

**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

October 26, 2012

Item Three - News Release

The attached news release was issued in Halifax, Nova Scotia on October 26, 2012, via Marketwire.

Item Four - Summary of Material Change

On October 26, 2012, Advanced Primary Minerals Corporation (TSXV:APD) ("**APM**") and Erdene Resource Development Corporation (TSX: ERD) ("**Erdene**") (TSX-V:APD) (collectively the "**Companies**") announced the positive results from the special meetings of shareholders held October 26, 2012.

Item Five - Full Description of Material Change

On October 26, 2012, the Companies announced that at the special meetings of the shareholders of Erdene and APM (the "**Meetings**"), the shareholders of both companies voted in favour of a plan of arrangement ("**Arrangement**"). Under the terms of the Arrangement, Erdene will separate its North American projects, consisting primarily of its 25% interest in the Donkin Coal Project, from its Mongolian metals exploration projects, which will stay within Erdene. The Donkin Coal Project will become the major asset of a new amalgamated company to be called Morien Resources Corp. ("**Morien**"). Morien is to be listed on the TSX Venture Exchange under the symbol "MOX".

Under the terms of the Arrangement, the share capital of Erdene will be reorganized and each existing Erdene share will be exchanged for one-half of one "Erdene New Share" and one-half of one "Morien Share". Each existing shareholder of APM other than Erdene will receive one "Morien Share" for every 7.85 shares of APM that they own on the effective date.

Although the Arrangement was approved by the shareholders of Erdene and APM, it will not be effective until it is approved by the Supreme Court of Nova Scotia and final approvals are received from the Toronto Stock Exchange and the TSX Venture Exchange. It is expected these approvals will be obtained within ten days of the Meetings.

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 31st day of October, 2012 by Ken W. MacDonald, President and CEO.



Erdene Resource Development



Erdene and APM Shareholders Vote in Favor of Plan of Arrangement

For Immediate Release

Halifax, Nova Scotia - October 26, 2012 – Erdene Resource Development Corp. ("Erdene") (TSX:ERD) and Advanced Primary Minerals Corp. ("APM") (TSX-V:APD) are pleased to announce the positive results from the special meetings of shareholders held on October 26, 2012.

At the special meetings of the shareholders of Erdene and APM, the shareholders of both companies voted in favour of a plan of arrangement ("**Arrangement**"). Under the terms of the Arrangement, Erdene will separate its North American projects, consisting primarily of its 25% interest in the Donkin Coal Project, from its Mongolian metals exploration projects, which will stay within Erdene. The Donkin Coal Project will become the major asset of a new amalgamated company to be called Morien Resources Corp. ("Morien"). Morien is to be listed on the TSX Venture Exchange under the symbol "MOX". Erdene will continue under the same name and trading symbol.

Under the terms of the Arrangement, the share capital of Erdene will be reorganized and each existing Erdene share will be exchanged for one-half of one "Erdene New Share" and one-half of one "Morien Share". Each existing shareholder of APM other than Erdene will receive one "Morien Share" for every 7.85 shares of APM that they own on the effective date.

Although the Arrangement was approved by the shareholders of Erdene and APM, it will not be effective until it is approved by the Supreme Court of Nova Scotia and final approvals are

received from the Toronto Stock Exchange and the TSX Venture Exchange. It is expected these approvals will be obtained within the next ten days. Once the effective date is determined, a further news release will be issued.

At the Erdene Meeting, the Erdene shareholders also approved a deferred stock unit plan ("DSU Plan"), adopted by the Erdene board for the benefit of Erdene's employees and directors to form a part of Erdene's overall compensation strategy. The DSUs are intended to align the interests of directors and employees with the shareholders by tying compensation to share price performance. A detailed summary and the full text of the DSU Plan are included in the circular sent to the Erdene shareholders in connection with the meeting, which is available under Erdene's profile on SEDAR at www.sedar.com.

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Forward-Looking Statements

Certain information regarding Erdene and APM contained herein may constitute forward-looking statements within the meaning of applicable securities laws. Forward-looking statements may include estimates, plans, expectations, opinions, forecasts, projections, guidance or other statements that are not statements of fact. Although Erdene and APM believe that the expectations reflected in such forward-looking statements are reasonable, they can give no assurance that such expectations will prove to have been correct. Erdene and APM caution that actual performance will be affected by a number of factors, most of which are beyond their control, and that future events and results may vary substantially from what they currently foresee. The forward-looking statements are expressly qualified in their entirety by this cautionary statement. The information contained herein is stated as of the current date and subject to change after that date.

NO REGULATORY AUTHORITY HAS APPROVED OR DISAPPROVED THE CONTENTS OF THIS RELEASE

Contact information

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or

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