

American Strategic Minerals Corp  
Form PRER14A  
January 17, 2013

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

**Washington, DC 20549**

**SCHEDULE 14A**

**(Rule 14a-101)**

**INFORMATION REQUIRED IN PROXY STATEMENT**

**SCHEDULE 14A INFORMATION**

**Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934**

Filed by the Registrant ☐

Filed by a Party other than the Registrant ☐

Check the appropriate box:

<input type="checkbox"/>	Preliminary Proxy Statement	<input type="checkbox"/>	<b>Confidential, for Use of the Commission Only (as</b>
<input type="checkbox"/>	Definitive Proxy Statement		
<input type="checkbox"/>	Definitive Additional Materials		<b>permitted by Rule 14a-6(e)(2))</b>
<input type="checkbox"/>	Soliciting Material Pursuant to § 240.14a-12		

**AMERICAN STRATEGIC MINERALS CORPORATION**

**(Name of Registrant as Specified in its Charter)**

Copies to:

Harvey J. Kesner, Esq.

61 Broadway, 32nd Floor

New York, New York 10006

Telephone: (212) 930-9700

Payment of Filing Fee (Check the appropriate box):

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(3) Filing Party:

(4) Date Filed:



**AMERICAN STRATEGIC MINERALS CORPORATION**

**2331 Mill Road, Suite 100**

**Alexandria, VA**

Dear Shareholder:

A Special Meeting of shareholders of American Strategic Minerals Corporation., a Nevada corporation, will be held at our headquarters, 2331 Mill Road, Suite 100, Alexandria, VA, at \_\_:00 a.m., local time, on \_\_\_\_\_, February \_\_\_, 2013. The formal meeting notice and our proxy statement for the meeting are attached.

Each of the proposals to be presented at the special meeting is described in the accompanying proxy statement. We urge you to carefully review the proxy statement which discusses each of the proposals in more detail.

Whether or not you attend the special meeting, it is important that your shares be represented and voted at the meeting. Therefore, I urge you to sign, date and promptly return the enclosed proxy card in the postage-paid envelope enclosed for that purpose. Returning your completed proxy will ensure your representation at the special meeting.

We look forward to seeing you on February \_\_\_, 2013.

Sincerely yours,

By Order of the Board of Directors

Doug Croxall

Chief Executive Officer



**AMERICAN STRATEGIC MINERALS CORPORATION**

**2331 Mill Road, Suite 100**

**Alexandria, VA**

**NOTICE OF SPECIAL MEETING OF SHAREHOLDERS**

**To Be Held February \_\_, 2013**

TO OUR SHAREHOLDERS:

NOTICE IS HEREBY GIVEN that a special meeting of shareholders of American Strategic Minerals Corporation, a Nevada corporation, will be held at \_\_:00 a.m., local time, on \_\_\_\_, February \_\_, 2013, at our headquarters located at 2331 Mill Road, Suite 100, Alexandria, VA, for the following purposes:

1. To amend our Amended and Restated Articles of Incorporation to change the name of our company to “Marathon Patent Group, Inc.”

2. To authorize our board of directors to amend our Amended and Restated Articles of Incorporation to effectuate a two (2) for three (3) reverse split of our shares of common stock, par value \$0.0001 per share.

Our Board of Directors recommends that you vote “FOR” each of the proposals. Shareholders of record at the close of business on \_\_\_\_, 2013, are entitled to vote at the special meeting and any postponement or adjournment thereof.

All shareholders are cordially invited to attend the special meeting in person. To ensure your representation at the special meeting, you are urged to mark, sign, date and return the enclosed proxy card promptly in the postage-paid envelope enclosed for that purpose. Any shareholder attending the special meeting may vote in person even if he or she previously returned a proxy.

Sincerely yours,

By Order of the Board of Directors

Doug Croxall

Chief Executive Officer

**PROXY STATEMENT**

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**SPECIAL MEETING OF SHAREHOLDERS**

**OF AMERICAN STRATEGIC MINERALS CORPORATION**

**TO BE HELD FEBRUARY \_\_, 2013**

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**INFORMATION ABOUT THE SPECIAL MEETING**

This proxy statement contains information related to the special meeting of shareholders of American Strategic Minerals Corporation, a Nevada corporation, which will be held on February \_\_, 2013 at our headquarters located at 2331 Mill Road, Suite 100, Alexandria, VA, or at any adjournment or postponement thereof.

**What is the purpose of the special meeting?**

At the special meeting, shareholders will consider and vote upon the following matters:

1. To amend our Amended and Restated Articles of Incorporation to change the name of our company to “Marathon Patent Group, Inc.”
2. To authorize our board of directors to amend our Amended and Restated Articles of Incorporation to effectuate a two (2) for three (3) reverse split of our shares of common stock, par value \$0.0001 per share.

We sent you these proxy materials because our Board of Directors is requesting that you allow your shares of our common stock to be represented at the meeting by the proxyholders named in the enclosed proxy card. This proxy statement contains information that we are required to provide you under the rules of the Securities and Exchange Commission (the “SEC”), and that is designed to assist you in voting your shares. We began mailing these proxy materials on or about February \_\_, 2013 to all shareholders of record at the close of business on \_\_\_\_\_, 2013.



**Who is entitled to vote at the special meeting?**

Holders of record of our common stock at the close of business on \_\_\_\_\_, 2013 are entitled to vote at the special meeting. As of \_\_\_\_\_, 2013, there were \_\_\_\_\_ shares of our common stock outstanding. Shareholders are entitled to cast one vote per share on each matter presented for consideration and action at the special meeting.

*Your vote is important.* Shareholders can vote in person at the special meeting or by proxy. If you vote by proxy, the individuals named on the proxy card as representatives will vote your shares in the manner you indicate. You may specify whether your shares should be voted for all, some or none of the nominees for director and whether your shares should be voted “For”, “Against” or “Abstain” with respect to each of the other proposals.

**What votes are needed to hold the special meeting?**

The presence, in person or by proxy, of the holders of a majority of the outstanding shares of our common stock is necessary to constitute a quorum for the transaction of business at the special meeting. If you have returned a valid proxy or attend the meeting in person, your outstanding shares of common stock will be counted for the purpose of determining whether there is a quorum, even if you wish to abstain from voting on some or all matters at the special meeting. Votes cast by proxy or in person at the special meeting will be tabulated by the inspectors of election appointed for the special meeting who will also determine whether or not a quorum is present. For purposes of determining whether a quorum is present, abstentions and “broker non-votes,” if any, will be counted as present.

**How does the Board of Directors recommend that I vote on the proposals?**

If no instructions are indicated on your valid proxy, the proxyholders will vote in accordance with the recommendations of the Board of Directors. The Board recommends a vote:

- “FOR” the amendment to our Amended and Restated Articles of Incorporation to change the name of our company to “Marathon Patent Group, Inc.”

- “FOR” the authorization of our Board of Directors to amend our Amended and Restated Articles of Incorporation to effectuate a two (2) for three (3) reverse split of our shares of common stock.

**If my shares are held in “street name” by my broker, will my broker vote my shares for me?**

Under the rules that govern brokers who have record ownership of shares that are held in “street name” for their clients, who are the beneficial owners of the shares, brokers have discretion to vote these shares on routine matters but not on non-routine matters. A “broker non-vote” occurs when a broker expressly instructs on a proxy card that it is not voting on a matter, whether routine or non-routine. Broker non-votes are counted for the purpose of determining the presence or absence of a quorum but are not counted for determining the number of votes cast for or against a proposal.

We expect that your broker will have not discretionary authority to vote your shares on either of the two proposals, in that these are non-routine matters. Brokers holding shares beneficially owned by their clients no longer have the ability to cast votes with respect to non-routine matters unless they have received instructions from the beneficial owner of the shares. As a result, if you do not provide specific voting instructions to your record holder, that record holder will not be able to vote on either of the proposals. It is therefore important that you provide voting instructions to your broker if your shares are held by a broker so that your vote with respect to both proposals.

**Can I change my vote after I have mailed my signed proxy card?**

There are three ways in which you can change your vote before your proxy is voted at the special meeting. First, you can send our secretary a written notice stating that you revoke your proxy. Second, you can complete and submit a new proxy card, dated a later date than the first proxy card. Third, you can attend the special meeting and vote in person. Your attendance at the special meeting will not, however, by itself revoke your proxy. If you hold your shares in “street name” and have instructed your broker, bank or other nominee to vote your shares, you must follow directions received from your broker, bank or other nominee to change those instructions.

**What vote is required to approve each proposal?**

Each proposal requires the affirmative vote of a majority of the shares of our common stock issued and outstanding.

**What is the effect of abstentions and broker non-votes?**

Abstentions with respect to each of the proposals will have the same effect as an AGAINST vote. Abstentions will be counted for the purpose of determining a quorum at the special meeting.

Matters subject to shareholder vote are classified as “routine” or “non-routine.” In the case of non-routine matters, brokers may not vote shares held in “street name” for which they have not received voting instructions from the beneficial owner (“Broker Non-Votes”), whereas they may vote those shares in their discretion in the case of any routine matter. Broker Non-Votes will be counted for purposes of calculating whether a quorum is present at the special meeting, but will not be counted for purposes of determining the numbers of votes present in person or represented by proxy and entitled to vote with respect to a particular proposal. Both of the proposals are non-routine matters. Thus, Broker Non-Votes will be counted for the purpose of determining a quorum at the special meeting, but will not affect the outcome of any proposal being voted on at the special meeting. Therefore, it is important that you complete and return your proxy early so that your vote may be recorded.

Votes cast by proxy or in person at the special meeting will be tabulated by the inspectors of election appointed for the special meeting, who also will determine whether a quorum is present.

**INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON**

No director, executive officer, associate of any director, executive officer or any other person has any substantial interest, direct or indirect, by security holdings or otherwise, in the proposals described herein that is not shared by all other shareholders.

**SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT**

As of \_\_\_\_\_, 2013, there were approximately 46,712,977 shares of our common stock outstanding. The following table sets forth certain information regarding our common stock, beneficially owned as of \_\_\_\_\_, 2013, by each person known to us to beneficially own more than 5% of our common stock, each executive officer and director, and all directors and executive officers as a group. We calculated beneficial ownership according to Rule 13d-3 of the Exchange Act as of that date. Shares issuable upon exercise of options or warrants that are exercisable or convertible within 60 days after \_\_\_\_\_, 2013 are included as beneficially owned by the holder. Beneficial ownership generally includes voting and dispositive power with respect to securities. Unless otherwise indicated below, the persons and entities named in the table have sole voting and sole dispositive power with respect to all shares beneficially owned.

Name of Beneficial Owner	Number of Shares	Percentage
	Beneficially Owned	Beneficially Owned
Doug Croxall (1) (2)	4,166,666	8.92%
John Stetson (2) (3)	812,500	1.7%
Joshua Bleak (2) (4)	0	0
Stuart Smith (2) (5)	500,000	1.1%
David Rector (2) (6)	100,000	*
Pershing Gold Corporation (7)	3,073,333	6.6%
Barry Honig (8)	3,041,111	6.5%
Mark Groussman (9)	2,965,631	6.3%
All executive officers and directors as a group (5 persons)	5,579,166	11.9%

\* Less than one percent.

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(1) Chief Executive Officer and Chairman of the Board of Directors. Includes 4,000,000 shares of common stock held by LVL Patent Group LLC, over which Mr. Croxall holds voting and dispositive power. Includes options to purchase an aggregate of 166,666 shares of common stock that vest and are exercisable within 60 days. Excludes options to purchase 1,833,334 shares of common stock that do not vest and are not exercisable within 60 days.

(2) Member of the Board of Directors.

(3) Chief Financial Officer and Secretary. Represents 500,000 shares of common stock held by Mr. Stetson individually, 75,000 shares of common stock held by HS Contrarian Investments LLC and 237,500 shares of common stock held by Stetson Capital Investments, Inc. Mr. Stetson is the managing member of HS Contrarian Investments LLC and the President of Stetson Capital Investments, Inc. and in such capacities is deemed to have voting and dispositive power over shares held by such entities.

(4) Excludes warrants to purchase 700,000 shares of common stock which are not exercisable within 60 days.

(5) Excludes warrants to purchase 250,000 shares of common stock which are not exercisable within 60 days.

(6) Excludes warrants to purchase 250,000 shares of common stock which are not exercisable within 60 days. Mr. Rector also serves as a member of the board of directors of Pershing Gold Corporation. Excludes shares held by Pershing Gold Corporation.

(7) Mr. Alferts is the President and Chief Executive Officer of Pershing Gold Corporation and in such capacity is deemed to have voting and dispositive power over the shares of common stock held by Pershing Gold Corporation.

(8) Includes 1,000,000 shares of common stock held by GRQ Consultants, Inc. 401(k) and 1,361,111 shares of common stock held by GRQ Consultants, Inc. Mr. Honig is the trustee of GRQ Consultants, Inc. 401(k) and the President of GRQ Consultants, Inc. and in such capacities is deemed to have voting and dispositive power over the shares of common stock held by such entities. Mr. Honig also serves as a member of the board of directors of Pershing Gold Corporation. Excludes shares held by Pershing Gold Corporation.

(9) Consists of (i) 2,662,391 shares of common stock held by Melechdavid, Inc. Mr. Groussman is the President of Melechdavid, Inc. and in such capacity holds voting and dispositive power over shares held by such entity, and (ii) 302,970 shares of common stock held in trust for Mr. Groussman's minor child.



**PROPOSAL NO. 1**

**AMENDMENT OF OUR AMENDED AND RESTATED**

**ARTICLES OF INCORPORATION TO CHANGE OUR NAME**

The Board of Directors has approved an amendment (the “**First Amendment**”) to our Amended and Restated Articles of Incorporation (the “**Articles**”) to change our name to “Marathon Patent Group, Inc.,” in the form attached hereto as **Appendix A**.

The Board of Directors believes the name change will be in our best interests as the new name better reflects our long-term strategy and identity. While the “American Strategic Minerals Corporation” name has served us over time, our management believes this opportunity presented the right timing to change our name. Our management also believes that the new name effectively conveys our business direction.

Through our wholly owned subsidiary, Sampo IP LLC, a Virginia limited liability company (“**Sampo**”), that we acquired on November 14, 2012, we own certain intellectual property rights and intend to carry on the business of engaging in the acquisition, development and monetization of intellectual property through both the prosecution and licensing of our own patent portfolio, the acquisition of additional intellectual property or partnering with others to defend and enforce our patent rights along with our current real estate business, although we are exploring alternatives for our real estate business including possible sale or disposition.

To better reflect our new business direction, the Board of Directors determined that we should change our name to Marathon Patent Group, Inc.

**No Appraisal Rights**

Under Nevada law and our charter documents, holders of our common stock will not be entitled to dissenter’s rights or appraisal rights with respect to the First Amendment.

**Recommendation**

**THE BOARD RECOMMENDS THAT YOU VOTE FOR THE PROPOSAL TO ADOPT THE FIRST AMENDMENT.**





**PROPOSAL NO. 2:**

**TO AUTHORIZE THE BOARD OF DIRECTORS TO EFFECTUATE AN**

**AMENDMENT OF OUR AMENDED AND RESTATED**

**ARTICLES OF INCORPORATION TO EFFECT A REVERSE SPLIT OF OUR COMMON STOCK**

The Board of Directors has adopted resolutions approving an amendment to the Articles (the “**Second Amendment**”) to effect a reverse split of our issued and outstanding shares of common stock, as described below.

The form of the amendment to the Articles to effectuate a reverse split of our issued and outstanding common stock will be substantially as set forth on **Appendix B** (subject to any changes required by applicable law). The reverse split would permit (but not require) our Board of Directors to effect a reverse split of our issued and outstanding common stock by a ratio of two-for-three within one year of receipt of approval by our shareholders, provided that the Board of Directors determines to effect the reverse split and such amendment is filed with the Secretary of State of Nevada.

The Board of Directors reserves the right to elect to abandon the reverse split if it determines, in its sole discretion, that the reverse split is no longer in our best interests and our shareholders. Any fractional shares will be rounded up to the next whole number.

**Background and Reasons for the Reverse Split; Potential Consequences of the Reverse Split**

The Board of Directors would effect a reverse split with the primary intent of increasing the market price of our common stock to make it more attractive to a broader range of institutional and other investors. In addition to potentially increasing the market price of our common stock, the reverse split would also reduce certain costs, as discussed below. Accordingly, for these and other reasons discussed below, we believe that effecting the reverse split is in our and our shareholders’ best interests.

The Board of Directors believes that an increased stock price may encourage investor interest and improve the marketability of our common stock to a broader range of investors, and thus enhance liquidity. Because of the trading volatility often associated with low-priced stocks, many brokerage firms and institutional investors have internal policies and practices that either prohibit them from investing in low-priced stocks or tend to discourage individual brokers from recommending low-priced stocks to their customers. Additionally, because brokers’ commissions on lower-priced stocks generally represent a higher percentage of the stock price than commissions on higher-priced stocks, the current share price of our common stock can result in an individual stockholder paying transaction costs that represent a higher percentage of total share value than would be the case if the share price of our common stock were substantially higher. This factor may also limit the willingness of institutions to purchase our common stock. The

Board of Directors believes that the anticipated higher market price resulting from the reverse split could enable institutional investors and brokerage firms with such policies and practices to invest in our common stock.

Although we expect the reverse split will result in an increase in the market price of our common stock, the reverse split may not increase the market price of our common stock in proportion to the reduction in the number of shares of our common stock outstanding or result in a permanent increase in the market price, which is dependent upon many factors, including our performance, prospects and other factors detailed from time to time in our reports filed with the SEC. The history of similar reverse stock splits for companies in like circumstances is varied. If the reverse split is effected and the market price of our common stock declines, the percentage decline as an absolute number and as a percentage of our overall market capitalization may be greater than would occur in the absence of a reverse split.

In the event that the Board of Directors determines to effectuate the reverse split, it would increase our authorized but unissued shares of common stock by approximately 15,570,992, based on our number of such shares issued and outstanding as of \_\_\_\_\_, 2013. However, the Company presently has no plans to issue any shares that would become available for issuance as a result of a reverse split of its common stock but reserves the right to develop and act upon any such plans should it determine to do so.

#### **Procedure for Implementing the Reverse Split**

The reverse split will become effective upon the filing (the “**Effective Time**”) of the Second Amendment, a form of which is annexed hereto as **Appendix B**, with the Secretary of State of the State of Nevada. The exact timing of the filing of the Second Amendment that will effect the reverse split will be determined by the Board of Directors based on its evaluation as to when such action will be the most advantageous to us and our shareholders, but may not occur subsequent to the date that shall be one year from the date of approval of our shareholders. In addition, our Board of Directors reserves the right, notwithstanding shareholder approval and without further action by the shareholders, to elect not to proceed with the reverse split if, at any time prior to filing the Second Amendment, the Board of Directors, in its sole discretion, determines that it is no longer in our best interest and the best interests of our shareholders to proceed with the reverse split.

### **Effect of the reverse split on Holders of Outstanding Common Stock**

Each three (3) shares of common stock will be combined into two (2) new shares of common stock. Based on 46,712,977 shares of common stock issued and outstanding as of \_\_\_\_\_, 2013, immediately following the reverse split we would have approximately 31,141,985 shares of our common stock issued and outstanding (without giving effect to rounding for fractional shares).

The reverse split will affect all holders of our common stock uniformly and will not affect any shareholder's percentage ownership interest in us, except that as described below in "— Fractional Shares," record holders of common stock otherwise entitled to a fractional share as a result of the reverse split will be rounded up to the next whole number. In addition, the reverse split will not affect any shareholder's proportionate voting power (subject to the treatment of fractional shares).

The reverse split may result in some shareholders owning "odd lots" of less than 100 shares of our common stock. Odd lot shares may be more difficult to sell, and brokerage commissions and other costs of transactions in odd lots are generally somewhat higher than the costs of transactions in "round lots" of even multiples of 100 shares.

After the Effective Time, our common stock will have new Committee on Uniform Securities Identification Procedures (CUSIP) number, which is a number used to identify our equity securities, and stock certificates with the older CUSIP number will need to be exchanged for stock certificates with the new CUSIP number by following the procedures described below. After the reverse split, we will continue to be subject to the periodic reporting and other requirements of the Securities Exchange Act of 1934, as amended. Our common stock will continue to be quoted on the Over-the-Counter Bulletin Board, subject to any decision of our Board of Directors to list our securities on a stock exchange. As a result of the name change, it is possible that our ticker symbol will be changed.

### **Authorized Shares of Common Stock**

The reverse split will not change the number of authorized shares of our common stock under our Articles. Because the number of issued and outstanding shares of common stock will decrease, the number of shares of common stock remaining available for issuance will increase. Under our Articles, our authorized capital stock consists of 200,000,000 shares of common stock and 50,000,000 shares of "blank check" preferred stock, par value \$0.0001.

By increasing the number of authorized but unissued shares of common stock, the reverse split could, under certain circumstances, have an anti-takeover effect, although this is not the intent of the Board of Directors. For example, it may be possible for the Board of Directors to delay or impede a takeover or transfer of control of our company by causing such additional authorized but unissued shares to be issued to holders who might side with the Board of Directors in opposing a takeover bid that the Board of Directors determines is not in the best interests of our company or our shareholders. The reverse split therefore may have the effect of discouraging unsolicited takeover attempts. By

potentially discouraging initiation of any such unsolicited takeover attempts the reverse split may limit the opportunity for our shareholders to dispose of their shares at the higher price generally available in takeover attempts or that may be available under a merger proposal. The reverse split may have the effect of permitting our current management, including the current Board of Directors, to retain its position, and place it in a better position to resist changes that shareholders may wish to make if they are dissatisfied with the conduct of our business. However, the Board of Directors is not aware of any attempt to take control of our company and the Board of Directors has not approved the reverse split with the intent that it be utilized as a type of anti-takeover device.

**Beneficial Holders of common stock (i.e., shareholders who hold in street name)**

Upon the implementation of the reverse split, we intend to treat shares held by shareholders through a bank, broker, custodian or other nominee in the same manner as registered shareholders whose shares are registered in their names. Banks, brokers, custodians or other nominees will be instructed to effectuate the reverse split for their beneficial holders holding our common stock in street name. However, these banks, brokers, custodians or other nominees may have different procedures than registered shareholders for processing the reverse split. Shareholders who hold shares of our common stock with a bank, broker, custodian or other nominee and who have any questions in this regard are encouraged to contact their banks, brokers, custodians or other nominees.

**Registered “Book-Entry” Holders of common stock (i.e., shareholders that are registered on the transfer agent’s books and records but do not hold stock certificates)**

Certain registered holders of our common stock may hold some or all of their shares electronically in book-entry form with the transfer agent. These shareholders do not have stock certificates evidencing their ownership of our common stock. They are, however, provided with a statement reflecting the number of shares registered in their accounts.

Shareholders who hold shares electronically in book-entry form with the transfer agent will not need to take action (the exchange will be automatic) to receive whole shares of post-reverse split common stock, subject to adjustment for treatment of fractional shares.

### **Holders of Certificated Shares of Common Stock**

Shareholders holding shares of our common stock in certificated form will be sent a transmittal letter by our transfer agent after the Effective Time. The letter of transmittal will contain instructions on how a shareholder should surrender his, her or its certificate(s) representing shares of our common stock (the “**Old Certificates**”) to the transfer agent in exchange for certificates representing the appropriate number of whole shares of post-reverse split common stock (the “**New Certificates**”). No New Certificates will be issued to a shareholder until such shareholder has surrendered all Old Certificates, together with a properly completed and executed letter of transmittal, to the transfer agent. No shareholder will be required to pay a transfer or other fee to exchange his, her or its Old Certificates. Shareholders will then receive a New Certificate(s) representing the number of whole shares of common stock that they are entitled as a result of the reverse split, subject to the treatment of fractional shares described below. Until surrendered, we will deem outstanding Old Certificates held by shareholders to be cancelled and only to represent the number of whole shares of post-reverse split common stock to which these shareholders are entitled, subject to the treatment of fractional shares. Any Old Certificates submitted for exchange, whether because of a sale, transfer or other disposition of stock, will automatically be exchanged for New Certificates. If an Old Certificate has a restrictive legend on the back of the Old Certificate(s), the New Certificate will be issued with the same restrictive legends that are on the back of the Old Certificate(s).

**SHAREHOLDERS SHOULD NOT DESTROY ANY STOCK CERTIFICATE(S) AND SHOULD NOT SUBMIT ANY STOCK CERTIFICATE(S) UNTIL REQUESTED TO DO SO.**

### **Fractional Shares**

We do not currently intend to issue fractional shares in connection with the reverse split. Therefore, we will not issue certificates representing fractional shares. In lieu of issuing fractions of shares, we will round up to the next whole number.

### **Effect of the reverse split on Employee Plans, Options, Restricted Stock Awards and Units, Warrants, and Convertible or Exchangeable Securities**

Proportionate adjustments will be made based on the ratio of the reverse split to the per share exercise price and the number of shares issuable upon the exercise or conversion of all outstanding options, warrants, convertible or exchangeable securities entitling the holders to purchase, exchange for, or convert into, shares of common stock. This will result in approximately the same aggregate price being required to be paid under such options, warrants, convertible or exchangeable securities upon exercise, and approximately the same value of shares of common stock being delivered upon such exercise, exchange or conversion, immediately following the reverse split as was the case

immediately preceding the reverse split. The number of shares deliverable upon settlement or vesting of restricted stock awards will be similarly adjusted, subject to our treatment of fractional shares. The number of shares reserved for issuance pursuant to these securities will be proportionately based upon the reverse split ratio, subject to our treatment of fractional shares.

#### **Effect on Par Value**

The Second Amendment will not affect the par value of our common stock, which will remain \$0.0001 per share.

#### **Accounting Matters**

As of the Effective Time, the stated capital attributable to common stock and the additional paid-in capital account on our balance sheet will not change due to the reverse split. Reported per share net income or loss will be higher because there will be fewer shares of our common stock outstanding.

#### **Certain Federal Income Tax Consequences of the reverse split**

The following summary describes certain material U.S. federal income tax consequences of the reverse split to holders of our common stock.

Unless otherwise specifically indicated herein, this summary addresses the tax consequences only to a beneficial owner of our common stock that is a citizen or individual resident of the United States, a corporation organized in or under the laws of the United States or any state thereof or the District of Columbia or otherwise subject to U.S. federal income taxation on a net income basis in respect of our common stock (a **“U.S. holder”**). A trust may also be a U.S. holder if (1) a U.S. court is able to exercise primary supervision over administration of such trust and one or more U.S. persons have the authority to control all substantial decisions of the trust or (2) it has a valid election in place to be treated as a U.S. person. An estate whose income is subject to U.S. federal income taxation regardless of its source may also be a U.S. holder. This summary does not address all of the tax consequences that may be relevant to any particular investor, including tax considerations that arise from rules of general application to all taxpayers or to certain classes of taxpayers or that are generally assumed to be known by investors. This summary also does not address the tax consequences to (i) persons that may be subject to special treatment under U.S. federal income tax law, such as banks, insurance companies, thrift institutions, regulated investment companies, real estate investment trusts, tax-exempt organizations, U.S. expatriates, persons subject to the alternative minimum tax, traders in securities that elect to mark to market and dealers in securities or currencies, (ii) persons that hold our common stock as part of a position in a “straddle” or as part of a “hedging,” “conversion” or other integrated investment transaction for federal income tax purposes, or (iii) persons that do not hold our common stock as “capital assets” (generally, property held for investment).

If a partnership (or other entity classified as a partnership for U.S. federal income tax purposes) is the beneficial owner of our common stock, the U.S. federal income tax treatment of a partner in the partnership will generally depend on the status of the partner and the activities of the partnership. Partnerships that hold our common stock, and partners in such partnerships, should consult their own tax advisors regarding the U.S. federal income tax consequences of the reverse split.

This summary is based on the provisions of the Internal Revenue Code of 1986, as amended, U.S. Treasury regulations, administrative rulings and judicial authority, all as in effect as of the date of this information statement. Subsequent developments in U.S. federal income tax law, including changes in law or differing interpretations, which may be applied retroactively, could have a material effect on the U.S. federal income tax consequences of the reverse split.

PLEASE CONSULT YOUR OWN TAX ADVISOR REGARDING THE U.S. FEDERAL, STATE, LOCAL, AND FOREIGN INCOME AND OTHER TAX CONSEQUENCES OF THE REVERSE SPLIT IN YOUR PARTICULAR CIRCUMSTANCES UNDER THE INTERNAL REVENUE CODE AND THE LAWS OF ANY OTHER TAXING JURISDICTION.

## **U.S. Holders**

The reverse split should be treated as a recapitalization for U.S. federal income tax purposes. Therefore, a shareholder generally will not recognize gain or loss on the reverse split, except to the extent of cash, if any, received in lieu of a fractional share interest in the post-reverse split shares. The aggregate tax basis of the post-split shares received will

be equal to the aggregate tax basis of the pre-split shares exchanged therefore (excluding any portion of the holder's basis allocated to fractional shares), and the holding period of the post-split shares received will include the holding period of the pre-split shares exchanged. A holder of the pre-split shares who receives cash will generally recognize gain or loss equal to the difference between the portion of the tax basis of the pre-split shares allocated to the fractional share interest and the cash received. Such gain or loss will be a capital gain or loss and will be short term if the pre-split shares were held for one year or less and long term if held more than one year. No gain or loss will be recognized by us as a result of the reverse split.

### **No Appraisal Rights**

Under Nevada law and our charter documents, holders of our common stock will not be entitled to dissenter's rights or appraisal rights with respect to the reverse split.

### **No Going Private Transaction**

Notwithstanding the decrease in the number of outstanding shares following the reverse split, the Board of Directors does not intend for this transaction to be the first step in a series of plans or proposals of a "going private transaction" within the meaning of Rule 13e-3 of the Securities Exchange Act of 1934, as amended.

### **Recommendation**

**THE BOARD RECOMMENDS THAT YOU VOTE FOR THE PROPOSAL TO ADOPT THE SECOND AMENDMENT.**



## **OTHER MATTERS**

### **Expenses of Proxy Solicitation**

Brokerage firms and other custodians, nominees and fiduciaries will be requested to forward the soliciting material to beneficial owners and to obtain authorization for the execution of proxies, and we will reimburse such brokerage firms, other custodians, nominees and fiduciaries for reasonable expenses incurred in sending proxy materials to beneficial owners of our common stock. Our directors, officers and employees may solicit proxies by telephone or in person (but will receive no additional compensation for such solicitation). We will bear the expense of this proxy solicitation.

By Order of the Board of Directors,

Doug Croxall

Chief Executive Officer

February \_\_, 2013

**Annex A**

**CERTIFICATE OF AMENDMENT**

**TO ARTICLES OF INCORPORATION FOR NEVADA PROFIT CORPORATIONS**

(Pursuant to NRS 78.385 and 78.390 – After Issuance of Stock)

1. Name of Corporation: American Strategic Minerals Corp.
2. The Amended and Restated Articles of Incorporation (the “**Articles**”) have been amended as follows:

Article I is hereby amended to read as follows:

“The name of the corporation is Marathon Patent Group, Inc.”

3. The vote by which the stockholders holding shares in the corporation entitling them to exercise at least a majority of the voting power, or such greater proportion of the voting power as may be required in the case of a vote by classes or series, or as may be required by the provisions of the articles of incorporation have voted in favor of the amendment is: \_\_\_\_%

4. Effective date of filing: \_\_\_\_\_

5. Signature: /s/ Doug Croxall, Chief Executive Officer

**Annex B**

**CERTIFICATE OF AMENDMENT**

TO ARTICLES OF INCORPORATION FOR NEVADA PROFIT CORPORATIONS

(Pursuant to NRS 78.385 and 78.390 – After Issuance of Stock)

1. Name of Corporation: Marathon Patent Group, Inc.
2. The Amended and Restated Articles of Incorporation (the “**Articles**”) have been amended as follows:

Article III is hereby amended to replace Section 3.02 as follows:

“3.02 *Common Stock*. The total number of authorized shares of Common Stock shall be two hundred million (200,000,000) shares with a par value of \$0.0001 per share.

Upon the filing of this Amendment with the Secretary of State of the State of Nevada (the “**Effective Time**”), each three (3) outstanding shares of Common Stock (the “**Old Common Stock**”) shall be split and converted into one (2) shares of Common Stock (the “**New Common Stock**”). This reverse stock split (the “**Reverse Split**”) of the outstanding shares of Common Stock shall not affect the total number of shares of Common Stock that the Company is authorized to issue, which shall remain as set forth in the first sentence of this 3.02 of Article III.

The Reverse Split shall occur without any further action on the part of the Corporation or the holders of shares of New Common Stock and whether or not certificates representing such holders’ shares prior to the Reverse Split are surrendered for cancellation. No fractional interest in a share of New Common Stock shall be deliverable upon the Reverse Split, all of which shares of New Common Stock be rounded up to the nearest whole number of such shares. All references to “Common Stock” in these Articles shall be to the New Common Stock.

The Reverse Split will be effectuated on a stockholder-by-stockholder (as opposed to certificate-by-certificate) basis. Certificates dated as of a date prior to the Effective Time representing outstanding shares of Old Common Stock shall, after the Effective Time, represent a number of shares equal to the same number of shares of New Common Stock as

is reflected on the face of such certificates, divided by three (3 and multiplied by two (2) and rounded up to the nearest whole number. The Corporation shall not be obligated to issue new certificates evidencing the shares of New Common Stock outstanding as a result of the Reverse Split unless and until the certificates evidencing the shares held by a holder prior to the Reverse Split are either delivered to the Corporation or its transfer agent, or the holder notifies the Corporation or its transfer agent that such certificates have been lost, stolen or destroyed and executes an agreement satisfactory to the Corporation to indemnify the Corporation from any loss incurred by it in connection with such certificates.”

3. The vote by which the stockholders holding shares in the corporation entitling them to exercise at least a majority of the voting power, or such greater proportion of the voting power as may be required in the case of a vote by classes or series, or as may be required by the provisions of the articles of incorporation have voted in favor of the amendment is: \_\_\_\_%

4. Effective date of filing: \_\_\_\_\_

5. Signature: /s/ Doug Croxall, Chief Executive Officer

**AMERICAN STRATEGIC MINERALS CORPORATION**

**REVOCABLE PROXY SOLICITED BY THE BOARD OF DIRECTORS**

**SPECIAL MEETING OF SHAREHOLDERS**

The undersigned shareholder of American Strategic Minerals Corporation (the "Company") hereby revokes all previously granted proxies and appoints Doug Croxall and John Stetson as their attorneys, agents and proxies, each with the power to appoint his substitute, and hereby authorizes them to represent and to vote as the undersigned has designated, all the shares of common stock of the undersigned at the special meeting of shareholders of the Company (the "Meeting") to be held at the offices of the Company, 2331 Mill Road, Suite 100, Alexandria, VA, at \_\_:00 a.m., local time on February \_\_, 2013, and at any and all postponements or adjournments thereof.

1. Approval of the First Amendment

“ FOR “ AGAINST “ ABSTAIN

2. Approval of the Second Amendment

“ FOR “ AGAINST “ ABSTAIN

**THIS PROXY WHEN PROPERLY EXECUTED WILL BE VOTED IN THE MANNER DIRECTED BY THE UNDERSIGNED SHAREHOLDER. IF NO DIRECTION IS GIVEN, THIS PROXY WILL BE VOTED FOR ALL OF THE PROPOSALS.**

**This Proxy revokes any proxy to vote such shares at the Meeting heretofore given by the undersigned. Please sign and date below.**

The undersigned hereby ratifies and confirms all that said attorneys and proxies, or any of them, or their substitutes, shall lawfully do or cause to be done because of this proxy, and hereby revokes any and all proxies the undersigned has given before to vote at the meeting. The undersigned acknowledges receipt of the Notice of Special Meeting and the Proxy Statement which accompanies the notice.

DATED: \_\_\_\_\_, 2013

(Name)

(Signature)

(Signature, if held jointly)

Sign exactly as name(s) appear(s) on stock certificate(s). If stock is held jointly, each holder must sign. If signing is by attorney, executor, administrator, trustee or guardian, give full title as such. A corporation or partnership must sign by an authorized officer or general partner, respectively.

**PLEASE SIGN, DATE AND RETURN THIS PROXY IN THE ENVELOPE PROVIDED TO**

\_\_\_\_\_ **AT** \_\_\_\_\_.