

# AMUR MINERALS CORPORATION

*(Incorporated and registered in the British Virgin Islands with registered number 1010359)*

## NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting ("AGM") of Amur Minerals Corporation (the "**Company**") will be held at the office of Pioneer Management LLC at 9:00 a.m. (Eastern Standard Time) Thursday 17 December 2015 to consider and, if thought fit, pass the following resolutions of which resolutions 1 to 4 will be proposed as ordinary resolutions and resolution 5 will be proposed as a special resolution. The address of the office is 575 Madison Avenue, 10<sup>th</sup> floor, New York, NY 10022, USA.

### ORDINARY RESOLUTIONS

1. TO receive, consider and adopt the Directors' Report, the Financial Statements and the Report of the Independent Auditors thereon for the year ended 31<sup>st</sup> December 2014.
2. TO re-appoint BDO LLP as auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the next general meeting at which accounts are laid before the Company and to authorise the Directors to fix the remuneration of the auditors of the Company.
3. TO re-appoint Robert W Schafer, who retires on rotation at the meeting as a Director of the Company.
4. THAT the Directors be and are hereby generally and unconditionally authorised to exercise all or any of the powers of the Company to allot up to 200,000,000 Ordinary Shares provided that this authority shall expire (unless previously renewed, varied or revoked by the Company in a meeting of Shareholders) at the conclusion of the annual general meeting of the Company to be held in 2016 save that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities pursuant to any such offer or agreement not withstanding such expiry.

### SPECIAL RESOLUTION

5. THAT the Directors be and they are pursuant to Article 14.4 (a) of the Company's articles of association hereby empowered to allot up to 200,000,000 Ordinary Shares for cash pursuant to the authority conferred by Resolution 4 as if the pre-emption rights in Article 14.3 (a) of the Company's articles of association did not apply to any such allotment provided that the power hereby granted shall expire at the conclusion of the AGM of the Company to be held in 2016, save that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry, but otherwise in accordance with the foregoing provisions of this power in which case the Directors may allot equity securities in pursuance of such offer or agreement as if the power conferred hereby had not expired.

Resolutions 1 through 2 are related to the Company financial audits by the independent auditor BDO LLP. Resolution 3 is related to the administration of the Board of Directors wherein 1/3<sup>rd</sup> of the Directors must resign and be appointed at each AGM on a rotational basis.

Resolutions 4 through 5 are related to the on-going requirements of the Company to conduct business in an efficient manner. It is proposed that the Board of Directors be authorised to issue Ordinary Shares of a specific amount and that in this regard pre-emptive rights be disappplied as the existing disapplication of pre-emptive rights shall expire on the conclusion of the 2015 AGM. The disapplication of pre-emptive rights is proposed on the basis that it is prudent to do so in order to avoid the possible necessity for any subsequent general meeting to approve such a disapplication and to reduce the related substantial costs that it would entail.

BY ORDER OF THE BOARD

Paul A McKay

Secretary

Dated: 30 November 2015

Registered Office:  
Kingston Chambers  
P.O. Box 173  
Road Town  
Tortola  
British Virgin Islands

## Notes

1. Any member entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or more proxies to attend and vote instead of him. A proxy need not be a member of the Company.
2. To be valid, the enclosed Form of Proxy for the meeting convened by the above notice and any authority under which it is executed (or a notarially certified copy of such authority) must be deposited at the Company's registrars' office not less than 48 hours before the time for holding the meeting. Completion and return of the Form of Proxy will not preclude ordinary shareholders from attending and voting in person at the meeting. Completion and return of the Form of Proxy will not preclude ordinary shareholders from attending or voting at the meeting, if they so wish.
3. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, the time by which a person must be entered on the register of members in order to have the right to attend and vote at the Shareholders' Meeting is 6pm GMT on 15 December 2015 (being not more than 48 hours prior to the time fixed for the meeting) or, if the meeting is adjourned, such time being not more than 48 hours prior to the time fixed for the adjourned meeting. Changes to entries on the register of members after that time will be disregarded in determining the right of any person to attend or vote at the meeting.
4. In the case of joint holders, the vote of the senior who tenders a vote whether in person or by proxy will be accepted to the exclusion of the votes of the other joint holders and for this purpose seniority will be determined by the order in which the names stand in the register of members of the Company in respect of the relevant joint holding.
5. In the case of a corporation this proxy must be given under its common seal or be signed on its behalf by an attorney or officer duly authorised.
6. Depository Interest Holders may attend in person and vote on a show of hands or on a poll if the Depository has appointed them a corporate representative. Depository Interest Holders not wishing to attend the Shareholders' Meeting but wishing to vote in respect of the resolutions to be considered at the Shareholders' Meeting can do so by instructing the Depository. This may be done in one of two ways:

- (i) Depository Interest Holders who are CREST members may give such an instruction utilising the CREST electronic voting service in accordance with the procedures described in the CREST Manual. CREST personal Depository Holders or other CREST sponsored members, and those CREST members who have appointed a voting service provider, should refer to their CREST sponsor or voting service provider, who will be able to take the appropriate action on their behalf.

In order for an instruction made by CREST to be valid, the appropriate CREST message ("a CREST proxy instruction") must be properly authenticated in accordance with Euroclear's requirements and must contain information required for such instructions, as described in the CREST Manual. The message, in order to be valid, must be transmitted so as to be received by the Depository's agent, ID RA10 by 2pm GMT on 14 December 2015. The time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST applications host) from which the Depository's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. The Depository may treat as invalid a CREST voting instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST proxy instructions. It is the responsibility of the CREST member concerned to take (or to procure that his CREST sponsor or voting service provider takes) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. Please refer to the CREST Manual for further guidance.

- (ii) Depository Interest Holders who cannot give voting instructions via CREST should complete the enclosed Form of Direction and submit to the Depository. If the Depository Interest Holder is a corporation then the Form of Direction must be executed by a duly authorised person or under its common seal or in a manner authorised by its constitution. To be valid Forms of Direction must be received by the Depository no later than 2pm GMT on 14 December 2015.