

Report of Organizational Actions Affecting Basis of Securities

▶ See separate instructions.

Part I Reporting Issuer			
1 Issuer's name		2 Issuer's employer identification number (EIN)	
VIRGINIA ENERGY RESOURCES, INC. (f/k/a VA Uranium Holdings, Inc.)		98-0570317	
3 Name of contact for additional information	4 Telephone No. of contact	5 Email address of contact	
Tony Perri	604-669-4799	tperri@virginiaenergyresources.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 611, 675 W. Hastings Street		Vancouver, British Columbia, Canada V6B 1N2	
8 Date of action		9 Classification and description	
September 27, 2012		Merger	
10 CUSIP number	11 Serial number(s)	12 Ticker symbol	13 Account number(s)
		TSX.V:VUI OTCQX:VEGYF	

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 ▶ Effective September 27, 2012, Anthem Resources, Inc. (formerly Virginia Energy Resources, Inc.) (TSX.V:VAE) (OTCQX:VAERF) (hereafter referred to as "Anthem") and Virginia Energy Resources, Inc. (formed pursuant to the merger of VA Uranium Holdings, Inc. ("Holdco") and Virginia Uranium Ltd. ("VUL") completed a plan of arrangement (the "Arrangement").

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 ▶ Pursuant to the Arrangement, on September 27, 2012, shareholders of Anthem received for each common share of Anthem held by them: (a) 1/3 of a post-Arrangement common share of Anthem and (b) 0.1 of a common share of Virginia Energy Resources, Inc. (the "Reporting Issuer"). The shareholders of Holdco (other than Anthem and VUL) on September 27, 2012 received 0.1817 of a common share of Virginia Energy Resources, Inc. (the Reporting Issuer) for each non-voting common share of Holdco held by such shareholders.

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 15 above.

Part II Organizational Action (continued)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶ 368(a)(1)(B)

18 Can any resulting loss be recognized? ▶ The issuance of new common shares of the Reporting Issuer was not a taxable event to U.S. shareholders.

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ 2012

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.

Sign Here Signature ▶ _____ Date ▶ _____

Print your name ▶ Walter Coles, Jr. Title ▶ President

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Firm's name ▶				Firm's EIN ▶
	Firm's address ▶				Phone no.