

**FORM 51-102F3  
MATERIAL CHANGE REPORT**

**Item One – Name and Address of Company**

Advanced Primary Minerals Corporation  
99 Wyse Road  
Suite 1480  
Dartmouth NS B3A 4S5

**Item Two - Date of Material Change**

February 9, 2012

**Item Three - News Release**

The attached news release was issued in Halifax, Nova Scotia on February 9, 2012, via Marketwire.

**Item Four - Summary of Material Change**

On February 9, 2012, Advanced Primary Minerals Corp. (TSXV:APD) ("**APM**" or "**Corporation**") announced that it was granted an extension of a promissory note due February 28, 2012.

**Item Five - Full Description of Material Change**

On February 9, 2012, the Corporation announced that it was granted an extension from its controlling shareholder, Erdene Resource Development Corp. ("**ERD**"), of a promissory note due February 28, 2012 (the "**Note**"). ERD has agreed to extend the due date of the Note to August 31, 2012 while the Corporation considers various options to refinance or restructure its operations. Options may include equity financing, renegotiating a new credit facility with ERD or another lender or the monetization of the Corporation's assets.

The Note, in the principal amount of up to \$550,000, entitles ERD to an interest payment of 5.0% payable at maturity and is secured by certain of the Corporation's real property located in McDuffie County, Georgia. The current balance of the Note is approximately \$270,000, equating generally to the amount of the Corporation's current negative working capital balance.

In the process of preparing the Corporation's year-end financial statements, management has determined that an impairment charge against the book value of the Corporation's assets is likely to be required. Although the amount of the charge is not yet determined, management expects it may be material.

**Item Six – Reliance on subsection 7.1(2) of National Instrument 51-102**

Not Applicable.

**Item Seven - Omitted Information**

Not Applicable.

**Item Eight - Executive Officer**

Ken W. MacDonald, President and CEO (902) 466-7255.

**Item Nine – Date of Report**

Executed this 9<sup>th</sup> day of February, 2012 by Ken W. MacDonald, President and CEO.



## **ADVANCED PRIMARY MINERALS CORP.**

**For Immediate Release**

### **APM Receives Extension of Secured Promissory Note**

**February 9, 2012 – Halifax, Nova Scotia - Advanced Primary Minerals Corporation** (the "**Corporation**" or "**APM**") (TSXV: **APD**) announced today that the Corporation was granted an extension from its controlling shareholder, Erdene Resource Development Corp. ("ERD"), of a promissory note due February 28, 2012 (the "Note"). ERD has agreed to extend the due date of the Note to August 31, 2012 while the Corporation considers various options to refinance or restructure its operations. Options may include equity financing, renegotiating a new credit facility with ERD or another lender or the monetization of the Corporation's assets.

The Note, in the principal amount of up to \$550,000, entitles ERD to an interest payment of 5.0% payable at maturity and is secured by certain of the Corporation's real property located in McDuffie County, Georgia. The current balance of the Note is approximately \$270,000, equating generally to the amount of the Corporation's current negative working capital balance.

The Corporation commissioned its Dearing, Georgia kaolin processing plant in October, 2009 in the midst of a serious downturn in the U.S. and world economies. Housing construction was particularly impacted by the global economic decline, leading to a direct adverse impact on the sanitary-ware and ceramic tile industries, two primary consumers of the Corporation's products. Despite encouraging feedback from the Corporation's existing and potential customers, the combination of slower than expected sales commitments and the costs of maintaining a publicly-traded company during this difficult period have impeded the path to sustainable cash flow from operations.

In the process of preparing the Corporation's year-end financial statements, management has determined that an impairment charge against the book value of the Corporation's assets is likely to be required. Although the amount of the charge is not yet determined, management expects it may be material.

#### **About APM**

APM, through its wholly owned subsidiary, Advanced Primary Minerals USA Corp., operates a recently constructed kaolin processing plant in Dearing, Georgia and has been active in Georgia and South Carolina for over 10 years exploring for, evaluating, extensively testing and securing high quality kaolin resources. Target markets include ceramics, paper, paint and coatings, catalysts and other specialty industrial applications. APM has 26,342,963 shares issued and outstanding and a fully diluted share position of 28,924,200 shares.

**For more information, please contact:**

Ken W. MacDonald, President and CEO, Advanced Primary Minerals Corporation  
Phone: (902) 466-7255

For additional information visit APM's website at [www.advminerals.com](http://www.advminerals.com) or contact the company via email at [info@advminerals.com](mailto:info@advminerals.com)

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