

**Form 45-103F4  
Report of Exempt Distribution**

**Issuer Information**

1. State the full name, address and telephone number of the issuer of the security distributed. Include former name if name has changed since last report. If this report is filed by a vendor, other than the issuer, also state the full name and address of the vendor.

**Asian Mineral Resources Limited  
Suite 1780 – 400 Burrard Street  
Vancouver, British Columbia V6C 3A6  
(604) 689-1280**

2. State whether the issuer is or is not a reporting issuer and, if reporting, each of the jurisdictions in which it is reporting.

**The issuer is a reporting issuer in British Columbia and Alberta.**

**Details of Distribution**

3. State the distribution date. If the report is being filed for securities distributed on more than one distribution date, state all distribution dates.

**July 19, 2004**

4. For each security distributed:

- (a) describe the type of security, and

**Units consisting of ordinary (common) shares and warrants.**

- (b) state the total number of securities distributed. If the security is convertible or exchangeable, describe the type of underlying security, the terms of exercise or conversion and any expiry date.

- (i) **8,932,002 units (the "Units") at \$0.56 per Unit.** Each Unit consists of one ordinary share and one-half of one share purchase warrant (the "Warrant"). Each whole Warrant shall entitle the holder to purchase one additional ordinary share (the "Warrant Share") until July 19, 2006 at the price of \$1.00 per Warrant Share. The Warrants are transferable.

- (ii) **See item 7 herein for securities issued to finders.**

5. Provide details of the distribution by completing the attached schedule.

**See Schedule "A" attached hereto.**

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6. Complete the following table for each Canadian and foreign jurisdiction where purchasers of the securities reside. Provide a total dollar value of all securities distributed in all jurisdictions. Do not include in this table, securities issued as payment for commissions or finder's fees disclosed under item 7, below.

| Each Jurisdiction where Purchasers Reside                             | Price per Security (Canadian \$) | Total Dollar Value Raised from Purchasers in the Jurisdiction (Canadian \$) |
|---|----------------------------------|---|
| British Columbia  | \$0.56                           | \$690,827.76  |
| Alberta   | \$0.56                           | \$28,000.00   |
| Vietnam   | \$0.56                           | \$1,680,000.00  |
| Australia   | \$0.56                           | \$1,025,279.92  |
| Cayman Islands  | \$0.56                           | \$800,016.00  |
| USA   | \$0.56                           | \$198,320.08  |
| Ontario   | \$0.56                           | \$160,877.36  |
| New Zealand   | \$0.56                           | \$135,800.00  |
| Germany   | \$0.56                           | \$117,600.00  |
| Indonesia   | \$0.56                           | \$84,000.00   |
| Philippines   | \$0.56                           | \$50,000.16   |
| South Pacific   | \$0.56                           | \$19,999.84   |
| New Brunswick   | \$0.56                           | \$11,200.00   |
| Total dollar value of distribution in all jurisdictions (Canadian \$) |                                  | \$5,001,921.12  |

### Commissions and Finder's Fees

7. Provide the following information for each person who is being compensated in connection with the distribution(s). When disclosing compensation paid or to be paid, include discounts, commissions or other fees or payments of a similar nature directly related to the distribution. Do not include payments for services incidental to the trade, such as clerical, printing, legal or accounting services.

| Full Name & Address of Person Being Compensated                                | Compensation Paid (in Canadian \$ and, if applicable, number & type of securities)  | Exemption Relied on and Date of Distribution (if applicable) | Exercise Price Per Share (Canadian \$) |
|--|---|--|--|
| Haywood Securities Inc.<br>#2000 – 400 Burrard Street<br>Vancouver, BC V6C 3A6 | \$193,211.99 Cash<br><br>460,028 non-transferable Agent's Warrants, each exercisable to purchase one ordinary share at \$0.56 per ordinary share until July 19, 2005<br><br>50,000 ordinary shares<br>+ GST = \$1,960 | Section 74(2)(23)<br>July 19, 2004                           | \$0.56                                 |

**Certificate**

On behalf of the issuer (or vendor), I certify that the statements made in this report and in each schedule to this report are true.

DATE: July 22, 2004

**Asian Mineral Resources Limited**

Name of Issuer or Vendor (please print)

**David Woodhouse, CEO : Director**

Print Name & Position of Person Signing



Signature