

**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

July 16, 2012

Item Three - News Release

The attached news release was issued in Halifax, Nova Scotia on July 16, 2012, via Marketwire.

Item Four - Summary of Material Change

On July 16, 2012, Advanced Primary Minerals Corporation (TSXV:APD) (the "**Corporation**") announced the appointment of an independent member to its board of directors (the "**Board**").

Item Five - Full Description of Material Change

On July 16, 2012, the Corporation announced the appointment of Charles G. Pitcher as an independent member of the Board. The Board has also appointed Mr. Pitcher to the independent committee of the Board that was authorized to negotiate with Erdene Resource Development Corporation for the purchase of the Donkin coal project.

In 2012, Mr. Pitcher became President and COO of Wilson Creek Coal, LLP, a wholly owned subsidiary of Corsa Coal of which he is currently a Director. Mr. Pitcher has held senior management and board positions with some major coal and precious metal mining companies.

The appointment of Charles Pitcher to the Board is subject to approval from the TSX Venture Exchange.

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 17th day of July, 2012 by Ken W. MacDonald, President and CEO.



ADVANCED PRIMARY MINERALS CORP.

APM Announces Appointment of Charles G. Pitcher to its Board of Directors

For Immediate Release

Halifax, Nova Scotia - July 16, 2012 - Advanced Primary Minerals Corporation (the "**Corporation**" or "**APM**") (TSXV: **APD**) is pleased to announce that the Corporation's board of directors ("Board") has approved the appointment of Charles G. Pitcher as an independent member of the Board. The Board has also appointed Mr. Pitcher to the independent committee of the Board that was authorized to negotiate with Erdene Resource Development Corp. ("Erdene") for the purchase of the Donkin coal project.

"We are very pleased to have Charles Pitcher join the APM Board. As a mining engineer with extensive underground coal mining experience, Charles will bring valuable experience to the Corporation and the Donkin project," said Ken MacDonald, President and CEO of APM.

In 2012, Charles Pitcher became President and COO of Wilson Creek Coal, LLP, a wholly owned subsidiary of Corsa Coal of which he is currently a Director. Charles has held senior management and board positions with some major coal and precious metal mining companies. Between 2002 and 2008 Charles was CEO and Director of Western Coal Ltd. and in 2009 was a Director of PBS Coal Ltd. During 2010 and 2011 he was CEO and Director of United Silver Corp.

Erdene currently owns approximately 60% of the issued and outstanding shares of the Corporation. By way of a statutory plan of arrangement, Erdene intends to deliver to Erdene shareholders all of its existing APM shares and those APM shares to be issued to Erdene on the transfer of its North American property assets to APM, such that the Corporation would then be substantially owned by Erdene's shareholders. Upon completion of the Erdene transaction, the Corporation will be a Nova Scotia based, coal-focussed development company with the Donkin Coal Project as its principal asset.

The Erdene transaction is subject to signing a definitive agreement, receipt of approvals from the TSX, the TSX-V, the Nova Scotia Supreme Court, the shareholders of Erdene and the minority shareholders of APM, as well as compliance with all other requirements governing related party transactions, including obtaining independent valuations. The appointment of Charles Pitcher to the Board is also subject to approval from the TSX Venture Exchange.

About APM

APM has 26,342,963 shares issued and outstanding and a fully diluted share position of 28,887,629 shares.

-30-

For more information, please contact:

Ken W. MacDonald, President and CEO, Advanced Primary Minerals Corporation

Phone: (902) 466-7255

or

Philip S. Martin, Chairman of the Board of Advanced Primary Minerals Corporation

Phone: (416) 788-6030

For additional information visit APM's website at www.advminerals.com or contact the company via email at info@advminerals.com

Neither TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.