



November 23, 2018

Re: Imperial Mining Group Ltd. (the “**Issuer**”)

SEDAR Project Number 2719336

At the request of AMF, we are refiling an amended version of the Notice of Change in Corporate Structure of the Issuer originally filed on January 18, 2018.

The Amended Notice of Change in Corporate Structure is to correct Items 5 and 6 in the Notice originally filed on January 18, 2018. The first financial year end of the Issuer (defined herein below) was stated November 30, 2018 erroneously therein. Below Item 5 states the exact financial year end of the Issuer as which is the initial financial year end of the Issuer prior to the Transaction.

AMENDED
NOTICE OF CHANGE IN CORPORATE STRUCTURE
Pursuant to Section 4.9 of National Instrument 51-102
Continuous Disclosure Obligations

The Amended Notice of Change in Corporate Structure is to correct Items 5 and 6 in the Notice originally filed on January 18, 2018. The first financial year end of the Issuer (defined herein below) was stated November 30, 2018 erroneously therein. Below Item 5 states the exact financial year end of the Issuer as which is the initial financial year end of the Issuer prior to the Transaction.

Item 1 **Names of the Parties to the Transaction**

The following corporate entities were parties to the transaction:

a) Imperial Mining Group Ltd., a company incorporated under the *Canada Business Corporations Act* and a former wholly-owned subsidiary of AM (defined below) (the “**Issuer**” or “**IMG**”); and

b) AM Resources Corp. (formerly NQ Exploration Inc.), a company incorporated under the *Canada Business Corporations Act* (“**AM**”)

Item 2 **Description of the Transaction**

On December 28, 2017, IMG and AM completed a plan of arrangement (the “**Arrangement**”) involving IMG, AM and the securityholders of AM, pursuant to which AM completed a spin-out of IMG. The common shares of IMG (the “**IMG Shares**”) were listed on TSX Venture Exchange (the “**TSXV**”) at the close of trading on January 15, 2018 and commenced trading on the TSXV on January 16, 2018 under the stock symbol “IPG”.

Immediately prior to the completion of the Arrangement, AM transferred to IMG all of its interests in its Québec mining assets.

As a result of the Arrangement, among other things, AM Shareholders, as of close of business on December 19, 2017 (the “**Securities Distribution Date**”), received 0.02 of one new AM common share (an “**AM Share**”), 0,19623876 IMG Share and 0,09811938 IMG Share purchase warrant (a “**Spin-Out Warrant**”) for each (1) common share of AM held by such AM Shareholder as of the Securities Distribution Date. Each Spin-Out Warrant will entitle the holder to purchase one (1) additional IMG Share at an exercise price of \$0.25 per share between December 28, 2019 and December 28, 2022. In the event that the IMG Shares trade at a price exceeding \$0.50 per IMG Share for thirty (30) consecutive trading days (the “**Acceleration Event**”), the Spin-Out Warrants will expire on the earlier of December 28, 2022 and the date which is thirty (30) calendar days after IMG provides notice to the holders of the Spin-Out Warrants that the Acceleration Event has occurred, provided that such notice cannot be provided before December 28, 2018.

Item 3 **Effective Date of the Transaction**

December 28, 2017.

Item 4 **Names of Each Party, if any, that Ceased to be a Reporting Issuer after the Transaction and of each Continuing Entity**

Not Applicable.

Item 5 **Date of the Reporting Issuer’s First Financial Year-End after the Transaction, if applicable**

The initial year-end of the Issuer before the Transaction was August 31 so that the financial statements of the Issuer for accounting purposes will remain same. The financial year-end of the Issuer following the closing of the Transaction is August 31, 2018.

Item 6 **The Periods, including comparative periods, if any, of the Interim and Annual Financial Statements Required to be Filed for the Reporting Issuer’s First Financial Year after the Transaction, if applicable**

The Issuer will file the financial statements (“FS”) as set forth below.

<u>Filing FS</u>	<u>Filing Due Date</u>
Unaudited Interim FS for initial 80 days period ending November 30, 2017	January 29, 2018
Unaudited Interim FS for six months period ending February 28, 2018	April 29, 2018
Unaudited Interim FS for nine months period ending May 31, 2018	July 30, 2018
Audited financial year ending August 31, 2018	December 29, 2018

Item 7. **Documents filed under NI 51-102 that describe the Transaction**

In connection with the Arrangement, the Issuer filed the following documents:

- (a) an Arrangement Agreement between the Issuer and AM dated September 11, 2017;
- (b) an Asset Purchase Agreement between the Issuer and AM dated September 11, 2017;
- (c) a Property Acquisition Agreement between the Issuer, Peak Mining Corp. and Quest Rare Minerals Ltd. dated December 28, 2017; and
- (d) a TSXV disclosure document (Form 2B) dated December 19, 2017.

Copies of the these documents can be found under the Issuer’s profile on the SEDAR website at www.sedar.com.

In addition, AM filed a management information circular (the “**Circular**”) dated November 22, 2017, which is available under AM’s profile on SEDAR at www.sedar.com