ASIAN MINERAL RESOURCES LIMITED

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

QUARTER ENDED JUNE 30, 2019

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 unaudited consolidated financial statements and related notes for the three months ended June 30, 2019, which have been prepared in accordance with International Financial Reporting Standards (IFRS), 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 2019 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 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; 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 owned, until July 17, 2018, 100% of AMR Nickel Limited (“**AMRN**”), which was incorporated pursuant to the laws of the Cook Islands. Through AMRN, the Company owned 90% of Ban Phuc Nickel Mines LLP (“**BPNM**”), a limited liability company which developed the Ban Phuc nickel mine.

The Ban Phuc operation mined over 0.976 million tonnes of ore over a 3.5 year mine life, producing 20,988 tonnes of nickel and 10,245 tonnes of copper in concentrate. There were 220,262 dmt of concentrate in 42 shipments with gross revenues of US $212.7 million. In total, 11.9 kms of decline and lateral development were completed. The operation successfully employed local workers, where at its peak, there was a 94% national workforce. The mine was placed on care and maintenance in October 2016, reflecting lower commodity prices and the short reserve life.

Following a strategic review in late 2017 and early 2018, the Company determined that the best recourse was the disposal of all assets comprising the Vietnam operations. As approved by the AMR shareholders at the annual general meeting, on July 17, 2018, the Company sold its shares of AMRN to Ta Khoa Mining Limited (“**Ta Khoa**”), a company established by Steve Ennor, AMR’s longstanding in-country senior manager. Under the terms of the sale agreement, the consideration for the sale was the assumption of existing assets and liabilities, including trade payables, tax, and other creditor liabilities of BPNM. Further, AMR retained the rights to receive 25% of any sale proceeds in excess of US$2,000,000 from the sale of the Vietnamese assets completed within 18 months, after closing of the sale agreement.

The Company entered into an option agreement with Island Time Exploration Limited, in the second half of 2018, for the exclusive right to acquire up to 75% interest in four mineral titles totalling 3,687 hectares situated east of Duncan in the Victoria Mining Division, the Holt Option

Agreement, whose primary target is volcanogenic, polymetallic massive sulphides, in consideration for a fee of $100,000, payable by way of a promissory note, and conditional upon incurring up to an aggregate of $300,000 of exploration and development expenditures on the property on or before September 30, 2020.

Second Quarter 2019 Highlights

The Company is searching for exceptional financeable assets to build its future around. It is anticipated that a strong growth asset will be located in 2019, at which point funds will be raised to explore and develop the asset, and finance ongoing head office administrative expenditures.

On July 16, 2019 the Company announced its intention to undertake a non-brokered private placement of up to 13,333,333 units at a price $0.075 per unit, for aggregate gross proceeds of up to $1,000,000. Each unit will consist of one common share of the Company, and one common share purchase warrant entitling the holder to acquire one common share at a price of $0.10 per common share for 24 months following the closing. All securities issued pursuant to the private placement will be subject to a four-month hold period. The $360,000 in subscription advances disclosed in the Company's October 11, 2018 press release are expected to re- invest under the placement. Proceeds of the private placement will be used to settle outstanding debts and to investigate new business opportunities. It is not anticipated that any finder's fees will be paid in connection with the placement. Finalization of the placement is subject to receipt of TSX-Venture Exchange approval.

FINANCIAL SUMMARY

Selected Annual Information

	Quarter to June 30, 2019	**Quarter to June 30, 2018**	**Quarter to June 30, 2017**
Interest income	$194	$143	$3,102
Net loss	($49,696)	($288,690)	($1,321,355)
Loss per common share (basic) (1)	($0.01)	($0.07)	($0.33)
Loss per common share (diluted) (1)	($0.01)	($0.07)	($0.33)
Total assets	$219,102	$1,506,997	$4,345,272
Total non-current liabilities	Nil	$361,138	$1,504,167

(1) Earnings (loss) per share reflect the September 7, 2018 200:1 common shares consolidation.

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

	Quarter to June 30, 2019	Quarter to June 30, 2018	Quarter to June 30, 2017
Expensed exploration costs	Nil	$(198,164)	$110,847
Expensed research and development costs (net of depreciation)	Nil	Nil	Nil
Building, infrastructure, mine, plant, machinery, motor vehicles (net of depreciation)	Nil	Nil	$14,594
Furniture and office equipment, licences and franchises (net of depreciation/amortization)	Nil	Nil	$5,365
Construction in progress	Nil	Nil	Nil

Results of Operations for the Quarter Ended June 30 2019

The Company completed the divestiture of its 90% ownership interest in the Ban Phuc Nickel Mine in Vietnam in July 2018. Therefore, the 2019 financial statements contain no assets or liabilities related to the Vietnam project, while the 2018 statements fully consolidate the Vietnam asset subsidiaries.

For the three months ended June 30, 2019 and 2018, AMR incurred net loss of $49,696 or $0.01 (fully diluted $0.01) per share and a net loss of $288,690 or $0.07 (fully diluted $0.07) per share, respectively. The earnings per share calculations for both 2018 and 2017 reflect the 200:1 common share consolidation, which was completed in September 2018.

The detailed operating results for the three months ended June 30, 2019 and 2018 as follows:

	2019	2018
Care and maintenance costs		
Site, camp administrative costs	$ -	$ 34,818
Plant costs	-	26,671
Other costs	-	1,859
General administrative expenses		
Salaries, wages, and benefits	22,500	214,165
Professional and regulatory	5,000	72,580
Travel	-	7,594
Office, administrative, and share-based compensation	20,992	92,857
Exploration expense (recovery)	-	(198,164)
Finance income	(194)	(143)
Finance expenses	1,299	40,763
Other expense (income)	99	(4,310)
Loss for the period	$ 49,696	$ 288,690

Care and maintenance costs:

Ban Phuc recorded care and maintenance costs until the Vietnam mine was sold on July 17, 2018.

General administrative expenses:

- Salaries, wages, and benefits costs of $22,500 in the 2019 second quarter reflect head office salaries, while the 2018 comparison of $214,165 reflect the salaries of the Canadian head office, the Company's Hanoi office and the minesite.
- Professional, regulatory, and other fees in the second quarter of 2019 were $5,000 (2018: $72,580) reflecting the decreased corporate activity.
- No travel costs were incurred in the 2019 second quarter, while in 2018 $7,594 reflects the cost of Vietnam expat employee travel.
- Office, administrative, and share-based compensation costs decreased to $20,992 in the second quarter of 2019 from $92,857 in the similar 2018 quarter. The 2018 balance includes general expenses at the Vietnam office.

No exploration costs were incurred in the second quarter of 2019, while in the previous year there was a credit in the amount of $198,164 resulting from an overestimate in severance costs accrued in previous years related to exploration personnel. This over-accrual was reversed when severance was paid to all exploration based employees in April 2018.

Financial expenses of $1,299 reflect interest on the Island Time promissory note during the second quarter of 2019. The 2018 expense of $40,763 reflects foreign exchange costs associated with corporate transactions.

LIQUIDITY AND CAPITAL RESOURCES

On July 16, 2019 the Company announced its intention to undertake a non-brokered private placement of up to 13,333,333 units at a price $0.075 per unit, for aggregate gross proceeds of up to $1,000,000. Each unit will consist of one common share of the Company, and one common share purchase warrant entitling the holder to acquire one common share at a price of $0.10 per common share for 24 months following the closing. All securities issued pursuant to the private placement will be subject to a four-month hold period. The $360,000 in subscription advances disclosed in the Company's October 11, 2018 press release are expected to re- invest under the placement. Proceeds of the private placement will be used to settle outstanding debts and to investigate new business opportunities. It is not anticipated that any finder's fees will be paid in connection with the placement. Finalization of the placement is subject to receipt of TSX-Venture Exchange approval.

It is expected that funds raised in this private placement will cover all corporate administrative costs for the next year. Additional financing may be required to develop strategic assets when located. Additional financing may not be available when needed or, if available, the terms of such financing might not be favourable to the Company and might involve substantial dilution to existing shareholder. These factors indicate the existence of a material uncertainty that casts significant doubt about the Company's ability to continue as a going concern. As at June 30, 2019, the Company had on hand cash and cash equivalents of $105,430 (June 30, 2018: $158,296) and had a working capital deficit of $392,430.

The Company had the following contractual obligations at June 30 2019:

	Payment due by period		
	Total	Less than 1 year	1 – 3 years
Promissory note to Island Time	$ 100,000	$ 100,000	
Due to related parties (1)	22,500	22,500	-
Total	$ 122,500	$ 122,500	-

(1) Represents payable to an executive officers for monthly consultancy services in 2019.

Summary of Quarterly Results

	Jun 30, 2019	Mar 31, 2019	Dec 31, 2018	Sept 30, 2018	Jun 30, 2018	Mar 31, 2018	Dec 31, 2017
Sale revenues	-	-	-	-	-	-	-
Finance income	$194	$307	$405	$183	$143	$814	$1,601
Care & maintenance costs	-	-	-	-	$63,348	$84,009	$78,910
General & administrative expenses (recovery)	$48,493	$28,041	($108,853)	$114,277	$387,196	$520,080	$3,006,597
Exploration expense (recovery)	-	$850	-	-	($198,164)	$160,519	$213,977
Other income/ (expense)	$(99)	-	$1	-	$4,310	$40,663	$8,868
Finance expense	$1,299	$1,269	$63,568	$40,704	$40,763	$45,626	$1,326,163
Net Income (Loss)	($49,696)	($29,853)	($192,136)	$20,329,628	($288,690)	($768,757)	($4,616,780)
Income (Loss) per share (non-diluted)(1)	($0.01)	($0.00)	($1.07)	$5.11	($0.07)	($0.19)	($1.18)
Income (Loss) per share (diluted)(1)	($0.01)	($0.00)	($1.07)	$5.11	($0.07)	($0.19)	($1.18)
Total Assets	$219,102	$265,152	$138,158	$1,506,997	$1,431,476	$1,841,600	$2,862,279

(1) The EPS calculations reflect the 200:1 share consolidation, which was completed in September 2018.

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 and functional currency

The financial statements of the Company have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB"). The financial statements until June 30, 2018 include the accounts of the Company's wholly owned subsidiaries, AMR Nickel and Asian Nickel Exploration Limited, and its 90% owned BPNM joint venture, which was fully consolidated. The Company's presentation currency is Canadian dollars. The functional currency of AMR is the Canadian dollar. The functional currency of its former subsidiaries AMR Nickel Limited and Asian Nickel Exploration Limited was the Canadian dollar, while the U.S dollar was the functional currency of its subsidiary BPNM.

Going Concern

As at June 30, 2019, the Company had cash and cash equivalents of $105,430 and negative working capital of $392,430.

On July 16, 2019 the Company announced its intention to undertake a non-brokered private placement of up to 13,333,333 units at a price $0.075 per unit, for aggregate gross proceeds of up to $1,000,000. Each unit will consist of one common share of the Company, and one common share purchase warrant entitling the holder to acquire one common share at a price of $0.10 per common share for 24 months following the closing. All securities issued pursuant to the private placement will be subject to a four-month hold period. The $360,000 in subscription advances disclosed in the Company's October 11, 2018 press release are expected to re- invest under the placement. Proceeds of the private placement will be used to settle outstanding debts and to investigate new business opportunities. It is not anticipated that any finder's fees will be paid in connection with the placement. Finalization of the placement is subject to receipt of TSX-Venture Exchange approval.

The Company will need further financing to support any exploration/development activities it wishes to pursue. There is no guarantee that such financing can be found or that if found, it would not result in dilution to current shareholders.

Therefore there exists some 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.

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 expenses charged to the Consolidated Statement of Operations and Comprehensive Loss.

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

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

During the first quarter of 2019, the Company recognized no share-based compensation expense related to share options, compared with $24,743 recognized during the similar 2018 period.

Off-Balance Sheet Arrangements
The Company does not have any off-balance sheet arrangements at June 30, 2019.

Recent Accounting Policies
In January of 2016, the IASB issued IFRS 16 *Leases* ("IFRS 16") which replaces the existing leasing standard, IAS 17 *Leases*. The new standard effectively eliminates the distinction between operating and finance leases for lessees, while lessor accounting remains largely unchanged with the distinction between operating and finance leases retained. IFRS 16 takes effect on January 1, 2019, with earlier application permitted. This standard will have no impact on the Company's financial statements.

TRANSACTIONS WITH RELATED PARTIES

Disposal of Vietnam operation

In 2018 the Ban Phuc Mine was sold to Ta Khoa Mining Limited, owned by the Company's longstanding in-country senior manager.

Directors

The Company recognized no directors' fees in the second quarter of 2019 (2018: $30,383).

Key management

Salary expense incurred and accrued to key management persons during the three months ended June 30, 2019 totalled $22,500 (2018: $214,165).

Pala Investment Limited

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

In October, 2018, $886,974 was payable to Pala related to advisory services, secondment of personnel, and re-imbursement of travel expenses, and $834,032 was payable related to promissory notes and accrued interest. The promissory notes had been extended to AMR early in 2018, in order to fund redundancy costs in Vietnam and other outstanding liabilities. Pala accepted 3,442,012 common shares of the Company as complete payment for these outstanding liabilities.

On June 11, 2019 Pala sold 4,447,947 shares of the Company, such that as of June 30, 2019 Pala owned, directly and indirectly, 1,743,134 common shares of AMR, representing 19.9% of the issued and outstanding Common Shares on a non-diluted basis.

RISK FACTORS

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

Additional funding requirements

On July 16, 2019 the Company announced its intention to undertake a non-brokered private placement of up to 13,333,333 units at a price $0.075 per unit, for aggregate gross proceeds of up to $1,000,000. Each unit will consist of one common share of the Company, and one common share purchase warrant entitling the holder to acquire one common share at a price of $0.10 per common share for 24 months following the closing. All securities issued pursuant to the private placement will be subject to a four-month hold period. The $360,000 in subscription advances disclosed in the Company's October 11, 2018 press release are expected to re- invest under the placement. Proceeds of the private placement will be used to settle outstanding debts and to investigate new business opportunities. It is not anticipated that any finder's fees will be paid in connection with the placement. Finalization of the placement is subject to receipt of TSX-Venture Exchange approval. It is expected that this financing will be sufficient to cover ongoing administrative costs in excess of 12 months. Should the Company undertake exploration/development activities, AMR may require additional cash injections. There can be no assurance that the Company will be able to find the required funding or that it could do so at terms favourable to the Company. Failure to obtain sufficient financing could force the Company into reorganization, bankruptcy, or insolvency proceedings

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, and/or the loss of key management personnel.

Certain directors and officers may have conflicts of interest

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

Illiquid market for AMR's securities

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

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.

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.

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.

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

At June 30, 2019, the Company's financial instruments consist of cash and cash equivalents, accounts receivable, trade payables and accrued liabilities, short-term loans, and investment advances. 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.

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 14, 2014 and the NI 43-101 Technical Report on the Holt Property dated February 11, 2019, are available on SEDAR at www.sedar.com.

SHARE DATA

As at August 28, 2019, the Company had 8,746,437 common shares outstanding, as well as options outstanding to purchase an aggregate of 225,000 common shares expiring April 6, 2022 and exercisable at various prices between $10.00 and $20.00 per share. On a fully diluted basis, the Company has 8,971,437 common shares outstanding.