## AMERICAN BULLION MINERALS LTD.



## **NEWS RELEASE**

Imperial Metals Corporation 580 Hornby Street, Suite 200 Vancouver, B.C. Canada V6C 3B6 Tel: 604.669.8959 Fax: 604.687.4030 www.imperialmetals.com

## **Agreement to Purchase American Bullion Minority Interest**

Vancouver – February 4, 2011 - Imperial Metals Corporation (III-TSX), American Bullion Minerals Ltd., ("ABML") and Red Chris Development Company Ltd. ("RCDC") (collectively, the "Parties") are pleased to announce they have signed a definitive agreement (the "Agreement") under which RCDC will acquire all of the issued and outstanding common shares of ABML not presently owned by RCDC (the "Minority Shares"). Under the terms of the Agreement, each holder of Minority Shares (other than holders exercising dissent rights) will receive \$2.25 cash for every Minority Share held. The total consideration payable under the proposed transaction (the "Transaction") is approximately \$22 million.

It is anticipated that the Transaction will be carried out by way of a plan of arrangement under the *Business Corporations Act* (British Columbia) (the "Arrangement") whereby RCDC will acquire all of the Minority Shares. Completion of the Transaction is subject to a number of conditions, including: approval of the Arrangement by the Supreme Court of British Columbia; approval of the Arrangement by at least: (i) 75% of the votes cast by ABML's shareholders and (ii) a simple majority of the votes cast by holders of Minority Shares; and the holders of not more than 10% of the outstanding common shares of ABML exercising their right to dissent to the Transaction. It is anticipated that ABML will hold a special meeting prior to April 21, 2011 to consider the Transaction.

The securities of ABML have, since 2001, been subject to a cease trade order issued by each of the British Columbia, Alberta and Ontario securities commissions as a result of ABML's failure to file audited financial statements. On September 14, 2001 the common shares of ABML were delisted by the Toronto Stock Exchange as a result of ABML's failure to satisfy its minimum listing requirements. Bloomberg records indicate that the common shares of ABML traded to a low of \$0.07 per share prior to the cease trade orders. At present, the common shares of ABML are not listed or quoted on any stock exchange or other market and the trading of such securities is prohibited by the cease trade orders. A revocation of the cease trade orders will be required to facilitate the Transaction. Subject to the completion of the above conditions, among other things, the Transaction is expected to be completed by May 23, 2011. An information circular for the special meeting of ABML's shareholders, which will contain full details regarding the Transaction, is expected to be mailed in March 2011.

On September 23, 2008, the board of directors of ABML (the "Board") formed an independent special committee (the "Special Committee"), with a mandate to establish and implement a process to solicit, negotiate and evaluate offers to purchase the Minority Shares. The Board, acting on the recommendation of the Special Committee, has approved the Transaction and determined that the Transaction is fair and is in the best interest of ABML and to holders of Minority Shares and accordingly, the Board has recommended that shareholders of ABML vote in favor of the Transaction. Capital West Partners has provided a fairness opinion to the Special Committee concluding that the Transaction is fair, from a financial point of view, to holders of Minority Shares.

The Agreement provides for customary deal protections, including a non-solicitation covenant by ABML, a five business day right for RCDC to match any superior proposal received by ABML and payment by ABML to RCDC of a termination fee of \$675,000 if the offer is not completed in specified circumstances. The Transaction is not subject to a financing condition.

Capital West Partners is acting as exclusive financial advisor to the Special Committee, and Fraser Milner Casgrain LLP is acting as legal counsel to ABML. Borden Ladner Gervais LLP is acting as legal counsel to Imperial and RCDC.

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Georgeson Shareholder Communications Canada Inc. ("Georgeson") has been retained to provide information and assistance to ABML's shareholders in connection with this acquisition and assist in the solicitation of proxies for the special meeting of the ABML's shareholders. Inquiries may be directed to a Georgeson representative at the following North American toll free number: 1-866-598-9684 or Email: askus@georgeson.com

This news release is for informational purposes only and does not constitute an offer to buy or an invitation to sell, or the solicitation of an offer to buy or invitation to sell, any of the securities of ABML, nor shall there be any acquisition of any of the securities of ABML in any jurisdiction in which such offer, invitation, solicitation or acquisition would be unlawful.

## **Cautionary Note Regarding Forward-Looking Information**

Certain of the statements and information in this news release constitute "forward looking information" within the meaning of applicable Canadian provincial securities laws relating to Imperial and ABML. All statements, other than statements of historical fact, are forward-looking statements or information. This forward-looking information relates to, among other things, the timing and prospects for approval of the Transaction by the court and ABML's shareholders and the implementation thereof. These statements reflect the current views of Imperial and ABML, respectively with respect to future events and are necessarily based upon a number of assumptions and estimates that, while considered reasonable by each of Imperial and ABML, respectively, are inherently subject to various risks and uncertainties. Many factors, both known and unknown, could cause actual results, performance or achievements to be materially different from the results, performance or achievements that are or may be expressed or implied by such forward looking information contained in this news release and both Imperial and ABML, respectively, have made assumptions based on or related to many of these factors. Such factors include without limitation: litigation; fluctuations in markets for gold, base metals and certain other commodities (such as natural gas, fuel oil and electricity); fluctuations in currency markets; risks related to the technological and operational nature of Imperial and ABML's businesses, respectively; changes in national and provincial government, permitting, legislation, taxation, controls or regulations and political or economic developments in Canada; risks and hazards associated with the business of mineral exploration, development and mining; availability and increasing costs associated with mining inputs and labour; challenges to Imperial's and ABML's title to or interest in properties; results of current exploration activities; competition in the mining industry for properties, equipment, qualified personnel, and their costs; and those factors identified under the heading "General Description and Development of the Business - Risk Factors" in Imperial's most recent annual information form filed with the Canadian provincial securities regulatory authorities and elsewhere in Imperial's documents filed from time to time with such authorities. Investors are cautioned against attributing undue certainty or reliance on forward-looking information. Although Imperial and ABML, respectively, have attempted to identify important factors that could cause actual results to differ materially, there may be other factors that cause results not to be as anticipated, estimated, described or intended. Imperial and ABML do not intend, and do not assume any obligation, to update this forward-looking information to reflect changes in assumptions or changes in circumstances or any other events affecting such information, other than as required by applicable law.

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**Contact:** Brian Kynoch, President 604.669.8959; Andre Deepwell, Chief Financial Officer 604.488.2666 website: www.imperialmetals.com // email: info@imperialmetals.com