AMARC RESOURCES LTD
Form 20-F
October 07, 2008

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 20-F

[ ] REGISTRATION STATEMENT PURSUANT TO SECTION 12(b) or 12(g) OF THE *SECURITIES EXCHANGE ACT OF 1934*

OR

[x] ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE *SECURITIES EXCHANGE ACT OF 1934*

For the fiscal year ended March 31, 2008

OR

[ ] TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE *SECURITIES EXCHANGE ACT OF 1934*

OR

[ ] SHELL COMPANY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE *SECURITIES EXCHANGE ACT OF 1934*

For the transition period from _____to _____

Commission file number **0-49869**

AMARC RESOURCES LTD.
(Exact name of Registrant specified in its charter)

BRITISH COLUMBIA, CANADA
(Jurisdiction of incorporation or organization)

Suite 1020, 800 West Pender Street
Vancouver, British Columbia, Canada, V6C 2V6
(Address of principal executive offices)

COMMON SHARES WITHOUT PAR VALUE
(Title of Class)

Securities registered or to be registered pursuant to Section 12(b) of the Act:

Title of Each Class: *Not applicable*	Name of each exchange on which registered: *Not applicable*

Securities registered or to be registered pursuant to Section 12(g) of the Act:

Common shares, no par value

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act: **None**

Indicate the number of outstanding shares of each of the issuer s classes of capital or common stock as of the close of the period covered by the annual report:

67,739,473 common shares as of March 31, 2008

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

[ ] Yes [x] No

If this report is an annual or transition report, indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934.

[ ] Yes [x] No

Indicate by check mark whether registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the *Securities Exchange Act of 1934* during the preceding 12 months (or for such shorter period that registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

[x] Yes [ ] No

Indicate by check mark whether registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of accelerated filer and large accelerated filer in Rule 126-2 of the Exchange Act. (check one):

Large accelerated Filer [ ] Accelerated Filer [ ] Non-accelerated Filer [x]

Indicate by check mark which financial statement item Registrant has elected to follow:

Item 17 [x] Item 18 [ ]

If this is an annual report, indicate by check mark whether registrant is a shell company (as defined in Rule 126-2 of the Exchange Act).

Yes [ ] No [x]

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GENERAL

In this Annual Report on Form 20-F, all references to we , Amarc and the Company refer to Amarc Resources Ltd. and its consolidated subsidiaries.

The Company uses the Canadian dollar as its reporting currency. All references in this document to dollars or $ are expressed in Canadian dollars, unless otherwise indicated. See also Item 3 Key Information for more detailed currency and conversion information.

Except as noted, the information set forth in this Annual Report is as of September 24, 2008 and all information included in this document should only be considered correct as of such date.

GLOSSARY OF TERMS

Certain terms used herein are defined as follows:

Epithermal Deposit	Deposit of mineralization formed by natural processes in the earth at low temperature, 50-200º C often within structurally controlled veins. Low sulphidation deposits are developed near-to the surface of the earth, at depths of ~1 km to surficial hotspring settings, and are characterized by quartz veins, vein stockworks and breccias. Mineralization includes gold, silver, electrum, argentite and pyrite with lesser and variable amounts of other sulphide minerals.
Induced Polarization Survey	A geophysical survey used to identify a feature that appears to be different from the typical or background survey results when tested for levels of electro-conductivity; IP detects both chargeable, pyrite-bearing rock and non-conductive rock that has a high content of quartz.
Magnetic Survey	Magnetic surveys detect sulphide-bearing rocks by inducing magnetic fields, then identifying a feature that appears to be different from the typical or background survey results.
Mineral Reserve	Securities and Exchange Commission Industry Guide 7 *Description of Property by Issuers Engaged or to be Engaged in Significant Mining Operations* of the Securities and Exchange Commission defines a reserve as that part of a mineral deposit which could be economically and legally extracted or produced at the time of the reserve determination. Reserves consist of: (1) *Proven (Measured) Reserves.* Reserves for which: (a) quantity is computed from dimensions revealed in outcrops, trenches, workings or drill holes; grade and/or quality are computed from the results of detailed sampling; and (b) the sites for inspection, sampling and measurement are spaced so closely and the geologic character is so well defined that size, shape, depth and mineral content of reserves are well-established.

	(2) *Probable (Indicated) Reserves.* Reserves for which quantity and grade and/or quality are computed from information similar to that used for proven (measured) reserves, but the sites for inspection, sampling and measurement are farther apart or are otherwise less adequately spaced. The degree of assurance, although lower than that for proven (measured) reserves, is high enough to assume continuity between points of observation.
Mineral Resource	National Instrument 43-101 *Standards of Disclosure for Mineral Projects* of the Canadian Securities Administrators defines a Mineral Resource as a concentration or occurrence of natural, solid, inorganic or fossilized organic material in or on the Earth s crust in such form and quantity and of such a grade or quality that it has reasonable prospects for economic extraction. The location, quantity, grade, geological characteristics and continuity of a mineral resource are known, estimated or interpreted from specific geological evidence and knowledge. Mineral Resources are sub-divided, in order of increasing geological confidence, into Inferred, Indicated and Measured categories. An Inferred Mineral Resource has a lower level of confidence than that applied to an Indicated Mineral Resource. An Indicated Mineral Resource has a higher level of confidence than an Inferred Mineral Resource but has a lower level of confidence than a Measured Mineral Resource. (1) *Inferred Mineral Resource.* An Inferred Mineral Resource is that part of a Mineral Resource for which quantity and grade or quality can be estimated on the basis of geological evidence and limited sampling and reasonably assumed, but not verified, geological and grade continuity. The estimate is based on limited information and sampling gathered through appropriate techniques from locations such as outcrops, trenches, pits, workings and drill holes. (2) *Indicated Mineral Resource.* An Indicated Mineral Resource is that part of a Mineral Resource for which quantity, grade or quality, densities, shape and physical characteristics can be estimated with a level of confidence sufficient to allow the appropriate application of technical and economic parameters, to support mine planning and evaluation of the economic viability of the deposit. The estimate is based on detailed and reliable exploration and testing information gathered through appropriate techniques from locations such as outcrops, trenches, pits, workings and drill holes that are spaced closely enough for geological and grade continuity to be reasonably assumed. (3) *Measured Mineral Resource.* A Measured Mineral Resource is that part of a Mineral Resource for which quantity, grade or quality, densities, shape, physical characteristics are so well established that they can be estimated with confidence sufficient to allow the appropriate application of technical and economic parameters, to support production planning and evaluation of the economic viability of the deposit. The estimate is based on detailed and reliable exploration, sampling and testing information gathered through appropriate techniques from locations such as outcrops,

	trenches, pits, workings and drill holes that are spaced closely enough to confirm both geological and grade continuity. Industry Guide 7 *Description of Property by Issuers Engaged or to be Engaged in Significant Mining Operations* of the Securities and Exchange Commission does not define or recognize resources. As used in this Form 20-F, resources are as defined in National Instrument 43-101.
Mineral Symbols	As arsenic; Au gold; Ag silver; Cu copper; Fe iron; Hg mercury; Mo molybdenum Na sodium; Ni nickel; O oxygen; Pd - palladium; Pt platinum; Pb lead; S sulphur; Sb antimony; Zn zinc.
Net Smelter Return (NSR)	Monies actually received for concentrate delivered to a smelter net of metallurgical recovery losses, transportation costs, smelter treatment- refining charges and penalty charges.
Polymetallic	Pertaining to more than one, or many, metals.
Porphyry Deposit	Mineral deposit characterized by widespread disseminated or veinlet- hosted sulphide mineralization, characterized by large tonnage and moderate to low grade.
Pluton, sill, dyke	A body of igneous rock that has been formed beneath the surface of the earth by consolidation of magma. A pluton is a rounded to irregularly- shaped plug-like body. A sill is a horizontal intrusion. A dyke cross cuts the country rocks.
Quartz-feldspar Porphyry Dyke	A quartz-feldspar porphyry dyke is a linear intrusion in which large quartz and feldspar crystals occur in a fine groundmass of quartz, feldspar and other minerals.
Sulphide	A compound of sulphur with another element, typically a metallic element or compound.
Volcanogenic Massive Sulphide (VMS) deposit	Mineral deposits, with a high content of sulphide minerals, formed by volcanic processes.
Vein	A tabular or sheet-like mineral deposit with identifiable walls, often filling a fracture or fissure.

Currency and Measurement

All currency amounts in this Annual Report are stated in Canadian dollars unless otherwise indicated.

Conversion of metric units into imperial equivalents is as follows:

Metric Units	Multiply by	Imperial Units
hectares	2.471	= acres
meters	3.281	= feet
kilometers	0.621	= miles (5,280 feet)
grams	0.032	= ounces (troy)
tonnes	1.102	= tons (short) (2,000 lbs)
grams/tonne	0.029	= ounces (troy)/ton

FORWARD LOOKING STATEMENTS

This Annual Report on Form 20-F contains statements that constitute forward-looking statements within the meaning of Section 27A of the *Securities Act of 1933* and Section 21E of the *Securities Exchange Act of 1934*. These statements appear in a number of different places in this Annual Report and can be identified by words such as anticipates , estimates , projects , expects , intends , believes , plans , or their negatives or other comparable forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the Company's actual results, performance or achievements to be materially different from any future results, performance or achievements that may be expressed or implied by such forward-looking statements. The statements, including the statements contained in Item 3D Risk Factors , Item 4B Business Overview , Item 5 Operating and Financial Review and Prospects and Item 11 Quantitative and Qualitative Disclosures About Market Risk , are inherently subject to a variety of risks and uncertainties that could cause actual results, performance or achievements to differ significantly. Forward-looking statements include statements regarding the outlook for the Company's future operations, plans and timing for the Company's exploration programs, statements about future market conditions, supply and demand conditions, forecasts of future costs and expenditures, the outcome of legal proceedings, and other expectations, intentions and plans that are not historical facts. You are cautioned that any such forward-looking statements are not guarantees and may involve risks and uncertainties. The Company's actual results may differ materially from those in the forward-looking statements due to risks facing us or due to actual facts differing from the assumptions underlying the Company's predictions. Some of these risks and assumptions include:

- general economic and business conditions, including changes in interest rates;
- prices of natural resources, costs associated with mineral exploration and other economic conditions;
- natural phenomena;
- actions by government authorities, including changes in government regulation;
- uncertainties associated with legal proceedings;

- changes in the resources market;
- future decisions by management in response to changing conditions;
- the Company s ability to execute prospective business plans; and misjudgments in the course of preparing forward-looking statements.

The Company advises you that these cautionary remarks expressly qualify, in their entirety, all forward-looking statements attributable to Amarc or persons acting on the Company's behalf. The Company assumes no obligation to update the Company's forward-looking statements to reflect actual results, changes in assumptions or changes in other factors affecting such statements. You should carefully review the cautionary statements and risk factors contained in this and other documents that the Company files from time to time with the Securities and Exchange Commission.

PART I

ITEM 1. IDENTITY OF DIRECTORS, SENIOR MANAGEMENT AND ADVISORS

A. DIRECTORS AND SENIOR MANAGEMENT
Not applicable.

B. ADVISORS
Not applicable.

C. AUDITOR
Not applicable.

ITEM 2. OFFER STATISTICS AND EXPECTED TIMETABLE

Not Applicable.

ITEM 3. KEY INFORMATION

A. SELECTED FINANCIAL DATA

The following tables summarize selected financial data for Amarc extracted from the Company's audited consolidated financial statements for the last five years ended March 31, 2008, 2007, 2006, 2005 and 2004.

The Company s annual financial statements have been audited by its current independent registered public accounting firm, De Visser Gray LLP, Chartered Accountants. The consolidated financial statements have been prepared in accordance with Canadian generally accepted accounting principles (Canadian GAAP). Note 11 to the 2008 annual consolidated financial statements provides descriptions of the material measurement differences between Canadian GAAP and United States generally accepted accounting principles (US GAAP) as they relate to Amarc and a reconciliation to US GAAP of Amarc s consolidated financial statements.

The following selected financial data is presented in thousands of Canadian dollars.

BALANCE SHEET DATA

(C$000)	As at March 31,				
	2008	**2007**	**2006**	**2005**	**2004**
Plant and Equipment, Net					
Canadian and US GAAP	$ 20	$ 25	$ 37	$ 47	$ 60
Mineral Property Interests					
Canadian and US GAAP			98	156	74
Total Assets					
Canadian GAAP	7,984	8,768	5,007	8,091	14,188
US GAAP	7,984	8,768	5,007	8,100	14,272
Total Liabilities					
Canadian and US GAAP	225	78	38	871	183
Working Capital					
Canadian GAAP	7,738	8,665	4,834	7,017	13,871
US GAAP	7,738	8,665	4,834	7,025	13,955
Share Capital					
Canadian and US GAAP	30,747	27,287	23,997	22,388	20,639
Contributed Surplus					
Canadian and US GAAP	1,470	2,295	488	507	413
Deficit					
Canadian GAAP	(24,459)	(20,892)	(19,515)	(15,675)	(7,047)
US GAAP	$ (24,459)	$ (20,892)	$ (19,515)	$ (15,667)	$ (6,963)

(C$000)	As at March 31,				
	2008	**2007**	**2006**	**2005**	**2004**
Net Assets					
Canadian GAAP	$ 7,758	$ 8,690	$ 4,969	$ 7,220	$ 14,005
US GAAP	7,758	8,690	4,969	7,229	14,089
Shareholders Equity					
Canadian GAAP	7,758	8,690	4,969	7,220	14,005
US GAAP	$ 7,758	$ 8,690	$ 4,969	$ 7,229	$ 14,089

STATEMENT OF OPERATIONS DATA

(C$000, except per share amounts)	Year Ended March 31,				
	2008	**2007**	**2006**	**2005**	**2004**
Interest and other income	$ (385)	$ (334)	$ (130)	$ (243)	$ (75)
General and administrative expenses	746	615	819	719	418
Exploration expenditures	3,067	1,033	3,012	7,554	460
Stock based compensation (recovery)			(16)	496	407
Foreign exchange (gain) loss	138	(38)	3	8	10
Loss (gain) on marketable securities					
Canadian GAAP			(92)	(82)	(2,053)
US GAAP			(84)	(6)	(2,137)
Loss on sale of equipment		2			
Write down of accounts receivable			45		
Write down of mineral property interest		98	10	76	
Write down of marketable securities			190	7	
Interest expense on flow-through shares				93	
Net loss (income) for the year					
Canadian GAAP	3,566	1,376	3,841	8,628	(831)

US GAAP	$ 3,566	$ 1,376	$ 3,849	$ 8,704	$ (916)
Basic and diluted net income (loss) per share					
Canadian GAAP	(0.06)	(0.03)	(0.08)	(0.19)	0.04
US GAAP	(0.06)	(0.03)	(0.08)	(0.19)	0.04
Weighted average number of common shares outstanding	63,434,763	54,557,473	49,880,651	45,168,411	21,421,096

See Item 17 for accompanying consolidated financial statements prepared in accordance with Canadian generally accepted accounting principles for further details, including note 11, which reconciles Canadian GAAP to US GAAP.

The Company has not declared or paid any cash or other dividends.

Currency and Exchange Rates

On September 24, 2008, the Federal Reserve noon rate for Canadian Dollars was US$1.00 to Cdn$1.0351. The following tables set out the exchange rates, based on noon rates as the nominal quotations by the Bank of Canada website, www.bankofcanada.ca for the conversion of Canadian Dollars into U.S. Dollars.

	For year ended March 31				
	2008	**2007**	**2006**	**2005**	**2004**
End of Period	$ 1.0279	$ 1.1529	$ 1.1671	$ 1.2096	$ 1.3105
Average for the Period	$ 1.0327	$ 1.1417	$ 1.1933	$ 1.2786	$ 1.3530
High for the Period	$ 1.1584	$ 1.1878	$ 1.2555	$ 1.3783	$ 1.4585
Low for the Period	$ 0.9170	$ 1.0948	$ 1.1489	$ 1.1961	$ 1.2960

Monthly High and Low Exchange Rate (Canadian Dollars per US Dollar)

	High	**Low**
September 2008 (until September 24, 2008)	1.0796	1.0351
August 2008	1.0678	1.0253
July 2008	1.0261	1.0016
June 2008	1.0282	0.9942
May 2008	1.0189	0.9844
April 2008	1.0270	1.0025

B. Capitalization and Indebtedness

Not applicable.

C. Reasons for the Offer and Use of Proceeds

Not applicable.

D. Risk Factors

An investment in the Company's common shares is highly speculative and subject to a number of risks. Only those persons who can bear the risk of the entire loss of their investment should participate. An investor should carefully consider the risks described below and the other information that the Company files with the Securities and Exchange Commission and with Canadian securities regulators before investing in the Company's common shares. The risks described below are not the only ones faced by the Company. Additional risks that management is aware of or that the Company currently believes are immaterial may indeed become important factors that affect the Company's business. If any of the

following risks occur, or if others occur, the Company's business, operating results and financial condition could be seriously harmed and the investor may lose all of his investment.

The exploration for and development of mineral deposits involves significant risks.

Resource exploration is a speculative business and involves a high degree of risk. There is no known body of commercial ore on any of the Company's mineral properties and there is no certainty that the expenditures to be made by Amarc in the exploration of the Company's mineral properties will result in discoveries of commercial quantities of minerals. The exploration for and development of mineral deposits involves significant risks, which even a combination of careful evaluation, experience and knowledge may not eliminate. Although the discovery of an ore body may result in substantial rewards, few properties explored are ultimately developed into producing mines. Significant expenditures may be required to locate and establish ore reserves, to develop metallurgical processes and to construct mining and processing facilities at a particular site. It is impossible to ensure that the current exploration programs planned by Amarc will result in a profitable commercial mining operation. Significant capital investment is required to achieve commercial production from successful exploration efforts.

The commercial viability of a mineral deposit is dependent upon a number of factors. These include deposit attributes such as size, grade and proximity to infrastructure, current and future metal prices (which can be cyclical), and government regulations, including those relating to prices, taxes, royalties, land tenure, land use, importing and exporting of minerals and necessary supplies and environmental protection. The complete effect of these factors, either alone or in combination, cannot be entirely predicted, and their impact may result in Amarc not receiving an adequate return on invested capital.

The Company does not currently have any properties on which mineral resources or mineral reserves have been outlined.

Amarc s properties have not produced any commercial reserves or ore body.

All of the Company's mineral projects are in the exploration stage as opposed to the development stage and have no known body of economic mineralization. The known mineralization at these projects has not been determined to be economic ore. There can be no assurance that a commercially mineable ore body exists on any of the Company's properties. There is no certainty that any expenditure made in the exploration of the Company's mineral properties will result in discoveries of commercially recoverable quantities of ore. Such assurance will require completion of final comprehensive feasibility studies and, possibly, further associated exploration and other work that concludes a potential mine at each of these projects is likely to be economically viable. In order to carry out exploration and development programs of any economic ore body and place it into commercial production, the Company will be required to raise substantial additional funding.

As the Company does not have revenues, the Company will be dependent upon future financings to continue the Company's plan of operation.

Amarc has not generated any revenues from the Company's business activities since the Company's incorporation. The Company's plan of operations involves the completion of exploration programs on the Company's mineral properties. There is no assurance that these exploration activities will result in the establishment of commercially exploitable mineral deposits on the Company's mineral properties. Even if commercially exploitable mineral deposits are discovered, the Company will require substantial additional financing in order to carry out the full exploration and development of the Company's mineral properties before the Company is able to achieve revenues from sales of mineral resources that the Company is able to extract.

The loss of management or other key personnel could harm the Company's business.

The success of the Company's activities is dependent to a significant extent on the efforts and abilities of management and other key personnel. Investors must be willing to rely to a significant extent on their discretion and judgment.

The Company has no history of earnings and no foreseeable earnings.

Amarc has a history of losses and there can be no assurance that the Company will ever be profitable. The Company anticipates that the Company will retain future earnings and other cash resources for the future operation and development of the Company's business. The Company has not paid dividends since incorporation and the Company does not anticipate paying dividends in the foreseeable future. Payment of any future dividends is at the discretion of the Company's board of directors after taking into account many factors including the Company's operating results, financial conditions and anticipated cash needs.

The Company's consolidated financial statements have been prepared assuming the Company will continue on a going concern basis, but there can be no assurance that the Company will continue as a going concern.

Although at March 31, 2008 the Company had working capital of approximately $7.7 million, the costs required to complete exploration and development of the Company's projects may be well in excess of this amount. Accordingly, unless additional funding is obtained, the going concern assumption may have to change. If Amarc is unable to obtain adequate additional financing, the Company will be required to curtail operations and exploration activities. Furthermore, failure to continue as a going concern would require that Amarc s assets and liabilities be restated on a liquidation basis which could differ significantly from the going concern basis.

A substantial or extended decline in the prices of the minerals for which the Company explores would have a material adverse effect on the Company's business.

The Company's business is, to an extent, dependent on the prices of gold, copper, zinc, and other metals, which are affected by numerous factors beyond the Company's control. Factors tending to put downward pressure on the prices of these metals include:

- Sales or leasing of gold by governments and central banks;
- A strong U.S. dollar;
- Global and regional recession or reduced economic activity;
- Speculative trading;
- Decreased demand for industrial uses, use in jewellery or investment;
- High supply from production, disinvestment and scrap;
- Sales by producers in forward transactions and other hedging transactions; and
- Devaluing local currencies (relative to metal priced in U.S. dollars) leading to lower production costs and higher production in certain regions.

In addition, sustained low metal prices can:

- Reduce revenues further through production cutbacks due to cessation of the mining of deposits or portions of deposits that have become uneconomic at the then-prevailing gold or copper price;

- Halt or delay the development of new projects;
- Reduce funds available for exploration, with the result that depleted reserves are not replaced; or
- Reduce existing reserves, by removing ores from reserves that cannot be economically mined or treated at prevailing prices.

Mining operations generally involve a high degree of risk.

Amarc s operations are subject to all the hazards and risks normally encountered in the exploration, development and production of minerals. These include unusual and unexpected geological formations, rock falls, flooding and other conditions involved in the drilling and removal of material, any of which could result in damage to, or destruction of, mines and other producing facilities, damage to life or property, environmental damage and possible legal liability. Although adequate precautions to minimize risk will be taken, milling operations are subject to hazards such as equipment failure or failure of retaining dams which may result in environmental pollution and consequent liability which will have a material adverse effect on the Company's business and results of operation and financial condition.

The Company s business could be adversely affected by government regulations related to mining.

Amarc s exploration activities are regulated in all countries in which the Company operates under various federal, state, provincial and local laws relating to the protection of the environment, which generally includes air and water quality, hazardous waste management and reclamation. Environmental hazards may exist on the properties in which the Company holds interests which are unknown to Amarc at present and which have been caused by previous or existing owners or operators of the properties. Environmental legislation is evolving in a manner that will require stricter standards and enforcement, increased fines and penalties for non-compliance, more stringent environmental assessments of proposed projects and a heightened degree of responsibility for companies and their officers, directors and employees. Delays in obtaining or failure to obtain government permits and approvals may adversely impact the Company's operations. The regulatory environment in which the Company operates could change in ways that would substantially increase costs to achieve compliance, or otherwise could have a material adverse effect on the Company's operations or financial position. In particular, the Company's operations and exploration activities in British Columbia are subject to national and provincial laws and regulations governing protection of the environment. These laws are continually changing and, in general, are becoming more restrictive. There can be no certainty that the Company will be able to obtain all necessary licenses and permits that may be required to carry out exploration, development and operations at the Company's projects.

Although the Company has no reason to believe that the existence and extent of any of the Company's properties is in doubt, title to mining properties is subject to potential claims by third parties claiming an interest in them.

Amarc s mineral properties may be subject to previous unregistered agreements or transfers, and title may be affected by undetected defects or changes in mineral tenure laws. The Company's mineral interests consist of mineral claims, which have not been surveyed, and therefore, the precise area and location of such claims or rights may be in doubt. The failure to comply with all applicable laws and regulations, including the failure to pay taxes or to carry out and file assessment work, may invalidate title to portions of the properties where the Company's mineral rights are held.

The Company is not able to obtain insurance for many of the risks that the Company faces.

In the course of exploration, development and production of mineral properties, several risks and, in particular, unexpected or unusual geological or operating conditions, may occur. It is not always possible to fully insure against such risks, and the Company may decide not to take out insurance against such risks as a result of high premiums or other reasons. Should such liabilities arise they could reduce or eliminate any future profitability and result in an increase in costs and a decline in value of the Company's securities.

The Company is not insured against environmental risks. Insurance against environmental risks (including potential liability for pollution or other hazards as a result of the disposal of waste products occurring from exploration and production) has not been generally available to companies within the industry. The Company will periodically evaluate the cost and coverage of the insurance against certain environmental risks that is available to determine if it would be appropriate to obtain such insurance. Without such insurance, and if the Company becomes subject to environmental liabilities, the payment of such liabilities would reduce or eliminate the Company's available funds or could exceed the funds the Company has to pay such liabilities and result in bankruptcy. Should the Company be unable to fund fully the remedial cost of an environmental problem, the Company might be required to enter into interim compliance measures pending completion of the required remedy.

The Company may be dependent on its joint venture partners for the development of certain of the Company's properties.

Amarc may choose to hold a portion of the Company's assets in the form of participation interests in joint ventures. The Company's interest in these projects is subject to the risks normally associated with the conduct of joint ventures. The existence or occurrence of one or more of the following circumstances and events could have a material adverse impact on the Company's profitability or the viability of the interests held through joint ventures, which could have a material adverse impact on the Company's future cash flows, earnings, results of operations and financial condition: (i) disagreement with joint venture partners on how to proceed with exploration programs and how to develop and operate mines efficiently; (ii) inability of joint venture partners to meet their obligations to the joint venture or third parties; and (iii) litigation between joint venture partners regarding joint venture matters.

The industry in which the Company operates is highly competitive, and the Company may be unable to compete effectively with other companies.

The mineral exploration and mining business is competitive in all of its phases. The Company competes with numerous other companies and individuals, including competitors with greater financial, technical and other resources, in the search for and the acquisition of attractive mineral properties. Amarc's ability to acquire properties in the future will depend not only on the Company's ability to develop its present properties, but also on the Company's ability to select and acquire suitable producing properties or prospects for mineral exploration. There is no assurance that the Company will continue to be able to compete successfully with its competitors in acquiring such properties or prospects.

The Company s share price has historically been volatile.

The market price of a publicly traded stock, especially a junior resource issuer like Amarc, is affected by many variables not directly related to the Company's exploration success, including the market for junior resource stocks, the strength of the economy generally, the availability and attractiveness of alternative investments, and the breadth of the public market for the stock. The effect of these and other factors on

the market price of the common shares on the stock exchanges on which the Company trade, suggest the Company's shares will continue to be volatile.

Amarc s directors and officers are part-time and serve as directors and officers of other companies.

Some of the Company's directors and officers are engaged, and will continue to be engaged, in the search for additional business opportunities on their own behalf and on behalf of other companies, and situations may arise where these directors and officers will be in direct competition with us. Conflicts, if any, will be dealt with in accordance with the relevant provisions of the *Business Corporations Act* (British Columbia). In order to avoid the possible conflict of interest which may arise between the directors duties to Amarc and their duties to the other companies on whose boards they serve, the Company's directors and officers have agreed that participation in other business ventures offered to them will be allocated between the various companies on the basis of prudent business judgment, and the relative financial abilities and needs of the companies to participate.

There is no assurance that the Company will be successful in obtaining the funding required for the Company's operations.

Amarc s operations consist almost exclusively of cash consuming activities given that the Company's main mineral projects are in the exploration stage. The further development and exploration of the various mineral properties in which the Company hold interests is dependent upon the Company's ability to obtain financing through debt financing, equity financing or other means.

If the Company raises additional funding through equity financings, then the Company's current shareholders will suffer dilution.

The Company will require additional financing in order to complete full exploration of the Company's mineral properties. Management anticipates that the Company will have to sell additional equity securities including, but not limited to, its common stock, share purchase warrants or some form of convertible security. The effect of additional issuances of equity securities will result in the dilution of existing shareholders percentage ownership interests.

Amarc s status as a passive foreign investment company has consequences for U.S. investors.

Potential investors who are U.S. taxpayers should be aware that the Company expects to be a passive foreign investment company (PFIC) for the current fiscal year, and may also have been a PFIC in prior years and may also be a PFIC in future years. If the Company is a PFIC for any year during a U.S. taxpayer s holding period, then such U.S. taxpayer, generally, will be required to treat any so-called excess distribution received on its common shares, or any gain realized upon a disposition of common shares, as ordinary income and to pay an interest charge on a portion of such distribution or gain, unless the taxpayer makes a qualified electing fund (QEF) election or a mark-to-market election with respect to the Company's shares. In certain circumstances, the sum of the tax and the interest charge may exceed the amount of the excess distribution received, or the amount of proceeds of disposition realized, by the taxpayer. A U.S. taxpayer who makes a QEF election generally must report on a current basis its share of the Company's net capital gain and ordinary earnings for any year in which the Company is a PFIC, whether or not the Company distributes any amounts to the Company's shareholders. A U.S. taxpayer who makes the mark-to-market election, generally, must include as ordinary income in each year, the excess of the fair market value of the common shares over the taxpayer s tax basis therein. U.S. taxpayers are advised to seek advice from their professional tax advisors.

The Company s shareholders could face significant potential equity dilution.

As of September 24, 2008, Amarc has 1,828,200 share purchase options outstanding and 5,700,000 share purchase warrants outstanding. Amarc has a share purchase option plan which allows the management to issue options to its employees and non employees based on the policies of the Company. If further options are issued, they will likely act as an upside damper on the trading range of the Company's shares. As a consequence of the passage of time since the date of their original sale and issuance, none of the Company's shares remain subject to any hold period restrictions in Canada or the United States. The unrestricted resale of outstanding shares from the exercise of dilutive securities may have a depressing effect on the market for the Company's shares.

Penny Stock Classification Could Affect the Marketability of the Company's Common Stock and Shareholders Could Find It Difficult to Sell Their Stock.

The penny stock rules require a broker-dealer, prior to a transaction in a penny stock not otherwise exempt from the rules, to deliver a standardized risk disclosure document that provides information about penny stocks and the nature and level of risks in the penny stock market. The broker-dealer also must provide the customer with current bid and offer quotations for the penny stock, the compensation of the broker-dealer and its salesperson in the transaction, and monthly account statements showing the market value of each penny stock held in the customer's account. The bid and offer quotations, and the broker-dealer and salesperson compensation information, must be given to the customer orally or in writing prior to effecting the transaction and must be given to the customer in writing before or with the customer's confirmation.

Further, the penny stock rules require that prior to a transaction in a penny stock not otherwise exempt from such rules; the broker-dealer must make a special written determination that the penny stock is a suitable investment for the purchaser and receive the purchaser's written agreement to the transaction. These disclosure requirements may have the effect of reducing the level of trading activity in the secondary market for the Company's common shares in the United States and shareholders may find it more difficult to sell their shares.

ITEM 4. INFORMATION ON THE COMPANY

A. HISTORY AND DEVELOPMENT OF THE COMPANY

Incorporation

Amarc Resources Ltd. was incorporated on February 2, 1993, pursuant to the *Company Act* (British Columbia Canada) (the BCCA), as Patriot Resources Ltd. and changed its name on January 26, 1994 to Amarc Resources Ltd. The BCCA was replaced by the *Business Corporations Act* (British Columbia) (the BCA) in March 2004 and the Company is now governed by the BCA.

Amarc became a public company or reporting issuer in the Province of British Columbia on May 30, 1995. The common shares of Amarc were listed (symbol AHR) on the Vancouver Stock Exchange ("VSE") on August 4, 1995 and continue to trade on the TSX Venture Exchange (TSX Venture), formerly the Canadian Venture Exchange, the successor stock exchange to the VSE.

Amarc commenced trading on the OTC Bulletin Board (OTCBB) in the United States in June 2004 under the symbol AXREF.

Offices

The head office of Amarc is located at Suite 1020, 800 West Pender Street, Vancouver, British Columbia, Canada V6C 2V6, telephone (604) 684-6365, facsimile (604) 684-8092. The Company's registered office is in care of its attorneys, Lang Michener, 1500 Royal Centre P.O. Box 11117, 1055 West Georgia Street, Vancouver, British Columbia, Canada V6E 4N7, telephone (604) 689-9111, fax (604) 685-7084.

Company Development

Amarc has been engaged in the acquisition and exploration of mineral properties since its incorporation. The Company is currently actively exploring a number of properties located in British Columbia, Canada. All of the Company s mineral properties are at the exploration stage.

Information pertaining to the acquisition of the properties, and also to any important ownership developments, is summarized below:

Sitlika Properties, British Columbia, Canada (including the Bodine Property)

In December 2006 Amarc had acquired, by staking and option agreement, six exploration properties covering an area of approximately 1,100 square kilometers in central British Columbia and located some 110 kilometers northeast of the town of Smithers. As of July 24, 2008, the Company has completed additional staking, increasing its tenure position to approximately 2,000 square kilometers. The Sitlika Properties include the **Bodine, Aspira, Huge East, Megamine, Polymet, Polymac, Myway and Equus** claims.

Property Agreements

The Bodine Agreement

On November 14, 2006, the Company reached an option agreement with an arm's length party to acquire a 100% undivided interest in the Bodine Property. Amarc can acquire its interest in the Bodine Property by making staged cash payments totaling $225,000 and expending $2,000,000 on the property over the next four years. The first payment of $25,000 was made in December 2006. On the 1st anniversary a second payment of $50,000 was made and the commitment to spend $250,000 on exploration had been completed.

The property is subject to a 3% net smelter royalty, 2% of which may be purchased at the Company's sole discretion for $2,000,000 and the remaining 1% subject to a right of first refusal in favor of the Company. Annual advance royalty payments of $50,000 will be required from the fifth to the fifteenth year of the agreement.

The Peak Agreement

In September 2007, Amarc entered into a letter agreement with an arm's length party for an exclusive option whereby the Company may acquire over up to a three year period the right to earn an undivided 100% interest in the Peak Property, subject to a 2% net smelter royalty which the Company may acquire from the arm's length party for $2,000,000. Consideration for acquiring the 100% undivided interest in the Peak property consists of staged payments totaling $85,000 (of which $5,000 was paid on signing of letter agreement and $5,000 on the Effective Date of the formal agreement) and the incurring of expenditures totaling $175,000 on the property from the date of signing the letter agreement until the third anniversary of the Effective Date. A formal agreement was executed on August 1, 2008.

The Peak Property is located approximately 90 kilometers northwest of Fort St. James, and is accessible by road.

The property, although included within the Sitlika Belt land package, represents a different geological environment and mineral potential to that found elsewhere along the belt. The Peak Property is underlain by rocks of the Cache Creek Complex, which comprises minor serpentinites of the Late Pennsylvanian to Late Triassic Trembleur Ultramafite Unit, and also greenstones and greenschist metamorphic rocks of the Rubyrock Igneous Complex. The Cache Creek Complex is intruded by Middle Jurassic to Early Cretaceous granites of the Endako Batholith Francois Lake Suite. These latter rocks are prospective for porphyry-style base metal deposits.

The Pond Agreement

In September 2007, Amarc entered into a letter agreement with an arm's length party for an exclusive option whereby the Company may acquire over up to a four year period the right to earn an undivided 100% interest in the Pond Property, subject to a 2% net smelter royalty which the Company may acquire for $2,000,000. Consideration for acquiring the 100% undivided interest in the Pond Property consists of staged payments totaling $215,000 (of which $5,000 was paid on signing of letter agreement and $5,000 on the Effective Date of the formal agreement) and the incurring of expenditures totaling $225,000 on the property from the date of signing the letter agreement until the fourth anniversary of the Effective Date. A formal agreement was executed on August 1, 2008.

The Pond Property is located approximately 90 kilometers northwest of Fort St. James, and is accessible by road.

The property, although included within the Sitlika Belt land package, represents a different geological environment and mineral potential to that found elsewhere along the belt. The Pond Property, like the Peak Property, is underlain by rocks of the Cache Creek Complex, which comprises minor serpentinites of the Late Pennsylvanian to Late Triassic Trembleur Ultramafite Unit, and also greenstones and greenschist metamorphic rocks of the Rubyrock Igneous Complex. These units lie in close proximity to Middle Jurassic to Early Cretaceous granites of the Endako Batholith Francois Lake Suite that are prospective for porphyry-style base metal deposits.

The Rapid Property, British Columbia, Canada

In April 2008, Amarc staked the Rapid Property, which covers approximately 400 square kilometers, and is located 27 kilometers northeast of the Aspira Property (part of the Sitlika Properties) and 36 kilometers northwest of the town of Fort St. James.

Pinchi Gold Properties, British Columbia, Canada

The Company registered a total of 528 square kilometers in four properties northwest of Fort St. James in central B.C. during the period December 27, 2006 to April 20, 2007. As of June 2008, the Company had reduced it's land position to approximately 260 square kilometers. The Pinchi Gold Properties currently consist of the **Grand, Grandnorth** and **Petite** claims.

Carbonate Zinc Belt, British Columbia, Canada

In 2007, Amarc acquired by staking approximately 250 square kilometers along a belt located some 130 kilometers north-northwest of McKenzie, BC. The land position has subsequently been reduced to approximately 230 square kilometers. The Carbonate Zinc properties currently comprise the **Zinc, Zap, Blende** and **Blende West** claims.

Tulox Property, British Columbia, Canada

The Tulox Gold Property, located in the Cariboo region of central BC, comprises 252 square kilometers of claims acquired during the period July 2005 to March 2007.

In May 2007, Amarc entered into an agreement to sell the Tulox Property, subject to certain conditions and for a consideration of 10,000,000 common shares of Tulox Resources Inc. (Tulox), formerly named Sitec Ventures Corp. The Company will also receive a 3% net smelter return royalty following the commencement of commercial production on the property. Amarc also received a "Back in Right" whereby, on completion of $5,000,000 of exploration expenditures on the property, the Company will have 90 days during which it can acquire a 60% interest by agreeing to complete a further $10,000,000 of exploration expenditures on the property. The Company and Tulox have mutually agreed to extend the closing date of this agreement to November 30, 2008.

The Tulox Property is underlain by Mesozoic volcanic and sedimentary rocks that have been intruded by Mesozoic intrusive rocks. These rocks have been overlain by Cenozoic volcanic and pyroclastic rocks. The Tulox Property is anomalous in gold and gold indicator elements.

Other Properties

The Company also has a 5% net profits interest in the 46 mineral claims comprising the Ana Property in the Yukon Territory, Canada, and a 2.5% net profits interest in a mineral lease comprising the Mann Lake

Property in Saskatchewan. At the present time, the Company has no plans to undertake any programs on these properties.

B. BUSINESS OVERVIEW

Amarc is in the business of exploring and developing mineral properties. The Company is currently focused on exploration in British Columbia, Canada, where it has assembled a portfolio of projects through ground staking and option agreements. Exploration on these properties is aimed at ascertaining whether the properties host commercially viable mineral deposits.

British Columbia Mineral Tenure

On January 12, 2005, the Province of British Columbia adopted a new on-line mineral tenure system that includes mineral tenure acquisition and tenure maintenance procedures, as well as a method of converting previous format claims (legacy claims) to new format claims (cell claims). All of the Company s mineral tenures have been converted to cell claims resulting in new tenure numbers and marginally larger claim boundaries. The mineral leases are maintained through the completion of exploration activities referred to as Assessment Work . The financial requirements related to these exploration works remain the same as previous, but are stated as $4 per hectare per year during the first three years following location of the mineral claim, and $8 per hectare per year in the fourth and succeeding years. If the assessment work is not completed the mineral leases may be maintained by a cash payment, but if this payment is not made before the forfeiture data the tenure is relinquished.

One other type of mineral tenure exists, called crown-granted mineral claims, on which the perimeter has been physically surveyed. Crown-granted mineral claims are maintained by paying taxes on an annual basis. Unlike mineral claims, the taxes can be paid late with penalties and interest. If the taxes remain unpaid after a specified period of time, the claims will revert to the Crown and will be subsequently made available for acquisition by normal procedures.

Environmental Matters

Environmental matters related to mineral exploration companies in British Columbia are administered by the Ministry of Energy, Mines and Petroleum Resources. The Company files notice of its work programs with the Ministry, and a bond is determined that will set aside sufficient cash to reclaim the exploration sites to their pre-exploration land use. Typically, no bond is required for exploration activities such as surface geological, geochemical and geophysical surveys. However, a bond is required for blasting, machine work and drilling. The required level of reclamation usually involves leaving the sites in a geotechnically stable condition, and grooming the sites to both prevent forest fire hazards and to ensure that natural regeneration of indigenous plant species can progress within a reasonable period of time.

Exploration Activities during Fiscal 2008

Amarc s exploration activities completed since the beginning of fiscal 2008 have included the following:

Name of Mineral Property	Description of Exploration Activity
Sitlika Properties (The Bodine Property is part of this group)	During fiscal 2008 the Company performed regional silt sampling over the entire area of favorable hostrocks and initial follow-up target definition, which included geological mapping, soil and rock geochemical sampling and ground geophysical surveys.
Pinchi Gold Properties	During fiscal 2008 the Company carried out air and ground geophysical surveys, silt and rock sampling and geological mapping on the Properties to delineate favorable targets for further follow-up.
Zinc Carbonate Belt Properties	During the fiscal year 2008 a desk evaluation of these Properties was conducted in order to prioritize the targets for ground follow-up and target definition.
BC Initiative and Acquisitions Programs	Research, planning, data compilation and business led to the review, inspection and acquisition of key properties.

Plan of Operations for Fiscal 2009

Amarc plans to complete the following exploration activities during fiscal 2009:

Name of Mineral Property	Description of Exploration Activity
Sitlika Properties (The Bodine Property is part of this group)	The Company plans to carry out additional geological, geochemical and geophysical surveys in order to further delineate targets for drilling, and to commence drilling on priority plays.
Rapid Property	To conduct ground geological, geochemical and geophysical survey to delineate drill targets
Pinchi Gold Properties	Amarc plans to carry out further geochemical sampling and geological surveys in order to delineate drill targets.
Zinc Carbonate Belt Properties	To conduct ground geological and geochemical follow-up on the prioritized plays in order to delineate drill targets
BC Initiative and Acquisitions Programs	Research, planning, data compilation and business including the inspection and acquisition of key properties.

Details of the planned exploration programs are included in Item 4.E of this Annual Report.

Amarc had an initial direct field activity related exploration budget of $2.75 million for its exploration program in calendar 2008. To August 31, 2008, Amarc had spent approximately $2.57 million on its exploration programs and will use its existing cash to fund the continuation of its exploration programs during the season. The field budget is results driven and field works are being extended due to the encouraging results that have been received. As of August 31, 2008 the Company had approximately $4.5 million in cash.

C. Organizational Structure

The Company operates directly and has no material subsidiaries.

D. Property, plant and equipment

All of the Company s active properties are located in British Columbia. For further information about the Company s mineral projects, see Further Particulars of Amarc s Properties below.

None of the Canadian projects have any material tangible fixed assets located thereon. However, there is a single excavator held in Mexico that the Company is planning to off load.

E. Further Particulars of Amarc s Properties

The locations of the currently active and inactive properties and exploration claims within British Columbia, described in this section, are shown on Figures 1 and 2 (below):

Figure 1: Location of Active and Inactive Properties in British Columbia

Figure 2: Location of Exploration Claims in British Columbia

Property

As of July 24, 2008, the Company has staked or acquired through option approximately 2,000 square kilometers. The claims comprising the Sitlika Properties are known as the **Bodine, Aspira, Huge East, Megamine, Polymet, Polymac, Myway and Equs** details of which are given in Table 1 (below).

Program	Claim Numbers	Size (square km)
Sitlika	506542, 522451, 525003, 525146-525148, 525151, 526976, 527626, 528235, 533360, 533361, 533363, 533365, 533366, 541517, 541518, 541520-541522, 541524, 541525, 541527, 541530, 541531, 541535, 541538, 541539, 541563, 541565- 541567, 541569, 541570, 541572-541574, 541576-541578, 541580, 541582-541585, 541587-541596, 541598, 541599, 541624, 542761-542770, 542796-542817, 542819-542822, 542824, 542826-542833, 542892, 542900, 542913, 542915, 542917, 542919, 542921, 542923, 542926, 542927, 452931, 542934, 542936, 542938, 542940, 542942, 542944, 542946, 542948, 542950, 542952, 542954, 542958, 542960, 542961, 542963, 544622-544625, 544644-544650, 544668, 544674, 545541-545546, 545625-545634, 545636-545646, 545654- 545661, 545663, 545664, 545668-545670, 545672, 545679, 545681, 545685, 545687, 545689, 545756-545764, 545829, 545832, 546097, 546141-546143, 546152-546154, 546157, 546160, 547224-547226, 547228, 547229, 547298, 547299, 547860, 559139, 560225, 560227-560247, 560249-560263, 560265-560267, 563982, 563983, 565994-565996, 566081, 566083, 570163, 573967-573970, 574027-574040, 574563, 574564, 574567, 574570-574581, 574583, 574584, 574586, 574587, 574593, 575272, 575415-575423, 575425-575433, 575435-575446, 575448, 576871-576904, 577010, 577012- 577014, 577016-577018, 577020-577022, 577024, 577027, 577029, 577030, 577038, 577040, 577043-577048, 577174, 578449, 578450, 582440-582442, 586056-586076, 586078- 586091, 586093-586095, 586103, 586109-586146, 586409- 586412, 586414-586418, 586466.	**1,988.2**
Pinchi Gold	548040-548050, 548052-548069, 548071-548076, 548078- 548089, 548092-548096, 548190, 548191, 548528, 548529, 548565, 548567-548571, 556348-556350.	**262.2**
Rapid	580098-580102, 580104, 580105, 580107, 580109, 580111, 580113-580115, 580119, 580120, 580122, 580130-580134, 580137, 580180-580182, 580186-580191, 580193, 580195, 580196, 580301-580316, 580318-580334, 580337-580339, 580341-580344, 580409, 580411-580418, 581543, 581544, 581546, 581552, 581554-581556, 588919, 588920.	**401.8**

Carbonate Zinc	562101, 562102, 562145, 562148-562151, 562154, 562155, 564659-564662, 577724, 577727, 577731, 577734, 577742, 577743, 577746, 577748, 577750-577755, 577757-577765, 577767, 577776-577778, 587343-587351, 587353-587358, 588394-588396.	**228.1**
Tulox Gold	516001, 516002, 516004, 518119, 518912-518916, 518929- 518931, 519082, 519084, 519085, 519088, 519090, 519091, 519420, 519421, 524206, 524207, 530946-530948, 542442, 542443, 542488-542494, 542496, 542498.	**170.4**

Table 1: Claim Information for the Stilika, Pinchi, Rapid, Carbonate Zinc and Tulox Properties.

Location and Access

The Sitlika Properties are principally located in the Omineca-Takla-Babine area, approximately 110 kilometers northeast of Smithers, British Columbia. The Belt is well serviced by main line forestry roads, crossing topography that is subdued in comparison with other areas of British Columbia. It is also located proximal to the Yellowhead Highway and the Canadian National rail link, which connect the Belt to the bulk loading terminal port of Prince Rupert. High capacity electric transmission lines and a natural gas line are also proximal to the Belt. There is access to local communities and local resources such as hospitals and schools in nearby communities.

Figures 1 and 2 (above) show the location of the Sitlika Properties.

Geology

The Sitlika Belt is underlain by gossanous metasedimentary and metavolcanic rocks of the Permian to Jurassic, Sitlika assemblage. The area was the subject of a focused geological mapping initiative by the British Columbia Ministry of Energy and Mines (Schiarizza and Payie, 1997), the results of which indicate that the Sitlika rocks have the potential to host volcanogenic massive sulphide (VMS) deposits. In addition, the Sitlika rocks are considered to correlate with the Kutcho Creek Formation, located 250 kilometers to the north, which host the Kutcho Creek VMS deposits. The Kutcho deposits have reported measured and indicated resources of 17.3 million tonnes grading 1.6% copper, 2.2% zinc, 0.3 g/t gold and 26 g/t silver in the Main Deposit (Sherwood Copper Corp.).

Exploration in 2007 (Fiscal 2008)

During the 2007 field season, the Company collected 1,586 stream sediment samples along the Sitlika Belt, identifying 17 priority areas with multiple zinc and/or copper dominated targets. Follow-up target definition in 2007 included the collection of 7,517 soil samples, geological mapping and 75 line-kilometers of induced polarization ("IP") geophysical surveys. Two outstanding zinc-copper mineral deposit targets were identified - Bodine and Aspira.

Plan of Operation for 2008 (Fiscal 2009)

The Company is carrying out a significant program over the Sitlika Belt on prioritized targets during the summer of 2008 that is to include silt sampling, soil sampling, geological mapping, airborne geophysical magnetometer surveys, ground-based, induced polarization geophysical surveys and drilling.

The **Bodine Project** covers approximately 640 square kilometers and is located in the central part of the Sitlika Belt. Initial reconnaissance by Amarc geologists identified massive to semi-massive sulphide mineralization in outcrop. Channel samples returned encouraging grades of 1.79% and 1.37% copper over 2.9 meters and 2.4 meters, respectively. Geological mapping, 34 line-kilometers of IP and ground magnetic geophysical surveys and soil sampling over a 5 kilometer by 1.5 kilometer grid completed in 2007 also defined the prospective Bodine-Warren target. The soil grid delineated a target over an area of 2,000 meters long by 700 meters wide with copper concentrations ranging from 75 parts per million (ppm) to 1,747 ppm and zinc concentrations of 150 ppm to 2,102 ppm.

Approximately 1,300 infill soil grid geochemical samples have been collected over the Bodine-Warren target in order to further delineate targets for drilling this season.

The **Aspira Project** is located near the southern end of the Sitlika Belt, some 35 kilometers north of the Endako Mine and 40 kilometers to the northeast of the town of Burns Lake. It is accessed by a network of forestry roads.

Reconnaissance stream sediment samples taken in this area during the 2007 field season returned anomalous concentrations of zinc ranging from 200 ppm to 731 ppm and copper ranging from 75 ppm to 249 ppm, along a trend extending at least 9 kilometers. Follow-up work in 2007 consisted of an 823-sample soil grid over an area of 4 square kilometers, which returned high, multi-element metal concentrations. An unusually strong, northwest trending, 2 kilometer long soil anomaly was outlined with zinc concentrations ranging from 200 ppm to 8,581 ppm and associated copper and lead values. The Aspira target was constrained only by the extent of the initial grid sampled and remained open to extension.

In May 2008, an airborne geophysical survey over Aspira defined a 15 kilometer long linear magnetic high that remains open along strike. Parallel to the magnetic high is a pronounced magnetic low or trough feature measuring 150 meters wide and some 15 kilometers long. The trough within the magnetic high coincides with the 2 kilometre long (and open ended) zinc in soil anomaly defined in 2007.

Positive results from approximately 4,300 soil grid geochemical samples, geological mapping and a 37 line-kilometer induced polarization (IP) geophysical survey completed since May 2008, together with soil grid geochemical sampling data from the 2007 program have delineated four significant target zones over an 11 kilometer trend. Geological mapping has shown that the target zones are underlain by a felsic volcanic and fine grained sediment rock package that represents preferred stratigraphy for VMS mineralization.

A 13.5 kilometer long access road to drill sites has been constructed and drilling has commenced over four principal target areas.

In addition to the Bodine-Warren and Aspira targets, 13 other plays identified in 2007 are currently undergoing target delineation.

(2) The Pinchi Gold Properties, British Columbia
Property

As of June 2008, Amarc had reduced its land position to approximately 260 square kilometers. The Pinchi Properties are the **Grand, Grandnorth** and **Petite** claims. Detailed claim information is given in Table 1 (above).

Location and Access

The Pinchi Gold Properties are located in the Omineca-Fort St. James area, approximately 100 kilometers northwest of Fort St. James, British Columbia. The properties are well situated with respect to the CNR-BC Rail line and traversed by a mainline industrial road and a network of forestry roads. Provincial grid power is located within approximately 70 kilometers of the properties.

Figures 1 and 2 (above) show the location of the Pinchi Gold Properties.

Geology

The properties are underlain by Paleozoic limestone, sedimentary and volcanic rocks that have been intruded by Mesozoic intrusive rocks. This geologic environment is prospective for bulk tonnage gold deposits.

Exploration in 2007 (Fiscal 2008)

The Company performed airborne and ground based geophysical surveys and grid-based geochemical surveys during the 2007 field season to identify targets for follow-up. Four targets were followed-up in 2007.

Plan of Operation for 2008 (Fiscal 2009)

Further target definition involving geological mapping and soil grid sampling for geochemical analysis is planned for 2008.

(3) The Zinc Carbonate Property, British Columbia
Property

The property has been reduced to approximately 230 square kilometers from approximately 250 square kilometers in area. The Zinc Carbonate Properties comprise the Zinc, Zap, Blende and Blende West claims. Detailed claim information is given in Table 1 (above).

Location and Access

The properties are located some 130 kilometers north-northwest of McKenzie, British Columbia. Access is via forestry roads and helicopter.

Figure 2 (above) shows the location of the Zinc Carbonate Belt Properties.

Geology

The geological environment is permissive for both Mississippi Valley Type (MVT) and Sedimentary Exhalative (SEDEX) zinc deposits.

Exploration in 2007 (Fiscal 2008)

A desk-top analysis of available data was completed over the belt, which resulted in seven targets being selected for follow-up in the field in 2008

Plan of Operation for 2008 (Fiscal 2009)

Initial target assessment including geological mapping and soil and rock geochemical sampling is planned for the prioritized targets.

(4) The Rapid Property, British Columbia
Property

In April 2008, Amarc staked the Rapid Property, which covers approximately 400 square kilometers. Detailed information the claims comprising the Rapid property are given in Table 1 (above).

Location and Access

The Rapid Property is located 27 kilometers northeast of the Aspira property and 36 kilometers northwest of the town of Fort St. James. Access to the site is by a network of forestry roads.

Figure 2 (above) shows the location of the Rapid Property.

Geology

The Rapid Property was staked on the basis of significantly anomalous copper-zinc-silver geochemical values in lake and stream sediments reported in an April 2008 release by Geoscience BC, an organization that funds geoscience projects with the objective of attracting investment to British Columbia.

Exploration in 2008 (Fiscal 2009)

An airborne geophysical survey, carried out in the early part of the 2008 field season, is being followed up by focused geological mapping, geochemical soil sampling and induced polarization geophysical surveys, with the objective of developing drill targets on the Rapid Property. On-going field work over the Rapid Property includes the collection of 1,200 soil samples and completion of 39 line-km of IP geophysical survey.

ITEM 5 OPERATING AND FINANCIAL REVIEW AND PROSPECTS

OVERVIEW

Amarc is a mineral exploration company with a portfolio of active exploration projects located in British Columbia, Canada. The Company s business strategy is the acquisition and exploration of mineral properties. None of the Company s mineral properties have any reserves or have been proven to host mineralized material which can be said to be ore or feasibly economic at current metals prices. The Company incurs significant exploration expenditures as it carries out its business strategy. As Amarc is an exploration stage company, it does not have any revenues from its operations to offset its exploration expenditures. Accordingly, the Company s ability to continue exploration of its properties will be contingent upon achieving additional financing.

Amarc s financial statements are prepared on the basis that it will continue as a going concern. The Company has incurred losses since inception and the ability of the Company to continue as a going concern depends upon its ability to continue to raise adequate financing and to develop profitable operations. Amarc s financial statements do not reflect adjustments, which could be material, to the carrying values of assets and liabilities, which may be required should the Company be unable to continue as a going concern.

The following discussion should be read in conjunction with the audited consolidated financial statements and related notes, accompanying this Annual Report. The Company prepares and files its consolidated financial statements with various Canadian regulatory authorities, in accordance with Canadian generally accepted principles ("GAAP"). References should be made to note 11 to the annual financial statements which provide a reconciliation of material measurement differences between Canadian GAAP and US GAAP and their effect on the consolidated financial statements.

Critical Accounting Policies and Estimates

The Company's accounting policies are presented in note 3 and note 4 of the accompanying audited consolidated financial statements for the year ended March 31, 2008 and a reconciliation of material measurement differences between these principles and US GAAP principles is shown in note 11.

The preparation of consolidated financial statements in accordance with generally accepted accounting principles requires management to select accounting policies and make estimates. Such estimates may have a significant impact on the financial statements. These include:

- the estimation of mineral resources and reserves,
- the carrying values of mineral properties,
- the estimation of asset retirement obligations,
- the carrying values of future income tax assets and liabilities, and
- the measurement of stock-based compensation expense.

Actual amounts could differ from the estimates used and, accordingly, affect the results of operation.

Mineral resources and reserves, and the carrying values of mineral properties, and of buildings and equipment

Mineral resources and reserves are estimated by professional geologists and engineers in accordance with recognized industry, professional and regulatory standards. These estimates require inputs such as future metals prices, future operating costs, and various technical geological, engineering, and construction parameters. Changes in any of these inputs could cause a significant change in the resources and reserves determined which in turn could have a material effect on the carrying value of mineral property interests, and buildings and equipment.

The carrying value of mineral properties is also dependant on the valuation used for the common shares of the Company issued for the acquisition of mineral properties. The value of the common shares issued is the price of the common shares of the Company at the date of issuance to effect the acquisition.

Site restoration costs (asset retirement obligations)

Upon the completion of any mining activities, the Company will ordinarily be required to undertake environmental reclamation activities in accordance with local and/or industry standards. The estimated costs of these reclamation activities are dependent on labour costs, the environmental impacts of the Company's operations, the effectiveness of the chosen reclamation techniques, and on applicable government environmental standards. Changes in any of these factors could cause a significant change in the reclamation expense charged in a period.

Future income tax assets and liabilities

The Company uses the asset and liability method of accounting for income taxes. Future income tax assets and liabilities are computed based upon differences between the carrying amount of assets and liabilities on the balance sheet and their corresponding tax values. Future income tax assets also result from unused loss carry-forwards and other deductions and are recognized to the extent that they are considered more likely than not to be realized. The carrying value of future income tax assets is adjusted, if necessary, by the use of a valuation allowance, to reflect the estimated realizable amount.

Stock-based compensation expense

From time to time, the Company may grant share purchase options to directors, employees, and service providers. In addition, the Company may grant share purchase warrants to investors as part of private placement share offerings, with the value of such warrants initially charged to share capital. The Company uses the Black-Scholes option pricing model to estimate a value for these options and warrants. This model, and other models which are used to value options and warrants, require inputs such as expected volatility, expected life to exercise, and interest rates. Changes in any of these inputs could cause a significant change in the stock-based compensation expense charged in a period and / or the value of the warrants charged to share capital.

A. RESULTS OF OPERATIONS
Year Ended March 31, 2008 (2008) versus Year Ended March 31, 2007 (2007)

The net loss for the year ended March 31, 2008 increased to $3,566,300 compared to a net loss of $1,376,438 in 2007. The increase in loss was mainly due to an increase in exploration activities compared to the previous year.

Exploration expenses for the year ended March 31, 2008, excluding stock-based compensation, increased to $3,066,939, compared to $1,033,060 in 2007. This increase was due to a greater number of exploration programs being carried out in British Columbia. The major exploration expenditures during the year were geological (2008 $1,721,493; 2007 $635,870), site activities (2008 $372,491; 2007 $64,297), and assay and analysis (2008 $283,281; 2007 $162,429). Option payments related to mineral property interests increased to $60,000, compared to option payments of $25,000 made for the previous year.

The major administrative costs during the year were salaries and benefits (2008 $257,060; 2007 $229,024), office and administration (2008 $183,842; 2007 $150,163), conference and travel (2008 $93,829; 2007 $60,402), management and consulting (2008 $48,795; 2007 $54,714), and shareholder communication (2008 $72,860; 2007 $51,857). The increase in administrative costs was mainly due to increased exploration activities.

Interest and other income decreased to $315,812 in 2008 compared to $333,737 in 2007. The change in total interest income is attributable to the following factors:

1. Interest earned on cash and cash equivalent increased to $262,183 in 2008, compared to $140,860 in 2007. This increase was due to higher cash balance in 2008 mainly because of issuance of common shares during the last quarter of fiscal year 2007, repayment of loan to a related party in first quarter of 2008 and exercise of share warrants in 2008.

2. In 2008, $53,629 was recorded on a promissory note on funds lent to a related party, Rockwell Ventures Inc. (now renamed "Rockwell Diamonds Inc."), as compared $192,877 in 2007. (See Item 7B Related Party Transactions).

There were no losses on the sale of equipment or write-down of mineral property interest in 2008, compared with a loss of $1,678 on the sale of fixed assets and a write-down of mineral property interest of $98,429 recorded in 2007.

A foreign exchange loss of $138,026 was recorded in 2008, compared with a gain of $38,098 in 2007. The loss was due primarily to a decline in the Canadian dollar value of US dollar denominated cash and cash equivalents held by the Company.

A gain of $68,992 on the sale of marketable securities was recorded during in 2008, compared with $nil in 2007. The gain resulted from the sale of 497,993 common shares of Rockwell Diamonds Inc., which the Company had received as payment for the interest portion of the promissory note to Rockwell Diamonds Inc. (See Item 7B Related Party Transactions).

Year Ended March 31, 2007 (2007) versus Year Ended March 31, 2006 (2006)

The Company had net loss of $1,376,438 in 2007 compared to net loss of $3,840,903 in 2006. The loss in 2007 was lower as a result of decreased exploration expenditures in British Columbia.

Exploration expenses for 2007, excluding stock-based compensation, decreased to $1,033,060, from $3,012,825 in 2006, due to a decrease in the number of exploration programs being carried out in British Columbia. The major exploration expenditures during the year were geological (2007 $635,870; 2006 $1,117,544) and assays and analysis (2007 $162,429; 2006 $205,889). The 2007 assays and analysis figure includes $96,030 related to claim staking costs (2006 $17,084). The decrease in geological expense during the year was due to wages paid for less geological and geophysical work conducted in 2007. Assays and analysis expense decreased in 2007 due to lower levels of exploration activities, as several properties were allowed to lapse during the year. Other exploration expenses include site

activities (2007 $64,297; 2006 $727,397), travel and accommodation (2007 $46,696; 2006 $92,880), and helicopter expense (2007 $42,358; 2006 $260,720). Option payments related to mineral property interests decreased to $25,000 in 2007 from $78,750 in 2006.

Administrative costs for 2007 decreased with the reduction in corporate activities. Salaries and benefits decreased to $229,024 in 2007 from $382,254 in 2006. Office and administration rose marginally to $150,163 in 2007 from $137,155 in 2006. Legal, accounting and audit decreased by almost 50% from $64,160 in 2006 to $33,465 in 2007. Shareholder communication costs also decreased, from $72,531 in 2006 to $51,857 in 2007, and trust and filing fees remained constant at approximately $18,000 in both 2006 and 2007.

Interest and other income increased to $333,737 in 2007 from $129,852 in 2006, reflecting primarily an accrual for the interest income earned on the $5,500,000, 20%, 90-day promissory note to Rockwell Diamonds Inc. (See Item 7B Related Party Transactions).

The gain on sale of marketable securities was $nil in 2007, vs. $92,887 in 2006, as all marketable securities were disposed of in 2006. The write down of marketable securities was $nil in 2007, compared to $190,392 in 2006. The write down of mineral property interests was $98,429 in 2007, as the remaining balances related to the Buck and Nechako properties were written off. The 2006 write down of $10,000 related to the Witch property.

In 2007, stock based compensation totaled $nil, as there were no options outstanding, or granted during the year. In 2006, a total of $16,282 of stock-based compensation expense was recovered.

B. LIQUIDITY AND CAPITAL RESOURCES

The Company had cash and cash equivalents of $7,713,995 and working capital of $7,738,103 as at March 31, 2008, compared to cash and cash equivalents of $2,916,194 and working capital of $8,664,814 as at March 31, 2007.

The Company did not have any long term liabilities as at March 31, 2008 or 2007 and does not have any long term liabilities as of the date of this Annual Report.

Planned Exploration Activities

The Company plans to apply its available cash and working capital to continue exploration of the Company's mineral properties. These planned exploration activities are summarized in Item 4.B of this Annual Report. At September 24, 2008, the Company had cash of approximately $3.7 million.

The Company has applied for refundable investment tax credits under the British Columbia Mining Exploration Tax Credit ("METC") program. The government department responsible for the administration of the METC program has audited the claim and as on the date to this report, the final assessment was awaited. The Company has estimated that it could receive up to approximately $1.3 million in refunds. The Company records these amounts as received; consequently, as the receipt, amount and timing of such refunds is uncertain, the Company has not accrued any of these amounts as receivable.

The Company anticipates that its cash and working capital will be sufficient to enable it to carry out the Company's currently planned exploration activities as well as for property maintenance requirements and administrative overhead for the twelve months without obtaining additional financing.

Cash Used in Operating Activities

Cash used in operating activities was $3,652,198 in 2008, compared to $1,222,791 in 2007 and $4,625,140 in 2006. The annual increase in cash used in operating activities from 2007 to 2008 is attributable primarily to the Company s increased levels of exploration activities carried out on its British Columbia mineral properties. The Company anticipates continuing to use cash in its operating activities to carry out its exploration programs.

Cash Flows from Investing Activities

Cash flows from investing activities were $5,815,499 in 2008, compared to cash used in investing activities of $5,496,555 in 2007, and cash flows from investing activities of $240,292 in 2006. Cash flow from and cash used in the investing activities in 2008 and 2007, respectively, related primarily to repayment and extending of a loan of $5,500,000 to a related party pursuant to a 90-day promissory note. Cash inflows from investing activities in 2008 also included $315,499 in proceeds from the sale of shares of a related party representing payment of interest on the 90-day promissory note. (See Item 7B Related Party Transactions). Cash flows provided by investing activities in 2006 were attributable to the disposal of shares of Yukon Zinc Corporation and Endurance Gold Corporation.

Cash Flows from Financing Activities

Cash flows from financing activities were $2,634,500 in 2008, compared to $5,097,607 in 2007 and $1,587,402 in 2006. Cash flows from financing activities in each year were attributable to common shares issued for cash.

Cash flows from financing activities in 2008 were attributable to the Company s common shares issued pursuant to exercise of share warrants.

Cash flows from financing activities in 2007 were related to the completion of a private placement of 10,490,000 units at $0.50 per unit, consisting of 4,490,000 flow-through units and 6,000,000 non-flow-through units. Each flow-through unit consisted of one flow-through common share and one non-flow-through warrant and each non-flow-through unit consisted of one non-flow-through common share and one warrant. Each warrant entitles the holder to purchase one non-flow-through common share until January 17, 2009, at a price of $0.55 per share. In February 2008, the Company offered to the holders of warrants the right to enter into an agreement with the Company whereby the existing warrants would be exercisable to acquire flow-through common shares subject to certain conditions. (See Item 5.F Tabular Disclosure of Contractual Obligations).

Cash flows from financing activities in 2006 were primarily due to the exercise of previously issued warrants, while cash flows from financing activities in 2005 were related to the exercise of both options and warrants; all issued as part of private placement transactions in previous years.

Requirement of Financing

Historically, Amarc s sole source of funding has been the sale of equity securities for cash, primarily through private placements to sophisticated investors and institutions. The Company has issued common share capital in each of the past three fiscal years pursuant to private placement financings and exercise of warrants and options. The Company s ability to obtain additional financing to fund its exploration programs is always uncertain. There can be no assurance of continued access to significant equity funding.

Development of any of the Company s mineral properties beyond feasibility will require additional equity and possible debt financing, both of which involve significant risks and have been referred to previously in this Annual Report. As Amarc is an exploration stage company, it does not have revenues from operations and, except for interest income from its cash and cash equivalents and short-term investments, the Company relies on equity funding for its continuing financial liquidity. The Company does not have any arrangements or commitments in place for any additional financing that would enable it to complete development of a project, even in the event of positive feasibility studies.

The Company presently does not have any material commitments for capital expenditures and accordingly, can remain somewhat flexible in directing its exploration activities to the availability of funds.

The Company has no lines of credit or other sources of financing which have been arranged but are as yet unused.

Financial Instruments

Amarc keeps its financial instruments denominated in Canadian dollars and does not engage in any hedging operations with respect to currency or in-situ minerals. Funds which are excess to Amarc s current needs are invested in short term near-cash investments.

Amarc does not have any material, legally enforceable, obligations requiring it to make capital expenditures and accordingly, can remain relatively flexible in gearing its activities to the availability of funds.

C. Research Expenditures

Amarc does not carry out any research or development activities. Please refer to Item 5.A and Item 5.B above for a discussion of the exploration expenditures that the Company has incurred in connection with the exploration of the Company's mineral properties.

D. Trend Information

As a natural resource exploration company, Amarc s activities reflect the traditional cyclical nature of metal prices. Consequently, Amarc s business is primarily an event-driven business based on exploration results.

The price of zinc increased from an average of $0.48/lb in 2004 to US$1.47/lb in 2007, increasing from. In 2008 to mid August, zinc prices have averaged US$0.99/lb. Copper prices have been increasing since late 2003, averaging US$3.03/lb in 2006. The average price in 2007 was approximately US$3.22/lb. Prices have continued to be strong in 2008, averaging US$3.64/lb to mid August. Lead prices increased substantially to average US$1.16/lb over the 2007 year from US$0.60/lb in 2006. In 2008 to mid August, lead prices have averaged US$1.12/lb.

Gold prices have been increasing for more than three years, from US$409/oz in 2004 to US$697/oz in 2007. In 2008 to mid August, the gold price has averaged US$910/oz. The silver price has also increased since 2004, from an average of US$6.69/oz in 2004 to US$13.38 in 2007. In 2008 to mid August, the silver price has averaged US$17.34/oz.

E. Off-Balance Sheet Arrangements

Amarc has no off-balance sheet arrangements.

As used in this Item 5E, the term "off-balance sheet arrangement" means any transaction, agreement or other contractual arrangement to which an entity, unconsolidated with the Company, is a party, under which the Company has:

(a) any obligation under a guarantee contract that has any of the characteristics identified in paragraph 3 of FASB Interpretation No. 45, Guarantor's Accounting and Disclosure Requirements for Guarantees, Including Indirect Guarantees of Indebtedness of Others (November 2002) ("FIN 45"), as may be modified or supplemented, excluding the types of guarantee contracts described in paragraphs 6 and 7 of FIN 45;

(b) a retained or contingent interest in assets transferred to an unconsolidated entity or similar arrangement that serves as credit, liquidity or market risk support to such entity for such assets;

(c) any obligation under a derivative instrument that is both indexed to the company's own stock and classified in stockholders' equity, or not reflected, in the company's statement of financial position; or

(d) any obligation, including a contingent obligation, arising out of a variable interest (as referenced in FASB Interpretation No. 46, Consolidation of Variable Interest Entities (January 2003), as may be modified or supplemented) in an unconsolidated entity that is held by, and material to, the company, where such entity provides financing, liquidity, market risk or credit risk support to, or engages in leasing, hedging or research and development services with, the company.

F. Tabular Disclosure of Contractual Obligations

As at fiscal year end March 31, 2008, the Company had the following contractual obligations:

	Payment due by period				
Type of Contractual Obligation	**Total**	**Less than 1 Year**	**1 - 3 Years**	**3 - 5 Years**	**More than 5 Years**
Long-Term Debt Obligations					
Capital (Finance) Lease Obligations					
Operating Lease Obligations (Office Lease)					
Purchase Obligations					
Other Long-Term Liabilities Reflected on the Company's Balance Sheet under the GAAP of the primary financial statements					
Total					

In February 2008, the Company offered to the holders of warrants the right to enter into an agreement whereby the existing warrants would be exercisable to acquire flow-through common shares of the Company, in consideration of immediate commitment from the holders to exercise the warrants. Consequently, in March 2008, the Company issued 4,440,000 flow-through common shares pursuant to the exercise of these warrants for total proceeds of $2,442,000. In accordance with the provisions of the Income Tax Act (Canada), the Company was obligated to spend the proceeds from the flow-through-shares by December 31, 2009. As at September 24, 2008, the proceeds from the flow-through shares issued in March 2008 were fully spent on eligible exploration activities.

G. Safe Harbor

The safe harbor provided in Section 27A of the Securities Act and Section 21E of the Exchange Act applies to forward-looking information provided pursuant to Item 5.E and Item 5.F above.

ITEM 6 DIRECTORS, SENIOR MANAGEMENT AND EMPLOYEES

A. Directors and Senior Management

Name (1)	Year born	Position	Director or Officer Since
Rene G. Carrier	1944	Director	May 2008
David J. Copeland	1948	Director	September 1995
Scott D. Cousens	1964	Director	September 1995
Robert A. Dickinson	1948	Chairman of the Board and Director	April 1993
Paul Mann(2)	1964	Chief Financial Officer	July 2008
Jeffrey R. Mason (2)	1957	Director	September 1995
Diane Nicolson	1965	Vice President Corporate Development	February 2008
Ronald W. Thiessen	1952	President, Chief Executive Officer and Director	September 1995
Trevor Thomas(2)	1967	Secretary	February 2008

1. To the best of the Company's knowledge, none of such persons has any family relationship with any other and none were elected as a director or appointed as an officer as a result of an arrangement or understanding with a major shareholder, customer, supplier, or any other party.

2. In February 2008, Mr. Mason resigned as Secretary of the Company and was replaced by Trevor Thomas. In July 2008, Mr. Mason resigned as Chief Financial Officer and was replaced by Paul Mann.

The following is biographical information on each of the persons listed above.

RENE CARRIER Director

Rene Carrier is a past Vice-President of Pacific International Securities Inc. where he worked for ten years, until 1991. Since that time he has been President of Euro-American Capital Corporation, a private company which specializes in restructuring, administration, and raising venture capital funds for junior companies.

Mr. Carrier currently is, or was within the past five years, an officer and/or director of the following public companies:

Company	Positions Held	From	To
Amarc Resources Ltd.	Director	May 2008	Present
Chartwell Technology Inc.	Director	June 1991	April 2007
Continental Minerals Corporation	Director	February 2001	Present
International Royalty Corporation	Lead Director	June 2003	Present

Quartz Mountain Resources Ltd.	Director	January 2000	Present
	President	June 2005	Present
Rockwell Diamonds Inc.	Director	April 1993	Present

DAVID COPELAND, P.Eng. Director

David Copeland is a geological engineer who graduated in economic geology from the University of British Columbia. With over 30 years of experience, Mr. Copeland has undertaken assignments in a variety of capacities in mine exploration, discovery and development throughout the South Pacific, Africa, South America and North America. His principal occupation is President and Director of CEC Engineering Ltd., a consulting engineering firm that directs and co-ordinates advanced technical programs for exploration on behalf of companies for which Hunter Dickinson Services Inc. (formerly Hunter Dickinson Inc.) provides services. He is also a director of Hunter Dickinson Services Inc.

Mr. Copeland is, or was within the past five years, an officer and/or director of the following public companies:

Company	Positions Held	From	To
Amarc Resources Ltd.	Director	September 1995	Present
Anooraq Resources Corporation	Director	September 1996	September 2004
Continental Minerals Corporation	Director	November 1995	Present
	President & CEO	January 2008	Present
Farallon Resources Ltd.	Director	December 1995	Present
Great Basin Gold Ltd.	Director	February 1994	Present
Northern Dynasty Minerals Ltd.	Director	June 1996	Present
Rockwell Diamonds Inc.	Director	September 2006	Present
	Chief Executive Officer	September 2006	September 2007
	Chairman	September 2007	Present
Taseko Mines Limited	Director	March 1994	Present

SCOTT COUSENS Director

Scott Cousens provides management, technical and financial services to a number of publicly traded Hunter Dickinson companies. Mr. Cousens focus since 1991 has been the development of relationships within the international investment community. Substantial financings and subsequent corporate success has established strong ties with North American, European and Asian investors.

Mr. Cousens is, or was within the past five years, an officer and/or director of the following public companies:

Company	Positions Held	From	To
Amarc Resources Ltd.	Director	September 1995	Present
Anooraq Resources Corporation	Director	September 1996	Present
Continental Minerals Corporation	Director	June 1994	Present

Farallon Resources Ltd.	Director	December 1995	April 2007
Great Basin Gold Ltd.	Director	March 1993	November 2006
Northern Dynasty Minerals Ltd.	Director	June 1996	Present
Rockwell Diamonds Inc.	Director	November 2000	Present
Taseko Mines Limited	Director	October 1992	Present

ROBERT DICKINSON, B.Sc., M.Sc. Chairman of the Board and Director

Robert Dickinson is an economic geologist who serves as a member of management of several mineral exploration companies, primarily those for whom Hunter Dickinson Services Inc. (formerly Hunter Dickinson Inc.) provides services. He holds a Bachelor of Science degree (Hons. Geology) and a Master of Science degree (Business Administration - Finance) from the University of British Columbia. Mr. Dickinson has also been active in mineral exploration over 40 years. He is a director of Hunter Dickinson Services Inc. (formerly Hunter Dickinson Inc.) He is also President and Director of United Mineral Services Ltd., a private investment company.

Mr. Dickinson is, or was within the past five years, an officer and/or director of the following public companies:

Company	Positions Held	From	To
Amarc Resources Ltd.	Director	April 1993	Present
	Co-Chairman	September 2000	April 2004
	Chairman	April 2004	Present
Anooraq Resources Corporation	Director	November 1990	September 2004
	Director	October 2004	Present
	Chairman	April 2004	September 2004
	Co-Chairman	October 2004	Present
Continental Minerals Corporation	Director	June 2004	Present
	Chairman	June 2004	January 2006
	Co-Chairman	January 2006	December 2006
Detour Gold Corporation	Director	August 2006	Present
Farallon Resources Ltd.	Director	July 1991	April 2007
	Chairman	April 2004	September 2004
	Co-Chairman	September 2004	April 2006
Great Basin Gold Ltd.	Director	May 1986	November 2006
	Co-Chairman	September 2000	April 2004
	Chairman	April 2004	December 2005
	Co-Chairman	December 2005	November 2006
Northern Dynasty Minerals Ltd.	Director	June 1994	Present
	Co-Chairman	November 2001	April 2004
	Chairman	April 2004	Present
Rockwell Diamonds Inc.	Director	November 2000	September 2006
	Chairman	November 2000	September 2006
Taseko Mines Limited	Director	January 1991	Present
	Chairman	April 2004	July 2005

	Co-Chairman	July 2005	May 2006

JEFFREY MASON, B.Comm., CA Director

Jeffrey Mason holds a Bachelor of Commerce degree from the University of British Columbia and obtained his Chartered Accountant designation while specializing in the mining, forestry and transportation sectors at the international accounting firm of Deloitte & Touche. Following comptrollership positions at an international commodity mercantilist and Homestake Mining Group of companies including responsibility for North American Metals Corp. and the Eskay Creek Project, Mr. Mason has spent the last several years as a corporate officer and director to a number of publicly-traded mineral exploration companies. Until early 2008, Mr. Mason was employed as Chief Financial Officer of Hunter Dickinson Inc. and his principal occupation was the financial administration of the public companies to which Hunter Dickinson Inc. provided services.

Mr. Mason is, or was within the past five years, an officer and or director of the following public companies:

Company	**Positions Held**	**From**	**To**
Amarc Resources Ltd.	Director	September 1995	Present
	Secretary	September 1995	February 2008
	Chief Financial Officer	September 1998	July 2008
Anooraq Resources Corporation	Director	April 1996	September 2004
	Secretary	September 1996	September 2007
	Chief Financial Officer	February 1999	June 2007
Coastal Contacts Inc.	Director	October 2006	July 2008
Continental Minerals Corporation	Director	June 1995	February 2008
	Secretary	November 1995	February 2008
	Chief Financial Officer	June 1998	February 2008
Detour Gold Corporation	Chief Financial Officer and Secretary	July 2006	December 2007
Farallon Resources Ltd.	Director	August 1994	February 2008
	Secretary	December 1995	December 2007
	Chief Financial Officer	December 1997	December 2007
Great Basin Gold Ltd.	Director	February 1994	November 2006
	Secretary	February 1994	November 2006
	Chief Financial Officer	June 1998	November 2006
Northern Dynasty Minerals Ltd.	Director	June 1996	July 2008
	Secretary	June 1996	July 2008
	Chief Financial Officer	June 1998	July 2008
Quartz Mountain Resources Ltd.	Principal Accounting Officer	January 2005	February 2008

Rockwell Diamonds Inc.	Director	November 2000	September 2007
	Chief Financial Officer	November 2000	April 2007
Slater Mining Limited	Director	July 2008	Present

Company	Positions Held	From	To
Taseko Mines Limited	Director	February 1994	July 2008
	Secretary	February 1994	June 2008
	Chief Financial Officer	November 1998	June 2008

RONALD THIESSEN, CA President, Chief Executive Officer and Director

Ronald Thiessen is a Chartered Accountant with professional experience in finance, taxation, mergers, acquisitions and re-organizations. Since 1986, Mr. Thiessen has been involved in the acquisition and financing of mining and mineral exploration companies. Mr. Thiessen is employed by Hunter Dickinson Services Inc. (formerly Hunter Dickinson Inc.), a company providing management and administrative services to several publicly-traded companies and focuses on directing corporate development and financing activities. He is also a director of Hunter Dickinson Services Inc. (formerly Hunter Dickinson Inc.) Mr. Thiessen is, or was within the past five years, an officer and/or director of the following public companies:

Company	Positions Held	From	To
Amarc Resources Ltd.	Director	September 1995	Present
	President and Chief Executive Officer	September 2000	Present
Anooraq Resources Corporation	Director	April 1996	Present
	President and Chief Executive Officer	September 2000	August 2007
Continental Minerals Corporation	Director	November 1995	Present
	President and Chief	September 2000	January 2006
	Executive Officer		
	Co-Chairman	January 2006	Present
Detour Gold Corporation	Director and Chairman	July 2006	Present
Farallon Resources Ltd.	Director	August 1994	Present
	President and Chief Executive Officer	December 1999	September 2004
	Co-Chairman	September 2004	December 2005
	Chairman	December 2005	Present
Great Basin Gold Ltd.	Director	October 1993	Present
	President and Chief Executive Officer	September 2000	December 2005
	Co-Chairman	December 2005	November 2006
	Chairman	November 2006	Present

Company	Positions Held	From	To
Northern Dynasty Minerals Ltd.	Director	November 1995	Present
	President and Chief Executive Officer	November 2001	Present
Rockwell Diamonds Inc.	Director	November 2000	September 2007
	President and Chief Executive Officer	November 2000	September 2006
	Chairman	September 2006	September 2007
Taseko Mines Limited	Director	October 1993	Present
	President and Chief Executive Officer	September 2000	July 2005
	Co-Chairman	July 2005	May 2006
	Chairman	May 2006	Present
Tri-Gold Resources Corp.	Director	July 1992	December 2006

DIANE NICOLSON, PhD Vice President, Corporate Development

Diane Nicolson has a B.Sc. degree in geology from the University of London, a PhD in economic geology from the University of Wales and 20 years international experience in the exploration and mining industry. She has worked for both major and junior mining companies, including Rio Tinto, Minera Antamina, Noranda and Cambior. Over the past 10 years, she has been involved primarily with business development and new project assessment and acquisitions, with a particular focus on Latin America where she was based for 13 years.

Dr. Nicolson joined Hunter Dickinson in 2007 as a member of the global business development team; her broad international experience has significantly assisted the advancement of the company's efforts.

Dr. Nicolson was appointed Vice President, Corporate Development in February 2008 and is responsible for management, strategic planning and new project development for Amarc Resources Ltd.

PAUL MANN, CA Chief Financial Officer

Paul Mann has over 15 years of progressive experience in the mining sector, as Controller of Dayton Mining and De Beers Canada Mining, Corporate Controller at Eldorado Gold and at Hunter Dickinson, as Vice President Finance for Crew Gold, and as Chief Financial Officer of North Pacific Geopower.

He has been with the Hunter Dickinson group since 2002, and since 2007 has served as Director of Finance and Reporting for the Hunter Dickinson group of companies, overseeing all accounting, regulatory and securities compliance and reporting, as well as treasury and taxation for the group.

TREVOR THOMAS, LLB Secretary

Trevor Thomas has practiced in the areas of corporate commercial, corporate finance, securities and mining law for over 12 years, both in private practice environment as well as in-house positions and is currently in-house legal counsel for Hunter Dickinson Services Inc. Prior to joining Hunter Dickinson Services Inc., he served as in-house legal counsel with Placer Dome Inc.

Mr. Thomas is, or was within the past five years, an officer of the following public companies:

Company	Positions Held	From	To
Northern Dynasty Minerals Ltd.	Secretary	February 2008	Present
Amarc Resources Ltd.	Secretary	February 2008	Present
Anooraq Resources Corporation	Asst Secretary	November 2007	Present
Continental Minerals Corporation	Secretary	February 2008	Present
Farallon Resources Ltd.	Secretary	December 2007	Present
Rockwell Diamonds Inc.	Secretary	February 2008	Present
Taseko Mines Limited	Secretary	August 1, 2008	Present

B. Compensation

During the Company's financial year ended March 31, 2008, the aggregate cash compensation paid or payable by the Company or its subsidiaries to its directors and senior officers, all of whose financial statements are consolidated with those of the Company, was $74,887.

Ronald W. Thiessen, President and Chief Executive Officer and Jeffrey R. Mason, Chief Financial Officer and Secretary are each a Named Executive Officers of the Company for the purposes of the following disclosure.

The compensation paid to the Named Executive Officers during the Company s three most recently completed financial years is as set out below:

SUMMARY COMPENSATION TABLE								
		Annual Compensation			Long Term Compensation			
					Awards		Payouts	
Name and Principal Position	Year	Salary ($)	Bonus ($)	Other Annual Compensation ($)	Securities Under Options/SARs Granted (#)	Restricted Shares or Restricted Share Units ($)	LTIP Payouts ($)	All Other Compensation ($)
Ronald W. Thiessen Chief Executive Officer, President	2008 2007 2006	44,464 46,121 155,127	Nil 1,784 Nil	Nil Nil Nil	Nil Nil Nil	Nil Nil Nil	Nil Nil Nil	Nil Nil Nil
Jeffrey R. Mason[(2)]	2008 2007	30,423 30,504	Nil 1,784	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil

Chief Financial Officer, Secretary	2006	92,835	Nil	Nil	Nil	Nil	Nil	Nil

(1) Mr. Mason resigned as Secretary in February 2008 and as Chief Financial Officer in July 2008.

Long-Term Incentive Plan Awards

A long term incentive plan ("LTIP") is "a plan providing compensation intended to motivate performance over a period greater than one financial year" and does not include option or stock appreciation rights ("SARs") plans or plans for compensation through shares or units that are subject to restrictions on resale.

The Company did not award any LTIPs to any Named Executive Officer during the most recently completed financial year.

Share Options

The only equity compensation plan which the Company has in place is its share option plan (See Item 6.E Share Option Plan). The Plan has been established to provide incentive to qualified parties to increase their proprietary interest in the Company and thereby encourage their continuing association with the Company. The Plan is administered by the directors of the Company. The Plan provides that options will be issued to directors, officers, employees and consultants of the Company or a subsidiary of the Company. The Plan provides that the number of common shares issuable under the Plan, together with all of the Company s other previously established or proposed share compensation arrangements, may not exceed 10% of the total number of issued and outstanding common shares under the Plan. No option was granted during the 2008 fiscal year and as at March 31, 2008, there are no options outstanding. All options expire on a date not later than five years after the date of grant of such option, for a Tier 2 Company.

Termination of Employment, Change in Responsibilities and Employment Contracts

There is no written employment contract between Amarc and the Named Executive Officers.

There are no compensatory plan(s) or arrangement(s) with respect to the Named Executive Officers resulting from the resignation, retirement or any other termination of employment of the officer s employment or from a change of any Named Executive Officer s responsibilities following a change in control.

Pension Plans

There is no defined benefit or actuarial plan in place for the Company.

C. Board Practices

Mr. Carrier was appointed as director in May 2008. All other directors were elected at the September 27, 2007 annual general meeting. All directors have a term of office expiring at the next annual general meeting of Amarc, scheduled to be held September 29, 2008. All officers have a term of office lasting until their removal or replacement by the board of directors (the Board).

There were no arrangements, standard or otherwise, pursuant to which directors were compensated by Amarc or its subsidiaries for their services in their capacity as directors, or for committee participation, involvement in special assignments or for services as consultants or experts during the most recently completed financial year.

General

The Board believes that good corporate governance improves corporate performance and benefits all shareholders. The Canadian Securities Administrators (the "CSA") have adopted National Policy 58-201 *Corporate Governance Guidelines*, which provides non-prescriptive guidelines on corporate governance practices for reporting issuers such as the Company. In addition, the CSA have implemented National Instrument NI 58-101 *Disclosure of Corporate Governance Practices*, which prescribes certain disclosure by the Company of its corporate governance practices. This section sets out the Company s approach to corporate governance and addresses the Company s compliance with NI 58-101.

1. Board of Directors

Directors are considered to be independent if they have no direct or indirect material relationship with the Company. A "material relationship" is a relationship which could, in the view of the Company s board of directors, be reasonably expected to interfere with the exercise of a director s independent judgment.

The Board facilitates its independent supervision over management in a number of ways including: by holding regular meetings without the presence of management; by retaining independent consultants; and by reviewing corporate developments with larger shareholders, analysts and potential industry partners, where it deems necessary.

The directors of the Company, except Mr. Carrier, are not independent. The Company is taking steps to ensure that the duties generally performed by independent directors are being performed by the current directors. The Board members have extensive experience as directors of public companies and are sensitive to the related corporate governance and financial reporting obligations associated with such positions. Thus the Board members are reasonably well versed in the obligations of directors and the expectations of independence from management.

2. Other Directorships

The section entitled Item 6 Directors, Senior Management and Employees in this Annual Report gives details of other reporting issuers of which each director is a director or officer.

3. Orientation and Continuing Education

The Company has traditionally retained experienced mining people as directors and hence the orientation needed is minimized. When new directors are appointed, they are acquainted with the Company s mineral project and the expectations of directors. Board meetings generally include presentations by the Company s senior management and project staff in order to give the directors full insight into the Company s operations.

4. Ethical Business Conduct

The Board has adopted an ethics policy which is available on the Company s website, www.amarcresources.com. The Board also understands that the fiduciary duties placed on individual directors by the Company s governing corporate legislation and the common law and the restrictions placed by applicable corporate legislation on an individual director s participation in decisions of the Board in which the director has an interest have been sufficient to ensure that the Board operates independently of management and in the best interests of the Company.

5. Nomination of Directors

The Board considers its size each year when it considers the number of directors required, taking into account the number required to carry out the Board s duties effectively and to maintain a diversity of views and experience.

The Board does not have a nominating committee, and these functions are currently performed by the Board as a whole. However, if there is a change in the number of directors required by the Company, this policy will be reviewed.

6. Compensation

The Board determines the compensation for the Chief Executive Officer. Except for Mr. Carrier, the directors do not receive cash compensation for acting in their capacity as directors. Mr. Carrier received $10,000 for his services as a director for the period from May 16, 2008 to August 31, 2008. He receives $1,250 per month for the remainder of fiscal 2009.

7. Other Board Committees

The Board has no compensation or other committees other than the audit committee.

8. Assessments

The Board monitors the adequacy of information given to directors, communication between the Board and management and the strategic direction and processes of the Board and its committee.

AUDIT COMMITTEE

The Audit Committee s Charter

The audit committee has adopted a charter that sets out its mandate and responsibilities. A copy of the audit committee charter is available at www.sedar.com and the Company s website, www.amarcresources.com.

Composition of the Audit Committee

The members of the audit committee are Rene Carrier, Scott Cousens and Robert Dickinson. All members are financially literate.

Relevant Education and Experience

As a result of their education and experience, each member of the audit committee has familiarity with, an understanding of, or experience in:

- the accounting principles used by the Company to prepare its financial statements, and the ability to assess the general application of those principles in connection with estimates, accruals and reserves;
- reviewing or evaluating financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of issues that can reasonably be expected to be raised by the Company's financial statements, and
- an understanding of internal controls and procedures for financial reporting.

Audit Committee Oversight

The audit committee has not made any recommendations to the Board to nominate or compensate any external auditor.

The Company s auditor De Visser Gray LLP has not provided any material non-audit services during the most recently completed fiscal year.

Pre-Approval Policies and Procedures

The Company has procedures for the review and pre-approval of any services performed by its auditors. The procedures require that all proposed engagements of its auditors for audit and non-audit services be submitted to the audit committee for approval prior to the beginning of any such services. The audit committee considers such requests, and, if acceptable to a majority of the audit committee members, pre-approves such audit and non-audit services by a resolution authorizing management to engage the Company s auditors for such audit and non-audit services, with set maximum dollar amounts for each itemized service. During such deliberations, the audit committee assesses, among other factors, whether the services requested would be considered "prohibited services" as contemplated by the regulations of the US Securities and Exchange Commission, and whether the services requested and the fees related to such services could impair the independence of the auditors.

Exemptions

Pursuant to section 6.1 of Multilateral Instrument 52-110 (MI 52-110), the Company is exempt from the requirements of Parts 3 and 5 of MI 52-110 in respect of the composition of its audit committee and in respect of its reporting obligations under MI 52-110 for the year ended March 31, 2007, by virtue of the Company being a "venture issuer". This exemption exempts a "venture issuer" from, among other things, the requirement to have 100% of the members of its audit committee be independent, as would otherwise be required by MI 52-110.

D. Employees

At September 24, 2008, Amarc had no direct employees. Amarc s administrative and exploration functions are primarily administered through Hunter Dickinson Services Inc. (See Item 7- Major Shareholders and Related Party Transactions).

E. Share Ownership

Security Holdings of Directors and Senior Management

As at September 24, 2008, the directors and officers of Amarc and their affiliates, directly and indirectly, own or control as a group an aggregate of 14,038,417 common shares (20.72%), or 14,628,417 (21.60%) on a diluted basis.

As at September 24, 2008, the Company's directors and senior management beneficially own the following number of the Company's common shares, options and warrants:

Name of Insider	Securities Beneficially Owned or Controlled	As a % of the outstanding Common Shares
Rene G. Carrier	25,000 Common Shares 70,000 Options (2) Nil Warrants	0.4%
David J. Copeland	869,500 Common Shares 70,000 Options (2) Nil Warrants	1.28%
Scott D. Cousens	539,000 Common Shares 70,000 Options (2) Nil Warrants	0.8%
Robert A. Dickinson(1)	6,106,409 Common Shares 70,000 Options (2) Nil Warrants	9.0%
Paul Mann	Nil Common Shares 50,000 Options (2) Nil Warrants	0%
Jeffrey R. Mason	4,196,000 Common Shares 70,000 Options (2) Nil Warrants	6.2%
Diane Nicolson	313,000 Common Shares 50,000 Options (2) Nil Warrants	0.5%
Ronald W. Thiessen	1,969,008 Common Shares 70,000 Options (2) Nil Warrants	2.9%
Trevor Thomas	20,000 Common Shares 50,000 Options (2) 20,000 Warrants (3)	0.03%
Total	**14,038,417 Common Shares** **570,000 Options** **20,000 Warrants**	**20.72%**

Note:

1. A portion of these shares are beneficially owned through United Mineral Services Ltd., a private company controlled by Mr. Dickinson, and a Registered Retirement Saving Plan (RRSP).
2. The share purchase options held by directors and officers are exercisable at $0.70 until July 19, 2011.
3. Each warrant entitles the holder to purchase one non-flow through common share until January 17, 2009, at a price of $0.55 per share.

Share Option Plan

As at September 24, 2008, 1,828,200 options were outstanding pursuant to the Company's share option plan, and an aggregate of 4,945,747 common shares were available for issuance, pursuant to the Company s share option plan, described below.

(a) Incentive Options

1. Share Incentive Plan
In order to provide incentive to directors, officers, employees, management and others who provide services to the Company to act in the best interests of the Company, the Company has adopted a Share Incentive Plan (the "Plan").

At the Company's annual general meeting (the "Meeting") held on September 28, 2006, shareholders confirmed the Company s share option plan, previously approved by the shareholders on September 21, 2004. The Plan is based on the maximum number of eligible shares equaling a rolling percentage of up to 10% of the Company's outstanding common shares, calculated from time to time. Pursuant to the Plan, if outstanding options are exercised, or expire, or the number of issued and outstanding common shares of the Company increases, the number of options available to grant under the Plan increases proportionately. The exercise price of each option is set by the board of directors at the time of grant but cannot be less than the market price. Options can have a maximum term of five years and typically terminate 90 days following the termination of the optionee's employment or engagement, except in the case of retirement or death. Vesting of options is at the discretion of the board of directors at the time the options are granted.

Eligible Optionees

Under the policies of the TSX Venture, to be eligible for the issuance of a stock option under the Plan an optionee must either be a director, officer or employee of the Company, or a consultant or an employee of a company providing management or other services to the Company, or to its subsidiaries, at the time the option is granted.

Options may be granted only to an individual or to a company that is wholly-owned by individuals eligible for an option grant. If the option is granted to a non-individual, the company must provide the TSX Venture with an undertaking that it will not permit any transfer of its securities, nor issue further securities, to any other individual or entity as long as the incentive stock option remains in effect without the consent of the TSX Venture.

Insider Limitations

The number of shares reserved for issuance under options granted to insiders may exceed 10% of the issued shares, and, within a twelve month period, the number of options granted to insiders may exceed 10% of the issued shares.

Disinterested Shareholder Approval

In accordance with the requirements of the TSX Venture and the terms of the Plan, disinterested shareholder approval was received at the Meeting.

"Disinterested Shareholder Approval" means the approval by a majority of the votes cast by all shareholders of the Company at the Meeting excluding votes attached to listed shares beneficially owned by insiders of the Company to whom the options have been granted under the existing plan and associates of those insiders.

ITEM 7 MAJOR SHAREHOLDERS AND RELATED PARTY TRANSACTIONS

A. Major Shareholders

Major Shareholders

Amarc is a publicly-held corporation, with its shares held by residents of Canada, the United States of America and other countries. To the best of Amarc s knowledge, other than as noted below, no person, corporation or other entity beneficially owns, directly or indirectly, or controls more than 5% of the common shares of Amarc, the only class of securities with voting rights. For these purposes, "beneficial ownership" means the sole or shared power to vote or direct the voting or to dispose or direct the disposition of any security.

As of September 24, 2008, Amarc had authorized unlimited common shares without par value, of which 67,739,473 were issued and outstanding.

As September 24, 2008, Robert Dickinson, together with companies controlled by him, held 6,106,409 common shares of Amarc, representing 9.0% of the common shares outstanding.

As September 24, 2008, Jeffrey Mason held 4,196,000 common shares of Amarc, representing 6.2% of the common shares outstanding.

All of the common shares have the same voting rights.

Geographic Breakdown of Shareholders

As of September 24, 2008, Amarc s register of shareholders indicates that Amarc s common shares are held as follows:

Location	Number of registered shareholders of record	Number of shares	Percentage of total shares
Canada	14	61,019,167	90.1%
United States	9	3,030,306	4.5%
Other	5	3,690,000	5.4%
TOTALS	28	67,739,473	100.0%

Shares registered in intermediaries were assumed to be held by residents of the same country in which the clearing house was located.

Transfer Agent

Amarc s securities are recorded on the books of its transfer agent, Computershare Trust Company of Canada located at 4th Floor, 510 Burrard Street, Vancouver, B.C. V6C 3B9 (604) 661-0271 in registered form. However, the majority of such shares are registered in the name of intermediaries such as brokerage houses and clearing houses (on behalf of their respective brokerage clients). Amarc does not have knowledge or access to the identities of the beneficial owners of such shares registered through intermediaries.

Control

To the best of its knowledge, Amarc is not directly or indirectly owned or controlled by any other corporation, by any foreign government or by any other natural or legal person, severally or jointly, other than as noted above under Major Shareholders. There are no arrangements known to Amarc which, at a subsequent date, may result in a change in control of Amarc.

Insider Reports under the British Columbia Securities Act

Under the British Columbia Securities Act, "insiders" (generally, officers, directors and holders of 10% or more of Amarc's shares) are required to file insider reports of changes in their ownership in the first 10 days of the month following a trade in Amarc's securities. Copies of such reports are available for public inspection at the offices of the British Columbia Securities Commission, 9th Floor, 701 West Georgia Street, Vancouver, British Columbia V7Y 1L2, (604) 899-6500 or at the British Columbia Securities Commission web site, www.bcsc.bc.ca. In British Columbia, all insider reports must be filed electronically 10 days following the date of the trade at www.sedi.ca. The public is able to access these reports at www.sedi.ca.

B. Related Party Transactions

Except as disclosed below, Amarc has not, since April 1, 2007, and does not at this time propose to:

(1) enter into any transactions which are material to Amarc or a related party or any transactions unusual in their nature or conditions involving goods, services or tangible or intangible assets to which Amarc or any of its former subsidiaries was a party;

(2) make any loans or guarantees directly or through any of its former subsidiaries to or for the benefit of any of the following persons:

(a) enterprises directly or indirectly through one or more intermediaries, controlling or controlled by or under common control with Amarc;

(b) associates of Amarc (unconsolidated enterprises in which Amarc has significant influence or which has significant influence over Amarc) including shareholders beneficially owning 10% or more of the outstanding shares of Amarc;

(c) individuals owning, directly or indirectly, shares of Amarc that gives them significant influence over Amarc and close members of such individuals families;

(d) key management personnel (persons having authority in responsibility for planning, directing and controlling the activities of Amarc including directors and senior management and close members of such directors and senior management); or

(e) enterprises in which a substantial voting interest is owned, directly or indirectly, by any person described in (c) or (d) or over which such a person is able to exercise significant influence.

Hunter Dickinson Services Inc. (HDSI), formerly Hunter Dickinson Inc.

HDSI provides management and administrative services to Amarc pursuant to the Corporate Services Agreement dated June 1, 2008. During the fiscal year ended March 31, 2008, the Company paid

$1,603,106 to HDSI for services and reimbursements of third party disbursements pursuant to this agreement.

HDSI is a service-provider corporation which has been providing geological, engineering and administration services for 20 years to companies that are exploring, developing and producing from mineral properties. HDSI is owned by 8 public resource companies, including Amarc. The other public companies that own HDSI include: Anooraq Resources Corporation, Continental Minerals Corporation, Farallon Resources Ltd., Taseko Mines Limited, Northern Dynasty Minerals Ltd., Quartz Mountain Resources Ltd., and Rockwell Diamonds Inc. Amarc and the other public companies listed above each own 12.5% of HDSI.

As an umbrella organization, HDSI provides both cost and expertise advantages to the companies through access to a shared multidisciplinary team of mining and financial professionals. This includes: management capability, geological, engineering and environmental expertise, financial acumen, and administrative and support services. In addition, HDSI organizes and shares leased premises and office and technical equipment for staff to perform their duties. As of September 24, 2008, HDSI employed or retained on a substantially full-time basis, 33 geoscientists (of which 13 are professional geologists/P.Geo.), 16 licensed professional mining, mechanical or civil engineers (P.Eng.), 18 accountants and approximately 43 administrative and support personnel.

HDSI resources are made available on an as-needed basis, at cost. Therefore, each public company pays only for the services it uses. In addition, HDSI as a representative of the group has contacts in financial markets, primarily in North America, Europe and Asia.

Amarc s business relationship with HDSI consists of utilizing the services described above pursuant to a standard (within the group) Corporate Services Agreement with Hunter Dickinson Services Inc., dated June 1, 2008 (the "Geological Management and Administration Services Agreement"). Because of cross membership of many of the boards within the group, certain members of management and the board of directors of Amarc are also members of the board of HDSI.

HDSI's arrangements are also flexible enough that it is able to defer collection of monthly service invoices and on occasion, where surplus funds are available to HDSI, make short term advances to members of the group. Amarc is not currently indebted to HDSI, except for the balance due in the ordinary course of its business. The Services Agreement can be terminated by either party on 60 days notice.

Rockwell Diamonds Inc.

Rockwell Diamonds Inc., formerly named Rockwell Ventures Inc. ("Rockwell"), is a public company with certain directors in common with the Company. In January 2007, the Company advanced $5,500,000 to Rockwell pursuant to a 90-day promissory note. Interest on the promissory note was calculated at a rate of 20% per annum, compounded quarterly. Interest was payable in common shares of Rockwell, based upon the ten day average closing price, less a 10% discount. In April 2007, Rockwell repaid the principal amount of the loan, together with 497,993 common shares of Rockwell at a deemed price of $0.495, representing payment of interest on the 90-day promissory note. For the year ended March 31, 2008, interest income of $53,629 was recorded on the promissory note.

In June 2007, the Company sold its 497,993 common shares of Rockwell for proceeds of $315,499. A gain of $68,992 was recorded on the sale.

Management / Insiders

In February 2008, the Company offered to the holders of its share warrants the right to enter into an agreement whereby the existing warrants would be exercisable to acquire flow-through common shares of the Company, in consideration of immediate commitment from the holders to exercise the warrants until March 20, 2008. During the year ended March 31, 2008, the Company issued 4,440,000 flow-through common shares pursuant to exercise of share warrants for total proceeds of $2,442,000. The flow-through shares acquired by the informed persons of the Company were as follow:

Informed Person Participation	**Amount**	**Units**
Robert Dickinson	$ 517,000	940,000
Jeffrey Mason	$ 770,000	1,400,000
Ronald Thiessen	$ 220,000	400,000

C. Interests of Experts and Counsel

Not applicable.

ITEM 8 FINANCIAL INFORMATION

A. Consolidated Statements and Other Financial Information

Item 17 of this Form 20-F contains Amarc s audited consolidated annual financial statements as at March 31, 2008 and 2007 and for each of the years in the three year period ended March 31, 2008.

Legal Proceedings

Amarc is not involved in any litigation or legal proceedings and to Amarc s knowledge, no material legal proceedings involving Amarc or its subsidiaries are to be initiated against Amarc.

Dividend Policy

The Company has not paid any dividends on its outstanding common shares since its incorporation and does not anticipate that it will do so in the foreseeable future. All funds of Amarc are being retained for exploration of its projects.

B. Significant Changes

There have been no significant changes to the accompanying financial statements since March 31, 2008, except as disclosed in this Annual Report on Form 20-F.

ITEM 9 THE OFFER AND LISTING

A. Offer and Listing Details

Trading Markets

Amarc s common shares have been listed in Canada on the TSX Venture Exchange since August 1995, under the symbol AHR.

The Company's common shares have been traded in the U.S. on OTC Bulletin Board since June 2004, under the symbol AXREF.

The following tables set forth for the periods indicated the price history of the Company's common shares on the TSX Venture Exchange and on the OTC Bulletin Board.

	TSX Venture Exchange		OTCBB	
Fiscal	High (Cdn$)	Low (Cdn$)	High (US$)	Low (US$)
2008	0.78	0.45	0.76	0.40
2007	0.60	0.30	0.51	0.20
2006	0.47	0.22	0.38	0.20
2005	0.75	0.43	0.60	0.34
2004	0.99	0.11	N/A	N/A

	TSX Venture Exchange		OTCBB	
Quarter	High (Cdn$)	Low (Cdn$)	High (US$)	Low (US$)
Q1, 2009	0.77	0.58	0.76	0.57
Q4, 2008	0.78	0.45	0.76	0.45
Q3, 2008	0.65	0.50	0.66	0.51
Q2, 2008	0.72	0.49	0.75	0.47
Q1, 2008	0.70	0.45	0.65	0.40
Q4, 2007	0.60	0.41	0.51	0.27
Q3, 2007	0.48	0.30	0.40	0.20
Q2, 2007	0.39	0.31	0.35	0.28
Q1, 2007	0.50	0.35	0.46	0.30

	TSX Venture Exchange		OTCBB	
Month	**High (Cdn$)**	**Low (Cdn$)**	**High (US$)**	**Low (US$)**
September 2008 (up to September 24, 2008)	0.57	0.36	0.64	0.26
August 2008	0.66	0.52	0.57	0.51
July 2008	0.71	0.55	0.68	0.54
June 2008	0.77	0.69	0.76	0.64
May 2008	0.72	0.58	0.69	0.58
April 2008	0.65	0.59	0.64	0.57

B. Plan of Distribution

Not applicable.

C. Markets

The shares of Amarc traded in Canada on the TSX Venture Exchange (formerly the Canadian Venture Exchange and successor to the Vancouver Stock Exchange) since August 1995 under the trading symbol AHR. Amarc s shares have traded on the OTC-BB under the symbol AXREF, since June 2004.

D. Selling Shareholders

Not applicable.

E. Dilution

Not applicable.

F. Expenses of the Issue

Not applicable.

ITEM 10 ADDITIONAL INFORMATION

A. Share Capital

Not applicable.

B. Memorandum and Articles of Association

Amarc s corporate constituting documents comprising Articles of Association and Memorandum are registered with the British Columbia Registrar of Companies under Corporation No. 436691. A copy of the Company s original Articles of Association was filed as an exhibit with Amarc s initial registration statement on Form 20-F.

In March 2004, the *Company Act* (British Columbia) (the BCCA) was replaced by the *Business Corporations Act* (British Columbia) (the BCA). All companies incorporated under the BCCA were required to complete a transition application to the BCA by March 29, 2006. The directors of the Company authorized the Company to file a transition application with the Registrar of Companies and to comply with the BCA. Accordingly, the Company filed a Notice of Articles on October 2, 2004. The BCA approved the Company s Notice of Articles and they were also approved by shareholders at the annual general meeting held on October 12, 2005.

A summary of certain changes under the new articles was discussed and filed in a prior year with the Company s filing on Form 20-F.

C. Material Contracts

Amarc s material contracts as of September 25, 2008:

(a) Corporate Services Agreement between Amarc and Hunter Dickinson Services Inc. dated June 1, 2008. See Item 7B.

(b) Mineral property option agreement re acquisition of the Bodine property, dated November 14, 2006. See Exhibit 4.3.

(c) Mineral property option agreement re acquisition of the Pond property, dated April 29th, 2008. See Exhibit 4.4.

(d) Mineral property option agreement re acquisition of the Peak property, dated July 22th, 2008. See Exhibit 4.5.

D. Exchange Controls

Amarc is incorporated pursuant to the laws of the Province of British Columbia, Canada. There is no law or governmental decree or regulation in Canada that restricts the export or import of capital, or affects the remittance of dividends, interest or other payments to a non-resident holder of common shares, other than withholding tax requirements. Any such remittances to United States residents are generally subject to withholding tax, however no such remittances are likely in the foreseeable future. See Taxation , below.

There is no limitation imposed by the laws of Canada or by the charter or other constituent documents of Amarc on the right of a non-resident to hold or vote its common shares, other than as provided in the

Investment Canada Act (Canada) (the Investment Act). The following discussion summarizes the material features of the Investment Act for a non-resident who proposes to acquire a controlling number of Amarc s common shares. It is general only; it is not a substitute for independent advice from an investor s own advisor, and it does not anticipate statutory or regulatory amendments. Amarc does not believe the Investment Act will have any affect on it or on its non-Canadian shareholders due to a number of factors including the nature of its operations and Amarc s relatively small capitalization.

The Investment Act generally prohibits implementation of a reviewable investment by an individual, government or agency thereof, corporation, partnership, trust or joint venture (each an entity) that is not a Canadian as defined in the Investment Act (i.e. a non-Canadian), unless after review the Minister responsible for the Investment Act is satisfied that the investment is likely to be of net benefit to Canada. An investment in Amarc s common shares by a non-Canadian (other than a WTO Investor as that term is defined in the Investment Act and which term includes entities which are nationals of or are controlled by nationals of member states of the World Trade Organization) when Amarc was not controlled by a WTO Investor, would be reviewable under the Investment Act if it was an investment to acquire control of Amarc and the value of the assets of Amarc, as determined in accordance with the regulations promulgated under the Investment Act, was over $5 million, or if an order for review was made by the federal cabinet on the grounds that the investment related to Canada s cultural heritage or national identity, regardless of the value of the assets of Amarc. An investment in the common shares of Amarc by a WTO Investor, or by a non-Canadian when Amarc was controlled by a WTO Investor, would be reviewable under the Investment Act if it was an investment to acquire control of Amarc and the value of the assets of Amarc, as determined in accordance with the regulations promulgated under the Investment Act, was not less than a specified amount, which for 2008 is $295 million. A non-Canadian would acquire control of Amarc for the purposes of the Investment Act if the non-Canadian acquired a majority of the common shares. The acquisition of less than a majority but one-third or more of the common shares would be presumed to be an acquisition of control of Amarc unless it could be established that, on the acquisition, Amarc was not controlled in fact by the acquirer through the ownership of the common shares.

The foregoing assumes Amarc will not engage in the production of uranium or own an interest in a producing uranium property in Canada, or provide any financial service or transportation service or is a cultural business, as the rules under the *Investment Act* governing those businesses are different.

Certain transactions relating to the common shares of the Company would be exempt from the Investment Act, including:

(a) an acquisition of the common shares by a person in the ordinary course of that person s business as a trader or dealer in securities;

(b) an acquisition of control of Amarc in connection with the realization of security granted for a loan or other financial assistance and not for a purpose related to the provisions of the Investment Act; and

(c) an acquisition of control of Amarc by reason of an amalgamation, merger, consolidation or corporate reorganization following which the ultimate direct or indirect control in fact of Amarc, through the ownership of the common shares, remained unchanged.

E. Taxation

The following, in management's understanding, summarizes the material Canadian federal income tax consequences generally applicable to the holding and disposition of common shares by a holder (in this

summary, a "U.S. Holder") who, (a) for the purposes of the Income Tax Act (Canada) (the "Tax Act"), is not resident in Canada, deals at arm's length with Amarc, holds the common shares as capital property and does not use or hold the common shares in the course of carrying on, or otherwise in connection with, a business in Canada, and (b) for the purposes of the Canada-United States Income Tax Convention, 1980 (the "Treaty"), is a resident solely of the United States, has never been a resident of Canada, and has not held or used (and does not hold or use) common shares in connection with a permanent establishment or fixed base in Canada. This summary does not apply to traders or dealers in securities, limited liability companies, tax-exempt entities, insurers, financial institutions (including those to which the mark-to-market provisions of the Tax Act apply), or any other U.S. Holder to which special considerations apply.

This summary is based on the current provisions of the Tax Act, including all regulations thereunder, the Treaty, all proposed amendments to the Tax Act, the regulations and the Treaty publicly announced by the Government of Canada to the date hereof, and the current administrative practices of the Canada Revenue Agency. It has been assumed that all currently proposed amendments will be enacted as proposed and that there will be no other relevant change in any governing law or administrative practice, although no assurances can be given in these respects. This summary does not take into account provincial, U.S., state or other foreign income tax law or practice. The tax consequences to any particular U.S. Holder will vary according to the status of that holder as an individual, trust, corporation, partnership or other entity, the jurisdictions in which that holder is subject to taxation, and generally according to that holder's particular circumstances. Accordingly, this summary is not, and is not to be construed as, Canadian tax advice to any particular U.S. Holder.

Dividends

Dividends paid or deemed to be paid to a U.S. Holder by Amarc will be subject to Canadian withholding tax. Under the Treaty, the rate of withholding tax on dividends paid to a U.S. Holder is generally limited to 15% of the gross amount of the dividend (or 5% if the U.S. Holder is a corporation and beneficially owns at least 10% of Amarc's voting shares). Amarc will be required to withhold the applicable withholding tax from any such dividend and remit it to the Canadian government for the U.S. Holder's account.

Disposition

A U.S. Holder is not subject to tax under the Tax Act in respect of a capital gain realized on the disposition of a common share in the open market unless the share is taxable Canadian property to the holder thereof and the U.S. Holder is not entitled to relief under the Treaty. A common share will be taxable Canadian property to a U.S. Holder if, at any time during the 60 months preceding the disposition, the U.S. Holder or persons with whom the U.S. Holder did not deal at arm's length alone or together owned, or had rights to acquire, 25% or more of Amarc's issued shares of any class or series.

A U.S. Holder whose common shares do constitute taxable Canadian property, and who might therefore be liable for Canadian income tax under the Tax Act, will generally be relieved from such liability under the Treaty unless the value of such shares at the time of disposition is derived principally from real property situated in Canada.

United States Tax Consequences

United States Federal Income Tax Consequences

The following is, in management's understanding, a discussion of material United States federal income tax consequences, under current law, generally applicable to a U.S. Holder (as hereinafter defined) of

common shares of Amarc. This discussion does not address all potentially relevant federal income tax matters and it does not address consequences peculiar to persons subject to special provisions of federal income tax law, such as those described below as excluded from the definition of a U.S. Holder. In addition, this discussion does not cover any state, local or foreign tax consequences (see "Taxation Canadian Federal Income Tax Consequences" above). **Accordingly, holders and prospective holders of common shares of Amarc should consult their own tax advisors about the specific federal, state, local, and foreign tax consequences to them of purchasing, owning and disposing of common shares of Amarc, based upon their individual circumstances.**

The following discussion is based upon the sections of the Internal Revenue Code of 1986, as amended (the "Code"), Treasury Regulations, published Internal Revenue Service ("IRS") rulings, published administrative positions of the IRS and court decisions that are currently applicable, any or all of which could be materially and adversely changed, possibly on a retroactive basis, at any time and which are subject to differing interpretations. This discussion does not consider the potential effects, both adverse and beneficial, of any proposed legislation which, if enacted, could be applied, possibly on a retroactive basis, at any time.

U.S. Holders

As used herein, a "U.S. Holder" means a holder of common shares of Amarc who is a citizen or individual resident of the United States, a corporation or partnership created or organized in or under the laws of the United States or of any political subdivision thereof, an entity created or organized in or under the laws of the United States or any political subdivision thereof which has elected to be treated as a corporation for United States income tax purposes (under Treasury Regulation section 301.7701 -3), an estate whose income is taxable in the United States irrespective of source or a trust subject to the primary supervision of a court within the United States and control of a United States fiduciary as described Section 7701(a)(30) of the Code. This summary does not address the tax consequences to, and U.S. Holder does not include, persons subject to specific provisions of federal income tax law, such as tax-exempt organizations, qualified retirement plans, individual retirement accounts and other tax-deferred accounts, financial institutions, insurance companies, real estate investment trusts, regulated investment companies, broker-dealers, non-resident alien individuals, persons or entities that have a "functional currency" other than the U.S. dollar, shareholders subject to the alternative minimum tax, shareholders who hold common shares as part of a straddle, hedging or conversion transaction, and shareholders who acquired their common shares through the exercise of employee stock options or otherwise as compensation for services. This summary is limited to U.S. Holders who own common shares as capital assets and who own (directly and indirectly, pursuant to applicable rules of constructive ownership) no more than 5% of the value of the total outstanding stock of Amarc. This summary does not address the consequences to a person or entity holding an interest in a shareholder or the consequences to a person of the ownership, exercise or disposition of any options, warrants or other rights to acquire common shares. In addition, this summary does not address special rules applicable to United States persons (as defined in Section 7701(a)(30) of the Code) holding common shares through a foreign partnership or to foreign persons holding common shares through a domestic partnership.

Distribution on Common Shares of Amarc

In general, U.S. Holders receiving dividend distributions (including constructive dividends) with respect to common shares of Amarc are required to include in gross income for United States federal income tax purposes the gross amount of such distributions, equal to the U.S. dollar value of such distributions on the date of receipt (based on the exchange rate on such date), to the extent that Amarc has current or accumulated earnings and profits, without reduction for any Canadian income tax withheld from such distributions. Such Canadian tax withheld may be credited, subject to certain limitations, against the U.S.

Holder's federal income tax liability or, alternatively, may be deducted in computing the U.S. Holder's federal taxable income by those who itemize deductions. (See more detailed discussion at "Foreign Tax Credit" below). To the extent that distributions exceed current or accumulated earnings and profits of Amarc, they will be treated first as a return of capital up to the U.S. Holder's adjusted basis in the common shares and thereafter as gain from the sale or exchange of property. Preferential tax rates for long-term capital gains are applicable to a U.S. Holder which is an individual, estate or trust. There are currently no preferential tax rates for long-term capital gains for a U.S. Holder which is a corporation.

In the case of foreign currency received as a dividend that is not converted by the recipient into U.S. dollars on the date of receipt, a U.S. Holder will have a tax basis in the foreign currency equal to its U.S. dollar value on the date of receipt. Generally, any gain or loss recognized upon a subsequent sale or other disposition of the foreign currency, including the exchange for U.S. dollars, will be ordinary income or loss. However, an individual whose realized gain does not exceed $200 will not recognize that gain, provided that there are no expenses associated with the transaction that meet the requirements for deductibility as a trade or business expense (other than travel expenses in connection with a business trip) or as an expense for the production of income.

Dividends paid on the common shares of Amarc generally will not be eligible for the dividends received deduction provided to corporations receiving dividends from certain United States corporations. A U.S. Holder which is a corporation and which owns shares representing at least 10% of the voting power and value of Amarc may, under certain circumstances, be entitled to a 70% (or 80% if the U.S. Holder owns shares representing at least 20% of the voting power and value of Amarc) deduction of the United States source portion of dividends received from Amarc (unless Amarc qualifies as a "foreign personal holding company" or a "passive foreign investment company," as defined below). Amarc does not anticipate that it will earn any United States income, however, and therefore, does not anticipate that any U.S. Holder will be eligible for the dividends received deduction.

Under current Treasury Regulations, dividends paid on Amarc common shares, if any, generally will not be subject to information reporting and generally will not be subject to U.S. backup withholding tax. However, dividends and the proceeds from a sale of Amarc common shares paid in the U.S. through a U.S. or U.S. related paying agent (including a broker) will be subject to U.S. information reporting requirements and may also be subject to the 28% U.S. backup withholding tax, unless the paying agent is furnished with a duly completed and signed Form W-9. Any amounts withheld under the U.S. backup withholding tax rules will be allowed as a refund or a credit against the U.S. Holder's U.S. federal income tax liability, provided the required information is furnished to the IRS.

Foreign Tax Credit

A U.S. Holder who pays (or has withheld from distributions) Canadian income tax with respect to the ownership of common shares of Amarc may be entitled, at the option of the U.S. Holder, to either receive a deduction or a tax credit for such foreign tax paid or withheld. Generally, it will be more advantageous to claim a credit because a credit reduces United States federal income taxes on a dollar-for-dollar basis, while a deduction merely reduces the taxpayer's income subject to tax. This election is made on a year-by-year basis and generally applies to all foreign taxes paid by (or withheld from) the U.S. Holder during that year. There are significant and complex limitations which apply to the credit, among which is the general limitation that the credit cannot exceed the proportionate share of the U.S. Holder's United States income tax liability that the U.S. Holder's foreign source income bears to his or its worldwide taxable income. In the determination of the application of this limitation, the various items of income and deduction must be classified into foreign and domestic sources. Complex rules govern this classification process. In addition, this limitation is calculated separately with respect to two specific classes of income: "passive income, and "general income". Dividends distributed by Amarc will generally constitute

"passive income" for these purposes. Prior to January 1, 2007, there were nine specific classes of income rather than the two stated here. The availability of the foreign tax credit and the application of the limitations on the credit are fact specific, and U.S. Holders of common shares of Amarc should consult their own tax advisors regarding their individual circumstances.

Disposition of Common Shares of Amarc

In general, U.S. Holders will recognize gain or loss upon the sale of common shares of Amarc equal to the difference, if any, between (i) the amount of cash plus the fair market value of any property received, and (ii) the shareholder's tax basis in the common shares of Amarc. Preferential tax rates apply to long-term capital gains of U.S. Holders which are individuals, estates or trusts. In general, gain or loss on the sale of common shares of Amarc will be long-term capital gain or loss if the common shares are a capital asset in the hands of the U.S. Holder and are held for more than one year. Deductions for net capital losses are subject to significant limitations. For U.S. Holders which are not corporations, any unused portion of such net capital loss may be carried over to be used in later tax years until such net capital loss is thereby exhausted. For U.S. Holders that are corporations (other than corporations subject to Subchapter S of the Code), an unused net capital loss may be carried back three years and carried forward five years from the loss year to be offset against capital gains until such net capital loss is thereby exhausted.

Other Considerations

Set forth below are certain material exceptions to the above-described general rules describing the United States federal income tax consequences resulting from the holding and disposition of common shares:

Passive Foreign Investment Company

United States income tax law contains rules governing "passive foreign investment companies" ("PFIC") which can have significant tax effects on U.S. Holders of foreign corporations. These rules do not apply to non-U.S. Holders. Section 1297 of the Code defines a PFIC as a corporation that is not formed in the United States if, for any taxable year, either (i) 75% or more of its gross income is "passive income," which includes interest, dividends and certain rents and royalties or (ii) the average percentage, by fair market value (or, if the corporation is not publicly traded and either is a controlled foreign corporation or makes an election, by adjusted tax basis), of its assets that produce or are held for the production of "passive income" is 50% or more. In the event that Amarc qualifies as a PFIC for the fiscal year ending March 31, 2008, or in future fiscal years, each U.S. Holder of Amarc is urged to consult a tax advisor with respect to how the PFIC rules affect such U.S. Holder's tax situation.

Each U.S. Holder who holds stock in a foreign corporation during any year in which such corporation qualifies as a PFIC is subject to United States federal income taxation under one of three alternative tax regimes at the election of such U.S. Holder. The following is a discussion of such alternative tax regimes applied to such U.S. Holders of Amarc. In addition, special rules apply if a foreign corporation qualifies as both a PFIC and a "controlled foreign corporation" (as defined below) and a U.S. Holder owns, actually or constructively, 10% or more of the total combined voting power of all classes of stock entitled to vote of such foreign corporation (See more detailed discussion at "Controlled Foreign Corporation" below).

A U.S. Holder who elects to treat Amarc as a qualified electing fund ("QEF") will be subject, under Section 1293 of the Code, to current federal income tax for any taxable year to which the election applies in which Amarc qualifies as a PFIC on his pro rata share of Amarc's (i) "net capital gain" (the excess of net long-term capital gain over net short-term capital loss), which will be taxed as long-term capital gain,

and (ii) "ordinary earnings" (the excess of earnings and profits over net capital gain), which will be taxed as ordinary income, in each case, for the shareholder's taxable year in which (or with which) Amarc's taxable year ends, regardless of whether such amounts are actually distributed. A U.S. Holder's tax basis in the common shares will be increased by any such amount that is included in income but not distributed.

The procedure a U.S. Holder must comply with in making an effective QEF election, and the consequences of such election, will depend on whether the year of the election is the first year in the U.S. Holder's holding period in which Amarc is a PFIC. If the U.S. Holder makes a QEF election in such first year, i.e., a "timely" QEF election, then the U.S. Holder may make the QEF election by simply filing the appropriate documents at the time the U.S. Holder files his tax return for such first year. If, however, Amarc qualified as a PFIC in a prior year during the U.S. Holder's holding period, then, in order to avoid the Section 1291 rules discussed below, in addition to filing documents, the U.S. Holder must elect to recognize under the rules of Section 1291 of the Code (discussed herein), (i) any gain that he would otherwise recognize if the U.S. Holder sold his stock on the qualification date or (ii) if Amarc is a controlled foreign corporation, the U.S. Holder's pro rata share of Amarc's post-1986 earnings and profits as of the qualification date. The qualification date is the first day of Amarc's first tax year in which Amarc qualified as a QEF with respect to such U.S. Holder. For purposes of this discussion, a U.S. Holder who makes (i) a timely QEF election, or (ii) an untimely QEF election and either of the above-described gain-recognition elections under Section 1291 is referred to herein as an "Electing U.S. Holder." A U.S. Holder who holds common shares at any time during a year of Amarc in which Amarc is a PFIC and who is not an Electing U.S. Holder (including a U.S. Holder who makes an untimely QEF election and makes neither of the above-described gain-recognition elections) is referred to herein as a "Non-Electing U.S. Holder". An Electing U.S. Holder (i) generally treats any gain realized on the disposition of his Amarc common shares as capital gain; and (ii) may either avoid interest charges resulting from PFIC status altogether, or make an annual election, subject to certain limitations, to defer payment of current taxes on his share of Amarc's annual realized net capital gain and ordinary earnings subject, however, to an interest charge. If the U.S. Holder is not a corporation, any interest charge imposed under the PFIC regime would be treated as "personal interest" that is not deductible.

In order for a U.S. Holder to make (or maintain) a valid QEF election, Amarc must provide certain information regarding its net capital gains and ordinary earnings and permit its books and records to be examined to verify such information. Amarc intends to make the necessary information available to U.S. Holders to permit them to make (and maintain) QEF elections with respect to Amarc. Amarc urges each U.S. Holder to consult a tax advisor regarding the availability of, and procedure for making, the QEF election.

A QEF election, once made with respect to Amarc, applies to the tax year for which it was made and to all subsequent tax years, unless the election is invalidated or terminated, or the IRS consents to revocation of the election. If a QEF election is made by a U.S. Holder and Amarc ceases to qualify as a PFIC in a subsequent tax year, the QEF election will remain in effect, although not applicable, during those tax years in which Amarc does not qualify as a PFIC. Therefore, if Amarc again qualifies as a PFIC in a subsequent tax year, the QEF election will be effective and the U.S. Holder will be subject to the rules described above for Electing U.S. Holders in such tax year and any subsequent tax years in which Amarc qualifies as a PFIC. In addition, the QEF election remains in effect, although not applicable, with respect to an Electing U.S. Holder even after such U.S. Holder disposes of all of his or its direct and indirect interest in the shares of Amarc. Therefore, if such U.S. Holder reacquires an interest in Amarc, that U.S. Holder will be subject to the rules described above for Electing U.S. Holders for each tax year in which Amarc qualifies as a PFIC.

In the case of a Non-Electing U.S. Holder, special taxation rules under Section 1291 of the Code will apply to (i) gains realized on the disposition (or deemed to be realized by reasons of a pledge) of his Amarc common shares and (ii) certain "excess distributions," as defined in Section 1291(b), by Amarc.

A Non-Electing U.S. Holder generally would be required to pro rate all gains realized on the disposition of his Amarc common shares and all excess distributions on his Amarc common shares over the entire holding period for the common shares. All gains or excess distributions allocated to prior years of the U.S. Holder (excluding any portion of the holder's period prior to the first day of the first year of Amarc (i) which began after December 31, 1986, and (ii) for which Amarc was a PFIC) would be taxed at the highest tax rate for each such prior year applicable to ordinary income. The Non-Electing U.S. Holder also would be liable for interest on the foregoing tax liability for each such prior year calculated as if such liability had been due with respect to each such prior year. A Non-Electing U.S. Holder that is not a corporation must treat this interest charge as "personal interest" which, as discussed above, is wholly non-deductible. The balance, if any, of the gain or the excess distribution will be treated as ordinary income in the year of the disposition or distribution, and no interest charge will be incurred with respect to such balance. In certain circumstances, the sum of the tax and the PFIC interest charge may exceed the amount of the excess distribution received, or the amount of proceeds of disposition realized, by the U.S. Holder.

If Amarc is a PFIC for any taxable year during which a Non-Electing U.S. Holder holds Amarc common shares, then Amarc will continue to be treated as a PFIC with respect to such Amarc common shares, even if it is no longer definitionally a PFIC. A Non-Electing U.S. Holder may terminate this deemed PFIC status by electing to recognize gain (which will be taxed under the rules discussed above for Non-Electing U.S. Holders) as if such Amarc common shares had been sold on the last day of the last taxable year for which it was a PFIC.

Effective for tax years of U.S. Holders beginning after December 31, 1997, U.S. Holders who hold (actually or constructively) marketable stock of a foreign corporation that qualifies as a PFIC may elect to mark such stock to the market annually (a "mark-to-market election"). If such an election is made, such U.S. Holder will generally not be subject to the special taxation rules of Section 1291 discussed above. However, if the mark-to-market election is made by a Non-Electing U.S. Holder after the beginning of the holding period for the PFIC stock, then the Section 1291 rules will apply to certain dispositions of, distributions on and other amounts taxable with respect to Amarc common shares. A U.S. Holder who makes the mark-to market election will include in income for each taxable year as ordinary income for which the election is in effect an amount equal to the excess, if any, of the fair market value of the common shares of Amarc as of the close of such tax year over such U.S. Holder's adjusted basis in such common shares. In addition, the U.S. Holder is allowed a deduction for the lesser of (i) the excess, if any, of such U.S. Holder's adjusted tax basis in the common shares over the fair market value of such shares as of the close of the tax year, or (ii) the excess, if any, of (A) the mark-to-market gains for the common shares in Amarc included by such U.S. Holder for prior tax years, including any amount which would have been treated as a mark-to-market gain for any prior tax year but for the Section 1291 rules discussed above with respect to Non-Electing U.S. Holders, over (B) the mark-to-market losses for shares that were allowed as deductions for prior tax years. A U.S. Holder's adjusted tax basis in the common shares of Amarc will be adjusted to reflect the amount included in or deducted from income as a result of a mark-to-market election. A mark-to-market election applies to the taxable year in which the election is made and to each subsequent taxable year, unless Amarc common shares cease to be marketable, as specifically defined, or the IRS consents to revocation of the election. Because the IRS has not established procedures for making a mark-to-market election, U.S. Holders should consult their tax advisor regarding the manner of making such an election. No view is expressed regarding whether common shares of Amarc are marketable for these purposes or whether the election will be available.

Under Section 1291(f) of the Code, the IRS has issued Proposed Treasury Regulations that, subject to certain exceptions, would treat as taxable certain transfers of PFIC stock by Non-Electing U.S. Holders that are generally not otherwise taxed, such as gifts, exchanges pursuant to corporate reorganizations, and transfers at death. Generally, in such cases the basis of Amarc common shares in the hands of the transferee and the basis of any property received in the exchange for those common shares would be increased by the amount of gain recognized. Under the Proposed Treasury Regulations, an Electing U.S. Holder would not be taxed on certain transfers of PFIC stock, such as gifts, exchanges pursuant to corporate reorganizations, and transfers at death. The transferee's basis in this case will depend on the manner of the transfer. In the case of a transfer by an Electing U.S. Holder upon death, for example, the transferee's basis is generally equal to the fair market value of the Electing U.S. Holder's common shares as of the date of death under Section 1014 of the Code. The specific tax effect to the U.S. Holder and the transferee may vary based on the manner in which the common shares are transferred. Each U.S. Holder of Amarc is urged to consult a tax advisor with respect to how the PFIC rules affect his or its tax situation.

Whether or not a U.S. Holder makes a timely QEF election with respect to common shares of Amarc, certain adverse rules may apply in the event that both Amarc and any foreign corporation in which Amarc directly or indirectly holds shares is a PFIC (a "lower-tier PFIC"). Pursuant to certain Proposed Treasury Regulations, a U.S. Holder would be treated as owning his or its proportionate amount of any lower-tier PFIC shares, and generally would be subject to the PFIC rules with respect to such indirectly-held PFIC shares unless such U.S. Holder makes a timely QEF election with respect thereto. Amarc intends to make the necessary information available to U.S. Holders to permit them to make (and maintain) QEF elections with respect to each subsidiary of Amarc that is a PFIC.

Under the Proposed Treasury Regulations, a U.S. Holder who does not make a timely QEF election with respect to a lower-tier PFIC generally would be subject to tax (and the PFIC interest charge) on (i) any excess distribution deemed to have been received with respect to his or its lower-tier PFIC shares and (ii) any gain deemed to arise from a so-called "indirect disposition" of such shares. For this purpose, an indirect disposition of lower-tier PFIC shares would generally include (i) a disposition by Amarc (or an intermediate entity) of lower-tier PFIC shares, and (ii) any other transaction resulting in a dilution of the U.S. Holder's proportionate ownership of the lower-tier PFIC, including an issuance of additional common shares by Amarc (or an intermediate entity or the lower tier PFIC). Accordingly, each prospective U.S. Holder should be aware that he or it could be subject to tax even if such U.S. Holder receives no distributions from Amarc and does not dispose of its common shares.

Amarc strongly urges each prospective U.S. Holder to consult a tax advisor with respect to the adverse rules applicable, under the Proposed Treasury Regulations, to U.S. Holders of lower-tier PFIC shares.

Certain special, generally adverse, rules will apply with respect to Amarc common shares while Amarc is a PFIC unless the U.S. Holder makes a timely QEF election. For example under Section 1298(b)(6) of the Code, a U.S. Holder who uses PFIC stock as security for a loan (including a margin loan) will, except as may be provided in regulations, be treated as having made a taxable disposition of such shares.

Controlled Foreign Corporation

If more than 50% of the total combined voting power of all classes of shares entitled to vote or the total value of the shares of Amarc is owned, actually or constructively, by citizens or residents of the United States, United States domestic partnerships or corporation, or estates or trusts other than foreign estates or trusts (as defined by the Code Section 7701(a)(31)), each of which own, actually or constructively, 10% or more of the total combined voting power of all classes of shares entitled to vote of Amarc ("United

States Shareholder"), Amarc could be treated as a controlled foreign corporation ("CFC") under Subpart F of the Code. This classification would affect many complex results, one of which is the inclusion of certain income of a CFC which is subject to current U.S. tax. The United States generally taxes United States Shareholders of a CFC currently on their pro rata shares of the Subpart F income of the CFC. Such United States Shareholders are generally treated as having received a current distribution out of the CFC's Subpart F income and are also subject to current U.S. tax on their pro rata shares of increases in the CFC's earnings invested in U.S. property. The foreign tax credit described above may reduce the U.S. tax on these amounts. In addition, under Section 1248 of the Code, gain from the sale or exchange of shares by a U.S. Holder of common shares of Amarc which is or was a United States Shareholder at any time during the five-year period ending on the date of the sale or exchange is treated as ordinary income to the extent of earnings and profits of Amarc attributable to the shares sold or exchanged. If a foreign corporation is both a PFIC and a CFC, the foreign corporation generally will not be treated as a PFIC with respect to United States Shareholders of the CFC. This rule generally will be effective for taxable years of United States Shareholders beginning after 1997 and for taxable years of foreign corporations ending with or within such taxable years of United States Shareholders. Special rules apply to United States Shareholders who are subject to the special taxation rules under Section 1291 discussed above with respect to a PFIC. Because of the complexity of Subpart F, a more detailed review of these rules is outside of the scope of this discussion. Amarc does not believe that it currently qualifies as a CFC. However, there can be no assurance that Amarc will not be considered a CFC for the current or any future taxable year.

F. Dividends and Paying Agents

Not applicable.

G. Statement by Experts

Not applicable.

H. Documents on Display

Exhibits attached to this Form 20-F are also available for viewing on EDGAR, or at the offices of Amarc, Suite 1020 - 800 West Pender Street, Vancouver, British Columbia V6C 2V6 or on request of Amarc at 604-684-6365, attention: Shirley Main. Copies of Amarc s financial statements and other continuous disclosure documents required under the British Columbia *Securities Act* are available for viewing on the internet at www.sedar.com.

I. Subsidiary Information

Not applicable.

ITEM 11 QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

(a) Transaction Risk and Currency Risk Management

Amarc s operations do not employ financial instruments or derivatives which are market sensitive and Amarc does not have financial market risks.

(b) Exchange Rate Sensitivity

Amarc s administrative operations are in Canada. The Company typically holds most of its funds in Canadian dollars and typically acquires foreign currency on an as-needed basis and hence it is not significantly affected by exchange rate risk. The Company does however, from time to time, invest in US$ denominated short term investments. The Company is exposed to foreign currency exchange risk on such investments.

The Company currently does not engage in foreign currency hedging.

(c) Interest Rate Risk and Equity Price Risk

Amarc is equity financed and does not have any debt, other than routine accounts payable. As such, the Company is not subject to interest rate change risks.

(d) Commodity Price Risk

While the value of Amarc s resource properties can always be said to relate to the price of copper and gold metals and the outlook for same, Amarc does not have any operating mines and hence does not have any hedging or other commodity based operational risks respecting its business activities.

ITEM 12 DESCRIPTION OF SECURITIES OTHER THAN EQUITY SECURITIES

Not applicable.

PART II

ITEM 13 DEFAULTS, DIVIDEND ARREARAGES AND DELINQUENCIES

Not applicable.

ITEM 14 MATERIAL MODIFICATIONS TO THE RIGHTS OF SECURITY HOLDERS AND USE OF PROCEEDS

Not applicable.

ITEM 15 CONTROLS AND PROCEDURES

Internal Controls over Financial Reporting Procedures

The management of the Company is responsible for establishing and maintaining adequate internal controls over financial reporting. The Company s internal control system was designed to provide reasonable assurance to the Company s management and the board of directors regarding the preparation and fair presentation of published financial statements. Internal control over financial reporting includes those policies and procedures that: (1) pertain to the maintenance of records that in reasonable detail accurately and fairly reflect the transactions and dispositions of the assets of the Company (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with GAAP, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the Company and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the Company s assets that could have a material effect on the financial statements. All internal control systems, no matter how well designed, have inherent limitations. Therefore, even those systems determined to be effective can provide only reasonable assurance with respect to financial statement preparation and presentation.

The Company s management, with the participation of the Chief Executive Officer and the Chief Financial Officer, has evaluated the effectiveness of internal control over financial reporting based on the framework and criteria established in Internal Control Integrated Framework, issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on this evaluation, our management has concluded that internal control over financial reporting was effective as of March 31, 2008, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements in accordance with GAAP.

Disclosure Controls and Procedures

As of the end of the period covered by this report, our management carried out an evaluation, with the participation of our Chief Executive Officer and Chief Financial Officer, of the effectiveness of our disclosure controls and procedures (as defined in Rule 13a-15(e) and 15d-15(e) under the *Securities Exchange Act of 1934* (the Exchange Act)). Based upon that evaluation, our Chief Executive Officer and Chief Financial Officer concluded that, as of the end of the period covered by this report, our disclosure controls and procedures were effective in recording, processing, summarizing and reporting, on a timely basis, information required to be disclosed in reports that we file or submit under the Exchange Act.

While our Chief Executive Officer and our Chief Financial Officer believe that our disclosure controls and procedures provide a reasonable level of assurance of effectiveness, they do not expect that our disclosure controls and procedures or internal control over financial reporting will prevent all errors and fraud. A control system, no matter how well conceived or operated, can provide only reasonable, not absolute, assurance that the objectives of the control system will be met.

ITEM 16 AUDIT COMMITTEE, CODE OF ETHICS, ACCOUNTANT FEES AND EXEMPTIONS

A. Audit Committee Financial Expert

The board of directors has determined that Mr. Rene Carrier, a member of the audit committee of the Company, qualifies as a "financial expert" based on his education and experience analyzing and evaluating financial statements. Mr. Carrier is independent, as the term is defined by the American Stock Exchange.

B. Code of Ethics

The Company has adopted a Code of Ethics that applies to the Company s chief executive officer, the chief financial officer, and other members of senior management. The Company's Code of Ethics can be viewed at the Company s website, www.amarcresources.com.

C. Principal Accountant Fees and Services

The following table discloses the aggregate fees billed for each of the last two fiscal years for professional services rendered by the Company s audit firm, De Visser Gray LLP for various services.

Services:	**Year ended March 31, 2008**	**Year ended March 31, 2007**
Audit Fees (1)	$ 20,000	$ 14,000
Audit-Related Fees (2)		
Tax Fees (3)		1,500
All Other Fees (4)		
	$ 20,000	$ 15,500

Notes:

- Audit Fees include fees necessary to perform the annual audit and quarterly reviews of the Company s consolidated financial statements. Audit Fees include fees for review of tax provisions and for accounting consultations on matters reflected in the financial statements. Audit Fees also include audit or other attest services required by legislation or regulation, such as comfort letters, consents, reviews of securities filings and statutory audits.
- Audit-Related Fees include services that are traditionally performed by the auditor. These audit-related services include employee benefit audits, due diligence assistance, accounting consultations on proposed transactions, internal control reviews and audit or attest services not required by legislation or regulation.
- "Tax Fees" include fees billed for professional services rendered by the principal accountant for tax compliance, tax advice, and tax planning. The specific services received included a review of the annual corporate tax return for tax compliance, together with a review of the tax structure related to the Company's Chinese operations.
- "All Other Fees" include fees billed for products and services provided by the principal accountant, other than the services reported in (1), (2) or (3) above.

From time to time, management of the Company recommends to and requests approval from the audit committee for non-audit services to be provided by the Company s auditors. The audit committee routinely considers such requests at committee meetings, and if acceptable to a majority of the audit committee members, pre-approves such non-audit services by a resolution authorizing management to engage the Company s auditors for such non-audit services, with set maximum dollar amounts for each

itemized service. During such deliberations, the audit committee assesses, among other factors, whether the services requested would be considered prohibited services as contemplated by the SEC, and whether the services requested and the fees related to such services could impair the independence of the auditors. No material non-audit services were provided by the Company s auditors during the year ended March 31, 2008.

D. Exemptions from Listing Standards for Audit Committees

Not applicable.

E. Purchases of Equity Securities by the Issuer and Affiliated Purchasers

None.

PART III

ITEM 17 FINANCIAL STATEMENTS

The following attached financial statements are incorporated herein:

(1) Report of Independent Registered Public Accounting Firm on the consolidated balance sheets as at March 31, 2008 and 2007, and the consolidated statements of operations, deficit and cash flows for each of the years in the three year period ended March 31, 2008;

(2) Consolidated balance sheets as at March 31, 2008, and 2007;

(3) Consolidated statements of operations for each of the years in the three year period ended March 31, 2008.

(4) Consolidated statements of shareholders equity for the periods referred to in (3) above;

(5) Consolidated statements of cash flows for the periods referred to in (3) above; and

(6) Notes to the consolidated financial statements referred to in (2) through (5) above.

ITEM 18 FINANCIAL STATEMENTS

Not applicable. See Item 17.

ITEM 19 EXHIBITS

The following exhibits are included with this Annual Report on Form 20-F:

Exhibit Number	Description of Exhibit
1.1	Notice of Articles of Incorporation of Amarc
4.2	Amended Share Incentive Plan dated September 21, 2004
4.3	Mineral property option agreement re acquisition of the Bodine property, dated November 14, 2006
4.4	Mineral property option agreement re acquisition of the Pond property, dated April 29th, 2008.
4.5	Mineral property option agreement re acquisition of the Peak property, dated July 22th, 2008.
11.1	Code of Ethics
12.1	Certification of Chief Executive Officer pursuant to Rule 13a-14(a) of the Exchange Act, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
12.2	Certification of Chief Financial Officer pursuant to Rule 13a-14(a) of the Exchange Act, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
13.1	Certification of Chief Executive Officer pursuant to Rule 13a-14(b) of the Exchange Act and 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes- Oxley Act of 2002
13.2	Certification of Chief Financial Officer pursuant to Rule 13a-14(b) of the Exchange Act and 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes- Oxley Act of 2002
99.1	Consolidated balance sheets as at March 31, 2008 and 2007; consolidated statements of operations and deficit, cash flows and notes thereto for the years ended March 31, 2008, 2007, and 2006, together with the Report of Independent Public Accounting Firm

SIGNATURES

The registrant hereby certifies that it meets all of the requirements for filing on Form 20-F and that it has duly caused and authorized the undersigned to sign this Annual Report on its behalf.

AMARC RESOURCES LTD.

/s/ Paul Mann

PAUL MANN
Chief Financial Officer

DATED: September 24, 2008