (ii) not exercise its Additional Subscription Privilege, and (iii) subscribe for all of the Common Shares not otherwise subscribed for by Holders of Rights pursuant to their Basic Subscription Privilege or the Additional Subscription Privilege, if any. However, if no other Holder of Rights exercises their Basic Subscription Privilege or Additional Subscription Privilege, following the Closing, the Standby Purchaser could own, directly or indirectly, up to 630,979,241 Common Shares, including the 47,272,727 Common Shares owned by Melior, representing up to approximately 81.4% of the issued and outstanding Common Shares on a non-diluted basis, plus 54,166,667 Common Share purchase warrants, which if exercised, would bring the Standby Purchaser's ownership interest in the Corporation to 82.6% on a partially-diluted basis. See "Risk Factors – Risks Relating to this Offering - *Significant Shareholder*".

The Standby Purchaser is not engaged as an underwriter in connection with the Offering and has not been involved in the preparation of, or performed any review of, this Prospectus in the capacity of an underwriter.

CANADIAN FEDERAL INCOME TAX CONSIDERATIONS

In the opinion of Stikeman Elliott LLP, counsel for the Corporation, the following is a general summary, as at the date hereof, of the principal Canadian federal income tax considerations applicable to Shareholders who acquire Rights pursuant to the Offering and Common Shares issued on the exercise of such Rights and who, for purposes of the Tax Act and at all relevant times, hold their Rights and Common Shares as capital property, and are not affiliated with, and deal at arm's length with, the Corporation (for the purposes of this section, "Canadian Federal Income Tax Considerations", a "**Holder**"). A Right or Common Share will generally be capital property to a Holder unless it is held in the course of carrying on a business of trading in or dealing in securities, or it has been acquired in one or more transactions considered to be an adventure or concern in the nature of trade. Certain Resident Holders (as defined herein) whose Common Shares do not otherwise qualify as capital property may in certain circumstances make an irrevocable election in accordance with subsection 39(4) of the Tax Act to have their Common Shares and every "Canadian security" (as defined in the Tax Act) owned by such Resident Holder in the taxation year of the election and in all subsequent taxation years deemed to be capital property. This election is not available in respect of Rights.

This summary does not apply to a Holder (i) that is a "financial institution" or a "specified financial institution" as defined for purposes of the Tax Act, (ii) who has made an election under the functional currency reporting rules of the Tax Act, (iii) an interest in which is a tax shelter investment for the purposes of the Tax Act or (iv) that is the Standby Purchaser.

Additional considerations, not discussed herein, may be applicable to a Resident Holder that is a corporation resident in Canada, and is, or becomes, controlled by a non-resident corporation for purposes of the "foreign affiliate dumping" rules in proposed section 212.3 of the Tax Act. Such Resident Holders should consult their tax advisors.

This summary is based on the current provisions of the Tax Act, all specific proposals to amend the Tax Act publicly announced by or on behalf of the Minister of Finance (Canada) before the date of this prospectus ("**Tax Proposals**"), and the current published administrative policies and assessing practices of the Canada Revenue Agency ("**CRA**"). No assurance can be given that the Tax Proposals will be enacted in the form proposed or at all. This summary is not exhaustive of all possible Canadian federal income tax considerations and, except for the Tax Proposals, does not take into account or anticipate any changes in law, whether by legislative, administrative or judicial decision or action, or any change in the administrative policy or assessing practice of the CRA, nor does it take into account provincial, territorial or foreign tax legislation or considerations, which may differ significantly from the Canadian federal income tax considerations discussed herein.

This summary is of a general nature only and is not intended to be, nor should it be construed to be, legal or tax advice to any particular Holder. Accordingly, Holders are urged to consult their own tax advisors about the specific income tax considerations applicable to them having regard to their particular circumstances.

Residents of Canada

The following summary is generally applicable to a Holder who, at all relevant times for purposes of the Tax Act, is or is deemed to be resident in Canada (a "**Resident Holder**").

Acquisition of Rights

A Shareholder who acquires the Rights pursuant to this Offering should not be required to include the value of such Rights in computing the Resident Holder's income for purposes of the Tax Act.

Disposition of Rights

A Resident Holder who disposes of or is deemed to dispose of a Right (otherwise than by exercise of the Right) will generally realize a capital gain (or a capital loss) equal to the amount by which the proceeds of disposition of the Right, net of any reasonable costs of disposition, exceed (or are less than) the adjusted cost base of the Right to the Resident Holder. The Rights received by a Holder pursuant to this Offering will have an adjusted cost base of nil. The cost of the Rights acquired by a Resident Holder otherwise than pursuant to this Offering will be averaged with the adjusted cost base of all other Rights held by that Resident Holder as capital property at that time for the purposes of determining the adjusted cost base to that Resident Holder of each Right so held. The tax treatment of any capital gain (or capital loss) realized on the disposition of a Right (otherwise than by the exercise of a Right) is described below under "*Treatment of Capital Gains and Capital Losses*".

Exercise of Rights

The exercise of a Right will not be a disposition for purposes of the Tax Act, with the result that no gain or loss will be realized by a Resident Holder upon the exercise of a Right. The adjusted cost base, if any, of the Right so exercised will be added in computing the cost of the Common Share acquired upon the exercise of the Right.

Expiry of Rights

The expiry of an unexercised Right will result in a capital loss to the Resident Holder equal to the adjusted cost base, if any, of the Right immediately before its expiry. Any such capital loss will be subject to the treatment described below under "*Treatment of Capital Gains and Capital Losses*".

Common Shares

A Common Share acquired on the exercise of a Right will have a cost equal to the aggregate of the Subscription Price paid for such Common Share and the adjusted cost base to the Resident Holder of the Rights so exercised, if any. For the purposes of determining the adjusted cost base of each Common Share held by a Resident Holder, the cost of a Common Share acquired on the exercise of the Rights must be averaged with the adjusted cost base of all other Common Shares held by that Resident Holder as capital property at that time.

Dividends received or deemed to be received on Common Shares by a Resident Holder who is an individual (other than certain trusts) will be included in computing the individual's income and will be subject to the gross-up and dividend tax credit rules in the Tax Act normally applicable to taxable dividends received from a taxable Canadian corporation, including the enhanced gross-up and dividend tax credit in respect of dividends designated by the Corporation as "eligible dividends". Dividends received or deemed to be received on Common Shares by a Resident Holder that is a corporation will be included in computing the corporation's income and will generally be deductible in computing its taxable income. A Resident Holder which is a private corporation or a subject corporation for purposes of the Tax Act may be liable to pay a refundable tax of 33 1/3% on dividends received or deemed to be received to the extent such dividends are deductible in computing such Resident Holder's taxable income.

Disposition of Common Shares

On a disposition or a deemed disposition of a Common Share (other than to the Corporation, unless purchased by the Corporation in the open market in the manner in which shares are normally purchased by any member of the public in the open market), a Resident Holder will generally realize a capital gain (or a capital loss) equal to the amount by which the proceeds of disposition of the Common Share, net of any reasonable costs of disposition, exceed (or are less than) the adjusted cost base of the Common Share to the Resident Holder. The tax treatment of any such capital gain (or capital loss) is described below under "*Treatment of Capital Gains and Capital Losses*".

Treatment of Capital Gains and Capital Losses

Under the Tax Act, one-half of any capital gain (or capital loss) realized by a Resident Holder is a "taxable capital gain" (or an "allowable capital loss"). A taxable capital gain must be included in the Resident Holder's income. Subject to and in accordance with the provisions of the Tax Act, allowable capital losses must generally be deducted from taxable capital gains of the holder in the year in which such allowable capital losses are realized. Allowable capital losses in excess of taxable capital gains may ordinarily be carried back and deducted in any of the three (3) preceding taxation years or carried forward and deducted in any following taxation year against net taxable capital gains realized in such years to the extent and in the circumstances prescribed in the Tax Act.

The amount of any allowable capital losses realized on the disposition or deemed disposition of Common Shares by a Resident Holder that is a corporation may be reduced by the amount of dividends received or deemed to have been received by it on such shares or shares substituted for such shares to the extent and in the circumstances described in the Tax Act. Similar rules may apply where a Resident Holder that is a corporation is, directly or through a partnership or trust, a member of a partnership or beneficiary of a trust that owns such shares. Resident Holders to which these rules may be relevant should consult with their own tax advisors in this regard.

A Resident Holder that is a "Canadian-controlled private corporation" (as defined in the Tax Act) may be liable to pay an additional refundable tax of 6 2/3% on any taxable capital gains.

Alternative Minimum Tax

Dividends received or deemed to be received on the Common Shares and capital gains realized by a Resident Holder who is an individual (other than certain trusts) may increase such Resident Holder's liability for alternative minimum tax.

Non-Residents of Canada

The following summary is generally applicable to a Holder who, at all relevant times for purposes of the Tax Act, is neither resident nor deemed to be resident in Canada (including as a consequence of an applicable tax treaty or convention) and does not use or hold, and is not deemed to use or hold the Rights or Common Shares in connection with carrying on a business in Canada (a "**Non-Resident Holder**"). Special rules, which are not discussed in this summary, may apply to a non-resident insurer carrying on business in Canada and elsewhere.

Acquisition of Rights

Non-Resident Holders should not be subject to Canadian federal income tax or Canadian withholding tax in respect of the acquisition of Rights under this Offering.

Exercise of Rights

The exercise of Rights by a Non-Resident Holder will not constitute a disposition of Rights for purposes of the Tax Act and, consequently, no gain or loss will be realized by the Non-Resident Holder upon the exercise of the Rights.

Expiry of Rights

A Non-Resident Holder will not be subject to tax under the Tax Act in respect of the expiry of an unexercised Right.

Disposition of Rights or Common Shares

A Non-Resident Holder will not be subject to tax under the Tax Act in respect of any capital gain realized on a disposition (including a disposition by a CDS Participant on behalf of Ineligible Holders) of the Rights or Common Shares acquired on the exercise of the Rights unless the Rights or Common Shares disposed of constitute "taxable Canadian property" of the Non-Resident Holder within the meaning of the Tax Act and the Non-Resident Holder is not entitled to relief under an applicable tax treaty or convention. So long as Common Shares are listed on a designated stock exchange (which includes the TSXV) at the time of disposition, Rights or Common Shares will generally not constitute "taxable Canadian property" of a Non-Resident Holder unless, at any time during the 60-month period that ends at the time of disposition, both (i) 25% or more of the issued shares of any class of the capital stock of the Corporation were owned by or belonged to one or any combination of the Non-Resident Holder and persons with whom the Non-Resident Holder did not deal at arm's length, and (ii) more than 50% of the fair market value of the Common Shares was derived directly or indirectly from one or any combination of real or immovable property situated in Canada, Canadian resource properties (as defined in the Tax Act), timber resource properties (as defined in the Tax Act) and options in respect of, interests in, or civil law rights in, any such properties. Certain provisions of the Tax Act may deem property to be "taxable Canadian property" of a Non-Resident Holder in specific circumstances.

For Non-Resident Holders for whom the Rights or Common Shares may constitute taxable Canadian property and for whom relief is not available under an applicable tax treaty between Canada and the Non-Resident Holder's country of residence, the income tax consequences discussed above under the headings "*Residents of Canada – Disposition of Rights" "Residents of Canada - Disposition of Common Shares" and "Residents of Canada - Treatment of Capital Gains and Capital Losses*" would generally apply.

Dividends on Common Shares paid or credited, or deemed to be paid or credited to a Non-Resident Holder will be subject to a non-resident withholding tax under the Tax Act at a rate of 25% subject to reduction under the provisions of an applicable tax treaty or convention.

Non-Resident Holders should be aware that the acquisition and disposition of the Rights or Common Shares may have tax consequences in the jurisdiction where they reside not described herein. Accordingly, such holders should consult their own tax advisers about the specific tax consequences of acquiring, holding and disposing of the Rights or Common Shares applicable in their country of residence.

RISK FACTORS

Investing in the Rights and the Common Shares involves a high degree of risk. Prospective investors should carefully consider the following risks, as well as the other information contained in this Prospectus (including, without limitation, the documents incorporated by reference) prior to exercising Rights to subscribe for Common Shares. If any of the following risks actually occur, the Corporation's business could be materially harmed. The risks and uncertainties described below are not the only ones that the Corporation faces. Additional risks and uncertainties, including those of which the Corporation is currently unaware of or that it deems immaterial, may also adversely affect the Corporation's business. The risks and uncertainties described below assume completion of the Offering.

Risks Related to the Corporation, Operations and the Industry

Dependence on the Ban Phuc Nickel Project

AMR is primarily focused on the development of the Project. AMR does not own any significant assets other than those related to AMR's ownership interest in the Project which is AMR's only mineral property and represents AMR's only immediate potential for future generation of revenues. Unless AMR acquires additional property interests, any adverse developments affecting the Project could have a material adverse effect upon AMR and would materially and adversely affect the potential mineral resource production, profitability, financial performance and results of operations of AMR.

Mine Life

Based on the Project's estimated mineral resources and mineral reserves, the estimated life of the mine is approximately five (5) years. A failure to acquire new mineral properties or expand the Project's mineral resources and mineral reserves will affect the long-term sustainability and potential profitability of AMR.

Project Delay

There are significant risks that the development and completion of construction of a mine on the Project could be delayed due to circumstances beyond the Corporation's control. AMR has no control over the third parties' management, labour force, supply chain and supply of construction materials and equipment and there can be no assurance that the Project will be completed on time, on budget or according to specifications. There can be no assurance that the required construction supplies will be readily available and delivered on time to the construction site. Such supplies may be sourced from additional third parties, which may be affected by factors beyond AMR's control. Additionally, changes to government regulations, contractual and/or union disputes, labour stoppages, workplace accidents, availability of supplies, materials, tools and equipment, delay in shipment of materials and unseasonable weather patterns and conditions may hinder the construction timeline and progress. It is possible that issues with the design, specifications and/or physical location of the facilities of the Project may arise during construction due to unforeseen engineering, physical, geological and/or economic circumstances. Government and building code regulations may change requiring substantial revision to the design plan and specifications. The resolution of these issues may require the additional assistance and cost of experts, additional financing, a change to the construction plan, design, specifications, layouts and/or locations. Any such changes will delay the overall construction of the Project and will increase (possibly significantly) the costs associated therewith. Since the Project will not earn income during construction, longer construction times translate directly into higher costs of construction. Further, the delay, cost and alterations required may potentially adversely affect the timeline and the expected output.

Additionally, the Corporation will need to obtain further debt or equity financing from external sources in order to fund the balance of the development of the Project, conduct exploration activities and fund other expenses. There is no assurance that the Corporation will be able to obtain debt or equity financing on favourable terms, or at all. Further, any debt financing may impose restrictive covenants on AMR and its business, which could prevent AMR from taking advantage of business opportunities because of any limitation that may be placed on it from any future debt financing. Failure to obtain sufficient financing may result in delaying or indefinite postponement of exploration, development, or production on the Project.

Risk of the Revocation of Licences and Permits, including from any further Project Delay

The development of the Project has already been delayed for several years from the initial expected start of production and AMR has only recently been granted an extension to extend the production commencement date for the Project to June 30, 2013. Failure of AMR to complete the construction of the Project and commence production by June 30, 2013, or any failure to comply strictly with applicable laws, regulations and local practices relating to mineral rights applications, including for exploration permits and exploitation or mining licences, and tenure, could result in loss, reduction or expropriation of entitlements, the imposition of additional local or foreign parties as joint venture partners with carried or other interests or enforcement actions against us, including orders issued by regulatory or judicial authorities causing operations to cease or be curtailed, and may include corrective measures requiring capital expenditures, installation of additional equipment, or remedial actions. Furthermore, no assurance can be given that new rules and regulations will not be enacted or that existing rules and regulations will not be applied in a manner which could limit or curtail production or development. Amendments to current laws and regulations governing operations and activities or mining and milling or more stringent implementation thereof could have a material adverse impact on us.

The occurrence of these various factors and uncertainties cannot be predicted and any of them could have an adverse effect on our operations or profitability.

Certain permits, licence and other regulatory approvals required for the operation of the Project are outstanding

AMR's current operations are, and our future operations will be, subject to licences, regulations and approvals from Vietnamese governmental authorities for exploration, development, construction, operation, production, marketing, pricing, transportation, storage of waste rock, water use, taxation, environmental and health and safety matters. AMR cannot guarantee that licences or amendments to existing licences applied for will be granted or, if granted, will not be subject to possibly onerous conditions.

Any changes to exploitation or mining licences, regulations and approvals, or their availability to AMR may adversely affect our assets, plans, targets and projections. In order to complete construction and commence operation of the Project, a number of significant outstanding permits are required, including an amendment of BPNM's Mining Licence to increase throughput of ore from 200,000 tonne per annum to 360,000 tonnes per annum; land use rights for storage of waste rock; as well as permits for surface water use and water discharge. In connection with the amendment to the Mining Licence, AMR is also currently seeking approval of an amended environmental & social impact assessment report and environmental reclamation and rehabilitation report. AMR is currently progressing through the application process for the amendment to its Mining Licence and environmental reports, however, there can be no assurance that the amended licence will ultimately be issued or approval of the amended reports be obtain, and there remain significant risks that the issuance of such licences and approvals, which will have a material adverse effect on our cash flows and financial condition. There can also be no assurance that as part of the amendment to the Mining Licence the Vietnamese government will not request additional concessions from us, including financial stability and royalty provisions. Further the current government is different from the government that originally granted AMR its mining licence and we do not have a history of commercial dealing with the current administration. In addition, AMR currently has no exploration licence to enable it to carry out any exploration activities on our 150 km^2 Toa Khoa Concession. Until such exploration licence is obtained, we will not be in a position to conduct exploration activities and expand our existing resources and reserves. Failure to expand resources and reserves will affect the long-term sustainability of AMR and its ability to replenish depleting resources.

AMR will require additional capital to begin commercial production

The development and ongoing operation of any mine requires a substantial amount of capital prior to the commencement of production. Such capital requirements relate to the costs of, amongst other things, acquiring mining rights and properties, hiring employees and technical consultants, obtaining government permits, exploration and delineation drilling to determine the underground configuration of a deposit, designing and constructing the mine and processing facilities, purchasing and maintaining mining equipment and complying with financial assurance requirements established by various regulatory agencies for the future restoration and reclamation activities for each project. In the case of the Project, the Corporation will have further capital requirements. Further exploration and development by the Corporation will depend upon the Corporation's ability to obtain necessary permits and also financing through the joint venturing of projects, equity financing, debt financing or other means. There is no assurance that the Corporation will be successful in obtaining the required permits, financing or obtaining such financing on acceptable terms. Failure to obtain required financing on a timely basis or on acceptable terms could have a material adverse effect on the Corporation's financial conditions, results of operations and liquidity and could cause the Corporation to forfeit all of parts of its property and reduce or terminate its operations.

AMR may incur substantial costs in pursuing future capital requirements, including investment banking fees, legal fees, accounting fees, securities law compliance fees, printing and distribution expenses and other costs. The ability to obtain needed financing may be impaired by such factors as the capital markets (both generally and in the nickel industry in particular), the location of the Project in Vietnam and the price of nickel on the commodities markets (which will impact the amount of asset-based financing available) and / or the loss of key management personnel. Further, if the price of nickel on the commodities markets decreases, then potential revenues from the Project will likely decrease and such decreased revenues may increase the requirements for capital. If AMR is unable to obtain additional financing as needed, it may be required to reduce the scope of its operations or anticipated expansion, forfeit its interest in some or all of its properties, incur financial penalties or reduce or terminate its operations.

The Corporation has entered into an off-take agreement with a single customer for all of the production from the Project.

In April 2008, BPNM entered into an off-take agreement for all of the concentrate production from the Project from the currently defined resources. Jinchuan is a large Chinese enterprise, but there are no guarantees that Jinchuan will ultimately be able to purchase the nickel concentrate produced by the Project. The agreement also granted Jinchuan a first refusal option on additional nickel concentrates that BPNM may produce from new projects other than the Project. As such AMR's total number of customers will for the immediate future remain limited and expose us to counterparty risks associated with the financial condition of Jinchuan. As a result of this reliance on a small number of customers, AMR could be subject to adverse consequences if Jinchuan breaches its purchase commitments. The failure of Jinchuan to purchase the nickel concentrate from the Project in accordance with the terms of the contract could result in a loss of revenue if AMR is unable to sell the product from the Project to other purchasers. AMR cannot guarantee that it would be able to sell its product in the spot market or that the spot market price will be competitive to those prices that it would be expected to obtain under the off-take agreement. If AMR is unable to satisfy conditions in the contract or secure binding contract with customers, our results of operations and financial condition, could be materially adversely affected.

Increase in Capital Costs for the Project

The Technical Report estimates that the total capital expenditures from January 1, 2013 to the end of June 2013 required for the construction of the plant and commencement of production are currently estimated to be US$34.66 million. There can be no assurance that such capital costs for the Project will not exceed such amount. A significant increase in the capital costs of the Project would have a material adverse effect on our ability to complete the Project and our financial condition.

AMR may not meet its production targets or its cost estimates

The development of the Project is premised on current and projected production and capital as well as operating cost estimates. Ability to meet nickel production levels is also dependent in part on the successful development of mines and / or expansion of mining operations in the future which rely on the accuracy of predicted factors including capital and operating costs, metallurgical recoveries, reserve estimates, and future iron ore prices, as well as accurate feasibility studies, acquisition of land and surface rights and issuance of necessary permits / approvals. Actual production and costs may vary from the estimates for a variety of reasons such as estimates of grade, tonnage, dilution and metallurgical and other characteristics of the iron ore varying in the actual ore mined, revisions to mine plans, risks and hazards associated with mining, adverse weather conditions, unexpected labor shortages or strikes, equipment failures and other interruptions in production capabilities. Production costs may also be affected by increased stripping costs, increases in level of ore impurities, labor costs, raw material costs, inflation and fluctuations in currency exchange rates. Failure to achieve production targets or cost estimates could have a material adverse impact on AMR's sales, profitability, cash flow and overall financial performance.

Mining operations are vulnerable to supply chain disruptions

AMR's current and future operations could be adversely affected by shortages of, as well as lead times to deliver, strategic spares, critical consumables and mining equipment. In the past, other mining companies have experienced shortages in critical consumables, particularly as production capacity in the global mining industry has expanded in response to increased demand for commodities, and it has experienced increased delivery times for these items. Shortages of strategic spares, critical consumables or mining equipment, could in the future, result in production delays and productions shortfalls, and increases in prices could result in an increase in both operating costs and the capital expenditure to maintain and develop mining operations.

AMR and other nickel mining companies, have influence over manufacturers and suppliers of these items. In certain cases, there may be only limited suppliers for certain strategic spares, critical consumables or mining equipment who command superior bargaining power relative to AMR, or it could at times face limited supply or increased lead time in the delivery of such items.

If AMR experiences shortages, or increased lead times in delivery of strategic spares, critical consumables or mining equipment, its results of operations and financial condition could be adversely affected.

Political Risk and Economic Instability

AMR's exploration, development and operation activities occur in Vietnam. As such, AMR may be affected by possible political or economic instability in those countries. The risks include, but are not limited to, terrorism, military repression, fluctuations in currency exchange rates and high rates of inflation. Changes in resource development or investment policies or shifts in political attitude in Vietnam may prevent or hinder AMR's business activities and render the Project unprofitable by preventing or impeding future property exploration, development or mining. Operations may be affected in varying degrees by government regulations with respect to restrictions on production, price controls, export controls, restrictions on repatriation of earnings, royalties and duties, income taxes, nationalization of property or businesses, expropriation of property, maintenance claims, environmental legislation, land use, land claims of local people, water use and mine safety. The laws on foregoing investment and mining are still evolving in Vietnam and it is not known how they will evolve. The effect of these factors cannot be accurately predicted.

Vietnamese tax laws are open to interpretation and, with respect to mining and refining, there are no clear precedents to properly guide AMR's tax policies

Management of AMR considers that AMR has made adequate provision for tax liabilities to the Vietnamese national, provincial and local authorities based on correspondence with such authorities and on external advice received. However, because Vietnam's tax laws, especially with respect to mining and refining are evolving and open to interpretation, there is a risk that material additional and/or back-dated taxes and penalties may be levied on AMR, which could adversely impact its results of operations and financial condition of AMR.

Mining, processing, development and exploration activities depend, to one degree or another, on adequate infrastructure.

Reliable roads, bridges, power sources and water supply are important determinants, which affect capital and operating costs. AMR's inability to secure adequate water and power resources, as well as other events such as unusual or infrequent weather phenomena, sabotage, government or other interference in the maintenance or provision of such infrastructure could adversely affect AMR's operations, financial condition and results of operations.

AMR is dependent on outside parties for the conduct of its business

AMR has relied upon consultants, engineers and other service providers and intend to rely on these parties for development, construction, and operating expertise. Substantial expenditures are required to construct mines to establish mineral reserves through drilling, to carry out environmental and social impact assessments, to develop metallurgical processes to extract metal from ore and, in the case of new exploration, to develop the exploration and plant infrastructure at any particular site. If such parties' work is deficient or negligent or is not completed in a timely manner, it could have a material adverse effect on the Project.

Exchange rates

The profitability of AMR may decrease when affected by fluctuations in the foreign currency exchange rates between the United States dollar, the Canadian dollar, the Australian dollar and the Vietnamese dong. Exchange rate fluctuations affect the costs of development activities that AMR incurs in United States dollars, Australian dollars and Vietnamese dong. AMR does not currently take any steps to hedge against currency fluctuations.

Certain directors and officers may have conflicts of interest.

Certain of the directors and officers of AMR are engaged in, and will continue to engage in, other business activities on their own behalf and on behalf of other companies, including activities involving mining and mineral exploration, and, as a result of these and other activities, such directors and officers of AMR may become subject to conflicts of interest. The BCBCA provides that in the event that a director has an interest in a contract or proposed contract or agreement, the director shall disclose his interest in such contract or agreement and shall refrain from voting on any matter in respect of such contract or agreement unless otherwise provided under the BCBCA. To the extent that conflicts of interest arise, such conflicts will be resolved in accordance with the provisions of the BCBCA.

Illiquid market for AMR's securities

AMR shares are highly illiquid and cannot be easily sold in the market without significant risk of a loss in value. Further contributing to AMR's illiquidity, is the fact that a small group of shareholders currently hold over 86% of its Common Shares. There can be no assurance that an active market for AMR's securities will develop. In addition, the market price of the securities of AMR at any given point in time may not accurately reflect the long-term value of AMR. Furthermore, responding to any events or circumstances resulting from the risk factors described herein could result in substantial costs and divert management's attention and resources.

Risks Relating to this Offering

The Trading Price of the Common Shares may decline below the Subscription Price

The trading price of the Common Shares in the future may decline below the Subscription Price. There is no assurance that the Subscription Price will remain below any future trading price of the Common Shares. Future prices of the Common Shares may adjust positively or negatively depending on various factors, including those described herein. The exercise of Rights may not be revoked even if there is a decline in the price of the Common Shares prior to the Expiration Time on the Expiration Date.

Significant Shareholder

Pala has control over AMR and its interests may conflict with those of other Shareholders. Pala's ownership position could be substantially higher in the event it purchases all or a portion of the Common Shares offered by this Prospectus pursuant to the Standby Purchase Agreement. Assuming none of the Rights, other than those held by Pala, are exercised and Pala purchases the Standby Shares, Pala will own, directly or indirectly, 630,979,241 Common Shares, including the 47,272,727 Common Shares owned by Melior, representing approximately 81.4% of the issued and outstanding Common Shares on a non-diluted basis, plus 54,166,667 Common Share purchase warrants, which if exercised, would bring Pala's ownership interest in the Corporation to 82.6% on a partially-diluted basis. Accordingly, following the Offering, Pala will continue to have significant influence in any matter coming before a vote of Shareholders and Pala alone will be in a position to prevent approval of certain matters requiring Shareholder approval. The interests of purchasers of Common Shares pursuant to this Offering may not align with the interests of certain insiders, including Pala, participating in this Offering. Investors should be aware that votes in respect of the Common Shares may be significantly influenced by a small group of insiders as detailed in the table below. Pala is also able to effect certain fundamental changes to AMR in accordance with the BCBCA because it is able to, on its own, meet the applicable 66 2/3% voting threshold for shareholder approval to effect such changes.

Shareholder	Number of Common Shares(1)	Percentage of Common Shares Outstanding
Pala Investments Limited(2)	380,979,241	72.5%
Lion Selection Group Limited(3)	39,950,288	7.6%
Malaysia Smelting Corporation Berhad(4)	31,297,661	6%
Total	**452,227,190**	**86.1%**

Notes:

(1) Based on information posted on SEDI as of February 14, 2013.

(2) Of the 380,979,241 Common Shares, 47,272,727 Common Shares are held by Melior, a company of which Pala owns greater than 50%, and as a consequence Pala is deemed to also control the 42,272,727 Common Shares held by Melior.

(3) Of the 39,950,288 Common Shares, 16,666,666 are held by Lion Selection Group Limited and 23,283,622 are held by its affiliate Asian Lion Limited, an entity which is 63% owned by Lion Selection Group Limited.

(4) Pala has a right of first refusal to purchase the Common Shares held by Malaysia Smelting Corporation Berhad, which if exercised would bring Pala's ownership to 412,276,902 Common Shares, representing approximately 78.5% on a non-diluted basis and 80.5% on a partially diluted basis, if it exercises its 54,166,667 Common Share purchase warrants.

No Independent Due Diligence

This Offering is not underwritten. Thus, there has not been an independent "due diligence" review of matters covered by this Prospectus, such as might be conducted by an underwriter had one been affiliated with this Offering.

Holders of Rights are Responsible for Accuracy and Completeness of Subscriptions within Set Time Limits

Holders of Rights who wish to purchase Common Shares in this Offering must act promptly to ensure that all required forms and payments are actually received by the CDS Participant or Subscription Agent, holding the subscriber's Rights prior to the Expiration Time on the Expiration Date. If a holder of Rights fails to complete and sign the required subscription forms, sends an incorrect payment amount or otherwise fails to follow the subscription procedures that apply to the transaction in question, the Subscription Agent or CDS Participant may, depending on the circumstances, reject a subscription or accept it to the extent of the payment received. Neither the Corporation, the Subscription Agent or the CDS Participant undertakes to contact a Holder of Rights concerning, or attempt to correct, an incomplete or incorrect payment or subscription form. The Corporation has the sole discretion to determine whether a subscription properly follows subscription procedures.

Dilution

If a Shareholder does not exercise all of its Rights pursuant to the Basic Subscription Privilege, such Shareholder's current percentage ownership in the Corporation will be diluted by the issuance of Common Shares upon the exercise of Rights by other Shareholders, as well as the purchase of Standby Shares by the Standby Purchaser.

Dividend History or Policy

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

OWNERSHIP OF SECURITIES

To the knowledge of the Corporation, other than CDS, as at the date hereof, no person owns, beneficially or of record, either directly or indirectly, or exercises control or direction, over more than 10% of the outstanding Common Shares, except the following:

NAME	NUMBER OF COMMON SHARES OWNED	TYPE OF OWNERSHIP	PERCENTAGE OF EACH CLASS OWNED(1)
Pala Investments Limited	333,706,514	Direct	63.5%
Melior Resources Inc.(2)	47,272,727	Direct	9%

Notes:

(1) On a non-diluted basis.

(2) Melior is an entity of which Pala owns greater than 50%, and as a consequence Pala is deemed to also control the 47,272,727 Common Shares owned by Melior, resulting in Pala beneficially owning and/or controlling an aggregate of 380,979,241 Common Shares (representing approximately 72.5% of the outstanding Common Shares on a non-diluted basis).

INTEREST OF EXPERTS

Information of a scientific or technical nature regarding the Project included in this Prospectus is based upon the Technical Report prepared by Bielin Shi, Gerry Fahey, John Wyche, Andrew Kinghorn, Peter J. Lewis and Tom Gibbons, each a qualified person for NI 43-101 purposes for the Project. Each of Mr. Shi, Mr. Fahey, Mr. Wyche, Mr. Kinghorn, Mr. Lewis and Mr. Gibbons is an independent qualified person as defined by NI 43-101. As at the date hereof, each of Mr. Shi, Mr. Fahey, Mr. Wyche, Mr. Kinghorn, Mr. Lewis and Mr. Gibbons does not beneficially own, directly or indirectly, any outstanding securities of the Corporation.

The matters referred to under "Eligibility for Investment" have been passed upon on behalf of the Corporation by Stikeman Elliott LLP . Certain other legal matters related to the Offering have been passed upon on behalf of the Corporation by Stikeman Elliott LLP. As at the date hereof, partners and associates of Stikeman Elliott LLP beneficially own, directly or indirectly, in the aggregate, less than 1% of the outstanding securities of the Corporation.

The independent auditors of the Corporation are KPMG LLP. KPMG LLP has informed the Corporation that it is independent with respect to the Corporation within the meaning of the Rules of Professional Conduct of the Institute of Chartered Accountants of British Columbia.

TRANSFER AGENT, REGISTRAR AND SUBSCRIPTION AGENT

The transfer agent and registrar for the Common Shares and Subscription Agent for the Offering is Computershare Trust Company of Canada at its principal office in Toronto.

STATUTORY RIGHTS OF WITHDRAWAL AND RESCISSION

Securities legislation in certain of the provinces of Canada provides purchasers with the right to withdraw from an agreement to purchase securities. This right may be exercised within two (2) business days after receipt or deemed receipt of a prospectus and any amendment. In several of the provinces , the securities legislation further provides a purchaser with remedies for rescission or, in some jurisdictions, damages if the prospectus and any amendment contains a misrepresentation or is not delivered to the purchaser, provided that the remedies for rescission or damages are exercised by the purchaser within the time limit prescribed by the securities legislation of the purchaser's province. The purchaser should refer to any applicable provisions of the securities legislation of the purchaser's province for the particulars of these rights or consult with a legal adviser.

AUDITORS' CONSENT

We have read the short form prospectus of Asian Mineral Resources Limited (the "**Corporation**") dated February 15, 2013 (the "**Prospectus**") qualifying the distribution of rights to subscribe for and purchase from the Corporation an aggregate of up to 250,000,000 common shares of the Corporation. We have complied with Canadian generally accepted standards for an auditor's involvement with offering documents.

We consent to the incorporation by reference in the above-mentioned Prospectus of our report to the shareholders of the Corporation on the consolidated balance sheets of the Corporation as at December 31, 2011 and 2010 and January 1, 2010, the consolidated statements of operations and comprehensive loss, consolidated statements of changes in equity, and consolidated statements of cash flows for the years ended December 31, 2011 and 2010, and notes, comprising a summary of significant accounting policies and other explanatory information. Our report is dated April 29, 2012.

(Signed) KPMG LLP
Chartered Accountants

Vancouver, British Columbia
February 15, 2013

CERTIFICATE OF THE CORPORATION

Dated: February 15, 2013

This short form prospectus, together with the documents incorporated by reference, constitutes full, true and plain disclosure of all material facts relating to the securities offered by this short form prospectus as required by the securities legislation of British Columbia, Alberta, Ontario, Manitoba, Newfoundland, New Brunswick and Saskatchewan.

By: (Signed) Simon Booth
Chief Executive Officer

By: (Signed) Paula Kember
Chief Financial Officer

On behalf of the Board of Directors

By: (Signed) Robin Widdup
Director

By: (Signed) Christopher Castle
Director