No securities regulatory authority has expressed an opinion about these securities and it is an offence to claim otherwise. This short form prospectus constitutes a public offering of these securities only in those jurisdictions where they may be lawfully offered for sale and therein only by persons permitted to sell such securities. ***Information has been incorporated by reference in this short form prospectus from documents filed with securities commissions or similar authorities in Canada. Copies of the documents incorporated herein by reference may be obtained on request without charge from the Vice President, Investor Relations of Allied Nevada Gold Corp. at 9790 Gateway Dr., Ste 200, Reno, Nevada 89521, USA, telephone (775) 358-4455, and are also available electronically at www.sedar.com.***

The Corporation has filed a registration statement on Form S-3 with the United States Securities and Exchange Commission under the United States Securities Act of 1933, as amended, with respect to these securities. See "Plan of Distribution".

SHORT FORM PROSPECTUS

New Issue *May 9, 2013*

ALLIED NEVADA GOLD CORP.

US$150,500,000
14,000,000 Shares of Common Stock

This short form prospectus is being filed by Allied Nevada Gold Corp. ("**we**", "**us**", "**Allied Nevada**" or the "**Corporation**") to qualify the distribution (the "**Offering**") of 14,000,000 shares of common stock (the "**Offered Shares**") of Allied Nevada at a price of US$10.75 per Offered Share (the "**Offering Price**"). The Offered Shares will be issued pursuant to an underwriting agreement (the "**Underwriting Agreement**") dated as of May 2, 2013 between Allied Nevada and Dundee Securities Limited ("**Dundee**") as lead underwriter and Cormark Securities Inc. (collectively, the "**Underwriters**"). The Offering Price was determined by negotiation between the Corporation and the Underwriters. See "Plan of Distribution".

The outstanding shares of common stock of the Corporation ("**Common Stock**") are listed and posted for trading on the Toronto Stock Exchange (the "**TSX**") and on the NYSE MKT LLC (the "**NYSE MKT**") under the symbol "ANV". On April 29, 2013, the last trading day prior to the date of announcement of the Offering, the closing price of the Corporation's shares of Common Stock on the TSX was C$11.94 and on the NYSE MKT was US$11.84, respectively. On May 8, 2013, the last trading day prior to the date of the filing of this short form prospectus, the closing price of the Corporation's shares of Common Stock on the TSX was C$9.79 and on the NYSE MKT was US$9.74, respectively. The TSX has conditionally approved the listing of Offered Shares subject to the Corporation fulfilling all the listing requirements of the TSX by July 31, 2013 and the NYSE MKT has approved the listing of Offered Shares.

Price: US$10.75 per Share of Common Stock

	Price to the Public	Underwriters' Fee (1)	Net Proceeds to the Corporation (2)
Per Share of Common Stock................	US$10.75	US$0.5375	US$10.2125
Total(3)	US$150,500,000	US$7,525,000	US$142,975,000

(1) As consideration for the services rendered by the Underwriters in connection with the Offering, the Corporation has agreed to pay the Underwriters a fee of 5% of the gross proceeds of the Offering (the "**Underwriters' Fee**"), including in respect of any Additional Shares (as defined herein) sold pursuant to the exercise of the Over-Allotment Option (as defined herein). See "Plan of Distribution".

(2) After deducting the Underwriters' Fee, but before deducting the expenses relating to the Offering, including the preparation and filing of this short form prospectus, which expenses are estimated to be US$1,300,000 and which will be paid from the proceeds of the Offering.

(3) The Corporation has granted the Underwriters an over-allotment option (the "**Over-Allotment Option**"), exercisable in whole or in part, in the sole discretion of Dundee, on behalf of the Underwriters, for a period of 30 days from the closing of the Offering, to purchase up to an additional 2,100,000 shares of Common

Stock (the "**Additional Shares**") at the Offering Price, to cover over-allocations, if any, and for market stabilization purposes. The grant of the Over-Allotment Option and the Additional Shares issuable upon exercise of the Over-Allotment Option are hereby qualified for distribution under this short form prospectus. A person who acquires Common Stock forming part of the Underwriters' over-allocation position acquires such shares under this short form prospectus regardless of whether the over-allocation position is ultimately filled through the exercise of the Over-Allotment Option or secondary market purchases. If the Over-Allotment Option is exercised in full, the total price to the public, Underwriters' Fee and net proceeds to the Corporation (before payment of the expenses of the Offering (see note 2 above)) will be US$173,075,000, US$8,653,750 and US$164,421,250, respectively. See "Plan of Distribution" and the table below.

Underwriters' Position	Number of Shares of Common Stock Available	Exercise Period	Exercise Price
Over-Allotment Option	Up to 2,100,000 Additional Shares	Up to 30 days from the closing of the Offering	US$10.75 per Additional Share

Subject to applicable laws, the Underwriters may, in connection with the Offering, effect transactions intended to stabilize or maintain the market price of the shares of Common Stock at levels other than those which might otherwise prevail in the open market. Such transactions, if commenced, may be discontinued at any time. The Underwriters propose to offer the Offered Shares initially at the Offering Price. **After the Underwriters have made reasonable efforts to sell all of the Offered Shares by this short form prospectus at such price, the Offering Price may be decreased, and further changed from time to time, to an amount not greater than the Offering Price. However, in no event will the Corporation receive less than net proceeds of US$10.75 per Offered Share. See "Plan of Distribution".**

The Underwriters, as principals, conditionally offer the Offered Shares, subject to prior sale, if, as and when issued by the Corporation and accepted by the Underwriters in accordance with the conditions contained in the Underwriting Agreement referred to under "Plan of Distribution", subject to the approval of certain legal matters on behalf of the Corporation by Cassels Brock & Blackwell LLP with respect to Canadian law and by Neal, Gerber & Eisenberg LLP with respect to United States law and on behalf of the Underwriters by Norton Rose Canada LLP with respect to Canadian law and Skadden, Arps, Slate, Meagher and Flom LLP with respect to United States law.

Subscriptions for the Offered Shares will be received subject to rejection or allotment in whole or in part and the right is reserved to close the subscription books at any time without notice. The Offered Shares are to be taken up by the Underwriters, if at all, on or before a date not later than 42 days after the date of the receipt for the final short form prospectus. One or more book entry-only certificates representing the Offered Shares will be issued in registered or electronic form to CDS Clearing and Depository Services Inc. ("**CDS**") or its nominee and deposited with CDS on the date of the closing of the Offering, which is expected to take place on or about May 17, 2013 or on such other date as may be agreed upon by the Corporation and Dundee, on behalf of the Underwriters (the "**Closing Date**"). A purchaser of Offered Shares will receive only a customer confirmation from the registered dealer through which the Offered Shares are purchased. See "Plan of Distribution".

Prospective investors should rely only on the information contained or incorporated by reference in this short form prospectus. The financial statements included or incorporated by reference in this short form prospectus have not been prepared in accordance with Canadian generally accepted accounting principles and may not be comparable to financial statements of Canadian issuers. The Corporation and the Underwriters have not authorized anyone to provide purchasers with information different from that contained or incorporated by reference in this short form prospectus. The Underwriters are offering to sell and seeking offers to buy the Offered Shares only in jurisdictions where, and to persons whom, offers and sales are lawfully permitted. An investment in the Offered Shares or the Additional Shares is highly speculative and involves significant risks that should be carefully considered by prospective investors before purchasing such securities. The risks outlined in this short form prospectus and in the documents incorporated by reference herein should be carefully reviewed and considered by prospective investors in connection with an investment in such securities. See "Risk Factors".

The Corporation is incorporated under the laws of the State of Delaware, United States of America and certain of its directors and officers providing the certificate forming part of this short form prospectus reside outside of Canada. Although Allied Nevada has appointed Cassels Brock & Blackwell LLP, Suite 2100, 40 King Street West, Toronto, Ontario, M5H 3C2 as its agent for service of process in Ontario, it may not be possible for investors to enforce judgments obtained in Canada against Allied Nevada and certain of its directors and officers.

The Corporation's head office is located at 9790 Gateway Dr., Ste 200, Reno, Nevada 89521, USA, telephone (775) 358-4455. The Corporation's registered office is located at 1 East Liberty Street, Suite 424, Reno, NV 89501, USA.

Mr. Murray Sinclair, a director of the Corporation, is also a director of Dundee Corporation ("Dundee Corp."). Dundee is a wholly-owned subsidiary of Dundee Corp. and Dundee Corp. may therefore be considered a "related issuer" of Dundee for the purposes of National Instrument 33-105 *Underwriting Conflicts* ("NI 33-105"). Consequently, the Corporation may be considered a "connected issuer" of Dundee for the purposes of NI 33-105. See "Plan of Distribution".

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CAUTIONARY NOTE REGARDING FORWARD-LOOKING INFORMATION

In addition to historical information, this short-form prospectus contains forward-looking statements within the meaning of United States securities laws and "forward-looking information" within the meaning of Canadian securities laws. All statements, other than statements of historical fact, included herein or incorporated by reference, that address activities, events or developments that the Corporation expects or anticipate will or may occur in the future, are forward-looking statements, including, but not limited to, such things as:

- the Corporation's future business strategy, plans and goals;
- future gold and silver prices;
- the Corporation's estimated future capital expenditures, construction, and other cash needs and expectations as to the funding or timing thereof;
- the Corporation's expansion expectations, including with respect to the Hycroft Mine (as defined herein) and Hasbrouck/Three Hills properties;
- the Corporation's expectations regarding the growth of its business and estimates of mineral reserves, mineral resources and mineralized material;
- the economic potential of the sulfide mineralization and milling project at the Hycroft Mine;
- the preliminary economic assessment at the Hasbrouck property;
- the anticipated results of the exploration drilling programs at the Corporation's properties;
- the Corporation's production estimates;
- the Corporation's expectations regarding gold and silver recovery;
- the Corporation's estimated future sales and cost of sales;
- the Corporation's anticipated cash flows, cash operating costs and adjusted cash costs; and
- the availability, terms and costs related to future borrowing, debt repayment, and equity funding.

The words "estimate", "plan", "anticipate", "expect", "intend", "believe", "project", "target", "budget", "may", "will", "would", "could", "seeks", or "scheduled to", or other similar words, or negatives of these terms or other variations of these terms or comparable language or any discussion of strategy or intentions identify forward-looking statements and forward-looking information. These statements involve known and unknown risks, uncertainties, assumptions and other factors which may cause the Corporation's actual results, performance or achievements to be materially different from any results, performance or achievements expressed or implied by such forward-looking statements. Forward-looking statements are based on current expectations. Important factors that could cause actual results, performance or achievements to differ materially from those in the forward-looking statements include, but are not limited to:

- volatile market prices of gold and silver;
- risks related to the heap leaching process at the Hycroft Mine, including but not limited to gold recovery rates, gold extraction rates, and the grades of ore placed on leach pads;
- uncertainties concerning estimates of mineral reserves and mineral resources, and grading;
- the Corporation's ability to achieve its estimated production rates and stay within its estimated operating costs;
- uncertainties relating to obtaining or retaining approvals and permits from governmental regulatory authorities;
- the commercial success of exploration and development activities;
- declines in the Corporation's gold and silver production;
- an increase in the cost or timing of new projects;
- the inherently hazardous nature of mining activities, including operational, geotechnical and environmental risks;
- potential challenges to title in the Corporation's mineral properties;
- cost of compliance with current and future government regulations, including those related to environmental protection, mining, health and safety, corporate governance and public disclosure;
- potential operational and financial effects of current and proposed federal and state regulations related to environmental protection and mining, and the exposure to potential liability created by such regulations;
- the Corporation's inability to insure against all risks associated with its business;

- changes in the cost or supply of energy or commodities used in the Corporation's operations;
- availability of equipment or supplies;
- the Corporation's ability to attract and retain personnel;
- the Corporation's reliance on third party contractors;
- risks associated with the expansion of the Corporation's operations, including those associated with the Corporation's review of the Hycroft expansion project and other risks related to any future acquisitions or joint ventures;
- potential conflicts of interests that may arise through some of the Corporation's directors' involvement with other natural resources companies;
- uncertainties related to the Corporation's ability to find and acquire new mineral properties;
- the Corporation's ability to manage growth;
- the Corporation's current intention not to use forward-sale arrangements;
- intense competition within the mining industry;
- the Corporation's ability to raise additional capital on favourable terms or at all; and
- risks associated with the Corporation's substantial level of indebtedness.

For a more detailed discussion of such risks and other important factors that could cause actual results to differ materially from those in such forward-looking statements and forward-looking information, please see those factors discussed in this short form prospectus under the heading "Risk Factors" and in the Corporation's other filings available on SEDAR at www.sedar.com. Although the Corporation has attempted to identify important factors that could cause actual results to differ materially from those described in forward-looking statements and forward-looking information, there may be other factors that cause results not to be as anticipated, estimated or intended. Although these forward-looking statements are based on assumptions that the Corporation believes are reasonable when made, the reader is cautioned that forward-looking statements are not guarantees of future performance and that the Corporation's actual results, performance or achievements may differ materially from those made in or suggested by the forward-looking statements or forward-looking information contained in this short-form prospectus and the documents incorporated by reference herein. In addition, even if the Corporation's results, performance or achievements are consistent with the forward looking statements contained in this short-form prospectus, those results, performance or achievements may not be indicative of results, performance or achievements in subsequent periods. The Corporation assumes no obligation to publicly update any forward-looking statements or forward-looking information, whether as a result of new information, future events or otherwise, other than as required by securities laws.

NON-GAAP FINANCIAL MEASURES

The term "adjusted cash costs" is used in this short-form prospectus and the documents incorporated by reference. This is a supplemental financial measure that is not prepared in accordance with, and has no standardized meaning under, generally accepted accounting principles in the United States of America ("**GAAP**"). In addition, the Corporation's measurement of adjusted cash costs used in this short-form prospectus and the documents incorporated by reference may not be comparable to those of other companies. The presentation of adjusted cash costs is intended to enhance the usefulness of the Corporation's financial information by providing a measure which management internally uses to assess and evaluate the overall performance of mining operations and ability to generate cash flows over multiple periods. Any analysis of non-GAAP financial measures should be used only in conjunction with results presented in accordance with GAAP.

Adjusted cash costs is a non-GAAP measure, calculated on a per ounce of gold sold basis, and includes all direct and indirect operating cash costs related to the physical activities of producing gold, including mining, processing, third-party refining expenses, on-site administrative and support costs, royalties, and mining production taxes, net of by-product revenue earned from silver sales. Adjusted cash costs provides management and investors with a further measure, in addition to conventional measures prepared in accordance with GAAP, to assess the performance of the Corporation's mining operations and ability to generate cash flows over multiple periods.

Please see the financial statements and related notes thereto incorporated by reference in this short-form prospectus.

The table below presents a reconciliation between non-GAAP adjusted cash costs to total cost of sales (GAAP) for the years ended December 31, 2012, 2011, and 2010 and for the three months ended March 31, 2013 and 2012 (in thousands, except ounces sold):

	Years ended December 31,			**Three months ended March 31,**	
	2012	**2011**	**2010**	**2013**	**2012**
Total cost of sales	$109,492	$63,029	$64,685	$25,648	$17,139
Less:					
Depreciation and amortization	(14,594)	(6,984)	(6,972)	(3,846)	(2,000)
Silver revenues	(21,712)	(12,983)	(4,842)	(5,218)	(4,334)
Total adjusted cash costs	$73,186	$43,062	$52,871	$16,584	$10,805
Gold ounces sold	114,705	88,191	102,483	27,256	20,347
Adjusted cash costs per ounce	$638	$488	$516	$608	$531

CURRENCY PRESENTATION AND EXCHANGE RATE INFORMATION

References in this short form prospectus to “US$” or “$” are to United States dollars. References to “C$” in this short form prospectus are to Canadian dollars. As at May 8, 2013, the Bank of Canada noon rate of exchange between Canadian dollars and United States dollars was US$1.00 = C$1.0023.

The high, low and closing noon spot rates for the United States dollar in terms of Canadian dollars for each of the financial periods of the Corporation ended March 31, 2013, December 31, 2012 and December 31, 2011, as quoted by the Bank of Canada, were as follows:

	Quarter Ended March 31, 2013	**Year Ended December 31, 2012**	**Year Ended December 31, 2011**
		(expressed in Canadian dollars)	
High	1.0083	0.9996	0.9891
Low	0.9839	0.9710	0.9449
Closing	1.0156	0.9949	1.0170

DOCUMENTS INCORPORATED BY REFERENCE

Information has been incorporated by reference in this short form prospectus from documents filed with securities commissions or similar regulatory authorities in each of the provinces Canada and the Yukon territories (the “**Canadian Securities Authorities**”). Copies of the documents incorporated by reference herein may be obtained on request without charge from the Vice President, Investor Relations of the Corporation at 9790 Gateway Dr., Ste 200, Reno, Nevada 89521, USA, telephone (775) 358-4455, and are also available electronically under the profile of the Corporation at www.sedar.com.

The following documents filed by the Corporation with the securities commissions or similar regulatory authorities in each of the provinces of Canada and the Yukon territories are specifically incorporated by reference into, and form an integral part of, this short form prospectus:

(a) the Annual Report on Form 10-K for the fiscal year ended December 31, 2012;

(b) the Quarterly Report on Form 10-Q for the quarter ended March 31, 2013;

(c) the Current Report on Form 8-K dated January 18, 2013 (only with respect to Item 5.02 and Exhibits 10.1 and 99.1), relating to the announcement of the appointment of Randy Buffington as Executive Vice President and Chief Operating Officer of the Corporation;

(d) the Current Report on Form 8-K dated February 7, 2013 relating to the Corporation's 2013 Annual Meeting of Stockholders;

(e) the Current Report on Form 8-K dated March 28, 2013 relating to the appointment of Mr. Robert Buchan as President and Chief Executive Officer of the Corporation;

(f) the Current Report on Form 8-K dated March 29, 2013 relating to certain amendments to the Corporation's credit agreement with certain lenders dated as of October 31, 2012, temporarily modifying the required interest coverage ratio and leverage ratio for the quarter ended March 31, 2013;

(g) the Current Report on Form 8-K dated April 30, 2013 (only with respect to Item 8.01 and Exhibit 99.2) relating to the announcement of the Offering;

(h) the Current Report on Form 8-K dated May 2, 2013 relating to the incorporation by reference of certain exhibits into the Corporation's registration statement on Form S-3 in the United States;

(i) the Current Report on Form 8-K dated May 3, 2013 relating to the entering into of the Underwriting Agreement;

(j) the Current Report on Form 8-K dated May 7, 2013 (only with respect to Item 5.07) relating to the results of voting at the Corporation's annual meeting of stockholders held on May 2, 2013; and

(k) the management information circular of the Corporation dated March 15, 2013 regarding the annual meeting of shareholders of the Corporation to be held on May 2, 2013.

Any document of the type referred to in section 11.1 of Form 44-101F1 *Short Form Prospectus*, if filed by the Corporation after the date of this short form prospectus and prior to the termination of this distribution, shall be deemed to be incorporated by reference in this short form prospectus.

Any statement contained in this short form prospectus or in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded, for purposes of this short form prospectus, to the extent that a statement contained herein or in any other subsequently filed document that also is, or is deemed to be, incorporated by reference herein modifies, replaces or supersedes such statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this short form prospectus. The modifying or superseding statement need not state that it has modified or superseded a prior statement or include any other information set forth in the document that it modifies or supersedes.

The making of a modifying or superseding statement shall not be deemed an admission for any purposes that the modified or superseded statement, when made, constituted a misrepresentation, an untrue statement of a material fact or an omission to state a material fact that is required to be stated or that is necessary to make a statement not misleading in light of the circumstances in which it was made.

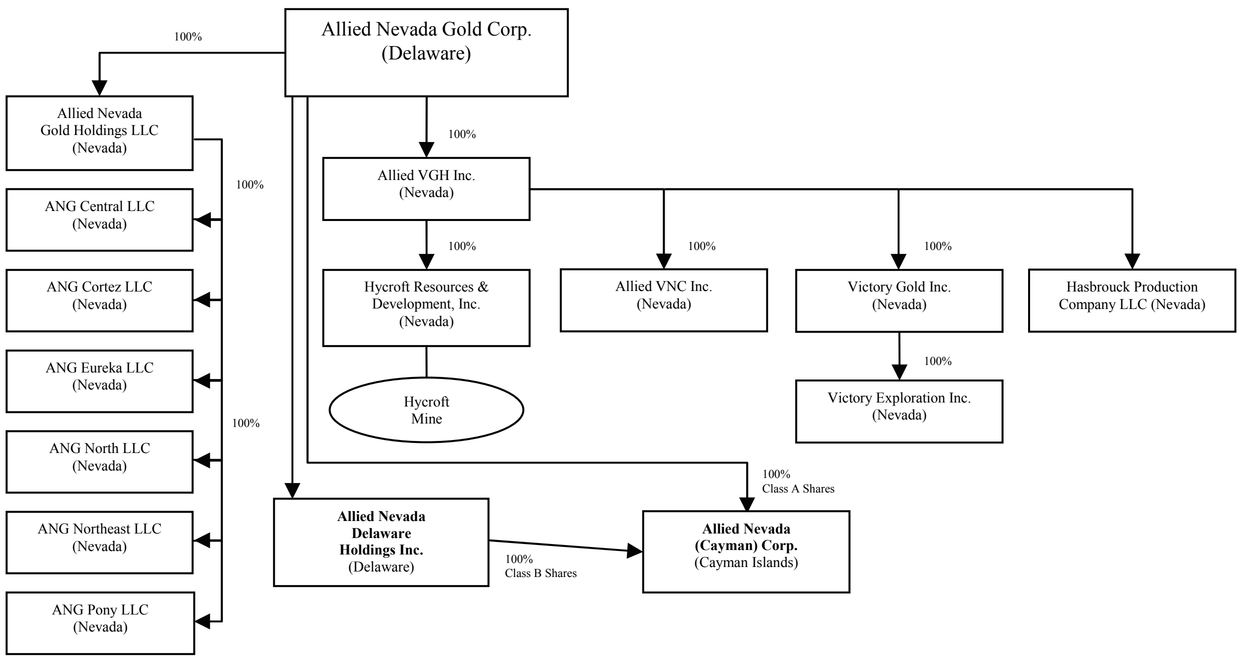
THE CORPORATION

Allied Nevada Gold Corp. was incorporated under the laws of Delaware on September 14, 2006 and until May 10, 2007, was a wholly-owned subsidiary of Vista Gold Corp. ("**Vista**"), a corporation incorporated under the laws of the Yukon Territory, Canada. The Corporation commenced its operations on May 10, 2007, following

Vista's transfer to the Corporation of its Nevada-based mining properties and related assets, along with cash, and the transfer to the Corporation by Carl Pescio and Janet Pescio of their interests in certain Nevada mining properties and related assets.

The head office of the Corporation is 9790 Gateway Dr., Ste 200, Reno, Nevada 89521, USA. The registered office of the Corporation is 1 East Liberty Street, Suite 424, Reno, NV 89501, USA.

The following chart illustrates certain of the Corporation's subsidiaries (the "**Subsidiaries**") and the jurisdiction of incorporation of each company. Unless the context otherwise requires, references in this short form prospectus to "we", "us", "our", the "Corporation" or "Allied Nevada" include Allied Nevada Gold Corp. and its Subsidiaries.



THE BUSINESS

Allied Nevada is a U.S.-based gold and silver producer focused on mining, development, and exploration properties in the state of Nevada. Our operating mine, the Hycroft mine, is an open-pit gold and silver heap leach operation located 54 miles west of Winnemucca, Nevada (the "**Hycroft Mine**"). In 2008, we restarted mining operations at the Hycroft Mine and are undergoing expansion projects to implement oxide and sulfide mineralization processing capabilities which will provide staged production increases. As of December 31, 2012, we had reported a proven and probable mineral reserve at the Hycroft Mine of 11.9 million ounces of gold and 509.6 million ounces of silver. In 2012, the Hycroft Mine produced 136,930 ounces of gold and 794,097 ounces of silver. The Hycroft Mine is our only material property for the purposes of National Instrument 43-101 ("**NI 43-101**"). See the technical report on the Hycroft Mine entitled "Technical Report, Allied Nevada Gold Corp., Hycroft Mine, Winnemucca, Nevada USA" effectively dated March 6, 2013 prepared by each of Daniel B. Moore, P.E., Vice President, Technical Services of the Corporation, Mark G. Gorman, P.E., Corporate Metallurgist of the Corporation, Donald A. Harris., CPG, Exploration Manager of the Corporation, Anthony T. Peterson, P.E., Senior Corporate Mine Engineer of the Corporation, Molly Reeves, CPG, Corporate Hydrogeologist of the Corporation and Scott E. Wilson, CPG, President, Metals Mining Consultants Inc. (the "**Hycroft Mine Technical Report**"). See Schedule "A" for detailed information with respect to the Hycroft Mine.

In addition to the Hycroft Mine, we have six properties which have reported other mineralized material and approximately 90 other early stage exploration properties. On an ongoing basis, we evaluate our exploration portfolio to determine ways to increase the value of these properties.

The Hycroft Mine, all of our mineral properties, and our corporate office are all located in the state of Nevada. The Corporation's corporate headquarters is located at 9790 Gateway Drive, Suite 200, Reno, Nevada 89521.

Hycroft Mine

Hycroft Expansion Projects

We are undergoing expansion projects at the Hycroft Mine to implement oxide and sulfide mineralization processing capabilities which will provide staged production increases. Ongoing expansion projects at the Hycroft Mine include the following:

- increasing the mining rate through larger capacity haul trucks, shovels, and production drills;
- expanding leach pad operations through increased pad size, additional solution processing capacity, and the addition of a gyratory crusher to enhance the exposure of ore to the leach process;
- constructing a mill to process transitional and sulfide mineralization; and
- upgrading infrastructure items to handle the milling demands, including power transmission and distribution and the construction of a railroad spur and an employee housing project.

The mining industry as a whole has been largely impacted by the recent volatility in metal prices. We are currently undergoing a review of the mill's construction timing and size. Our plans to complete and operate a 130,000 ton per day ("**tpd**") mill by early 2015 are under review. Currently we believe there is value in phasing construction of the mill starting with a 75,000 tpd plant in 2015 and increasing to 130,000 tpd once the initial phase is operating according to plan. We expect that, once engineering is optimized, we will be able to show lower capital costs, initially processing only higher grade oxide and transition ore through the mill, leaching that ore on site and only producing sulfide concentrate as per demand. We are currently evaluating a number of options for onsite beneficiation of that concentrate. At this time, we do not have an updated timing, scope, or capital cost estimate for the staged mill scenario or revised long term projections and estimates of production and cost arising from the staged mill scenario. We expect the reserves will be unaffected and remain as stated in our most recently filed Annual Report on Form 10-K which is incorporated by reference into this short-form prospectus.

The capital cost estimate for the previously announced expansion project is expected to be $1.24 billion. As of March 31, 2013, we had spent or committed $723.5 million, which represents approximately 58% of the total capital estimate. Included in the $723.5 million spent or committed at March 31, 2013 were purchase obligations totaling $315.7 million, a portion of which are expected to be financed through capital leases. We estimated that 2013 capital expenditures at the Hycroft Mine for the expansion projects will total approximately $394.9 million; however, such amount may change if we determine our expansion project will include a stage with a smaller than originally planned mill, which, as discussed above, is currently being analyzed by us. The following sections provide additional detail on the Hycroft Mine expansion projects.

Increasing the Mining Rate

The mining equipment required for the expansion projects has been arriving at site since late 2010 and will continue to be delivered through 2014. The expansion requires us to increase the annual mining rate to 94 million tons by the end of 2013. As of April 2013, we had commissioned 31 320-ton Komatsu haul trucks, including nine received in 2013. Other major additions to mobile equipment in 2013 are the first two (of three) wire rope shovels. The first wire rope shovel is expected to be operational ahead of schedule in May 2013 and the second one is expected to become operational in the latter half of 2013.

Expanding Leach Pad Operations

To accommodate the increased mining rate our leach pad processing capabilities are being expanded. As of December 31, 2012, our leach pad capacity was 12.0 million square feet and we expect such capacity to increase during 2013 to 20.0 million square feet with the completion of the new North Leach Pad, which we expect to begin stacking ore on by the end of the second quarter of 2013. During the first quarter of 2013, we continued construction on the primary, secondary, and tertiary crushers and expect to commission the gyratory crusher in the middle of the third quarter of 2013. The new 21,500 gpm Merrill-Crowe processing facility remains on track to be commissioned in the third quarter of 2013, which would bring our total solution processing capacity to 33,000 gpm.

Mill Construction

The mill will be used to process the higher grade oxide and transitional ores and the sulfide ore. We currently expect the mill to have a design capacity allowing for the processing of 130,000 tons of ore per day through a crush-grind-float-leach flowsheet. In the first quarter of 2013, we continued excavation of the facility location, allowing us to begin construction of the building foundation in the second half of 2013; however, as discussed above, the timing and staging of the mill construction is currently undergoing a review. The Corporation has ordered long-lead time items critical to the construction schedule, which are currently expected to arrive as scheduled. To date, the major long-lead components that have been ordered include SAG mills and motors, ball mills and motors, a regrind mill, flotation cells, thickeners, and pumps.

Infrastructure Upgrades

Our expansion plans require that we upgrade the infrastructure at the Hycroft Mine, including the power transmission and distribution system, to handle demands of the mill and electric wire rope shovels and construction of a rail spur. Additionally, we are building a housing development in Winnemucca, Nevada for our current and future workforce, which we plan to rent and/or sell to our employees. We have completed the first six homes and one townhouse, of which we have executed sales contracts to sell four such homes to employees.

2013 Outlook

In 2013, we expect to sell approximately 225,000 to 250,000 ounces of gold and 1.5 million to 1.8 million ounces of silver. Sales in the first half of the year are expected to be approximately 90,000 to 100,000 ounces of gold, increasing in the second half of the year. We expect to move 94.1 million tons of material, including 46.5 million tons of ore at average grades of 0.012 oz/ton gold and 0.25 oz/ton silver. With the operation of the two wire rope shovels, one of which is expected to be commissioned during the second quarter and the other in the latter half of the year, the mining rate for the first half is expected to average 200,000 tons per day and is expected to increase to average 290,000 tons per day in the second half. The overall strip ratio for 2013 is expected to be 0.6:1.

A number of critical projects must be completed to achieve the higher end of the stated guidance range of metal sales. The stated guidance assumes there will be no material delays in the start-up of the North Leach Pad, new Merrill-Crowe facility or operation of additional mobile equipment. Adjusted cash costs for 2013 are expected to be in the range of $665 to $685 per ounce (with silver as a by-product credit), which is an increase from our previously expected range.

Capital expenditures in 2013 are expected to total approximately $394.9 million, of which $130.8 million are expected to be financed with capital leases. Of the $394.9 million in capital expenditures expected in 2013, $27.5 million is for sustaining capital and the remainder is to advance the Hycroft Mine expansion project and includes equipment, infrastructure, engineering, permitting, and support programs. Major additions to mobile equipment in 2013 include nine haul trucks and the first two wire rope shovels, which are expected to become operational in the second quarter and third quarter, respectively. We also expect to advance funds for the third wire rope shovel in 2013.

We have begun stacking ore on the new North Leach Pad as of the beginning of May, 2013. In addition, the gyratory crushing system and 21,500 gpm Merrill-Crowe facility are expected to be commissioned in the third quarter of 2013.

CONSOLIDATED CAPITALIZATION

The following table sets forth the cash and cash equivalents and the consolidated capitalization of the Corporation as at March 31, 2013, (i) on an actual basis, and (ii) on an as adjusted basis to give effect to the Offering. The table should be read in conjunction with the Corporation's Quarterly Report on Form 10-Q for the fiscal quarter ended March 31, 2013, which is incorporated herein by reference. The following table does not give effect to the exercise of the Over-Allotment Option. See "Documents Incorporated by Reference."

	As at March 31, 2013	
	Actual	**As Adjusted**
	(in thousands)	
Cash and cash equivalents[(1)]	US$243,113	US$384,813
Indebtedness:		
Revolving credit facility[(2)]	—	—
Current capital lease obligations	35,554	35,554
Non-current capital lease obligations	114,286	114,286
Term and security deposit loan	37,939	37,939
Notes[(3)]	393,840	393,840
Total indebtedness	581,619	581,619
Total stockholders' equity[(1)]	631,979	773,679
Total capitalization	US$1,213,598	US$1,355,298

(1) The adjustments to cash and cash equivalents and total stockholders' equity reflect the gross proceeds from the 14,000,0000 Offered Shares, reduced by the Underwriters' Fee and an estimated US$1.3 million of offering expenses payable by the Corporation. The "as adjusted" amounts do not reflect changes to our cash and cash equivalents and total capitalization that may result from the exercise of the Over-Allotment Option.

(2) As of March 31, 2013, there were no borrowings or letters of credit outstanding under our revolving credit facility. As of March 31, 2013, we had US$120.0 million available to be borrowed under our revolving credit facility.

(3) Reflects the U.S. dollar equivalent of C$400 million 8.75% Senior Notes due 2019. This debt and interest rate have been swapped to a US$400.4 million principal obligation with an effective interest rate of 8.375%.

USE OF PROCEEDS

The net proceeds to the Corporation from the Offering, after deducting the Underwriters' Fee and estimated expenses of the Offering, including expenses relating to the preparation and filing of this short form prospectus, are estimated to be approximately US$141,700,000 (or US$163,100,000 if the Over-Allotment Option is exercised in full).

Use of Proceeds

We intend to use the net proceeds to fund capital expenditures for the Hycroft Mine expansion project and for general corporate purposes.

	US$MM	C$MM[(1)]
Capital Items Related to Hycroft Mine Expansion	**$130.0**	**C$130.3**
Machinery and equipment	28	28.1
Labour	29	29.1
Construction	45	45.1
Materials	21	21
Engineering	7	7
General Corporate Purposes	**$11.7**	**C$11.7**
Total:	**$141.7**	**C$142.0**

(1) Converted to Canadian dollars at an exchange rate of C$1.0023 per US$1.00 being the Bank of Canada noon rate on May 8, 2013.

Mr. Daniel Moore is the Qualified Person under NI 43-101 who has supervised the preparation of the above use of proceeds. Mr. Moore is not independent of the Corporation.

The Corporation's actual use of the net proceeds may vary depending on the Corporation's operating and capital needs from time to time. There may be circumstances where, for sound business reasons, a reallocation of funds may be necessary. See "Risk Factors – Risks Relating to this Offering".

Pending the use of the proceeds described above, the Corporation may invest all or portion of the proceeds of the Offering in short-term deposits, including bankers acceptances, short-term, high quality, interest bearing corporate, government-issued and/or government-guaranteed securities. See "Risk Factors – Discretion in the Use of Proceeds".

Business Objectives

The net proceeds of the Offering will provide the Corporation with funding to advance its Hycroft expansion project, which is the main focus of the Corporation and will strengthen its balance sheet.

PLAN OF DISTRIBUTION

Pursuant to the Underwriting Agreement, the Corporation has agreed to issue and sell, and the Underwriters have severally (and not jointly, nor jointly and severally) agreed to purchase, as principals, on the Closing Date, all but not less than all of the Offered Shares at the Offering Price, payable in cash to the Corporation against delivery of the Offered Shares, subject to compliance with the conditions contained in the Underwriting Agreement. The obligations of the Underwriters under the Underwriting Agreement are several (and not joint, nor joint and several) and may be terminated at their discretion upon the occurrence of certain stated events including, amongst other things, the occurrence of a material adverse change in the Corporation's affairs. Under certain circumstances, the commitments of a non-defaulting Underwriter may be increased. The Underwriting Agreement also provides that the obligations of the Underwriters to purchase the Offered Shares are subject to approval of legal matters by counsel and other conditions. The Underwriters are, however, obligated to take up and pay for all of the Offered Shares if any of the Offered Shares are purchased under the Underwriting Agreement. The Underwriting Agreement provides that the Corporation will pay to the Underwriters a fee of US$0.5375 per Offered Share and per Additional Share, if any, sold pursuant to the exercise of the Over-Allotment Option, representing 5% of the gross proceeds per Offered Share and per Additional Share, as the case may be. The Offering Price and other terms of the Offering were determined by negotiation between the Corporation and the Underwriters.

The Corporation has granted the Underwriters the Over-Allotment Option, exercisable in whole or in part, in the sole discretion of Dundee, on behalf of the Underwriters, for a period of 30 days from the Closing Date, to purchase up to 2,100,000 Additional Shares, at the Offering Price, to cover over-allocations, if any, and for market stabilization purposes. The grant of the Over-Allotment Option and the Additional Shares issued upon exercise of the Over-Allotment Option are qualified for distribution under this short form prospectus. A person who acquires the Corporation's shares of Common Stock forming part of the Underwriters' over-allocation position acquires such shares under this short form prospectus regardless of whether the over-allocation position is ultimately filled through the exercise of the Over-Allotment Option or secondary market purchases. If the Over-Allotment Option is exercised in full, the total price to the public, Underwriters' Fee and net proceeds to the Corporation (before payment of the expenses of the Offering) will be US$173,075,000, US$8,653,750 and US$164,421,250, respectively.

Subscriptions will be received subject to rejection or allotment in whole or in part and the right is reserved to close the subscription books at any time without notice. One or more book entry-only certificates representing the Offered Shares will be issued in registered or electronic form to CDS or its nominee and deposited with CDS on the Closing Date. A purchaser of Offered Shares and Additional Shares will receive only a customer confirmation from the registered dealer through which the Offered Shares are purchased.

The Underwriters propose to offer the Offered Shares initially at the Offering Price. After the Underwriters have made reasonable efforts to sell all of the Offered Shares by this short form prospectus at such price, the Offering Price may be decreased, and further changed from time to time to an amount not greater than the Offering Price. However, in no event will the Corporation receive less than gross proceeds of US$10.75 per Offered Share. The effective compensation realized by the Underwriters will be decreased by the amount that the aggregate price paid by the purchasers for the Offered Shares is less than the gross proceeds paid by the Underwriters to the Corporation. In addition, the Underwriters may offer selling group participation to other registered dealers that are satisfactory to the Corporation, acting reasonably, with compensation to be negotiated between the Underwriters and such selling group participants, but at no additional cost to the Corporation.

Pursuant to the rules and/or policy statements of certain Canadian Securities Authorities, the Underwriters may not, throughout the period of distribution under this short form prospectus, bid for or purchase shares of Common Stock for their own account or for accounts over which they exercise control or direction. The foregoing restriction is subject to certain exceptions. Such exceptions include a bid or purchase permitted under the Universal Market Integrity Rules for Canadian Marketplaces administered by the Investment Industry Regulatory Organization of Canada relating to market stabilization and passive market-making activities and a bid or purchase made for, and on behalf of, a customer where the order was not solicited during the period of distribution. Subject to applicable laws and in connection with the Offering, the Underwriters may effect transactions that stabilize or maintain the market price of the shares of Common Stock at levels other than which would otherwise prevail on the open market. Such transactions, if commenced, may be discontinued at any time.

The Underwriting Agreement also provides that the Corporation will indemnify the Underwriters and their affiliates and their respective directors, officers, employees, and agents against certain liabilities and expenses or will contribute to payments that the Underwriters may be required to make in respect thereof.

Pursuant to the Underwriting Agreement, the Corporation has agreed that, for a period 90 days following the Closing Date, the Corporation and its directors and key officers will not, without the consent of Dundee, on behalf of the Underwriters, which consent will not be unreasonably withheld or delayed, directly or indirectly, as applicable, issue, agree to or become bound to issue, or announce an intention to issue, or dispose of in any way, any additional shares of Common Stock or any securities convertible into or exchangeable for shares of Common Stock (except: (i) in connection with the exchange, transfer, conversion or exercise rights of existing outstanding securities or existing commitments to issue securities; (ii) pursuant to the issuance of securities to directors, officers, employees or consultants pursuant to the Corporation's existing incentive plans, such as its stock option plans, RSU Plan, DSU Plan and DPU Plan; (iii) for any property acquisition by the Corporation; and (iv) in the case of directors and key officers of the Corporation, to tender to a take-over bid or a change of control transaction) or enter into any agreement or arrangement under which the Corporation or the officer or director acquires or transfers to another, in whole or in part, any of the economic consequences of ownership of shares of Common Stock, whether that agreement or arrangement may be settled by the delivery of shares or other securities or cash.

The Offering is being made concurrently in all of the provinces of Canada other than Québec. In addition, the Underwriters may offer the Offered Shares outside of Canada and the United States, subject to compliance with the local securities law requirements. The Offering is being made in the United States pursuant to an effective shelf registration statement on Form S-3 filed by the Corporation with the Securities and Exchange Commission under the Securities Act of 1933, as amended, on May 2, 2013.

The TSX has conditionally approved the listing of Offered Shares subject to the Corporation fulfilling all the listing requirements of the TSX by July 31, 2013 and the NYSE MKT has approved the listing of Offered Shares.

Mr. Murray Sinclair, a director of the Corporation, is also a director of Dundee Corp. Dundee is a wholly-owned subsidiary of Dundee Corp. and Dundee Corp. may be considered a "related issuer" of Dundee for the purposes of NI 33-105. Consequently, the Corporation may be a "connected issuer" of Dundee for the purposes of NI 33-105.

The Offering was not required, suggested or consented to by Dundee Corp. and Dundee negotiated the terms of the Offering at arm's length from the Corporation. The decision of the Corporation to proceed with the Offering was also made at arm's length. Mr. Sinclair disclosed his interest in and abstained from voting on the resolution approving the Offering. Dundee Corp. was not involved in the decision to issue the Offered Shares, nor in the negotiation of the terms of the Offering. The proceeds of the Offering will not be applied for the benefit of Dundee or Dundee Corp. and Dundee will not receive any benefit from the Offering other than a portion of the Underwriters' Fee.

DESCRIPTION OF SECURITIES BEING DISTRIBUTED

As at the date of this short form prospectus, the Corporation's authorized capital stock consists of (a) 200,000,000 shares of Common Stock, US$0.001 par value; and (b) 10,000,000 shares of undesignated preferred stock, US$0.001 par value. The only equity securities currently outstanding are shares of Common Stock. As at May 8, 2013, there were 89,887,966 shares of Common Stock issued and outstanding.

The following description summarizes the material terms of the Corporation's Common Stock. This summary is, however, subject to the provisions of the Corporation's certificate of incorporation and bylaws. For greater detail, please refer to the Corporation's certificate of incorporation and bylaws.

Common Stock

The holders of the Corporation's shares of Common Stock have the following rights, privileges and conditions:

(a) the right to notice of, to attend and to vote at meetings of shareholders of Common Stock and each share of Common Stock has the right to one vote per share of Common Stock;

(b) the right to receive dividends as and when declared on the shares of Common Stock, subject to the satisfaction of rights of holders of preferred shares of the Corporation; and

(c) the right to receive the remaining property and assets of the Corporation in the event of liquidation, dissolution or winding-up of the Corporation, subject to the satisfaction of rights of holders of preferred shares of the Corporation.

Directors will be elected by a plurality vote of the shares of Common Stock represented in person or by proxy. Other matters to be voted on by the Corporation's shareholders must be approved by a majority of the votes cast on the matter by the holders of its shares of Common Stock represented in person or by proxy.

PRIOR SALES

The following table summarizes the issuances by the Corporation of shares of Common Stock (and securities convertible into shares of Common Stock of the Corporation), for the 12 months prior to the date of this short form prospectus.

Date Issued	Number of Securities Issued	Issuance /Exercise Price Per Security ($)
Various dates throughout the previous 12 months	132,442 shares of Common Stock upon the exercise of stock options	Exercise prices ranging from $4.30 to $6.34
Various dates throughout the previous 12 months	126,061 shares of Common Stock under the Corporation's Restricted Stock Unit ("**RSU**") plan	Ranging from $14.74 to $40.02(1)
October 30, 2012	3,092 shares of Common Stock under the Corporation's Deferred Share Unit ("**DSU**") plan	$28.30(2)
October 30, 2012	40,267 shares of Common Stock issued under the Corporation's Deferred Phantom Unit ("**DPU**") plan	Ranging from $8.06 to $35.48 (3)

(1) These are the grant date fair values of units vested and issued over the last twelve months. The RSU plan was adopted by the Corporation in July 2007, primarily to compensate employees of the Corporation. RSUs granted without performance based vesting criteria typically vest in equal one-third instalments over three years and RSUs granted with performance based vesting criteria also typically vest over three years with the achievement of certain financial and operating results of the Corporation, which are established annually by the Compensation Committee of the Board of Directors. Upon vesting, one share of Common Stock is automatically issued for no additional consideration, except in the case of Canadian residents, where an election may be made to defer the issuance date.

(2) This is the grant date fair value of units vested and issued over the last twelve months. The DSU plan, an equity-based compensation plan for non-employee directors, was approved by the Corporation's shareholders in October 2011 and adopted by the Corporation in June 2012. Each DSU has the value of one Allied Nevada common share to be issued when a director leaves the Board.

(3) These are the grant date fair values of units vested and issued over the last twelve months. The DPU plan was adopted by the Corporation in April 2009 to compensate non-employee directors. DPUs are fully vested at the time of grant. Each DPU has the value of one Allied Nevada common share, with the accumulated benefit to be settled in cash when a director leaves the Board of Directors.

TRADING PRICE AND VOLUME

Shares of Common Stock

The shares of Common Stock trade on the TSX under the symbol "ANV". The following table sets forth certain trading information for the shares of Common Stock on the TSX for the 12 month period before the date hereof:

Month	High C$	Low C$	Volume
2012			
May	29.89	23.96	4,731,157
June	31.26	27.47	3,281,912
July	30.63	25.21	2,318,163
August	32.26	25.01	3,171,365
September	39.14	31.73	5,256,083
October	40.15	35.28	4,191,818
November	37.43	30.65	4,004,134
December	32.44	28.16	2,366,897
2013			
January	31.00	23.05	3,578,421
February	24.29	18.63	2,046,775
March	19.25	15.91	2,501,645
April	16,77	10.39	7,912,462
May 1-8	10.62	9.22	3,333,765

At the close of business on May 8, 2013, the last trading day prior to the date of this short form prospectus, the price of the shares of Common Stock as reported on the TSX was C$9.79 and on the NYSE MKT was US$9.74.

CERTAIN CANADIAN FEDERAL INCOME TAX CONSIDERATIONS

In the opinion of Cassels Brock & Blackwell LLP, counsel to the Corporation, and Norton Rose Canada LLP, counsel to the Underwriters, the following summary, as of the date hereof, describes the principal Canadian federal income tax considerations generally applicable under the *Income Tax Act* (Canada) (the "**Tax Act**") to an investor who acquires shares of Common Stock pursuant to this short-form prospectus and who, for purposes of the Tax Act and at all relevant times, (i) is resident or is deemed to be resident in Canada, (ii) holds the Common Stock as capital property and (iii) deals at arm's length with, and is not affiliated with, either the Corporation or the Underwriters (a "**Holder**"). Generally speaking, the Common Stock will be considered to be capital property to a Holder provided the Holder does not acquire or hold the Common Stock in the course of carrying on a business of trading or dealing in securities and has not acquired them in one or more transactions considered to be an adventure or concern in the nature of trade.

This summary is not applicable to a Holder: (i) that is a "financial institution", as defined in the Tax Act for purposes of the mark-to-market provisions of the Tax Act; (ii) an interest in which would be a "tax shelter investment" as defined in the Tax Act; (iii) that is a "specified financial institution" as defined in the Tax Act; (iv) in relation to which the Corporation is a "foreign affiliate" as defined in the Tax Act; (v) that has made a functional currency reporting election; or (vi) that has entered into a "derivative forward agreement" with respect to Common Stock, as that term is defined in proposed amendments to the Tax Act contained in a Notice of Ways and Means motion that accompanied the federal budget tabled by the Minister of Finance (Canada) on March 21, 2013. **Any such Holder should consult its own tax advisor with respect to an investment in the Common Stock.**

This summary is based upon the provisions of the Tax Act and the regulations thereto (the "**Regulations**") in force as of the date hereof, all specific proposals to amend the Tax Act and/or the Regulations that have been publicly announced by or on behalf of the Minister of Finance (Canada) prior to the date hereof (the "**Proposed Amendments**") and counsel's understanding of the current published administrative and assessing practices of the Canada Revenue Agency (the "**CRA**"). This summary assumes the Proposed Amendments will be enacted in the form proposed, however, no assurance can be given that the Proposed Amendments will be enacted in their current form, or at all. This summary is not exhaustive of all possible Canadian federal income tax considerations and, except for the Proposed Amendments, does not take into account any changes in the law, whether by legislative, administrative or judicial action, nor does it take into account provincial, territorial or foreign tax considerations, which may differ significantly from those discussed herein.

This summary is of a general nature only and is not intended to be, nor should it be construed to be, legal or tax advice to any prospective purchaser of Common Stock, and no representations with respect to the Canadian income tax consequences to any prospective purchaser or Holder are made. Consequently, prospective purchasers of Common Stock should consult their own tax advisors with respect to their particular circumstances.

This summary assumes that the Corporation is not and will not be resident in Canada for the purposes of the Tax Act at all material times.

Currency Conversion

For purposes of the Tax Act, all amounts related to the acquisition, holding or disposition of Common Stock (including dividends, adjusted cost base and proceeds of disposition) must be expressed in Canadian dollars. Amounts denominated in a foreign currency must be converted to an amount expressed in Canadian dollars based on the rate quoted by the Bank of Canada for noon on the relevant day or another rate of exchange that is acceptable to the Minister of National Revenue for that purpose.

Dividends on Common Stock

The full amount of dividends received by a holder on the Common Stock, including amounts deducted for foreign withholding tax, if any, will be included in computing the Holder's income. For an individual (including a trust) the gross-up and dividend tax credit rules in the Tax Act will not apply to such dividends. A Holder that is a corporation will not be entitled to deduct the amount of such dividends in computing its taxable income. A Holder that is a "Canadian-controlled private corporation" (as defined in the Tax Act) may be liable to pay an additional refundable tax of 6 2/3% in respect of its "aggregate investment income" for the year, which will include such dividends.

Dispositions of Common Stock

In general, a disposition or a deemed disposition of a share of Common Stock will give rise to a capital gain (or a capital loss) equal to the amount by which the proceeds of disposition of the share of Common Stock, net of any reasonable costs of disposition, exceed (or are less than) the adjusted cost base to the holder of the share of Common Stock immediately before the disposition.

Tax Treatment of Capital Gains and Capital Losses

Generally, one-half of any capital gain realized by a Holder in a taxation year will be included in computing the Holder's income in such year. One-half of any capital loss realized by a Holder in a taxation year normally may be deducted as an allowable capital loss by the holder against taxable capital gains realized by the Holder in the year. Any allowable capital loss not applied against taxable capital gains in the year it is realized generally may be carried back and applied against taxable capital gains realized in any of the three preceding years or carried forward and applied against taxable capital gains realized in any subsequent year (in accordance with the rules contained in the Tax Act). Capital gains realized by an individual will be relevant in computing possible liability for the alternative minimum tax.

A Holder that is, throughout the relevant taxation year, a "Canadian-controlled private corporation" (as defined in the Tax Act) may be liable to pay, in addition to the tax otherwise payable under the Tax Act, a refundable tax of 6 2/3% on its "aggregate investment income" for the year which will include such taxable capital gains.

Foreign Tax Credits

Subject to the requirements and limitations in the Tax Act, a Holder may be entitled to claim a full or partial credit or deduction in computing the Holder's income tax liability for any withholding or other U.S. income tax paid by the Holder in respect of dividends received on the Common Stock or a gain realized on a disposition of Common Stock. Prospective investors should consult their own tax advisors with respect to the availability of a foreign tax credit or deduction, having regard to their own particular circumstances.

Offshore Investment Fund Property

The Tax Act contains rules, as would be amended by certain Proposed Amendments in Bill C-48, which received its Second Reading on March 8, 2013, that may require a taxpayer to include in income in each taxation year an amount in respect of the holding of an "offshore investment fund property". These rules could apply to a holder in respect of Common Stock if, but only if:

(1) the Common Stock may reasonably be considered to derive its value, directly or indirectly, primarily from portfolio investments in: (i) shares of one or more corporations, (ii) indebtedness or annuities, (iii) interests in one or more corporations, trusts, partnerships, organizations, funds or entities, (iv) commodities, (v) real estate, (vi) Canadian or foreign resource properties, (vii) currency of a country other than Canada, (viii) rights or options to acquire or dispose of any of the foregoing, or (ix) any combination of the foregoing (collectively, "**Investment Assets**"); and

(2) it may reasonably be concluded, having regard to all the circumstances, that one of the main reasons for the holder acquiring, holding or having an interest in the Common Stock was to derive a benefit from portfolio investments in Investment Assets in such a manner that the taxes, if any, on the income, profits and gains from such assets for any particular year are significantly less than the tax that would have been applicable under Part I of the Tax Act if the income, profits and gains had been earned directly by such holder.

If applicable, these rules would generally require a holder to include in income for each taxation year in which such holder holds Common Stock an imputed amount determined by multiplying the "designated cost" (as defined for purposes of the offshore investment fund property rules in the Tax Act) to the holder of the Common Stock at the end of a month in the year by 1/12 of the aggregate of the prescribed rate of interest for the period including that month plus, pursuant to certain Proposed Amendments, two percent, less the amount of certain income of the holder from the Common Stock in the year. Any amount required to be included in computing a holder's income in respect of Common Stock under these rules would be added to the adjusted cost base to the holder of such share.

The application of these rules depends, in part, on the reasons for a holder acquiring or holding Common Stock. Holders are urged to consult their own tax advisors regarding the application and consequences of these rules.

Foreign Property Information Reporting

A Holder that is a "specified Canadian entity" (as defined in the Tax Act) for a taxation year or a fiscal period and whose total cost amount of "specified foreign property" (as defined in the Tax Act), including such Common Stock, at any time in the taxation year or fiscal period exceeds C$100,000 will be required to file an information return for the year or fiscal period disclosing prescribed information, including the cost amount and any income in the taxation year, in respect of such property.

Subject to certain exceptions, a taxpayer resident in Canada in a taxation year will be a "specified Canadian entity". In the 2013 Federal Budget, the Minister of Finance (Canada) proposed that the existing reporting requirements with respect to "specified foreign property" be expanded so that more detailed information is available for audit use. Revised reporting requirements reflecting this proposal have not yet been released. Holders and prospective investors should consult their own tax advisors regarding these rules, including any expansion thereof pursuant to the 2013 Federal Budget.

Eligibility For Investment

The Common Stock, if issued on the date hereof, would be "qualified investments" under the Tax Act for a trust governed by a registered retirement savings plan ("**RRSP**"), a registered education savings plan, a registered retirement income fund ("**RRIF**"), a deferred profit sharing plan, a registered disability savings plan, and a tax-free saving account ("**TFSA**"), provided the Common Stock is listed on a designated stock exchange as defined in the Tax Act (which currently includes the TSX).

Notwithstanding the foregoing, a holder of Common Stock will be subject to a penalty tax if the Common Stock is held in a RRSP, RRIF or TFSA, as the case may be, and is a "prohibited investment" for such RRSP, RRIF or TFSA under the Tax Act. However, provided that the holder or annuitant of an RRSP, RRIF or TFSA (i) deals at arm's length with the Corporation (ii) does not hold a "significant interest" (as defined in the Tax Act) in the Corporation, and (iii) does not hold a significant interest (as defined in the Tax Act) in any person or partnership that does not deal at arm's length with the Corporation, the Common Stock will not be a prohibited investment for a trust governed by a RRSP, RRIF, or TFSA. On December 21, 2012, the Department of Finance (Canada) released Proposed Amendments which, if enacted, would remove the condition in (iii) described above. In addition, pursuant to Proposed Amendments, Common Stock will generally not be a prohibited investment if the Common Stock is "excluded property" as defined in the Proposed Amendments. Holders or annuitants of an RRSP, RRIF or TFSA should consult their own tax advisors as to whether the Common Stock will be a prohibited investment in their particular circumstances, including the respect to whether the Common Stock will be "excluded property" as defined in the Proposed Amendments.

RISK FACTORS

The acquisition of the securities being distributed under this short form prospectus involves a high degree of risk. Any prospective investor should carefully consider the risk factors set forth in this short form prospectus and the documents incorporated by reference herein and all of the other information contained in this short form prospectus before acquiring any of the securities distributed under this short form prospectus. The risks described herein and therein are not the only risks facing the Corporation. Additional risks and uncertainties not currently known to the Corporation, or that the Corporation currently deems to be immaterial, may also materially and adversely affect its business. If any of those risks actually occur, the Corporation's business, financial condition and results of operations would suffer. The risks discussed below also include forward-looking statements, and the Corporation's actual results may differ substantially from those discussed in these forward-looking statements. See "Cautionary Note Regarding Forward-Looking Information" in this short-form prospectus.

In addition, the following risk factors should be carefully considered by investors:

Risks Related to the Business of the Corporation

The market prices of gold and silver are volatile. A decline in gold and silver prices could result in decreased revenues, decreased net income or increased losses and decreased cash flows, and may negatively affect our business.

Gold and silver are commodities. Their prices fluctuate and are affected by many factors beyond our control, including interest rates, expectations regarding inflation, speculation, currency values, central bank activities, governmental decisions regarding the disposal of precious metals stockpiles, global and regional demand and production, political and economic conditions and other factors. The prices of gold and silver may decline in the future. A substantial or extended decline in gold or silver prices would adversely impact our financial position, revenues, net income and cash flows, particularly in light of our current strategy of not engaging in hedging transactions with respect to gold or silver. In addition, sustained lower gold or silver prices may:

- reduce revenues further through production declines due to cessation of the mining of deposits, or portions of deposits, that have become uneconomic at the then-prevailing gold or silver price;
- reduce or eliminate the profit that we currently expect from ore stockpiles and ore on leach pads;
- halt, delay or modify plans for the development of new and existing projects;
- make it more difficult for us to satisfy and/or service our debt obligations;
- cause us to recognize an impairment to the carrying values of mineral properties;
- reduce funds available for exploration with the result that depleted reserves may not be replaced; and
- reduce existing reserves by removing ores from reserves that can no longer be economically processed at prevailing prices.

For example, as a result of recent volatility in metal prices, we are currently undergoing a review of the Hycroft Mine mill's construction timing and size, including our previously announced plans to complete and operate a 130,000 tpd mill by early 2015.

The estimation of the ultimate recovery of gold and silver from the Hycroft Mine, although based on standard industry sampling and estimating methods, is subjective. Actual recoveries may vary from our estimations.

Our Hycroft Mine utilizes the heap leach process to extract gold and silver from ore. The heap leach process extracts gold and silver by placing ore on an impermeable pad and applying a dilute cyanide solution that dissolves a portion of the contained gold and silver, which are then recovered in metallurgical processes. We use several integrated steps in the process of extracting gold and silver to estimate the metal content of ore placed on the leach pad. Although we refine our estimates as appropriate at each step in the process, the final amounts are not determined until a third-party smelter converts the doré and determines final ounces of gold and silver available for sale. We then review this end result and reconcile it to the estimates we developed and used throughout the production process. Based on this review, we adjust our estimation procedures when appropriate. Due to the complexity of the estimation process and the number of steps involved, among other things, actual recoveries can vary from estimates, and the amount of the variation could be significant and could have a material adverse impact on our financial condition and results of operations.

Each of these factors not only applies to our current and future operations at the Hycroft Mine, but will also apply to our Hasbrouck/Three Hills property and any future development of other properties not yet in production. In the case of mines that we may develop in the future, we will not have the benefit of actual experience in our estimates with respect to those mines, and there is a greater likelihood that actual results will vary from the estimates.

Reserve and resource calculations are estimates only, and are subject to uncertainty due to factors including metal prices, inherent variability of the ore and recoverability of metal in the mining process.

The calculation of mineral reserves, mineral resources and grading are estimates and depend upon geological interpretation and statistical inferences or assumptions drawn from drilling and sampling analysis, which may prove to be unpredictable. There is a degree of uncertainty attributable to the calculation of mineral reserves and corresponding grades. Until mineral reserves and other mineralized materials are actually mined and processed, the quantity of ore and grades must be considered as an estimate only. In addition, the quantity of mineral reserves and mineral resources may vary depending on metal prices. Any material change in the quantity of mineral reserves, mineral resources, mineralization, grade or stripping ratio may affect the economic viability of our properties. In addition, we can provide no assurance that gold recoveries or other metal recoveries experienced in small-scale laboratory tests will be duplicated in larger scale tests under on-site conditions or during production.

We may not achieve our production estimates and our adjusted cash costs for our operations may be higher than our estimates.

We prepare estimates of future production and adjusted cash costs for our operations. We develop our estimates based on, among other things, mining experience, reserve and other mineralized material estimates, assumptions regarding ground conditions and physical characteristics of ores (such as hardness and presence or absence of certain metallurgical characteristics) and estimated rates and costs of mining and processing. All of our estimates are subject to numerous uncertainties, many of which are beyond our control. Our actual production may be lower than our production estimates and our actual adjusted cash costs may be higher than our adjusted cash costs estimates. For example, in the first quarter of 2013, due to uncommonly inclement weather experienced in January and increased mining costs due to the Hitachi shovel maintenance, our production costs and adjusted cash costs were higher than anticipated. While we believe that our estimates are reasonable at the time they are made, actual results will vary and such variations may be material. These estimates are necessarily speculative in nature, and it may be the case that one or more of the assumptions underlying such projections and estimates may not materialize. Investors are cautioned not to place undue reliance on the projections and estimates set forth in this short-form prospectus or the documents incorporated by reference herein.

Our operations are subject to numerous governmental permits that are difficult to obtain and we may not be able to obtain or renew all of the permits we require, or such permits may not be timely obtained or renewed.

In the ordinary course of business we are required to obtain and renew governmental permits for our operations, including in connection with our mining and exploration plans at the Hycroft Mine and our exploration plan at our Hasbrouck/Three Hills property. We also need additional governmental permits in order to complete our expansion of the Hycroft Mine operations, including without limitation, permits to operate the milling facility, construct the tailings impoundment and allow mining below the water table. Obtaining or renewing the necessary governmental permits is a complex and time-consuming process involving costly undertakings by us. The duration and success of our efforts to obtain and renew permits are contingent upon many variables not within our control, including the interpretation of applicable requirements implemented by the permitting authority and intervention by third parties in any required environmental review. We may not be able to obtain or renew permits that are necessary to our operations on a timely basis or at all, and the cost to obtain or renew permits may exceed our estimates. Failure to comply with the terms of our permits may result in injunctions, fines, suspension or revocation of permits and other penalties. We can provide no assurance that we have been, or will at all times be, in full compliance with all of the terms of our permits or that we have all required permits. The costs and delays associated with compliance with these permits and with the permitting process could delay or stop us from executing our Hycroft Mine expansion project, proceeding with the operation or development of a property or increase the costs of development or production and may materially adversely affect our business, results of operations or financial condition.

We cannot be certain that our future exploration and development activities will be commercially successful.

Substantial expenditures are required to further explore our Hycroft and Hasbrouck/Three Hills properties, to establish reserves or mineral resources through drilling and analysis, to develop metallurgical processes to extract metal from the ore and, in the case of new properties or the expansion of our existing projects, to develop the mining and processing facilities and infrastructure at any site chosen for mining. We cannot provide assurance that any reserves or mineral resources discovered will be in sufficient quantities to justify commercial operations or that the funds required for development can be obtained on a timely basis. A number of factors, including costs, actual mineralization, consistency and reliability of ore grades and commodity prices, affect successful project development. The efficient operation of processing facilities, the existence of competent operational management, as well as the availability and reliability of appropriately skilled and experienced consultants also can affect successful project development. There can be no assurance that our exploration and development programs, including the advancement of the Hycroft Mine oxide operation, the Hycroft milling feasibility study for the mill expansion project and the Hasbrouck preliminary economic assessment, will result in economically viable mining operations or yield new mineral reserves or mineral resources.

Our gold and silver production may decline, reducing our revenues and negatively impacting our business.

Our future gold and silver production may decline as a result of an exhaustion of reserves and resources, and possible closure of mines. It is our business strategy to conduct gold and silver exploratory activities at the Hycroft Mine and the Hasbrouck/Three Hills property. We may also consider from time to time the acquisition of gold and silver mining properties and businesses or reserves that possess minable ore reserves that are capable of becoming operational in the near future. We can provide no assurance that our gold and silver production in the future will not decline. Accordingly, our revenues from the sale of gold and silver may decline, negatively affecting our results of operations.

Cost estimates and timing of our Hycroft expansion project and new projects are uncertain, which may adversely affect our expected production and profitability.

The capital expenditures and time required to develop and explore our properties, including the Hycroft Mine and the Hasbrouck/Three Hills property, are considerable and changes in costs, construction schedules or both, can adversely affect project economics and expected production and profitability. For example, we are currently undergoing a review of the Hycroft Mine mill's construction and size, including our plans to complete and operate a 130,000 tpd mill by early 2015.

There are a number of factors that can affect costs and construction schedules, including, among others:

- availability of labor, energy, transportation, equipment, and infrastructure;
- changes in input commodity prices and labor costs;
- fluctuations in currency exchange rates;
- availability and terms of financing;
- changes in anticipated tonnage, grade and metallurgical characteristics of the ore to be mined and processed;
- recovery rates of gold and other metals from the ore;
- difficulty of estimating construction costs over a period of years;
- delays in completing any environmental review or in obtaining environmental or other government permits;
- weather and severe climate impacts; and
- potential delays related to social and community issues.

We currently recover gold and silver from oxide ores at the Hycroft Mine. The Hycroft milling feasibility study on the expansion project primarily relates to the economic potential of recovering metals from the sulfide mineralization at the Hycroft property. Oxide heap leach mining and the processing of sulfide ore is uncertain and, therefore, the costs and timing of the commencement of sulfide operations at the Hycroft Mine could vary greatly from our estimates.

Mining development, exploration, and processing operations pose risks and costs that may negatively impact our business.

Mining development, exploration, and processing operations involve many hazards and uncertainties, including, among others:

- unusual and unexpected rock formations or water conditions;
- seismic activity;
- metallurgical or other processing problems;
- ground or slope failures;
- industrial accidents;
- environmental contamination or leakage;
- fires;
- flooding and periodic interruptions due to inclement or hazardous weather conditions or other acts of nature;
- organized labor disputes or work slow-downs;
- mechanical equipment failure and facility performance problems; and
- the availability of critical materials, equipment and skilled labor.

These occurrences could result in damage to, or destruction of, our properties or production facilities, personal injury or death, environmental damage, delays in mining or processing, increased production costs, asset write downs, monetary losses and legal liability, any of which could have an adverse effect on our results of operations and financial condition and adversely affect our projected development and production estimates.

We may be adversely affected by challenges relating to slope stability.

Our open pit mines get deeper as we mine them, presenting certain geotechnical challenges including the possibility of slope failure. If we are required to decrease pit slope angles or provide additional road access to prevent such a failure, our stated reserves could be negatively affected. Further, hydrological conditions relating to pit slopes, renewal of material displaced by slope failures and increased stripping requirements could also negatively affect our stated reserves. We have taken actions in order to maintain slope stability, but we cannot provide any assurances that we will not have to take additional action in the future or that our actions taken to date will be sufficient. Unexpected failure or additional requirements to prevent slope failure may negatively affect our results of operations and financial condition, as well as have the effect of diminishing our stated ore reserves.

There are uncertainties as to title matters in the mining industry. Any defects in such title could cause us to lose our rights in mineral properties and jeopardize our business operations.

Our mineral properties consist of private mineral rights, leases covering private lands, leases of patented mining claims and unpatented mining claims. Many of our mining properties in the United States are unpatented mining claims located on lands administered by the U.S. Bureau of Land Management ("**BLM**"), Nevada State Office to which we have only possessory title. Because title to unpatented mining claims is subject to inherent uncertainties, it is difficult to determine conclusively ownership of such claims. These uncertainties relate to such things as sufficiency of mineral discovery, proper location and posting and marking of boundaries, and possible conflicts with other claims not determinable from descriptions of record. We believe a substantial portion of all mineral exploration, development and mining in the United States now occurs on unpatented mining claims, and this uncertainty is inherent in the mining industry.

The present status of our unpatented mining claims located on public lands allows us the right to mine and remove valuable minerals, such as precious and base metals, from the claims conditioned upon applicable environmental reviews and permitting programs. We also are generally allowed to use the surface of the land solely for purposes related to mining and processing the mineral-bearing ores. However, legal ownership of the land remains with the United States. We remain at risk that the mining claims may be forfeited either to the United States or to rival private claimants due to failure to comply with statutory requirements. Prior to 1994, a mining claim locator who was able to prove the discovery of valuable, locatable minerals on a mining claim, and to meet all other applicable federal and state requirements and procedures pertaining to the location and maintenance of federal unpatented mining claims, had the right to prosecute a patent application to secure fee title to the mining claim from the Federal government. The right to pursue a patent, however, has been subject to a moratorium since October 1994, through federal legislation restricting the BLM from accepting any new mineral patent applications. If we do not obtain fee title to our unpatented mining claims, we can provide no assurance that we will be able to obtain compensation in connection with the forfeiture of such claims.

There may be challenges to title to the mineral properties in which we hold a material interest. If there are title defects with respect to any properties, we might be required to compensate other persons or perhaps reduce our interest in the affected property. Also, in any such case, the investigation and resolution of title issues would divert our management's time from ongoing production, exploration and development programs.

Legislation has been proposed that could, if enacted, significantly affect the cost of our operations on our unpatented mining claims.

Members of the U.S. Congress have repeatedly introduced bills which would supplant or alter the provisions of the Mining Law of 1872. Such bills have proposed, among other things, to either eliminate or greatly limit the right to a mineral patent and to impose a federal royalty on production from unpatented mining claims. Such proposed legislation could change the cost of holding unpatented mining claims and could significantly impact our ability to develop mineralized material on unpatented mining claims. A majority of our mining claims are on unpatented claims. Although we cannot predict what legislated royalties might be, the enactment of these proposed bills could adversely affect the potential for development of our unpatented mining claims and the economics of our existing operating mines on federal unpatented mining claims. Passage of such legislation could adversely affect our financial performance.

Changes in environmental regulations could adversely affect our cost of operations or result in operational delays.

The regulatory environment in which we operate is evolving in a manner that will require stricter standards and enforcement, increased fines and penalties for non-compliance, more stringent environmental assessments of proposed projects and a heightened degree of responsibility for companies and their officers, directors and employees. New environmental laws and regulations or changes in existing environmental laws and regulations could have a negative effect on exploration activities, operations, production levels and methods of production. We can provide no assurance that future changes in environmental laws and regulations will not adversely affect our current operations or future projects. Any changes to these laws and regulations could have an adverse impact on our financial performance and results of operations by, for example, requiring changes to operating constraints, technical criteria, fees or surety requirements.

Our insurance may not cover all of the risks associated with our business.

Mining, development, exploration and processing operations involve risks which could interrupt or impair our ability to operate as planned, including:

- environmental contamination;
- metallurgical and other processing problems;
- organized labor disputes or work slow-downs;
- mechanical equipment failure and facility performance problems; and
- availability of critical materials, equipment and skilled labor.

We cannot be certain that our insurance will cover all of the risks associated with mining and processing or that we will be able to maintain insurance to cover these risks at economically feasible premiums, which may increase our costs and decrease our profitability. We could also become subject to liability for hazards against which we cannot insure or against which we may elect not to insure, such as business interruption insurance which we have elected not to obtain, because of high premium costs or commercial impracticality. Such events could result in a prolonged interruption in operations that would have a negative effect on our ability to generate revenues, profits and cash flow. Losses from such events may increase costs and decrease profitability.

Changes in the cost or supply of energy or commodities used in operations may adversely affect the profitability of our operations and our financial condition.

Our mining operations and exploration activities are intensive users of energy. Our principal energy sources are electricity and diesel fuel. We rely upon third parties for our supply of energy resources consumed in our mining and exploration activities. Energy prices can be affected by numerous factors beyond our control, including global and regional supply and demand, political and economic conditions, and applicable regulatory regimes. The prices of various sources of energy may increase significantly from current levels. An increase in energy prices could materially and adversely affect our results of operations and financial condition.

Disruptions in the supply of our energy resources could temporarily impair our ability to produce gold and silver or delay our expansion projects. Some of our mining operations and exploration projects are in remote locations requiring the building of power lines and long distance transmission of power. In addition, our expansion plans at the Hycrof Mine require that we upgrade the power transmission and distribution system of the mine. A disruption in the transmission of energy, inadequate energy transmission infrastructure, delays in infrastructure upgrades or the termination of any of our energy supply contracts could interrupt our energy supply and adversely affect our operations or expansion projects.

Our production costs are also affected by the prices of commodities we consume or use in our operations, such as diesel fuel, lime, sodium cyanide and explosives. The prices of such commodities are influenced by supply and demand trends affecting the mining industry in general and other factors outside our control. Increases in the price for materials consumed in our mining and production activities could materially and adversely affect our results of operations and financial condition.

Environmental regulations could require us to make significant expenditures or expose us to potential liability.

To the extent we become subject to environmental liabilities, the payment of such liabilities or the costs that we may incur, including to remedy environmental pollution, would reduce funds otherwise available to us and could have a material adverse effect on our financial condition, results of operations, and liquidity. If we are unable to fully remedy an environmental violation or release of hazardous substances, we might be required to suspend operations or enter into interim compliance measures pending completion of the required remedy or corrective action. The environmental standards that may ultimately be imposed at a mine site can vary and may impact the cost of remediation. Actual remedial costs may exceed the financial accruals that have been made for such remediation. The potential exposure may be significant and could have a material adverse effect on our financial condition and results of operations.

Moreover, governmental authorities and private parties may bring lawsuits based upon damage to property or natural resources and injury to persons resulting from the environmental, health and safety impacts of our past and current operations, which could lead to the imposition of substantial fines, remediation costs, penalties, injunctive relief and other civil and criminal sanctions. Substantial costs and liabilities, including those required to restore the environment after the closure of mines, are inherent in our operations. Although we believe that we are in substantial compliance with applicable laws and regulations, we cannot provide any assurance that any such law, regulation, enforcement or private claim will not have a negative effect on our business, financial condition or results of operations.

Our exploration and development operations are subject to extensive environmental regulations, which could result in the incurrence of additional costs and operational delays.

All phases of our operations are subject to extensive federal and state environmental regulation, including those enacted under the following laws:

- Comprehensive Environmental Response, Compensation, and Liability Act;
- The Resource Conservation and Recovery Act;

- The Clean Air Act;
- The National Environmental Policy Act;
- The Clean Water Act; and
- The Safe Drinking Water Act.

These environmental regulations require us to obtain various operating permits, approvals and licenses and also impose standards and controls relating to exploration, development and production activities. For instance, we are required to hold a Nevada Reclamation Permit with respect to the Hycroft Mine. This permit mandates concurrent and post-mining reclamation of mines and require the posting of reclamation bonds sufficient to guarantee the cost of mine reclamation. We have set up a provision for our reclamation bond at the Hycroft Mine. Compliance with this and other federal and state regulations could result in delays in beginning or expanding operations, incurring additional costs for investigation or cleanup of hazardous substances, payment of penalties for non-compliance or discharge of pollutants, and post-mining closure, reclamation and bonding, all of which could have an adverse impact on our financial performance and results of operations.

Regulations and pending legislation governing issues involving climate change could result in increased operating costs, which could have a material adverse effect on our business.

A number of governments or governmental bodies have introduced or are contemplating regulatory changes in response to various climate change interest groups and the potential impact of climate change. Legislation and increased regulation regarding climate change could impose significant costs on us, our venture partners and our suppliers, including costs related to increased energy requirements, capital equipment, environmental monitoring and reporting and other costs to comply with such regulations. Any adopted future climate change regulations could also negatively impact our ability to compete with companies situated in areas not subject to such regulations. Given the emotion, political significance and uncertainty around the impact of climate change and how it should be dealt with, we cannot predict how legislation and regulation will affect our financial condition, operating performance and ability to compete. Furthermore, even without such regulation, increased awareness and any adverse publicity in the global marketplace about potential impacts on climate change by us or other companies in our industry could harm our reputation.

Climate change could have an adverse impact on our cost of operations.

The potential physical impacts of climate change on our operations are highly uncertain and would be particular to the geographic circumstances in areas in which we operate. These climate changes may include changes in rainfall and storm patterns and intensities, water shortages, changing sea levels and changing temperatures. These changes in climate could have an impact on the cost of production at our mines and adversely affect the financial performance of our operations.

A shortage of equipment and supplies could adversely affect our ability to operate our business.

We are dependent on various supplies and equipment to carry out our mining exploration and development operations. The shortage of such supplies, equipment and parts could have a material adverse effect on our ability to carry out our operations and therefore limit or increase the cost of production. Such shortages could also result in increased constructions costs and cause delays in expansion projects.

Joint ventures and other partnerships may expose us to risks.

In the future, we may enter into joint ventures or other partnership arrangements with other parties in relation to the exploration, development and production of certain of the properties in which we have an interest. Joint ventures can often require unanimous approval of the parties to the joint venture or their representatives for certain fundamental decisions such as an increase or reduction of registered capital, merger, division, dissolution, amendments of constituting documents, and the pledge of joint venture assets, which means that each joint venture party may have a veto right with respect to such decisions which could lead to a deadlock in the operations of the joint venture or partnership. Further, we may be unable to exert control over strategic decisions made in respect of such properties, including our existing joint venture at our Maverick Springs property where we are a minority (45%) owner. Any failure of such other companies to meet their obligations to us or to third parties, or any disputes with respect to the parties' respective rights and obligations, could have a material adverse effect on the joint ventures or their properties and therefore could have a material adverse effect on our results of operations, financial performance, and cash flows.

If we lose key personnel or are unable to attract and retain additional personnel, we may be unable to develop our business.

Our development in the future will be highly dependent on the efforts of key management employees, specifically, Robert Buchan, our Executive Chairman, President and Chief Executive Officer, Stephen Jones, our Executive Vice President and Chief Financial Officer, Randy Buffington, our Executive Vice President and Chief Operating Officer, and other key employees that we may hire in the future. Although we have entered into employment agreements with Mr. Jones and Mr. Buffington, we do not have and currently have no plans to obtain key man insurance with respect to any of our key employees. As well, we will need to recruit and retain other qualified managerial and technical employees to build and maintain our operations. If we are unable to successfully recruit and retain such persons, our development and growth could be significantly curtailed.

Our reliance on third party contractors to conduct a significant portion of our operations and construction projects exposes us to risks.

We contract with third party contractors for a significant portion of our operations and construction projects, including the crushing facility, the mill, and other ongoing expansion projects at the Hycroft Mine. At December 31, 2012, approximately 273 people were working as contractors in support of our expansion project and operations. As a result, our operations are subject to a number of risks, some of which are outside our control, including:

- negotiating agreements with contractors on acceptable terms;
- the inability to replace a contractor and its operating equipment in the event that either party terminates the agreement;
- reduced control over those aspects of operations which are the responsibility of the contractor;
- failure of a contractor to perform under its agreement;
- interruption of operations or increased costs in the event that a contractor ceases its business due to insolvency or other unforeseen events;
- failure of a contractor to comply with applicable legal and regulatory requirements, to the extent it is responsible for such compliance; and
- problems of a contractor with managing its workforce, labor unrest or other employment issues.

In addition, we may incur liability to third parties as a result of the actions of our contractors. The occurrence of one or more of these risks could decrease our gold and silver production, increase our adjusted cash costs and adversely affect our results of operations and financial position.

To the extent that we seek to expand our operations and increase our reserves through acquisitions, we may experience issues in executing acquisitions or integrating acquired operations.

From time to time, we may examine opportunities to make selective acquisitions in order to expand our operations and reported reserves. The success of any acquisition would depend on a number of factors, including, but not limited to:

- identifying suitable candidates for acquisition and negotiating acceptable terms for any such acquisition;
- obtaining approval from regulatory authorities and potentially our stockholders;
- maintaining our financial and strategic focus and avoiding distraction of management during the process of integrating the acquired business; and
- implementing our standards, controls, procedures and policies at the acquired business.

There can be no assurance that we will be able to conclude any acquisitions successfully, or that any acquisition will achieve the anticipated synergies or other positive results. Any material problems that we encounter in connection with such an acquisition could have a material adverse effect on our business, operating results and financial condition.

Some of our directors may have conflicts of interest as a result of their involvement with other natural resource companies.

Some of our directors are directors or officers of other natural resource or mining-related companies, or may be involved in related pursuits that could present conflicts of interest with their roles at Allied Nevada. In the event that any such conflict of interest arises, a director who has such a conflict is required to disclose the conflict to our board of directors (and any applicable committees), should abstain from voting on the matter and, in most cases, should leave the meeting while the remaining directors discuss and vote on such matter. In appropriate cases, we will establish a special committee of independent directors to review a matter in which directors, or management, may have a conflict.

Compliance with current and future government regulations may cause us to incur significant costs.

Our operations are subject to extensive federal and state legislation governing matters such as mine safety, occupational health, labor standards, prospecting, exploration, production, exports, toxic and hazardous substances, explosives, management of natural resources, price controls, land use, water use, air emissions, waste disposal, environmental review and taxes. Compliance with this and other legislation could require us to make significant financial outlays. The enactment of new legislation or more stringent enforcement of current legislation may increase costs, which could have a negative effect on our financial position, results of operations, and liquidity. We cannot make assurances that we will be able to adapt to these regulatory developments on a timely or cost-effective basis. Violations of these laws, regulations and other regulatory requirements could lead to substantial fines, penalties or other sanctions, including possible shut-downs of the Hycroft Mine or future operations, as applicable.

Our ability to find and acquire new mineral properties and our prospects for the future growth of our business are uncertain.

Because mines have limited lives based on proven and probable ore reserves, we are continually seeking to replace and expand our ore reserves. Identifying promising mining properties is difficult and speculative. Furthermore, we encounter strong competition from other mining companies in connection with the acquisition of properties producing or capable of producing gold and silver. Many of these companies have greater financial resources than we do. Consequently, we may be unable to replace and expand current ore reserves through the acquisition of new mining properties or interests therein on terms we consider acceptable. As a result, our revenues from the sale of gold and silver may decline, resulting in lower income and reduced growth.

We do not currently use forward sale or other significant hedging arrangements to protect against gold and silver prices and commodity prices (other than related to a portion of our diesel costs) and, as a result, our operating results are exposed to the impact of any significant decrease in the price of gold or silver or any significant increase in commodity prices.

We do not currently enter into forward sales or other significant hedging arrangements to reduce the risk of exposure to volatility in commodity prices. Accordingly, our future operations are exposed to the impact of any significant decrease in gold or silver prices and any significant increase in commodity prices. If such prices change significantly, we will realize reduced revenues and increased costs. While it is not our current intention to enter into forward sales or other significant hedging arrangements, we are not restricted from entering into such arrangements at a future date.

We face intense competition in the mining industry.

The mining industry is intensely competitive. As a result of this competition, some of which is with large established mining companies with substantial capabilities and with greater financial and technical resources than ours, we may be unable to acquire additional attractive mining claims or financing on terms we consider acceptable, which may adversely impact our growth and development. This, in turn, may adversely affect our financial condition and results of operations. We also compete with other mining companies in the recruitment and retention of qualified managerial and technical employees. If we are unable to successfully attract and retain qualified employees, our exploration and development programs may be slowed down or suspended.

Security breaches and other disruptions could compromise our information and expose us to liability, which would cause our business and reputation to suffer.

We collect and store sensitive data, including intellectual property, our proprietary business information and personally identifiable information of our employees, on our networks. The secure processing, maintenance and transmission of this information is critical to our operations. Despite our security measures, our information technology and infrastructure may be vulnerable to attacks by hackers or breached due to employee error, malfeasance or other disruptions. Any such breach could compromise our networks and the information stored there could be accessed, publicly disclosed, lost or stolen. Any such access, disclosure or other loss of information could result in legal claims or proceedings, liability under laws that protect the privacy of personal information, and regulatory penalties, disrupt our operations, and damage our reputation, which could adversely affect our business.

We may be unable to raise additional capital on favorable terms or at all.

The exploration and development of our properties, including the advancement of the Hycroft Mine expansion project and the development of the Hasbrouck/Three Hills property, as well as any acquisitions we may make, will require significant capital investment. Failure to obtain sufficient financing may result in the delay or indefinite postponement of exploration activity, development or production on any of our properties or consummation of any acquisitions. We can provide no assurance that additional financing will be available at all or on terms we consider acceptable.

Our substantial indebtedness could adversely affect our financial condition.

We have a significant amount of indebtedness. As of March 31, 2013, we had indebtedness of US$581.6 million, including C$400.0 million aggregate principal amount of 8.75% Senior Unsecured Notes due 2019 ("**Notes**") (which have been swapped to $400.4 million at 8.375% through a currency swap agreement) and the remaining being attributed to capital lease agreements for mobile equipment. We also have $120.0 million of unused commitments under our revolving credit facility (the "**Revolver**"). Subject to the limits contained in the credit agreement governing our Revolver, the indenture governing our Notes and our other debt instruments, we may be able to incur substantial additional debt from time to time to finance working capital, capital expenditures, investments or acquisitions, or for other purposes. If we do so, the risks related to our high level of debt could intensify. Our high level of debt could:

- make it more difficult for us to satisfy our obligations with respect to our outstanding debt;
- require a substantial portion of our cash flows to be dedicated to debt service payments instead of other purposes, thereby reducing the amount of cash flows available for working capital, capital expenditures, acquisitions and other general corporate purposes;
- limit our ability to obtain additional financing to fund future working capital, capital expenditures, acquisitions or other general corporate requirements;
- increase our vulnerability to general adverse economic and industry conditions;
- expose us to the risk of increased interest rates as certain of our borrowings, including borrowings under our Revolver, are at variable rates of interest;
- limit our flexibility in planning for and reacting to changes in the industry in which we compete;
- place us at a disadvantage compared to other, less leveraged competitors; and
- increase our cost of borrowing.

Any of the above-listed factors could have an adverse effect on our business, financial condition and results of operations and our ability to meet our payment obligations under our debt, and the price of our Common Stock.

We may not be able to generate sufficient cash to service all of our indebtedness, and may be forced to take other actions to satisfy our obligations under our indebtedness, which may not be successful.

Our ability to make scheduled payments on or refinance our debt obligations depends on our financial condition and operating performance, which are subject to prevailing economic and competitive conditions and to certain financial, business, legislative, regulatory and other factors beyond our control. We may be unable to maintain a level of cash flows from operating activities sufficient to permit us to pay the principal, premium, if any, and interest on our indebtedness.

If our cash flows and capital resources are insufficient to fund our debt service obligations, we could face substantial liquidity problems and could be forced to reduce or delay investments and capital expenditures or to dispose of material assets or operations, seek additional debt or equity capital or restructure or refinance our indebtedness. We may not be able to effect any such alternative measures, if necessary, on commercially reasonable terms or at all and, even if successful, those alternative actions may not allow us to meet our scheduled debt service obligations. The credit agreement governing our Revolver and the indenture governing our Notes restrict our ability to dispose of assets and use the proceeds from those dispositions and may also restrict our ability to raise debt or equity capital to be used to repay other indebtedness when it becomes due. We may not be able to consummate those dispositions or to obtain proceeds in an amount sufficient to meet any debt service obligations then due.

In addition, we conduct a substantial portion of our operations through our subsidiaries, certain of which in the future may not be guarantors of our indebtedness. Accordingly, repayment of our indebtedness is dependent on the generation of cash flow by our subsidiaries and their ability to make such cash available to us, by dividend, debt repayment or otherwise. Unless they are guarantors of our indebtedness, our subsidiaries do not have any obligation to pay amounts due on our indebtedness or to make funds available for that purpose. Our subsidiaries may not be able to, or may not be permitted to, make distributions to enable us to make payments in respect of our indebtedness. Each subsidiary is a distinct legal entity, and, under certain circumstances, legal and contractual restrictions may limit our ability to obtain cash from our subsidiaries. While the indenture governing our Notes limits the ability of our subsidiaries to incur consensual restrictions on their ability to pay dividends or make other intercompany payments to us, these limitations are subject to qualifications and exceptions. In the event that we do not receive distributions from our subsidiaries, we may be unable to make required principal and interest payments on our indebtedness.

Our inability to generate sufficient cash flows to satisfy our debt obligations, or to refinance our indebtedness on commercially reasonable terms or at all, would materially and adversely affect our financial position and results of operations and our ability to satisfy our obligations.

If we cannot make scheduled payments on our debt, we will be in default and holders of our Notes could declare all outstanding principal and interest to be due and payable, the lenders under our Revolver and capital leases could terminate their commitments to loan money, the lenders could foreclose against the assets securing their borrowings and we could be forced into bankruptcy or liquidation.

The terms of the indenture governing our Notes and the credit agreement governing our Revolver will restrict our current and future operations, particularly our ability to respond to changes or to take certain actions.

The indenture governing our Notes and the credit agreement governing our Revolver contain a number of restrictive covenants that impose significant operating and financial restrictions on us and may limit our ability to engage in acts that may be in our long-term best interest, including restrictions on our ability to:

- incur additional indebtedness and guarantee indebtedness;
- pay dividends or make other distributions or repurchase or redeem capital stock;
- prepay certain debt;
- issue certain preferred stock or similar equity securities;
- make loans and investments;
- sell assets;
- incur liens;
- enter into transactions with affiliates;
- enter into agreements restricting our subsidiaries’ ability to pay dividends; and
- consolidate, merge or sell all or substantially all of our assets.

In addition, the restrictive covenants in the credit agreement governing our Revolver require us to maintain specified financial ratios and satisfy other financial condition tests. Our ability to meet those financial ratios and tests can be affected by events beyond our control, and we may be unable to meet them.

A breach of the covenants or restrictions under the indenture governing our Notes or under the credit agreement governing our Revolver could result in an event of default under the applicable indebtedness. Such a default may allow the creditors to accelerate the related debt and may result in the acceleration of any other debt to which a cross-acceleration or cross-default provision applies, including our capital lease obligations. In addition, an event of default under the credit agreement governing our Revolver would permit the lenders under our Revolver to terminate all commitments to extend further credit under that facility. Furthermore, if we were unable to repay the amounts due and payable under our Revolver, those lenders could proceed against the collateral granted to them to secure that indebtedness. In the event our lenders or noteholders accelerate the repayment of our borrowings, we and our subsidiaries may not have sufficient assets to repay that indebtedness. As a result of these restrictions, we may be:

- limited in how we conduct our business;
- unable to raise additional debt or equity financing to operate during general economic or business downturns; or
- unable to compete effectively or to take advantage of new business opportunities.

These restrictions may affect our ability to grow in accordance with our strategy. In addition, our financial results, our substantial indebtedness and our credit ratings could adversely affect the availability and terms of our financing.

Risks Relating to this Offering

The market price of our shares may fluctuate widely.

We cannot predict the prices at which our Common Stock may trade. The market price of our Common Stock may fluctuate widely, depending upon many factors, some of which may be beyond our control including, but not limited to: fluctuations in the price of gold; announcements by us or competitors of significant acquisitions or dispositions; changes in earnings estimates or recommendations by research analysts who track our Common Stock or the shares of other companies in the resource sector; changes in general economic and/or political conditions; the arrival or departure of key personnel; and overall market fluctuations and general economic conditions. Stock markets in general have experienced volatility that has often been unrelated to the operating performance of a particular company. These broad market fluctuations may adversely affect the trading price of our Common Stock.

Future sales of our Common Stock in the public or private markets could adversely affect the trading price of our Common Stock and our ability to raise funds in new stock offerings.

Future sales of substantial amounts of our Common Stock or equity-related securities in the public or private markets, or the perception that such sales could occur, could adversely affect prevailing trading prices of our Common Stock and could impair our ability to raise capital through future offerings of equity or equity-related securities. As of May 8, 2013, 89,887,966 shares of our Common Stock were outstanding. We cannot predict the effect, if any, that future sales of our Common Stock, or the perception that such sales could occur, will have on the trading price of our Common Stock.

We do not intend to pay dividends for the foreseeable future.

We have never declared or paid any dividends on our Common Stock and, subject to certain exceptions, we have agreed to restrictions against paying dividends in the indenture governing our Notes. We intend to retain all of our earnings for the foreseeable future to finance the operation and expansion of our business, and we do not anticipate paying any cash dividends in the future. As a result, you may only receive a return on your investment in our Common Stock if the market price of our Common Stock increases. Our board of directors retains the discretion to change this policy. See “Dividend Policy” in the accompanying prospectus.

Anti-takeover provisions in our organizational documents and under Delaware law could make a third party acquisition of the Corporation difficult.

Our amended and restated certificate of incorporation and bylaws contain provisions that may discourage unsolicited takeover proposals that stockholders may consider to be in their best interests. These provisions include the ability of our board of directors to designate the terms of and issue new series of preferred stock and the ability of our board of directors to amend the bylaws without stockholder approval. In addition, as a Delaware corporation, we are subject to Section 203 of the Delaware General Corporation Law, which generally prohibits a Delaware corporation from engaging in any business combination with any interested stockholder for a period of three years following the date that the stockholder became an interested stockholder, unless certain specific requirements are met as set forth in Section 203. Collectively, these provisions could make a third party acquisition of the Corporation difficult or could discourage transactions that otherwise could involve payment of a premium over prevailing market prices for our securities.

Our management has broad discretion over the use of the net proceeds from this offering, and you may not agree with how they use them.

Our management has broad discretion over the use of the net proceeds it receives in this offering, as well as over the timing of their expenditures. As a result, investors will be relying on the judgment of management as to the application of the proceeds of the offering. The actual amount that we spend in connection with any of the intended use of proceeds may vary significantly. We may use the net proceeds of the offering in ways that an investor may not consider desirable. The results and effectiveness of the application of the proceeds are uncertain. If the proceeds are not applied effectively, our results of operations may suffer. See "Use of Proceeds" for a more detailed description of how our management currently plans to use the proceeds from this offering.

INTEREST OF EXPERTS

The scientific and technical information relating to the Hycroft Mine in this short form prospectus has been derived from or is based on the Hycroft Mine Technical Report. Each of Daniel B. Moore, P.E., Vice President, Technical Services of the Corporation, Mark G. Gorman, P.E., Corporate Metallurgist of the Corporation, Donald A. Harris., CPG, Exploration Manager of the Corporation, Anthony T. Peterson, P.E., Senior Corporate Mine Engineer of the Corporation, Molly Reeves, CPG, Corporate Hydrogeologist of the Corporation and Scott E. Wilson, CPG, President, Metals Mining Consultants Inc., are the authors of the Hycroft Mine Technical Report and each is a qualified person within the meaning of NI 43-101. A copy of the Hycroft Mine Technical Report is available electronically on SEDAR at www.sedar.com. Daniel Moore is the qualified person who reviewed and approved the technical information contained in this short form prospectus.

Messrs. Moore, Gorman, Harris, and Peterson and Ms. Reeves are officers or employees of the Corporation. To the best of the Corporation's knowledge, as a group, the qualified persons referenced above (including Mr. Wilson) own, directly or indirectly, in the aggregate, less than 1% of the outstanding shares of Common Stock.

Certain legal matters in connection with the securities offered hereby will be passed upon for the Corporation by Cassels Brock & Blackwell LLP with respect to Canadian law and Neal, Gerber & Eisenberg LLP with respect to United States law, and on behalf of the Underwriters by Norton Rose Canada LLP with respect to Canadian law and Skadden, Arps, Slate, Meagher and Flom LLP with respect to United States law.

As of the date hereof, partners and associates of Cassels Brock & Blackwell LLP, partners and associates of Neal, Gerber & Eisenberg LLP, partners and associates of Norton Rose Canada LLP and partners and associates of Skadden, Arps, Slate, Meagher and Flom LLP each as a group, own, directly or indirectly, in the aggregate, less than 1% of the outstanding shares of Common Stock.

The auditors of the Corporation are EKS&H LLLP. EKS&H LLLP reports that it has complied with the United States Securities and Exchange Commission's rules on auditor independence.

STATUTORY RIGHTS OF WITHDRAWAL AND RESCISSION

Securities legislation in certain of the provinces of Canada provides purchasers with the right to withdraw from an agreement to purchase securities. This right may be exercised within two business days after receipt or deemed receipt of a prospectus and any amendment. In several of the provinces of Canada, the securities legislation further provides a purchaser with remedies for rescission or, in some jurisdictions, revision of the price or damages if the prospectus and any amendment contains a misrepresentation or is not delivered to the purchaser, provided that the remedies for rescission, revision of the price or damages are exercised by the purchaser within the time limit prescribed by the securities legislation of the purchaser's province. The purchaser should refer to any applicable provisions of the securities legislation of the purchaser's province for the particulars of these rights or consult with a legal adviser.

ADDITIONAL INFORMATION

Mr. Robert Buchan, Mr. Cameron Mingay and Mr. John Ivany, all directors (and an officer in the case of Mr. Buchan) of the Corporation, were named as parties to a definitive management cease trade order dated April 14, 2005 superseding a temporary management cease trade order issued on April 1, 2005 against the directors and officers of Kinross Gold Corporation ("**Kinross**") by the Ontario Securities Commission in connection with Kinross' failure to file audited financial statements in time. The management cease trade order was lifted on February 22, 2006.

Mr. Murray Sinclair, a director of the Corporation, was a director of Katanga Mining limited from May 1, 1998 to July 10, 2006. On February 22, 2002, February 25, 2002 and March 15, 2002, Balloch Resources Ltd. (now Katanga Mining Limited) was issued cease trade orders by the securities regulatory authorities of British Columbia, Alberta and Ontario, respectively, for failing to file financial statements and pay filing fees within their prescribed times. These orders were rescinded on September 20, 2002, October 1, 2003 and October 23, 2003, respectively, following the filing of the financial statements and payment of the outstanding fees.

Mr. Ivany was the subject of enforcement proceedings by the Alberta Securities Commission (In *Re Cartaway Resources Corp.*). In its order dated February 22, 2001, the Alberta Securities Commission found that Mr. Ivany, as Chief Executive Officer of Cartaway, had allowed the issuance of a press release that contained a material factual error in violation of the securities laws of the province of Alberta. As a result, Mr. Ivany was prohibited from acting as a director or officer of any "junior issuer" (as defined in National Instrument 41-501) for a period of five years and ordered to pay costs in the amount of C$20,000.

Mr. Ivany was also subject to a ruling by the British Columbia Securities Commission ("**BCSC**") dated December 19, 1990 in connection with his position as a director and officer of Prime Resources Corporation ("**Prime**") and Calpine Resources Inc. ("**Calpine**"). The BCSC found that Prime and Calpine, as applicable, contravened the Securities Act (British Columbia) by: (a) failing to provide material disclosure of drilling results prior to granting or repricing options; (b) failing to disclose, on a timely basis, information regarding a private placement by Calpine where Prime was the purchaser of two million units and the effect of the private placement on the control of Calpine (Calpine was also found to have misled the Vancouver Stock Exchange by representing that the private placement was to be brokered by Prime Equities and that there were no material changes in the affairs of Calpine not previously disclosed); and (c) failing to disclose, on a timely basis, a default by Canarim Investment Corporation under a guaranteed agency agreement in respect of one million units under a public offering of Prime. The BCSC ruling suspended Mr. Ivany from trading in shares for a period of one year.

AUDITORS' CONSENT

We have read the short form prospectus of Allied Nevada Gold Corp. ("**Allied Nevada**") dated May 9, 2013 relating to the distribution of 14,000,000 shares of common stock of Allied Nevada (the "**Prospectus**"). We have complied with Canadian generally accepted standards for an auditor's involvement with offering documents.

We consent to the incorporation by reference in the Prospectus of our report to the shareholders of Allied Nevada on the consolidated balance sheets of Allied Nevada as at December 31, 2012 and 2011 and the consolidated statements of income and comprehensive income, shareholders' equity, and cash flows for the years then ended. Our report is dated February 25, 2013. We have complied with the Securities and Exchange Commission's rules on auditor independence.

May 9, 2013

Denver, Colorado (Signed) EKS&H LLLP

CERTIFICATE OF THE CORPORATION

Dated: May 9, 2013

This short form prospectus, together with the documents incorporated by reference, constitutes full, true and plain disclosure of all material facts relating to the securities offered by this short form prospectus as required by the securities legislation of the provinces of British Columbia, Alberta, Saskatchewan, Manitoba, Ontario, New Brunswick, Prince Edward Island, Nova Scotia and Newfoundland and Labrador.

(Signed) Robert Buchan	(Signed) Stephen Jones
President & Chief Executive Officer	Executive Vice President and Chief Financial Officer

On behalf of the Board of Directors:

(Signed) Cameron Mingay	(Signed) Robert G. Wardell
Director	Director

CERTIFICATE OF THE UNDERWRITERS

Dated: May 9, 2013

To the best of our knowledge, information and belief, this short form prospectus, together with the documents incorporated by reference, constitutes full, true and plain disclosure of all material facts relating to the securities offered by this short form prospectus as required by the securities legislation of the provinces of British Columbia, Alberta, Saskatchewan, Manitoba, Ontario, New Brunswick, Prince Edward Island, Nova Scotia and Newfoundland and Labrador.

DUNDEE SECURITIES LTD.

By: (Signed) Brad Ralph

Managing Director, Investment Banking

CORMARK SECURITIES INC.

By: (Signed) Darren Wallace

Managing Director, Investment Banking

SCHEDULE "A"

HYCROFT MINE SUPPLEMENTAL TECHNICAL INFORMATION

The following is a summary of technical information with respect to our Hycroft Mine derived, in part, from the technical report entitled "Technical Report, Allied Nevada Gold Corp., Hycroft Mine, Winnemucca, Nevada, USA", dated March 6, 2013 (the "**Hycroft Mine Technical Report**"). The following summary is subject to all the assumptions, qualifications and procedures set out in the Hycroft Mine Technical Report. The Hycroft Mine Technical Report was prepared in accordance with National Instrument 43-101 ("**NI 43-101**"). For full technical details of the report, reference should be made to the complete text of the Hycroft Mine Technical Report, which has been filed with the applicable regulatory authorities and has been posted on SEDAR at www.sedar.com. The following information has been reviewed and approved by Daniel Moore, PE, a qualified person under NI 43-101 and an employee of Allied Nevada.

Overview

Allied Nevada is currently implementing staged expansions at the Hycroft Mine that involve increasing the mining and heap leaching rate and ultimately the addition of a milling and flotation plant and associated infrastructure. The heap leach operation is currently undergoing an expansion of the existing facilities, increasing the mining rate and construction of a new 65,000 tpd crushing system. Procurement of long-lead items and the detailed engineering required for construction of the mill expansion are underway.

The Hycroft Mine currently mines and treats oxide ores via open pit mining and heap leaching methods. Ore is delivered to heap leach pads either as run-of-mine ("**ROM**") or crushed material where it is cyanide leached to extract gold and silver. Pregnant gold and silver bearing solutions from the heap leach pads are processed to recover the gold and silver using Carbon-in-Column ("**CIC**") and Merrill-Crowe processing methods. Loaded carbon from the CIC circuits is stripped and precipitate from the Merrill-Crowe is dried and smelted on-site to produce doré.

Through 2013, Allied Nevada plans to expand its oxide mining and processing capabilities by acquiring additional mining equipment, expanding the leach pads and associated processing facilities and installing a crushing system to both increase the proportion of ore crushed and to do so at a lower unit cost than currently experienced with the use of mobile crushing units. The next phase of the expansion will include the construction of a mill capable of processing oxide and sulfide ores resulting in the production of doré or concentrate.

Hycroft Mine Technical Report Relevant Statistics

Category	Description
Property Name	Hycroft Mine
Corporation Name	Hycroft Resources and Development Inc.
Owner	Allied Nevada Gold Corp.
Land Position	Public and Private Claims, Nevada and BLM
Nearest Population Center	Winnemucca, Nevada
Mine Location	54 miles west of Winnemucca via State Route 49 (Jungo Road)
Topography	Low Hills
Climate	Arid Desert
Historic Production	Over 1.5 million oz gold and 3.9 million oz silver sold since 1983
Mineralization Type	Fracture Controlled Disseminated Gold
Estimation Type	Ordinary Kriging for Gold
Mine Life	19 Years

Category	Description
Mining Method	Open Pit, Haul Truck, Wheel Loaders, Electric Shovels and Hydraulic Shovels
Processing Method	Crushing and Heap Leaching, Milling
Overall Processing Gold/Silver Recovery	70.3% Au/69.6% Ag
Long term Gold/Silver Selling Price	$1,200 Au/$21 Ag
Mining Cost	$1.29/total ton mined
Crush & Heap Leach Processing Cost	$1.52/ton heap leached
Mill Processing Cost (inc. Autoclave)	$7.00/ton milled
Total Operating Cost	$8.85/ton processed

Property Description and Location

The Hycroft Mine is located 54 miles west of Winnemucca in Humboldt and Pershing Counties, Nevada, and is accessible via Nevada State Route 49 (Jungo Road). The Hycroft property consists of 27 patented mining claims that comprise approximately 1,814 acres and 3,015 unpatented mining claims that encompass approximately 63,947 acres.

The mining claims form two primary properties, Crofoot and Lewis, that encompass approximately 11,829 acres in the aggregate.

Combining the patented and unpatented claims, the claims total approximately 65,761 acres, much of which is on un-surveyed public and private land. Patented claims however, have been surveyed.

The United States Bureau of Land Management ("**BLM**") and Humboldt County annual claim holding fees are paid in the third quarter of each year. Payment of annual fees is current through the 2012-2013 claim years, with $472,865 paid in 2012. Payment of annual land holding fees and taxes is required to continue to hold the Hycroft Mine in good standing.

The Crofoot property is owned by Hycroft Resources & Development Inc. ("**HRDI**"), a wholly owned subsidiary of Allied Nevada and is subject to a 4% net profits interest in favour of the original Crofoot owners. In 1996, the lease/purchase agreement was amended to provide for minimum advance royalty payments of $120,000 on January 1 of each year in which mining occurs on patented and unpatented claims. The sum of payments for the Crofoot property is capped at $7.6 million, of which $1.53 million has been paid through the end of 2012. An additional $120,000 is due annually if ore mined exceeds 5 million tons from the Crofoot property on either patented or unpatented claims in any calendar year. All advanced royalty payments are taken as a credit against the 4% net profit interest.

In December 2012, the reclamation cost estimate was updated to include mill expansion activities and in February 2013 the surety bonds were increased to a total of $59.6 million. Allied Nevada has entered into Surface Management Surety Bonds with insurance companies that meet the financial requirements of the BLM to comply with total requirements of $59.6 million. Additionally, Allied Nevada has posted an exploration bond with the BLM in the amount of $0.7 million and an Archaeological Resources Protection Act Surety Bond in the amount of $0.6 million.

The Hycroft Mine operates under numerous permit authorizations including those from the BLM, the Nevada Division of Environmental Protection ("**NDEP**"), and the Nevada Bureau of Mining Regulation & Reclamation. All operating and environmental permits approved by the BLM and NDEP are in good standing for mining operations at the Hycroft Mine.

Allied Nevada submitted a Plan of Operations amendment for an expansion of heap leach facilities, open pits and waste rock facilities to the BLM in April 2010. The submission of the Plan of Operations to the BLM initiated a *National Environmental Policy Act* review of the proposed plan of operations. The BLM determined that an environmental impact statement was to be performed. In August 2012, the BLM issued a Record of Decision authorizing the proposed action. All other permits required for the heap leach expansion have been received. The permits required to construct and operate the crushing system were received in April 2012. The permit required to construct the mill facilities was received in December 2012. The air quality permit application for operation of the mill was submitted in December 2012 and the permit is expected to be received in late 2013.

A Plan of Operations for expansion activities at the Hycroft Mine including the rail spur, processing complex, and pit expansion was submitted to the BLM in August 2012. The BLM determined that an Environmental Assessment is required, deemed the Plan of Operations complete and initiated public scoping in December 2012. The permitting process is expected to be complete in the third quarter of 2013. Future expansion at the Hycroft Mine will require multiple federal, state and local permits.

Accessibility, Climate, Local Resources, Infrastructure and Physiography

Access to the Hycroft Mine from Winnemucca is by means of State Route 49 (Jungo Road). A major east-west railway passes through the Hycroft claim position. There are no streams, rivers, or major lakes in the Hycroft Mine area.

The climate for the region is arid, with precipitation averaging 7.7 inches per year. Temperatures during the summer are generally 50°F at night and near 90°F during the days. Winter temperatures are usually 20°F at night and 40°F during the day. Since Allied Nevada commenced operations at the Hycroft Mine, there have not been any major delays in production due to inclement weather.

The mine site also has a truck shop, and administrative buildings as well as other service related structures. Electricity is currently supplied by NV Energy via overhead transmission lines. There is a modern communications system existing at the site.

History

Mining began in the area in 1983 with a small heap leach operation known as the Lewis Mine. Production from the Lewis Mine was followed by production from the Crofoot Mine in the Bay, South Central, Boneyard, Gap and Cut-4 pits along the Central fault, and later from the north end of the Brimstone pit. Mining continued until the property was placed on a care and maintenance program in December 1998 due to the decrease in gold prices below $300/oz. Prior to Allied Nevada reopening Hycroft in 2008, the mine produced 1.2 million ounces of gold and 2.5 million ounces of silver. In 2008, Allied Nevada reopened Hycroft as an open pit heap leach operation. From 2008 to 2012, Hycroft has poured approximately 396,000 ounces of gold and 1,416,000 ounces of silver.

The Hycroft exploration data model is comprised of information gathered from 1981 to present and includes 4,841 holes representing 2,269,472 feet of drilling.

Initial exploration drilling was conducted in 1974 by Duval Corporation, which was evaluating the property for a Frasch-type sulfur deposit and the copper potential. Duval concluded that the property did not have large scale sulfur potential, but assays contained gold values ranging from detection to 4.01 g/t and silver values ranging from detection to 81.9 g/t.

From 1981 to 1982, Homestake, using their McLaughlin deposit as a model, completed 88 holes totaling 15,190 feet, primarily in the Bay and Boneyard areas. Shallow oxide gold mineralization was discovered, but Homestake declined the opportunity. Crofoot and Standard Slag then proceeded to acquire the property rights and initiated small scale oxide heap leach mining at Central and Bay in 1983.

HRDI gained control of the district in 1985 and drilled 3,097 exploration holes totaling 936,807 feet between 1985 and 1999. The bulk of this drilling was shallow and focused on oxide gold mineralization at Central, Bay and Brimstone. In 2005, Canyon Resources completed 33 drill holes totaling 13,275 feet of reverse circulation ("**RC**") drilling. These were completed primarily in the Brimstone pit area.

From late-2006 to October 1, 2012, Allied Nevada completed 1,483 exploration holes totaling approximately 1.26 million feet. A combination of rotary, reverse circulation and core drilling techniques have been utilized to characterize the nature and extent of mineralization. The exploration drill program at Hycroft is ongoing.

Geology and Mineralization

The Hycroft Mine is located on the western flank of the Kamma Mountains in the Basin and Range physiographic province of northwestern Nevada. The Kamma Mountains were formed during Miocene to Quaternary Epoch from the uplift of Jurassic basement rock and emplacement of Tertiary volcanic and sedimentary rocks. The stratigraphy along the western flank of the range is down dropped to the west, along a series of north to northeast striking normal faults. These faults served as conduits for hydrothermal fluids that deposited the Hycroft mineralization.

Hycroft is a large, epithermal, low sulfidation, hot springs deposit. Gold and silver mineralization occurs as both disseminated and vein-controlled, with gold values ranging from detection to 8.8 opt, and silver ranging from detection to 647.5 opt.

The deposit is typically broken into six major zones based on geology, mineralization, and alteration. These zones include Brimstone, Vortex, Central, Bay, Boneyard, and Camel. Breaks between the zones are major faults.

Mineralization at Hycroft has been deposited through multiple phases. An early silica sulfide flooding event deposited relatively low grade gold and silver mineralization, generally along bedding. This mineralization is cross cut by later, steeply dipping quartz alunite veins. Late stage silver bearing veins are found in the Vortex zone and at depth in the Central area. Late to present supergene oxidation along faults has liberated precious metals from sulfides and further enriched gold and silver mineralization along water table levels.

Exploration

In addition to drilling activity, Allied Nevada has also conducted geophysical surveys, soil and rock chip sampling programs, field mapping, historical data compilation, and regional reconnaissance at Hycroft. These efforts are designed to improve the understanding of the known mineralization, as well as provide data for further exploration of the greater property position.

A soil sampling grid was conducted over the Vortex and Brimstone areas historically (1,797 samples), and was extended approximately 5,200 ft north and 29,600 ft south of the mine in 2011-2 (1,834 samples). The soil sampling program was conducted primarily along the East Fault exposure, which is a primary ore controlling feature at Vortex and Brimstone. Results, using gold, silver, arsenic, and antimony, indicate potential exploration targets to the south of the Vortex area. Soil samples are taken on an evenly spaced grid, and screened for coarse material and wind-blown material, resulting in a fraction between 2mm and 180um being prepped for analysis. These samples are considered representative of local soil geochemistry, and are used to guide the regional exploration effort.

Rock chip sampling has been conducted both historically in the active mine area, and on a regional basis (2007-present). A database of 2,416 samples has been compiled, covering the greater land position. Using gold, silver, arsenic, and other elements, exploration targets have been developed both north and south of the current mine. Rock chip samples have been taken on most outcrops, with a focus on alteration and potential mineralization. These samples are used as a guide to exploration, and are point samples only.

The land position has been surveyed with both gravity and induced polarity (“**IP**”) geophysical techniques by Allied Nevada. The current ground-based gravity survey covers approximately 130 square miles, centered on the mine site. Gravity indicates several structural features and density changes that offer potential exploration targets.

Ground IP surveys were run over the mine site and Vortex in 2007 and extended outward in 2011 to cover approximately 24 square miles. The survey results focus on chargeability anomalies that potentially identify sulfide material (> approximately 1.5%) at depth, and resistivity anomalies that potentially identify silicification at depth.

Field mapping was historically and is currently carried out in all active mine areas. Mapping focuses on structure, bedding, joints, lithology, and alteration. The near mine data is incorporated into the three dimensional geology model, while the regional work is focused on defining exploration targets for future drilling.

Drilling

Allied Nevada commenced systematic exploration and resource development drilling starting in 2006. Drilling has been focused on oxide reserve delineation, sulfide resource definition, sulfide exploration, condemnation drilling for facilities, silver data and both geotechnical and metallurgical core samples. Between late-2006 and October 1, 2012, Allied Nevada has completed 1,483 exploration holes, totalling approximately 1.26 million feet. The exploration drill program continues with the objective of expanding the reserve and resource base.

A combination of rotary, reverse circulation and core drilling techniques has been utilized to verify the nature and extent of mineralization. The majority of samples have been collected using reverse circulation drilling methods on 5 foot sample intervals. At present, reverse circulation drilling utilizes 4.5 inches to 5.5 inches tooling. Deeper drilling is conducted with diamond drilling, using PQ, HQ and NQ tooling. Various protocols applied to drilling by Allied Nevada are consistent with industry standards and the resulting data is of good quality for use in the mine model.

Exploration Drill Holes by Type:

Drill Type	Number	Footage
Diamond Drill	448	538,343
RC	4322	1,726,809
Rotary	4	650
Blast	67	3,670
Total	4,841	2,269,472
Angle	1,758	1,020,389
Vertical	3,083	1,249,083

Exploration by Duval, Homestake, HRDI and Allied Nevada has resulted in the discovery of multiple zones of mineralization associated with the Hycroft deposit.

Ground conditions, especially in the upper 600 feet of the deposit, present difficult drilling conditions to both reverse circulation and core. These ground conditions include acid leach alteration, highly fractured ground, voids, variable lithology and alteration, existing dump material and faults. As a result, reverse circulation and core recovery can be low in the upper portions of the deposit.

Modern day drill techniques and muds have increased recovery to an acceptable range of 80% to 100%, with losses limited to highly fractured bedrock and unconsolidated dump material. All core is geotechnically logged, and recovery is generally in the 90-100% range, with areas of low recovery restricted to acid leach, unconsolidated dump, and highly fractured zones.

The RC sample recovery was generally excellent; field observations/estimates indicate RC recoveries of 90-95%, and sample collection for analysis is on average 11.5% of that volume. Approximately 2% of the RC intervals have no sample recovery, as a result of voids, unconsolidated dump material, highly fractured ground, and acid leach altered material. These factors do not materially impact the accuracy and reliability of the results. Areas or holes with consistent recovery problems are re-drilled using core techniques.

A review of grade versus recovery was completed for a 10% random sampling of RC holes completed in 2012. No statistical bias between weight and grade was noted in this evaluation.

In 2012, core sample recovery was excellent and in excess of 95% of the bedrock cored, based on geotechnical logging. Core loss is generally attributed to acid leached material, overburden (alluvium and historical dumps) and void spaces. In areas where historical drilling indicated that shallow mineralization is not present, drillers tri-cone drilled the upper unmineralized alluvium or dump to a depth set by the geologist (generally < 150 ft). These intervals were not sampled. Overall core recovery is good at Hycroft and does not present a sampling issue.

Sampling and Analysis

RC Drilling

Reverse circulation drilling is accomplished with RC tools utilizing a crossover sub and wet sample collection in the upper portions of the hole. A center return tri-cone drill bit is used for intervals of ground water flow. The drillers clean the hole between rod changes and wait for a sample return before collecting assay samples. Drills utilized in 2012 included a Schramm 685 and an Explorer buggy rig.

Rock chips are collected continuously down the hole, with individual samples taken over 5 ft intervals. Samples are submitted for assay, as collected on the rig, with standards, blanks and duplicates inserted into the sample sequence. The bags are sequentially pre-numbered to represent the footage interval sampled. The drill crews are provided with 20 slot chip trays, representing 100 feet total per tray, and number them with hole number, start and stop footage for the 5 foot interval. The Hycroft ore deposit is considered a disseminated ore deposit; therefore, 5 foot samples are adequate to characterize the ore deposit.

Drill water injection is regulated to minimize the fluid return while maintaining sufficient flow for drilling and sample return. Currently, geologists provide drill crews with 20-inch x 24-inch bags. Cuttings are collected as a continuous fraction of the return stream from the drill rig by way of a rotary 36 inch vane splitter. The cuttings are diverted to a 5 gallon bucket lined with a labeled-sample bag which is then sealed and placed in order at the site.

During drilling, a strainer is placed under the waste discharge spout to collect chips for the character chip tray. The contents of the strainer are not introduced into the sample bags. Sample bags are allowed to dry and drain at the drill site or in a holding area near the sample processing facility.

Samples are transported down to the shipment staging area where Allied Nevada personnel insert extra bags for certified standards and blanks. Insertion of blanks and standards is handled independently by geologists who create duplicate numbers at appropriate intervals. The samples are then loaded in plastic bins for delivery to the laboratory. The bins of bagged samples are picked up by the laboratory staff from the mine site on an as-needed basis.

Core Drilling

Core drills used in 2012 included CT-14, and LF-100 models, utilizing a wire line retrieval system and 5 foot stroke rod advancing systems. All drills are capable of drilling PQ and HQ sized core and reducing to NQ if required.

Core drillers are responsible for obtaining a complete and representative sample of the cored interval in runs not to exceed 10 feet, with shorter increments completed in difficult conditions. Coring is generally begun with large diameter (PQ) rods in the more broken upper zones (0 ft to 600 ft) and reduced to HQ at depth. Ground conditions and drill problems can result in further reduction to NQ core. Core is recovered from the barrel by using a wire line core tube.

At the drill site, crews place core in boxes accurately labeled as to company, property, hole, box number and starting and ending depths. A wooden block is inserted at the end of each run, as well as in locations deemed important by the drillers to note adverse conditions such as caving, voids, or mislatches (situations where the core tube failed to seat properly in the core barrel). The ending block for the run is marked with an ending footage and both the cut footage and recovered footage are marked on the larger surface.

Depending on ground conditions, contract drillers use either a 5 foot or 10 foot core barrel to collect samples. After the core is logged, the geologist determines appropriate sample intervals and boundaries. Sample intervals are representative of the mineralization at Hycroft and are generally less than or equal to 5 feet, unless low recovery zones prevent accurate determination of 5 foot sample lengths. Original core blocks are used by core drillers to mark the end of a cored run and ordinarily serve as the primary sample boundary, subject to the following: A sample must not 1) cross a lithologic boundary; 2) cross an obvious alteration boundary (including oxidation); 3) generally exceed 7 feet in length; and 4) distinct vein zones are sampled separately. Where a conflict exists between the blocks and those rules, the rules prevail and extra blocks or metal tags labeled with the depth are inserted by the geologist to indicate sample intervals.

Sample Quality

Sample quality on RC and core rigs is inspected daily. Samples are inspected for correct labeling, size (10 lb. to 20 lb. target on reverse circulation) and condition. Core boxes are inspected both on the site and during logging for labeling, position and recovery. Zones of low recovery are noted on drill logs and on core blocks. Recovery and sample quality is also assessed using lab weights compared to expected weights. Industry standard use of muds and drill techniques are applied to ensure the best quality sample from each drill hole interval.

The sampling operation avoids bias by cutting the core in half perpendicular to the trace of the visible bedding. When prominent veins are noted during logging, the geologist will mark the trace of the cut to ensure a representative sample. The portion to be saved remains in the core box, in its proper position, with core blocks in place. Core boxes are stacked on pallets for storage. The split portion of core is bagged and shipped in bins to the lab.

Surveying

Downhole surveying is conducted through gyroscopic techniques (industry standard) to locate drill hole deviations. Most historic drilling was not downhole surveyed. Survey results are downloaded directly into the database.

Upon drill hole completion, the Hycroft Mine surveyor locates the collar coordinates of drill holes using an accurate GPS device and reports data in the mine grid coordinate system. The collar coordinates are downloaded into the acQuire database.

Assaying

Allied Nevada currently uses three independent laboratories for assay analysis: ALS Minerals, American Assay Laboratories, and Inspectorate, all of Sparks/Reno, Nevada. All drill samples are routinely fire assayed using either a gravimetric or Atomic Absorption ("**AA**") finish for gold and silver.

In 2009, Allied Nevada assayed approximately 18,000 pulps from historical drilling for gold and silver using a hot cyanide method modified from the Hycroft method used by ALS Minerals. All 2009 and 2010 drill hole samples have been routinely analyzed using this method. In October 2010, the assay protocol was modified so that only samples greater than 0.100 ppm Au or Ag were assayed using the hot cyanide method.

A total of 2,109 drill intervals from the 2011-2012 drill programs were selected for assay checks as part of the QA/QC program. This represents approximately 5% of the total drill intervals during the time period selected, and were randomly selected using acQuire. Original pulped samples were collected by exploration technicians from the Hycroft pulp storage yard and shipped to American Assay Lab in Reno for analysis. Check assay analysis has been completed on a full range of fire assay values. Average gold fire values differed by 2.6%, while silver fire values differed by 3.2%. Allied Nevada will continue to select a 5-10% sample set for check assays at regular intervals in the drill program.

During 2012 a total of 10 holes were submitted to the Hycroft Mine laboratory to evaluate the lab for quality and turnaround time for critical material. To evaluate the quality assurance ("**QA**") and quality control ("**QC**") of the laboratory, the current insertion of standards and blanks was followed. The generated pulps and coarse rejects from 9 holes were also reanalyzed at independent commercial laboratories (primarily ALS Minerals). Gold fire results (1,550 samples) indicate a good correlation between the Hycroft Lab and commercial lab results. Silver fire results had a statistical bias, with Hycroft reporting 19% higher values than the commercial lab. This is likely the result of the commercial lab utilizing a gravimetric finish (5 g/t detection) and Hycroft using an atomic absorption finish (0.034 g/t detection). Because of high sample volume from the blastholes currently being generated, use of the Hycroft Mine lab has been discontinued at present. Failure rate for standards and blanks was 9.1% (Harris, 2012), which is higher than commercial lab failure rate of 3.7%.

During the course of 2012 assay work at ALS, the laboratory performed a series of independent checks on duplicates from the Hycroft drilling program. Two different duplicate assay protocols were conducted as part of the internal lab QC protocol. The first was a preparation duplicate, where a split is taken after initial crushing, and then processed through pulverizing and all analytical procedures. The second duplicate was taken after pulverizing (pulp) and then processed through all analytical procedures. The first split provides quality control on laboratory precision from preparation and analysis, while the second provides quality control on analytical precision. During 2012, a total of 5,899 pulp duplicates and 1,337 preparation duplicates were evaluated by ALS.

An examination of the results indicates good correlation in all the duplicate samples, with less than 6% variance in all methods, with the exception of pulp duplicates with silver fire analysis. The 10.6% variance encountered in this subgroup is a result of a detection limit of 5 ppm, which is higher than the difference between the original and duplicate assay result. This is being monitored during 2013.

In the determination of the qualified persons, the sample preparation, security and analytical procedures are adequate and within industry accepted norms for Nevada mines such as Hycroft.

Data Verification

Allied Nevada's drillhole database has been validated by Metal Mining Consultants Inc. and Allied Nevada's exploration group. It has been verified and deemed appropriate for resource modeling. A review and validation of the 2012 assay, collar coordinate, down-hole survey, and assay data has been performed by both Allied Nevada and Metal Mining Consultants Inc..

A complete check against laboratory certificates of all electronic assay data used in the resource model has been accomplished. All assay, survey and logging data have been checked electronically. Laboratory source data files for all pre-2012 holes have been electronically checked. In January 2013, Hycroft exploration staff randomly checked 1,550 assay intervals, approximately 5.3% of all 2012 drill intervals. The database values were compared directly with hardcopy laboratory certificate assay results. There were no errors or discrepancies related to the gold and silver assay values listed on the certificates and saved to the database. Two drillholes, H12D-4148 and 4184 were incorrectly loaded in the acQuire database under the wrong lab code. These were corrected to reflect the actual lab completing the analysis, but did not impact the assay values. Continual checks of database values against certificates are a good check of database integrity, and should be continued on an annual basis.

An electronic sweep of the geologic database in December 2012 found a small number of overlaps in footages. These were fixed as part of the database maintenance, but have no impact on geologic modeling.

Collar surveys are range-checked for minimum and maximum northing, easting and elevation. The coordinates are also checked against the planned coordinates to detect errors in either set of numbers and for reversal (swapped coordinates). Drill hole plots are visually checked in Maptek Vulcan® and on topographic photo based maps to confirm that holes are on the correct drill pads and map coordinates. One hole was found with incorrect collar elevation, and was corrected.

All downhole surveys are checked electronically for minimum and maximum azimuth, inclination and depths. Surveys are checked against the planned azimuth and inclination to detect errors. Surveys are allowed to be taken within 200 feet of the expected hole total depth to ensure that the survey is completed before the drill finished. Surveys are projected by the downhole surveyor to the expected total depth.

In cases where the water temperature was too hot (above 140°F) to continue surveying, the deepest data has been projected to the hole bottom. Total depths for projected downhole surveys, where different than actual depths, have been extended or truncated to the actual depths using the projected data.

A data check of the complete historical database was done in February 2008. The electronic database contained approximately 3,183 drill holes including 186,123 records. Original hard copy assay certificates for 175,002 records or 94% were able to be located and checked. In the process, the drill collar file was supplemented with additional details regarding laboratories and analytical detection limits. The data verification program was carried out from October 2007 through January 2008.

94% of the assay database was checked against paper copies and logs. Minimal errors were noted (<1%) and errors were corrected in the database. The database consists of gold and silver assays, both fire and cyanide.

Security of Samples

Samples are delivered to the analytical laboratory in numbered bags, along with a transmittal sheet stating whether the samples are "cuttings" or "core", the list of sample numbers and the total sample count. The lab has no knowledge of the spatial reference of the individual samples, beyond knowing the footage of a particular hole.

At present, site sawn samples are picked up by ALS Minerals or Inspectorate drivers for delivery to their facilities in Reno (both labs) and Elko (ALS Minerals only). American Assay Lab has been contracted by Allied Nevada to do independent assay verification on existing pulps and LECO/ICP analysis on prepared pulps. These pulps are stored at the Hycroft Mine site, and randomly selected sets are picked up on site by American Assay Lab for analysis.

Chain of custody is established by transmittal sheets, sample receipt documents from the lab and by work orders and certificates. A copy of the transmittal sheet is stored at the Hycroft Mine, along with a digital copy on the server.

Once assays have been received, a copy of the assay certificate sheet is stored with the drill logs, and the original with the transmittal sheets and a digital copy is kept on the server. The transmittal sheets are indexed by job number.

Copies of the sample sequence list, the lithology log and assays are stored in paper format at the Hycroft Mine, digital copies of all material are kept on a dedicated, backed-up server and all data is ultimately stored in the acQuire database, located on an independent backed up server. Originals of all logs and assays are stored in file cabinets on a per hole basis, indexed by hole number. Allied Nevada personnel contact the lab to obtain a job number assignment for whole or partial hole shipment and arrange for sample pickup by the lab's driver.

Coarse reject material and sample pulps are returned to the Hycroft Mine by laboratory staff and stored on site. Access to the sample preparation and storage area is limited to geologic staff.

Mining and Proven & Probable Mineral Reserves

The December 31, 2012, Proven and Probable Mineral Reserves, which were reviewed by Scott E. Wilson of Metals Mining Consultants Inc. and Allied Nevada's exploration group, have been reported at a gold equivalent cut-off grade of 0.005 opt for heap leach material, 0.010 opt for mill material, and conform to the April 8, 2011, Canadian Institute of Mining (CIM) definitions of Proven and Probable Mineral Reserves.

Proven & Probable Mineral Reserves – December 31, 2012

	Tons (000s)	Grades (opt)			Contained Ounces (000s)		
		Au	Ag	AuEq	Au	Ag	AuEq
Proven Heap Leach	220,089	0.007	0.21	0.011	1,560	45,141	2,350
Probable Heap Leach	58,870	0.007	0.20	0.010	389	11,850	596
Total Proven & Probable Heap Leach	278,959	0.007	0.20	0.011	1,949	56,991	2,946
Proven Mill	679,120	0.012	0.56	0.022	8,189	377,914	14,803
Probable Mill	149,999	0.012	0.50	0.020	1,737	74,654	3,044
Total Proven & Probable Mill	829,119	0.012	0.55	0.022	9,926	452,568	17,847
TOTAL PROVEN & PROBABLE	1,108,078	0.011	0.46	0.019	11,875	509,559	20,793
Waste	1,271,760						
Total Tons	2,379,838						
Strip Ratio	1.15						

Mineral Reserves at Hycroft are subdivided into Heap Leach or Mill material. These designations are based on the total gold and silver content. The heap leach and mill materials are further subdivided based on a cyanide soluble gold to total gold ratio. Oxide is defined as material having a >70% ratio, transitional ore is defined as material having a 30 to 70% ratio, and sulfide has a <30% ratio.

The December 31, 2012, mineral reserves have been estimated using breakeven cut-off grades consistent with gold and silver selling prices of $800 per ounce and $14 per ounce, respectively. Allied Nevada completed a metal price sensitivity analysis using economic pit limits generated using Gemcom Whittle® 4.4 strategic mine planning software based on inputs for metal prices, operating costs and metallurgical recoveries. Gemcom Whittle® 4.4 uses the Lerchs-Grossman algorithm, an industry standard method for optimizing open pit resources. The results of the analyses are as follows:

Metal Price Sensitized Analysis of Proven & Probable Mineral Reserves at December 31, 2012

Metal Prices		Total Tons (000s)	Waste Tons (000s)	Total Contained Ounces (000s)	
Au	Ag			Au	Ag
$400	$7	112,928	55,191	864	78,648
$600	$11	528,978	248,876	3,533	195,622
$800	**$14**	**2,379,838**	**1,271,760**	**11,875**	**509,559**
$1,000	$18	3,539,204	1,685,260	18,059	719,452
$1,200	$21	4,226,493	1,877,069	21,505	812,976
$1,400	$25	4,574,405	1,959,424	23,019	857,699
$1,600	$28	5,032,266	2,171,372	24,283	897,840
$1,800	$32	5,300,572	2,256,594	25,114	923,583
$2,000	$35	5,633,561	2,391,129	25,931	949,929

The $800 per ounce gold and $14 per ounce silver line (bold and highlighted) reflects our current reserve estimate. The $1,400 per ounce gold price line (highlighted) represents a potential reserve, recognizing a trailing 3-year average gold price of $1,488 per ounce.

Measured & Indicated Mineral Resources (Exclusive of Mineral Reserves)

The Hycroft Measured and Indicated Mineral Resources, which were reviewed by Scott E. Wilson of Metals Mining Consultants and Allied Nevada's exploration group, were estimated on December 31, 2012, assuming metals prices of $1,200 for gold and $21 for silver. Mineral Resources were tabulated according to a heap leach gold equivalent cut-off grade of 0.004 opt versus a mill gold equivalent cut-off grade of 0.010 opt. Resources are tabulated exclusive of Reserves. Mineral resources that are not mineral reserves do not have demonstrated economic viability.

The current Hycroft Measured and Indicated Mineral Resource represents a 70% increase in tonnage, a 52% increase in contained ounces of gold and a 52% increase in silver ounces, as compared with the April 9, 2012 estimate.

Measured & Indicated Mineral Resources (Exclusive of Reserves) –December 31, 2012

	Tons (000s)	Grades			Contained Ounces (000s)		
		Au	Ag	AuEq	Au	Ag	AuEq
Measured Heap Leach	419,349	0.006	0.19	0.009	2,402	80,675	3,814
Indicated Heap Leach	270,308	0.006	0.18	0.009	1,521	49,678	2,390
Total Measured & Indicated Heap Leach	*689,657*	*0.006*	*0.19*	*0.009*	*3,923*	*130,353*	*6,204*
Measured Mill	511,623	0.009	0.27	0.014	4,692	139,890	7,140
Indicated Mill	395,500	0.010	0.23	0.014	3,814	89,905	5,387
Total Measured & Indicated Mill	*907,123*	*0.009*	*0.25*	*0.014*	*8,506*	*229,795*	*12,527*
Total Measured & Indicated Mineral Resources	**1,596,780**	**0.008**	**0.23**	**0.012**	**12,429**	**360,148**	**18,731**

Inferred Mineral Resources

The following Inferred Mineral Resources have been established at a heap leach gold equivalent cut-off grade of 0.004 opt and a mill gold equivalent cut-off grade of 0.009 opt. The current Hycroft Inferred Mineral Resource represents a 17% decrease in tonnage, as compared with the April 9, 2012 estimate. Mineral resources that are not mineral reserves do not have demonstrated economic viability.

Inferred Mineral Resources –December 31, 2012 Inferred Mineral Resources

	Tons (000s)	Grades		
		Au	Ag	AuEq
Inferred Resource - In Reserve Pit				
- Heap Leach	20,325	0.005	0.21	0.009
- Mill	86,906	0.012	0.44	0.020
Total inferred in reserve pit	*107,231*	*0.011*	*0.40*	*0.018*
Inferred Resource - Outside Reserve Pit				
- Heap Leach	131,682	0.007	0.23	0.011
- Mill	389,338	0.011	0.24	0.015
Total inferred outside reserve pit	*521,020*	*0.010*	*0.24*	*0.014*
TOTAL INFERRED MINERAL RESOURCES	**628,251**	**0.010**	**0.26**	**0.015**

Mining Operations

Hycroft Expansion Projects

We are undergoing expansion projects at the Hycroft Mine to implement oxide and sulfide mineralization processing capabilities which will provide staged production increases. Ongoing expansion projects at the Hycroft Mine include the following:

- increasing the mining rate through larger capacity haul trucks, shovels, and production drills;
- expanding leach pad operations through increased pad size, additional solution processing capacity, and the addition of a gyratory crusher to enhance the exposure of ore to the leach process;
- constructing a mill to process transitional and sulfide mineralization; and
- upgrading infrastructure items to handle the milling demands, including power transmission and distribution and the construction of a railroad spur and an employee housing project.

The mining industry as a whole has been largely impacted by the recent volatility in metal prices. We are currently undergoing a review of the mill's construction timing and size. Our plans to complete and operate a 130,000 ton per day mill by early 2015 are under review. Currently we believe there is value in phasing construction of the mill starting with a 75,000 tpd plant in 2015 and increasing to 130,000 tpd once the initial phase is operating according to plan. We expect that, once engineering is optimized, we will be able to show lower capital costs, initially processing only higher grade oxide and transition ore through the mill, leaching that ore on site and only producing sulfide concentrate as per demand. We are currently evaluating a number of options for onsite beneficiation of that concentrate. At this time, we do not have an updated timing, scope, or capital cost estimate for the staged mill scenario or revised long term projections and estimates of production and cost arising from the staged mill scenario. We expect the reserves will be unaffected and remain as stated in our most recently filed Annual Report on Form 10-K which is incorporated by reference into this short-form prospectus.

The capital cost estimate for the previously announced expansion project is expected to be $1.24 billion. As of March 31, 2013, we had spent or committed $723.5 million, which represents approximately 58% of the total capital estimate. Included in the $723.5 million spent or committed at March 31, 2013 were purchase obligations totaling $315.7 million, a portion of which are expected to be financed through capital leases. We estimated that 2013 capital expenditures at the Hycroft Mine for the expansion projects will total approximately $394.9 million; however, such amount may change if we determine our expansion project will include a stage with a smaller than originally planned mill, which, as discussed above, is currently being analyzed by us. The following sections provide additional detail on the Hycroft Mine expansion projects.

Increasing the Mining Rate

The mining equipment required for the expansion projects has been arriving at site since late 2010 and will continue to be delivered through 2014. The expansion requires us to increase the annual mining rate to 94 million tons by the end of 2013. As of April 2013, we had commissioned 31 320-ton Komatsu haul trucks, including nine received in 2013. Other major additions to mobile equipment in 2013 are the first two (of three) wire rope shovels. The first wire rope shovel is expected to be operational ahead of schedule in May 2013 and the second one is expected to become operational in the latter half of 2013.

Expanding Leach Pad Operations

To accommodate the increased mining rate our leach pad processing capabilities are being expanded. As of December 31, 2012, our leach pad capacity was 12.0 million square feet and we expect such capacity to increase during 2013 to 20.0 million square feet with the completion of the new North Leach Pad, which we expect to begin stacking ore on by the end of the second quarter of 2013. During the first quarter of 2013, we continued construction on the primary, secondary, and tertiary crushers and expect to commission the gyratory crusher in the middle of the third quarter of 2013. The new 21,500 gpm Merrill-Crowe processing facility remains on track to be commissioned in the third quarter of 2013, which would bring our total solution processing capacity to 33,000 gpm.

Mill Construction

The mill will be used to process the higher grade oxide and transitional ores and the sulfide ore. We currently expect the mill to have a design capacity allowing for the processing of 130,000 tons of ore per day through a crush-grind-float-leach flowsheet. In the first quarter of 2013, we continued excavation of the facility location, allowing us to begin construction of the building foundation in the second half of 2013; however, as discussed above, the timing and staging of the mill construction is currently undergoing a review. The Corporation has ordered long-lead time items critical to the construction schedule, which are currently expected to arrive as scheduled. To date, the major long-lead components that have been ordered include SAG mills and motors, ball mills and motors, a regrind mill, flotation cells, thickeners, and pumps.

Infrastructure Upgrades

Our expansion plans require that we upgrade the infrastructure at the Hycroft Mine, including the power transmission and distribution system, to handle demands of the mill and electric wire rope shovels and construction of a rail spur. Additionally, we are building a housing development in Winnemucca, Nevada for our current and future workforce, which we plan to rent and/or sell to our employees. We have completed the first six homes and one townhouse, of which we have executed sales contracts to sell four such homes to employees.

Metallurgy and Mineral Processing

Hycroft is currently operating as a heap leach mine processing run of mine ore. Heap leach ore will begin being crushed in the third quarter of 2013 through 2014, at which time the crusher will be transitioned to become the primary crusher for the mill. Starting in 2017, with the south crusher on-line, heap leach ore will be crushed to a P80 of 3/8”.

Allied Nevada, through its independent consulting metallurgical laboratories, has completed a significant amount of test work in support of the heap leach and mill operations. The test work includes:

- Crushing and leaching of heap leach ore
- Mill oxide leaching
- Bench and pilot plant scale flotation
- Comminution testing
- Solid/liquid separation
- Concentrate oxidation and leaching

In 2012, pilot plant scale flotation work was conducted to create concentrate for ongoing oxidation testing. Flotation testing through this pilot plant confirmed the results of previous test work. Comminution testing confirmed previous results of an average of 17.3 kWh/t, indicating moderately hard material. Overall project recoveries are shown in the table below.

Overall Recovery of Gold and Silver

	Gold			Silver		
	Contained Oz	**Recovered Oz**	**Recovery**	**Contained Oz**	**Recovered Oz**	**Recovery**
Heap Leach — ROM	1,250,218	632,326	50.6%	45,565,059	5,617,789	12.3%
Heap Leach — Crushed	1,465,747	928,292	63.3%	49,395,342	10,428,665	21.1%
Mill	9,158,931	6,785,936	74.1%	414,598,350	338,455,179	81.6%
Totals/Wtd Avg Recovery	**11,874,896**	**8,346,555**	**70.3%**	**509,558,752**	**354,501,633**	**69.6%**

Mineral Processing

The Hycroft Milling Expansion Project is planned to treat higher grade ore for which gold and silver can be concentrated by flotation methods. The mill design contemplated in the Hycroft Mine Technical Report will have the capacity to operate at a rate of approximately 130,000 tpd using a crush-grind-float-leach process.

Ore will be transported from the mine in 320-ton haul trucks to the gyratory crusher's dump pocket. Crushed ore (P80 of 8 inch) will be conveyed via fixed stacker to a stockpile.

The processing flowsheet for the milling expansion contemplated in the Hycroft Mine Technical Report is being designed to include:

- Crushing;
- Grinding;
- Rougher and cleaner flotation including rougher concentrate regrind;
- Concentrate leaching;
- Tails leaching;
- Pressure oxidation of the rougher concentrate;
- Merrill-Crowe metal recovery; and
- Refining.

The mine plan contemplated in the Hycroft Mine Technical Report indicates that transitional and sulfide materials may be campaigned separately through the processing plant, which will allow for an option to treat transition tailings. Sulfide and transitional material will be floated to make a cleaned concentrate containing approximately 40% sulfide sulfur, which will be leached (if transitional), filtered and the residue sold for the contained gold, silver and fuel values. The tails of the transitional material will be kept separate from those of the sulfide in the tails management facility ("**TMF**"). A standalone leach facility will be operated to treat the oxide and transitional tails, which will be fed directly from the mill or dredged from the tailings storage.

As contemplated in the Hycroft Mine Technical Report, the second cleaner transitional concentrate will be cyanide leached and sold to third parties for the recovery of the remaining gold and silver and for the fuel content from the pyrite. Scavenger tails will be leached in a dedicated facility. In 2019-2020, an autoclave pressure oxidation circuit is planned to be constructed for operation in 2021 that is expected to treat approximately one-third of the sulfide rougher concentrate. The autoclave is expected to treat rougher concentrate, scavenger tails or a combination depending on the prevailing concentrate market conditions. The autoclave discharge will be subjected to a hot alkaline soak (lime boil) and then leached.

Metallurgical testing indicates that leaching of the transitional rougher flotation tails will economically increase gold and silver recovery. The processing rate is assumed to average 34,000 tpd of tails in the first six years, then averaging 24,300 tpd thereafter. The tails leach plant will have the capacity to treat any partially oxidized sulfide ore from stockpile.

The metal values from both leach circuits will be recovered using Merrill-Crowe circuits. The Merrill-Crowe precipitates will be retorted to remove mercury, smelted in a furnace and recovered metal poured into doré.

Tailings Management Facilities

Two separate tailings management facilities have been designed to store the tailings slurry that will discharge from the mill. Tails from the first four years of mill operation will be sent to a combined heap leach and tailings storage facility. This combined heap leach facility ("**HLF**") and tailings management facility has been designed to provide for safe and secure leaching and storage of approximately 155 M tons of leach ore over 4.5 years, and storage of approximately 185 M tons of tailings over 4 years. The heap leach ore will be placed into a very wide-crested "horseshoe"-shaped embankment with relatively shallow slopes to assist with its stability. Its construction will be sequenced to allow for HLF operation while simultaneously providing safe containment of the tailings behind the HLF embankment. The entire footprint of the HLF and TMF, and ancillary process-related facilities, is underlain by liner systems including soils and geosynthetics to meet regulatory requirements. An additional TMF will subsequently be constructed to the northeast of the minesite to store the tailings for the remaining 13 years of mill operation.

Infrastructure

The future infrastructure for the Hycroft milling project takes into account the existing infrastructure and the requirements of the project. Currently on site are administrative buildings, a truck shop, a Merrill-Crowe processing plant, a refinery and heap leach pads. These facilities, along with increased power distribution capacity, and the construction of a new leach pad and crushing system, are being upgraded as part of the first phase of the expansion. Major infrastructure categories to be constructed for the mill expansion include:

- 120 kV and 60 kV power transmission lines and substations;
- Mine power distribution grid;
- Assay laboratory;
- Administration building;
- Maintenance shop expansion;
- Warehouse;
- Water supply and sewage treatment;
- Bulk fuel storage;
- Communications;
- Site roads;
- Plant fire protection system; and
- Rail siding.

Compliance with Canadian National Instrument 43-101 and US S.E.C. Industry Guide 7

The drill hole database and assaying quality for the Hycroft Mine are sufficient for the determination of Measured, Indicated and Inferred Mineral Resources. Additionally, the geological interpretations, metallurgical assumptions, and spatial drilling densities within the Brimstone, Vortex, Cut-5, Boneyard, Bay, Central, and Camel Zones are sufficient to define and state Proven and Probable Mineral Reserves for Hycroft. All of the aforementioned categories are compliant as defined by the April 8, 2011, CIM Standards, NI 43-101 and Companion Policy 43-101CP. The Proven and Probable Mineral Reserves categories are compliant with the United States Securities and Exchange Commission Industry Guide 7.

Note to U.S. Readers Concerning Use of Measured, Indicated and Inferred Resources

The terms “Mineral Resource”, “Measured Mineral Resource”, “Indicated Mineral Resource” and “Inferred Mineral Resource” used in the Hycroft Mine Technical Report are Canadian mining terms as defined in accordance with NI 43-101 under guidelines set out in the CIM Standards on Mineral Resources and Mineral Reserves adopted by the CIM Council. While, the terms “Mineral Resource”, “Measured Mineral Resource”, “Indicated Mineral Resource” and “Inferred Mineral Resource” are recognized and required by Canadian regulations, they are not defined terms under the United States Securities and Exchange Commission Industry Guide 7. Under United States standards, mineralization may not be classified as a “reserve” unless the determination has been made that the mineralization could be economically and legally produced or extracted at the time the reserve calculation is made. As such, certain information contained in the Hycroft Mine Technical Report concerning descriptions of mineralization and resources under Canadian standards is not comparable to similar information made public by United States companies subject to the reporting and disclosure requirements of the United States Securities and Exchange Commission. An “Inferred Mineral Resource” has a great amount of uncertainty as to its existence and as to its economic and legal feasibility. It cannot be assumed that all or any part of an “Inferred Mineral Resource” will ever be upgraded to a higher category or will ever be confirmed or converted into “Reserves,” as defined in Industry Guide 7 of the United States Securities and Exchange Commission. Under Canadian rules, estimates of Inferred Mineral Resources may not form the basis of feasibility or other economic studies. Readers are cautioned not to assume that all or any part of Measured or Indicated Resources will ever be converted into Mineral Reserves. Readers are also cautioned not to assume that all or any part of an “Inferred Mineral Resource” exists, or is economically or legally mineable. In addition, the definitions of “Proven Mineral Reserves” and “Probable Mineral Reserves”, under CIM standards, differ in certain respects from the standards of the United States Securities and Exchange Commission.