

**EARLY WARNING REPORT**

**FORM 62-103F1**

***REQUIRED DISCLOSURE UNDER THE EARLY WARNING REQUIREMENTS***

**Item 1 - Security and Reporting Issuer**

- 1.1 ***State the designation of securities to which this report relates and the name and address of the head office of the issuer of the securities.***

This report relates to the common voting shares (“**Shares**”) of Amarc Resources Ltd. (the “**Company**”), with a head office located at the following address:

**Amarc Resources Ltd.**  
14th Floor - 1040 West Georgia Street  
Vancouver, BC Canada  
V6E 4H1

Toll Free: 1.800.667.2114  
Phone: (604) 684.6365  
Fax: (604) 639.9209

- 1.2 ***State the name of the market in which the transaction or other occurrence that triggered the requirement to file this report took place.***

The transaction that triggered the requirement to file the report was carried out in two concurrent private transactions and not through any market. One transaction was a direct subscription agreement with the Company, the other was a purchase agreement with a selling agent for a Canadian charity.

**Item 2 - Identity of the Acquiror**

- 2.1 ***State the name and address of the acquiror.***

Company Name: The Sutton Group, Inc. (herein “**Sutton**”)  
(Incorporated November 23, 1993 in the British Virgin Islands )

Registered Agent: Harney’s Corporate Services Limited

Registered Address:

Craigmuir Chambers  
Road Town, Tortola VG1110  
British Virgin Islands

2.2 ***State the date of the transaction or other occurrence that triggered the requirement to file this report and briefly describe the transaction or other occurrence.***

On December 1, 2023, Sutton concurrently acquired: (i) **15,384,615** Shares at a price of US\$0.08 per Share in a private purchase of previously issued Shares, and (ii) **9,615,385 Units** through a subscription agreement directly from the Company as a private placement (the “**Private Placement**”). The aggregate purchase price of the Shares and Units was \$2,000,000. The Units comprise one Share and one-half Share purchase warrant exercisable for a 5-year period at \$0.08 per Share. (together the “**Acquisitions**”)

2.3 ***State the names of any joint actors.***

None

**Item 3 - Interest in Securities of the Reporting Issuer**

3.1 ***State the designation and number or principal amount of securities acquired or disposed of that triggered the requirement to file the report and the change in the acquiror’s securityholding percentage in the class of securities.***

25,000,000 Shares and 4,807,693 Warrants were purchased by Sutton in the Acquisitions.

Type of Security	Shareholdings Prior to Acquisitions	Acquisitions	Current Holdings after completion of the Acquisitions
Shares	15,423,101	25,000,000	40,423,101
Warrants		4,807,693	4,807,693

3.2 ***State whether the acquiror acquired or disposed ownership of, or acquired or ceased to have control over, the securities that triggered the requirement to file the report.***

Sutton acquired ownership of the securities that triggered the requirement to file this report. See Item 2.2 above.

3.3 ***If the transaction involved a securities lending arrangement, state that fact.***

Not applicable.

3.4 ***State the designation and number or principal amount of securities and the acquiror’s securityholding percentage in the class of securities, immediately before and after the transaction or other occurrence that triggered the requirement to file this report.***

Immediately prior to the Acquisitions, Sutton beneficially owned or otherwise exercised control or direction over 15,423,101 Shares, (8.3% of 186,602,894 issued shares), or approximately 7.7% of Amarc’s 199,879,364 fully diluted issued and outstanding Shares.

As a result of the Acquisitions, Sutton beneficially owns or otherwise exercise control or direction over 40,423,101 Shares will represent 19.2% of the 211,602,894 Shares then issued and if Sutton's 4,807,693 Warrants were to be exercised. Sutton's aggregate 45,230,794 Shares would (except for the below noted 19.99% blocker) represent approximately 20.9% of the 216,410,587 then issued and outstanding Shares assuming no other existing dilutives are exercised. If the existing 13,276,470 dilutive securities were to be exercised prior to or concurrently with the exercise of Sutton's 4,807,693 warrants, Sutton's 45,230,794 Shares would constitute 19.7% of the 229,687,057 fully diluted issued and outstanding Shares. The Sutton Warrants have a term which blocks their exercise to the extent that the holder's aggregate Share holdings would as a consequence of exercise, exceed 19.99% of issued shares at any time.

3.5 ***State the designation and number or principal amount of securities and the acquiror's securityholding percentage in the class of securities referred to in Item 3.4 over which***

(a) ***the acquiror, either alone or together with any joint actors, has ownership and control,***

See items 2.2, 2.3, and 3.4 above.

(b) ***the acquiror, either alone or together with any joint actors, has ownership but control is held by persons or companies other than the acquiror or any joint actor, and***

Not applicable.

(c) ***the acquiror, either alone or together with any joint actors, has exclusive or shared control but does not have ownership.***

Not applicable.

3.6 ***If the acquiror or any of its joint actors has an interest in, or right or obligation associated with, a related financial instrument involving a security of the class of securities in respect of which disclosure is required under this item, describe the material terms of the related financial instrument and its impact on the acquiror's securityholdings.***

Not applicable.

3.7 ***If the acquiror or any of its joint actors is a party to a securities lending arrangement involving a security of the class of securities in respect of which disclosure is required under this item, describe the material terms of the arrangement including the duration of the arrangement, the number or principal amount of securities involved and any right to recall the securities or identical securities that have been transferred or lent under the arrangement.***

***State if the securities lending arrangement is subject to the exception provided in section 5.7 of NI 62-104.***

Not applicable.

- 3.8 *If the acquiror or any of its joint actors is a party to an agreement, arrangement or understanding that has the effect of altering, directly or indirectly, the acquiror's economic exposure to the security of the class of securities to which this report relates, describe the material terms of the agreement, arrangement or understanding.*

Not applicable.

#### **Item 4 - Consideration Paid**

- 4.1 *State the value, in Canadian dollars, of any consideration paid or received per security and in total.*

Sutton purchased 25,000,000 Shares and 4,807,693 Warrants for a total aggregate purchase price of \$2,000,000.

- 4.2 *In the case of a transaction or other occurrence that did not take place on a stock exchange or other market that represents a published market for the securities, including an issuance from treasury, disclose the nature and value, in Canadian dollars, of the consideration paid or received by the acquiror.*

See Items 2.2 and 4.1 above.

- 4.3 *If the securities were acquired or disposed of other than by purchase or sale, describe the method of acquisition or disposition.*

Not applicable.

#### **Item 5 - Purpose of the Transaction**

*State the purpose or purposes of the acquiror and any joint actors for the acquisition or disposition of securities of the reporting issuer. Describe any plans or future intentions which the acquiror and any joint actors may have which relate to or would result in any of the following:*

- (a) the acquisition of additional securities of the reporting issuer, or the disposition of securities of the reporting issuer;*
- (b) a corporate transaction, such as a merger, reorganization or liquidation, involving the reporting issuer or any of its subsidiaries;*
- (c) a sale or transfer of a material amount of the assets of the reporting issuer or any of its subsidiaries;*
- (d) a change in the board of directors or management of the reporting issuer, including any plans or intentions to change the number or term of directors or to fill any existing vacancy on the board;*
- (e) a material change in the present capitalization or dividend policy of the reporting issuer;*
- (f) a material change in the reporting issuer's business or corporate structure;*

- (g) a change in the reporting issuer's charter, bylaws or similar instruments or another action which might impede the acquisition of control of the reporting issuer by any person or company;*
- (h) a class of securities of the reporting issuer being delisted from, or ceasing to be authorized to be quoted on, a marketplace;*
- (i) the issuer ceasing to be a reporting issuer in any jurisdiction of Canada;*
- (j) a solicitation of proxies from securityholders;*
- (k) an action similar to any of those enumerated above.*

Sutton holds the acquired shares for investment purposes and does not have any current intentions to increase or decrease its beneficial ownership or control or direction over any additional securities of the Company. Sutton may, from time to time and depending on market and other conditions, acquire or dispose of Shares depending on market conditions, the business and prospects of the Company and other factors generally relevant for any investor.

#### **Item 6 - Agreements, Arrangements, Commitments or Understandings With Respect to Securities of the Reporting Issuer**

*Describe the material terms of any agreements, arrangements, commitments or understandings between the acquiror and a joint actor and among those persons and any person with respect to securities of the class of securities to which this report relates, including but not limited to the transfer or the voting of any of the securities, finder's fees, joint ventures, loan or option arrangements, guarantees of profits, division of profits or loss, or the giving or withholding of proxies. Include such information for any of the securities that are pledged or otherwise subject to a contingency, the occurrence of which would give another person voting power or investment power over such securities, except that disclosure of standard default and similar provisions contained in loan agreements need not be included.*

*Not applicable*

#### **Item 7 - Change in Material Fact**

*If applicable, describe any change in a material fact set out in a previous report filed by the acquiror under the early warning requirements or Part 4 in respect of the reporting issuer's securities.*

See disclosure above regarding the closing of the Private Placement in Item 2.2, and the Shareholders Agreement in Item 6.

#### **Item 8 - Exemption**

*If the acquiror relies on an exemption from requirements in securities legislation applicable to formal bids for the transaction, state the exemption being relied on and describe the facts supporting that reliance.*

Not applicable.

