Form **8937**
(December 2011)
Department of the Treasury
Internal Revenue Service

Report of Organizational Actions Affecting Basis of Securities

► See separate instructions.

OMB No. 1545-2224

Part I Reporting Issuer

1 Issuer's name			2 Issuer's employer identification number (EIN)
Eurasian Minerals Inc.			98-102691
3 Name of contact for additional information	4 Telephone No. of contact		5 Email address of contact
Valerie Barlow, Corporate Secretary	604-688-6390		Valerie@EurasianMinerals.com
6 Number and street (or P.O. box if mail is not delivered to street address) of contact			7 City, town, or post office, state, and Zip code of contact
Suite 501 - 543 Granville Street			Vancouver, BC Canada V6C 1X8
8 Date of action	9 Classification and description		
August 17, 2012	Common Shares, no par value per share		
10 CUSIP number	11 Serial number(s)	12 Ticker symbol	13 Account number(s)
29843R100	N/A	EMXX	N/A

Part II Organizational Action Attach additional statements if needed. See back of form for additional questions.

14 Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action ► On August 17, 2012, Eurasian Minerals Inc. ("Eurasian") acquired all of the issued and outstanding common shares of Bullion Monarch Mining, Inc. ("BMM") (the "Acquistion"). Specifically, BMM shareholders exchanged each of their BMM shares for 0.45 of one Eurasian common share and US$0.11 in cash in the Acquisition. The Acquisition is described in full in the Proxy Statement/Prospectus dated July 27, 2012, which is available at www.sec.gov. A discussion of the United States federal income tax consequences of the Acquisition is set forth in the "Material United States Federal Income Tax Consequences of the Merger and the Holding and Disposing of Eurasian Common Shares Received in the Merger" section of the Proxy Statement/Prospectus (the "Tax Summary") which is attached hereto.

15 Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis ► Eurasian believes that the Minimum Stock Consideration Requirement discussed in the attached Tax Summary was satisfied and, subject to the discussion in the Tax Summary, that the Acquisition should qualify as a tax-deferred reorganization under Code Section 368(a).

16 Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates ► See attached Tax Summary. For purposes of calculating any gain and for purposes of calculating the fair market value, the estimated fair market value of each Eurasian common share issued in the Acquisition is estimated at US$1.82, which was the US dollar closing price on the NYSE MKT for the Eurasian shares on August 17, 2012.

Shareholders should consult with their own tax advisors to determine whether they are required to recognize any gain and what measure of fair market value is appropriate.

Part II **Organizational Action** (continued)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶ The U.S. federal income tax consequences to BMM shareholders should be determined under Code Sections 367, 368, 354, 358, 897, 1221 and 1445.

18 Can any resulting loss be recognized? ▶ If the Acquisition qualifies as a reorganization within the meaning of Code Section 368(a), then in general, each BMM shareholder who receives Eurasian shares and cash in the Acquisition should not recognize any loss.

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ In general, any gain recognized should be reported by shareholders for the taxable year which includes August 17, 2012 (e.g., a calendar year shareholder would report the transaction on his or her federal income tax return filed for the 2012 calendar year).

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Signature ▶ [signature] Date ▶ Sept 24/2012

Print your name ▶ Christina Cepeliauskas Title ▶ Chief Financial Officer

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
John Hollinrake	John D Hollinrake	9/20/2012		PO1568530
Firm's name ▶ Dorsey & Whitney LLP			Firm's EIN ▶	41-0223337
Firm's address ▶ Columbia Center, 701 Fifth Avenue, Suite 6100, Seattle, Washington 98104			Phone no.	(206)903-8812

Send Form 8937 (including accompanying statements) to: Department of the Treasury, Internal Revenue Service, Ogden, UT 84201-0054

Eurasian Minerals

Bullion
Monarch
Mining Inc.

The accompanying proxy statement/prospectus is dated July 27, 2012, and is first being mailed to Bullion shareholders on or about August 1, 2012.

MERGER PROPOSED — YOUR VOTE IS VERY IMPORTANT

Dear Bullion Monarch Mining, Inc. Shareholders:

The board of directors of Bullion Monarch Mining, Inc., or Bullion, has unanimously adopted and approved an Agreement and Plan of Merger in which a direct, wholly owned subsidiary of Eurasian Minerals Inc., or Eurasian, will merge with Bullion, with Bullion surviving as a wholly-owned subsidiary of Eurasian (the "merger"). Bullion is sending you the accompanying proxy statement/prospectus to notify you of the special meeting of Bullion shareholders being held to vote on the approval of the merger agreement and related matters and to ask you to vote at the special meeting in favor of the approval of the merger agreement.

If the merger agreement is approved by Bullion's shareholders and the merger is completed, for each share of Bullion common stock that you hold as of the effective time of the merger, which we refer to as the effective time, you will be entitled to receive (i) 0.45 of a share of Eurasian common stock and (ii) $0.11 in cash. We refer to this combination of cash and stock together as the merger consideration. If the merger agreement is approved by Bullion's shareholders and the merger is completed, Bullion's shareholders will receive an aggregate of 17,652,178 shares of Eurasian common stock and $4,314,977, assuming no dissenters' rights or warrants are exercised.

Eurasian's common stock trades on the TSX Venture Exchange under the symbol "EMX" and on the NYSE MKT under the symbol "EMXX," and Bullion's common stock trades on the OTCQB under the symbol "BULM."

For a discussion of risk factors that you should consider in evaluating the merger and the other matters on which you are being asked to vote, see "*Risk Factors*" beginning on page 22 of the enclosed proxy statement/prospectus. The market price of Eurasian common stock will continue to fluctuate following the date of the shareholder vote on the merger proposal at the special meeting. Consequently, at the time of the shareholder vote, the value of the stock consideration will not yet be determined. Based on the range of closing prices of Eurasian common stock on the NYSE MKT during the period from February 7, 2012, the last trading day before public announcement of the execution of the merger agreement, through July 26, 2012, the last full trading day before the date of this proxy statement/prospectus, the merger consideration represented a value ranging from a low of approximately $0.87 to a high of approximately $1.33 for each share of Bullion common stock.

Bullion cannot complete the merger without the approval of holders of a majority of the outstanding shares of its common stock entitled to vote at the special meeting. A failure to vote on the proposal to approve the merger agreement has the same effect as a vote by you AGAINST the approval of the merger agreement. Therefore, your vote is very important, regardless of the number of shares of Bullion common stock you own, and Bullion urges you to take the time to vote by following the instructions on your proxy card regardless of whether you plan to attend the special meeting.

individual has not yet been determined. The remaining directors of Bullion will resign as of the effective time of the merger. Information about James A. Morris and the current Eurasian directors and executive officers can be found under the heading "*Management Following the Merger*" and in the documents listed under the heading "*Where You Can Find More Information.*"

Material United States Federal Income Tax Consequences of the Merger and the Holding and Disposing of Eurasian Common Shares Received in the Merger

The following discussion sets forth the anticipated material U.S. federal income tax consequences of the merger to U.S. holders of Bullion common stock. This discussion is based upon the Code, Treasury Regulations issued under the Code and published rulings and procedures of the Internal Revenue Service, judicial authorities, published positions of the IRS, and other applicable authorities, all as currently in effect and all of which are subject to change or differing interpretations (possibly with retroactive effect). This discussion is limited to U.S. holders (as defined below) who hold their shares of Bullion common stock as capital assets for U.S. federal income tax purposes within the meaning of Section 1221 of the Code (generally, assets held for investment). This discussion does not address the tax consequences applicable to Bullion shareholders who are not U.S. holders, nor does it address all of the tax consequences that may be relevant to any particular U.S. holder or U.S. holders who are subject to special treatment under U.S. federal income tax laws, including, without limitation:

- financial institutions;
- insurance companies;
- partnerships and other pass-through entities;
- tax-exempt organizations;
- certain former U.S. citizens or long-term residents;
- regulated investment companies;
- real estate investment trusts;
- dealers in securities or currencies;
- holders who own 5% of more of the total outstanding vote or value of Bullion common stock (or after the merger, Eurasian common shares), except where specifically indicated;
- holders of Bullion common stock who also own, directly or constructively for U.S. federal income tax purposes, any stock of Eurasian (apart from any Eurasian common shares that such holders receive in the merger in exchange for Bullion common stock);
- U.S. persons whose functional currency is not the U.S. dollar;
- traders in securities that elect to use a mark-to-market method of accounting;
- persons that hold Bullion common stock (or after the merger, Eurasian common shares) as part of a straddle, hedge, constructive sale or conversion transaction;
- persons who are subject to the alternative minimum tax provisions of the Code; and
- persons who acquired their shares of Bullion common stock (or after the merger, Eurasian common shares) through the exercise of an employee stock option or otherwise as compensation.

If a partnership or other entity treated as a partnership for U.S. federal income tax purposes holds shares of Bullion common stock (or after the merger, Eurasian common shares), the tax treatment of a partner in the partnership generally will depend upon the status of the partner and the activities of the partnership. Partnerships holding shares of Bullion common stock (or after the merger, Eurasian common shares) and partners in such partnerships should consult their own tax advisors about the tax consequences of the merger to them.

This discussion does not address the tax consequences of the merger under state, local or foreign tax laws. This discussion also does not address the tax consequences of any transaction other than the merger.

BULLION SHAREHOLDERS SHOULD CONSULT WITH THEIR OWN TAX ADVISORS AS TO THE TAX CONSEQUENCES OF THE MERGER AND THE HOLDING AND DISPOSITION OF EURASIAN COMMON SHARES BASED ON THEIR PARTICULAR CIRCUMSTANCES, INCLUDING THE APPLICABILITY AND EFFECT OF U.S. FEDERAL (INCLUDING THE ALTERNATIVE MINIMUM TAX), STATE, LOCAL OR NON-U.S. AND OTHER TAX LAWS AND OF CHANGES IN THOSE LAWS.

For purposes of this section, the term "U.S. holder" means a beneficial owner of Bullion common stock who or that for U.S. federal income tax purposes is (1) an individual who is a citizen or resident of the United States, (2) a corporation, or other entity treated as a corporation for U.S. federal income tax purposes, created or organized in or under the laws of the United States or any of its political subdivisions, (3) an estate that is subject to U.S. federal income tax on its income regardless of its source, or (4) a trust (i) the substantial decisions of which are controlled by one or more U.S. persons and which is subject to the primary supervision of a U.S. court, or (ii) that has validly elected under applicable Treasury Regulations to be treated as a U.S. person for U.S. federal income tax purposes. For purposes of this section, the term "Non-U.S. Holder" means a person who is a beneficial owner of Bullion common stock that is not a U.S. Holder.

The following discussion as to the U.S. federal income tax consequences of the merger assumes that the merger will be consummated as described in the merger agreement and Eurasian's registration statement on Form F-4, of which this joint proxy statement/prospectus is a part. The following discussion further assumes (1) the accuracy and completeness both initially and continuing as of the effective time of the registration statement on Form F-4, of which this joint proxy statement/prospectus is a part, of the facts, information, representations and covenants contained in originals or copies, certified or otherwise identified, of the merger agreement and Eurasian's registration statement on Form F-4, (2) the accuracy and completeness, both initially and continuing as of such effective time, of certain statements, representations, covenants and agreements on factual matters made by Bullion, Eurasian and Merger Sub, (3) that such statements, representations, covenants and agreements referred to in clause (2) of this sentence are, and will continue to be as of the effective time of Eurasian's registration statement on Form F-4, true and correct, (4) the absence of changes in existing facts and law, (5) the legal capacity of all natural persons, the genuineness of all signatures, the authenticity of all documents described in the opinion, the conformity to original documents of all documents submitted as certified, conformed, photostatic, or electronic copies, and the authenticity of the originals of such copies, and (6) that where documents have been provided in draft form, the final executed versions of such documents will not differ materially from such drafts. The merger has been structured by the parties with the intent that the merger qualify as a "reorganization" within the meaning of Section 368(a) of the Code. In order for the merger to qualify as a reorganization, among other things, Eurasian must acquire at least 80 percent of the Bullion common stock in exchange for Eurasian common stock (the "Minimum Stock Consideration Requirement"). Thus, qualification of the merger as a reorganization will depend, among other things, on whether the fair market value of the Eurasian common stock issued to Bullion shareholders represents at least 80 percent of the total consideration paid to Bullion shareholders in exchange for Bullion common stock under the merger. In addition, Eurasian must have been engaged in the active conduct of a trade or business outside the United States, within the meaning of U.S. Treasury regulations, for the entire 36-month period immediately preceding completion of the merger (the "Active Trade or Business Test"). Based on such assumptions, statements, representations, covenants and agreements made by Bullion, Eurasian and Merger Sub, the merger should qualify as a reorganization within the meaning of Section 368(a) of Code if the Minimum Stock Consideration Requirement is met and if Eurasian meets the Active Trade or Business Test. If any of these assumptions, representations, or covenants is inaccurate or is inconsistent with the actual facts, the U.S. federal income tax consequences of the merger could be adversely affected. If the fair market value of the Eurasian common stock on the effective date of the merger approximately equals its value on the date of this proxy statement/prospectus, the parties believe that the Minimum

Stock Consideration Requirement should be satisfied. Although Eurasian believes that it fulfills the Active Trade or Business Test, because the Active Trade or Business Test is a fact-intensive determination, no assurance can be given that Eurasian satisfies the requirements of such test. Neither Bullion nor Eurasian has sought or obtained a ruling from the IRS regarding any of the tax consequences of the merger. Accordingly, there can be no assurance that the IRS will not challenge the status of the merger as a reorganization or that the U.S. courts will uphold the status of the merger as a reorganization in the event of an IRS challenge. The tax consequences of the merger qualifying as a reorganization or as a taxable transaction are discussed below. U.S. holders should consult their own U.S. tax advisors regarding the proper tax reporting of the merger. Based solely upon and subject to the foregoing, the discussion in this paragraph and the following discussion constitute the opinion of Dorsey & Whitney LLP, U.S. counsel to Eurasian, and Durham Jones & Pinegar, P.C., counsel to Bullion, to the extent that it states a legal conclusion relating to matters of U.S. federal income tax law, subject to the qualifications, assumptions and limitations set forth herein and in Eurasian's registration statement on Form F-4, of which this joint proxy statement/prospectus is a part; provided, however, that no opinion is expressed with respect to the satisfaction of the Active Trade or Business Test by Eurasian.

Based on and subject to the foregoing, as a result of the merger being treated as a reorganization under Section 368(a), the material U.S. federal income tax consequences of the merger to U.S. holders of Bullion common stock will be as follows:

- a Bullion shareholder will recognize gain (but not loss) with respect to its shares of Bullion common stock in an amount equal to the lesser of (i) any gain realized with respect to such stock or (ii) the amount of cash received with respect to such stock (other than any cash received in lieu of a fractional share of Eurasian common stock). A holder's gain realized will equal the difference between the fair market value of the Eurasian common stock and cash received and such holder's tax basis in the Bullion common stock surrendered. Any such gain recognized will be a capital gain;

- a Bullion shareholder's aggregate tax basis for the shares of Eurasian common stock received in the merger (including any fractional share interest for which cash is received) will equal the shareholder's aggregate tax basis in the shares of Bullion common stock surrendered upon completion of the merger, increased by any gain recognized by such holder in the merger (other than gain resulting from the receipt of cash in lieu of a fractional share of Eurasian common stock) and reduced by the amount of any cash received in the merger (other than any cash received in lieu of a fractional share of Eurasian common stock);

- a Bullion shareholder's holding period for the shares of Eurasian common stock received in the merger (including any fractional share interest for which cash is received) will include the period during which the shares of Bullion common stock surrendered in the merger were held; and

- a Bullion shareholder who receives cash in lieu of a fractional share of Eurasian common stock in the merger will recognize capital gain or loss in an amount equal to the difference between the amount of cash received in lieu of a fractional share and the shareholder's tax basis in its Bullion common stock allocable to such fractional share of Eurasian common stock.

Any Bullion shareholder who holds different blocks of Bullion common stock (generally, shares of Bullion common stock purchased or acquired on different dates or at different prices) should consult such shareholder's tax advisor to determine how the above rules apply to such shareholder.

Bullion shareholders who owned at least five percent (by vote or value) of the total outstanding stock of Bullion or Bullion securities with a tax basis of $1,000,000 or more are required to attach a statement to their tax returns for the year in which the merger is completed that contains the information listed in Treasury Regulation Section 1.368 -3(b).

If the merger does not qualify as a reorganization within the meaning of Section 368(a) of the Code, then a holder of Bullion common stock that receives cash and Eurasian common stock in the merger would recognize capital gain or loss equal to the difference between the fair market value of the Eurasian common stock and cash received and such holder's tax basis in the Bullion common stock surrendered.

Capital gains or losses recognized in the merger as described above will constitute long-term capital gain or loss if the Bullion shareholder's holding period in the Bullion common stock surrendered in the merger is more than one year as of the date of the merger. The deductibility of capital losses is subject to limitations.

Treatment of Non-U.S. Holders who Exchange Bullion Common Stock in the Merger.

A Non-U.S. Holder generally will not be subject to U.S. federal income tax on any gain recognized with respect to the merger unless (i) such gain is effectively connected with a trade or business of the Non-U.S. Holder in the U.S. (and, if certain income tax treaties apply, is attributable to a permanent establishment), (ii) Bullion is a U.S. real property holding corporation (as defined below) at any time within the shorter of the five-year period ending on the date on which the merger is consummated or such Non-U.S. Holder's holding period in its Bullion common stock or (iii) the Non-U.S. Holder is an individual who is present in the U.S. for a period or periods aggregating 183 or more days in the taxable year of the exchange and certain other conditions are met. In such cases, a Non-U.S. Holder will generally be subject to U.S. federal income tax on such gain in the same manner as a U.S. Holder. In addition, a Non-U.S. Holder that is a corporation may be subject to a branch profits tax equal to 30% (or a lesser rate under an applicable income tax treaty) on such effectively connected income (other than income that is effectively connected income solely by virtue of clause (ii), above).

Generally, a corporation is a "U.S. real property holding corporation" if the fair market value of its U.S. real property interests, as defined in the Code and applicable Treasury Regulations, equals or exceeds 50% of the aggregate fair market value of its worldwide real property interests and its other assets used or held for use in a trade or business. Bullion believes that it is, and has been, a U.S. real property holding corporation within the meaning of Section 897 of the Code for purposes of subsection (ii) above. However, the U.S. federal income tax relating to stock in a U.S. real property holding corporation generally will not apply to a Non-U.S. Holder whose actual and constructive stock holdings of Bullion's common stock constituted 5% or less of the total common stock of Bullion at all times during the applicable period described in subsection (ii), above, provided that Bullion's common stock is "regularly traded on an established securities market" within the meaning of the Code and applicable Treasury Regulations. Bullion common stock will be treated as regularly traded on an established securities market for any calendar quarter during which it is regularly quoted by brokers or dealers making a market in shares of Bullion common stock. Bullion believes that its common stock is regularly traded on an established securities market. However, there can be no assurance that Bullion's common stock will meet the "regularly traded on an established securities market" exception at the time a Non-U.S. Holder exchanges its common stock. If a Non-U.S. Holder is subject to tax under these rules, such holder generally will be taxed on the net gain derived from a sale in the same manner as U.S. persons generally, and such holder generally will be subject to a 10% U.S. federal withholding tax applied to the gross proceeds received. Any amount withheld may be applied as a credit against the Non-U.S. Holder's substantive U.S. federal income tax liability.

The U.S. federal income tax rules relating to Non-U.S. Holders are complex and dependent on the specific factual circumstances particular to each Non-U.S. Holder. Consequently, each Non-U.S. Holder should consult its own tax advisor as to the U.S. federal income tax consequences relevant to such Non-U.S. Holder.

Dissenting Bullion Shareholders. The above discussion does not apply to Bullion shareholders who properly perfect dissenters' rights. A Bullion shareholder who perfects dissenters' rights with respect to such shareholder's Bullion common stock will recognize capital gain or loss equal to the difference between (i) the amount of cash received in exchange for such Bullion common stock and (ii) such holder's tax basis in such Bullion common stock except with respect to any amounts properly treated as interest. Capital gains and losses are subject to U.S. federal income tax in the manner set forth above.

Information Reporting and Backup Withholding. Cash payments received in the merger by a U.S. holder may, under certain circumstances, be subject to information reporting and backup withholding, unless the U.S. holder provides proof of an applicable exemption, furnishes its taxpayer identification number (in the case of an individual, such individual's Social Security number) and otherwise complies with all applicable requirements of the backup withholding rules. To prevent backup withholding, each U.S. holder must complete the IRS Form W-9 or a substitute Form W-9 which will be provided by the exchange agent with the transmittal letter. In general, a Non-U.S. Holder will not be subject to information reporting and backup withholding. However, a Non-U.S. Holder may be required to establish an exemption from information reporting and backup withholding by certifying the Non-U.S. Holder's status by submitting a Form W-8BEN in connection with payments received in the U.S. or through certain U.S.-related intermediaries. Amounts withheld from payments under the backup withholding rules are not additional tax and will generally be allowed as a refund or credit against the holder's U.S. federal income tax liability, provided the required information is timely furnished to the IRS.

U.S. Tax Considerations of the Holding and Disposing of Eurasian Common Shares Received in the Merger

Passive Foreign Investment Company Rules

If Eurasian were to constitute a "passive foreign investment company" within the meaning of Section 1297 of the Code (a "PFIC", as defined below) for any year during a U.S. holder's holding period, then certain potentially adverse rules may affect the U.S. federal income tax consequences to a U.S. holder resulting from the acquisition, ownership and disposition of Eurasian common shares. Eurasian believes that it was classified as a PFIC during the tax year ended March 31, 2011, and based on current business plans and financial expectations, Eurasian believes that it may be a PFIC for the current tax year and future tax years. The determination of whether any corporation was, or will be, a PFIC for a tax year depends, in part, on the application of complex U.S. federal income tax rules, which are subject to differing interpretations. In addition, whether any corporation will be a PFIC for any tax year depends on the assets and income of such corporation over the course of each such tax year and, as a result, cannot be predicted with certainty as of the date of this document. Accordingly, there can be no assurance that the IRS will not challenge any determination made by Eurasian (or a Subsidiary PFIC as defined below) concerning its PFIC status. Each U.S. holder should consult its own tax advisor regarding the PFIC status of Eurasian and any Subsidiary PFIC.

In addition, in any year in which Eurasian is classified as a PFIC, a U.S. holder would be required to file an annual report with the IRS containing such information as Treasury Regulations and/or other IRS guidance may require, including the requirement to file an IRS Form 8621.

PFIC Status of Eurasian

Eurasian generally will be a PFIC if, for a tax year, (a) 75% or more of the gross income of Eurasian is passive income (the "income test") or (b) 50% or more of the value of Eurasian's assets either produce passive income or are held for the production of passive income, based on the quarterly average of the fair market value of such assets (the "asset test"). "Gross income" generally includes all sales revenues less the cost of goods sold, and "passive income" generally includes, for example, dividends, interest, certain rents and royalties, certain gains from the sale of stock and securities, and certain gains from commodities transactions.

Active business gains arising from the sale of commodities generally are excluded from passive income if substantially all (85% or more) of a foreign corporation's commodities are stock in trade or inventory, depreciable property used in a trade or business, or supplies regularly used or consumed in a trade or business and certain other requirements are satisfied.

For purposes of the PFIC income test and asset test described above, if Eurasian owns, directly or indirectly, 25% or more of the total value of the outstanding shares of another corporation, Eurasian will be treated as if it (a) held a proportionate share of the assets of such other corporation and (b) received directly a proportionate share of the income of such other corporation. In addition, for purposes of the PFIC income test and asset test described above, and assuming certain other requirements are met, "passive income" does not include certain interest, dividends, rents, or royalties that are received or accrued by Eurasian from certain "related persons" (as defined in Section 954(d)(3) of the Code), to the extent such items are properly allocable to the income of such related person that is not passive income.

Under certain attribution rules, if Eurasian is a PFIC, U.S. holders will generally be deemed to own their proportionate share of Eurasian's direct or indirect equity interest in any company that is also a PFIC (a "Subsidiary PFIC"), and will be subject to U.S. federal income tax on any indirect gain realized on the stock of a Subsidiary PFIC on the sale of Eurasian common shares and their proportionate share of (a) any excess distributions on the stock of a Subsidiary PFIC and (b) a disposition or deemed disposition of the stock of a Subsidiary PFIC by Eurasian or another Subsidiary PFIC, both as if such U.S. holders directly held the shares of such Subsidiary PFIC. Accordingly, U.S. holders should be aware that they could be subject to tax even if no distributions are received and no redemptions or other dispositions of Eurasian common shares are made.

Default PFIC Rules Under Section 1291 of the Code

If Eurasian is a PFIC for any tax year during which a U.S. holder owns shares of Eurasian common shares, the U.S. federal income tax consequences to such U.S. holder of the acquisition, ownership, and disposition of shares of Eurasian common shares will depend on whether and when such U.S. holder makes an election to treat Eurasian and each Subsidiary PFIC, if any, as a "qualified electing fund" or "QEF" under Section 1295 of the Code (a "QEF Election") or makes a mark-to-market election under Section 1296 of the Code (a "Mark-to-Market Election"). A U.S. holder that does not make either a QEF Election or a Mark-to-Market Election will be referred to in this summary as a "Non-Electing U.S. holder."

A Non-Electing U.S. holder will be subject to the rules of Section 1291 of the Code (described below) with respect to (a) any gain recognized on the sale or other taxable disposition of Eurasian common shares and (b) any excess distribution received on Eurasian common shares. A distribution generally will be an "excess distribution" to the extent that such distribution (together with all other distributions received in the current tax year) exceeds 125% of the average distributions received during the three preceding tax years (or during a U.S. holder's holding period for Eurasian common shares, if shorter).

Under Section 1291 of the Code, any gain recognized on the sale or other taxable disposition of Eurasian common shares (including an indirect disposition of the stock of any Subsidiary PFIC), and any "excess distribution" received on the Eurasian common shares, must be ratably allocated to each day in a Non-Electing U.S. holder's holding period for the respective Eurasian common shares. The amount of any such gain or excess distribution allocated to the tax year of disposition or distribution of the excess distribution and to tax years before the entity became a PFIC, if any, would be taxed as ordinary income. The amounts allocated to any other tax year would be subject to U.S. federal income tax at the highest tax rate applicable to ordinary income in each such year, and an interest charge would be imposed on the tax liability for each such year, calculated as if such tax liability had been due in each such year. A Non-Electing U.S. holder that is not a corporation must treat any such interest paid as "personal interest," which is not deductible.

If Eurasian is a PFIC for any tax year during which a Non-Electing U.S. holder holds Eurasian common shares, Eurasian will continue to be treated as a PFIC with respect to such Non-Electing U.S. holder, regardless of whether Eurasian ceases to be a PFIC in one or more subsequent tax years. A Non-Electing U.S. holder may terminate this deemed PFIC status by electing to recognize gain (which will be taxed under the rules of Section 1291 of the Code discussed above), but not loss, as if such Eurasian common shares were sold on the last day of the last tax year for which Eurasian was a PFIC.

QEF Election

A U.S. holder that makes a timely and effective QEF Election for the first tax year in which its holding period of its Eurasian common shares begins generally will not be subject to the rules of Section 1291 of the Code discussed above with respect to its Eurasian common shares. A U.S. holder that makes a timely and effective QEF Election will be subject to U.S. federal income tax on such U.S. holder's pro rata share of (a) the net capital gain of Eurasian, which will be taxed as long-term capital gain to such U.S. holder, and (b) the ordinary earnings of Eurasian, which will be taxed as ordinary income to such U.S. holder. Generally, "net capital gain" is the excess of (a) net long-term capital gain over (b) net short-term capital loss, and "ordinary earnings" are the excess of (a) "earnings and profits" over (b) net capital gain. A U.S. holder that makes a QEF Election will be subject to U.S. federal income tax on such amounts for each tax year in which Eurasian is a PFIC, regardless of whether such amounts are actually distributed to such U.S. holder by Eurasian. However, for any tax year in which Eurasian is a PFIC and has no net income or gain, U.S. holders that have made a QEF Election would not have any income inclusions as a result of the QEF Election. If a U.S. holder that made a QEF Election has an income inclusion, such a U.S. holder may, subject to certain limitations, elect to defer payment of current U.S. federal income tax on such amounts, subject to an interest charge. If such U.S. holder is not a corporation, any such interest paid will be treated as "personal interest," which is not deductible.

A U.S. holder that makes a timely and effective QEF Election with respect to Eurasian generally (a) may receive a tax-free distribution from Eurasian to the extent that such distribution represents "earnings and profits" of Eurasian that were previously included in income by the U.S. holder because of such QEF Election and (b) will adjust such U.S. holder's tax basis in the Eurasian common shares to reflect the amount included in income or allowed as a tax-free distribution because of such QEF Election. In addition, a U.S. holder that makes a QEF Election generally will recognize capital gain or loss on the sale or other taxable disposition of Eurasian common shares.

The procedure for making a QEF Election, and the U.S. federal income tax consequences of making a QEF Election, will depend on whether such QEF Election is timely. A QEF Election will be treated as "timely" if such QEF Election is made for the first year in the U.S. holder's holding period for the Eurasian common shares in which Eurasian was a PFIC. A U.S. holder may make a timely QEF Election by filing the appropriate QEF Election documents at the time such U.S. holder files a U.S. federal income tax return for such year. If a U.S. holder does not make a timely and effective QEF Election for the first year in the U.S. holder's holding period for the Eurasian common shares, the U.S. holder may still be able to make a timely and effective QEF Election in a subsequent year if such U.S. holder meets certain requirements and makes a "purging" election to recognize gain (which will be taxed under the rules of Section 1291 of the Code discussed above) as if such Eurasian common shares were sold for their fair market value on the day the QEF Election is effective. If a U.S. holder owns PFIC stock indirectly through another PFIC, separate QEF Elections must be made for the PFIC in which the U.S. holder is a direct shareholder and the Subsidiary PFIC for the QEF rules to apply to both PFICs.

A QEF Election will apply to the tax year for which such QEF Election is timely made and to all subsequent tax years, unless such QEF Election is invalidated or terminated or the IRS consents to revocation of such QEF Election. If a U.S. holder makes a QEF Election and, in a subsequent tax year, Eurasian ceases to be a PFIC, the QEF Election will remain in effect (although it will not be applicable) during those tax years in which Eurasian is not a PFIC. Accordingly, if Eurasian becomes a PFIC in another subsequent tax year, the QEF Election will be effective and the U.S. holder will be subject to the QEF rules described above during any subsequent tax year in which Eurasian qualifies as a PFIC.

U.S. holders should be aware that there can be no assurances that Eurasian will satisfy the record keeping requirements that apply to a QEF, or that Eurasian will supply U.S. holders with information that such U.S. holders require to report under the QEF rules, in the event that Eurasian is a PFIC. Thus, U.S. holders may not be able to make a QEF Election with respect to their Eurasian common shares. Each U.S. holder should consult its own tax advisor regarding the availability of, and procedure for making, a QEF Election.

A U.S. holder makes a QEF Election by attaching a completed IRS Form 8621, including a PFIC Annual Information Statement, to a timely filed United States federal income tax return. However, if Eurasian cannot provide the required information with regard to Eurasian or any of its Subsidiary PFICs, U.S. holders will not be able to make a QEF Election for such entity and will continue to be subject to the rules discussed above that apply to Non-Electing U.S. holders with respect to the taxation of gains and excess distributions.

Mark-to-Market Election

A U.S. holder may make a Mark-to-Market Election only if the Eurasian common shares are marketable stock. The Eurasian common shares generally will be "marketable stock" if the Eurasian common shares are regularly traded on (a) a national securities exchange that is registered with the Securities and Exchange Commission, (b) the national market system established pursuant to section 11A of the Securities and Exchange Act of 1934, or (c) a foreign securities exchange that is regulated or supervised by a governmental authority of the country in which the market is located, provided that (i) such foreign exchange has trading volume, listing, financial disclosure, and surveillance requirements, and meets other requirements and the laws of the country in which such foreign exchange is located, together with the rules of such foreign exchange, ensure that such requirements are actually enforced and (ii) the rules of such foreign exchange effectively promote active trading of listed stocks. If such stock is traded on such a qualified exchange or other market, such stock generally will be "regularly traded" for any calendar year during which such stock is traded, other than in de minimis quantities, on at least 15 days during each calendar quarter.

A U.S. holder that makes a Mark-to-Market Election with respect to its Eurasian common generally will not be subject to the rules of Section 1291 of the Code discussed above with respect to such Eurasian common shares. However, if a U.S. holder does not make a Mark-to-Market Election beginning in the first tax year of such U.S. holder's holding period for the shares of Eurasian common stock or such U.S. holder has not made a timely QEF Election, the rules of Section 1291 of the Code discussed above will apply to certain dispositions of, and distributions on, the Eurasian common shares.

A U.S. holder that makes a Mark-to-Market Election will include in ordinary income, for each tax year in which Eurasian is a PFIC, an amount equal to the excess, if any, of (a) the fair market value of the Eurasian common shares, as of the close of such tax year over (b) such U.S. holder's tax basis in such Eurasian common shares. A U.S. holder that makes a Mark-to-Market Election will be allowed a deduction in an amount equal to the excess, if any, of (a) such U.S. holder's adjusted tax basis in the Eurasian common shares, over (b) the fair market value of such Eurasian common shares (but only to the extent of the net amount of previously included income as a result of the Mark-to-Market Election for prior tax years).

A U.S. holder that makes a Mark-to-Market Election generally also will adjust such U.S. holder's tax basis in the Eurasian common shares to reflect the amount included in gross income or allowed as a deduction because of such Mark-to-Market Election. In addition, upon a sale or other taxable disposition of Eurasian common shares, a U.S. holder that makes a Mark-to-Market Election will recognize ordinary income or ordinary loss (not to exceed the excess, if any, of (a) the amount included in ordinary income because of such Mark-to-Market Election for prior tax years over (b) the amount allowed as a deduction because of such Mark-to-Market Election for prior tax years). Losses that exceed this limitation are subject to the rules generally applicable to losses provided in the Code and Treasury Regulations.

A Mark-to-Market Election applies to the tax year in which such Mark-to-Market Election is made and to each subsequent tax year, unless the Eurasian common shares cease to be "marketable stock" or the IRS consents to revocation of such election. Each U.S. holder should consult its own tax advisor regarding the availability of, and procedure for making, a Mark-to-Market Election.

Although a U.S. holder may be eligible to make a Mark-to-Market Election with respect to the Eurasian common shares, no such election may be made with respect to the stock of any Subsidiary PFIC that a U.S. holder is treated as owning, because such stock is not marketable. Hence, the Mark-to-Market Election will not be effective to eliminate the application of the default rules of Section 1291 of the Code described above with respect to deemed dispositions of Subsidiary PFIC stock or distributions from a Subsidiary PFIC.

Other PFIC Rules

Under Section 1291(f) of the Code, the IRS has issued proposed Treasury Regulations that, subject to certain exceptions, would cause a U.S. holder that had not made a timely QEF Election to recognize gain (but not loss) upon certain transfers of Eurasian common shares that would otherwise be tax-deferred (e.g., gifts and exchanges pursuant to corporate reorganizations). However, the specific U.S. federal income tax consequences to a U.S. holder may vary based on the manner in which Eurasian common shares are transferred.

Certain additional adverse rules may apply with respect to a U.S. holder if Eurasian is a PFIC, regardless of whether such U.S. holder makes a QEF Election. For example under Section 1298(b)(6) of the Code, a U.S. holder that uses Eurasian common shares as security for a loan will, except as may be provided in Treasury Regulations, be treated as having made a taxable disposition of such Eurasian common shares.

Special rules also apply to the amount of foreign tax credit that a U.S. holder may claim on a distribution from a PFIC. Subject to such special rules, foreign taxes paid with respect to any distribution in respect of stock in a PFIC are generally eligible for the foreign tax credit. The rules relating to distributions by a PFIC and their eligibility for the foreign tax credit are complicated, and a U.S. holder should consult with its own tax advisor regarding the availability of the foreign tax credit with respect to distributions by a PFIC.

The PFIC rules are complex, and each U.S. holder should consult its own tax advisor regarding the PFIC rules and how the PFIC rules may affect the U.S. federal income tax consequences of the acquisition, ownership, and disposition of shares of Eurasian common stock.

Ownership and Disposition of Eurasian Common Shares to the Extent that the PFIC Rules Do Not Apply

The following discussion is subject to the rules described above under the heading "Passive Foreign Investment Company Rules."

Distributions on Eurasian Common Shares

A U.S. holder that receives a distribution, including a constructive distribution, with respect to Eurasian common shares will be required to include the amount of such distribution in gross income as a dividend (without reduction for any Canadian income tax withheld from such distribution) to the extent of the current or accumulated "earnings and profits" of Eurasian, as computed for U.S. federal income tax purposes. A dividend generally will be taxed to a U.S. holder at ordinary U.S. federal income tax rates if Eurasian is a PFIC. To the extent that a distribution exceeds the current and accumulated "earnings and profits" of Eurasian, such distribution will be treated first as a tax-free return of capital to the extent of a U.S. holder's tax basis in the Eurasian common shares and thereafter as gain from the sale or exchange of such Eurasian common shares (see "Sale or Other Taxable Disposition of Eurasian Common Shares" below). However, Eurasian may not maintain the calculations of earnings and profits in accordance with U.S. federal income tax principles, and each U.S. holder should therefore assume that any distribution by Eurasian with respect to the Eurasian common shares will constitute ordinary dividend income. Dividends received on Eurasian common shares generally will not be eligible for the "dividends received deduction". In addition, Eurasian does not anticipate that its distributions will constitute qualified dividend income eligible for the preferential U.S. federal income tax rates applicable to long-term capital gains. The dividend rules are complex, and each U.S. holder should consult its own tax advisor regarding the application of such rules.

Sale or Other Taxable Disposition of Eurasian Common Shares

Upon the sale or other taxable disposition of Eurasian common shares, a U.S. holder generally will recognize capital gain or loss in an amount equal to the difference between the U.S. dollar value of cash received plus the fair market value of any property received and such U.S. holder's tax basis in such Eurasian common shares sold or otherwise disposed of. A U.S. holder's tax basis in Eurasian common shares generally will be such holder's U.S. dollar cost for such Eurasian common shares. Gain or loss recognized on such sale or other disposition generally will be long-term capital gain or loss if, at the time of the sale or other disposition, the Eurasian common shares have been held for more than one year.

Preferential U.S. federal income tax rates apply to long-term capital gain of a U.S. holder that is an individual, estate, or trust. There are currently no preferential U.S. federal income tax rates for long-term capital gain of a U.S. holder that is a corporation. Deductions for capital losses are subject to significant limitations under the Code.

Additional Considerations

Additional Tax on Passive Income

For tax years beginning after December 31, 2012, certain individuals, estates and trusts whose income exceeds certain thresholds will be required to pay a 3.8% Medicare surtax on "net investment income" including, among other things, dividends and net gain from disposition of property (other than property held in a trade or business). U.S. holders should consult with their own tax advisors regarding the effect, if any, of this tax on their ownership and disposition of Eurasian common shares.

Receipt of Foreign Currency

The amount of any distribution paid to a U.S. holder in foreign currency, or on the sale, exchange or other taxable disposition of Eurasian common shares, generally will be equal to the U.S. dollar value of such foreign currency based on the exchange rate applicable on the date of receipt (regardless of whether such foreign currency is converted into U.S. dollars at that time). A U.S. holder will have a basis in the foreign currency equal to its U.S. dollar value on the date of receipt. Any U.S. holder who converts or otherwise disposes of the foreign currency after the date of receipt may have a foreign currency exchange gain or loss that would be treated as ordinary income or loss, and generally will be U.S. source income or loss for foreign tax credit purposes. Each U.S. holder should consult its own U.S. tax advisor regarding the U.S. federal income tax consequences of receiving, owning, and disposing of foreign currency.

Foreign Tax Credit

Subject to the PFIC rules discussed above, a U.S. holder that pays (whether directly or through withholding) Canadian income tax with respect to dividends paid on the Eurasian common shares generally will be entitled, at the election of such U.S. holder, to receive either a deduction or a credit for such Canadian income tax. Generally, a credit will reduce a U.S. holder's U.S. federal income tax liability on a dollar-for-dollar basis, whereas a deduction will reduce a U.S. holder's income subject to U.S. federal income tax. This election is made on a year-by-year basis and applies to all foreign taxes paid (whether directly or through withholding) by a U.S. holder during a year.

Complex limitations apply to the foreign tax credit, including the general limitation that the credit cannot exceed the proportionate share of a U.S. holder's U.S. federal income tax liability that such U.S. holder's "foreign source" taxable income bears to such U.S. holder's worldwide taxable income. In applying this limitation, a U.S. holder's various items of income and deduction must be classified, under complex rules, as either "foreign source" or "U.S. source." Generally, dividends paid by a foreign corporation should be treated as foreign source for this purpose, and gains recognized on the sale of stock of a foreign corporation by a U.S. holder should be treated as U.S. source for this purpose, except as otherwise provided in an applicable income tax treaty, and if an election is properly made under the Code. However, the amount of a distribution with respect to the Eurasian common shares that is treated as a "dividend" may be lower for U.S. federal income tax purposes than it is for Canadian federal income tax purposes, resulting in a reduced foreign tax credit allowance to a U.S. holder. In addition, this limitation is calculated separately with respect to specific categories of income. The foreign tax credit rules are complex, and each U.S. holder should consult its own U.S. tax advisor regarding the foreign tax credit rules.

Information Reporting and Backup Withholding

Under U.S. federal income tax law and Treasury Regulations, certain categories of U.S. holders must file information returns with respect to their investment in, or involvement in, a foreign corporation. For example, recently enacted legislation generally imposes new U.S. return disclosure obligations (and related penalties) on individuals who are U.S. holders that hold certain specified foreign financial assets in excess of $50,000. The definition of specified foreign financial assets includes not only financial accounts maintained in foreign financial institutions, but also, unless held in accounts maintained by a financial institution, any stock or security issued by a non-U.S. person, any financial instrument or contract held for investment that has an issuer or counterparty other than a U.S. person and any interest in a foreign entity. U.S. holders may be subject to these reporting requirements unless their Eurasian common shares are held in an account at a domestic financial institution. U.S. holders should consult with their own tax advisors regarding the requirements of filing information returns under these rules, including the requirement to file an IRS Form 8938.

Payments made within the U.S. or by a U.S. payor or U.S. middleman, of dividends on, and proceeds arising from the sale or other taxable disposition of, Eurasian common shares will generally be subject to information reporting and backup withholding tax, at the rate of 28% (and increasing to 31% for payments made after December 31, 2012), if a U.S. holder (a) fails to furnish such U.S. holder's correct U.S. taxpayer identification number (generally on Form W-9), (b) furnishes an incorrect U.S. taxpayer identification number, (c) is notified by the IRS that such U.S. holder has previously failed to properly report items subject to backup withholding tax, or (d) fails to certify, under penalty of perjury, that such U.S. holder has furnished its correct U.S. taxpayer identification number and that the IRS has not notified such U.S. holder that it is subject to backup withholding tax. However, certain exempt persons generally are excluded from these information reporting and backup withholding rules. Backup withholding is not an additional tax. Any amounts withheld under the U.S. backup withholding tax rules will be allowed as a credit against a U.S. holder's U.S. federal income tax liability, if any, or will be refunded, if such U.S. holder furnishes required information to the IRS in a timely manner. Each U.S. holder should consult its own tax advisor regarding the information reporting and backup withholding rules.

Tax matters regarding the merger are very complex, and the tax consequences of the merger and the holding and disposition of Eurasian common shares to any particular Bullion shareholder will depend on such Bullion shareholder's particular situation. Bullion shareholders should consult their own tax advisors to determine the specific tax consequences of the merger, including tax return reporting requirements, the applicability of U.S. federal, state, local and non-U.S. tax laws, and the effect of any proposed change in the tax laws to them.

Material Canadian Federal Income Tax Consequences of the Merger

The following discussion sets forth the anticipated material Canadian federal income tax consequences of the merger generally applicable to a holder of shares of Bullion common stock who disposes of such shares pursuant to the merger, at all relevant times and for purposes of the Income Tax Act (Canada) (the "Tax Act") and any applicable tax treaty, (i) deals with Bullion and Eurasian at arm's length and is not affiliated with either; (ii) holds the shares of Bullion common stock, and will hold any Eurasian common shares acquired pursuant to the merger as capital property; (iii) is not, and is not deemed to be, and has not been, or has not been deemed to have been, a resident of Canada; and (iv) does not use or hold and is not deemed to use or hold their shares of Bullion common stock, and will not use or hold or be deemed to use or hold their Eurasian common shares acquired under the merger in the course of carrying on a business in Canada (such holder hereinafter referred to as a "Non-Canadian Holder").

This discussion is not applicable to a Non-Canadian Holder: (i) that is a "financial institution" (as defined in the Tax Act) for purposes of the mark-to-market rules, (ii) a "specified financial institution" (as defined in the Tax Act); (iii) an interest in which would be a "tax shelter investment" (as defined in the Tax Act); or (iv) to whom the "functional currency" (as defined in the Tax Act) reporting rules apply. Special rules, which are not discussed in this discussion, may apply to holders that are insurers carrying on an insurance business in Canada and elsewhere.

This discussion is based upon the provisions of the Tax Act and regulations thereto currently in force, all specific proposed amendments to the Tax Act publicly announced by or on behalf of the Minister of Finance (Canada) before the date hereof (the "Proposed Amendments") and counsel's understanding of the current published administrative policies and assessing practices of the Canada Revenue Agency (the "CRA") published in writing prior to the date hereof and assumes that the Proposed Amendments will be enacted in the form proposed. No assurance can be given that the Proposed Amendments will be enacted in the form proposed or at all. This discussion is not exhaustive of all possible Canadian federal income tax consequences applicable in respect of disposing of shares of Bullion common stock or acquiring, holding and disposing of Eurasian common shares and, except for the Proposed Amendments, does not take into account or anticipate any changes in the law, whether by legislative, regulatory or judicial action, or changes in the administrative policies and assessing practices of the CRA. This discussion does not take into account any provincial, territorial or foreign tax consequences or considerations, which may differ significantly from the Canadian federal income tax considerations discussed herein.

This discussion is not exhaustive of all possible Canadian federal income tax considerations. Accordingly, holders should consult their own tax advisors with respect to their particular circumstances.

Based solely upon and subject to the foregoing, the following discussion constitutes the opinion of Blake, Cassels & Graydon LLP, Canadian counsel to Eurasian, to the extent that it states a legal conclusion relating to matters of Canadian federal income tax law, subject to the qualifications, assumptions and limitations set forth herein and in Eurasian's registration statement on Form F-4, of which this proxy statement/prospectus forms a part.