ASIAN MINERAL RESOURCES LIMITED

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

QUARTER ENDED SEPTEMBER 30, 2018

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

This MD&A has been prepared as of November 26, 2018 with reference to National Instrument 51-102 "Continuous Disclosure Obligations" of the Canadian Securities Administrators.

Forward-Looking Information

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

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

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

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

BUSINESS

The Company was originally incorporated pursuant to the *New Zealand Companies Act* 1993. Effective December 31, 2004, it was continued as a British Columbia corporation under the *British Columbia Business Corporations Act*. The Company 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. This was approved by the AMR's shareholders at the annual general meeting and on July 17, 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 trade payables, tax, and other creditor liabilities of BPNM, totalling over US$3,500,000. Further, AMR retained the rights to receive 50% of any sale proceeds in excess of US$2,000,000 from the sale of the Vietnamese assets completed less than 6 months, and 25% of any sale proceeds in excess of US$2,000,000 from the sale of the Vietnamese assets completed between 6 and 18 months, after closing of the sale agreement.

During the 2018 third quarter, the Company entered into an option agreement with Island Time Exploration Limited 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 over the ensuing 18 months.

Q3 2018 Highlights

- The Company completed the divestiture of its 90% ownership interest in the Ban Phuc Nickel Mine in Vietnam to Ta Khoa Mining Limited. Completion of the Sale Agreement was subject to AMR shareholders' approval and certain customary conditions of closing, including approval of the TSX Venture Exchange.

- The Company entered into an option agreement with Island Time Exploration Limited for the right to acquire up to 75% interest in four mineral titles whose primary focus is volcanogenic polymetallic massive sulphides for a fee of $100,000 payable by way of promissory note.

- The Company had been defending a claim in the courts of Auckland, New Zealand, filed by a former director and a company controlled by the director, disputing a 0.25% gross royalty on the Company's share of smelter proceeds or other sale of product (less royalties), derived from the BPNM joint venture. The Company determined not to continue defending the court proceedings and entered into a settlement agreement, whereby the claims were dropped on the issue of 600,000 (post-consolidation) common shares of the Company to the claimant. The shares fulfilling this settlement agreement were issued in the 2018 fourth quarter.

- On September 7, 2018, the Company consolidated its common shares on the basis of 200 pre-consolidation common shares for 1 post-consolidation common share. Pre-consolidation the Company had outstanding 795,920,841 common shares. Post-consolidation the Company has outstanding 3,979,629 common shares.

Subsequent Events

- In Company entered into settlement agreements with a number of creditors, including corporate directors, senior management, and Pala Investment Limited to eliminate outstanding liabilities. In the 2018 fourth quarter, AMR issued 4,766,808 common shares at a price of $0.50 per share to extinguish $2,383,404 of liabilities pursuant to these settlement agreements.

- The Company entered into agreements with a group of investors pursuant to which such investors advanced the sum of $360,000 conditional upon, and in anticipation of the completion of a future equity financing. Should the Company fail to complete an equity financing by a date determined by the Company and the investors, the Company will return the full amount of the advance.

THE QUARTER IN REVIEW

BAN PHUC MINE

The Company completed the divestiture of its 90% ownership interest in the Ban Phuc Nickel Mine in Vietnam in July 2018. Therefore, the Q3 financial documents have deconsolidated AMRN and BPNM and contain no assets or liabilities related to the Vietnam assets. Year to date earnings include Vietnam expenses from January 1 to June 30, 2018, while expenses related to the 2018 third quarter relate only to the administrative of the Asian Mineral Resources in North America.

FINANCIAL SUMMARY

Selected Annual Information

	Quarter to Sept 30, 2018	Quarter to Sept 30, 2017	Quarter to Sept 30, 2016
Sale revenue	$-	$-	$-
Interest income	$183	$1,920	$1,502
Net income (loss)	20,329,628	($1,556,073)	($2,266,763)
Earnings (loss) per common share (basic)(1)	$5.11	($0.39)	($0.57)
Earnings (loss) per common share (diluted)(1)	$5.11	($0.39)	($0.57)
Total assets	$138,158	$2,862,279	$13,694,309
Total non-current liabilities	$-	$2,446,538	$1,800,398

(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 Sept 30, 2018	Quarter to Sept 30, 2017	Quarter to Sept 30, 2016 (Restated)
Expensed exploration costs	$-	$101,349	$143,922
Expensed research and development costs (net of depreciation)	$-	$-	$-
Building, infrastructure, mine, plant, machinery, motor vehicles (net of depreciation)	$-	$7,017	$36,877
Furniture and office equipment, licences and franchises (net of depreciation/amortization)	$-	$2,579	$13,552
Construction in progress	$-	$-	$-

Results of Operations for the Quarter Ended September 30, 2018

For the quarters ended September 30, 2018 and 2017, AMR incurred net income of $20,329,628 or $5.11 (fully diluted $5.11) per share and a net loss of $1,556,073 or $0.39 (fully diluted $0.40) 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 third quarter 2018 income reflects a gain on the disposal of the Vietnam operations in the amount of $20,484,426.

The Ban Phuc mine was placed on care and maintenance in the fourth quarter of 2016 and Vietnam operations were sold in July 2018, therefore the financial accounts include care and maintenance and Vietnam administrative costs through June 30, 2018. The Q3 2018 results only reflect the costs of administering the Company's Canadian office.

The detailed operating results for the quarters ended September 30, 2018 and 2017 as follows:

	2018	2017
Care and maintenance costs		
Site, camp administrative costs	$ -	$ (152,300)
Plant costs	-	(11,230)
Other costs	-	(4,490)
General administrative expenses		
Salaries, wages, and benefits	(23,500)	(293,119)
Professional and regulatory	(26,948)	(124,816)
Travel	3,918	(36,046)
Office, administrative, and share-based compensation	(67,747)	(541,395)
Exploration	-	(101,349)
Finance income	183	1,920
Finance expenses	(40,704)	(90,326)
Other income (expense)	-	(202,022)
Gain on disposal of Vietnam operations	20,484,426	-
Income (loss) for the period	$ 20,329,628	$ (1,556,073)

Care and maintenance costs:

Ban Phuc commenced recording care and maintenance costs January 1, 2017. On July 17, 2018 the Company sold its interest in the Ban Phuc mine therefore incurred no care and maintenance costs or Vietnam administrative costs during the third quarter of 2018.

- Site and camp administrative represent salaries/wages, catering costs for site/camp employees, electricity, and other administrative costs for site/camp. These costs in the 2017 third quarter were $152,300.

- Plant costs for the three months ended June 30, 2017 were $11,230 reflecting the limited mine site activity.

- Other care & maintenance costs during the 2017 third quarter were $4,490.

General administrative expenses:

- Salaries, wages, and benefits costs reduced to $23,500 in the third quarter of 2018 from $293,119 in the same 2017 period, reflecting the reduced staffing given the sale of the Vietnam operations.
- Professional, regulatory, and other fees declined to $26,948 in the 2018 third quarter (2017: $124,816), reflecting the 2017 use of outsource consultants in Vietnam.
- Office, administrative, and share-based compensation costs decreased to $67,747 in the third quarter of 2018 from $541,395 in the 2017 quarter, reflecting no Vietnam related expenditures during the 2018 quarter.

No drilling program or other exploration activities were undertaken during the September 30, 2018 quarter, while there were some limited and general exploration activities in Vietnam during the same 2017 quarter.

Financial expenses decreased to $40,704 in the third quarter 2018 (2017: $90,326), reflecting foreign exchange costs associated with corporate transactions and interest on promissory notes.

Gain on sale of the Vietnam operations represents the balance of BPNM related assets and liabilities in the accounts as at the time of the disposal of Vietnam operations.

Other comprehensive loss for the quarter ended September 30, 2018 of $16,958,992 reflects the accumulated currency translation on the Vietnam operations recognized on the sale of the Company's interest in AMRN and BPNM. The three month September 30, 2017 other comprehensive gain of $223,949 results from movements in the US dollar relative to the Canadian dollar as applied to the translation of the Company's Vietnamese subsidiary whose functional currency was the US dollar.

Vietnam Tax Audit:

In March 2017, the General Department of Taxation ("GDT") commenced a tax audit at BPNM with regards to various types of taxes including value added tax, personal income tax, royalty tax, environmental protection fee, foreign contractor tax, and corporate income tax for the period from 2010 to 2016. The Company had previously been audited for the period from 2010 to 2014 by the Son La Department of Taxation who had finalized its tax audit at the provincial level. Although the GDT had not issued any draft or official tax audit minutes, prior to the Company's sale of the Vietnam operations, based on discussions with the GDT, management had discussed a number of matters with the GDT, which could have affected the tax liabilities. For a full discussion on the GDT tax audit related to BPNM, please refer to the Management Discussion and Analysis for the quarter ended June 30, 2018 or the year ended December 31, 2017.

LIQUIDITY AND CAPITAL RESOURCES

As at September 30, 2018, the Company had on hand cash and cash equivalents of $19,157 (December 31, 2017: $502,367).

Cash used in operating activities decreased to $67,966 in the third quarter ended September 30, 2018 from $1,296,324 cash used in similar 2017 reflecting $21.8 million increase in the operating income offset by the $20.5 million gain on the disposal of Vietnam operation.

The net cash provided by financing activities in the September 30, 2018 quarter of $44,969 represents a $100,000 loan from Island Time Exploration Limited related to the Holt Option and interest on outstanding promissory notes, offset by the repayment of $89,422 related to the Ta Khoa promissory note, which was entered into in the second quarter of 2018.

In the third quarter of 2018, the company invested in the Holt option in the amount of $100,000. There were no investment activities in the third quarter of 2017.

During the first half of 2018, the Company explored a number of strategic options, as it required a cash injection to meet anticipated expenditures. The primary focus was on the sale of all the assets comprising the Ban Phuc mining operation held by the Company's 90% owned subsidiary, BPNM. In July 2018 the Company completed the divesture of its interest in BPNM to Ta Khoa Mining Limited, a company registered in the British Virgin Islands and established by its longstanding in-country senior manager, Mr. Stephen John Ennor.

During the 2018 second quarter, the Company obtained loans of US$180,000, US$380,000, and US $70,000 from Pala, the majority shareholder of the Company and US $70,000 from Ta Khoa. The funds from these loans were used to complete employee termination payments and certain other costs to prepare BPNM for potential sale, restructuring or liquidation, along with covering on-going administrative operating costs. In the third quarter the Company entered into a promissory note for $100,000 with Island Time Exploration Limited related to an option on its Holt property.

In October 2018, the Company entered into agreements with a group of investors pursuant to which such investors advanced the sum of $360,000 conditional upon, and in anticipation of the completion of a future equity financing. Should the Company fail to complete an equity financing by a date determined by the Company and the investors, the Company will return the full amount of the advance.

The Company requires additional funding to continue its administrative activities in 2019 and to search for other mining and exploration opportunities. If further sources of funding are not obtained, the Company could be forced into reorganization, bankruptcy, or insolvency proceedings. Additional financing may not be available when needed or, if available, the terms of such financing might not be favourable to the Company and might involve substantial dilution to existing shareholder. These factors indicate the existence of a material uncertainty that casts significant doubt about the Company's ability to continue as a going concern.

The Company had the following contractual obligations at September 30, 2018:

	Payment due by period		
	Total	**Less than 1 year**	**1 – 3 years**
Purchase obligations	138,717	138,717	-
Promissory note to Island Time	100,000	100,000	
Due to related parties (1)	2,303,588	2,303,588	-
Total	2,542,305	2,542,305	-

(1) Represents payable to Pala for advisory fees, secondment of personnel, and re-imbursement of travel costs in the amount of $886,974, promissory notes and interest payable to Pala of $833,922, payable to Directors of the Company $440,695 for director fees, and $141,997 payable to executive officers for monthly consultancy services in 2018.

Summary of Quarterly Results

	Sept 30, 2018	Jun 30, 2018	Mar 31, 2018	Dec 31, 2017	Sep 30, 2017	June 30, 2017	Mar 31, 2017
Sale revenues	-	-	-	-	-	-	$536,927
Interest income	$183	$143	$814	$1,601	$1,920	$3,102	$1,101
Care & maintenance costs	-	$63,348	$84,009	$78,910	$168,020	$270,589	$252,256
General & administrative expenses	$114,277	$387,196	$520,080	$3,006,597	$995,376	$886,193	$732,442
Exploration	-	($198,164)	$160,519	$213,977	$101,349	$110,847	$94,969
Other income/ (expense)	-	$4,310	$40,663	$8,868	($202,922)	$63,448	$51,543
Financial income/(expense)	($40,541)	($40,620)	($44,812)	($1,326,163)	($88,406)	($117,174)	($103,139)
Gain on sale of Vietnam operations	$20,484,426						
Net Income (Loss)	$20,329,628	($288,690)	($768,758)	($4,616,780)	($1,556,073)	($1,321,355)	($594,336)
Income (Loss) per share (non-diluted)(1)	$5.11	($0.07)	($0.19)	($1.17)	($0.39)	($0.33)	($0.15)
Income (Loss) per share (diluted)(1)	$5.11	($0.07)	($0.19)	($1.17)	($0.39)	($0.33)	($0.15)
Total Assets	$138,158	$1,506,997	$1,431,476	$1,841,600	$2,862,279	$4,345,272	$5,688,062

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

Results of Operations for nine months ended September 30, 2018

The detailed operating results for the nine months ended September 30, 2018 and 2017 are as follows:

	2018	2017
Revenue	-	536,927
Care and maintenance costs		
Site, camp administrative costs	(73,062)	(567,115)
Plant costs	(66,180)	(77,266)
Other costs	(8,115)	(46,484)
General administrative expenses		
Salaries, wages and benefits	(570,605)	(1,161,013)
Professional and regulatory	(149,035)	(432,108)
Travel	(24,224)	(89,831)
Office, administrative and share-based compensation	(277,689)	(931,060)
Exploration	37,645	(307,165)
Finance income	1,140	6,123
Finance expenses	(127,093)	(314,842)
Other income (expense)	44,974	(87,931)
Gain on disposal of Vietnam operations	20,484,426	
Income (Loss) for the period	$ 19,272,182	$ (3,471,765)

The revenue in 2017 reflects the final price adjustment on settlement of the final shipment of concentrate in 2016.

The Company completed the divestiture of its 90% ownership interest in the Ban Phuc Nickel Mine in Vietnam in July 2018. Therefore the Q3 financial documents have deconsolidated AMRN and BPNM and contain no assets or liabilities related to the Vietnam assets. Year to date earnings include Vietnam expenses from January 1 to June 30, 2018, prior to the sale of the subsidiary.

- Site and camp administrative represented salaries/wages, catering costs for site/camp employees, electricity, and other administrative costs for site/camp. These costs reduced to $73,062 in the nine months to September 30, 2018 from $576,115 during the same 2017 period due to (i) the 2018 period only reflects January – June 2018, the timeframe prior to the sale of the Vietnam operations; (ii) a substantial reduction of employees in April 2018; (iii) electricity, administrative and other site costs were reduced to a minimum level during 2018.

- Plant costs in the first three quarters of 2018 were $66,180, in line with the same period in 2017.

- Other care and maintenance costs reduced to $8,115 in the first three quarters of 2018 from $46,484 in the same 2017 period reflecting the cost reduction program undertaken during 2018.

General administrative expenses:

- Salaries, wages, and benefits costs reduced to $570,605 in the first nine months of 2018 (2017: $1,161,013) reflecting the reduction in Vietnam administrative headcount in April 2018.
- Professional, regulatory, and other fees declined to $149,035 in the first three quarters of 2018 from $432,108 during the same 2017 period, reflecting the minimal use of outsourced consultants during the later care & maintenance stages.
- Office, administrative, and share-based compensation costs decreased to $277,689 in the first nine months of 2018 (2017: $931,060) due to the reduced number of employees and activities during 2018. In addition with the sale of Vietnam operations in July 2018, there were no Vietnam related costs in the 2018 third quarter

No drilling program or other exploration activities were undertaken in nine months ended June 30, 2018 and there were only limited activities during the same 2017 period. Reversal of an over-accrual in prior year's exploration expenditures resulted in a recovery in the exploration expense category during 2018.

Gain on sale of the Vietnam operations represents the balance of BPNM related assets and liabilities in the accounts as at the time of the disposal of Vietnam operations

Financial expenses decreased to $127,093 in the nine months ended September 30, 2018 from $314,842 in the same period in 2017. The 2017 expenses reflected foreign exchange incurred when the Company paid various consultants in other countries for an aborted corporate transaction.

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

As at September 30, 2018, the Company had cash and cash equivalents of $19,157 and negative working capital of $2,504,147.

In September, the Company entered into settlement agreements with a number of creditors, including corporate directors, senior management, and Pala Investment Limited to eliminate outstanding liabilities. In the 2018 fourth quarter, AMR issued 4,766,808 common shares at a price of $0.50 per share to extinguish $2,383,404 of liabilities pursuant to these settlement agreements.

In October 2018 the Company entered into agreements with a group of investors pursuant to which such investors advanced the sum of $360,000 conditional upon, and in anticipation of the completion of a future equity financing. Should the Company fail to complete an equity financing by a date determined by the Company and the investors, the Company will return the full amount of the advance.

These transactions have cleared the Company's liabilities and provided the funding required for future administrative costs in the near term. However the Company will need to complete a financing in 2019 in accordance with its agreements with the new investors. It will also require additional funding in 2019 for administrative costs and to fulfil its obligations under the Holt option agreement and to fund its search for suitable new exploration and development assets.

These factors indicate uncertainty, which casts 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 Ban Phuc mining and processing assets, and other tangible and intangible assets were fully depreciated and amortized as at December 31, 2017.

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

Provision for rehabilitation costs

The Company was 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 had 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 was the estimate agreed with the expenditure required to settle the restoration obligation at the reporting date.

As the Company divested its interest in Phuc Nickel Mines on July 17, 2018, there were no balances related to the rehabilitation as at September 31, 2018.

At December 31, 2017, there was a provision for rehabilitation in the amount of $406,904 and the Company had deposited with Vietnam Government $344,057 as an advance deposit for future closure and rehabilitation expenditures.

Ore reserve estimates

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

Share-based compensation

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

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

During the third quarter 2018, the Company recognized share-based compensation expense related to share options in the amount of $22,840 (2017: $157,341).

Off-Balance Sheet Arrangements

The Company does not have any off-balance sheet arrangements at September 30, 2018.

Future Accounting Policies

The accounting policies applied by the Company in these unaudited condensed interim consolidated financial statements are the same as those applied by the Company in its audited consolidated financial statements as at and for the year ended December 31, 2017 except as described below.

IFRS 9 *Financial Instruments*

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

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

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

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

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

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

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

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

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

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

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

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

Financial assets at FVTPL

Financial assets at amortized cost

Debt investments at FVOCI

Equity investments at FVOCI

These assets are subsequently measured at fair value. Net gains and losses, including any interest or dividend income, are recognized in profit or loss.

These assets are subsequently measured at amortized cost using the effective interest method. The amortized cost is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment are recognized in profit or loss. Any gain or loss on derecognition is recognized in profit or loss.

These assets are subsequently measured at fair value. Interest income calculated using the effective interest method, foreign exchange gains and losses, and impairment are recognized in profit or loss. Other net gains and losses are recognized in OCI. On derecognition, gains, and losses accumulated in OCI are reclassified to profit or loss.

These assets are subsequently measured at fair value. Dividends are recognized as income in profit or loss unless the dividend clearly represents a recovery of part of the cost of the investment. Other net gains and losses are recognized in OCI and are never reclassified to profit or loss.

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

(ii) Impairment of financial assets

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

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

Measurement of ECLs

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

Credit-impaired financial assets

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

Presentation of impairment

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

Impact of the new impairment model

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

(iii)Transition

Changes in accounting policies resulting from the adoption of IFRS 9 have been applied retrospectively, except as described below.

- The Company has taken an exemption not to restate comparative information for prior periods with respect to classification and measurement (including impairment) requirements. Differences in the carrying amounts of financial assets and financial liabilities resulting from the adoption of IFRS 9 are recognized in retained earnings and reserves as at January 1, 2018. Accordingly, the information presented for 2017 does not generally reflect the requirements of IFRS 9 but rather those of IAS 39.
- The following assessments have been made on the basis of the facts and circumstances that existed at the date of initial application:
  - ✓ The determination of the business model within which a financial asset is held.
  - ✓ The designation of certain investments in equity instruments not held for trading as at FVOCI.

IFRS 15 *Revenue from Contracts with Customers*

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

Recent accounting announcements

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

TRANSACTIONS WITH RELATED PARTIES

Directors

The Company recognized no directors' fees in third quarter of 2018 (2017: $26,831). Directors' fees have been accrued, but not paid to directors in recent years. At September 30, 2018, $440,695 in director fees were payable to current and previous directors of the Company. During the fourth quarter of 2018, the directors accepted common shares of AMR in full settlement of outstanding director fees.

Key management

Salary expense incurred and accrued to key management persons during the third quarter of 2018 totalled $23,500 (2017: $99,908). Share based expense based on options to directors and senior officers during the quarter ended September 30, 2018 was $22,840 (2017: $157,341).

Pala Investment Limited

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

At September 30, 2018 Pala owned 2,849,069 common shares of AMR, representing 71.6% of the issued and outstanding Common Shares on a non-diluted basis.

As at September 30, 2018, $833,922 was payable to Pala related to advisory services, secondment of personnel, and re-imbursement of travel expenses, and $886,974 was payable related to promissory notes and accrued interest. During the 2018 fourth quarter Pala accepted 3,442,012 common shares of the Company as complete payment for these outstanding liabilities.

RISK FACTORS

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

Additional funding requirements

The Company will require a cash injection in 2019 in order to meet anticipated expenditures and to complete obligations to a group of investors who advanced $360,000 to the Company in October 2018. 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. Additional financing may not be available when needed or, if available, the terms of such financing might not be favourable to the Company and might involve substantial dilution to existing shareholders.

Further exploration and development by the Company will depend upon the Company's ability to obtain necessary permits and also financing through the joint venturing of projects, equity financing, debt financing, or other means. There is no assurance that the Company will be successful in obtaining the required permits, financing, or obtaining such financing on acceptable terms. Failure to obtain required financing on a timely basis or on acceptable terms could have a material adverse effect on the Company's financial conditions, results of operations, and liquidity and could cause the Company to forfeit all of parts of its property and reduce or terminate its operations.

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

AMR may incur substantial costs in pursuing future capital requirements, including investment banking fees, legal fees, accounting fees, securities law compliance fees, printing and distribution expenses and other costs. The ability to obtain needed financing may be impaired by such factors as the capital markets (both generally and in the nickel industry in particular), 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.

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 6,291,081 Common Shares, representing approximately 71.9% 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	6,291,081	71.9%
Lion Selection Group Limited[(2)]	394,751	4.5%
Melior Resources Inc	236,364	2.7%
Malaysia Smelting Corporation Berhad[(3)]	156,488	1.8%
Total	**7,078,684**	**80.9%**

Notes:

(1) Based on information posted on SEDI as of November 26, 2018 (adjusted for the September 7, 2018 200:1 share consolidation).

(2) Of the 394,751 Common Shares, 83,333 are held by Lion Selection Group Limited, 116,418 are held by Asian Lion Limited, and 195,000 are held by Lion Manager Pty Limited, all entities associated with 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 6,447,569 Common Shares, representing approximately 73.7% 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.

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.

Enforceability of civil liabilities

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

Litigation risk

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

The market price for Common Shares cannot be assured

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

FINANCIAL INSTRUMENTS

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

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

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

DISCLOSURE CONTROLS

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

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

ADDITIONAL INFORMATION

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

SHARE DATA

As at November 26, 2018, the Company had 8,746,437 common shares outstanding, as well as options outstanding to purchase an aggregate of 228,704 common shares expiring at various dates between February 1, 2019 and April 6, 2022 and exercisable at various prices between $10.00 and $20.00 per share. On a fully diluted basis, the Company has 8,975,141 common shares outstanding.