AMARC RESOURCES LTD.

CONSOLIDATED FINANCIAL STATEMENTS

THREE MONTHS ENDED JUNE 30, 2004

(Expressed in Canadian Dollars)

(Unaudited)

These financial statements have not been reviewed by the Company's auditors

AMARC RESOURCES LTD.

Consolidated Balance Sheets

(Expressed in Canadian Dollars)

		June 30, 2004 (unaudited)		March 31, 2004 (audited)
ASSETS				
Current assets				
Cash and equivalents	$	13,280,225	$	13,724,673
Marketable securities (note 4)		125,000		125,000
Amounts receivable and prepaids		121,965		121,888
Balances receivable from related parties (note 9)		119,629		81,839
		13,646,819		14,053,400
Equipment (note 5)		56,722		60,188
Mineral property interests (note 6)		244,929		73,929
	$	**13,948,470**	**$**	**14,187,517**
LIABILITIES AND SHAREHOLDERS' EQUITY				
Current liabilities				
Accounts payable and accrued liabilities	$	189,453	$	182,759
		189,453		182,759
Shareholders' equity				
Share capital (note 8(b))		20,919,197		20,638,830
Contributed surplus (note 8(e))		425,519		413,168
Deficit		(7,585,699)		(7,047,240)
		13,759,017		14,004,758
Nature of operations (note 1)				
Commitments (note 11)				
Subsequent events (note 12)				
	$	**13,948,470**	**$**	**14,187,517**

The accompanying notes are an integral part of these consolidated financial statements

Approved by the Board of Directors

/s/ Ronald W. Thiessen

Ronald W. Thiessen
Director

/s/ Jeffrey R. Mason

Jeffrey R. Mason
Director

AMARC RESOURCES LTD.

Consolidated Statements of Operations
(Expressed in Canadian Dollars)

	Three months ended June 30	
	2004	**2003**
Expenses		
Conference and travel	$ 2,419	$ -
Depreciation	3,466	4,489
Exploration (note 7)	544,473	6,503
Exploration - stock-based compensation (note 8(c))	3,423	–
Legal, audit, and accounting	12,720	9,645
Management and consulting	5,235	12,094
Office and administration	9,844	19,504
Salaries and benefits	50,792	22,081
Shareholder communication	11,885	851
Stock-based compensation (note 8(c))	8,928	–
Trust and filing	5,894	(572)
	659,079	74,595
Other items		
Foreign exchange gain (loss)	2,118	(4,660)
Gain on sale of marketable securities	45,836	1,174
Interest and other	72,666	7,707
	120,620	4,221
Net loss for the period	**$ (538,459)**	**$ (70,374)**
Basic and diluted net loss per share	$ (0.01)	$ (0.00)
Weighted average number of common shares outstanding	44,429,034	15,468,890

Consolidated Statements of Deficit
(Expressed in Canadian Dollars)

	Three months ended June 30	
	2004	**2003**
Deficit, beginning of period	$ (7,047,240)	$ (7,878,375)
Net income (loss) for the period	(538,459)	(70,374)
Deficit, end of period	**$ (7,585,699)**	**$ (7,948,749)**

The accompanying notes are an integral part of these consolidated financial statements

AMARC RESOURCES LTD.

Consolidated Statements of Cash Flows

(Expressed in Canadian Dollars)

	Three months ended June 30	
Cash provided by (applied to):	**2004**	**2003**
Operating activities		
Loss for the period	$ (538,459)	$ (70,374)
Items not involving cash		
Depreciation	3,466	4,489
Common shares issued for property fees	156,000	–
Stock-based compensation (note 8(c))	12,351	–
Gain on sale of marketable securities	(45,836)	(1,174)
Changes in non-cash working capital items		
Amounts receivable and prepaids	(77)	181,760
Balances receivable from related parties	(37,790)	77,367
Accounts payable and accrued liabilities	6,694	(128,296)
	(443,651)	63,772
Investing activities		
Proceeds from sale of marketable securities	45,836	14,374
Acquisition of mineral property interests	(171,000)	–
Reclamation deposit	–	70,000
	(125,164)	84,374
Financing activities		
Issuance of share capital, net of costs	124,367	–
	124,367	–
Increase (decrease) in cash and equivalents	**(444,448)**	**148,146**
Cash and equivalents, beginning of period	13,724,673	9,849
Cash and equivalents, end of period	**$ 13,280,225**	**$ 157,995**

The accompanying notes are an integral part of these consolidated financial statements

1. NATURE OF OPERATIONS

Amarc Resources Ltd. (the "Company") is incorporated under the laws of the Province of British Columbia, and its principal business activity is the exploration of mineral properties. Its principal mineral property interests are located in British Columbia, Canada, and Durango State, Mexico.

These consolidated financial statements have been prepared using Canadian generally accepted accounting principles assuming a going concern. The Company has incurred losses since inception and its ability to continue as a going concern depends upon its capacity to develop profitable operations and to continue to raise adequate financing. These 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.

2. BASIS OF PRESENTATION AND PRINCIPLES OF CONSOLIDATION

These financial statements have been prepared in accordance with Canadian generally accepted accounting principles. These consolidated financial statements include the accounts of the Company and its wholly owned subsidiaries, Compania Minera Amarc, S.A. de C.V. and Amarc Exploraciones Mineras, S.A. de C.V., which are incorporated in Mexico. Also included are the accounts of the Precious Exploration Limited Partnership, which is subject to the Company's control and primary beneficial ownership.

3. SIGNIFICANT ACCOUNTING POLICIES

(a) Cash and equivalents

Cash and equivalents consist of cash and highly liquid investments, having maturity dates of three months or less from the date of purchase, which are readily convertible to known amounts of cash.

(b) Marketable securities

Marketable securities are recorded at the lower of cost and quoted market value.

(c) Equipment

Equipment is recorded at cost and is depreciated over its estimated useful life using the declining balance method at various rates ranging from 20% to 30% per annum.

(d) Reclamation deposits

Reclamation deposits are recorded at cost.

(e) Mineral property interests

The acquisition costs of mineral properties are deferred until the properties are placed into production, sold or abandoned. These deferred costs are amortized on a unit-of-production basis over the estimated useful life of the related properties following the commencement of production or written off if the properties are allowed to lapse or are abandoned. If the deferred mineral property costs are determined not to be recoverable over the estimated useful life or are less than estimated fair market value, the unrecoverable portion is charged to earnings in that period.

Mineral property acquisition costs include the cash consideration and the fair market value of common shares, based on the trading price of the shares, on the date of issue or as otherwise provided under the agreement terms for the mineral property interest. Costs for properties for which the Company does not possess unrestricted ownership and exploration rights, such as option agreements, are expensed in the period incurred or until a feasibility study has determined that the property is capable of commercial production.

Exploration costs and option payments are expensed in the period incurred. Option payments which are solely at the Company's discretion are recorded as they are made.

Administrative expenditures are expensed in the period incurred.

(f) *Government grants*

Due to the uncertainty of the approval of government grants for which the Company has applied, government grants are recorded as the proceeds of these grants are received.

(g) *Share capital*

Common shares issued for mineral property interests are recorded at the fair market value based upon the trading price of the shares on the TSX Venture Exchange on the date of issue or as otherwise provided under the agreement terms to issue the shares.

The proceeds from common shares issued pursuant to flow-through share financing agreements are credited to share capital as the tax benefits of the exploration expenditures incurred pursuant to these agreements are transferred to the purchaser of the flow-through shares.

Share issue costs are deducted from share capital.

(h) *Stock-based compensation*

Subsequent to April 1, 2002, the Company accounts for all non-cash stock-based payments to non-employees, and employee awards that are direct awards of shares, that call for settlement in cash or other assets, or that are share appreciation rights which call for settlement by the issuance of equity instruments, using the fair value method.

Under the fair value method, stock-based payments are measured at the fair value of the consideration received, or the fair value of the equity instruments issued, or liabilities incurred, whichever is more reliably measurable. The fair value of non-cash stock-based payments is periodically re-measured until counterparty performance is complete, and any change therein is recognized over the period and in the same manner as if the Company had paid cash instead of paying with or using equity instruments. The cost of non-cash stock-based payments to service providers that are fully vested and non-forfeitable at the grant date is measured and recognized at that date. For awards that vest at the end of a vesting period, compensation cost is recognized on a straight-line basis; for awards that vest on a graded basis, compensation cost is recognized on a pro-rata basis over the vesting period.

Prior to April 1, 2003, no compensation cost was required to be recorded for all other non-cash stock-based employee compensation awards. Pursuant to new accounting standards issued by the Canadian Institute of Chartered Accountants, the Company commenced recording non-cash stock-based payments to employees using the fair value method on a prospective basis effective April 1, 2003. There has been no effect on any prior periods presented.

Consideration received by the Company upon the exercise of share purchase options, and the stock-based compensation previously credited to contributed surplus related to such options, is credited to share capital.

(i) *Use of estimates*

The preparation of financial statements in conformity with Canadian generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities as at the balance sheet date, and the reported amounts of revenues and expenses during the reporting period. Significant areas requiring the use of management estimates include the determination of potential impairments of asset values, and rates for depreciation of equipment, as well as the assumptions used in determining the fair value of non-cash stock-based compensation. Actual results could differ from those estimates.

(j) *Foreign currency translation*

All of the Company's foreign subsidiaries are considered integrated.

Monetary assets and liabilities of the Company and its integrated foreign operations are translated into Canadian dollars at exchange rates in effect at the balance sheet date. Non-monetary assets and liabilities are translated at historical exchange rates unless such items are carried at market, in which case they are translated at the exchange rates in effect on the balance sheet date. Revenues and expenses, except depreciation, are translated at average exchange rates for the period. Depreciation is translated at the same exchange rates as the assets to which it relates.

Foreign exchange gains or losses are expensed.

(k) *Income taxes*

The Company uses the asset and liability method of accounting for income taxes. Under this method, future income tax assets and liabilities are computed based on differences between the carrying amount of assets and liabilities on the balance sheet and their corresponding tax values, generally using the enacted or substantively enacted income tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled.

(Expressed in Canadian Dollars)

Future income tax assets also result from unused loss carryforwards and other deductions. Future tax assets are recognized to the extent that they are considered more likely than not to be realized. The valuation of future income tax assets is adjusted, if necessary, by the use of a valuation allowance to reflect the estimated realizable amount.

The Company's accounting policy for future income taxes currently has no effect on the financial statements of any of the periods presented.

(l) *Loss per share*

Basic loss per share is calculated by dividing the loss for the period by the weighted average number of common shares outstanding during the period.

Diluted loss per share is calculated using the treasury stock method. Under the treasury stock method, the weighted average number of common shares outstanding used for the calculation of diluted loss per share assumes that the proceeds to be received on the exercise of dilutive stock options and warrants are used to repurchase common shares at the average market price during the period.

Diluted loss per share has not been presented as the effect of outstanding options and warrants would be anti-dilutive.

(m) *Fair value of financial instruments*

The carrying values of cash and equivalents, amounts receivable, and accounts payable and accrued liabilities approximate their fair value due to their short term nature. The Company is not exposed to significant credit risk or interest rate risk.

(n) *Comparative figures*

Certain of the prior periods' comparative figures have been reclassified to conform to the financial statement presentation adopted for the current period.

4. MARKETABLE SECURITIES

	Number of Shares	Book value	Market value
June 30, 2004			
Expatriate Resources Ltd. common shares	250,000	$ 125,000	$ 112,500
StrataGold Corporation common shares	55,093	–	25,343
		$ 125,000	**$ 137,843**
March 31, 2004			
Expatriate Resources Ltd. common shares	250,000	$ 125,000	$ 112,500
StrataGold Corporation common shares	206,093	–	84,498
		$ 125,000	**$ 196,998**

(Expressed in Canadian Dollars)

The common shares of StrataGold Corporation ("StrataGold") were acquired pursuant to the sale by Expatriate Resources Ltd. ("Expatriate") of its gold property assets to its wholly-owned subsidiary, Stratagold, and the subsequent divestiture of Stratagold shares by Expatriate to the existing shareholders of Expatriate on a pro-rata basis. In November 2003, the Company received 702,093 unrestricted common shares of StrataGold from Expatriate pursuant to this divestiture.

Subsequent to June 30, 2004, the Company sold 55,093 common shares of StrataGold.

5. EQUIPMENT

	Cost	Accumulated Depreciation	Net Book Value
June 30, 2004			
Automotive	$ 24,514	$ 14,906	$ 9,608
Site equipment	77,551	30,437	47,114
	$ 102,065	**$ 45,342**	**$ 56,722**
March 31, 2004			
Automotive	$ 24,514	$ 14,058	$ 10,456
Site equipment	77,551	27,819	49,732
	$ 102,065	**$ 41,877**	**$ 60,188**

(Expressed in Canadian Dollars)

6. MINERAL PROPERTY INTERESTS

Acquisition Costs	Balance at March 31, 2003	Acquired during the year	Balance at March 31, 2004	Acquired during the period	Balance at June 30, 2004
British Columbia, Canada					
Buck Property	$ –	$ 65,929	**65,929**	$ –	**$ 65,929**
RAD Property	–	8,000	**8,000**	–	**8,000**
Bob and JMD Properties	–	–	–	90,000	**90,000**
GBR Wolverine Property	–	–	–	33,000	**33,000**
Sitka Property	–	–	–	48,000	**48,000**
Total	**$ –**	**$ 73,929**	**$ 73,929**	**$ 171,000**	**$ 244,929**

(a) British Columbia, Canada

In January 2004, Amarc entered into agreements to acquire 100% interests in each of the Buck, RAD, Sitka and Bob and JMD mineral properties, subject to regulatory approvals.

The 4,750 hectare **Buck** claims, located 20 kilometres south of Houston, were acquired by reimbursing the optionee $65,929, which represented the cost of staking the property and line cutting to establish a survey grid over it. Subsequent to June 30, 2004, the Company reached an agreement with GMD Resources Ltd. ("GMD") pursuant to which GMD can earn a 50% interest in the Buck claims by issuing 100,000 units comprised of 100,000 common shares of GMD at a deemed price of $0.05 per share and 100,000 two-year share purchase warrants, exercisable at $0.10 per share in the first year and $0.15 per share in the second year. GMD must also incur exploration expenditures totalling $500,000 over five years, with a minimum annual expenditure of $100,000.

The 2,000 hectare **RAD** claims, located 250 kilometres west of Williams Lake, were acquired from United Mineral Services Ltd., a private company owned by a director of the Company, by reimbursing the $8,000 staking cost.

The 1,200 hectare **Bob** and the adjacent 100 hectare **JMD** properties, located 80 km west of Quesnel, were acquired subsequent to the year end after receipt of regulatory approvals by issuing 200,000 shares of the Company, to a prospecting partnership. Of these 200,000 shares, 50,000 will be held in escrow until the Company has reached a third party joint venture agreement or has completed a total of $250,000 in exploration expenditures.

In February and March 2004, the Company entered into agreements to acquire the 2,000 hectare **Crystal** Property, the 2,000 hectare **Orr** Property, and the 2,175 hectare **Jim** Property by agreeing to pay the costs of staking. The Crystal and Orr claims are located approximately 45 kilometres southeast and 35 kilometres southeast of the town of 100 Mile House respectively, and the Jim Property is located 6 kilometres northeast of Horsefly. Subsequently, the Company staked four mineral claims to this property.

In March 2004, the Company entered into an agreement to acquire the 6,400 hectare **GBR** Property (formerly known as the Wolverine Property) located approximately 70 kilometres northwest of Dease Lake. Amarc has the option to acquire a 100% interest in the mineral claims, subject to a net smelter royalty, from the Iskut North Syndicate by making cash payments totaling $225,000 (of which $15,000 has been paid and issuing 450,000 shares (of which 30,000 has been issued).

The 1,275 hectare **Sitka** Gold Property ("Sitka"), located 30 kilometres northeast of Port Hardy, was acquired subsequent to the year end and after receipt of regulatory approvals, by paying $20,000 in cash and issuing 80,000 shares of the Company.

Subsequent to June 30, 2004, in July 2004, the Company entered into an option agreement with two arm's-length parties to acquire a 100% interest in the **Spius** gold-copper porphyry property, located near the town of Merritt, British Columbia. Amarc has the option to acquire a 100% interest in the Spius Creek property by making staged cash payments, totalling $35,000, and issuing 80,000 common shares over three years. The property is also subject to a 2% NSR, which Amarc, at its option, can purchase for $2 million. The first option payment of 10,000 shares was made subsequent to the end of the quarter.

(b) *Durango State, Mexico*
Inde Property

The Inde Property ("the Property") comprises approximately 270 hectares and consists of five mineral concessions, of which three are owned outright by the Company and two are held under option. The Company was assigned its interest in the Property in November 2001 from Hunter Dickinson Group Inc., ("HDGI"), a private company related by certain directors in common, in consideration for US$475,000, which was paid during the 2002 fiscal year. The Company also assumed the position of HDGI in the option agreement to acquire two of the claims from the underlying vendor which, as amended during the current fiscal year, will require future semi-annual payments of US$125,000 commencing in December, 2003 until a required balloon payment of US$3.0 million in June 2006. These two claims carry a net smelter returns royalty of 4%, capped at an aggregate of US$2.0 million.

During the 2003 fiscal year, the Company paid finder's fees in connection with the Property of $43,393 and 265,680 common shares, and also paid the underlying property vendor US$25,000 (2002 – US$125,000) in connection with the option agreement assigned from HDGI. No further finder's fees are owed on this property.

In December 2003, and concurrent with the amendment to the underlying option agreement, the Company optioned the Property to Minera Bugambilias, S.A. de C.V. ("Bugambilias"). Bugambilias can earn up to a 70% interest in the Inde Property by exercising two options. Under the First Option, Bugambilias can earn a 51% interest by incurring $2.2 million in expenditures on the property within three years (of which $100,000 must be spent in the first year, $500,000 in the second year and a further $1.6 million in the third year). Bugambilias must also make all required option payments to the underlying property vendor for the first year.

(c) *Manitoba, Canada*
Fox River Property

By an agreement dated November 15, 2001, the Company acquired the right to participate in the Fox River Project by investing in, and becoming a general partner of, a limited partnership which held an option to acquire property interests comprising four Special Exploration Permits located near Thompson, Manitoba.

The Fox River Property comprised two permits covering 285,588 hectares owned 100% by Falconbridge Limited ("Falconbridge") and two permits covering 28,392 hectares which were subject to an option agreement between Falconbridge and W. Bruce Dunlop Limited NPL. The Fox River Project option rights held by the partnership entitled it to earn a 60% interest in the Project by expending an aggregate of \$12.5 million prior to December 31, 2005, subject to Falconbridge's right to back-in to a 60% interest by completing and financing a bankable feasibility study and by arranging financing and completion guarantees for mine development. The expenditures were to be made at the rate of \$2.5 million per year, with the completion date of the first year's amount extended to September 30, 2002, which the Company met.

The other significant general partner of the limited partnership was initially Expatriate Resources Ltd. ("Expatriate"), an unrelated public company. Expatriate's departure from the limited partnership resulted in it surrendering its interest to HDGI and issuing to HDGI 7 million common shares, which shares were then allotted to the Company during the comparative fiscal year at a value of \$1.3 million.

During the year ended March 31, 2003, the Company sought an extension to earn an interest in the Fox River property, which was not agreed to by Falconbridge. In January 2003, the Company terminated its option to earn the joint venture interest from Falconbridge Limited on the Fox River Project.

(d) *Other Properties*
Yukon Territory and Saskatchewan

The Company has a 5% net profits interest (NPI) in the 46 mineral claims comprising the Ana Property in the Yukon, and a 2.5% NPI in a mineral lease comprising the Mann Lake Property in Saskatchewan. The Company has neither active exploration programs nor does it plan to undertake any new programs on these properties at the present time.

(Expressed in Canadian Dollars)

7. EXPLORATION EXPENSES

Period ended June 30, 2004	Mexico - Inde Property	British Columbia Properties	Fox River Property	**Period ended June 30, 2004**
Assays and analysis	$ –	$ 50,054	$ –	**$ 50,054**
Equipment rental	–	6,386	–	**6,386**
Freight	–	448	–	**448**
Geological	–	368,617	–	**368,617**
Graphics	–	12,400	–	**12,400**
Property fees and assessments	–	8,136	–	**8,136**
Site activities	385	73,364	–	**73,749**
Travel and accommodation	–	24,683	–	**24,683**
Incurred during the period	**385**	**544,088**	**–**	**544,473**
Cumulative exploration expenses, beginning of period	2,347,416	435,384	1,811,188	**4,593,988**
Cumulative exploration expenses, end of period	$ 2,347,801	$ 979,472	$ 1,811,188	**$ 5,138,461**

Year ended March 31, 2004	Mexico - Inde Property	British Columbia Properties	Fox River Property	**Year ended March 31, 2004**
Assays and analysis	$ 575	$ 115,087	$ –	**$ 115,662**
Engineering	–	6,431	–	**6,431**
Equipment rental	1,119	1,446	–	**2,565**
Geological	3,964	287,284	–	**291,248**
Graphics	–	7,197	–	**7,197**
Helicopter	–	2,302	–	**2,302**
Property fees and assessments	(6,051)	500	–	**(5,551)**
Site activities	24,361	15,055	662	**40,078**
Travel and accommodation	238	82	–	**320**
Incurred during the year	**24,206**	**435,384**	**662**	**460,252**
Cumulative exploration expenses, beginning of year	2,323,210	–	1,810,526	**4,133,736**
Cumulative exploration expenses, end of year	$ 2,347,416	$ 435,384	$ 1,811,188	**$ 4,593,988**

(Expressed in Canadian Dollars)

8. SHARE CAPITAL

(a) Authorized share capital

The Company's authorized share capital consists of 100,000,000 common shares, without par value.

(b) Issued and outstanding common shares

Common shares issued:	Price	Number of Shares	Amount
Balance March 31, 2003		15,468,890	$ 8,635,675
Issued during fiscal 2004			
Options exercised	$ 0.18	30,000	5,400
Options exercised	$ 0.31	215,000	66,650
Options exercised	$ 0.48	513,000	246,240
Warrants exercised	$ 0.40	2,412,500	965,000
Warrants exercised	$ 0.50	2,500,000	1,250,000
Warrants exercised	$ 0.73	32,167	23,482
Private placement, net of issue costs, October 2003[(i)]	$ 0.30	13,000,000	3,849,889
Private placement, net of issue costs, December 2003[(ii)]	$ 0.55	8,002,084	4,189,297
Private placement, net of issue costs, March 2004[(iii)]	$ 0.75	2,000,000	1,407,197
Balance March 31, 2004		44,173,641	$ 20,638,830
Issued during fiscal 2005			
Options exercised	$ 0.18	10,000	3,100
Property option payments, June 2004	$ 0.60	260,000	156,000
Warrants exercised	$ 0.34	356,668	121,267
Balance June 30, 2004		**44,800,309**	**$ 20,919,197**

(i) On October 31, 2003 the Company announced a private placement of 13,000,000 units, of which 5,047,000 were flow-through units and 7,953,000 were non flow-through units, at a price of $0.30 per unit. Each unit was comprised of one common share and one share purchase warrant exercisable to purchase one common share at a price of $0.34 until December 31, 2005. The warrants are subject to a 45 day accelerated expiry, at the option of the Company, if the closing trade price of the Company's common shares on the TSX Venture Exchange is at least $0.68 for ten consecutive trading days.

(ii) In December 2003, the Company announced and completed a private placement of 8,002,084 units, of which 4,397,906 were flow-through and 3,604,178 were non flow-through, at a price of $0.55 per unit. Each unit was comprised of one common share and one share purchase warrant exercisable to purchase one common share at a price of $0.60 until December 31, 2004. The warrants are subject to a 45 day accelerated expiry, at the option of the Company, if the closing price of the Company's common shares on the TSX Venture Exchange is at least $1.10 for ten consecutive trading days.

(iii) On March 9, 2004, the Company completed a private placement of 2,000,000 units at a price of $0.75 per unit. Each unit was comprised of one common share and one share purchase warrant exercisable to purchase one common share at a price of $0.85 until March 9, 2005. The warrants are subject to a 45 day accelerated expiry, at the option of the Company, if the closing price of the Company's common shares on the TSX Venture Exchange is at least $1.50 for ten consecutive trading days.

(Expressed in Canadian Dollars)

(c) *Share purchase option compensation plan*

The Company has a share purchase option compensation plan approved by the shareholders that allows the Company to grant up to 2,970,000 share purchase options, vesting over up to two years, subject to regulatory terms and approval, to its employees, officers, directors and consultants. The exercise price of each option can be set equal to or greater than the closing market price of the common shares on the TSX Venture Exchange on the day prior to the date of the grant of the option, less any allowable discounts. Options have a maximum term of five years and terminate 30 days following the termination of the optionee's employment, except in the case of retirement or death.

The continuity of share purchase options for the period ended June 30, 2004 is:

Expiry date	Exercise Price	Mar. 31 2004	Granted	Exercised	Expired/ Cancelled	**June 30 2004**
December 20, 2004	$0.18	9,767,000	–	(30,000)	–	**67,000**
March 21, 2005	$0.31	2,033,000	2,253,000	(10,000)	(5,000)	**2,023,000**
March 21, 2005	$0.36	25,500	25,500	–	–	**25,500**
March 21, 2005	$0.49	73,000	73,000	–	–	**73,000**
May 9, 2005	$0.17	7,000	7,000	–	–	**7,000**
		2,205,500	**–**	**(10,000)**	**–**	**2,195,500**
Weighted average exercise price		$ 0.31	$ –	$ 0.31	$ –	**$ 0.31**

The weighted-average contractual remaining life of share purchase options is 0.72 years.

Subsequent to June 30, 2004, 25,000 share purchase options were exercised at $0.31.

(Expressed in Canadian Dollars)

The exercise prices of all share purchase options granted during the period were equal to the market price at the grant date. Using an option pricing model with the assumptions noted below, the estimated fair value of all options granted during the period have been reflected in the statement of operations as follows:

	Period ended June 30, 2004	Year ended Mar. 31, 2004
Exploration		
Engineering	$ 2,141	$ 32,130
Environmental, socioeconomic and land	(344)	8,682
Geological	1,626	146,123
	3,423	186,935
Office and administration	8,928	220,428
Total compensation cost recognized in operations, credited to contributed surplus	**$ 12,351**	**$ 407,363**

The assumptions used to estimate the fair value of options granted during the period were:

Risk free interest rate	3%
Weighted average expected life	1.4 years
Vesting period	0–6 months
Weighted average expected volatility	103%
Expected dividends	nil

(d) *Share purchase warrants*

The continuity of share purchase warrants (each warrant exercisable into one common share) for the period ending June 30, 2004 is:

Expiry date	Exercise Price	Mar. 31 2004	Issued	Exercised	Expired/ Cancelled	**June 30 2004**
December 31, 2004	$ 0.60	8,002,084	–	–	–	**8,002,084**
March 9, 2005	$ 0.85	2,000,000	–	–	–	**2,000,000**
December 31, 2005	$ 0.34	13,000,000	–	(356,668)	–	**12,643,332**
		5,458,210	**–**	**(356,668)**	**–**	**22,645,416**
Weighted average exercise price		$ 0.47	$ –	$ 0.34	$ –	**$ 0.48**

The contractual remaining life of share purchase warrants is 1.08 years.

Subsequent to June 30, 2004, 100,000 share purchase warrants were exercised at $0.34.

(Expressed in Canadian Dollars)

(e) Contributed surplus

Balance, March 31, 2002	$ –
Changes during fiscal 2003:	
Non-cash stock-based compensation	5,805
Contributed surplus, March 31, 2003	5,805
Changes during fiscal 2004:	
Non-cash stock-based compensation (note 8(c))	407,363
Contributed surplus, March 31, 2004	413,168
Changes during fiscal 2005	
Non-cash stock-based compensation (note 8(c))	12,351
Contributed surplus, June 30, 2004	**$ 425,519**

9. RELATED PARTY BALANCES AND TRANSACTIONS

Balances receivable (payable)		**June 30, 2004**		**March 31,2004**
Hunter Dickinson Inc. (a)	$	123,053	$	85,263
Hunter Dickinson Group Inc. (b)		(3,424)		(3,424)
Total	**$**	**119,629**	**$**	**81,839**

Transactions		Three months ended June 30, 2004		Year ended March 31, 2004
Services rendered and expenses reimbursed				
Hunter Dickinson Inc. (a)	$	325,916	$	502,474
Hunter Dickinson Group Inc. (b)		3,200		12,800
Property acquisitions				
United Mineral Services Ltd. (d)		–		73,929

(a) Hunter Dickinson Inc. ("HDI") and its wholly-owned subsidiaries are private companies with certain directors in common that provide geological, technical, corporate development, administrative and management services to, and incur third party costs on behalf of, the Company on a full cost recovery basis pursuant to an agreement dated December 31, 1996. Balances receivable from (payable to) Hunter Dickinson Inc. have arisen in the normal course of exploration work on the Company's mineral properties and from the provision of ongoing administrative services.

(b) Hunter Dickinson Group Inc. ("HDGI") is a private company with certain directors in common that provides consulting services at market rates to the Company.

(c) United Mineral Services Ltd. ("UMS") is a private company owned by a director. During the year ended March 31, 2004, the Company acquired the 2,000 hectare RAD claims by paying the $8,000 staking cost which had been paid for by UMS and acquired the Buck claims by paying $65,929, the cost of staking the property and line cutting (note 6(a)).

10. INCOME TAXES

As of March 31, 2004, the Company had approximately $1.6 million (2003 - $2.0 million) in non-capital losses and approximately $1.55 million (2003 - $2.0 million) in capital losses for Canadian tax purposes available to reduce taxable income in future years. These non-capital losses expire in various periods ranging from 2010 to 2011. Future tax benefits, if any, resulting from the application of these losses have not been reflected in these financial statements, as it cannot be considered more likely than not that they will be realized.

11. COMMITMENTS

At June 30, 2004, the Company is committed to incur prior to December 31, 2004, on a best efforts basis, approximately $3.5 million in qualifying Canadian exploration expenses, pursuant to a private placement for which flow-through proceeds were received on or before December 31, 2003 and renounced to subscribers as at that date. To June 30, 2004, approximately $980,000 had been incurred.

12. SUBSEQUENT EVENTS

Subsequent to the period end, the Company

(a) sold 55,093 common shares of Stratagold (note 4),

(b) co-ventured 50% of its interest in the Buck claims (note 6(a)),

(c) issued 10,000 common shares to a third party prospecting group to acquire a 100% interest in the Spius claims (note 6(a)),

(d) issued 25,000 common shares pursuant to the exercise of share purchase options (note 8(c)), and

(e) issued 100,000 common shares pursuant to the exercise of warrants (note 8(d)).

QUARTERLY AND YEAR END REPORT

BC FORM 51-901
(previously Form 61)

British Columbia Securities Commission

Freedom of Information and Protection of Privacy Act: The personal information requested on this form is collected under the authority of and used for the purpose of administering the *Securities Act*. Questions about the collection or use of this information can be directed to the Supervisor, Financial Reporting (604-899-6729), PO Box 10142, Pacific Centre, 701 West Georgia Street, Vancouver BC V7Y 1L2. Toll Free in British Columbia 1-800-373-5393

INSTRUCTIONS

This report must be filed by Exchange Issuers within 60 days of the end of their first, second and third fiscal quarters and within 140 days of their year end. "*Exchange Issuer*" means an issuer whose securities are listed and posted for trading on the Canadian Venture Exchange and are not listed and posted on any other exchange or quoted on a trading or quotation system in Canada. Three schedules must be attached to this report as follows:

SCHEDULE A: FINANCIAL STATEMENTS

Financial statements prepared in accordance with generally accepted accounting principles are required as follows:

For the *first, second and third financial quarters*:
Interim financial statements prepared in accordance with section 1751 of the CICA Handbook, including the following: balance sheet, income statement, statement of retained earnings, cash flow statement, and notes to the financial statements.

The periods required to be presented, consistent with CICA Handbook section 1751, are as follows:

- a balance sheet as of the end of the current interim period and a comparative balance sheet as of the end of the immediately preceding fiscal year;
- a statement of retained earnings cumulatively for the current fiscal year-to-date, with a comparative statement for the comparable year-to-date period of the immediately preceding fiscal year; and
- income statements and cash flow statements for the current interim period and cumulatively for the current fiscal year-to-date, with comparative statements for the comparable interim periods (current and year-to-date) of the immediately preceding fiscal year.

For the financial year end:
Annual audited financial statements prepared on a comparative basis.

Exchange Issuers with a fiscal year of less than or greater than 12 months should refer to National Policy No. 51 *Changes in the Ending Date of a Financial Year and in Reporting Status* for guidance.

Issuers in the development stage are directed to the guidance provided in CICA Accounting Guideline AcG-11 *Enterprises in the Development Stage* that states "enterprises in the development stage are encouraged to disclose in the income statement and in the cash flow statement cumulative balances from the inception of the development stage."

Issuers that have been involved in a reverse take-over should refer to the guidance found in BCIN #52-701 (previously NIN #91/21) with respect to such transactions including the requirement or disclosure of supplementary information regarding the legal parent's prior financial operations.

SCHEDULE B: SUPPLEMENTARY INFORMATION

The supplementary information set out below must be provided when not included in Schedule A.

1. *Analysis of expenses and deferred costs*
Provide a breakdown of amounts presented in the financial statements for the following: deferred or expensed exploration, expensed research, deferred or expensed development, cost of sales, marketing expenses, general and administrative expenses, and any other material expenses reported in the income statement and any other material deferred costs presented in the balance sheet.

The breakdown should separately present, at a minimum, each component that comprises 20% or more of the total amount for a material classification presented on the face of the financial statements. All other components of a material classification may be grouped together under the heading "miscellaneous" or "other" in the cost breakdown; the total for "miscellaneous" should not exceed 30% of the total for a material classification.

Breakdowns are required for the year-to-date period only. Breakdowns are not required for comparative periods.

Issuers in the development stage are reminded that Section 3(9)(b) of the BC Securities Commission's Rules requires a schedule or note to the financial statements containing an analysis of each of exploration, research, development and administration costs, whether expensed or deferred and if the issuer is a natural resource issuer, that analysis for each material property. Because the analysis required by Rule 3(9)(b) must be included in the financial statements, the information does not have to be repeated in Schedule B. Consistent with CICA Accounting Guidelines AcG-11, staff considers an issuer to be in the development stage when it is devoting substantially all of its efforts to establishing a new business and planned principal operations have not commenced. Further, in staff's view, the lack of significant revenues for the past two years normally indicates that an issuer is in the development stage.

2. *Related party transactions*
Provide disclosure of all related party transactions as specified in Section 3840 of the CICA Handbook.

3. *Summary of securities issued and options granted during the period*
Provide the following information for the year-to-date period:
(a) summary of securities issued during the period, including date of issue, type of security (common shares, convertible debentures, etc.), type of issue (private placement, public offering, exercise of warrants, etc.) number, price, total proceeds, type of consideration (cash, property, etc.) and commission paid, and
(b) summary of options granted during the period, including date, number, name of optionee for those options granted to insiders, generic description of other optionees (e.g. "employees",) exercise price and expiry date.

4. *Summary of securities as at the end of the reporting period*
Provide the following information as at the end of the reporting period:
(a) description of authorized share capital including number of shares for each class, dividend rates on preferred shares and whether or not cumulative, redemption and conversion provisions,
(b) number and recorded value for shares issued and outstanding,
(c) description of options, warrants and convertible securities outstanding, including number or amount, exercise or conversion price and expiry date, and any recorded value, and
(d) number of shares in each class of shares subject to escrow or pooling agreements.

5. *List the names of the directors and officers as at the date this report is signed and filed.*

SCHEDULE C: MANAGEMENT DISCUSSION AND ANALYSIS

1. *General Instructions*
(a) Management discussion and analysis provides management with the opportunity to discuss an issuer's business, current financial results, position and future prospects.

(b) Focus the discussion on material information, including liquidity, capital resources, known trends, commitments, events, risks or uncertainties, that is reasonably expected to have a material effect on the issuer.
(c) For an issuer with active ongoing operations the discussion should be substantive (e.g. generally two to four pages in length); for an issuer with limited operations the discussion may not be as extensive (e.g. one page).
(d) The discussion must be factual, balanced and non-promotional.
(e) Where the discussion relates to a mineral project, as defined in National Instrument 43-101 "Standards of Disclosure for Mineral Projects," the disclosure must comply with NI 43-101.

2. *Description of Business*
Provide a brief description of the issuer's business. Where an issuer is inactive and has no business, disclose these facts together with a description of any plans to reactivate and the business the issuer intends to pursue.

3. *Discussion of Operations and Financial Condition*
Provide a meaningful discussion and analysis of the issuer's operations for the current year-to-date period presented in the financial statements. Discuss the issuer's financial condition as at the date of the most recent balance sheet presented in the financial statements.

The following is a list of items that should be addressed in management's discussion and analysis of the issuer's operations and financial condition. This is not intended to be an exhaustive list of the relevant items.
(a) expenditures included in the analysis of expenses and deferred costs required under Securities Rule 3(9)(b) and Schedule B;
(b) acquisition or abandonment of resource properties material to the issuer including material terms of any acquisition or disposition;
(c) acquisition or disposition of other material capital assets including material terms of the acquisition, or disposition;
(d) material write-off or write-down of assets;
(e) transactions with related parties, disclosed in Schedule B or the notes to the financial statements;
(f) material contracts or commitments;
(g) material variances between the issuer's financial results and information previously disclosed by the issuer, (for example if the issuer does not achieve revenue and profit estimates previous released, discuss this fact and the reasons for the variance);
(h) material terms of any existing third-party investor relations arrangements or contracts including:
i. the name of the person;
ii. the amount paid during the reporting period; and
iii. the services provided during the reporting period;
(i) legal proceedings;
(j) contingent liabilities;
(k) default under debt or other contractual obligations;
(l) a breach of corporate, securities or other laws, or of an issuer's listing agreement with the Canadian Venture Exchange including the nature of the breach, potential ramifications and what is being done to remedy it;
(m) regulatory approval requirements for a significant transaction including whether the issuer has obtained the required approval or has applied for the approval;
(n) management changes; or
(o) special resolutions passed by shareholders.

4. *Subsequent Events*
Discuss any significant events and transactions that occurred during the time from the date of the financial statements up to the date that this report is certified by the issuer.

5. *Financings, Principal Purposes and Milestones*
(a) In a tabular format, compare any previously disclosed principal purposes from a financing to actual expenditures made during the reporting period.
(b) Explain any material variances and the impact, if any, on the issuer's ability to achieve previously disclosed objectives and milestones.

6. *Liquidity and Solvency*
Discuss the issuer's working capital position and its ability to meet its ongoing obligations as they become due.

How to File Under National Instrument 13-101 – System for Electronic Document Analysis and Retrieval (SEDAR)
BC Form 51-901 Quarterly and Year End Reports are filed under Category of Filing: Continuous Disclosure and Filing Type: Interim Financial Statements or Annual Financial Statements. Schedule A (Financial Statements) is filed under Document Type: Interim Financial Statements or Annual Financial Statements. Schedule B (Supplementary Information) and Schedule C (management Discussion) are filed under Document Type: BC Form 51-901 (previously Document Type Form 61(BC)).

Meeting the Form Requirements
BC Form 510-901 consists of three parts: Instructions to schedules A, B and C, issuer details and a certificate. To comply with National instrument 132-101 it is not necessary to reproduce the instructions that are set out in BC Form 51-901. A cover page to the schedules titled BC Form 51-901 that includes the issuer details and certificate is all that is required to meet the BC Form 51-901 requirements. The form of the certificate should be amended so as to refer to one or two of the three schedules required to complete the report.

ISSUER DETAILS

NAME OF ISSUER			FOR QUARTER ENDED	DATE OF REPORT YY	MM	DD
AMARC RESOURCES LTD.			JUNE 30, 2004	2004	AUG	26
ISSUER ADDRESS						
1020 – 800 WEST PENDER STREET						
CITY	PROVINCE	POSTAL CODE	ISSUER FAX NO.	ISSUER TELEPHONE NO.		
VANCOUVER	BC	V6C 2V6	604-684-8094	604-684-6365		
CONTACT NAME		CONTACT POSITION		CONTACT TELEPHONE NO.		
PAUL MANN		CONTROLLER		604-684-6365		
CONTACT EMAIL ADDRESS		WEB SITE ADDRESS				
info@hdgold.com		www.hdgold.com				

CERTIFICATE
The three schedules required to complete this Report are attached and the disclosure contained therein has been approved by the Board of Directors. A copy of this Report will be provided to any shareholder who requests it.

DIRECTOR'S SIGNATURE	PRINT FULL NAME	DATE SIGNED YY	MM	DD
/S/ RONALD W. THIESSEN	RONALD W. THIESSEN	2004	AUG	26
DIRECTOR'S SIGNATURE	PRINT FULL NAME	DATE SIGNED YY	MM	DD
/S/ JEFFREY R. MASON	JEFFREY R. MASON	2004	AUG	26

AMARC RESOURCES LTD.
QUARTERLY REPORT
JUNE 30, 2004

SCHEDULE A: FINANCIAL INFORMATION

See Consolidated Financial Statements

SCHEDULE B: SUPPLEMENTARY INFORMATION

1. Analysis of expenses and deferred costs:

(a) Exploration expenses – see financial statements, note 7

2. Related party transactions – see financial statements, note 9

3. Summary of securities issued and options granted during the year:

(a) Summary of securities (common shares) issued during the period:

Date of Issue	Type of Security	Type of Issue	Number of Shares	Exercise Price ($)	Total Proceeds ($)	Type of Consideration	Commission Paid ($)
April 2004	Common	Options	10,000	0.31	3,100	Cash	–
May 2004	Common	Warrants	356,668	0.34	121,267	Cash	–
June 2004	Common	Property payment	230,000	0.60	156,000	Cash	–

(b) Summary of stock options granted during the period: nil

(c) Summary of stock warrants issued during the period: nil

4. Summary of securities as at the end of the period:

(a) Authorized capital: 100,000,000 common shares without par value

(b) Shares issued: 44,800,309 common shares without par value

(c) Summary of options, warrants and convertible securities outstanding – see financial statements, note 8

(d) Number of common shares held in escrow: Nil
Number of common shares subject to pooling: Nil

5. List of directors/executives: Robert A. Dickinson, Director, Chairman
Ronald W. Thiessen, Director, President and CEO
Jeffrey R. Mason, Director, Chief Financial Officer, and Secretary
David J. Copeland, Director
Scott D. Cousens, Director