

ASIAN MINERAL RESOURCES LIMITED

MANAGEMENT'S DISCUSSION AND ANALYSIS (Expressed in Canadian dollars, in accordance with IFRS)

QUARTER ENDED MARCH 31, 2018

The following discussion of the operating results and financial position of Asian Mineral Resources Limited (the "Company" or "AMR") should be read in conjunction with the Company's audited consolidated financial statements and related notes for the fiscal year ended December 31, 2017, which have been prepared in accordance with International Financial Reporting Standards (IFRS) which were prepared by management and are available on the System for Electronic Document Analysis and Retrieval (SEDAR) at www.sedar.com. Amounts are in Canadian dollars unless otherwise stated. References to "the Company", "AMR", "we", "our" and "us" means Asian Mineral Resources Ltd., its predecessors and consolidated subsidiaries, or any one or more of them, as the context requires.

This MD&A has been prepared as of May 28, 2018 with reference to National Instrument 51-102 "Continuous Disclosure Obligations" of the Canadian Securities Administrators.

Forward-Looking Information

This management discussion and analysis ("MD&A") contains "forward-looking information" which may include, but is not limited to, statements with respect to the future financial or operating performance of the Company, its subsidiaries, its affiliates, its projects, future metal prices, the estimation of mineral reserves and mineral resources, the realization of mineral reserve and resource estimates, the timing and amount of estimated future production, revenues, margins, costs of production, estimates of initial capital, sustaining capital, operating and exploration expenditures, costs and timing of the development of deposits, costs and timing of future exploration, requirements for additional capital, foreign exchange risks, governmental regulation of mining operations and exploration operations, timing and receipt of approvals, consents and permits under applicable mineral legislation, environmental risks, title disputes or claims, limitations of insurance coverage and regulatory matters. 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", "targets", "aims", "anticipates" or "believes" or variations (including negative variations) of such words and phrases, or may be identified by statements to the effect that certain actions, events or results "may", "could", "would", "should", "might" or "will" be taken, occur or be achieved.

Forward-looking statements involve known and unknown risks, uncertainties and a variety of material factors, many of which are beyond the Company's control which may cause the actual results, performance or achievements of AMR, its subsidiaries and affiliated companies to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. Readers are cautioned that forward-looking statements may not be appropriate for other purposes than outlined in this document. Such factors include, among others, future metal prices; general business, economic, competitive, political and social uncertainties; the actual results of current exploration and development activities; conclusions of economic evaluations and studies; fluctuations in the value of the U.S. dollar relative to the local currencies in the jurisdictions of the Company's key projects; changes in project parameters as plans continue to be refined; possible variations of ore grade or projected recovery rates; accidents, labour

disputes or slow-downs and other risks of the mining industry; climatic conditions; political instability, insurrection or war, civil unrest or armed assault; labour force availability and turnover; delays in obtaining financing or governmental approvals or in the completion of exploration and development activities; as well as those factors referred to in the section entitled “Risks and Uncertainties” section of the MD&A. The reader is also cautioned that the foregoing list of factors is not exhausted of the factors that may affect the Company’s forward-looking statements.

Although the Company 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 document and, except as required by applicable law, the Company disclaims any obligation to update any forward-looking statements, whether as a result of new information, future events or results or otherwise. 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.

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.

BUSINESS

The Company 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 *British Columbia Business Corporations Act*. The Company 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 Company owns 90% of Ban Phuc Nickel Mines LLP (“**BPNM**”), a limited liability company established in 1993 under the laws of the Socialist Republic of Vietnam pursuant to a Foreign Investment Licence (“**FIL**”) and a related Joint Venture Agreement and Charter whereby AMRN and Mineral Development Company (“**Mideco**”), an agency of the Ministry of Heavy Industry of Vietnam, formed BPNM to jointly explore and develop what was originally a 600 km² area designated in the FIL and is now 150 km² in Son La Province in north west Vietnam. Ownership of BPNM was originally held by AMRN as to 70% and by Mideco as to 30%. Mideco subsequently assigned a 10% interest in BPNM to Son La Mechanical Engineering Company, a company which was privatized and renamed Son La Mechanical Engineering Joint Stock Company (“**Coxama**”). In mid-2006, AMRN acquired Mideco’s 20% interest so as to increase its interest to its current 90%.

The FIL was replaced in 2006 by an investment certificate issued under a new Law on Enterprises which provides for the establishment, management, organization and operation of various types of business enterprise carrying on business in all economic sectors in Vietnam and an Investment Law which replaced the legislation under which the FIL was granted. Concurrently, the Joint Venture Agreement and Charter were amended to conform with the new legislation and the revised ownership of BPNM. Development of the Project was completed in mid-2013 and commercial production was reached in November 2013.

The Ban Phuc operation mined over 0.976 million tonnes of ore over a 3.5 year mine life, producing 20,988 tonnes of nickel and 10,245 tonnes of copper in concentrate. There were 220,262 dmt of concentrate in 42 shipments with gross revenues of US \$212.7 million. In total 11.9 kms of decline and lateral development were completed. The operation successfully

employed local workers, where at its peak there was a 94% national workforce. The mine was placed on care and maintenance in October 2016, reflecting lower commodity prices and the short reserve life. Significant resources remain however higher metal prices and lower taxes/tariffs would be required in order for these to be economic.

The Company's subsidiary, BPNM was awarded its mineral exploration license ("Exploration License") in July 2014 and commenced an exploration programme which provided for the exploration of nickel-copper mineralization over a significant area around its operating Ban Phuc nickel mine in Son La, Vietnam. Highlights of the Exploration License are:

- Provides BPNM with exclusive rights to explore within 49.7 km² of Son La province, Vietnam.
- Immediate focus on targeted extensions to the currently operating Ban Phuc mine.
- Encompasses multiple high-priority targets already identified and well understood by BPNM through its surface exploration programme.
- Following successful exploration, allows BPNM to apply for and obtain additional mining licences with no auction requirements (subject to positive feasibility study and EIA).

Q1 2018 Highlights

- The exploration drill program continued on the '*Ban Khang*' prospect.
- Ban Phuc continued to maintain its strong safety performance while in care and maintenance.
- No reportable environmental incidents. Environmental monitoring remains in place through care and maintenance with all results within target limits.
- Environmental and stability monitoring of the tailings storage facility continued with all data continuing to be reviewed by the design engineer, Knight Piesold.

Subsequent Events

- *Sale of Vietnam Assets:*

Subsequent to quarter end, the Company entered into an agreement (the "Sale Agreement") to divest its 90% ownership interest in the Ban Phuc Nickel Mine in Vietnam to Ta Khoa Mining Limited, a company established by its longstanding in-country senior manager, Stephen Ennor. Completion of the Sale Agreement is subject to shareholders' approval and certain customary conditions of closing, including approval of the TSX Venture Exchange.

Under the terms of the Sale Agreement, the consideration for the sale is the assumption of existing trade payables, tax and other creditor liabilities of the Company's subsidiary, BPNM. The Company will retain the rights to receive 50% of any sale proceeds in excess of US\$2,000,000 from the sale of the Vietnamese assets completed less than six months after closing of the Sale Agreement, and 25% of any sale proceeds in excess of US\$2,000,000 from the sale of the Vietnamese assets completed between six and eighteen months after closing of the Sale Agreement.

- *Short-term loans from Pala Investments Limited (“Pala”)*

Subsequent to quarter end, the Company announced that it had received three loans totalling a principal amount of US\$630,000 to assist the Company with funding working capital requirements and redundancy payments to the employees of BPNM. The loans carry an interest rate of 5% per annum, and have a fixed maturity date of March 31, 2019. The loans are unsecured and the Company has the right at any time to repay some or all of the outstanding loans without restriction or prepayment charges.

- *Other Corporate matters:*

On April 20, 2018 Ms. Southwell resigned as a director of the Company and was replaced by Duncan Blount, who is also the Company’s Chief Executive Officer.

On April 30, 2018 redundancy notices and payments were made to all BPNM staff. On May 1, 2018 new employment contracts were issued to key on site personnel (23 staff) for maintaining security and continuing infrastructure care and maintenance.

Outlook for 2018 and 2019

- The Company will hold its Annual General Shareholder Meeting on July 17, 2018 where it will ask the shareholders to approve the sale of the Vietnamese assets. The Company is conducting due diligence on several potential assets for acquisition, with the objective of finding a transaction on which to build AMR. Thus far, the focus has primarily been on base metal projects in the Americas, Sub-Saharan Africa, and Asia-Pacific regions.
- Until such time as the Vietnam assets are sold, the Company will continue with the ongoing maintenance of the Ban Phuc infrastructure, monitoring and compliance of environmental requirements and continued care and maintenance activities at the minesite.

BAN PHUC MINE

Most of the existing massive sulphide vein (“MSV”) reserves at Ban Phuc have been mined. The focus at Ban Phuc is to continue ongoing low-level exploration work in the immediate term in line with future growth plans.

FINANCIAL SUMMARY

Selected Annual Information

	Quarter to March 31, 2018	Quarter to March 31, 2017	Quarter to March 31, 2016
Sale revenue	\$-	\$536,927	\$16,121,857
Interest income	\$814	\$1,101	\$7,709
Net loss	(\$768,758)	(\$594,336)	(\$1,504,045)
Loss per common share (basic)	\$0.00	\$0.00	\$0.00
Loss per common share (diluted)	\$0.00	\$0.00	\$0.00
Total assets	\$1,431,476	\$5,688,062	\$23,698,857
Total non-current liabilities	\$1,696,857	\$1,541,577	\$1,782,627

Additional Disclosure for Venture Issuers without Significant Revenue (all figures relate to the Ban Phuc Property)

	Quarter to March 31, 2018	Quarter to March 31, 2017	Quarter to March 31, 2016
Expensed exploration costs	\$160,519	\$94,969	\$185,696
Expensed research and development costs (net of depreciation)	Nil	Nil	Nil
Building, infrastructure, mine, plant, machinery, motor vehicles (net of depreciation)	\$ -	\$22,434	\$5,504,444
Furniture and office equipment, licences and franchises (net of depreciation/amortization)	\$ -	\$8,246	\$1,196,380
Construction in progress	Nil	Nil	Nil

Results of Operations for the Quarter Ended March 31, 2018

For the quarter ended March 31, 2018 and 2017, AMR incurred a net loss of \$768,758 or \$0.00 (fully diluted \$0.00) per share and a net loss \$594,336 or \$0.00 (fully diluted \$0.00) per share, respectively.

The Ban Phuc mine was placed on care and maintenance in the fourth quarter of 2016. Therefore both the 2018 and 2017 first quarter results contain no production revenues or production costs. The revenue in Q1 2017 reflects the final price adjustment on settlement of the final shipment of concentrate in 2016.

The detailed operating results for the quarters ended March 31, 2018 and 2017 as follow:

	2018	2017
Revenue	\$ -	\$ 536,927
Operating costs		
Care and maintenance costs		
Site, camp administrative costs	(38,244)	(197,546)
Plant costs	(39,510)	(23,999)
Other costs	(6,255)	(30,711)
General administrative expenses		
Salaries, wages and benefits	(332,940)	(522,458)
Professional and regulatory	(49,507)	(69,335)
Travel	(20,548)	(16,515)
Office, administrative and share-based compensation	(117,085)	(124,134)
Exploration	(160,519)	(94,969)
Finance income	814	1,101
Finance expenses	(45,626)	(104,240)
Other income	40,663	51,543
Loss for the period	\$ (768,758)	\$ (594,336)

There was no shipment of concentrate in either Q1 2018 or 2017 as the Company moved to care & maintenance at the Ban Phuc mine during the fourth quarter of 2016.

Care and maintenance costs:

Ban Phuc commenced recording care and maintenance costs January 1, 2017.

- Site and camp administrative costs represented salaries/wages and catering for site/camp employees, along with electricity and other administrative costs. These costs reduced to \$38,244 in Q1 2018 (2017: \$197,546) as a result of (i) further headcount and administrative costs cuts; (ii) reclassification of headcount related to the plant to plant costs
- Plant costs increased to \$39,510 in the first quarter of 2018 (2017: \$23,999) mainly due to reclassification of salaries/wages for plant employees was from site and camp administrative costs.
- Other care & maintenance costs reduced to \$6,255 in Q1 2018 from \$30,711 in the same 2017 quarter reflecting a continuing cost cutting program at Ban Phuc.

General administrative expenses:

- Salaries, wages and benefits costs were \$332,940 in the first quarter of Q1 2018 down from \$522,458 during the 2018 period reflecting a lower number of employees and a reduction in overtime.
- Professional, regulatory and other fees in Q1 2018 were \$49,507 (2017: \$69,335) reflecting the minimization of outsourced consultants.
- Travel costs of \$20,548 during Q1 2018 were marginally less than the same 2017 period, when they were \$16,515.
- Office, administrative and share-based compensation costs decreased slightly in the first quarter of 2018 to \$117,085 from \$124,134 in Q1 2017.

An expanded drill program during the November 2017 to March 2018 period resulted in higher exploration costs in Q1 2018 in the amount of \$160,519 as compared with \$94,969 during the 2017 period.

Financial expenses decreased to \$45,626 in the first quarter 2018 from \$104,240 in the same 2017 quarter. The 2017 quarter reflected foreign exchange losses incurred on payment of various consultants utilized in a corporate transaction which was aborted in late 2016.

Other comprehensive loss:

Other comprehensive loss for the quarter ended March 31, 2018 results from movements in the US dollar relative to the Canadian dollar as applied to the translation of the Company's Vietnamese subsidiary whose functional currency is the US dollar. The US dollar: Canadian dollar exchange rate changed to 1.264 at March 31, 2018 (2017: 1.330) from 1.2545 at December 31, 2017 (2016: 1.3426). The movement between quarters resulted in other comprehensive loss of \$316,597 in Q1 2018 as compared with other comprehensive income of \$86,269 during the 2017 first quarter.

Vietnam Tax Audit:

In March 2017, the General Department of Taxation ("GDT") commenced a tax audit at BPNM with regards to various types of taxes including value added tax, personal income tax, royalty tax, environmental protection fee, foreign contractor tax and corporate income tax for the period from 2010 to 2016. The Company had previously been audited for the period from 2010 to 2014 by the Son La Department of Taxation who had finalized its tax audit at the provincial level. Although the GDT has not issued any draft or official tax audit minutes, based on discussions with the GDT, the Company's management was notified of a number of matters, detailed as follows.

Royalty tax:

The royalty tax liabilities that remain outstanding as of March 31, 2018 were historically accrued based on the prescribed methodology as stipulated by the Son La People's Committee ("Son La"). In 2014 the Son La Department of Natural Resources determined the ratio applicable to the Company for converting the quantity of finished concentrate into gross ore mined upon which the royalty taxes are based should be 7:1. This ratio was based on early plant commissioning and operation during which low grade ore was processed resulting in an unreasonably high ratio. The Company has determined that the 7:1 ratio resulted in significantly higher estimates of ore mined compared with actual ore production and therefore significantly higher royalties. The Company estimates the excess royalties paid and/or accrued to be

approximately \$4.5 million higher than if they had been based on the actual ore production. On 31 January 2018 the Company received an official letter from Son La which acknowledges the total quantity of gross ore mined and concentrate produced by the Company for the period from July 2013 to September 2016 reflecting an actual ratio of ore mined to concentrate of closer to 4:1. The Company strongly believes that such official letter serves as the key evidence to support the Company's method used in determining the actual quantity of ore which would ultimately result in a refund of a portion of royalties previously paid.

Both GDT and the Company share the view that the quantity of natural resource actually exploited (the "input" method") should be used for the royalty tax calculation. However, GDT and the Company do not agree on the definition of actually exploited resources. The GDT is of the view that exploited resources includes waste rock and soil in addition to processed ore which would increase the volumes subject to royalties. The Company has estimated that using the input method based on the GDT methodology the potential liability would be reduced from the amount currently accrued by approximately \$0.4 million. Given the ongoing discussions with the GDT and uncertainty in the final royalty determination, no reduction of the historical accrual has been recorded.

Environmental protection fee:

The environmental protection fee ('EPF') is applied at a rate based on either (1) actual exploited resources, or (2) for minerals which must be screened, sorted or enriched before sale, based on an estimated quantity of gross ore mined using a ratio for converting the quantity of finished mineral production. The Company historically accrued the EPF based on the first method as agreed with Son La using total exploited resources, including both ore mined and waste rock and soil, multiplied by the applicable EPF fee rate. The GDT is of the view that the Company should have used the second method since the mined ore is subject to further processing into concentrate. Using the GDT method based on the ratio of 7:1 determined by the Son La Department of Natural Resources, the Company estimates the additional potential liability could be as much as \$1.2 million higher. However based on the actual ratio of closer to 4:1 as noted above, the Company estimates a potential reduction in the liability of \$0.3 million. Given the ongoing discussions with the GDT and uncertainty in the final EPF determination, no adjustment to the historical accrual has been recorded.

Value-added tax:

The Company, through its Vietnam subsidiary pays value added tax (VAT) on the purchase and sale of goods and services at a rate of 5% and 10%. The Company's concentrate is a processed natural resource/mineral which is subject to VAT and applicable tax rate of 0% VAT when exported. The net amount paid or payable is recoverable, but such recovery is subject to review and assessment by local tax authorities. During the year ended December 31, 2016, the Vietnamese Ministry of Finance amended the value-added tax law whereby an entity operating in the mineral industry would be entitled to a VAT refund if the ratio of its mining costs, (including power and other energy costs) to total production costs is under 51% based on 2015 audited figures. The Company determined that its ratio of mining costs to total production costs for 2015 was higher than the 51% threshold, therefore the Company did not recognized VAT receivables in respect of costs incurred subsequent to July 1, 2016.

The GDT had determined that the Company owes an amount of \$246,801 to refunds received during 2016 that it was not entitled to. The Company has therefore accrued this payable as at March 31, 2018 along with penalties and interest, estimated at \$49,360 and \$66,883 respectively.

Personal income tax:

Historically the Company applied remote area allowances for Hanoi-based employees and for staff employed for a period greater than five years who are not eligible for concessional personal income tax (“PIT”) allowances in the declaration and payment of PIT. On the assumption that the expatriates who worked full time in Hanoi and travelled back and forth to the mine site were not subject to non-taxable remote area allowance, the GDT has determined that additional PIT estimated at \$2,051,950 is owed, therefore the Company has accrued this amount at March 31, 2018. The associated potential penalties and interest are estimated at \$314,193 and \$859,963 respectively which have also been accrued. The Company is proposing the tax authority consider applying the remote allowance for the periods the expatriates actually worked at the mine site, however the GDT has not responded to this position.

LIQUIDITY AND CAPITAL RESOURCES

As at March 31, 2018, the Company had on hand cash and cash equivalents of \$104,512 (December 31, 2017: \$502,367).

Cash used in operating activities decreased by \$1,010,046 between the first quarters ended March 31, 2018 and 2017, to operating cash generated of \$397,441 in the Q1 2018 period compared to \$1,407,487 in the same quarter in 2017. This change in operating activities reflects: i) \$174,421 higher operating loss in Q1 2018; ii) \$51,282 increase in items not involving cash; (iii) \$1,449,368 increase in non-cash operating working capital, primarily due to a \$1,958,286 change in accounts payable and accrued liabilities. Additionally net change in the foreign currency translation of \$359,828 affected the cash used in operating activities

No cash was used in investment activities and financing activities during either Q1 2018 or Q1 2017.

The Company requires a current cash injection in order to meet anticipated expenditures. Subsequent to the quarter end, the Company obtained loans of US\$180,000, and US\$380,000 and US\$70,000 from Pala, the majority shareholder of the Company, which will be used to pay employee termination payments and certain other costs to prepare BPNM for potential sale, restructuring or liquidation. The Company is currently negotiating the sale of AMRN to Ta Khoa Mining Limited, a company registered in the British Virgin Islands. Completion of the transaction is subject to the approval of the Company’s shareholders at a meeting which is expected to be held in July 2018. This sale will reduce the burden of obtaining funds for ongoing Vietnam expenditures. However the Company has determined it is in need of additional funding to continue. There can be no assurance that the Company will be able to complete the sale of BPNM. Failure to obtain sufficient financing could result in a delay in the potential sale of BPNM or abandonment of the Ban Phuc mine and could force the Company into reorganization, bankruptcy or insolvency proceedings. Additional financing may not be available when needed or, if available, the terms of such financing might not be favourable to the Company and might involve substantial dilution to existing shareholder. These factors indicate the existence of a material uncertainty that casts significant doubt about the Company’s ability to continue as a going concern.

The Company had the following contractual obligations at March 31, 2018:

	Payment due by period		
	Total	Less than 1 year	1 – 3 years
Purchase obligations	309,249	309,249	-
Due to related parties (1)	1,210,853	1,210,853	
Other obligations (including taxes & fees)	10,942,913	9,246,056	1,696,857
Total	12,463,015	10,766,158	1,696,857

(1) Represents payable to Pala for advisory fees, secondment of personnel and reimbursement of travel costs in the amount of \$796,623, payable to Directors of the Company \$402,520 for director fees, and \$11,700 payable to executive officers for monthly consultant service.

Summary of Quarterly Results

	Mar 31, 2018	Dec 31, 2017	Sep 30, 2017	June 30, 2017	Mar 31, 2017	Dec 31, 2016	Sep 30, 2016
Concentrate Sold (dmt)	-	-	-	-	-	4,707	11,895
Sale revenues	-	-	-	-	\$536,927	\$4,691,970	\$10,938,261
Interest income	\$814	\$1,601	\$1,920	\$3,102	\$1,101	\$119,592	\$1,502
Royalty	-	-	-	-	-	\$1,417,135	\$411,605
Production costs	-	-	-	-	-	\$5,979,222	\$9,526,536
Concentrate transport & logistics	-	-	-	-	-	\$28,612	\$1,118,869
Care & maintenance costs	\$84,009	\$78,910	\$168,020	\$270,589	\$252,256	-	-
General & administrative expenses	\$520,080	\$3,006,597	\$995,376	\$886,193	\$732,442	\$1,430,490	\$2,128,853
Exploration	\$160,519	\$213,977	\$101,349	\$110,847	\$94,969	\$386,911	\$143,922
Other income/ (expense)	\$40,663	\$8,868	(\$202,922)	\$63,448	\$51,543	(\$224,508)	\$157,113
Financial income/(expense)	(\$44,812)	(\$1,326,163)	(\$88,406)	(\$117,174)	(\$103,139)	(\$60,951)	(\$32,352)
Net Loss	(\$768,758)	(\$4,616,780)	(\$1,556,073)	(\$1,321,355)	(\$594,336)	(\$4,835,855)	(\$2,266,763)
Income (Loss) per share (non-diluted)	(\$0.00)	(\$0.01)	(\$0.00)	(\$0.00)	(\$0.00)	(\$0.01)	(\$0.00)
Income (Loss) per share (diluted)	(\$0.00)	(\$0.01)	(\$0.00)	(\$0.00)	(\$0.00)	(\$0.01)	(\$0.00)
Total Assets	\$1,431,476	\$1,841,600	\$2,862,279	\$4,345,272	\$5,688,062	\$7,624,185	\$13,694,309

SIGNIFICANT ACCOUNTING POLICIES AND ESTIMATES

In the application of the group's accounting policies, which are described in Note 3 of the notes to the consolidated financial statements, management is required to make judgments, estimates, and assumptions about carrying values of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgments. Actual results may differ from these estimates.

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

The following are the critical judgments that management has made in the process of applying the group's accounting policies and that have the most significant effect on the amounts recognized in the Financial Statements:

Basis of presentation

The consolidated financial statements of the Company have been prepared in accordance with International Accounting Standards ("IAS 34") "Interim Financial Reporting". The consolidated financial statements include the accounts of the Company and its wholly owned subsidiaries, AMR Nickel and Asian Nickel Exploration Limited and its 90% owned BPNM joint venture which is fully consolidated. The Company's presentation currency is Canadian dollars. The functional currency of AMR and its subsidiaries AMR Nickel Limited and Asian Nickel Exploration Limited is the Canadian dollar, while the U.S dollar is the functional currency of its subsidiary BPNM.

Going Concern

In October 2016, the Ban Phuc mine was placed on care and maintenance.

As at March 31, 2018, the Company had cash and cash equivalents of \$104,512 and working capital of negative \$9,688,277. During the quarter ended March 31, 2018, the Company generated a net loss of \$768,758 and had an accumulated deficit of \$151.9 million.

The Company requires a current cash injection in order to meet anticipated expenditures.

A number of strategic options have been explored. Subsequent to quarter-end the Company announced it had entered an agreement to all of its assets in Vietnam, comprising the Ban Phuc mining operation held by the Company's 90% owned subsidiary, BPNM. The sale is subject to shareholder approval at the Annual General Meeting scheduled for July 17, 2018. In April and May, the Company obtained loans of US\$180,000, US\$380,000 and \$70,000 from Pala, the majority shareholder of the Company, which will be used to pay employee termination payments and certain other costs to prepare BPNM for potential sale, restructuring or liquidation. The Company has determined it is in need of additional funding to continue. There can be no assurance that the Company will be able to complete the sale of BPNM. Failure to obtain sufficient financing could result in a delay in the potential sale of BPNM or abandonment of the Ban Phuc mine and could force the Company into reorganization, bankruptcy or insolvency proceedings. Additional financing may not be available when needed or, if available, the terms of such financing might not be favourable to the Company and might involve substantial dilution to existing shareholders.

These factors indicate the existence of a material uncertainty that casts significant doubt about the Company's ability to continue as a going concern.

The business of mining and exploring for minerals involves a high degree of risk and there can be no assurance that current operations, including explorations programs, will result in profitable mining operations. The recoverability of the carrying value of exploration and development properties and the Company's continued existence is dependent upon the preservation of its interest in the underlying properties, the discovery of economically recoverable reserves, the achievement of profitable operations, the ability of the Company to raise additional financing, if necessary, or alternatively upon the Company's ability to dispose of its interest on an advantageous basis. Changes in future conditions could require material write-downs of the carrying values.

Asset Impairment

The Company's mining and processing assets, and other tangible and intangible assets were fully depreciated and amortized as at December 31, 2017.

To determine fair value, management assesses the recoverable amount of the assets using the net present value of expected future cash flows. The assessment of fair values requires the use of judgments and assumptions for estimated recoverable production, long term commodity prices, discount rates, rehabilitation costs, future capital requirements and operating performance. Changes in any of these judgments or assumptions could result in a significant difference between the carrying amount and fair value of these assets.

Provision for rehabilitation costs

The Company is required to decommission, rehabilitate and restore mines and processing sites at the end of their producing lives to a condition acceptable to the relevant authorities. The provision has been calculated taking into account the estimated future obligations including the costs of dismantling and removal of facilities, restoration and monitoring of the affected areas. The provision for future restoration costs is the estimate agreed with the expenditure required to settle the restoration obligation at the reporting date.

At March 31, 2018, there was a provision for rehabilitation of \$418,184 (December 31, 2017: \$406,904). As of March 31, 2018, the Company has deposited with Vietnam Government \$353,595 (December 31, 2017: \$344,057) as an advance deposit for future closure and rehabilitation expenditures.

Ore reserve estimates

Estimates of recoverable quantities of reserves include assumptions on commodity prices, exchange rates, discount rates and production costs for future cash flows. It also involves assessment and judgment of difficult geological models. The economic, geological and technical factors used to estimate ore reserves may change from period to period. Changes in ore reserves affect the carrying values of mine properties, property, plant and equipment and the provision for rehabilitation assets. Ore reserves are integral to the amount of depreciation and amortization that will be charged to the Consolidated Statement of Operations and Comprehensive Loss.

Share-based compensation

The Company has a share option plan, under which the fair value of all share-based awards is estimated using the Black-Scholes Option-Pricing Model at the grant date and amortized over the

vesting periods. An individual is classified as an employee when the individual is an employee for legal or tax purposes or provides services similar to those performed by a direct employee, including directors of the Company. Share-based payments to non-employees are measured at the fair value of the goods or services received or the fair value of the equity instruments issued if it is determined the fair value of the goods or services cannot be reliably measured and are recorded at the date the goods or services are received. The amount recognized as an expense is adjusted to reflect the number of awards expected to vest.

Upon the exercise of the share purchase options, consideration paid together with the amount previously recognized in the share-based payment reserve is recorded as an increase to capital. Charges for share purchase options that are forfeited before vesting are reversed from the share-based payments reserves. For those share purchase options that expire or are forfeited after vesting, the amount previously recorded in share-based payments reserve is transferred to deficit.

During the first quarter 2018, the Company recognized share-based compensation expense related to share options in the amount of \$61,461 (first quarter 2017: nil).

Off-Balance Sheet Arrangements

The Company does not have any off-balance sheet arrangements at March 31, 2018.

Accounting Policies

IFRS 9 Financial Instruments

IFRS 9 sets out requirements for recognizing and measuring financial assets, financial liabilities and some contracts to buy or sell non-financial items. This standard replaces IAS 39 Financial Instruments: Recognition and Measurement. The adoption of IFRS 9 did not have a material impact on the consolidated financial statements because of the nature of the Company's operations and the types of financial assets that it holds.

(i) Classification and measurement of financial assets and financial liabilities

IFRS 9 largely retains the existing requirements in IAS 39 for the classification and measurement of financial liabilities. However, it eliminates the previous IAS 39 categories for financial assets of held- to-maturity, loans and receivables, and available for sale.

Under IFRS 9, on initial recognition, a financial asset is classified as measured at: amortized cost; Fair Value in Other Comprehensive Income ("FVOCI") – debt investment; FVOCI – equity investment; or Fair Value Through Profit or Loss ("FVTPL"). The classification of financial assets under IFRS 9 is generally based on the business model in which a financial asset is managed and its contractual cash flow characteristics. Derivatives embedded in contracts where the host is a financial asset in the scope of the standard are never separated. Instead, the hybrid financial instrument as a whole is assessed for classification.

A financial asset is measured at amortized cost if it meets both of the following conditions and is not designated as at FVTPL:

- it is held within a business model whose objective is to hold assets to collect contractual cash flows; and

- its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

A debt investment is measured at FVOCI if it meets both of the following conditions and is not designated as at FVTPL:

- it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets; and
- its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

On initial recognition of an equity investment that is not held for trading, the Company may irrevocably elect to present subsequent changes in the investment's fair value in OCI. This election is made on an investment-by-investment basis.

All financial assets not classified as measured at amortized cost or FVOCI as described above are measured at FVTPL. This includes all derivative financial assets. On initial recognition, the Company may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortized cost or at FVOCI as at FVTPL if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise.

A financial asset (unless it is a trade receivable without a significant financing component that is initially measured at the transaction price) is initially measured at fair value plus, for an item not at FVTPL, transaction costs that are directly attributable to its acquisition.

The following accounting policies apply to the subsequent measurement of financial assets.

Financial assets at FVTPL	These assets are subsequently measured at fair value. Net gains and losses, including any interest or dividend income, are recognized in profit or loss.
Financial assets at amortized cost	These assets are subsequently measured at amortized cost using the effective interest method. The amortized cost is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment are recognized in profit or loss. Any gain or loss on derecognition is recognized in profit or loss.
Debt investments at FVOCI	These assets are subsequently measured at fair value. Interest income calculated using the effective interest method, foreign exchange gains and losses and impairment are recognized in profit or loss. Other net gains and losses are recognized in OCI. On derecognition, gains and losses accumulated in OCI are reclassified to profit or loss
Equity investments at FVOCI	These assets are subsequently measured at fair value. Dividends are recognized as income in profit or loss unless the dividend clearly represents a recovery of part of the cost of the investment. Other net gains and losses are recognized in OCI and are never reclassified to profit or loss.

There were no adjustments on adoption of IFRS 9 on the carrying amounts of financial assets at January 1, 2018.

(ii) Impairment of financial assets

IFRS 9 replaces the ‘incurred loss’ model in IAS 39 with an ‘expected credit loss’ (“ECL”) model. The new impairment model applies to financial assets measured at amortized cost, contract assets and debt investments at FVOCI, but not to investments in equity instruments. The impairment model in IFRS 9 applies additionally to lease receivables and financial guarantee contracts. The Company has no such items.

The financial assets at amortized cost consist of accounts receivables, cash and cash equivalents.

Measurement of ECLs

ECLs are a probability-weighted estimate of credit losses. Credit losses are measured as the present value of all cash shortfalls (i.e., the difference between the cash flows due to the entity in accordance with the contract and the cash flows that the Company expects to receive). ECLs are discounted at the effective interest rate of the financial asset.

Credit-impaired financial assets

At each reporting date, the Company assesses whether financial assets carried at amortized cost and debt securities at FVOCI are credit-impaired. A financial asset is ‘credit-impaired’ when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.

Presentation of impairment

Loss allowances for financial assets measured at amortized cost are deducted from the gross carrying amount of the assets. Impairment losses related to accounts and other receivables are presented separately in the statement of profit or loss and OCI. Impairment losses on other financial assets are presented under ‘finance costs’, similar to the presentation under IAS 39, and not presented separately in the statement of profit or loss and OCI due to materiality considerations.

Impact of the new impairment model

For assets in the scope of the IFRS 9 impairment model, impairment losses are generally expected to increase and become more volatile. The Company has determined that the application of IFRS 9’s impairment requirements at 1 January 2018 did not result in an additional impairment allowance.

IFRS 15 Revenue from Contracts with Customers

On May 28, 2014, the IASB issued IFRS 15 Revenue from Contracts with Customers establishes a comprehensive framework for determining whether, how much and when revenue is recognized. It replaces existing revenue recognition guidance, including IAS 18 Revenue, IAS 11 Construction Contracts and IFRIC 13 Customer Loyalty Programs. The Company also adopted IFRS 15 on January 1, 2018 however the adoption did not have a significant impact to the consolidated financial statements as the Company is not currently generating revenue from its operations.

IFRS 16 Leases

In January of 2016, the IASB issued IFRS 16 Leases (“IFRS 16”), which replaces the existing leasing standard, IAS 17 Leases. The new standard effectively eliminates the distinction between operating and finance leases for lessees, while lessor accounting remains largely unchanged with the distinction between operating and finance leases retained. IFRS 16 takes effect on January 1, 2019, with earlier application permitted. The Company has not yet evaluated the impact of adopting this standard and does not intend to early adopt.

TRANSACTIONS WITH RELATED PARTIES

Directors

Directors fees recognized in the first quarter of 2018 were \$27,181 (Q1 2017: \$53,673). Directors fees have been accrued but not paid to directors in recent years. At March 31, 2018, \$402,520 in director fees were payable to current and previous directors of the Company.

Key management

Salary expense incurred and accrued to key management persons during Q1 2018 totalled \$98,232 (Q1 2017: \$222,370). Share based payments to directors and senior officers during the quarter ended March 31, 2018 was \$61,461 (Q1 2017: Nil).

Pala Investment Limited

During 2012 Pala Investment Limited (Pala) became a controlling shareholder of the Company.

On May 25, 2012, Pala purchased 108,333,333 units of the Company for gross proceeds of \$6,500,000. Each unit consisted of one common share and one half of one common share purchase warrant which entitles Pala to purchase one common share at a price of \$0.10 until May 25, 2017. Concurrently with this private placement, Pala purchased 49,481,600 AMR shares from the previous controlling shareholder. Following these transactions two Pala nominees were appointed to the Company’s board of directors.

On December 18, 2012 Pala purchased 150,000,000 common shares of the Company under a private placement.

On December 20, 2012 Pala announced that they had purchased 25,891,581 shares of the Company by way of a share purchase agreement with a third party.

On March 28, 2013 Pala purchased 158,845,081 common shares of the Company pursuant to the exercise of its basic subscription privilege in full under the Company’s rights offering. In addition Pala purchased 88,762,232 common share of the Company pursuant to a standby commitment provided as part of the rights offering. Subsequent to these purchases Pala owned and controlled, directly or indirectly 569,813,827 common shares of the Company.

As at March 31, 2018 \$796,623 was payable to Pala related to advisory services, secondment of personnel and re-imburement of travel expenses.

During April and May 2018, Pala extended three short-term loans to the Company totalling a principal amount of US\$630,000 to assist the Company with funding working capital requirements and redundancy payments to the employees of BPNM. The loans carry an interest rate of 5% per annum, and have a fixed maturity date of March 31, 2019. The loans are unsecured and the Company has the right at any time to repay some or all of the outstanding loans without restriction or prepayment charges

RISK FACTORS

Given the nature of its business, the operations of the Company are subject to a number of risks, including the following, any one or all of which could have a material adverse effect on the Company and its business:

Additional funding requirements

The Company requires a current cash injection in order to meet anticipated expenditures. Subsequent to quarter-end the Company announced sale of all the Vietnam assets comprising the Ban Phuc mining operation held by the Company's 90% owned subsidiary, BPNM. The sale is subject to shareholder approval, which will be voted on at the Annual General Meeting on July 17, 2018. Subsequent to quarter-end, the Company also obtained loans of US\$180,000, US\$380,000 and US \$70,000 from Pala, the majority shareholder of the Company, which will be used to pay employee termination payments and certain other costs to prepare BPNM for potential sale, restructuring or liquidation. The Company has determined it is in need of additional funding to continue. There can be no assurance that the Company will be able to complete the sale of BPNM. Failure to obtain sufficient financing could result in a delay in the potential sale of BPNM or abandonment of the Ban Phuc mine and could force the Company into reorganization, bankruptcy or insolvency proceedings. Additional financing may not be available when needed or, if available, the terms of such financing might not be favourable to the Company and might involve substantial dilution to existing shareholders.

Further exploration and development by the Company will depend upon the Company'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 Company 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 Company's financial conditions, results of operations and liquidity and could cause the Company to forfeit all of parts of its property and reduce or terminate its operations.

Sales of substantial amounts of the Common Shares, or the availability of such Common Shares for sale, could adversely affect the prevailing market prices for the Company's securities. A decline in the market prices of the Company's securities could impair its ability to raise additional capital through the sale of new Common Shares should the Company desire to do so.

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, AMR 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.

Dependence on the Ban Phuc Nickel Project

AMR has been primarily focused on the development of the Ban Phuc mine. AMR does not own any significant assets other than those related to its ownership interest in the mine which is AMR's only mineral property and represents AMR's only immediate potential for future generation of revenues. As previously reported, the Company has entered into a sales agreement for the Vietnam assets, including the Ban Phuc Nickel Project. The sale is subject to shareholder approval at the upcoming Annual General and Extraordinary Meeting on July 17, 2018.

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

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.

Mine Life

Due to the continued low nickel price management assessed the economic viability of the mining operations and placed Ban Phuc into care and maintenance effective the start of Q4 2016.

Risk of the Revocation of Licences and Permits

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 licenses, 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.

Political Risk and Economic Instability

AMR's exploration, development and future operation activities occur in Vietnam. As such, AMR may be affected by possible political or economic instability in Vietnam. There can, for example, be no assurance that future political and economic conditions in Vietnam will not result in the government adopting policies respecting foreign ownership and development of interests in mineral resources, which could be adverse to the Company's interests or profitability. 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. In particular, the current law on minerals allows the government to announce areas where mining activities are prohibited (or temporarily prohibited) for reasons of national defense, security, protection of historical or cultural sites, scenery or other public interests, subject only to providing fair and equitable treatment in respect of damage caused where mineral activities are being legally conducted therein. The effect of these factors cannot be accurately predicted.

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.

Significant Shareholder

At the date of this report, Pala has control over AMR and its interests may conflict with those of other shareholders. Pala owns, directly 569,813,827 Common Shares, representing approximately 71.6% of the issued and outstanding Common Shares on a non-diluted basis. Pala has a 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. 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	569,813,827	71.6%
Melior Resource Inc	47,272,727	5.9%
Lion Selection Group Limited ⁽²⁾	39,950,288	5.0%
Malaysia Smelting Corporation Berhad ⁽³⁾	31,297,661	3.9%
Total	688,334,503	86.4%

Notes:

- (1) Based on information posted on SEDI as of May 28, 2018.
- (2) 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 controlled by Lion Selection Group Limited.
- (3) Pala has a right of first refusal to purchase the Common Shares held by MSC, which if exercised would bring Pala's ownership to 601,111,488 Common Shares, representing approximately 75.5% on a non-diluted basis.

Mining industry

The exploration for and development of mineral deposits involves significant risks, which even a combination of careful evaluation, experience and knowledge may not eliminate. While the discovery of a mineral deposit may result in substantial rewards, few properties that are explored are ultimately developed into producing mines. Major expenses may be required to locate and establish mineral reserves, to develop metallurgical processes and to construct mining and processing facilities at a particular site. It is impossible to ensure that the activities currently planned by the Company will result in profitable commercial mining operations. Whether a mineral deposit will be commercially viable depends on a number of factors, some of which are: the particular attributes of the deposit, such as size, grade and proximity to infrastructure; metal prices, which are highly cyclical; and government regulations, including regulations relating to prices, taxes, royalties, land tenure, land use, importing and exporting of minerals and environmental protection. The exact effect of these factors cannot accurately be predicted, but in combination they could result in the Company not receiving an adequate return on invested capital.

The Company's activities are subject to all the hazards and risks normally encountered in the exploration for, and development and production of minerals, including unusual and unexpected geologic formations, seismic activity, rock bursts, cave-ins, flooding and other conditions involved in the drilling and removal of material, any of which could result in damage to, or destruction of, mines and other producing facilities, damage to life or property, environmental damage and possible legal liability. Milling operations are subject to hazards such as equipment failure or failure of retaining dams around tailings disposal areas, which may result in environmental pollution and consequent liability.

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 intends 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.

The Company 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 the Off-Take Agreement for all of the concentrate production from the Project from the currently defined resources. Jinchuan is a large Chinese enterprise. As of January 9, 2017 the Company has settled up to and including shipment 42, with no further settlements remaining. The Off-Take Agreement also granted Jinchuan a first refusal option on additional nickel concentrates that BPNM may produce from new projects other than the Project. AMR worked with Jinchuan under the conditions of the current Off-Take Agreement once Ban Phuc Nickel moved into Care and Maintenance phase after all criteria had been fulfilled. It is the view of the Company that prospects in areas surrounding the mine site are explicitly excluded from the Jinchuan Off-Take Agreement

AMR may not meet its future production targets or its cost estimates

The ability of the Ban Phuc mine to have future nickel production is dependent 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 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 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 in the future 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 future production targets or cost estimates could have a material adverse impact on AMR's future sales, profitability, cash flow and overall financial performance.

Mining operations are vulnerable to supply chain disruptions

AMR's 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 production 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 future results of operations and financial condition could be adversely affected.

Limited production revenues; history of losses

To date, the Company has only limited production revenue from mining operations. There can be no assurance that significant additional losses will not occur in the near future or that the Company will be profitable in the future. The Company's operating expenses and capital expenditures may increase in subsequent years as the costs for consultants, personnel and equipment associated with advancing exploration, development and commercial production of its properties are incurred. The amounts and timing of expenditures will depend on the progress of ongoing exploration and development, the results of consultant's analysis and recommendations, the rate at which operating losses are incurred, the execution of any joint venture agreements with strategic partners, the Company's acquisition of additional properties and other factors, many of which are beyond the Company's control.

Competition

The mining business is competitive in all of its phases. The Company competes with numerous other companies and individuals, including competitors with greater financial, technical and other resources than the Company, in the search for and the acquisition of attractive mineral properties. The Company's ability to acquire properties in the future will depend not only on its ability to develop the Project, but also in its ability to select and acquire other suitable producing properties or prospects for mineral exploration or development. There can be no assurance that the Company will be able to compete successfully with others in acquiring such properties or prospects.

Insurance and uninsured risks

The Company's business is subject to a number of risks and hazards generally, including adverse environmental conditions, industrial accidents, labour disputes, unusual or unexpected geological conditions, ground or slope failures, cave-ins, changes in the regulatory environment and natural phenomena such as inclement weather conditions, floods and earthquakes. Such occurrences could result in damage to its mineral properties or production facilities, personal injury or death,

environmental damage to the Company's properties or the properties of others, delays in development or mining, monetary losses and possible legal liability.

While the Company has obtained certain insurance to protect itself against the potential risks associated with its operations, the Company may not be able to maintain insurance to cover such risks at economically feasible premiums and such insurance coverage may not continue to be available or may not be adequate to cover any resulting liability. Moreover, insurance against risks such as environmental pollution or other hazards as a result of exploration and production is not generally available to the Company or to other companies in the mining industry on acceptable terms. The Company might also become subject to liability for pollution or other hazards which may not be insured against or which the Company may elect not to insure against because of premium costs or other reasons. Losses from these events may cause the Company to incur significant costs that could have a material adverse effect upon its financial performance and results of operations.

Government regulation

The Company's exploration, development and operating activities are subject to various laws governing prospecting, mining, development, production, taxes, labour standards and occupational health, mine safety, toxic substances, land use, water use, land claims of local residents and other matters. Although the Company's planned activities will be carried out in accordance with all applicable rules and regulations, there can be no assurance 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 such planned activities with materially adverse impacts on financial performance and profitability.

The mineral rights and interests of the Company are subject to obtaining government approvals, licences and permits, land clearance being completed and land use rights being obtained. Such approvals, licences and permits and the completion of land clearance and obtaining of land use rights are, as a practical matter, subject to the discretion of the government or governmental officials. No assurance can be given that the Company will be successful in obtaining or maintaining any or all of the various approvals, licences and permits in full force and effect without modification or revocation. To the extent such approvals are required and not obtained, the Company may be curtailed or prohibited from continuing or proceeding with planned activities.

Failure to comply with applicable laws, regulations and permitting requirements may result in enforcement actions thereunder, 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. Parties engaged in mining operations or in the exploration or development of mineral properties may be required to compensate those suffering loss or damage by reason of the mining activities and may have civil or criminal fines or penalties imposed for violations of applicable laws or regulations.

Application of or amendments to current laws and regulations governing operations or more stringent implementation thereof could have a substantial adverse impact on the Company and cause increases in exploration expenses, capital expenditures or production costs or reduction in levels of production at producing properties or require abandonment or delays in development of new mineral properties.

Personnel

The Company is dependent on obtaining and retaining the services of management and skilled personnel. Failure to obtain such services or the loss of them could have a material adverse effect on the Company's operations. There can be no assurance that the required personnel will be available on suitable terms.

Environmental risks and hazards

All phases of the Company's activities will be subject to environmental regulation mandating, among other things, the maintenance of air and water quality standards and land reclamation; and limitations on the generation, transportation, storage and disposal of solid and hazardous waste. Environmental legislation is evolving in a manner which will require stricter standards and enforcement, increased fines and penalties for non-compliance, more stringent environmental assessments of proposed projects and a heightened degree of responsibility for companies and their officers, directors and employees. There can be no assurance that future changes in environmental regulation will not adversely affect the Company's operations.

Enforceability of civil liabilities

Certain of the Company's directors and officers reside outside Canada. Substantially all of the assets of such persons are, and substantially all of the assets of the Company are, located outside Canada. It may not be possible for investors to effect service of process within Canada upon such persons and it may also not be possible to enforce against the Company and/or such persons judgments obtained in Canadian courts predicated upon the civil liability provisions of applicable securities laws in Canada.

Litigation risk

All industries, including the mining industry, are subject to legal claims, with and without merit. The Company may be involved from time to time in various routine legal proceedings, which include labour matters such as unfair termination claims, supplier matters and property issues incidental to its business. Defence and settlement costs can be substantial, even with respect to claims that have no merit. Due to the inherent uncertainty of the litigation process, the resolution of any particular legal proceeding could have a material effect on financial position and results of operations.

The market price for Common Shares cannot be assured

The market price of a publicly traded stock is affected by many variables, some of which are not directly related to the success of AMR. In recent years, the securities markets have experienced a high level of price and volume volatility, and the market price of securities of many companies, particularly those considered to be junior companies, has experienced wide fluctuations which have not necessarily been related to the operating performance, underlying asset values or prospects of such companies. There can be no assurance that such fluctuations will not affect the price of AMR's securities in the future.

FINANCIAL INSTRUMENTS

The Company's financial instruments consist of cash and cash equivalents, accounts receivable, environmental bond, and trade and other payables. The fair values of these financial instruments are not materially different from their carrying values.

In respect of credit risk on its bank accounts and investments, credit risk on bank accounts and short term investments is limited through maintaining the Company's balances with high credit financial institutions.

The Company is exposed to the financial risk related to the fluctuation of foreign exchange rates. The Company has offices in Canada and Vietnam and holds cash in Canadian, United States, and Australian dollars and in Vietnamese Dong.

A significant change in the currency exchange rates between the Canadian dollar relative to the US dollar, the Australian dollar and Vietnamese Dong could have an effect on the Company's results of operations, financial position or cash flows.

With regards to liquidity risk, the Company has in place a planning and budgeting process to aid in determining the funds required to support normal operating requirements on an ongoing basis, including capital development and exploration expenditures. Discussions about going concern are included in Note 1, Nature of operations and going concern, in the annual financial statements.

DISCLOSURE CONTROLS

In connection with Exemption Orders issued in November, 2007, and revised in December, 2008, by each of the securities commissions across Canada, the Chief Executive Officer and Chief Financial Officer of the Company will file a Venture Issuer Basic Certificate with respect to the financial information contained in the unaudited interim financial statements and the audited annual financial statements and respective accompanying Management's Discussion and Analysis.

In contrast to the certificates under National Instrument ('NI') 52-109 (Certification of disclosure in an Issuer's Annual and Interim Filings), the Venture Issuer Basic Certification does not include representations relating to the establishment and maintenance of disclosure controls and procedures and internal control over financial reporting as defined in NI 52-109.

ADDITIONAL INFORMATION

Additional information relating to the Company, including the Annual Information Form dated August 11, 2014 and the Asian Mineral Resources Limited NI 43-101 Technical Reports dated March 3, 2017 and February 5, 2013 (as amended February 15, 2013), are available on SEDAR at www.sedar.com.

SHARE DATA

As at May 28, 2018, the Company had 795,920,841 common shares outstanding, as well as options outstanding to purchase an aggregate of 48,354,316 common shares expiring at various dates between August 23, 2018 and April 6, 2022 and exercisable at various prices between \$0.05 and \$0.10 per share. On a fully diluted basis, the Company has 844,275,157 common shares outstanding.