# ASIAN MINERAL RESOURCES LIMITED

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

## QUARTER ENDED JUNE 30, 2017

The following discussion of the operating results and financial position of Asian Mineral Resources Limited (the "Company" or "AMR") should be read in conjunction with the Company's audited consolidated financial statements and related notes for the fiscal year ended December 31, 2016, which have been prepared in accordance with International Financial Reporting Standards (IFRS) which were prepared by management and are available on the System for Electronic Document Analysis and Retrieval (SEDAR) at www.sedar.com. Amounts are in Canadian dollars unless otherwise stated. References to "the Company", "AMR", "we", "our" and "us" means Asian Mineral Resources Ltd., its predecessors and consolidated subsidiaries, or any one or more of them, as the context requires.

This MD&A has been prepared as of August 28, 2017 with reference to National Instrument 51-102 "Continuous Disclosure Obligations" of the Canadian Securities Administrators.

### Forward-Looking Information

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

Forward-looking statements involve known and unknown risks, uncertainties and a variety of material factors, many of which are beyond the Company's control which may cause the actual results, performance or achievements of AMR, its subsidiaries and affiliated companies to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. Readers are cautioned that forward-looking statements may not be appropriate for other purposes than outlined in this document. Such factors include, among others, future metal prices; general business, economic, competitive, political and social uncertainties; the actual results of current exploration and development activities; conclusions of economic evaluations and studies; fluctuations in the value of the U.S. dollar relative to the local currencies in the jurisdictions of the Company's key projects; changes in project parameters as plans continue to be refined; possible variations of ore grade or projected recovery rates; accidents, labour disputes or slow-downs and other risks of the mining industry; climatic conditions; political instability, insurrection or war, civil unrest or armed assault; labour force availability and turnover; delays in obtaining financing or governmental approvals or in the completion of exploration and development activities; as well as those factors referred to in the section entitled “Risks and Uncertainties” section of the MD&A. The reader is also cautioned that the foregoing list of factors is not exhausted of the factors that may affect the Company’s forward-looking statements.

Although the Company has attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in forward-looking statements, there may be other factors that cause actions, events or results to differ from those anticipated, estimated or intended. Forward-looking statements contained herein are made as of the date of this document and, except as required by applicable law, the Company disclaims any obligation to update any forward-looking statements, whether as a result of new information, future events or results or otherwise. There can be no assurance that forward-looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements.

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

**BUSINESS**

The Company was originally incorporated pursuant to the *New Zealand Companies Act* 1993. Effective December 31, 2004, it was continued as a British Columbia corporation under the *British Columbia Business Corporations Act*. The Company owns 100% of AMR Nickel Limited (“**AMRN**”) and 100% of Asian Nickel Exploration Limited, both of which are incorporated pursuant to the laws of the Cook Islands. Through AMRN, the Company owns 90% of Ban Phuc Nickel Mines LLP (“**BPNM**”), a limited liability company established in 1993 under the laws of the Socialist Republic of Vietnam pursuant to a Foreign Investment Licence (“**FIL**”) and a related Joint Venture Agreement and Charter whereby AMRN and Mineral Development Company (“**Mideco**”), an agency of the Ministry of Heavy Industry of Vietnam, formed BPNM to jointly explore and develop what was originally a 600 km$^2$ area designated in the FIL and is now 150 km$^2$ in Son La Province in north west Vietnam. Ownership of BPNM was originally held by AMRN as to 70% and by Mideco as to 30%. Mideco subsequently assigned a 10% interest in BPNM to Son La Mechanical Engineering Company, a company which was privatized and renamed Son La Mechanical Engineering Joint Stock Company (“**Coxama**”). In mid-2006, AMRN acquired Mideco’s 20% interest so as to increase its interest to its current 90%.

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

In late 2010, the Vietnamese Government passed a new law, the Mineral Law 2010. Decree 15 of the law included a new statutory fee titled "mining rights grant fee". The Mineral Law 2010 provided the fee to be determined based on price, reserve, quality and type of the relevant mineral; however, until late 2013, both the Mineral Law 2010 and the Decree 15 did not specify the formula for calculation and thus there was no basis to estimate the fee payable. In November 2013, the Vietnamese Government issued Decree 203 which outlined the formula to calculate the mining rights grant fee and on that basis the Company estimated the cost of the fee and recognized a provision of $4.6 million in its 2013 consolidated financial statements. On 6 February 2015, the Company received Decision No. 288/QD-BTNMT issued by the Ministry of Natural Resources and Environment ("MONRE") to amend the contents specified in the Mineral Mining License. In the Decision, the mining rights grant fee was fixed at $2.9 million and is payable in annual installments over the three years from 2015 to 2017.

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

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

## Second quarter Highlights

- Ban Phuc has continued to maintain its strong safety performance while in care and maintenance.
- No reportable environmental incidents. Environmental monitoring remains in place through care and maintenance with all results within target limits.
- During the 2017 second quarter the Company entered into a net smelter royalty return agreement (the "NSR Agreement") with Cobalt 27 Capital Corp. ("Cobalt 27") related to the sale of cobalt by AMR from its Ta Khoa concession in Vietnam. Under the terms of the NSR Agreement, AMR will receive C$300,000 equivalent in common shares of Cobalt 27 in exchange for granting Cobalt 27 a 3% net smelter return on sales of cobalt from the Ta Khoa concession. The price per common share will be equal to the price per common share offered by Cobalt 27 pursuant to its offering of common shares (the "Cobalt 27 Offering") under its preliminary prospectus dated April 21, 2017

## Outlook for 2017

- AMR successfully transitioned into care and maintenance in the last quarter of 2016. Ongoing maintenance of the infrastructure will continue to maintain the plant in a ready state and capable of rapidly returning to production.
- Environmental monitoring and compliance reporting forms an ongoing key component of the care and maintenance activities.

- In March a NI 43-101 Technical Report on the Ta Khoa (Ni Cu Co ± PGE) Prospects was completed. Within the technical report's executive summary it was concluded:

  *' The concession area lies in the Song Da rift, a major crustal suture zone, which is part of a broader northwest trending corridor of deep continental rifting known as the Red River Fault Zone. The area is an excellent geological address in a geotectonic and structural zone that has many favourable factors for development of Ni-Cu deposit types such as Norilsk (Russia) and Jinchuan (China). Evidence for magmatism on a regional scale adds to this picture.*

  *Considerable potential exists in the district for large-tonnage, lower-grade deposits of disseminated sulphides within ultramafic intrusions, similar to the DISS style mineralisation. Regional exploration in the Ta Khoa corridor has identified an extensive system of mafic-ultramafic intrusives, a remarkable number of which have associated Ni-Cu massive or disseminated sulphide mineralization.'*

  The scientific and technical information in the March 2017 NI 43-101 Techncial Report on the Ta Khoa Prospects were reviewed and approved by D.B. Mapleson, FAUSIMM, of BM Geological Services Pty Ltd, and B.A. Grguric, FAIG, of Mineralium Pty Ltd. Both Mr Mapleson and Mr Grguric are Independent Qualified Persons within the meaning of NI 43-101.

- The Ban Phuc exploration team are continuing with low level exploration activities, which includes field mapping, trenching and soil sampling. In May 2017 an internal study was completed which prioritizes drilling targets at 5 key prospects. The study included detailed budgetary planning.

  Further design planning and analysis of the Ban Phuc disseminated resource will continue with the Company working to conclude a PEA level report, as well as initial planning for a concept study on an open pit design on the Disseminated Resource.

- During the second quarter the Vietnam General Department of Taxation (GDT) commenced an audit of BPNM for the years from 2010 to 2016. The Company awaits the final report on the results of their review.

**THE QUARTER IN REVIEW**

**BAN PHUC MINE**

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

**PRODUCTION RESULTS**

| | Quarter June 30, 2017 | Quarter June 30, 2016 |
|---|---|---|
| Ore Mined (tonnes) | - | 78,065 |
| Ore Milled (tonnes) | - | 78,084 |
| Ni Concentrate Produced (dmt) | - | 13,476 |
| Average Ni grade (%) | - | 1.87 |
| Ni recovery (%) | - | 87 |
| Ni concentrate grade (%) | - | 9.7 |
| Ni contained metal in concentrate (tonnes) | - | 1,318 |
| Ni payable metal in concentrate (tonnes) | - | 863 |
| Average Cu grade (%) | - | 0.87 |
| Cu recovery (%) | - | 93 |
| Cu concentrate grade (%) | - | 4.8 |
| Cu contained metal in concentrate (tonnes) | - | 640 |
| Cu payable metal in concentrate (tonnes) | - | 304 |

**FINANCIAL SUMMARY**

**Selected Quarterly Information**

| | Quarter to June 30, 2017 | Quarter to June 30, 2016 - Restated | Quarter to June 30, 2015 | Quarter to June 30, 2014 |
|---|---|---|---|---|
| Sale Revenues | $0.00 | $7,467,406 | $21,834,182 | $15,333,509 |
| Interest Income | $3,102 | $5,892 | $193 | $799 |
| Net Income (Loss) | ($1,321,335) | ($3,554,174) | ($2,536,735) | $2,960,852 |
| Loss per common share (non-diluted) | $0.00 | $0.00 | $0.00 | $0.00 |
| Loss per common share (diluted) | $0.00 | $0.00 | $0.00 | $0.00 |
| Total Assets | $4,345,272 | $23,698,857 | $80,256,043 | $73,901,030 |
| Total Long term financial liabilities | $1,504,167 | $1,782,627 | $13,026,971 | $22,912,443 |

**KEY OPERATING INFORMATION – BAN PHUC MINE**

| | June 30, 2017 | Mar 31, 2017 | Dec 31, 2016 | Sep 30, 2016 | Jun 30, 2016 |
|---|---|---|---|---|---|
| Ore Mined (tonnes) | - | - | - | 56,889 | 78,065 |
| Ore Milled (tonnes) | - | - | - | 59,370 | 78,084 |
| Ni Concentrate Produced (dmt) | - | - | - | 9,145 | 13,476 |
| Payable Nickel Produced (tonnes) | - | - | - | 601 | 863 |
| Payable Copper Produced (tonnes) | - | - | - | 217 | 304 |
| Ni Concentrate Sold (dmt) | - | - | - | 11,895 | 10,151 |
| Cash cost per Ni payable produced tonne (1) | - | - | - | $8,691 | $9,122 |
| Total production costs per Ni concentrate tonne (2) | - | - | - | $13,813 | $14,298 |

(1) Cash costs net of by-products per payable Ni concentrate tonne include mining, processing, transportation, selling costs and direct overhead, net of Cu and Co credits.

(2) Total production costs per Ni tonne contained in concentrate include mining, processing, transportation, selling costs, direct overhead, depreciation and amortization at the operation sites.

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

| | Quarter to June 30, 2017 | Quarter to June 30, 2016 - Restated | Quarter to June 30, 2015 - Restated |
|---|---|---|---|
| Expensed exploration costs | $110,847 | $186,648 | $156,206 |
| Expensed research and development costs (net of depreciation) | Nil | Nil | Nil |
| Building, infrastructure, mine, plant, machinery, motor vehicles (net of depreciation) | $14,594 | $2,030,210 | $35,326,326 |
| Furniture and office equipment, licences and franchises (net of depreciation/amortization) | $5,365 | $990,327 | $3,017,103 |
| Construction in progress | Nil | Nil | $5,459,691 |

**Results of Operations for the Quarter Ended June 30, 2017**

For the quarter ended June 30, 2017 and 2016, AMR incurred a net loss of $1,321,355 or $0.00 (fully diluted $0.00) per share and a net loss $3,554,174 or $0.00 (fully diluted $0.00) per share, respectively.

The Ban Phuc mine was placed on care and maintenance in the fourth quarter of 2016. Therefore the Q2 2016 comparative data reflects full production, while Q2 2017 contains no production revenues or costs.

The detailed operating results for the quarters ended June 30, 2017 and 2016 as follows:

| | 2017 | 2016 |
|---|---|---|
| Revenue | $ - | $ 7,467,406 |
| Costs of sales | | |
| Production costs | | |
| Mining production costs | - | (3,665,087) |
| Processing costs | - | (1,136,849) |
| Other production costs | - | (551,190) |
| Depreciation and amortization | - | (3,503,005) |
| Changes in inventories of finished goods and work in process | - | 2,296,395 |
| Royalty | - | (747,769) |
| Concentrate transport and logistics | - | (1,458,418) |
| Operating income (loss) | - | (1,298,517) |
| Care and maintenance costs | | |
| Site, camp administrative costs | (217,269) | - |
| Plant costs | (42,035) | - |
| Mining costs | (54) | - |
| Other costs | (11,231) | - |
| General administrative expenses | | |
| Salaries, wages and benefits | (345,435) | (403,503) |
| Taxes & fees | - | (940,261) |
| Professional and regulatory | (237,956) | (141,725) |
| Travel | (37,270) | (28,014) |
| Office, administrative and share-based compensation | (265,532) | (282,333) |
| Exploration | (110,847) | (186,648) |
| Finance income | 3,102 | 5,892 |
| Finance expenses | (120,276) | (36,728) |
| Other income (expense) | 63.448 | (242,337) |
| Loss for the period | $ (1,321,355) | $ (3,554,174) |

There were no shipments of concentrate in Q2 2017, as compared to Q2 2016 when revenues of $7.47 million comprised two shipments of nickel concentrate sales of 11,000 wmt sold.

Production costs:

Given the Q4 2016 move to care and maintenance for the Ban Phuc mine there were no production related costs incurred during 2017.

- No mining production costs in Q2 2017, as compared with $3.67 million in the same quarter of 2016.
- No processing costs in Q2 2017, as compared to $1.14 million in Q2 2016.
- ‘Other’ production costs include maintenance, health and safety, environment, logistics and site administration costs. There were no ‘other’ production costs in Q2 2017 as compared to $0.55 million in Q2 2016.
- Depreciation and amortization expenses are calculated utilizing (i) straight-line method for building, machinery, motor vehicles, infrastructure, office furniture and equipment, licenses and franchises; and (ii) unit of production (UoP) based on actual ore mined in the month and remaining mineral reserve for plant and mine development. No production depreciation and amortization expense were incurred in Q2 2017 (Q2 2016: $3.5 million) as the production assets were fully depreciated during 2016.
- Changes in inventories of finished goods and work in process represent net movement between the value of nickel concentrate produced and moved to stock and the value of nickel concentrate sold during the year. This cost was nil for Q2 2017 compared with $2.3 million in Q2 2016.
- The royalty payable to the Vietnamese Government is calculated at 10% of either (i) the value of nickel concentrate sale price less export tax, processing, bagging, road freight, customs and warehouse costs; or (ii) exploited ore quantity converted from sold nickel concentrate quantity and the royalty taxable minimum price (minimum price) of VND1,660,000/ore tonne. Whichever method generates a higher tax payable amount is applied. In 2015, the price realized for nickel concentrate decreased and the sales price less export tax, processing, bagging, road freight, customs and warehouse costs was lower than VND1,660,000/ore tonne, therefore the Company applied the minimum price. Royalty expense is recorded when revenue from the sale of nickel concentrate is recognized.

  No royalty tax was recognized in Q2 2017 while the royalty tax in Q2 2016 was $0.75 million.
- Concentrate transport and logistics costs comprise in-land and sea freight costs related to the quantity of nickel concentrate sold. No concentrate transport and logistics costs were incurred in Q2 2017, while $1.46 million was recorded in Q2 2016 reflecting two shipments.

Care and maintenance costs:

Ban Phuc commenced recording care and maintenance costs in Q1 2017. Q2 2017 care and maintenance costs include: (i) $0.22 million site and camp administrative costs; and (ii) $0.05 million plant, mining and other care & maintenance costs.

General administrative expenses:

Salaries, wages and benefits costs reduced to $0.35 million in Q21 2017 from $0.40 million in Q21 2016 reflecting a reduced number of employees due to the change in production status.

- Taxes and fees include foreign contractor withholding tax (“FCT”), environment protection fees (“EPF”) and amortized mining right grant fee (“MRGF”). EPF was calculated and MRGF was amortized based on actual ore mined during the year. Given there were no mining activities in Q2 2017, there were no related taxes and fees.

- Professional, regulatory and other fees rose to $0.24 million in Q2 2017 from $0.14 million in the same 2016 quarter. This increase represented consultant fees for legal review, licenses & permits in Q2 2017.
- There was an increase to $0.04 million in travel expenses in Q2 2017 from $0.03 million in Q2 2016 reflecting consultancy travel costs and contract completion departure costs for management personnel.
- Office, administrative and share-based compensation costs decreased minimally to $0.27 million in Q2 2017 from $0.28 million in Q2 2016.

Exploration costs decreased to $0.11 million in Q2 2017 from $0.19 million in Q2 2016 due to reduced exploration activities and headcount during the 2017 quarter.

Financial expenses are primarily comprised of unrealized foreign exchange losses incurred when the Company revalues U.S. dollar balances into Canadian dollars and the FCT of intercompany loan interest expense. Financial expenses increased to $0.12 million in the first quarter 2017 from $0.04 million in the same quarter in 2016.

Other comprehensive income for the quarter result from movements in the US dollar relative to the Canadian dollar as applied to the translation of the Company's Vietnamese subsidiary whose functional currency is the US dollar. The US dollar: Canadian dollar exchange rate increased to 1.298 at June 30, 2017 from 1.292 at June 30, 2016. The movement between quarters resulted in other comprehensive income of $0.2 million in Q2 2017 (Q2 2016: $0.2 million)

**LIQUIDITY AND CAPITAL RESOURCES**

As at June 30, 2017, the Company had on hand cash and cash equivalents of $2.7 million (December 31, 2016: $5.5 million).

Cash generated in operating activities decreased by $2.1 million to the use of $1.6 million in Q2 2017 from the generation of $0.5 million in the equivalent 2016 period. This reduction reflects a $2.2 million decrease in the current quarter's loss, offset by a $0.8 million decrease in non-cash operating working capital, and a $3.5 million decrease in items not involving cash, primarily depreciation and amortization.

Cash used in investment activities increased to $0.04 million during the second quarter of 2017 (2016: $0.01 million), representing the change in foreign exchange on non-current liabilities.

No cash was used in financing activities during the second quarter of 2017 and 2016.

The Company requires a cash injection during the fourth quarter of 2017 in order to meet anticipated expenditures. A number of options for fundraising are currently being explored, while further cost cutting is being undertaken.

The Company had the following contractual obligations at June 30, 2017:

| | Payment due by period | | |
|---|---|---|---|
| | **Total** | **Less than 1 year** | **1 – 3 years** |
| Purchase obligations | 738,304 | 738,304 | - |
| Other obligations (taxes & fees) | 8,011,924 | 6,507,757 | 1,504,167 |
| Total | 8,750,228 | 7,246,061 | 1,504,167 |

## Summary of Quarterly Results

| | **June 30, 2017** | **Mar 31, 2017** | **Dec 31, 2016** | **Sep 30, 2016** | **Jun 30, 2016 - Restated** | **Mar 31, 2016** | **Dec 31, 2015** |
|---|---|---|---|---|---|---|---|
| **Concentrate Sold (dmt)** | - | - | 4,707 | 11,895 | 10,151 | 20,984 | 29,873 |
| **Sale revenues** | - | $536,927 | $4,691,970 | $10,938,261 | $7,467,406 | $16,121,857 | $22,064,379 |
| **Interest income** | $3,102 | $1,101 | $119,592 | $1,502 | $5,892 | $7,709 | $5,200 |
| **Royalty** | - | - | $1,417,135 | $411,605 | $747,769 | $921,301 | $2,654,845 |
| **Production costs** | - | - | $5,979,222 | $9,526,536 | $6,559,736 | $12,671,144 | $23,433,643 |
| **Concentrate transport &logistics** | - | - | $28,612 | $1,118,869 | $1,458,418 | $2,646,428 | $3,129,052 |
| **Care & maintenance costs** | $270,589 | $252,256 | - | - | - | - | - |
| **General & administrative expenses** | $886,193 | $732,442 | $1,430,490 | $2,128,853 | $1,795,836 | $1,145,410 | $3,321,824 |
| **Exploration** | $110,847 | $94,969 | $386,911 | $143,922 | $186,648 | $185,696 | $231,541 |
| **Other income/ (expense)** | 63,448 | $51,543 | ($224,508) | $157,113 | ($242,337) | ($28,134) | ($329,495) |
| **Net Loss** | ($1,321,355) | ($594,336) | ($6,534,710) | ($2,266,763) | ($3,554,174) | ($1,504,045) | ($37,728,574) |
| **Income (Loss) per share (non-diluted)** | ($0.00) | ($0.00) | ($0.01) | ($0.00) | ($0.01) | ($0.00) | ($0.05) |
| **Income (Loss) per share (diluted)** | ($0.00) | ($0.00) | ($0.01) | ($0.00) | ($0.01) | ($0.00) | ($0.05) |
| **Total Assets** | $4,345,272 | $5,688,062 | $7,624,185 | $13,694,309 | $19,724,979 | $23,698,857 | $29,281,822 |

The detailed operating results of the six months ended June 30, 2017 and 2016 are as follows:

| | 2017 | 2016 |
|---|---|---|
| Revenue | $ 536,927 | $ 23,589,262 |
| Costs of sales | | |
| Production costs | | |
| Mining production costs | - | (9,187,009) |
| Processing costs | - | (2,660,964) |
| Other production costs | - | (1,385,593) |
| Depreciation and amortization | - | (7,132,932) |
| Changes in inventories of finished goods and work in process | - | 1,135,618 |
| Royalty | - | (1,669,070) |
| Concentrate transport and logistics | - | (4,104,845) |
| | 536,927 | (1,415,533) |
| Care and maintenance costs | | |
| Site, camp administrative costs | (414,816) | - |
| Plant costs | (66,034) | - |
| Mining costs | (1,238) | - |
| Other costs | (40,757) | - |
| General administrative expenses | | |
| Salaries, wages and benefits | (867,894) | (986,716) |
| Taxes & fees | - | (1,093,657) |
| Professional and regulatory | (307,291) | (242,558) |
| Travel | (53,785) | (167,163) |
| Office, administrative and share-based compensation | (389,666) | (451,152) |
| Exploration | (205,816) | (372,344) |
| Other income (expense) | 114,991 | (270,473) |
| Finance income | 4,203 | 13,602 |
| Finance expenses | (224,516) | (72,225) |
| Operating loss for the period | $ (1,915,692) | $ (5,058,219) |

There was no shipment of concentrate in the first six months 2017, however revenue of $0.5 million represents adjusted revenue recorded for final shipment based on mark-to-market prices as at December 31, 2016. In the same period in 2016 revenues of $23.6 million comprised six shipments of nickel concentrate sales of 34,000 wmt sold.

Production costs:

The Ban Phuc mine moved to care and maintenance during the fourth quarter of 2016, as a result there have been no production costs during 2017.

- There were no mining production costs during the first half of 2017 compared to $9.19 million in the same 2016 period.

- There were no processing costs in six months ended June 30, 2017 compared to $2.66 million in the same period 2016.

- ‘Other’ production costs include maintenance, health and safety, environment, logistics and site administration costs. There were no ‘other’ production costs in the first six months of 2017 compared to $1.39 million in the first half of 2016.

- Depreciation and amortization expenses are calculated utilizing (i) straight-line method for building, machinery, motor vehicles, infrastructure, office furniture and equipment, licenses and franchises; and (ii) unit of production (UoP) based on actual ore mined in the month and remaining mineral reserve for plant and mine development. No production depreciation and amortization expense were incurred in first half of 2017 (six months to June 30, 2016: $7.13 million) as the production assets were fully depreciated by September 2016.

- Changes in inventories of finished goods and work in process represent net movement between the value of nickel concentrate produced and moved to stock and the value of nickel concentrate sold during the year. This cost was nil for the first half of 2017 compared with $1.14 million in the same 2016 period.

- The royalty payable to the Vietnamese Government is calculated at 10% of either (i) the value of nickel concentrate sale price less export tax, processing, bagging, road freight, customs and warehouse costs; or (ii) exploited ore quantity converted from sold nickel concentrate quantity and the royalty taxable minimum price (minimum price) of VND1,660,000/ore tonne. Whichever method generates a higher tax payable amount is applied. In 2015, the price realized for nickel concentrate decreased and the sales price less export tax, processing, bagging, road freight, customs and warehouse costs was lower than VND1,660,000/ore tonne, therefore the Company applied the minimum price. Royalty expense is recorded when revenue from the sale of nickel concentrate is recognized.

  No royalty was recognized in the first six months of 2017 while the royalty tax incurred in the first half of 2016 was $1.67 million.

- Concentrate transport and logistics costs comprise in-land and sea freight costs related to the quantity of nickel concentrate sold. No concentrate transport and logistics costs were incurred in the six months ended June 30, 2017, while $4.10 million was recorded in the first half of 2016 reflecting six shipments.

Care and maintenance costs:

Ban Phuc commenced recording care and maintenance costs January 1, 2017. For the first six months of 2017 care and maintenance costs included: (i) $0.41 million site and camp administrative costs; and (ii) $0.52 million for plant, mining and other care & maintenance costs.

General administrative expenses:

- Salaries, wages and benefits costs reduced to $0.87 million in six months ended June 30, 2017 from $0.99 million in the same 2016 period, reflecting a reduced number of employees due to the change in production status.
- Taxes and fees include foreign contractor withholding tax (“FCT”), environment protection fees (“EPF”) and amortized mining right grant fee (“MRGF”). EPF was calculated and MRGF was amortized based on actual ore mined during the year. Given there were no mining activities in first half of 2017, there were no related taxes and fees.

- Professional, regulatory and other fees rose to $0.31 million in the six months ended June 30, 2017 from $0.24 million in the same 2016 period. This increase represented consultant fees for legal review and tax audit advisory during 2017.
- There was a decrease to $0.05 million in travel expenses in the first six months of 2017 from $0.17 million in the same 2016 period reflecting consultancy travel costs and contract completion departure costs for management personnel.
- Office, administrative and share-based compensation costs decreased to $0.39 million in the first half of 2017 from $0.45 million in the same 2016 period.

Exploration costs decreased to $0.21 million in the first half of 2017 from $0.37 million in the same 2016 period due to limited exploration activities and reduced headcount.

Financial expenses primarily include unrealized foreign exchange loss incurred when the Company revaluates U.S. cash balances into Canadian dollars, and FCT of intercompany loan interest expenses. Financial expenses increased to $0.22 million in the first half of 2017 from $0.07 million in the same period in 2016, reflecting increased cash balance in US dollar as at 30 June 2017 and the increased loan interest rate in first half of 2017 in comparison with the same 2016 period.

## SIGNIFICANT ACCOUNTING POLICIES AND ESTIMATES

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

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

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

### Basis of presentation

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

## Going Concern

Given the sustained low nickel price environment and forecasted nickel prices, the Ban Phuc mine was placed on care and maintenance at the start of the 2016 fourth quarter. The exploration potential at Ban Phuc remains a key strategic opportunity in the overall growth plan for AMR's Ban Phuc projects and remains the key focus for AMR's growth plan which includes a significant disseminated resource that is not economic at current nickel prices. There can be no assurance that the Company will restart the Ban Phuc mine and generate positive cash flow in future periods. Should the Company not be able to continue as a going concern, adjustments to the carrying values and classification of its assets and liabilities would be required, and these adjustments could be material.

As at June 30, 2017, the Company had cash and cash equivalents of $2.65 million and $3.2 million negative working capital. During the quarter ended June 30, 2017, the Company sustained a net loss of $1.6 million and had an accumulated deficit of $146.3 million. Whether the Company will be able to restart the Ban Phuc mine and generate positive cash flow is uncertain and depends on numerous factors, including but not limited to nickel prices and potential for identifying and developing further mineral resources. The Company intends to seek financing to address the working capital deficiency and fund further exploration of the Ban Phuc property. These factors indicate the existence of a material uncertainty that casts significant doubt about the Company's ability to continue as a going concern.

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

## Asset Impairment

The Company's mining and processing assets were fully amortized or impaired as at September 30, 2016.

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

## Provision for rehabilitation costs

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

At June 30, 2017, there was a provision for rehabilitation of $421,934 (December, 2016: $436,549).

**Ore reserve estimates**

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

**Share-based compensation**

The Company has a share option plan, under which the fair value of all share-based awards is estimated using the Black-Scholes Option-Pricing Model at the grant date and amortized over the vesting periods. An individual is classified as an employee when the individual is an employee for legal or tax purposes or provides services similar to those performed by a direct employee, including directors of the Company. Share-based payments to non-employees are measured at the fair value of the goods or services received or the fair value of the equity instruments issued if it is determined the fair value of the goods or services cannot be reliably measured and are recorded at the date the goods or services are received. The amount recognized as an expense is adjusted to reflect the number of awards expected to vest.

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

During the second quarter of 2017 the Company recognized share-based compensation expense in the amount of $151,512 (Q2 2016: nil).

**Off-Balance Sheet Arrangements**

The Company does not have any off-balance sheet arrangements at June 30, 2017.

**Future Accounting Policies**

There were no new standards effective January 1, 2017 that had a material impact on the Company's consolidated financial statements. The Company has not early adopted any other standard, interpretation or amendment in the consolidated financial statements that have been issued, but not yet effective.

A number of new standards, amendments to standards and interpretations, are not yet effective for the year ended December 31, 2017, and have not been applied in preparing these consolidated financial statements. The following pronouncements are considered by the Company to be the most significant of several pronouncements that may affect the consolidated financial statements in future periods.

IFRS 9, *Financial Instruments ("IFRS 9")*

IFRS 9 will replace the multiple classification and measurement models in IAS 39, *Financial Instruments: Recognition and Measurement*, with a single model that has only two classification categories: amortized cost and fair value. The new standard also requires a single impairment method to be used, provides additional guidance on the classification and measurement of financial liabilities, and provides a new general hedge accounting standard.

The mandatory effective date has been set for January 1, 2018, however early adoption of the new standard is permitted. The Company does not intend to early adopt IFRS 9. The Company is currently evaluating the impact of IFRS 9 on its consolidated financial statements.

IFRS 15, *Revenue from Contracts with Customers ("IFRS 15")*

IFRS 15 is effective for fiscal years commencing on or after January 1, 2018 and will replace IAS 18, *Revenue* and a number of revenue related standards and interpretations. IFRS 15 contains a single model that applies to contracts with customers and two approaches to recognizing revenue: at a point in time or over time. The model features a contract-based five-step analysis of transactions to determine whether, how much and when revenue is recognized. New estimates and judgmental thresholds have also been introduced, which may affect the amount and/or timing of revenue recognized.

The Company intends to adopt IFRS 15 in its consolidated financial statements for the annual period beginning on January 1, 2018. The Company is currently evaluating the impact of IFRS 15 on its consolidated financial statements.

IFRS 16, *Leases ("IFRS 16")*

On January 13, 2016, the IASB published a new standard, IFRS 16, eliminating the current dual accounting model for lessees, which distinguishes between on-balance sheet finance leases and off-balance sheet operating leases. Under the new standard, a lease becomes an on-balance sheet liability that attracts interest, together with a new right-of-use asset. In addition, lessees will recognize a front-loaded pattern of expense for most leases, even when cash rentals are constant. IFRS 16 is effective for annual periods beginning on or after January 1, 2019, with earlier adoption permitted. The Company is currently evaluating the impact of IFRS 16 on its consolidated financial statements.

IAS 12, *Income Taxes* (Amendments)

On January 19, 2016, the IASB issued Recognition of Deferred Tax Assets for Unrealized Losses as an amendment to IAS 12. The amendments clarify that the existence of a deductible temporary difference depends solely on a comparison of the carrying amount of an asset and its tax base at the end of the reporting period, and is not affected by possible future changes in the carrying amount or expected manner of recovery of the asset. The amendments apply retrospectively for annual periods beginning on or after January 1, 2017 with early adoption permitted.

IFRS 2, *Share-Based Payment* (Amendments)

On June 20, 2016, the IASB issued amendments to IFRS 2 clarifying how to account for certain types of share-based payment transactions. The amendments provide requirements on the accounting for: the effects of vesting and non-vesting conditions on the measurement of cash-settled share-based payments; share-based payment transactions with a net settlement feature for withholding tax obligations; and a modification to the terms and conditions of a share-based payment that changes the classification of the transaction from cash-settled to equity-settled.

The amendments apply for annual periods beginning on or after January 1, 2018. As a practical simplification, the amendments can be applied prospectively. Retrospective, or early, application is permitted if information is available without the use of hindsight. The Company intends to adopt the amendments to IFRS 2 in its consolidated financial statements for the annual period beginning on January 1, 2018. The Company is currently evaluating the impact of amendments to IFRS 2 on its consolidated financial statements.

## TRANSACTIONS WITH RELATED PARTIES

### Directors

Directors fees recognized in Q2 2017 was $27,943.

### Key management

Salary expense incurred and accrued to key management persons during the second quarter of 2017 totalled $104,597 (2016: $211,249).

### Pala Investment Limited

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

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

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

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

On March 28, 2013 Pala purchased 158,845,081 common shares of the Company pursuant to the excise of it basic subscription privilege in full under the Company’s rights offering. In addition Pala purchased 77,262,232 common share of the Company pursuant to a standby commitment provided as part of the rights offering. Subsequent to these purchases Pala owned and controlled, directly or indirectly 569,813,827 common shares of the Company.

## RISK FACTORS

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

### Dependence on the Ban Phuc Nickel Project

AMR is primarily focused on the development of the Ban Phuc mine. AMR does not own any significant assets other than those related to AMR's ownership interest in the mine 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 mine 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

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

### Risk of the Revocation of Licences and Permits

Any failure to comply strictly with applicable laws, regulations and local practices relating to mineral rights applications, including for exploration permits and exploitation or mining licenses, and tenure, could result in loss, reduction or expropriation of entitlements, the imposition of additional local or foreign parties as joint venture partners with carried or other interests or enforcement actions against us, including orders issued by regulatory or judicial authorities causing operations to cease or be curtailed, and may include corrective measures requiring capital expenditures, installation of additional equipment, or remedial actions. Furthermore, no assurance can be given that new rules and regulations will not be enacted or that existing rules and regulations will not be applied in a manner, which could limit or curtail production or development. Amendments to current laws and regulations governing operations and activities or mining and milling or more stringent implementation thereof could have a material adverse impact on us.

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

### 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 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 April 2008, BPNM entered into the Off-Take Agreement for all of the concentrate production from the Project from the currently defined resources. Jinchuan is a large Chinese enterprise. As of January 9, 2017 the Company has settled up to and including shipment 42, with no further settlements remaining. The Off-Take Agreement also granted Jinchuan a first refusal option on additional nickel concentrates that BPNM may produce from new projects other than the Project. AMR is working with Jinchuan under the conditions of the current Off-Take Agreement now that Ban Phuc Nickel has moved into Care and Maintenance phase.

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

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

**Mining operations are vulnerable to supply chain disruptions**

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

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

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

**Political Risk and Economic Instability**

AMR's exploration, development and future operation activities occur in Vietnam. As such, AMR may be affected by possible political or economic instability in Vietnam. There can, for example, be no assurance that future political and economic conditions in Vietnam will not result in the government adopting policies respecting foreign ownership and development of interests in mineral resources, which could be adverse to the Company's interests or profitability. The risks include, but are not limited to, terrorism, military repression, fluctuations in currency exchange rates and high rates of inflation. Changes in resource development or investment policies or shifts in political attitude in Vietnam may prevent or hinder AMR's business activities and render the Project unprofitable by preventing or impeding future property exploration, development or mining. Operations may be affected in varying degrees by government regulations with respect to restrictions on production, price controls, export controls, restrictions on repatriation of earnings, royalties and duties, income taxes, nationalization of property or businesses, expropriation of property, maintenance claims, environmental legislation, land use, land claims of local people, water use and mine safety. The laws on foregoing investment and mining are still evolving in Vietnam and it is not known how they will evolve. In particular, the current law on minerals allows the government to announce areas where mining activities are prohibited (or temporarily prohibited) for reasons of national defense, security, protection of historical or cultural sites, scenery or other public interests, subject only to providing fair and equitable treatment in respect of damage caused where mineral activities are being legally conducted therein. The effect of these factors cannot be accurately predicted.

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

**Exchange rates**

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

Certain directors and officers may have conflicts of interest.

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

**Illiquid market for AMR's securities**

AMR shares are highly illiquid and cannot be easily sold in the market without significant risk of a loss in value. Further contributing to AMR's illiquidity, is the fact that a small group of shareholders currently hold over 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**

At the date of this report, Pala has control over AMR and its interests may conflict with those of other shareholders. Pala owns, directly 569,813,827 Common Shares, representing approximately 72.2% of the issued and outstanding Common Shares on a non-diluted basis. Pala has a significant influence in any matter coming before a vote of shareholders and Pala alone will be in a position to prevent approval of certain matters requiring shareholder approval. Investors should be aware that votes in respect of the Common Shares may be significantly influenced by a small group of insiders as detailed in the table below. Pala is also able to effect certain fundamental changes to AMR in accordance with the BCBCA because it is able to, on its own, meet the applicable 66 2/3% voting threshold for shareholder approval to effect such changes.

| Shareholder | Number of Common Shares(1) | Percentage of Common Shares Outstanding |
|---|---|---|
| Pala Investments Limited | 569,813,827 | 72.2% |
| Melior Resource Inc | 47,272,727 | 6.0% |
| Lion Selection Group Limited(2) | 39,950,288 | 5.1% |
| Malaysia Smelting Corporation Berhad(3) | 31,297,661 | 4.0% |
| **Total** | **688,334,503** | **87.3%** |

**Notes:**

(1) Based on information posted on SEDI as of August 28, 2017.

(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 100% 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 601,111,488 Common Shares, representing approximately 76.2% on a non-diluted basis.

**Mining industry**

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

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

**Limited production revenues; history of losses**

To date, the Company has only limited production revenue from mining operations, as commercial production at Ban Phuc commenced late in 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 execution of any joint venture agreements with strategic partners, the Company's acquisition of additional properties and other factors, many of which are beyond the Company's control.

**Competition**

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

**Insurance and uninsured risks**

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

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

**Government regulation**

The Company's exploration, development and operating activities are subject to various laws governing prospecting, mining, development, production, taxes, labour standards and occupational health, mine safety, toxic substances, land use, water use, land claims of local residents and other matters. Although the Company's planned activities will be carried out in accordance with all applicable rules and regulations, there can be no assurance that new rules and regulations will not be enacted or that existing rules and regulations will not be applied in a manner which could limit or curtail such planned activities with materially adverse impacts on financial performance and profitability.

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

Failure to comply with applicable laws, regulations and permitting requirements may result in enforcement actions thereunder, including orders issued by regulatory or judicial authorities causing operations to cease or be curtailed, and may include corrective measures requiring capital expenditures, installation of additional equipment, or remedial actions. Parties engaged in mining operations or in the exploration or development of mineral properties may be required to compensate those suffering loss or damage by reason of the mining activities and may have civil or criminal fines or penalties imposed for violations of applicable laws or regulations.

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

**Personnel**

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

**Environmental risks and hazards**

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

**Enforceability of civil liabilities**

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

**Litigation risk**

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

**The market price for Common Shares cannot be assured**

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

## FINANCIAL INSTRUMENTS

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

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

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

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

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

## DISCLOSURE CONTROLS

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

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

## ADDITIONAL INFORMATION

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

## SHARE DATA

As at August 28, 2017, the Company had 788,920,841 common shares outstanding, as well as (a) options outstanding to purchase an aggregate of 66,298,284 common shares expiring at various dates between July 17, 2017 and April 5, 2022 and exercisable at various prices between $0.05 and $0.10 per share. On a fully diluted basis, the Company has 855,219,125 common shares outstanding.