ANNUAL INFORMATION FORM

ASIAN MINERAL RESOURCES LIMITED

FOR THE FISCAL YEAR ENDED DECEMBER 31, 2013

AUGUST 11, 2014

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CAUTIONARY STATEMENT AND EXPLANATORY NOTES

Forward-Looking Information

This annual information form ("**AIF**") 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 Asian Mineral Resources Limited ("**AMR**" or the "**Company**"), 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 Company'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 and Uncertainties" in this AIF.

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 AIF. 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.

Explanatory Notes

In this AIF, references to the "Company" or "AMR" include the subsidiaries of AMR unless the context otherwise requires. Unless otherwise stated or the context makes clear that information is being provided as of a later date, the information contained herein is at December 31, 2013 and all currency references are to Canadian dollars. References to "US$" and "United States dollars" are to the lawful currency of the United States of America and references to "Dong" are to the lawful currency of Vietnam. On August 11, 2014, the noon rate of exchange for one (1) Canadian dollar in United States dollars as reported by the Bank of Canada was $1.00 = US$0.9145. On August 11, 2014, the noon rate of exchange for one (1) Canadian dollar in Vietnamese Dong as reported by the Bank of Canada was $1.00 = 19,231 Dong

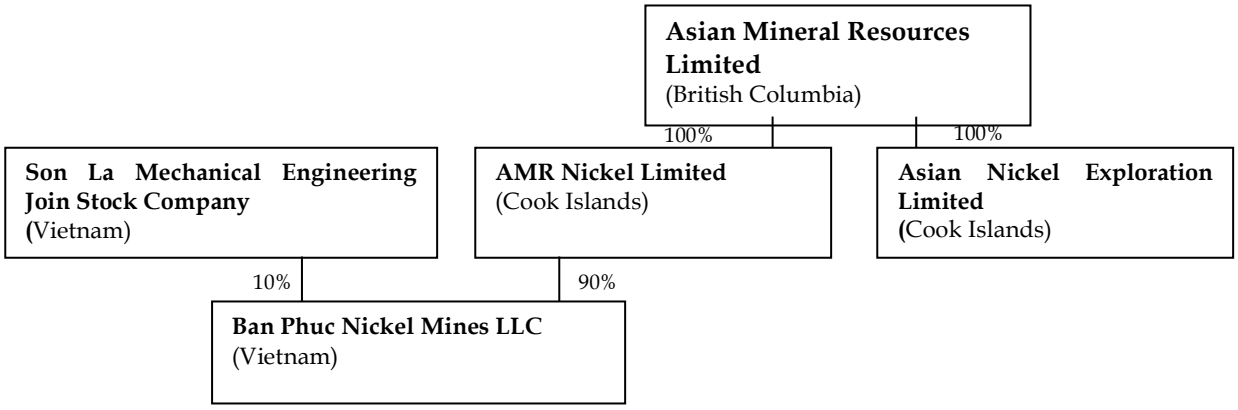
CORPORATE STRUCTURE

Name, Address and Incorporation

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 head and registered office is located at Suite 2100, 1075 Georgia Street West, Vancouver, British Columbia, Canada V6E 3G2. The Company has an office at Suite 2500, 120 Adelaide Street West, Toronto, Ontario M5H 1T1. 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 LLC ("**BPNM**"), a limited liability company established under the laws of the Socialist Republic of Vietnam ("**Vietnam**") in 1993.

Intercorporate Relationships

BPNM was originally owned by AMRN as to 70% and by Mineral Development Company ("**Mideco**"), an agency of the Ministry of Heavy Industry of Vietnam, as to 30%. Mideco subsequently assigned a 10% interest to Son La Mechanical Engineering Company, a company owned by the People's Committee of the Province of Son La, which was privatized and renamed Son La Mechanical Engineering Joint Stock Company. In mid-2006, AMRN acquired Mideco's 20% interest so as to increase its interest to the current 90% level. The current corporate structure is shown on the following table:



GENERAL DEVELOPMENT OF THE BUSINESS

Three-Year History

Fiscal 2011 – Year Ended December 31, 2011

During 2011, cash on hand at the beginning of the year was spent on corporate administrative expenditures and to perform further work on the Project. Works completed include:

- construction of the run of mine gabion wall and embedded crusher feed bin arrangement;

- concrete foundations, suspended storage slab and building erection for the fine ore reclaim facility;
- foundations and equipment mounting arrangement for:
    - air services and motor control centre;
    - flotation circuit;
    - concentrate and tailings thickening;
    - reagents mixing and storage; and
- installation and commissioning of the three-stage crushing circuit.

At year end, the construction of the filter building foundation and suspended slab was well advanced.

The import of equipment packages previously held in various offshore storage centres was completed with all equipment now being stored on site or elsewhere in Son La province.

Additional design work on the tailings storage facility ("**TSF**") and tailings disposal methodology was also completed.

An underground mine training program for 32 local people was also conducted in 2011. The certified program, which included equipment, blasting and drilling operations, was conducted over a six (6) month period at the site and at Huu Nghi Vocational College in Quang Ninh Province.

In January 2011, members of the TeCity Group and other shareholders exercised their warrants for gross proceeds of $4,860,000.

Fiscal 2012 – Year Ended December 31, 2012

On May 25, 2012, the Company completed a private placement with Pala Investments Limited ("**Pala**") of 108,333,333 units of the Company for gross proceeds of $6,500,000. Each unit consisted of one (1) Common Share and one half of one (1) Common Share purchase warrant ("**Warrants**"). Each whole Warrant entitles Pala to purchase one (1) Common Share at a price of $0.10 until May 25, 2017.

Pala also acquired an aggregate of 49,481,600 Common Shares from Mellford Pte. Ltd. and Sword Investments Private Limited which are affiliates of MSC for total consideration of $2,968,896.

Concurrent with the completion of these transactions, the Company and Pala entered into an investor rights agreement pursuant to which the Company granted Pala pre-emptive rights to subscribe for additional securities of the Company and the right to designate two (2) nominees to the board of directors of the Company (the "**Board**") provided Pala holds 10% or more of the outstanding Common Shares of the Company. In 2012, the Company appointed as Board members Mr. James Askew, who previously served for several years as chairman and as a director of the Company, as well as Messrs Jan Castro and Michael Brown as Pala nominees.

AMR has been advised by Pala that Mr. Vladimir Iorich is the ultimate beneficial owner of Pala. Mr. Iorich is a former director and Chief Executive Officer of Mechel OAO, a major Russian mining and metals company listed on the New York Stock Exchange.

On June 29, 2012, the Company completed a private placement with Melior Resources Inc. ("**Melior**") of 47,272,727 Common Shares for gross proceeds of $5,200,000.

On November 15, 2012, the Ministry of Finance 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 remained unchanged.

On December 18, 2012, the Company 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 gross proceeds of $10,000,000.

On December 24, 2012, the Ministry of Industry and Trade 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.

Fiscal 2013 – Year Ended December 31, 2013

On January 10, 2013, Ministry of Finance of Vietnam issued a circular which stipulates an export tariff of 5% on nickel matte effective as of January 1, 2013. The existing export tariff of 20% on nickel concentrates remains unchanged.

On March 28, 2013, the Company announced the successful completion of a shareholder rights offering for aggregate gross proceeds of $12,500,000.

Mining activity commenced in early May 2013 focusing on development within the massive sulphide vein ("**MSV**") with the main construction activities substantially completed by June 2013 and all key facilities ready for commissioning and ramp-up. Trucking of concentrate to the Port of Hai Phong commenced in August 2013. By September 2013, the performance of the process plant had shown positive results with the expectation, as planned, to transfer to full operational phase by the end of October 2013.

In June 2013, the Company terminated the off-take agreement with Jinchuan Group Ltd. ("**Jinchuan**") This was replaced with an off-take agreement, on similar terms, with Golden Wealth International Trading Limited ("**Golden Wealth**"). Golden Wealth is an international trading company based in Hong Kong with strong links to the Asian resource markets.

On June 6, 2013, the Company announced that BPNM was in advanced negotiations with Lien Viet Post Bank ("**LVPB**") on the provision of a US$20 million project financing loan for its Ban Phuc Nickel Project. As part of the proposal, and pending final credit approval of the Project Debt, LVPB granted an initial US$11 million loan to BPNM (the "**Initial Loan**"), secured by cash collateral from the Company's existing cash resources. The Initial Loan was used by BPNM to bring the Ban Phuc Nickel Project into production and to continue uninterrupted.

On June 24, 2013, the Company announced the appointment of John Tasovac as Chief Financial Officer effective as of August 11, 2013.

On July 2, 2013, the Company announced first production from the Project.

On July 4, 2013, the Company announced that BPNM entered into an agreement with LVPB for the provision of a US$20 million project financing loan for the Project (the "**LVPB Loan**"). Upon closing of the project finance loan agreement on July 24, 2013, the cash collateral provided from the Company's existing cash resources was released.

In December 2013, the Company, through BPNM, obtained a US$3.0 million credit facility for additional source of working capital funding should BPNM operations require financing until sustainable commercial levels of production are achieved during 2014. The LVPB Loan and the US$3.0 million facility, are both secured by the assets of BPNM and a corporate guarantee by the Company.

Fiscal 2014 (to Present)

On January 6, 2014, the Company announced the appointment of Evan Spencer as Chief Executive Officer.

On June 24, 2014, the Company announced the resignation of John Tasovac as Chief Financial Officer effective as of May 31, 2014.

On April 23, 2014, the Company announced the appointment of Sean Duffy as Chief Financial Officer effective as of June 1, 2014.

On June 30, 2014 the Company announced the resignation of Jan Castro as Non-Executive Director and Chairman and the appointment of Michael Brown, a Non-Executive Director, as Non-Executive Chairman with immediate effect.

THE BUSINESS

The Company's principal business activity is the exploration and development of the Project through its 90% ownership interest in BPNM, the joint venture enterprise originally established by AMRN to explore for, develop and process nickel and copper ores in the area covered by the foreign investment licence ("**FIL**") granted to BPNM in 1993. The Project commenced commercial production in November 2013, and produces nickel concentrate containing nickel contained in concentrate plus copper and cobalt by-products. Project development and method of production of nickel concentrate is set out in the "Ban Phuc Nickel Project" section of this AIF.

The Company's principal product is nickel concentrate and pursuant to the Off-Take Agreement (as defined herein) the principal market is China. See "The Business – Economic Dependence".

Nickel concentrate is packed into two-tonne bulk bags at the Project Site and transported by trucks to the Hai Phong warehouse for subsequent transfer to the harbour for shipment under the Off-Take Agreement.

Specialized Skills and Knowledge

AMR's business requires specialized skills and knowledge in the areas of geology, drilling, mine planning, engineering, construction, implementation of exploration programs, regulatory compliance and accounting. To date, AMR has been able to locate and retain professionals with

such skills and believes it will be able to continue to do so. See "Risk Factors and Uncertainties - Personnel".

Competitive Conditions

AMR operates in a very competitive industry, and competes with other companies, many of which have greater technical and financial facilities for the acquisition and development of mineral properties, as well as for the recruitment of qualified employees and consultants.

The ability of AMR to grow its business also depends on its ability to select, acquire and bring to production suitable properties or prospects for mineral exploration and development. Factors beyond the control of AMR may affect the marketability of minerals discovered by AMR. See "Risk Factors and Uncertainties - Competition".

Business Cycles

Late in 2008, the credit crisis in the United States sent many economies into a recession. Since then, some of the markets have recovered, however the economies of certain countries within the European Economic Union have declined and the commodity market has remained volatile. In addition to commodity price cycles and recessionary periods, exploration, development and operational activities may also be affected by seasonal and irregular weather conditions in Vietnam.

Economic Dependence

In June 2013, the Company terminated the off-take agreement with Jinchuan. This was replaced with an off-take agreement, on similar terms, with Golden Wealth (the "**Off-Take Agreement**"). The Off-Take Agreement also granted Golden Wealth a first refusal option on additional nickel concentrates that BPNM may produce from new projects other than the Project. See "Risk Factors and Uncertainties – The Company has entered into an off-take agreement with a single customer for all of the production from the Project".

Environmental Protection

AMR's operations are subject to environmental regulations promulgated by government agencies from time to time. Environmental legislation is evolving in a manner which means stricter standards, and enforcement, fines and penalties for non-compliance are more stringent. Environmental assessments of projects carry a heightened degree of responsibility for companies including its directors, officers and employees.

The cost of compliance with changes in governmental regulations has the potential to reduce profitability of operations. See "Risk Factors and Uncertainties – Environmental risks and hazards".

Employees

As of December 31, 2013, the Company had 406 employees and 146 contractors.

Foreign Operations

Mineral exploration, development and mining activities in Vietnam may be affected in varying degrees by political instability and government regulations relating to the mining industry. Any changes in regulations or shifts in political conditions may adversely affect AMR's business. Operations may be affected in varying degrees by government regulations with respect to, among other things, restrictions on production, price controls, export controls, income taxes, expropriation of property, environmental legislation and mine safety. See "Risk Factors and Uncertainties – Political Risk and Economic Instability".

Social or Environmental Policies

AMR has implemented both a Community and Environmental Policy Statement in Vietnam. AMR's Community Policy Statement provides for AMR to:

- respect the cultures, customs and values of individuals and groups whose livelihoods may be affected by exploration, mining and processing;
- recognize local communities as stakeholders and engage with them in an effective process of consultation and communication;
- contribute to and participate in the social, economic and institutional development of the communities where operations are located and mitigate adverse effects in these communities to the greatest practical extent; and
- respect the authority of national and regional governments and integrate activities with their development objectives.

AMR recognizes that environmental excellence is an integral component of any efficient, successful and sustainable business. AMR is committed to the pursuit of best practice in environmental performance by meeting applicable laws of Vietnam and ensuring its practices reflect the expectations and needs of the broader community. To achieve the goals of this policy, AMR will among, other things,

- make environmental management a corporate priority and the integration of environmental policies, programs and practices a key element of management;
- provide adequate resources, staff and requisite training so that employees at all levels are able to fulfill their environmental responsibilities;
- review and take account of the environmental effects of each activity, whether exploration, mining or processing, and plan and conduct the design, development, operation, and closure of any facility in a manner that optimizes the economic use of resources while reducing adverse environmental effects;
- employ risk management strategies in design, operation and decommissioning, including the handling and disposal of waste; and
- conduct regular environmental reviews or assessments and act on the results.

RISK FACTORS AND UNCERTAINTIES

Below are some risk factors that the Company believes can have a material effect on the profitability, future cash flow, earnings, results of operations, stated reserves and financial condition of the Company. If any event arising from these risks occurs, the Company's business,

prospects, financial condition, results of operations or cash flows could be adversely affected, the trading price of the Common Shares could decline and all or part of any investment may be lost. Additional risks and uncertainties not currently known to the Company, or that are currently deemed immaterial, may also materially and adversely affect the Company's business operations, prospects, financial condition, results of operations or cash flows.

In evaluating the Company's securities, investors should carefully consider their personal circumstances, the risks set-out below, additional information and risks contained in this AIF, and consult their broker, solicitor, accountant or other professional adviser before making an investment decision.

Additional risks and uncertainties not currently known to the officers or directors of the Company may have an adverse effect on the business of the Company and the information below does not purport to be an exhaustive summary of the risks affecting the Company.

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 announced in February 2013, 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. The Company is currently reviewing its mine plan in light of the areas mined to date.

Risk of the Revocation of Licences and Permits

Any failure by AMR 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.

While the Company has applied for rights to explore, develop or mine and may also do so in the future, there is no certainty that such rights will be granted or granted on terms satisfactory to the Company. In addition, the Company's rights may be affected by undetected defects.

Any changes to exploitation or mining licences, regulations and approvals, or their availability to AMR may adversely affect our assets, plans, targets and projections. AMR currently has no exploration licence to enable it to carry out any exploration activities within the Ta Khoa Concessions (as defined herein). 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.

Potential additional funding requirements

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, then potential revenues from the Project will likely decrease and such decreased revenues may increase the

requirements for capital. If AMR requires and 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 Company has entered into an off-take agreement with a single customer for all of the production from the Project.

In June 2013, the Company terminated the off-take agreement with Jinchuan. This was replaced with an off-take agreement, on similar terms, with Golden Wealth. Golden Wealth is an international trading company based in Hong Kong with strong links to the Asian resource markets but there are no guarantees that Golden Wealth will ultimately be able to purchase the nickel concentrate produced by the Project. The Off-Take Agreement also granted Golden Wealth 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 AMR to counterparty risks associated with the financial condition of Golden Wealth. As a result of this reliance on a small number of customers, AMR could be subject to adverse consequences if Golden Wealth breaches its purchase commitments. The failure of Golden Wealth to purchase the nickel concentrate from the Project in accordance with the terms of the Off-Take Agreement 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 Off-Take Agreement or secure binding contracts with other customers, AMR's results of operations and financial condition could be materially adversely affected.

AMR may not meet its production targets or its cost estimates

The continuation of the Project is premised on current and projected production and capital as well as operating cost estimates. Ability to meet nickel production levels may be dependent on 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 nickel 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. These could include estimates of grade, tonnage, dilution, metallurgical and other characteristics of the ore, revisions to mine plans, risks and hazards associated with mining, adverse weather conditions, unexpected labour shortages or strikes, equipment failures, raw material costs, inflation, fluctuations in currency exchange rates and other interruptions in production capabilities. 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 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 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 defence, 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.

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 intends to rely on these parties for operating expertise. Additional expenditures are required for 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.

AMR intends to rely on the services of mining contractors and will be dependent on the availability of such mining contractors. Increased demand for and cost of contract mining services and equipment could cause project costs to increase materially and 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 88% 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

Pala has control over AMR and its interests may conflict with those of other shareholders. Pala owns, directly or indirectly, 569,813,827 Common Shares representing approximately 73.2% 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 Company to 74.9% on a partially-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	73.2%
Lion Selection Group Limited[(2)]	39,950,288	5.14%
Malaysia Smelting Corporation Berhad[(3)]	31,297,661	4.03%
Total	**641,061,776**	**82.37%**

Table 1 Significant Shareholders

Notes:

(1) Based on information posted on SEDI as of June 30, 2014.

(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 63% owned 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 601,111,488Common Shares, representing approximately 77.2% on a non-diluted basis and 78.7% on a partially diluted basis, if it exercises its 54,166,667 Common Share purchase warrants.

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.

Limited production revenues; history of losses

The Company commenced commercial operations in November 2013 and has recorded limited revenues from mining operations for the fiscal year ended December 31, 2013. 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 Company's acquisition of additional properties, the execution of any joint venture agreements with strategic partners, and other factors, many of which are beyond the Company's control.

The Company expects to continue to incur losses until such time as the Project begins to generate sufficient revenues to fund its continuing operations.

Uncertainty of resource and reserve estimates

The figures presented for both mineral resources and mineral reserves in this document are only estimates. The estimating of mineral resources and mineral reserves is a subjective process and the accuracy of mineral resource and mineral reserve estimates is a function of the quantity and quality of available data, the accuracy of statistical computations, and the assumptions used and judgments made in interpreting available engineering and geological information. There is significant uncertainty in any mineral resource or reserve estimate and the actual deposits encountered and the economic viability of a deposit may differ materially from the Company's estimates.

Estimated mineral resources and mineral reserves may have to be re-estimated based on changes in mineral prices, further exploration or development activity or actual production experience. This could materially and adversely affect estimates of the volume or grade of mineralization, estimated recovery rates or other important factors that influence mineral resource or mineral reserve estimates. Market price fluctuations for metals, increased production costs or reduced recovery rates or other factors may render the Company's present reserves uneconomical or unprofitable to develop. A reduction in estimated reserves could require material write-downs in investment in the affected mining property and increased amortization, reclamation and closure charges.

Mineral resources are not mineral reserves and there is no assurance that any resource estimate will ultimately be reclassified as proven or probable reserves. Mineral resources which are not mineral reserves do not have demonstrated economic viability.

Uncertainty relating to inferred mineral resources

Inferred mineral resources cannot be converted into mineral reserves as the ability to assess geological continuity is not sufficient to demonstrate economic viability. Due to the uncertainty which may attach to inferred mineral resources, there is no assurance that inferred mineral resources will be upgraded to resources with sufficient geological continuity to constitute proven and probable mineral reserves as a result of continued exploration.

Limited Operating History

The Project commenced commercial operations in November 2013 and has a limited operating history upon which to base estimates of future commercial viability. Many factors are involved in the determination of the economic viability of a deposit, including the achievement of satisfactory mineral reserve estimates, the level of estimated metallurgical recoveries, dilution, capital and operating cost estimates and the estimate of future commodity prices. Estimates of mineral resources and mineral reserves are, to a large extent, based upon the interpretation of geological data obtained from drillholes and other sampling techniques and feasibility studies. Capital and operating cost estimates are based on many factors, including the estimated mineral resources and mineral reserves, anticipated tonnage and grades of ore to be mined and processed, the configuration of the deposit, ground and mining conditions, expected recovery rates from the deposit, comparable facility and equipment operating costs and anticipated environmental and regulatory compliance costs.

Each of these factors involves uncertainties and is subject to material changes. As a result, it is possible that the actual capital costs, operating costs and economic returns of a mine may differ from estimates and such differences could have a material adverse effect on the Company's business, financial condition, results of operations and prospects.

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 and development 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 are subject to the discretion of the government or governmental officials. No assurance can be given that the Company will be successful in 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.

Commodity prices

The success of the Project will be dependent to a significant degree on the future price of nickel. Commodity prices are subject to significant fluctuation and are affected by a number of factors which are beyond the control of the Company. Such factors include, but are not limited to, interest rates, exchange rates, inflation or deflation, fluctuation in the value of the United States dollar and other foreign currencies, global and regional supply and demand, and political and economic conditions. The price of nickel and other metals has fluctuated widely in recent years, and future price declines could cause any future development and commercial production to be impracticable. Depending on the price of nickel and other metals, projected cash flow from planned mining operations may not be sufficient and the Company could be forced to discontinue operations.

Furthermore, reserve calculations and LOM (as defined herein) plans using significantly lower nickel and other metal prices could result in material write-downs of the Company's investment in its mineral asset and increased amortization, reclamation and closure charges.

In addition to adversely affecting the Company's possible future reserve estimates and its financial condition, declining commodity prices may impact operations.

Commodity hedging

Currently, the Company does not have a policy to hedge future commodity sales. If put into place, there is no assurance that a commodity hedging program designed to reduce the risk associated with fluctuations in commodity prices will be successful. Hedging may not protect adequately against declines in commodity prices. Although hedging may protect the Company from a decline in commodity prices, it may also prevent the Company from benefiting fully from price increases.

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.

BAN PHUC NICKEL PROJECT

Unless otherwise stated, technical information relating to the Project contained in this AIF 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. 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 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".

For an explanation of certain technical terms used in this AIF, see "Glossary of Mining Terms".

Project Description and Location

Location

The Project is located within the Project area designated in BPNM's Investment Certificate (defined below), approximately 160 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 adjacent to the Project, the villages of Ban Pot, Ban Pho and Ban Trang are within a few km of the site.

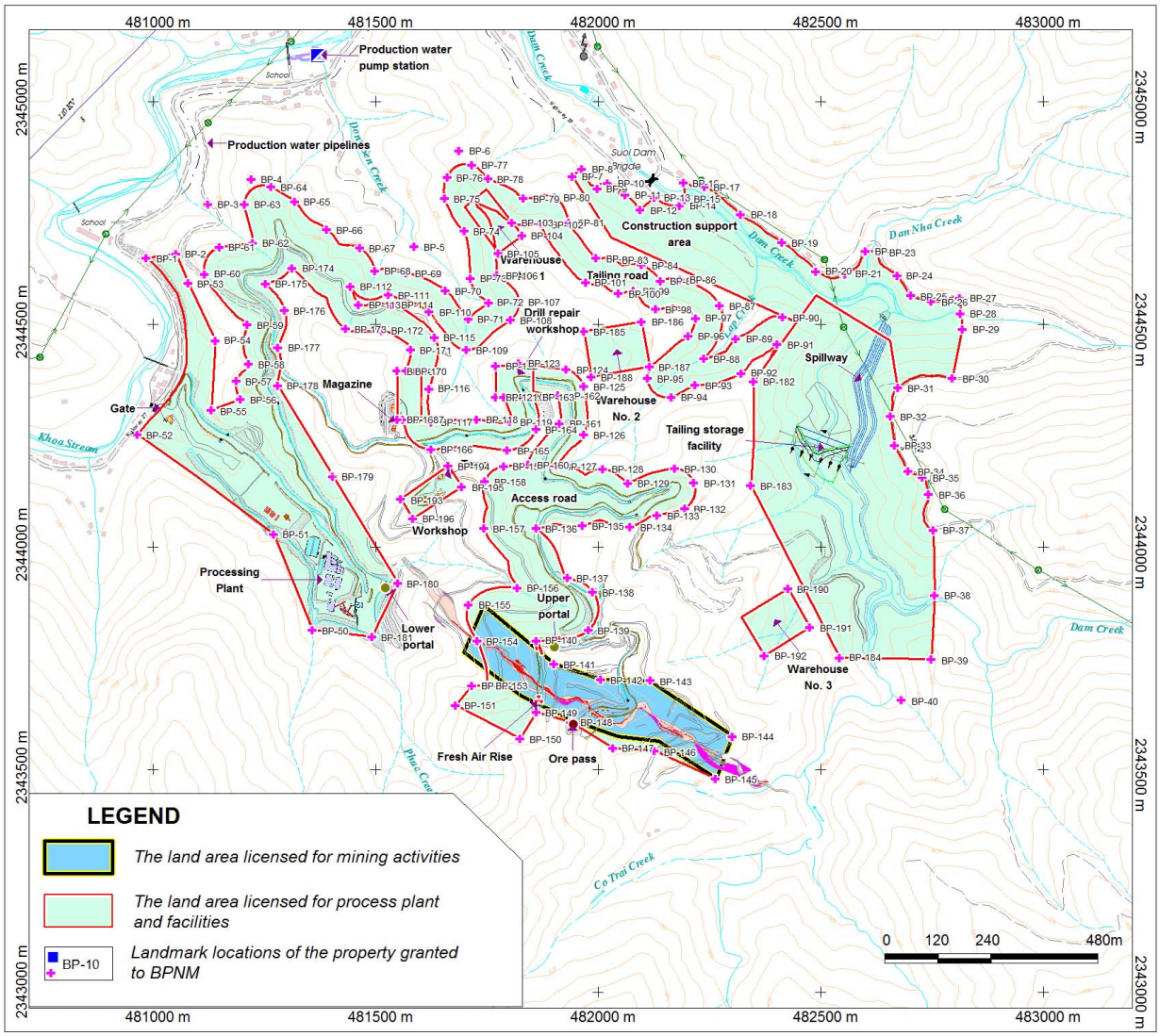


Figure 1 Licenced Areas

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 km² 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 km². Within the 150 km² area, a seven (7) hectare mining licence covering the Ban Phuc deposit was granted to BPNM on December 17, 2007 (the "**Mining Licence**").

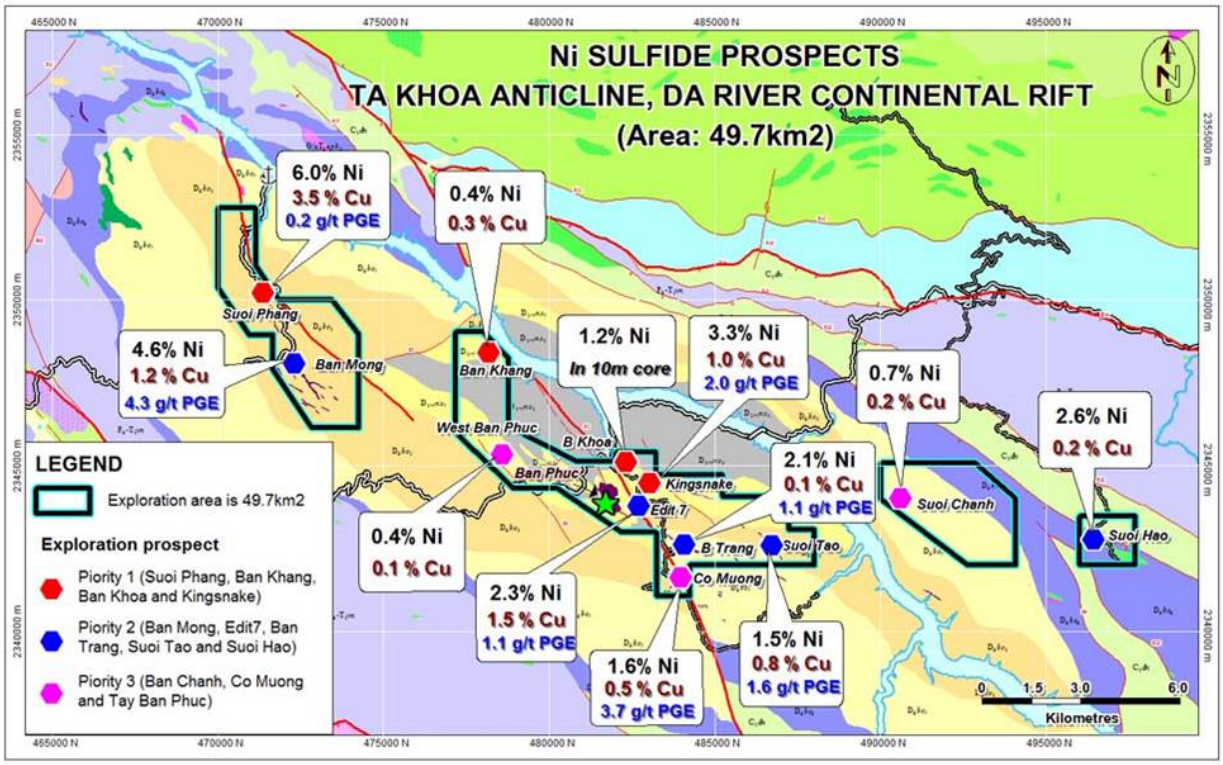


Figure 2 Figure 2. 49.7 km² Exploration Areas

Following the completion of the Technical Report, in December 2013, BPNM obtained a preliminary approval of the Office of the Prime Minister of Vietnam to implement exploration and exploitation activities for the 99 km² area within the 150 km² area. This area has been included in the Prime Minister's statutory list of the mining areas under the licensing authority of the Ministry of Natural Resources and Environment to be exempted from auctioning

requirements under Vietnamese law for all mining areas except those which are designated as not subject to auction. On July 20, 2014 AMR announced that BPNM had been awarded a mineral exploration license which provides BPNM with exclusive rights to explore a 49.7km² area within the 99km² area. The exploration license is valid for a period of four years, with the right to extend for two subsequent two year periods. Furthermore, in an official letter issued by the Vietnam Government Office on December 24 2013, BPNM was awarded in-principle exploration rights and exemption from auction requirements over areas covering a total of 99km² within Son La province.

BPNM's Mining License describes an annual ore throughput rate of 360,000 t. BPNM has obtained an approval from the National Council for Evaluation of Mineral Reserves for an additional geological reserve of 476 t of nickel ore within the seven (7) hectare mining licence.

The Company also received an appraisal from the Ministry of Industry and Trade on its amended basic design of the Project in March 2014 and approval from the Ministry of Natural Resources and Environment (the "**MONRE**") on its amended environmental impact assessment ("**EIA**"). These approvals have been submitted to the MONRE as supporting documentation for issuance of the amended Mining Licence to reflect the increased geological reserves.

Other Permits and Licences

BPNM has obtained other permits and licences required by law for its operation such as land use right certificates, EIA approval, plant basic design appraisal, construction permit, certificate of appraisal on firefighting, permit for the discharge of waste water into water sources, permit for the use of surface water and register book of hazardous waste.

Environmental Liabilities and Penalties

There are no environmental liabilities known at present.

As required by law and committed under the approved amended environment rehabilitation project, BPNM will provide an environmental bond set at US$342,788. As of January 2014, BPNM has paid US$203,761 in four (4) installments under the previous environment rehabilitation project. The remaining amount of the environmental bond of US$139,027 must be paid to the Son La Environmental Protection Fund in six (6) yearly equal installments. This bond is refundable as BPNM completes the components of rehabilitation works as scheduled in the approved environment rehabilitation project.

In November 2013, BPNM was subject to a fine of 150,000,000 dong for its failure to construct the waste water treatment systems as required in the approved EIA and 125,000,000 dong for its failure to classify and keep hazardous wastes separately and arrange a safe place for temporary storage of hazardous wastes. These fines were paid by BPNM.

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).

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 1,520m.

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 Gia Phu sub-station, some 40 km from the Project, to within 1 km of the Project. The Son La Provincial Government Power Department has, via its subsidiary Kien Vang Company JSC, completed the design and construction of the Projects primary 35kV/6.3kV substation. Power has been reticulated to the process plant, tails line pump stations, process water supply pump stations and the underground mining operations through 6kV sub-stations.

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 includes HV distribution to the other site substations and step down transformers for supply of lower voltage HV power (1 kV and 3.3kV) and low voltage ("**LV**") three phase power (380 volts). Other substations are located at the underground haulage and access portals, crusher, warehouse 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 distribution 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 distribute 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 are powered by local diesel generator sets.

Water

Process water and raw water are recycled from the TSF.

The camp draws water from a purpose built dam at Kingsnake for domestic, non-potable water use. Drinking water is provided in bottles or purpose made containers.

Tailings Storage Facility

Following completion of the Technical Report, construction of the TSF was completed. Construction of the TSF occurred in two (2) stages. Stage 1 was completed in July 2013 with an embankment crest level of EL235 and spillway elevation of EL223.7. Stage 1 has capacity for storing the first 18 months of produced process tailings. Construction of Stage 2 of the TSF commenced in December 2013 and will provide capacity of 20% above the current life of mine estimated storage requirements. Capacity exists in the current TSF location for the construction of a third stage which will provide capacity in excess of 3 million tonnes ("**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**") has been 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 is 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 is collected and transferred into drums contained within the bund at the designated waste facility for removal from site by contractor.

Processing Plant

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

Construction of the processing plant was completed in July 2013 prior to the commencement of a three (3) month commissioning and ramp up period.

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.

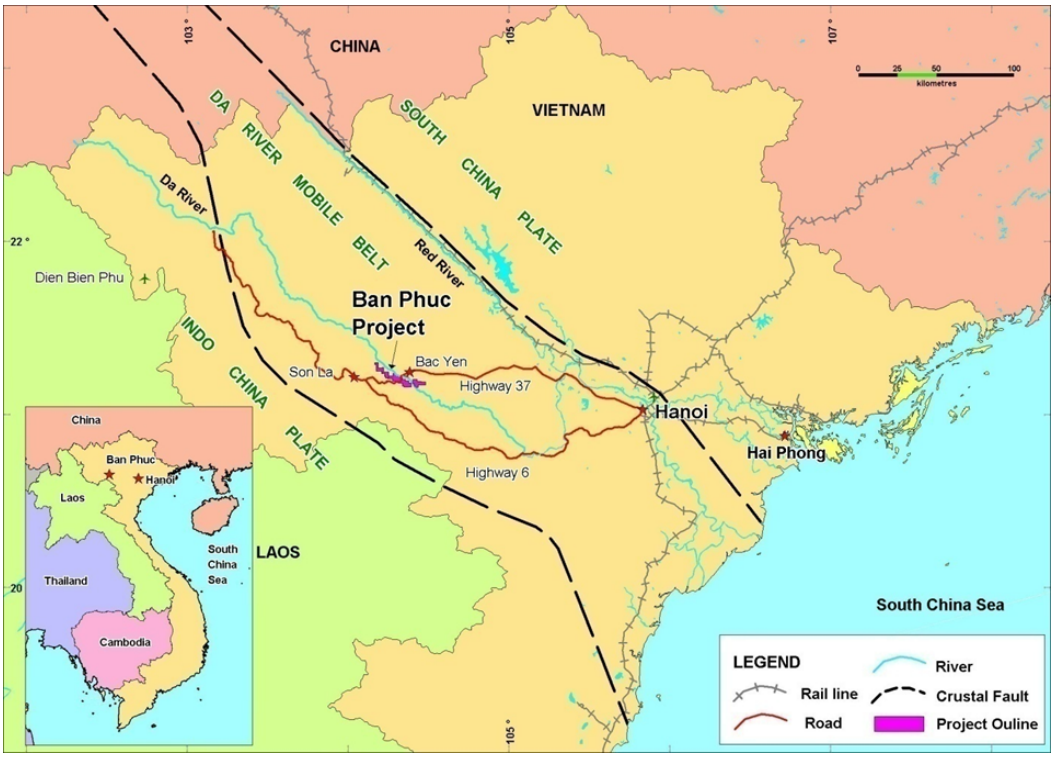


Figure 3 Regional Geological Setting

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 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.

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 280^{o} - 310^{o} and a steep dip of 70^{o} - 90^{o} 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 (3) styles of mineralization are the ones of most economic interest.

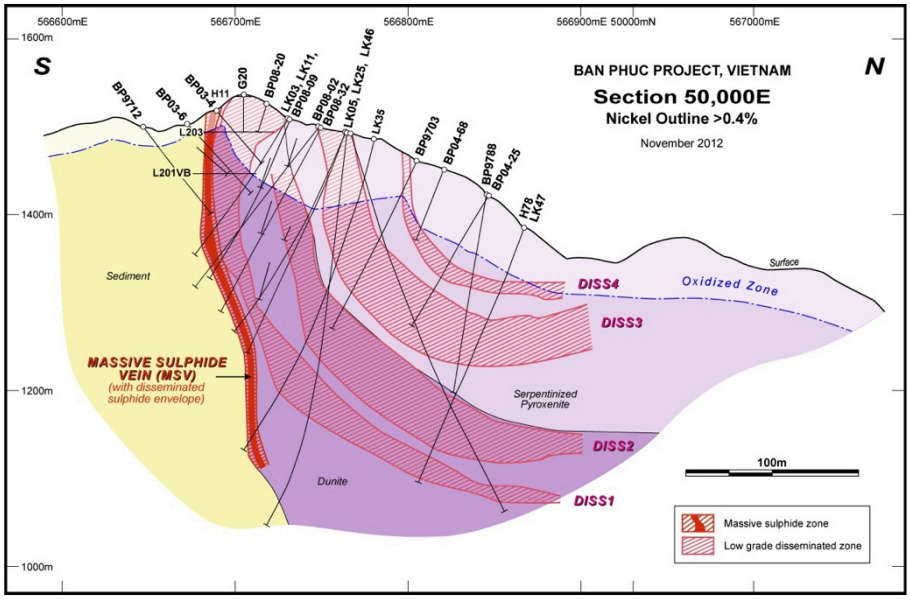


Figure 4 Ban Phuc Mineralization Styles

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 totaling 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 leveled. Similar detailed surveying was carried out underground.

Before the 1996 drill program, BPNM established a surveyed leveled 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 totaling 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);

[1] The ISO status of this laboratory is unknown

- 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 finalized with input from the Project geologist and exploration manager. A decision as to where standard and blank samples should be inserted was made at this time.

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 (1) 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, labeled 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 pulverizing. 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 formalize 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 digitized 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 modeling 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

Variable	Lode	Direction	Nugget	C1	C2	Sill	Range1	Range2	
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

Variable	Lode	Direction	Nugget	C1	C2	Sill	Range1	Range2	
		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
		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

Variable	Lode	Direction	Nugget	C1	C2	Sill	Range1	Range2	
		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

Variable	Lode	Direction	Nugget	C1	C2	Sill	Range1	Range2	
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
		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 optimization 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 Mineral Resource Estimate 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
Indicated	0.96	2.60	1.22	0.06	12.94	2.04	25.01	25	12	1
Measured + Indicated	1.69	2.68	1.19	0.06	13.20	3.06	25.48	45	20	1
Inferred	0.17	1.94	0.80	0.03	10.04	6.76	20.27	3	1	0

Table 6 Mineral Resource estimate results from Ban Phuc MSV Deposit

Note: The mineral resource was estimated within constraining wireframe solids based on a nominal lower cut-off grade of 0.4% Ni. Ordinary kriging with high grade treatment. CIM definitions were used for mineral resources.

Ban Phuc Disseminated Mineralization Mineral Resource Estimate Grade Tonnage Reported above a Cut off of 0.90% 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	0.2	1.05	0.15	0.01	1.14	15.83	3.75	2.1	0.3	0.0
Indicated	0.7	1.23	0.14	0.02	0.53	21.69	5.58	8.4	1.0	0.1
Measured + Indicated	0.9	1.19	0.14	0.02	0.67	20.37	5.17	10.5	1.3	0.1
Inferred	0.4	1.14	0.04	0.00	0.09	5.93	1.66	4.4	0.2	0.0

Table 7 Mineral Resource estimate results for Ban Phuc DISS Deposit.

Note: The resource is quoted from blocks above the specified cut-off grade of 0.9% Ni. CIM definitions were used for mineral resources.

Mineral Reserve Estimates

AMDAD prepared a mineral reserve estimate for underground mining by "up-hole retreat benching, without backfill". The approach taken to prepare the estimate, based on geological and resource data provided by CSA Global, is outlined below.

The MSV lens has been re-interpreted by CSA Global since an initial mine plan was prepared by AMDAD in 2007, and following an update of the mine plan by AMDAD in 2009/2010. The interpreted lens is narrow in places, i.e. 1.2 m but the widest zones are approximately 9 m to 10 m.

For the 2009/2010 mine plan, AMDAD used a 3.0 m minimum mining width extraction wireframe constructed by a local consultant for BPNM using Surpac software. In an effort to reduce dilution and increase the mining grade, 2.5 m wide extraction wireframes were constructed by AMDAD for the new mine plan based on the lens wireframes supplied by CSA Global.

After application of the minimum mining-width to the resource, processing and economic factors were applied as follows. The processing and economic parameters in the table immediately below, provided by BPNM, were used to determine nickel-equivalence factors and a nickel-equivalent cut-off head grade for the selected mining method.

Nickel equivalent ("**NiEq**") grade = nickel grade + (copper grade x 0.27) + (cobalt grade x 0.59).

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).

Item	Unit	Value	Comment
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	
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.
Stope dilution, Cu	%		
Stope dilution, Co	%		

Table 9 Mineral Reserve parameters

Item	Unit	Development	Production	>1430RL	>1350RL	<1350RL
Dilution	%			10%	5%	4%
General Mining recovery	%	100%	95%			

Table 10 Dilution and recovery assumptions for Up-hole Retreat Benching

Mr. John Wyche of AMDAD, who is independent of AMR and is a "qualified person" within the meaning of NI 43-101 has reviewed and accepts responsibility for the reserve estimate. Mr. Wyche is not aware of any environmental, permitting, legal, title, taxation, socio-economic, marketing or political issues what would materially affect the reserve estimate.

The resultant estimated mineral reserves after application of these parameters is tabulated in Table 11.

Item	Mt	Ni grade %	Cu grade %	Co grade %
Proven Mineral Reserves	0.7	2.4	1.0	0.06
Probable Mineral Reserves	0.9	2.1	1.0	0.04
Total Mineral Reserves	1.6	2.2	1.0	0.05

Table 11 Estimated Mineral Reserves

Note: CIM definitions were used for mineral reserves. Reserves are a subset of Mineral Resources and are not additive.

Mining Operations and Development

Mine development commenced in May 2013 with full scale development being achieved by August with 2,950 m of development completed by December 2013. This included 1,442 m of ore development. Delays in the arrival of the long hole production drill rig (6 weeks) pushed out the commencement of stope production until January 2014. The long hole production drill rig was commissioned onsite and began drilling in December 2013. Stope ore production is expected to begin in January 2014.

Despite no stoping fronts being exposed in 2013 mine development highlighted initial geotechnical ground conditions and development rates all in line with feasibility expectations and targets. The development and production quantities are presented in Table 12.

Item	Q4 2013	Q3 2013	Q2 2013	Q1 2013
Development Ore (t)	55,586	29,491	8,562	-
Stoping Ore (t)	-	-	-	-
Ore Mined (t)	55,586	29,491	8,562	-
Ore Milled (t)	54,691	37,396	-	-
Ni Concentrate Produced (dry metric tonnes ("**dmt**")	8,525	3,952	-	-
Payable Nickel Produced (t)	573	244	-	-
Payable Copper Produced (t)	209	126	-	-
Ni Concentrate Sold (dmt)	9,717	-	-	-

Table 12 Key Operating Information 2013

The preceding section has been prepared by Darryl Mapleson who is a Fellow of the AusIMM and a "qualified person" within the meaning of NI 43-101, and is not derived from the Technical Report as mine development began after the completion of the Technical Report.

Mining Method

The selected mining method is "up-hole retreat benching, without backfill". This method was chosen because of the following factors:

- simple mining method;
- lower operating and capital cost method to those involving backfill;
- top down method, which enables earlier access to ore; and
- with several benches in operation, the target production rate of 360,000 tpa nominated by BPNM is considered achievable.

The following diagram (Figure 4) indicates how the method is used at the Project. The method being used is consistent with the method disclosed in the Technical Report.

Referring to the diagram, the method is as follows:

1. The orebody is accessed via crosscuts developed from a central decline/incline system at 20 m vertical intervals.

2. 4.5 m high sill drives or "sills" is mined along the orebody from the crosscut on a 20 m (floor to floor) vertical spacing.

3. The sills are 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 is drilled out with nominal 64 mm diameter blastholes holes. The holes, approximately 16 m long (15.5 m vertical dimension) are drilled upwards towards the next sublevel above.

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

6. Parallel holes are drilled in "rings" back from the LHR, to the extent of the predicted stable span. To aid in charging and firing these rings are 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 then follow as required with the size of the blasts tailored to suit the ground conditions in the bench.

9. Load-haul-dump ("**LHD**") units 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 can 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 eliminates 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.

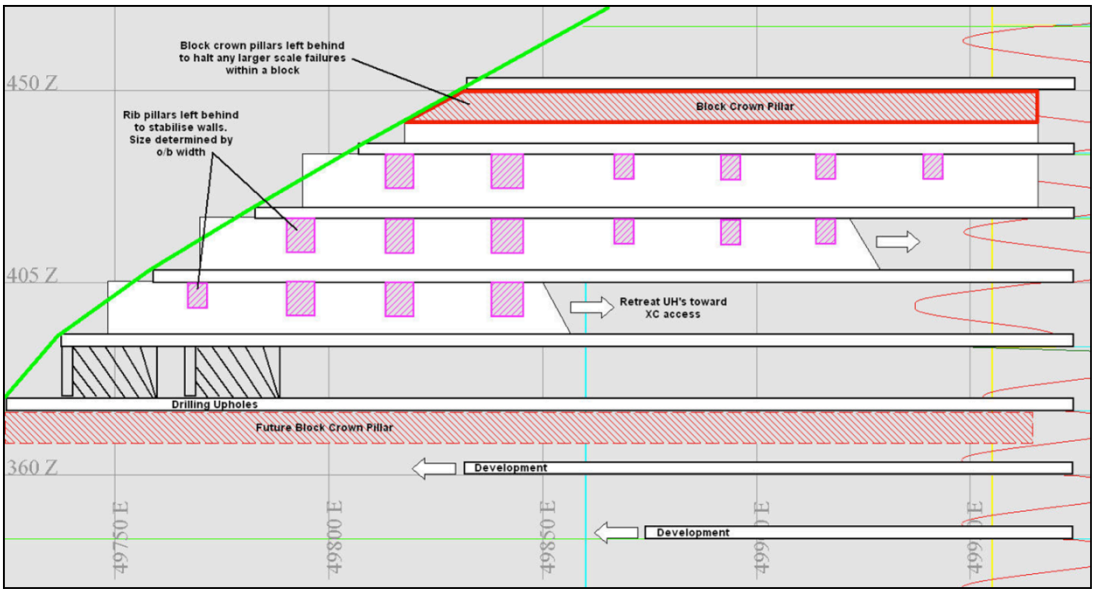


Figure 5 Up-hole Retreat Benching

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 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.

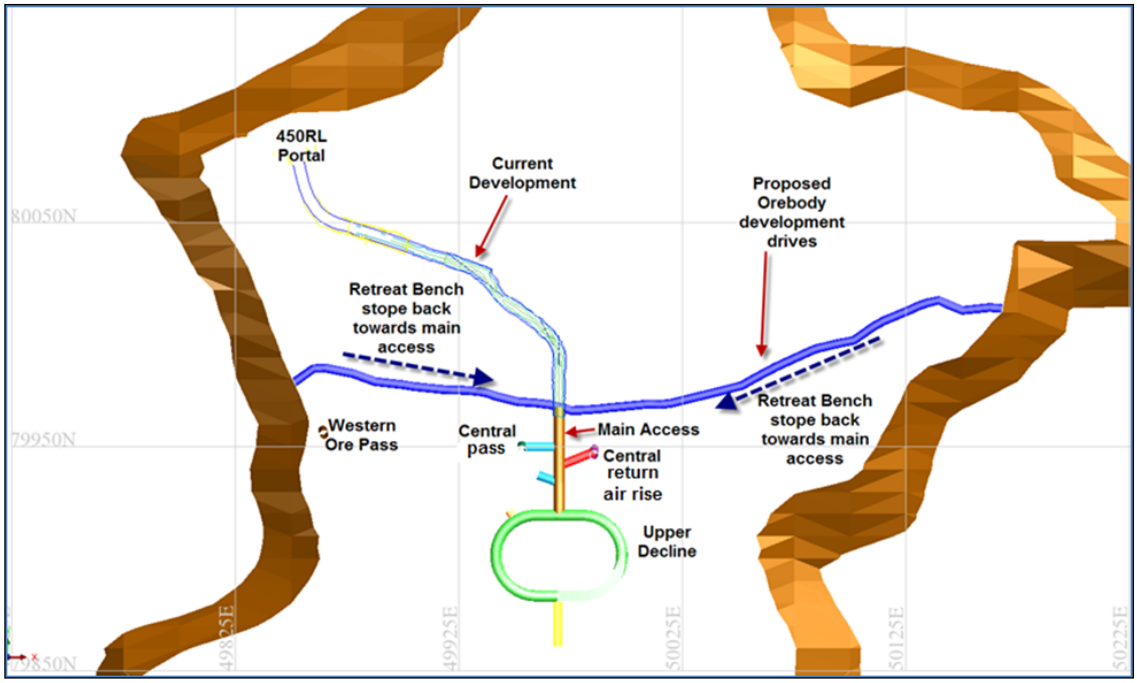


Figure 6 Mine Design Layout, 450 RL

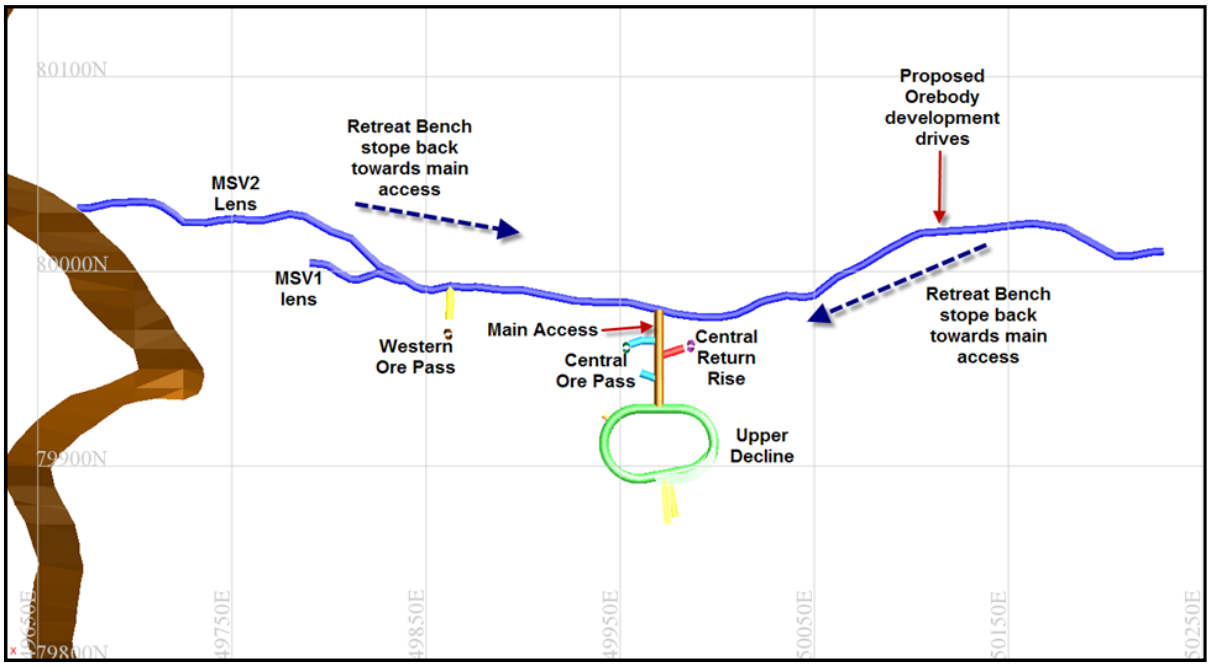


Figure 7 Mine Design Layout, 350 RL

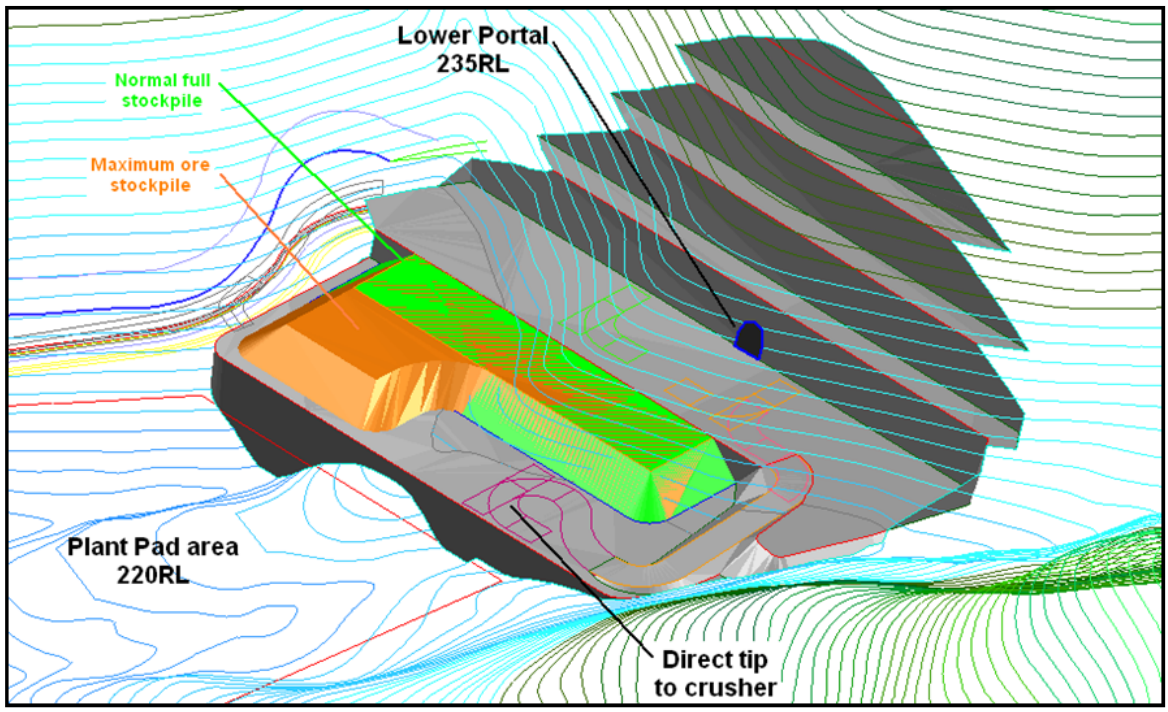


Figure 8 Lower Portal and Run-of-Mine Pad

Fresh air enters the mine via the two (2) portals and is exhausted initially through the Western Pass, before the Central Ventilation Rise is mined. Below 270 RL, fresh air is pulled down the decline and returned up a series of rises to 270 RL, where it is 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 is 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 is hauled up to 270 RL. From the 270 RL level, all rock is hauled 900 m to the ROM pad.

Process Plant Description

The process plant has been designed to process up to 450,000 tpa. The process plant produces a bulk nickel/copper concentrate via 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 were derived from metallurgical testwork and from these flowsheets and equipment lists were prepared to develop the process plant design and basis for equipment procurement. The process plant is located close to the mine portal. The main process plant is at

one level with the concentrate storage and packing building situated 10 m below to accommodate the fall in the valley.

While the process plant as constructed is capable of processing 450,000 tpa, it will be operated to match the mine production rate.

The metallurgical performance of the plant is summarized in the following table which has been prepared by Darryl Mapleson who is a Fellow of the AusIMM and a "qualified person" within the meaning of NI 43-101, and is not derived from the Technical Report as mine production began after the completion of the Technical Report. The data is unreconciled to sales of the Company.

2013	Mill Feed			Concentrate Produced			Recovery (Unreconciled)	
Month	dmt	%Ni	%Cu	dmt	%Ni	%Cu	%Ni	%Cu
July *	1,114	1.84	1.19	176.9	6.52	6.97	56.4	93.3
August *	17,280	1.37	0.71	1471.7	7.45	7.45	46.3	84.5
September *	19,002	1.48	0.82	2303.1	9.84	5.94	80.5	88.2
October	20,954	1.59	0.76	2979.2	9.63	4.90	86.2	91.2
November	13,177	2.33	0.93	2875.3	9.34	4.03	87.6	94.5
December	20,560	1.49	0.83	2670.0	9.85	5.86	85.6	91.8
YTD	92,087	1.61	0.81	12,476.2	9.35	5.38	78.5	90.2

Metallurgical Performance 2013

*Plant was being commissioned during this period.

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

Capital Cost Incurred in 2013 to bring the Project to Commercial Operation

Capital expenditure from January 1, 2013 to the commencement of commercial production at the end of October 2013 totaled US$32.5 million (Table 13), and has come under the initial budgeted cost estimate of US$34.7 million. This summary has been prepared by Darryl Mapleson who is a Fellow of the AusIMM and a "qualified person" within the meaning of NI 43-101, and is not derived from the Technical Report as mine production began after the completion of the Technical Report

Item	US$
Infrastructure – Roads	554,694
Infrastructure - Civil Works	93,750
Infrastructure - TSF & PSRD	3,849,464
Infrastructure – Camp	109,496
Infrastructure – Utilities	1,456,166
Infrastructure – Others	1,651,653

Item	US$
Plant-Crushing	182,980
Plant-Grinding	1,885,561
Plant – Flotation	368,350
Plant - Concentrate Dewatering	406,367
Plant - Infrastructure Facilities	1,976,820
Plant – Management	2,103,889
Plant – Design	635,350
Plant – Others	3,691,884
Mines – Developed	12,714,853
Smelter study	205,614
TSF - Stage 2	63,046
Transportation and transmission equipment	151,908
Capitalized Exploration expenditure	268,064
Others	164,520
Total	**32,534,431**

Table 13 Capital Cost Summary

The following production forecast has been prepared by Darryl Mapleson who is a Fellow of the AusIMM and a "qualified person" within the meaning of NI 43-101, and is not derived from the Technical Report as mine production began after the completion of the Technical Report.

Production Forecast 2014

	2014 Total
Mining	
Tonnes Mined	380,016
Grade Ni %	2.33%
Grade Cu %	1.05%
Grade Co %	0.06%
Decline Development (m)	2,356
Ore Development (m)	2,844
Total Development (m)	5,200
Processing	
Mill Feed Tonnes	380,024
Ni Metal (t) Recovered	7,540
Cu Metal (t) Recovered	3,599
Co Metal (t) Recovered	191

Figure 9 Table 14 2014 Production Forecast

Market Studies

The Project produces a mixed sulphide concentrate containing nickel, copper and cobalt. All of the concentrate is to be sold to Golden Wealth under the Off-Take Agreement.

Nickel, copper and cobalt are exchange traded metals and the pricing terms in 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

In June 2013, the Company terminated the off-take agreement with Jinchuan. This was replaced with an off-take agreement, on similar terms, with Golden Wealth. Golden Wealth is an international trading company based in Hong Kong with strong links to the Asian resource markets.

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 imported 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.

Export Tariffs

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

Royalties

The current royalty tax rates of 10%, 10% and 13% are imposed on nickel, cobalt and copper, respectively, in accordance with Resolution 712/2013/UBTVQH12 dated December 16, 2013 of the Standing Committee of the National Assembly (Vietnam). A royalty rate of 10% was used in the financial model.

Mining Rights Fee

In late 2010, the Vietnamese government passed a new law, the Mineral Law 2010. Decree 15 of such law included a new statutory fee titled the "mining rights grant fee". The Mineral Law 2010 states that such fee is to be determined based on price, size of the reserve, quality and type of the relevant mineral being mined. Until late 2013, both the Mineral Law 2010 and the Decree 15 did not specify the formula for calculating the fee and thus there was no basis to estimate the

fee payable. Effective January 20, 2014, the Vietnamese government adopted a new decree implementing the method for calculation and collection of the mining licence grant fee. The timing of the fee is still to be clarified with the Vietnamese government. The new decree has been substantially contested by mining companies in Vietnam on the rationale of the quantum of the fee and over various aspects of implementation. BPNM is also in the process of determining the steps required for the regulatory authorities to amend the decree.

Payback Period

The following section has been prepared by Darryl Mapleson who is a Fellow of the AusIMM and a "qualified person" within the meaning of NI 43-101, and is not derived from the Technical Report as mine production began after the completion of the Technical Report

Capital investment for estimated payback purposes includes expenditures for the period from October 2008 (when Ban Phuc mine was placed on care and maintenance) to May 2014 and are represented by US$81,428,327. The capital investment for the period includes exploration, feasibility studies, EIA and permitting, grant of mining licence and construction of mine, plant and associated infrastructure. The capital costs from 1993 to the October 2008 care and maintenance period was US$58,423,930 and has been excluded for this payback calculation.

Based on the estimated cash flows in the latest financial model as at June 30, 2014, US$81 million capital investment is reduced by the monthly net decrease/increase in cash such that after 35 months (from June 2014 to April 2017), the capital is fully recovered.

This calculation is based on assumption of the nickel price in the below table:

Period	US$/ton
June to December 2014	14,991
January to December 2015	19,997
January to December 2016	21,885
January to December 2017	23,843

These nickel prices are based on estimates, the actual nickel price fluctuates which will have an impact on actuals going forward. Additionally the cash flow projection, includes assumptions in costs, production, and other estimates which may not occur and which would affect the ultimate recovery of capital expenditures.

Mine Life

Based on the Project's estimated mineral resources and mineral reserves, announced in February 2013, the estimated life of the mine is approximately five (5) years.

DIVIDENDS AND DISTRIBUTIONS

The Company has not paid any dividends on the Common Shares since incorporation and currently intends to retain future earnings for the operation and development of its business. The Board has not yet adopted a dividend policy that would if, as and when the Company is in a position to pay dividends. Payment of any future dividends will be at the discretion of the Board after taking into account many factors, including the Company's operating results, financial condition and current and anticipated cash needs. There are no restrictions on the ability of the Company to pay dividends in the future.

DESCRIPTION OF CAPITAL STRUCTURE

General Description of Capital Structure

Authorized and Issued Share Capital

The Company is authorized to issue an unlimited number of common shares ("**Common Shares**") without par value, having the rights, privileges, restrictions and conditions summarized below. As at the date hereof, 778,445,041 Common Shares are issued and outstanding.

Common Shares

The holders of Common Shares are entitled to receive notice of, and to exercise one (1) vote per share at, every meeting of shareholders of the Company, to receive such dividends as the Board declares and to share equally in the assets of the Company remaining upon the liquidation of the Company after the creditors of the Company have been satisfied. There are currently no other series or class of shares which rank senior, in priority to, or pari passu with the Common Shares. The Common Shares do not carry any pre-emptive, subscription, redemption or conversion rights, nor do they contain any sinking or purchase fund provisions.

Warrants

As of the date hereof, the Company has 54,166,667 Warrants outstanding, exercisable at $0.10 per Common Share expiring on May 25, 2017.

Share Option Plan

The Company has a share option plan (the "**SOP**") 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. The Company is eligible to issue up to 10% of its issued and outstanding Common Shares. Pursuant to the SOP, the Company has granted options to purchase an aggregate of 19,217,957 Common Shares expiring at various dates between July 17, 2017 and February 1, 2019 and exercisable at various prices between $0.05 and $0.11 per Common Share.

MARKET FOR SECURITIES

The Common Shares are quoted for trading on the TSXV under the trading symbol "ASN".

The following table sets forth the sale prices per Common Share and volumes of the Common Shares traded on the TSXV for each month during 2013 and for the first seven months of 2014.

Month	$ High	$ Low	Total Volume
January 2013	0.055	0.045	1,217,799
February 2013	0.080	0.045	390,773
March 2013	0.055	0.045	895,335
April 2013	0.045	0.030	2,791,875
May 2013	0.035	0.030	2,259,000
June 2013	0.035	0.030	1,497,011
July 2013	0.040	0.030	549,500
August 2013	0.045	0.040	43,000
September 2013	0.045	0.030	10,000
October 2013	0.030	0.030	514,568
November 2013	0.050	0.020	1,334,867
December 2013	0.055	0.025	402,426
January 2014	0.090	0.055	323,116
February 2014	0.090	0.060	84,500
March 2014	0.105	0.070	364,443
April 2014	0.080	0.060	316,527
May 2014	0.075	0.060	188,995
June 2014	0.075	0.045	87,360
July 2014	0.075	0.05	74,865
August 1 –August 7, 2014	0.055	0.05	1,500

PRIOR SALES

During the period from January 1, 2013 through December 31, 2013, the Company issued the following securities which are not listed or quoted on a marketplace:

Date of Issue/Grant	Price per Security	Number of Securities
Options to Purchase Common Shares		
February 14, 2013……	$0.05	1,000,000
August 23, 2013……	$0.05	6,000,000
October 23, 2013……	$0.05	2,713,308

Notes:
Stock options issued pursuant to the Company's SOP. Each stock option is exercisable at $0.05 for one (1) Common Share.

DIRECTORS AND OFFICERS

Set forth below are the names and municipalities of residence of the directors and executive officers of the Company as at December 31, 2013, their position(s) and offices within the Company, the date on which each became a director or executive officer and their principal occupations during the preceding five (5) years:

- James Askew, of Colorado, U.S.A. has held the position of Director since April 18, 2012. Mr. Askew served previously as Director from December, 2004 until July 9, 2010. Mr. Askew's principal occupation during the preceding five (5) years has been acting as a director of several mining and resource corporations. Mr. Askew is a director of Ivanhoe Australia Limited, Evolution Mining Limited, including periods as Executive Chair; Director of Gold Star Resources Limited from 1999 until 2013, Director of Conquest Mining from 2009 to 2010, Director of Ausdrill Limited from 1993 to 2010. Mr. Askew is a member of the Audit Committee and the Compensation Committee.

- Michael Brown, of Schwyz, Switzerland, has held the position of Director since April 18, 2012. Mr. Brown's principal occupation has been serving as Senior Vice-President of Pala since 2011. Prior to joining Pala, Mr. Brown served as Chief Operating Officer for De Beers Consolidated Mines Ltd. Mr. Brown currently sits on the board of Sierra Rutile Ltd. Mr. Brown is the Chairman of the Compensation Committee.

- Christopher Castle, of Nelson, New Zealand, has held the position of Director since June 22, 2000. Mr. Castle's principle occupation during the five (5) preceding years has been serving as Managing Director and Chief Executive Officer of Widespread Portfolios Limited, a New Zealand investment company. Mr. Castle also sits on the board of Chatham Rock Phosphate Ltd, King Solomon Mines Ltd and Widespread Portfolios Ltd. Mr. Castle is the Chairman of the Audit Committee and a member of the Compensation Committee.

- Robin Widdup, of Victoria, Australia, has held the position of Director since October 2010. Mr. Widdup's principal occupation during the preceding five (5) years has been serving as Managing Director of Lion Manager, the entity responsible for providing investment advice to Lion Selection Group Ltd., an ASX listed mining investment company and two (2) unlisted funds, African Lion and Asian Lion. Mr. Widdup is a member of the Audit Committee.

- Jan Castro, of Walchwil, Switzerland held the position of Director from April 18, 2012 to June 30, 2014. Mr. Castro's principal occupation during the five (5) preceding years has been serving as Chief Executive Officer of Pala, a multi-strategy investment company dedicated to investing in, and creating value across, the mining sector both developed and emerging markets. Pala seeks to assist companies in which it has a long-term shareholding by providing strategic advice and innovative financing solutions. Prior to founding Pala in July 2006, Mr. Castro was Senior Vice President of Investments and Corporate Affairs for Mechel OAO, one of Russia's largest mining and metals companies listed on the New York Stock Exchange. Mr. Castro currently serves as Chairman of the board of Sierra Rutile Ltd., and sits on the board of Alacer Gold Corporation and Nevada Copper Corp.

- Simon Booth of South Australia, Australia held the position of President and Chief Executive Officer of AMR from September 28, 2012 to January 7, 2014. Mr. Booth's principal occupation during the preceding five (5) years, include serving as the General Manager of Operations for the Project, as Principal of Heathfield Resource Consultants and as Managing Director of Maximus Resources Ltd. Mr. Booth resigned his position as President and Chief Executive Officer of AMR on January 7, 2014, at which time Mr. Evan Spencer assumed the role of Chief Executive Officer.

- John Tasovac, of Hanoi, Vietnam held the position of Chief Financial Officer from August 11, 2013 to May 31, 2014. Mr. Tasovac's principal occupations in the preceding years include General Manager Finance for Xstrata Chile Servicios Corporativos Limitada from January 2010 until June 2013 and General Manager Finance for Xstrata Tintaya S.A. from January 2009 to December 2009. Mr Tasovac resigned his position on May 31, 2014 at which time Sean Duffy assumed the role of Chief Financial Officer.

- Paula Kember, of Ontario, Canada, held the positions of AMR's Chief Financial Officer from January 22, 2008 to August 11, 2013 and Corporate Secretary from August 25, 2012 to present.

Term of Office

Each director remains in office until the next annual shareholders' meeting or until his or her successor is duly elected, unless his office is earlier vacated in accordance with the by-laws of the Company and/or any other applicable law.

Voting Securities

As at the date of this AIF, the directors and officers of the Company, as set out above, as a group beneficially own, directly or indirectly, or exercise control or direction over Common Shares representing approximately 2.82% of the issued and outstanding Common Shares.

Audit Committee

The primary function of the audit committee of the Board (the "**Audit Committee**") is to assist the Board in fulfilling its financial reporting and controls responsibilities to the shareholders of the Company. In accordance with National Instrument 52-110 – Audit Committees ("**NI 52-110**"), information with respect to the Audit Committee is contained below. The full text of the Audit Committee charter, adopted by the Board on December 9, 2005, is set out in full in Schedule "A" of the Management Information Circular (as defined herein).

Composition of the Audit Committee

The members of the Audit Committee are Christopher Castle (Chairman), James Askew and Robin Widdup, each of whom is financially literate for the purposes of applicable legislation. Each of them is independent for the purposes of such legislation.

Relevant Education and Experience

Mr. Castle is currently the Managing Director and Chief Executive Officer of Widespread Portfolios Limited, a New Zealand investment company. He is a chartered accountant by profession and a director of a number of companies.

Mr. Askew has over 40 years of experience in the mining industry, has extensive experience at senior management levels and is a director of several public companies including his present affiliations.

Mr. Widdup is currently the Managing Director of Lion Manager a role which he has held since founding Lion Selection Group in 1997. Lion Manager provides investment advice to Lion Selection Group, Asian Lion Fund, African Lion Fund, African Lion 2 Fund and African Lion 3 Fund.

Audit Committee Oversight

At no time since the commencement of the Company's most recently completed financial year was a recommendation of the Audit Committee to nominate or compensate an external auditor not adopted by the Board.

Reliance on Certain Exemptions

At no time since the commencement of the Company's most recently completed financial year did the Company rely on (a) the exemption in section 2.4 of NI 52-110 (De Minimis Non-audit Services), or (b) an exemption from NI 52-110, in whole or in part, granted under Part 8 (Exemptions). The Company relies upon section 6.1 of NI 52-110 which exempts issuers listed on the TSX Venture Exchange ("**TSXV**") from the requirements of Part 5 (*Reporting Obligations*) of NI 52-110.

Pre-Approval Policies and Procedures for Non-Audit Services

Formal policies and procedures for the engagement of non-audit services have yet to be formulated and adopted. Subject to the requirements of NI 52-110, the engagement of non-audit services is considered by the Board and, where applicable, by the Audit Committee, on a case-by-case basis.

External Auditor Service Fees

KPMG LLP ("**KPMG**") has been the Company's auditor since January 2005. Fees payable to KPMG for the year ended December 31, 2013 and the year ended December 31, 2012 were:

Fiscal Year End	Audit Fees[1]	Audit-Related Fees[2]	Tax Fees[3]	All Other Fees[4]
December 31, 2013	$74,700	-	$23,250	-
December 31, 2012	$118,700	-	$9,950	-

Notes:

(1) "Audit Fees" include fees necessary to perform the annual audit and quarterly reviews of the Company's financial statements. Audit Fees include fees for review of tax provisions and for accounting consultations on matters reflected in the financial statements. Audit Fees also include audit or other attest services required by legislation or regulation, such as comfort letters, consents, reviews of securities filings and statutory audits.
(2) "Audit-Related Fees" include services that are traditionally performed by the auditor. These audit-related services include employee benefit audits, due diligence assistance, accounting consultations on proposed transactions, internal control reviews and audit or attest services not required by legislation or regulation.
(3) "Tax Fees" include fees for all tax services other than those included in "Audit Fees" and "Audit-Related Fees". This category includes fees for tax compliance, tax planning and tax advice. Tax planning and tax advice includes assistance with tax audits and appeals, tax advice related to mergers and acquisitions, and requests for rulings or technical advice from tax authorities.
(4) "All Other Fees" include all other non-audit services.

Cease Trade Orders, Bankruptcies, Penalties or Sanctions

Except as disclosed in this AIF, to the knowledge of management, no director or executive officer of the Company is, as at the date of this AIF, or was, within 10 years before the date of this AIF, a director, chief executive officer or chief financial officer of any company (including AMR), that was the subject of a cease trade order, an order similar to a cease trade order or an order that denied the relevant company access to any exemption under securities legislation, that was in effect for a period of more than 30 consecutive days, that was issued (a) while the director or executive officer was acting in the capacity as director, chief executive officer or chief financial officer, or (b) after the director or executive officer ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer.

Mr. Castro was a director of Coalcorp Mining Inc. ("**Coalcorp**") when the Ontario Securities Commission ("**OSC**") issued a temporary management cease trade order against the chief executive officer and the then chief financial officer of Coalcorp on February 18, 2009 for failing to file interim financial statements and MD&A for the three-and-six-month periods ended December 31, 2008 beyond the filing deadline of February 16, 2009. Such temporary management cease trade order related to Coalcorp's securities against the chief executive officer and the then chief financial officer of Coalcorp for so long as the interim financial statements, certifications and related MD&A were not filed.

The OSC issued a further management cease trade order ("**MCTO**") related to the securities of Coalcorp against the chief executive officer of Coalcorp at such time, with respect to the delayed filing of Coalcorp's annual financial statements, the related MD&A and the annual information form, each for the year ended June 30, 2009. The terms of the MCTO provided that trading in and all acquisitions of securities of Coalcorp, whether direct or indirect, by the chief executive officer must cease until two (2) full business days following the receipts by the OSC of all filings Coalcorp was required to make under Ontario securities laws. In addition, on September 29, 2010, the OSC issued a cease trade order (the "**Temporary Order**") for a period of 15 days against Coalcorp for failure to file its audited annual financial statements, the related MD&A, its annual information form, each for the year ended June 30, 2010, and the certification of the foregoing filings. The Temporary Order provided that, if the default continued, a hearing would be held to consider whether an order should be made that all trading in the securities of

Coalcorp cease permanently or for such period as is specified in such order by reason of the continued default. In connection with the Temporary Order, Coalcorp's securities were

suspended from trading by NEX. On September 29, 2010, the British Columbia Securities Commission issued a cease trade order (the "**BC Order**") against Coalcorp until such time as it filed the required documentation and the BC Order was revoked. On October 12, 2010, the OSC issued a cease trade order (the "**ON Order**") against Coalcorp which provided that all trading in the securities of Coalcorp, whether direct or indirect, must cease until the ON Order was revoked. On October 15, 2010, the Manitoba Securities Commission issued a cease trade order (the "**MB Order**", and together with the BC Order and the ON Order, the "**Cease Trade Orders**") against Coalcorp until such time as it filed the required documentation, paid the outstanding filing fees, if any, and the MB Order was revoked. Coalcorp applied to have the Cease Trade Orders revoked on October 29, 2010, immediately following the filing of its annual information form, its annual financial statements and the related MD&A, each for the year ended June 30, 2010. Each of the Cease Trade Orders and the MCTO were revoked on November 15, 2010.

To the knowledge of management, no director or executive officer of the Company, or shareholder holding a sufficient number of securities of the Company to affect materially the control of the Company, is, as of the date of this AIF, or has been within the 10 years before the date of this AIF, a director or executive officer of any company (including AMR) that, while the person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets.

To the knowledge of management, no director or executive officer of the Company, or shareholder holding a sufficient number of securities of the Company to affect materially the control of the Company, is, as of the date of this AIF, or has been within the 10 years before the date of this AIF, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the director, executive officer or shareholder.

To the knowledge of management, no director or executive officer of the Company, or shareholder holding a sufficient number of securities to affect materially the control of the Company, has been subject to any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority or has been subject to any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable investor in making an investment decision.

Conflicts of Interest

To the best of the Company's knowledge, information and belief, and other than disclosed herein, there are no known existing or potential conflicts of interest among the Company and its directors, officers or other members of management as a result of their outside business interests except that certain of the Company's directors and officers serve as directors and officers of other companies, and therefore it is possible that a conflict may arise between their duties to the Company and their duties as a director or officer of such other companies. As required by law, each of the directors of the Company is required to act honestly, in good faith and in the best interests of the Company. In the event of a conflict of interest, the Company will

follow the requirements and procedures of applicable corporate and securities legislation and applicable exchange policies, including the relevant provisions of the BCBCA.

LEGAL PROCEEDINGS AND REGULATORY ACTIONS

A company controlled by a former director and officer whose services were made available by it to BPNM, AMRN and the Company claims to be entitled to a bonus of an amount equal to 0.25% of AMRN's 70% share of net smelter return and/or net product sales revenue from production from the Project or any other target within the originally granted 600 km^2 pursuant to the FIL. The Company has advised the claimant that it does not recognize the claim as being valid. Otherwise, the Company is unaware of any legal proceedings or possible legal proceedings to which the Company is a party or to which any of its property is the subject.

During the past financial year, the Company has not had any penalties or sanctions imposed on it by, or entered into any settlement agreements with, a court or a securities regulatory authority relating to securities laws, nor has the Company been subject to any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable investor in making an investment decision.

INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

No director or executive officer of the Company, no person or company who owns of record or, to the knowledge of the Company, owns beneficially, directly or indirectly, more than 10% of any class of voting securities of the Company, and no associate or affiliate of any of the foregoing has had any material interest, direct or indirect, in any transaction within the three (3) most recently completed financial years which has materially affected or is reasonably expected to materially affect the Company or any of its affiliates.

TRANSFER AGENTS AND REGISTRARS

The registrar and transfer agent for the Common Shares is Computershare Investor Services Inc., 510 Burrard Street, 3rd Floor, Vancouver, British Columbia V6C 3B9.

MATERIAL CONTRACTS

Except for contracts entered into in the ordinary course of business, the Company did not enter into any material contracts other than the Off-Take Agreement.

NAMES AND INTERESTS OF EXPERTS

Information of a scientific or technical nature regarding the Project included in this AIF 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. As at the date hereof, each of Mr. Shi, Mr. Fahey, Mr. Wyche, Mr. Kinghorn, Mr. Lewis and Mr. Gibbons own, directly or indirectly, less than 1% of the outstanding securities of the Company.

Various other scientific or technical information as specifically identified in the document has been reviewed by Darryl Mapleson who is a Fellow of the AusIMM and a "qualified person" within the meaning of NI 43-101.

The independent auditors of the Company are KPMG. KPMG have confirmed that they are independent with respect to the Company within the meaning of the Rules of Professional Conduct of the Institute of Chartered Accountants of British Columbia.

ADDITIONAL INFORMATION

Additional information, including directors' and officers' remuneration and indebtedness, principal holders of the Company's securities and securities authorized for issuance under equity compensation plans is contained in the management information circular for the annual and special meeting of common shareholders held on July 10, 2013 (the "**Management Information Circular**").

Financial information about the Company can be found in the Company's financial statements and Management's Discussion and Analysis for the fiscal year ended December 31, 2013. Additional information relating to the Company can be found on SEDAR at www.sedar.com.

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 drillhole core for further assay.
cut-off grade	Threshold value in exploration and geological resources estimation above which ore material is selectively processed or estimated.
dip	Angle of inclination of a geological feature/rock from horizontal.
dmt	Dry metric tonne.
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).
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	Coordinate of the longitude of a drill hole, a trench collar, or a pit bench.
Y	Coordinate of the latitude of a drill hole, a trench collar, or a pit bench.