

**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

November 2, 2012

Item Three - News Release

The attached news release was issued in Halifax, Nova Scotia on November 2, 2012, via Marketwire.

Item Four - Summary of Material Change

On November 2, 2012, Advanced Primary Minerals Corporation (TSXV:APD) ("**APM**") and Erdene Resource Development Corporation (TSX: ERD) ("**Erdene**") (TSX-V:APD) (collectively the "**Companies**") announced the approval of the plan of arrangement by the Supreme Court of Nova Scotia.

Item Five - Full Description of Material Change

On November 2, 2012, the Companies announced that the plan of arrangement ("**Arrangement**") involving Erdene, APM and Erdene Resources Inc., a wholly-owned subsidiary of Erdene, was approved by the Supreme Court of Nova Scotia on November 1, 2012. The effective date of the Arrangement will be November 9, 2012.

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 6th day of November, 2012 by Ken W. MacDonald, President and CEO.



Erdene Resource Development



Erdene and APM Receive Final Court Approval for Plan of Arrangement Effective Date - November 9th 2012

For Immediate Release

1. **Halifax, Nova Scotia – November 2, 2012** – Erdene Resource Development Corp. ("Erdene") (TSX:ERD) and Advanced Primary Minerals Corp. ("APM") (TSX-V:APD) are pleased to announce that the plan of arrangement ("**Arrangement**") involving Erdene, APM and Erdene Resources Inc., a wholly-owned subsidiary of Erdene, was approved by the Supreme Court of Nova Scotia on November 1, 2012. The effective date of the Arrangement ("Effective Date") will be November 9, 2012.

At the special meetings of the shareholders of Erdene and APM, held on October 26, 2012, the shareholders of both companies voted in favour of the 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"). The shares of Morien ("Morien Shares") will be listed on the TSX Venture Exchange under the symbol "MOX". Erdene will continue under the same name and trading symbol.

On the Effective Date, 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. On the amalgamation of APM and ERI, each shareholder of APM (including Erdene) will receive one (1) common share of Morien for every 7.85 shares of APM owned by such shareholder. Erdene will distribute to the Erdene shareholders one-half of one Erdene New Share and one-half of one Morien Share for each existing common share of Erdene.

Detailed disclosure of the Arrangement can be found in the management information circulars prepared by each of Erdene and APM, dated September 25 and 26, 2012, respectively, both of which are available on SEDAR.

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

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Contact information

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