



INTERIM CONSOLIDATED FINANCIAL STATEMENTS

THREE AND NINE MONTHS ENDED DECEMBER 31, 2009

(Expressed in Canadian Dollars)

(Unaudited)

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

AMARC RESOURCES LTD.

Interim Consolidated Balance Sheets

(Expressed in Canadian Dollars)

	December 31, 2009 (unaudited)	March 31, 2009
ASSETS		
Current assets		
Cash and cash equivalents	\$ 2,835,682	\$ 2,971,352
Restricted cash (note 7(b))	875,000	–
Amounts receivable and prepaid expenses	305,643	266,454
Available-for-sale securities (note 4)	48,500	–
Balance due from a related party (note 8)	16,690	134,815
	4,081,515	3,372,621
Equipment (note 5)	41,920	54,091
Mineral property interests (note 6)	4	4
	\$ 4,123,439	\$ 3,426,716
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current liabilities		
Accounts payable and accrued liabilities	\$ 361,887	\$ 33,339
	361,887	33,339
Shareholders' equity		
Share capital (note 7)	33,561,165	31,247,065
Share subscriptions received (note 7(b))	875,000	–
Contributed surplus (note 7(e))	1,893,980	1,713,992
Accumulated other comprehensive income	499	–
Deficit	(32,569,092)	(29,567,680)
	3,761,552	3,393,377
Nature and continuance of operations (note 1)		
Commitments (note 7(b))		
Subsequent events (note 7(b) and note 9)		
	\$ 4,123,439	\$ 3,426,716

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

Approved by the Board of Directors

/s/ Robert A. Dickinson

Robert A. Dickinson
Director

/s/ Rene G. Carrier

Rene G. Carrier
Director

AMARC RESOURCES LTD.

Interim Consolidated Statements of Operations and Comprehensive Loss

(Unaudited - Expressed in Canadian Dollars)

	Three months ended		Nine months ended	
	December 31		December 31	
	2009	2008	2009	2008
Expenses				
Amortization	\$ 4,057	\$ 5,557	\$ 12,171	\$ 16,146
Conference and travel	4,599	8,118	17,987	44,552
Exploration (schedule)	1,638,400	1,514,785	2,372,792	5,753,322
Legal, accounting, and audit	2,439	1,905	12,962	6,063
Management and consulting	525	16,675	525	56,964
Office and administration	22,927	39,336	110,181	143,485
Salaries and benefits	25,088	106,679	203,795	305,900
Shareholder communication	13,476	44,140	56,695	201,276
Stock-based compensation - exploration (note 7(c))	50,521	1,603	65,200	83,917
Stock-based compensation - administration (note 7(c))	74,483	9,318	114,788	120,820
Trust and filing	5,627	8,950	13,628	15,764
Loss before the following:	1,842,142	1,757,066	2,980,724	6,748,209
Foreign exchange (gain) loss	(2,779)	(176,633)	39,806	(212,520)
(Gain) on sale of equipment	—	—	—	(14,007)
Interest (income)	(3,882)	(9,134)	(19,118)	(76,659)
Tax related to flow-through financing	—	65,286	—	65,286
Loss for the period	\$ 1,835,481	\$ 1,636,585	\$ 3,001,412	\$ 6,510,309
Loss for the period	1,835,481	1,636,585	3,001,412	6,510,309
Other comprehensive income:				
Unrealized (gain) on available-for-sale marketable securities (note 4)	(5,499)	—	(499)	—
Total comprehensive loss for the period	\$ 1,829,982	\$ 1,636,585	\$ 3,000,913	\$ 6,510,309
Basic and diluted loss per share	\$ 0.03	\$ 0.02	\$ 0.04	\$ 0.10
Weighted average number of common shares outstanding	72,839,473	67,848,169	72,787,473	67,775,837

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

AMARC RESOURCES LTD.

Interim Consolidated Statements of Shareholders' Equity

(Expressed in Canadian Dollars)

	Nine months ended December 31, 2009		Year ended March 31, 2009	
	<i>(unaudited)</i>			
Share capital	<u>Number of shares</u>		<u>Number of shares</u>	
Balance at beginning of the period	72,739,473	\$ 31,247,065	67,739,473	\$ 30,747,065
Private placement at \$0.10 per share (note 7(b))	–	–	5,000,000	500,000
Private placement at \$0.50 per share, net of issue costs (note 7(b))	4,800,000	2,297,100	–	–
Share issuance pursuant to Newton property option agreement at \$0.17 per share (note 7(b))	100,000	17,000	–	–
Balance at end of the period	77,639,473	33,561,165	72,739,473	31,247,065
Share subscription received				
Subscription received pursuant to a private placement (note 7(b))		875,000		–
Balance at end of the period		875,000		–
Contributed surplus				
Balance at beginning of the period		1,713,992		1,469,931
Stock-based compensation (note 7(c))		179,988		244,061
Balance at end of the period		1,893,980		1,713,992
Accumulated other comprehensive Income				
Unrealized gain on available-for-sale marketable securities		499		–
Balance at end of the period		499		–
Deficit				
Balance at beginning of the period		(29,567,680)		(24,458,520)
Loss for the period		(3,001,412)		(5,109,160)
Balance at end of the period		(32,569,092)		(29,567,680)
Total Shareholders' Equity		\$ 3,761,552		\$ 3,393,377

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

AMARC RESOURCES LTD.

Interim Consolidated Statements of Cash Flows

(Unaudited - Expressed in Canadian Dollars)

Cash provided by (used in)	Three months ended		Nine months ended	
	December 31		December 31	
	2009	2008	2009	2008
Operating activities				
(Loss) for the period	\$ (1,835,481)	\$ (1,636,585)	\$ (3,001,412)	\$ (6,510,309)
Items not involving cash:				
Amortization	4,057	5,557	12,171	16,146
(Gain) on sale of equipment	–	–	–	(14,007)
Common shares received, included in exploration expenses (note 4)	–	–	(48,001)	–
Common shares issued, included in exploration expenses (note 7(b))	–	–	17,000	–
Stock-based compensation	125,004	10,921	179,988	204,738
Changes in non-cash working capital items:				
Amounts receivable and prepaid expenses	147,701	(65,610)	(39,189)	(355,410)
Balances due from/to a related party	(191,190)	(241,939)	83,977	(212,543)
Accounts payable and accrued liabilities	(148,088)	(686,458)	328,548	62,239
Cash used in operating activities	(1,897,997)	(2,614,114)	(2,466,918)	(6,809,146)
Investing activities				
Proceeds from sale of equipment (note 8(b))	34,148	–	34,148	–
Purchase of equipment	–	–	–	(74,097)
Cash used in investing activities	34,148	–	34,148	(74,097)
Financing activities				
Share subscription received	875,000	–	875,000	–
Restricted cash	(875,000)	–	(875,000)	–
Issue of share capital, net of issuance costs	2,297,100	500,000	2,297,100	500,000
Cash flow from financing activities	2,297,100	500,000	2,297,100	500,000
Increase (decrease) in cash and cash equivalents	433,251	(2,114,114)	(135,670)	(6,383,243)
Cash and cash equivalents, beginning of period	2,402,431	3,444,866	2,971,352	7,713,995
Cash and cash equivalents, end of period	\$ 2,835,682	\$ 1,330,752	\$ 2,835,682	\$ 1,330,752
Components of cash and cash equivalents are as follows:				
Cash	\$ 2,835,682	\$ 803,975	\$ 2,835,682	\$ 803,975
Bankers acceptances	–	101,852	–	101,852
Treasury bills	–	424,925	–	424,925
	\$ 2,835,682	\$ 1,330,752	\$ 2,835,682	\$ 1,330,752
Supplementary cash flow information:				
Interest paid	–	65,286	–	65,286
Interest received	3,882	9,134	19,118	76,659
Income taxes paid	–	–	–	–
Non cash investing and financing activities:				
Issuance of common shares for property option fees (note 7(b))	–	–	17,000	–
Common shares received, included in exploration expenses (note 4)	–	–	48,001	–

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

AMARC RESOURCES LTD.

Interim Consolidated Schedules of Exploration Expenses

(Unaudited - Expressed in Canadian Dollars)

British Columbia, Canada Properties	Three months ended		Nine months ended	
	December 31		December 31	
	2009	2008	2009	2008
Exploration Cost				
Assays and analysis	\$ 130,097	\$ 194,444	\$ 187,652	\$ 588,445
Drilling	614,807	210,800	667,925	806,507
Engineering	450	49,391	450	370,280
Equipment rental	12,677	31,231	27,288	118,481
Environmental	13,066	–	108,141	15,475
Freight	241	–	625	6,668
Geological	709,476	601,181	1,057,389	2,310,019
Graphics	2,050	204	15,608	18,338
Helicopter	(13,000)	171,624	134,517	600,495
Mineral Exploration Tax Credit (METC-BC)	–	–	(252,086)	–
Property fees and assessments	31,243	41,139	43,327	60,504
Property option payments	–	–	77,000	10,000
Site activities	97,358	79,413	239,521	488,538
Socioeconomic	14,530	–	32,353	2,730
Travel and accommodation	25,405	135,358	33,082	356,842
Incurring during period	1,638,400	1,514,785	2,372,792	5,753,322
Cumulative expenditures, beginning of period	22,803,151	21,688,111	22,068,759	17,449,574
Cumulative expenditures, end of period	\$ 24,441,551	\$ 23,202,896	\$ 24,441,551	\$ 23,202,896

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

AMARC RESOURCES LTD.

Notes to the Interim Consolidated Financial Statements

For three and nine months ended December 31, 2009

(Unaudited – Expressed in Canadian Dollars, unless otherwise stated)

1. NATURE AND CONTINUANCE 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 acquisition and exploration of mineral properties. Its principal mineral property interests are located in British Columbia.

Operating results for the three and nine months ended December 31, 2009 are not necessarily indicative of the results that may be expected for the full fiscal year ending March 31, 2010.

These interim consolidated financial statements have been prepared using Canadian generally accepted accounting principles ("GAAP") 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 interim consolidated 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 interim consolidated financial statements are prepared in accordance with Canadian GAAP and are presented in Canadian dollars. They do not include all the disclosures as required for annual financial statements under Canadian GAAP. However, these interim consolidated financial statements follow the same accounting policies and methods of application as the Company's most recent annual financial statements. These interim consolidated financial statements should be read in conjunction with the Company's annual consolidated financial statements for the year ended March 31, 2009, which are available on SEDAR at www.sedar.com.

These interim consolidated financial statements include the accounts of the Company and its wholly owned subsidiaries.

All material intercompany balances and transactions have been eliminated.

3. NEW ACCOUNTING POLICIES NOT YET ADOPTED

(i) International Financial Reporting Standards ("IFRS")

In 2006, the Canadian Accounting Standards Board ("AcSB") published a new strategic plan that will significantly affect financial reporting requirements for Canadian companies. The AcSB strategic plan outlines the convergence of Canadian GAAP with IFRS over an expected five year transitional period. In February 2008, the AcSB announced that 2011 is the changeover date for publicly-listed companies to use IFRS. The date is for interim and annual financial statements relating to fiscal years beginning on or after January 1, 2011, although early adoption may be permitted. Due to the Company's March 31 fiscal year, the transition date for the Company is April 1, 2011. Therefore, the IFRS adoption will require the restatement for comparative purposes of amounts reported by the Company for the year ended March 31, 2011. The Company is

AMARC RESOURCES LTD.

Notes to the Interim Consolidated Financial Statements

For three and nine months ended December 31, 2009

(Unaudited – Expressed in Canadian Dollars, unless otherwise stated)

currently in the process of establishing a steering committee, developing a formal project plan, allocating internal resources and engaging expert consultants to monitor the transition from Canadian GAAP to IFRS reporting.

(ii) Business Combinations/Consolidated Financial Statements/Non-Controlling Interests

The AcSB adopted CICA sections 1582 "Business Combinations", 1601 "Consolidated Financial Statements", and 1602 "Non-Controlling Interests" which superseded current sections 1581 "Business Combinations" and 1600 "Consolidated Financial Statements". These new sections replace existing guidance on business combinations and consolidated financial statements to harmonize Canadian accounting for business combinations with IFRS. These Sections will be applied prospectively to business combinations for which the acquisition date is on or after the beginning of the first annual reporting period beginning on or after January 1, 2011. Earlier adoption is permitted. If an entity applies these sections before January 1, 2011, it is required to disclose that fact and apply each of the new sections concurrently. The Company is currently evaluating the impact of the adoption of these changes on its consolidated financial statements.

(iii) Amendments to CICA 3855

The CICA amended Handbook Section 3855 - Financial Instruments-Recognition and Measurement to provide additional guidance concerning the assessment of embedded derivatives upon reclassification of a financial asset out of the held-for-trading category, amend the definition of loans and receivables, amend the categories of financial assets into which debt instruments are required or permitted to be classified, amend the impairment guidance for held-to-maturity debt instruments and require reversal of impairment losses on available-for sale debt instruments when conditions have changed. These amendments are effective for fiscal years beginning on or after November 1, 2009. These new standards are not expected to have a material impact on the Company's consolidated financial statements.

AMARC RESOURCES LTD.

Notes to the Interim Consolidated Financial Statements

For three and nine months ended December 31, 2009

(Unaudited – Expressed in Canadian Dollars, unless otherwise stated)

4. AVAILABLE-FOR-SALE SECURITIES

As at December 31, 2009, the Company held common shares in the following public companies which were classified as available-for-sale securities:

	Number of Shares	Cost	Estimated Fair Value at December 31, 2009
Falkirk Resources Corp. (note 6(a)(iv))	100,000	\$ 17,000	\$ 14,500
High Ridge Resources Inc. (note 6(a)(i))	100,000	5,000	5,000
Serengeti Resources Inc.	100,000	26,000	29,000
Tulox Resources Inc. (note 6(a)(iii))	250,000	1	–
Total		\$ 48,001	\$ 48,500

As at the March 31, 2009 year end, there were no available-for-sale financial assets held by the Company.

5. EQUIPMENT

	Cost	Accumulated Amortization	Net Book Value
December 31, 2009			
Site equipment	\$ 44,057	\$ 19,621	\$ 24,436
Computers	30,607	13,123	17,484
Total	\$ 74,664	\$ 32,744	\$ 41,920
March 31, 2009			
Site equipment	\$ 44,057	\$ 12,526	\$ 31,531
Computers	30,607	8,047	22,560
Total	\$ 74,664	\$ 20,573	\$ 54,091

6. MINERAL PROPERTY INTERESTS

(a) British Columbia, Canada

(i) Newton Property

In June 2009, the Company entered into an option agreement with High Ridge Resources Inc. ("High Ridge") whereby the Company has the right to earn an 80% interest in the Newton property by making a cash payment of \$60,000 (paid), issuing 100,000 of the Company's common shares (issued) to the underlying owners and funding exploration expenditures to the amount of \$240,000 on or before December 31, 2009 (completed) and an additional \$4,700,000 over seven years from the effective date of the agreement. The agreement is subject to an underlying option agreement with arm's length parties, whereby High Ridge has the right to

AMARC RESOURCES LTD.

Notes to the Interim Consolidated Financial Statements

For three and nine months ended December 31, 2009

(Unaudited – Expressed in Canadian Dollars, unless otherwise stated)

acquire a 100% undivided interest in all the claims held under the agreement through a series of staged payments and share issuances, which High Ridge warrants have been completed, and exploration expenditures to the amount of \$240,000 on or before December 31, 2009. The claims held under the Newton agreement are subject to a 2% net smelter royalty, which may be purchased by High Ridge for \$2,000,000. Annual advance royalty payments of \$25,000 are required starting in 2011.

(ii) Pinchi Property

In August 2009, the Company entered into an option agreement with Lysander Minerals Corp. ("Lysander") on the Pinchi property. Under the terms of the option agreement, the Company has the right to earn a 60% interest in the Pinchi property by funding \$3,151,000 in exploration expenditures on or before December 2012. The Company can earn an additional 15% interest by incurring an additional \$4,000,000 in exploration expenditures over the subsequent two calendar years. Upon the earlier of the Company exercising its second option to earn a 75% interest or electing to remain at a 60% interest, the two parties will enter into a joint venture agreement.

(iii) Tulox Property

The Tulox property (the "Property") was acquired by the Company in stages by staking between 2005 to 2007.

In April 2009, the Company entered into an agreement with Tulox Resources Inc. ("Tulox") (formerly named Sitec Ventures Corp.), an unrelated British Columbia company, whereby Tulox may acquire a 50% interest in the property for consideration of 1,600,000 Tulox's common shares (250,000 shares issued) and by incurring \$1,000,000 in expenditures on the property over three years. Tulox may acquire a 100% interest for additional consideration of 1,100,000 of its common shares and by incurring a further \$1,000,000 in expenditures on the property on or before August 1, 2013. The agreement is subject to certain conditions including regulatory approval. Under the agreement, the Company will receive a 3% net smelter returns ("NSR") royalty following the commencement of commercial production on the property. In addition, the Company receives a "back-in right" whereby the Company can acquire a 60% interest in the property by agreeing, within 90 days of the completion of a pre-feasibility study, to fund a further \$10,000,000 of exploration expenditures on the property. However, upon exercise of the "back-in right", the Company's entitlement to NSR will reduce to 1.2% from 3%.

During the period ended December 31, 2009, pursuant to the Tulox property agreement, the Company received 250,000 common shares of Tulox Resources Inc. (note 4), which the Company has recorded at a nominal value of \$1.

(iv) Bodine Property

In November 2006, the Company reached an option agreement with an arm's length party to acquire a 100% undivided interest in the Bodine property ("Bodine"). The Bodine property is located approximately 110 kilometers northeast of Smithers, in the Omineca Mining Division in central British Columbia. At December 31, 2009, the Bodine covered approximately 224 square kilometers.

AMARC RESOURCES LTD.

Notes to the Interim Consolidated Financial Statements

For three and nine months ended December 31, 2009

(Unaudited – Expressed in Canadian Dollars, unless otherwise stated)

The Company can acquire its interest in Bodine by making staged cash payments totaling \$225,000 (\$125,000 paid) and expending \$2,000,000 (incurred) on the property over four years. Bodine is subject to a 3% NSR, 2% of which may be purchased at the Company's sole discretion for \$2,000,000 with the remaining 1% subject to a right of first refusal in favor of the Company. Annual advance royalty payments of \$50,000 will be payable beginning from the fifth year of the agreement to the fifteenth year of the agreement.

Effective June 5, 2009, the Company reached an agreement (the "Falkirk Agreement") with Falkirk Resources Corp. ("Falkirk"), which was subsequently amended on August 25, 2009. Under the amended option agreement and subject to the underlying Bodine Property Agreement, Falkirk has the right to earn a 50% interest in the Bodine property by issuing 200,000 common shares to the Company (100,000 shares issued) and funding \$600,000 in exploration expenditures on or before December 31, 2009 (completed).

(v) *Sitlika Properties*

The Company acquired by staking 100% interests in several mineral properties located in the Omineca, Cariboo and Clinton Mining Divisions of British Columbia, which covers approximately 40 square kilometers ranging in location from approximately 110 kilometers northeast of Smithers to approximately 35 kilometers southwest of Williams Lake. As of December 31, 2009, these properties included the Aspira, Huge East, Megamine, and Polymet claims.

b) *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. These net profit interests have been recorded at a nominal value of \$1 each. The Company has neither active exploration programs nor does it plan to undertake any new programs on these properties at the present time.

7. **SHARE CAPITAL**

(a) *Authorized share capital*

The Company's authorized share capital consists of an unlimited number of common shares without par value.

(b) *Issued and outstanding common shares*

At December 31, 2009, the Company had 77,639,473 (March 31, 2009 – 72,739,473) common shares issued and outstanding.

In December 2009, the Company arranged a private placement of 11,000,000 of its common shares at a price of \$0.50 per share, consisting of 4,800,000 flow-through shares and 6,200,000 non-flow-through shares as follows.

AMARC RESOURCES LTD.

Notes to the Interim Consolidated Financial Statements

For three and nine months ended December 31, 2009

(Unaudited – Expressed in Canadian Dollars, unless otherwise stated)

Flow through shares

As at December 31, 2009, the flow-through shares were fully paid-up. In accordance with the terms of flow-through share agreements, the Company is obligated to spend the proceeds from the flow-through shares on eligible exploration activities by December 31, 2010. The Company is subject to a tax on the portion of proceeds unspent after February 2010.

Non-flow-through shares

Subsequent to period end, the Company completed the private placement of 6,200,000 non-flow-through shares in January 2009. As at December 31, 2009, the Company had received \$875,000 in subscription proceeds for 1,750,000 non flow-through share, which amount has been recorded as restricted cash.

In August 2009, the Company issued 100,000 common shares pursuant to the Newton property agreement (note 6(a)(i)). The Company recorded this issuance and the corresponding property option fees at \$17,000, being the estimated fair value of the shares using the quoted market price on the date of issuance.

In December 2008, the Company completed a private placement of 5,000,000 units at a price of \$0.10 per unit. Each unit consisted of one flow-through common share and one non-flow-through warrant. Each warrant is exercisable to purchase one additional common share at a price of \$0.10 for a 24 month period. In accordance with the terms of the flow-through share agreements, the Company has spent total proceeds from the share issuance on eligible exploration expenses and has renounced those expenses to the investors.

(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 10% of the issued and outstanding shares of the Company at any one time, typically vesting over up to two years, subject to regulatory terms and approval, to its directors, employees, officers, and consultants. The exercise price of each option may 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 90 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 nine months ended December 31, 2009 was:

Expiry date	Exercise price	March 31 2009	Granted	Exercised	Expired/ Cancelled	December 31 2009
July 19, 2011	\$ 0.70	1,713,600	–	–	(68,800)	1,644,800
April 28, 2012	\$ 0.70	–	70,000	–	–	70,000
Total		1,713,600	70,000	–	(68,800)	1,714,800
Weighted average exercise price		\$ 0.70	\$ 0.70	\$ –	\$ 0.70	\$ 0.70

AMARC RESOURCES LTD.

Notes to the Interim Consolidated Financial Statements

For three and nine months ended December 31, 2009

(Unaudited – Expressed in Canadian Dollars, unless otherwise stated)

The continuity of share purchase options for the year ended March 31, 2009 was:

Expiry date	Exercise price	March 31 2008	Granted	Exercised	Expired/ Cancelled	March 31 2009
July 19, 2011	\$ 0.70	–	1,828,200	–	(114,600)	1,713,600
Weighted average exercise price		\$ –	\$ 0.70	\$ –	\$ 0.70	\$ 0.70

As at December 31, 2009, 1,005,320 options had vested (March 31, 2009 – 528,360).

Using an option pricing model with the assumptions noted below, the estimated fair value of all options granted or vesting during the nine months ended December 31, 2009, and which have been reflected in the consolidated statements of operations, is as follows:

	Three months ended December 31		Nine months ended December 31	
	2009	2008	2009	2008
Exploration:				
Engineering	\$ 1,693	\$ 4,149	\$ 5,409	\$ 14,782
Environmental, socioeconomic and land	3,644	(389)	4,258	3,304
Geological	45,184	(2,157)	55,533	65,831
Exploration	50,521	1,603	65,200	83,917
Administration	74,483	9,318	114,788	120,820
Total compensation cost recognized in operations, credited to contributed surplus	\$ 125,004	\$ 10,921	\$ 179,988	\$ 204,737

The assumptions used to estimate the fair value of options vesting during the respective periods were as follows:

	Three months ended December 31		Nine months ended December 31	
	2009	2008	2009	2008
Risk-free interest rate	2.45%	3.24%	2.45%	3.00%
Expected life	3.0 years	3.0 years	3.0 years	3.0 years
Expected volatility	85.2%	80%	85.2%	75%
Expected dividend yield	\$nil	\$nil	\$nil	\$nil
Weighted average fair value	\$0.24	\$0.11	\$0.24	\$0.11

(d) *Share purchase warrants*

The continuity of share purchase warrants (each warrant redeemable for one common share) for the nine months ended December 31, 2009 was:

Expiry date	Exercise Price	March 31 2009	Issued	Exercised	Expired/ Cancelled	December 31 2009
February 9, 2011	\$ 0.10	5,000,000	–	–	–	5,000,000
Exercise price		\$ 0.10	–	–	–	\$ 0.10

AMARC RESOURCES LTD.

Notes to the Interim Consolidated Financial Statements

For three and nine months ended December 31, 2009

(Unaudited – Expressed in Canadian Dollars, unless otherwise stated)

The continuity of share purchase warrants (each warrant redeemable for one common share) for the year ended March 31, 2009 was:

Expiry date	Exercise Price	March 31 2008	Issued	Exercised	Expired/ Cancelled	March 31 2009
January 17, 2009	\$ 0.55	5,700,000	–	–	5,700,000	–
February 9, 2011	\$ 0.10	–	5,000,000	–	–	5,000,000
Total		5,700,000	5,000,000	–	5,700,000	5,000,000
Weighted average exercise price		\$ 0.55	\$ 0.10	\$ –	\$ 0.55	\$ 0.10

(e) *Contributed surplus*

The components of contributed surplus were:

	December 31 2009	March 31 2009
Fair value of warrants	\$ 982,110	\$ 982,110
Cumulative stock-based compensation	1,316,966	1,136,978
Contributed surplus transferred to share capital relating to options exercised	(405,096)	(405,096)
Total	\$ 1,893,980	\$ 1,713,992

8. RELATED PARTY BALANCES AND TRANSACTIONS

Balances	December 31 2009		March 31 2009	
Balances receivable:				
Hunter Dickinson Services Inc. (a)	\$	16,690	\$	90,140
Farallon Minera Mexicana (b)		–		44,675
	\$	16,690	\$	134,815
Transactions	Three months ended December 31		Nine months ended December 31	
	2009	2008	2009	2008
Services received and expenses reimbursed:				
Hunter Dickinson Services Inc. (a)	\$	299,923	\$	601,833
			\$	1,143,735
			\$	2,600,562
Sale of equipment:				
Farallon Minera Mexicana (b)	\$	–	\$	–
			\$	32,679

- (a) Hunter Dickinson Services Inc. ("HDSI") is a private company owned equally by several public companies, one of which is the Company. HDSI has certain directors in common with the Company and provides geological, corporate development, administrative and management services to, and incurs third party costs on behalf of, the Company and its subsidiaries on a full cost recovery basis.

AMARC RESOURCES LTD.

Notes to the Interim Consolidated Financial Statements

For three and nine months ended December 31, 2009

(Unaudited – Expressed in Canadian Dollars, unless otherwise stated)

- (b) Farallon Minera Mexicana S.A. de C.V. ("FMM") is a subsidiary of Farallon Resources Ltd., a publicly traded company which has a director in common with the Company. During the year ended March 31, 2009, the Company sold some used equipment to FMM at market value, for US\$30,800.

9. SUBSEQUENT EVENTS

Except as stated in note 7(b), there were no significant events subsequent to December 31, 2009 requiring disclosure in these interim consolidated financial statements.



NINE MONTHS ENDED DECEMBER 31, 2009

MANAGEMENT'S DISCUSSION AND ANALYSIS

**AMARC RESOURCES LTD.
NINE MONTHS ENDED DECEMBER 31, 2009
MANAGEMENT'S DISCUSSION AND ANALYSIS**

1.1	Date.....	1
1.2	Overview.....	1
1.3	Selected Annual Information	8
1.4	Summary of Quarterly Results.....	8
1.5	Results of Operations.....	9
1.6	Liquidity.....	9
1.7	Capital Resources	10
1.8	Off-Balance Sheet Arrangements	10
1.9	Transactions with Related Parties.....	10
1.10	Fourth Quarter.....	10
1.11	Proposed Transactions	10
1.12	Critical Accounting Estimates	11
1.13	Changes in Accounting Policies including Initial Adoption.....	11
1.14	Financial Instruments and Other Instruments	11
1.15	Other MD&A Requirements.....	11
1.15.1	Additional Disclosure for Venture Issuers without Significant Revenue	11
1.15.2	Disclosure of Outstanding Share Data.....	12
1.15.3	Internal Controls over Financial Reporting and Disclosure Controls.....	12
1.15.4	International Financial Reporting Standards ("IFRS")	12

**AMARC RESOURCES LTD.
NINE MONTHS ENDED DECEMBER 31, 2009
MANAGEMENT'S DISCUSSION AND ANALYSIS**

1.1 Date

This Management's Discussion and Analysis ("MD&A") should be read in conjunction with the unaudited consolidated financial statements of Amarc Resources Ltd. ("Amarc", or the "Company") for the period ended December 31 2009 and the audited consolidated financial statements for the year ended March 31, 2009, which are publicly available on SEDAR at www.sedar.com.

This MD&A is prepared as of February 18, 2010.

This discussion includes certain statements that may be deemed "forward-looking statements". All statements in this discussion, other than statements of historical facts, that address future production, reserve potential, exploration drilling, exploitation activities and events or developments that the Company expects are forward-looking statements. Although the Company believes the expectations expressed in such forward-looking statements are based on reasonable assumptions, such statements are not guarantees of future performance and actual results or developments may differ materially from those in the forward-looking statements. Factors that could cause actual results to differ materially from those in forward-looking statements include market prices, exploitation and exploration successes, continued availability of capital and financing and general economic, market or business conditions. Investors are cautioned that any such statements are not guarantees of future performance and actual results or developments may differ materially from those projected in the forward-looking statements.

1.2 Overview

Amarc is focused on mineral exploration in south-central British Columbia ("BC"). It is the aim of the Company to discover and develop a bulk-tonnage gold-copper deposit that has the potential to deliver both substantial growth and value to the Company.

In order to achieve its objective, the Company has assembled a capable and experienced mineral exploration team.

Through its property evaluation efforts, Amarc has acquired, by option agreement, the Newton gold-copper property located in south-central BC. During the quarter, the Company completed a successful discovery drill program at Newton. In addition, Amarc has acquired by staking a 100% interest over approximately 1,500 square kilometres in the prospective Plateau Gold-Copper Belt, which extends south from the Newton property.

**AMARC RESOURCES LTD.
NINE MONTHS ENDED DECEMBER 31, 2009
MANAGEMENT'S DISCUSSION AND ANALYSIS**

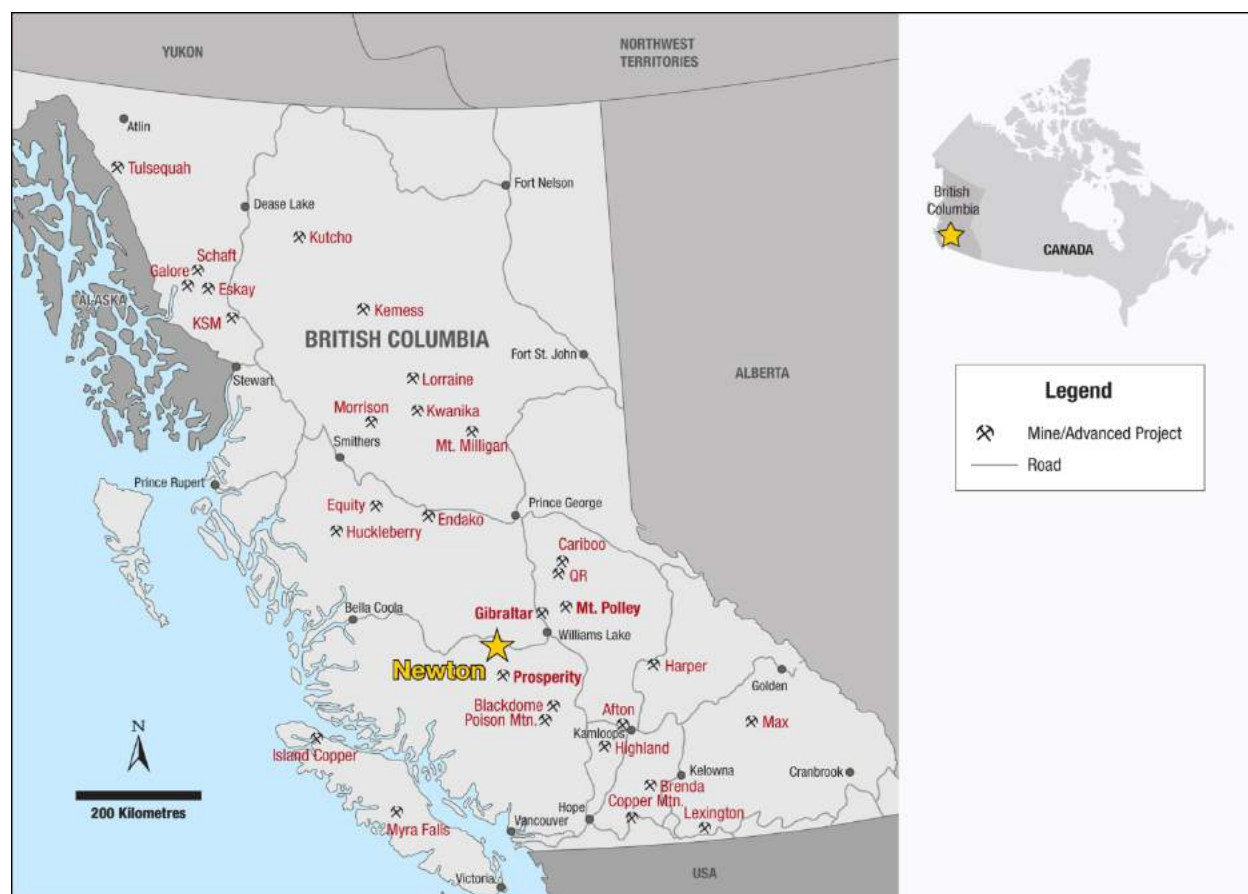


Figure 1. Location of Amarc's Newton project.

The Newton Property

The Newton property is located approximately 110 kilometres southwest of the City of Williams Lake, BC (see Figure 1). Historical core drilling by previous operators at the Newton property tested for porphyry-style copper mineralization, which in general returned low grade copper results. However, four drill holes (06-12, 06-03, 92-04 and 06-11), positioned on the easternmost side of the area drilled, intercepted 105 metres of 1.20 g/t gold (including 49 metres at 2.33 g/t gold), 95 metres at 0.51 g/t Au, 60 meters of 0.69 g/t gold and 46 meters of 0.54 g/t gold, respectively. Holes 06-12, 06-03 also bottomed in mineralization. Geological interpretation by Amarc suggests an apparent bulk-tonnage gold environment.

An initial 14-hole diamond drill program completed by Amarc in late 2009 returned broad continuous intervals of bulk-tonnage style gold, silver, copper and zinc. All significant assay results are given in the table below. The gold system remains open in all directions.

AMARC RESOURCES LTD.
NINE MONTHS ENDED DECEMBER 31, 2009
MANAGEMENT'S DISCUSSION AND ANALYSIS

NEWTON PROJECT
ASSAY RESULTS FROM 14-HOLE, 2009 DRILL PROGRAM

Drill Hole ID	Incl.	Hole Dip (degrees)	Hole Direction (degrees)	From (m)	To (m)	Int. (m)	Au (g/t)	Ag (g/t)	Cu (%)	Zn (%)	AuEQ ¹ (g/t)
9001		-45	90	3.0	39.0	36.0	0.60	0.9	0.01	0.00	0.63
9001		-45	90	228.0	297.0	69.0	1.41	10.9	0.12	0.05	1.85
9001	incl.	-45	90	233.1	234.0	0.9	11.19	22.2	0.21	0.87	12.49
9001	incl.	-45	90	252.8	297.0	44.2	1.74	15.9	0.17	0.02	2.34
9001		-45	90	441.0	477.0	36.0	0.34	0.6	0.03	0.01	0.42
9002		-90	0	222.0	255.2	33.2	0.96	2.8	0.07	0.01	1.16
9002	incl.	-90	0	234.0	252.0	18.0	1.10	3.3	0.09	0.01	1.33
9003		-90	0	3.0	224.5	221.5	0.60	5.6	0.07	0.08	0.87
9003	incl.	-90	0	18.0	39.0	21.0	0.71	2.3	0.01	0.00	0.77
9003	incl.	-90	0	96.0	224.5	128.5	0.84	8.9	0.10	0.13	1.26
9003	and	-90	0	156.0	198.0	42.0	1.25	16.8	0.20	0.11	1.98
9004		-90	0	6.0	195.0	189.0	1.56	7.9	0.08	0.17	1.95
9004	incl.	-90	0	54.0	195.0	141.0	2.01	10.0	0.10	0.22	2.49
9004	and	-90	0	96.0	195.0	99.0	2.76	12.2	0.12	0.26	3.36
9004	and	-90	0	126.0	195.0	69.0	3.79	9.1	0.08	0.30	4.26
9004	and	-90	0	129.0	132.0	3.0	13.47	14.4	0.17	0.12	14.10
9004	and	-90	0	168.9	195.0	26.1	5.54	12.5	0.07	0.31	6.08
9005		-90	0	12.0	27.0	15.0	0.32	1.4	0.04	0.02	0.43
9005		-90	0	41.0	54.0	13.0	0.44	4.4	0.06	0.30	0.81
9005		-90	0	76.0	163.2	87.2	0.50	7.1	0.03	0.55	1.01
9005	incl.	-90	0	88.0	89.0	1.0	16.56	221.6	0.30	2.55	22.38
9005		-90	0	279.0	303.0	24.0	0.34	0.8	0.07	0.01	0.48
9006		-90	0	9.0	306.5	297.5	0.26	2.3	0.03	0.13	0.44
9006	incl.	-90	0	78.0	192.2	114.2	0.32	3.7	0.03	0.25	0.60
9006	incl.	-90	0	264.0	306.5	42.5	0.43	0.6	0.05	0.01	0.53
9007		-90	0	48.0	252.0	204.0	0.33	4.5	0.05	0.11	0.57
9007	incl.	-90	0	48.0	66.0	18.0	0.49	1.9	0.04	0.02	0.60
9007	incl.	-90	0	135.0	216.0	81.0	0.46	8.0	0.07	0.20	0.85
9007	and	-90	0	183.0	216.0	33.0	0.62	13.4	0.12	0.16	1.17
9008		-90	0	18.0	42.0	24.0	0.44	6.4	0.07	0.07	0.73
9008		-90	0	123.7	129.0	5.3	0.44	8.0	0.08	0.44	1.00
9009		-90	0	15.0	147.9	132.9	0.25	5.9	0.02	0.28	0.55
9009	incl.	-90	0	66.0	114.0	48.0	0.36	6.3	0.02	0.28	0.68
9010		-90	0	35.4	189.0	153.6	0.29	3.0	0.03	0.23	0.52
9010	incl.	-90	0	35.4	69.0	33.6	0.52	3.2	0.05	0.06	0.72
9011		-90	0	83.4	207.0	123.6	0.44	2.3	0.04	0.11	0.62
9011	incl.	-90	0	149.0	207.0	58.0	0.60	2.4	0.04	0.06	0.75
9011	and	-90	0	186.0	207.0	21.0	1.13	2.9	0.05	0.01	1.28
9012	No reportable intercepts										
9013	No reportable intercepts										
9014		-90	0	72.0	210.0	138.0	0.74	4.2	0.06	0.05	0.95
9014	incl.	-90	0	147.0	210.0	63.0	1.17	6.8	0.08	0.05	1.47
9014	and	-90	0	168.0	207.0	39.0	1.45	6.5	0.10	0.06	1.79
9014	and	-90	0	204.0	207.0	3.0	11.70	50.8	0.45	0.06	13.44

Gold equivalent (AuEQ) is calculated using a gold price of US\$900/oz, a copper price of US\$2.50/lb and a zinc price of US\$0.80/lb. Metal recoveries are assumed to be 100%.

**AMARC RESOURCES LTD.
NINE MONTHS ENDED DECEMBER 31, 2009
MANAGEMENT'S DISCUSSION AND ANALYSIS**

The most intensively developed mineralisation at Newton is associated with disseminated sulphides that appear to be preferentially localised within pervasively altered volcanoclastic and epiclastic rocks units. These host rocks are characterised by both a high permeability and an anticipated wide geographic distribution – features that are representative of a permissive environment for the development of bulk-tonnage style mineralization.

Exploration work planned for 2010, aimed at confirming the dimensions and orientation of the Newton mineralisation, includes an induced polarization ("IP") geophysical survey and drilling. Permit applications for these activities have been submitted to the BC government.

Newton Property Agreement

In June 2009, Amarc entered into an Option and Joint Venture Agreement (the "Newton Agreement") with High Ridge Resources Inc. ("High Ridge") on the Newton property. Under the terms of the Newton Agreement, Amarc has the right to earn an 80% interest in the Newton property by making a \$60,000 cash payment and issuing 100,000 Amarc shares to the underlying owners, funding \$240,000 in exploration expenditures on or before December 31, 2009 and funding an additional \$4.7 million in exploration expenditures over seven years from the effective date of the agreement. On exercise of the option by Amarc, the two parties will enter into a joint venture agreement. The Newton Agreement is subject to an underlying option agreement and accompanying amending agreements with arm's length parties. Pursuant to these underlying agreements High Ridge has acquired a 100% undivided interest in all claims held under the underlying agreement through a series of staged payments, share issuances and exploration expenditures.. The claims held under the Newton Agreement are subject to a 2% net smelter royalty, which may be purchased for \$2 million. Advance annual royalty payments of \$25,000 are required, starting in 2011.

The Plateau Gold-Copper Belt

Amarc has staked approximately 1,500 square kilometres of additional minerals claims over the under explored and prospective Plateau Gold-Copper Belt, which extends south from the Newton property. Owned 100% by Amarc, the belt is bordered to the west by the advanced permitting-stage Prosperity gold-copper project. The Prosperity deposit is one of the largest known porphyry deposits in BC and at a C\$5.50 NSR/t cut-off contains 4.2 billion pounds of copper and 11 million ounces of copper in 830 million tonnes of proven and probable reserves (Taseko Mines Limited). Public domain information from across the belt indicates favourable regional geology and geochemistry for Newton-style gold deposits as well as porphyry gold-copper deposits.

Amarc is undertaking a 7,000 line ZTEM (Z-axis Tipper Electromagnetic system) kilometre airborne geophysical survey over the Newton property – other regional anomalies and the Plateau Gold-Copper Belt. The ZTEM technology is an innovative airborne electromagnetic system that provides unparalleled resolution and depth of investigation and can detect conductors more than one kilometre below surface. High-sensitivity magnetometry data is collected concurrently. Once the geophysical signatures of the Newton mineralisation and other known mineral occurrences in the region are established, Amarc will utilise comparative data to assist in the definition of previously unrecognized targets within the belt and the development of priority drill targets.

The Newton Property and the Plateau Gold-Copper Belt are located near the City of Williams Lake, a full service regional centre which is approximately 250 kilometres northeast of Vancouver. The region is characterized by low-lying and gently rolling hills and is well served by existing transportation and power

**AMARC RESOURCES LTD.
NINE MONTHS ENDED DECEMBER 31, 2009
MANAGEMENT'S DISCUSSION AND ANALYSIS**

infrastructure, supporting a number of operating mines and late-stage development projects. These include the Gibraltar copper-molybdenum mine (Proven and Probable Reserves of 472 million tonnes grading 0.315 % copper and 0.008 % molybdenum, Taseko Mines Limited) that has been in operation since 1973, the Mount Polley copper-gold mine (Proven and Probable Reserves of 46.2 million tonnes grading 0.34 % copper, 0.29 g/t gold and 0.95 g/t Ag, Imperial Metals Corp.) that commenced production in 2008, and late-stage development projects – notably the Prosperity gold-copper project (Proven and Probable Reserves of 487 million tonnes grading 0.43 g/t gold and 0.22 % copper, Taseko Mines Limited), which expects to receive final development permits in 2010.

The Pinchi Property

The Pinchi property is situated within the Quesnel Trough, a geological trend that hosts numerous porphyry gold-copper deposits in BC. It lies along the same structural corridor as the Kwanika porphyry copper-gold deposit and the Lorraine copper-gold-silver deposits. A drill program, designed to test coincident strong aeromagnetic and IP geophysical anomalies underlying a region covered with glacial gravel and no outcrop, was completed in 2009. Results from the drill program are being assessed.

Pinchi Property Agreement

In August, 2009 Amarc has entered into an Option Agreement with Lysander Minerals Corp. ("Lysander") on the Pinchi property. Under the terms of the Option Agreement with Lysander, Amarc has the right to earn a 60% interest in the Pinchi property by funding \$3.151 million in exploration expenditures on or before the end of December 2012. Amarc can earn an additional 15% interest by incurring an additional \$4 million in exploration expenditures over the subsequent two calendar years. Upon the earlier of Amarc exercising its second option to earn a 75% interest or electing to remain at a 60% interest, the two parties will enter into a Joint Venture Agreement.

The Sitlika Copper-Zinc Belt

Amarc has ceased all exploration activities along the Sitlika Belt in north-central BC, which had been targeted for its potential to host volcanogenic massive sulphide deposits, in order to focus on the Newton project and the adjacent Plateau Gold-Copper Belt. The Bodine Option Agreement with an arm's length party and the Option and Joint Venture Agreement with Falkirk Resources Corp. have been terminated. In addition, the Company's land position along the Sitlika Belt has been reduced from approximately 260 square kilometres to approximately 217 square kilometres. Approximately \$6.9 million was spent on exploration of the Sitlika Belt and targeted properties within the belt since 2007.

The Rapid Property

The Rapid Property, located 36 kilometres northwest of the town of Fort St. James, was staked by the Company in April 2008 on the basis of anomalous copper-zinc-silver geochemical values in stream sediments reported in a release by Geoscience BC. Amarc completed an airborne magnetic geophysical survey, followed by focused geological mapping, geochemical soil sampling and IP surveys. Amarc's land position has since been reduced from 400 square kilometres to approximately 5 square kilometres. No work is planned in 2010.

**AMARC RESOURCES LTD.
NINE MONTHS ENDED DECEMBER 31, 2009
MANAGEMENT'S DISCUSSION AND ANALYSIS**

Pinchi Belt Gold Properties

The geologic environment of the Pinchi Belt gold properties indicated potential for bulk-tonnage gold deposits. The Company has performed airborne and ground-based geophysical surveys and grid-based geochemical surveys. Amarc's land position has been reduced from approximately 10 square kilometres to approximately 1 square kilometre. No work is planned for 2010.

Other BC Agreements

The Tulox Property Agreement

The Tulox property is located in the Cariboo region and comprises an area of 252 square kilometres that was acquired over the period of 2005 to 2007. 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 hosts gold and gold indicator element anomalies.

In April 2009, Amarc entered into an option agreement with Tulox Resources Inc. ("Tulox", formerly named Sitec Ventures Corp.) on the Tulox Property. Tulox can acquire a 100% interest in the Tulox Property by making a cash payment of \$10,000, expending \$2,000,000 on the Tulox Property and issuing 2,700,000 common shares over four years. Tulox has made a \$10,000 cash payment and issued 250,000 common shares to date. Upon preparation of a Preliminary Assessment or a Prefeasibility Study, Amarc may exercise a one-off Back-In Right to obtain 60% interest in the Tulox Property by completing an additional \$10 million in Mineral Exploration Expenditures on the Property. The Tulox Property is subject to a 3% net smelter royalty, which is reduced to 1.2% in the event that the Back-In Right is exercised by Amarc.

Other Property Interests – BC, Yukon, Saskatchewan

The **Chona** Agreement with an arm's length party, through which the Company retained a 2.5% net smelter royalty in the Chona property, located in BC, has lapsed. No further work is planned on the Chona property.

The **AA** Agreement with an arm's length party, through which the Company retained a 1.5% net smelter royalty interest in the AA property, located in BC, has lapsed. No further work is planned on the AA property.

Amarc also has a 5% net profits interest ("NPI") in the 46 mineral claims that comprise the **Ana** Property in Yukon, and a 2.5% NPI in a mineral lease over the **Mann Lake** Property in Saskatchewan. The Company has no plans to undertake any programs on these properties in 2010.

Market Trends

Although there has been periodic volatility in the gold market, the average annual price has increased for the past four years. The average gold price in 2008 was approximately US\$872/oz. In response to the global economic uncertainty that began in mid 2008, gold prices were strong in 2009, with prices ranging from US\$802/oz in early January to US\$1200/oz in early December and averaging US\$974/oz for the year.

Gold prices remain strong in 2010. The average price to the date of this report is US\$1,107/oz.

**AMARC RESOURCES LTD.
NINE MONTHS ENDED DECEMBER 31, 2009
MANAGEMENT'S DISCUSSION AND ANALYSIS**

Copper prices increased significantly between late 2003 and mid 2008, and then declined in late 2008. The average price in 2008 was approximately US\$3.16/lb. Prices in 2009 ranged from US\$1.39/lb in early January to US\$3.33/lb at year end, averaging US\$2.34/lb for the year.

Copper prices remain strong in 2010. The average price to the date of this report is US\$3.23/lb.

Zinc prices in 2008 ranged from a high \$1.29/lb in March to a low of \$0.50/lb in October, and averaged US\$0.80/lb for the year. Prices stabilized in January 2009, and generally have been increasing since that time, averaging approximately US\$0.75/lb over the year.

Zinc prices have been strong in 2010, averaging US\$1.05/lb to the date of this report.

Silver prices had also been increasing for several until the latter part of 2008. Strong prices in early 2008, as high as US\$20.68/lb in March, and as weak as US\$9.02/lb in November, resulted in an average price of US\$14.95/lb for the year. Prices increased during 2009, and averaged US\$14.70/lb for the year.

The upward price trend has continued in 2010. The silver price has averaged US\$19.92/lb to the date of this report.

AMARC RESOURCES LTD.
NINE MONTHS ENDED DECEMBER 31, 2009
MANAGEMENT'S DISCUSSION AND ANALYSIS

1.3 Selected Annual Information

Not required for interim MD&A.

1.4 Summary of Quarterly Results

Expressed in thousands of Canadian dollars, except per-share amounts. Small differences are due to rounding.

	Dec 31 2009	Sept 30 2009	June 30 2009	Mar 31 2009	Dec 31 2008	Sept 30 2008	June 30 2008	Mar 31 2008
Current assets	\$ 4,082	\$ 2,931	\$ 3,023	\$ 3,373	\$ 2,025	\$ 4,054	\$ 6,697	\$ 7,963
Other assets	42	46	49	54	60	65	90	20
Total assets	4,124	2,977	3,072	3,427	2,085	4,119	6,787	7,984
Current liabilities	362	683	67	34	132	1,040	498	225
Shareholders' equity	3,762	2,294	3,005	3,393	1,953	3,079	6,289	7,758
Total liabilities & shareholders' equity	4,124	2,977	3,072	3,427	2,085	4,119	6,787	7,984
Working capital	3,720	2,248	2,956	3,339	1,893	3,014	6,199	7,738
Expenses								
Amortization	4	3	6	6	6	6	4	1
Exploration	1,638	790	196	301	1,515	2,974	1,264	489
Tax credits received	-	(252)	-	(1,435)	-	-	-	-
Legal, accounting and audit	2	5	6	31	2	(4)	8	27
Management and consulting	1	-	-	2	17	28	12	-
Office and administration	23	46	41	35	39	50	55	49
Salaries and benefits	25	73	106	(97)	107	123	76	56
Shareholder communication	13	25	18	(78)	44	96	61	20
Travel and conference	5	7	6	9	8	18	18	86
Trust and filing	6	7	1	10	9	5	1	11
Subtotal	1,717	704	380	(1,217)	1,747	3,297	1,500	741
Foreign exchange loss (gain)	(3)	30	13	(6)	(177)	(41)	5	(34)
Gain on disposal of equipment	-	-	-	-	-	(14)	-	-
Interest income	(4)	(12)	(4)	(232)	(9)	(32)	(36)	(50)
Tax related to flow-through financing	-	-	-	16	65	-	-	-
Subtotal	1,710	722	389	(1,440)	1,626	3,211	1,469	656
Stock-based compensation	125	22	33	39	11	194	-	-
Net loss (income) for the period	\$ 1,835	\$ 744	\$ 422	\$ (1,401)	\$ 1,637	\$ 3,405	\$ 1,469	\$ 656
Unrealized loss on available-for-sale marketable securities	(5)	5	-	-	-	-	-	-
Comprehensive loss (income) for the period	\$ 1,830	\$ 749	\$ 422	\$ (1,401)	\$ 1,637	\$ 3,405	\$ 1,469	\$ 656
Basic and diluted net loss (earning) per share	\$ 0.03	\$ 0.01	\$ 0.01	\$ (0.02)	\$ 0.02	\$ 0.05	\$ 0.02	\$ 0.01
Weighted average number of common shares outstanding (thousands)	72,839	72,783	72,739	70,684	67,848	67,739	67,739	63,344

AMARC RESOURCES LTD.
NINE MONTHS ENDED DECEMBER 31, 2009
MANAGEMENT'S DISCUSSION AND ANALYSIS

1.5 Results of Operations

The Company recorded a net loss of \$3,001,412 for the nine month period ended December 31, 2009, compared to a net loss of \$6,510,309 for the same period in fiscal 2009. The decrease in loss for the period was due primarily to decreased exploration expenditures in British Columbia compared to the previous season.

Exploration expenses for the nine month period ended December 31, 2009, before stock-based compensation expense and Mineral Exploration Tax Credit ("METC") (see section 1.7 below), decreased to \$2,624,878, compared to \$5,753,322 for the same period in the previous year. This decrease was due to a decrease in exploration activities during the nine month period ended December 31, 2009, compared to the same period of the prior year. The major exploration expenditures during the period were for assays and analysis (2010 – \$187,652; 2009 – \$588,445), drilling (2010 – \$667,925; 2009 – \$806,507), environmental (2010 – 108,141; 2009 – \$15,475), geological (2010 – \$1,057,389; 2009 – \$2,310,019), transportation (2010 – \$134,517; 2009 – \$600,495), and site activities (2010 – \$239,521; 2009 – \$488,538).

Administrative costs for the nine month period ended December 31, 2009 also decreased in line with the decrease in exploration activities, compared to the same period in the previous year. The major administrative costs during the period were for salaries and benefits (2010 – \$203,795; 2009 – \$305,900), office and administration (2010 – \$110,181; 2009 – \$143,485), and shareholder communication (2010 – \$56,695; 2009 – \$201,276).

Stock-based compensation expense of \$179,988 was charged to operations during the nine month period ended December 31, 2009, compared to \$204,737 for the same period of fiscal 2009.

Interest income decreased to \$19,118 for the nine month period ended December 31, 2009, compared to \$76,659 for the same period last year, due mainly to lower average interest rates and lower average cash balance during the nine month period ended December 31, 2009 compared to same period of the prior year.

A foreign exchange loss of \$39,806 was recorded during the nine month period ended December 31, 2009, compared to a gain of \$212,520 in the same period of the prior year, due to the appreciation of the Canadian dollar during the current period.

1.6 Liquidity

Historically, the Company's sole source of funding has been the issuance of equity securities for cash, primarily through private placements. The Company has issued common share capital in each of the past few years, pursuant to private placement financings and the exercise of warrants and options.

In December 2009, the Company arranged a private placement of 11,000,000 of its common shares at a price of \$0.50 per share, including 4,800,000 flow-through shares and 6,200,000 non flow-through shares. As at December 31, 2009, the flow-through shares were fully paid-up. In accordance with the terms of flow-through share agreements, the Company is obligated to spend the proceeds from the flow-through shares on eligible exploration activities by December 31, 2010. The Company is subject to a tax on the portion of proceeds unspent after February 2010. Subsequent to period end, the Company completed the private placement of 6,200,000 non-flow-through shares, in January 2009. As at December 31, 2009, the

AMARC RESOURCES LTD.
NINE MONTHS ENDED DECEMBER 31, 2009
MANAGEMENT'S DISCUSSION AND ANALYSIS

Company had received \$875,000 in subscription proceeds for 1,750,000 non flow-through shares, which has been recorded as restricted cash.

The Company has no long term debt, capital lease obligations, operating leases or any other long term obligations.

Development of any of the Company's mineral properties will require additional equity and possibly debt financing. As the Company is an exploration stage company, it does not have revenues from operations and, except for interest income from its cash and cash equivalents, the Company relies on equity funding for its continuing financial liquidity.

1.7 Capital Resources

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

During the period ended December 31, 2009, the Company received \$252,086 in cash from the provincial METC program. The METC initiative was introduced by the BC Government to stimulate new economic activity in the province, and includes an enhanced credit for mineral exploration in areas affected by the mountain pine beetle infestation.

The Company has no "Purchase Obligations" defined as any agreement to purchase goods or services that is enforceable and legally binding on the Company that specifies all significant terms, including: fixed or minimum quantities to be purchased; fixed, minimum or variable price provisions; and the approximate timing of the transaction.

1.8 Off-Balance Sheet Arrangements

None.

1.9 Transactions with Related Parties

The required disclosure is provided in note 8 of the accompanying unaudited financial statements as at and for the period ended December 31, 2009.

1.10 Fourth Quarter

Not applicable.

1.11 Proposed Transactions

There are no proposed transactions requiring disclosure under this section.

**AMARC RESOURCES LTD.
NINE MONTHS ENDED DECEMBER 31, 2009
MANAGEMENT'S DISCUSSION AND ANALYSIS**

1.12 Critical Accounting Estimates

Not required. The Company is a venture issuer.

1.13 Changes in Accounting Policies including Initial Adoption

The required disclosure is provided in note 3 of the accompanying unaudited financial statements as at and for the period ended December 31, 2009.

1.14 Financial Instruments and Other Instruments

The carrying amounts of cash and equivalents, amounts receivable, available-for-sale marketable securities, and accounts payable and accrued liabilities approximate their fair values due to their short-term nature.

1.15 Other MD&A Requirements

Additional information relating to the Company is available on SEDAR at www.sedar.com.

1.15.1 Additional Disclosure for Venture Issuers without Significant Revenue

(a) capitalized or expensed exploration and development costs;

The required disclosure is presented as a schedule to the unaudited consolidated financial statements for the period ended December 31, 2009.

(b) expensed research and development costs;

Not applicable.

(c) deferred development costs;

Not applicable.

(d) general and administration expenses; and

The required disclosure is presented in the consolidated statements of operations.

(e) any material costs, whether capitalized, deferred or expensed, not referred to in (a) through (d);

None.

AMARC RESOURCES LTD.
NINE MONTHS ENDED DECEMBER 31, 2009
MANAGEMENT'S DISCUSSION AND ANALYSIS

1.15.2 Disclosure of Outstanding Share Data

The following table details the share capital structure as at February 18, 2010, the date of this MD&A. These figures may be subject to minor accounting adjustments prior to presentation in future consolidated financial statements.

	Expiry date	Exercise price	Number
Common shares			77,639,473
Warrants	February 9, 2011	\$0.10	5,000,000
Options	July 19, 2011	\$0.70	1,627,200
Options	April 28, 2012	\$0.70	70,000

1.15.3 Internal Controls over Financial Reporting and Disclosure Controls

Internal Controls over Financial Reporting

The Company's management is responsible for establishing and maintaining adequate internal control over financial reporting. Any system of internal control over financial reporting, no matter how well designed, has inherent limitations. Therefore, even those systems determined to be effective can provide only reasonable assurance with respect to financial statement preparation and presentation.

Disclosure Controls and Procedures

The Company has disclosure controls and procedures in place to provide reasonable assurance that any information required to be disclosed by the Company under securities legislation is recorded, processed, summarized and reported within the applicable time periods and to ensure that required information is gathered and communicated to the Company's management so that decisions can be made about timely disclosure of that information.

1.15.4 International Financial Reporting Standards ("IFRS")

To prepare for the conversion to IFRS, the following plan has been developed and is being executed:

Scope assessment and training

An IFRS conversion team has been established, and the members of the team are receiving technical and project planning training related to IFRS. Management believes the Company has allocated appropriate resources to the conversion project to develop an effective plan and the Company is continually assessing resource and training requirements as the project progresses.

Amendments and additions to current standards, carried out by the International Accounting Standards Board, are continually ongoing. As part of the conversion process, the Company monitors actual and expected changes to existing standards and attempts to assess the impact on the Company and its reporting requirements. An initial assessment of the impact of the IFRS conversion will be completed by the end of the 2010 fiscal year.

**AMARC RESOURCES LTD.
NINE MONTHS ENDED DECEMBER 31, 2009
MANAGEMENT'S DISCUSSION AND ANALYSIS**

Design

Based on a detailed review of IFRS standards, the Company will choose accounting policies and procedures, quantify the impact on key line items and disclosures, and prepare draft financial statements under IFRS. The Company will start to collect accounting data in late fiscal 2010 and early fiscal 2011 to satisfy the IFRS requirement for the preparation of comparative balances for the fiscal 2012 IFRS conversion.

Implementation and Review

Upon adoption of IFRS in fiscal 2012, the Company will implement new accounting policies under IFRS and prepare and report consolidated financial statements under IFRS.

The Company will continue to monitor and report on its conversion to IFRS according to its conversion plan.