

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt about the contents of this document or as to what action you should take, you should immediately consult your stockbroker, bank manager, solicitor, accountant or other independent financial adviser duly authorised under the Financial Services and Markets Act 2000 (as amended) if you are a resident of the United Kingdom or, if not, another appropriately authorised independent professional adviser.

If you have sold or otherwise transferred all of your Ordinary Shares, please send this document and the accompanying proxy form as soon as possible to the purchaser or transferee, or to the stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee. If you have sold or otherwise transferred some (but not all) of your Ordinary Shares, please retain these documents and consult the stockbroker or other agent through whom the sale or transfer was effected.

Your attention is drawn to the letter from the Chairman in this document, recommending you vote in favour of the resolutions to be proposed at the General Meeting.



Amur Minerals Corporation

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

Adoption of a New Memorandum and Articles of Association

Notice of General Meeting

Notice convening a General Meeting of Shareholders to be held at the offices of Fieldfisher LLP, Riverbank House, 2 Swan Lane, London EC4R 3TT, UK on 28 July 2017 at 3 p.m. is set out at the end of this document. A Form of Proxy for holders of Ordinary Shares for use at the General Meeting accompanies this document and, to be valid, must be completed and returned to Capita Registrars Limited at The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU. As an alternative to completing the hard-copy Form of Proxy, you can appoint a proxy electronically at <https://www.signalshares.com>. In either case the Form of Proxy must be returned as soon as possible but in any event to be received not later than 3p.m. on 26 July 2017.

A Form of Instruction for holders of Depositary Interests for use at the General Meeting of Shareholders accompanies this document and, to be valid, must be completed and returned to Capita Asset Services Limited at The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU as soon as possible but in any event to be received not later than 3p.m. on 25 July 2017. The return of one or more completed Forms of Proxy or Forms of Instruction will not prevent you from attending the General Meeting and voting in person if you wish to do so (and are so entitled).

A summary of the action to be taken by Shareholders of the Company is set out in the Notice of Meeting at the end of this document. Copies of this document will be available free of charge from the Company's registered office during normal business hours on each day (excluding Saturday, Sunday and public holidays) from the date hereof until the date of the General Meeting. Copies will also be available from the Company's website at www.amurminerals.com.

DEFINITIONS

The following definitions apply throughout this document, unless the context otherwise requires:

"AIM"	the AIM Market of London Stock Exchange plc
"AIM Rules"	the AIM Rules for Companies published by London Stock Exchange plc from time to time
"Board" or "Directors"	the directors of the Company whose names are set out on page 3 of this document
"BST"	British Summer Time
"Company" or "Amur"	Amur Minerals Corporation, a company registered in the British Virgin Islands with registered number 1010359 and having its registered office at Kingston Chambers, P.O. Box 173, Road Town, Tortola, British Virgin Islands
"CREST"	the computerised settlement system operated by Euroclear which facilitates the transfer of title to shares in uncertificated form
"CREST Manual"	the document of that name issued by Euroclear
"CREST Voting Instruction"	a message by or on behalf of Depository Interest holders in connection with the General Meeting transmitted through CREST properly authenticated in accordance with Euroclear's specifications and containing the information required for such instructions in the CREST Manual
"Depository Interests"	the depository interests representing Ordinary Shares
"Disclosure and Transparency Rules"	the disclosure guidance and transparency rules made by the FCA under Part 6 of the Financial Services and Markets Act 2000 (as amended)
"Existing Memorandum and Articles of Association"	the existing Memorandum and Articles of Association of the Company as at the date of this document
"Form of Instruction"	the form of instruction for use by Depository Interest holders in connection with the General Meeting
"Form of Proxy"	the form of proxy enclosed with this document for use by holders of Ordinary Shares in connection with the General Meeting
"General Meeting"	the general meeting of Shareholders to be held at the offices of Fieldfisher LLP, Riverbank House, 2 Swan Lane, London EC4R 3TT, UK at 3p.m. on 28 July 2017, notice of which is set out at the end of this document
"Ordinary Shares"	the ordinary shares of no par value in the capital of the

Company

"New Memorandum and Articles of Association"	the proposed new Memorandum and Articles of Association of the Company to be adopted following the passing of the Resolution, a copy of which is available to download from the Company's website at http://www.amurminerals.com
"Notice"	the notice of General Meeting found at the end of this document
"Resolution"	the resolution to be proposed to the Company's members at the General Meeting
"Shareholders"	holders of Ordinary Shares and, where the context requires, Depository Interests
"Takeover Code"	UK City Code on Takeovers and Mergers

LETTER FROM THE NON-EXECUTIVE CHAIRMAN

Amur Minerals Corporation

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

Directors:

Robert Schafer (*Non-executive Chairman*)

Robin Young (*Chief executive Officer*)

Brian Savage (*Non-executive Director*)

Paul Gazzard (*Non-executive Director*)

Ljupco Naumovski (*Non-executive Director*)

Registered Office:

Kingston Chambers

P.O. Box 173

Road Town

Tortola

British Virgin Islands

10 July 2017

Dear Shareholder,

Adoption of a New Memorandum and Articles of Association

Notice of General Meeting

Introduction

I am writing to you to give notice of a general meeting of the members of the Company to be held at the offices of Fieldfisher LLP, Riverbank House, 2 Swan Lane, London EC4R 3TT, UK on 28 July 2017 at 3p.m., formal notice of which is set out at the end of this document. The Company is convening the General Meeting to propose the adoption of the New Memorandum and Articles of Association.

Enclosed with this circular is a Form of Proxy for use by Shareholders and a Form of Instruction for use by Depositary Interest holders. Holders of Depositary Interests in CREST will also be able to transmit voting instructions within CREST. Information on the completion and return of Forms of Proxy, Forms of Instruction and CREST Voting Instructions are set out below and in the notes to the Notice. A copy of the New Memorandum and Articles of Association along with a redlined version showing the proposed amendments to the Existing Memorandum and Articles of Association is available to download from the company's website at <http://www.amurminerals.com>.

Summary of the Resolution to be proposed at the General Meeting

Following a review of the Company's Existing Memorandum and Articles of Association, the Board has resolved to update them in line with the current AIM Rules and Takeover Code. There are three principal areas to which the amendments relate which are summarised below.

1. New Articles 20A – 20K as required under the AIM Rules

The Guidance Note to AIM Rule 17 requires that a non-UK company, whose shares are admitted to AIM (i.e. Amur), must use all reasonable endeavours to comply with AIM Rule 17 and ensure that the company's constitution contains provisions that are similar to the significant shareholder disclosure requirements under the Disclosure and Transparency Rules. The rationale for this is that the Disclosure and Transparency Rules do not apply to non-UK companies, and therefore AIM Rule 17 confirms that similar significant shareholder disclosure requirements should apply to non-UK AIM companies insofar as is possible.

In summary, the amendments impose obligations on certain shareholders to notify the Company of certain voting rights held by them. The Disclosure and Transparency Rules provide that a person must notify the Company of the percentage of its voting rights if the percentage of voting rights which he holds directly or indirectly as a shareholder or through his direct or indirect holding of financial instruments as set out in the Disclosure and Transparency Rules (or a combination of such holdings):

- (a) reaches, exceeds or falls below 3% and each 1% threshold thereafter up to 100%; or
- (b) reaches, exceeds or falls below an applicable threshold set out in paragraph (a) above as a result of events changing the breakdown of voting rights and on the basis of information disclosed by the Company in accordance with the requirements of the Disclosure and Transparency Rules.

The notification to the Company shall be effected without delay but in any event before the end of the second business day on which the obligation arises.

If any member fails to comply with these requirements, the Directors may, by notice to the holder of the shares, suspend their rights as to voting, dividends and transfer. During the period of such suspension, any dividend or other amount payable in respect of the shares shall be retained by the Company without any obligation to pay interest thereon.

2. Amendments to Articles 143(a) and 149 as required by amendments to the Takeover Code

Amur is not subject to the Takeover Code but Guidance Note to AIM Rule 1 states that an AIM Company should be a similar structure to a UK public limited company. UK public limited companies are subject to the Takeover Code and, as a result, the Company has adopted certain provisions that are similar to those in the Takeover Code in its Existing Memorandum and Articles of Association to ensure it adheres to AIM Rule 1.

Articles 143 – 149 of the Existing Memorandum and Articles of Association contain these provisions. These articles seek to provide shareholders with certain protections that would otherwise be afforded by the Takeover Code in respect of companies to which the Takeover Code applies. For instance, Article 143 incorporates provisions similar to Rule 9 of the Takeover Code, whereby a person, or persons acting in concert, is prevented from acquiring a stake in the Company of 30 per cent. (or greater) of the issued share capital from time to time, without making an offer for the remainder of the issued share capital of the Company.

The amendments proposed are required to reflect certain amended defined terms found in the Takeover Code following recent updates.

3. Amendments to Article 41 to allow the Company to purchase, redeem and hold its own shares

It is common practice for AIM quoted companies to buy back their own shares from time to time. Article 41 of the Existing Memorandum and Articles of Association allows the directors to buy back Ordinary Shares, but it is subject to the default provisions of the BVI Business Companies Act 2004, which allows a company to make a tender offer to all shareholders. It also allows a company to make an offer to an individual shareholder but only if all shareholders have consented in writing. These requirements are difficult to meet in practice and accordingly the Directors have resolved to adopt a revised Article 41 which will provide them with greater flexibility.

Following the adoption of the New Memorandum and Articles of Association the Company may offer to purchase, redeem or otherwise acquire Ordinary Shares if an authorising resolution of the Directors is passed containing a statement that the Directors are satisfied, on reasonable grounds, that immediately after the acquisition, the value of the Company's assets will exceed its liabilities and the Company will be

able to pay its debts as they fall due. Shares that the Company purchases, redeems or otherwise acquires pursuant to the new Article 41 may be cancelled or held as treasury shares

As well as the three areas outlined above, we are also taking this opportunity to streamline references to the companies' legislation in the BVI throughout the New Memorandum and Articles of Association.

General Meeting

You will find at the end of this document the Notice convening the General Meeting to consider and, if thought appropriate, pass the Resolution to adopt the New Memorandum and Articles of Association.

The Resolution will be proposed as a special resolution. For a special resolution to be passed, at least three quarters of the votes cast must be in favour of the resolution.

Action to be taken in respect of the General Meeting

A Form of Proxy and a Form of Instruction for use in connection with the General Meeting are enclosed with this document.

Whether or not you intend to be present at the General Meeting, Shareholders are requested to complete, sign and return your Form of Proxy to Capita Asset Services Limited at PXS, 34 Beckenham Road, Beckenham, Kent, BR3 4TU. As an alternative to completing the hard-copy Form of Proxy, you can appoint a proxy electronically at <https://www.signalshares.com>. In either case the Form of Proxy must be returned as soon as possible but in any event to be received not later than 3 p.m. (BST) on 26 July 2017. The completion and return of a Form of Proxy will not preclude you from attending the General Meeting and voting in person should you wish to do so.

Holders of Depositary Interests are requested to complete, sign and return a Form of Instruction appointing Capita Asset Services Limited (the "**Custodian**") to vote the underlying Ordinary Shares on their behalf at the General Meeting to Capita Asset Services Limited PXS, 34 Beckenham Road, Beckenham, Kent, BR3 4TU, as soon as possible but in any event no later than 3p.m. (BST) on 25 July 2017. A holder of Depositary Interests has no right to attend and vote in relation to the underlying Ordinary Shares at the General Meeting and should therefore complete and return the Form of Instruction so that the Custodian may vote on their behalf. However, if either a holder of Depositary Interests or their representative does wish to attend and/or vote at the General Meeting they should request a Letter of Representation from the Custodian in accordance with the instructions on the Form of Instruction.

Holders of Depositary Interests in CREST may transmit voting instructions by utilising the CREST voting service in accordance with the procedures described in the CREST Manual. CREST personal members 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 appropriate action on their behalf.

In order for instructions made using the CREST voting service to be valid, the appropriate CREST message (a "**CREST Voting Instruction**") must be properly authenticated in accordance with Euroclear's specifications and must contain the information required for such instructions, as described in the CREST Manual (available via www.euroclear.com/CREST).

To be effective, the CREST Voting Instruction must be transmitted so as to be received by the Company's agent (ID RA10) no later than 3p.m. (BST) on 25 July 2017. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the CREST Voting Instruction by the CREST applications host) from which the Company's agent is able to retrieve the CREST Voting Instruction by enquiry to CREST in the manner prescribed by CREST. Holders of Depositary Interests in CREST 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 transmission of CREST Voting Instructions. It is the responsibility of the Depositary Interest holder concerned to take (or, if the Depositary Interest holder is a CREST personal member or sponsored member or has appointed a voting service provider, to procure that the CREST sponsor or voting service provider takes) such action as shall be necessary to ensure that a CREST Voting Instruction is transmitted by means of the CREST voting service by any particular time. In this connection, Depositary Interest holders and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

Recommendation

The Directors believe that the Resolution to be proposed is in the best interests of the Company and its Shareholders as a whole. Accordingly, they unanimously recommend you to vote in favour of the Resolution to be proposed at the General Meeting, as they intend to do in respect of their own beneficial holdings, amounting to (in aggregate) 2,203,341 Ordinary Shares, representing 0.36 per cent. of the share capital of the Company at the date of this document.

Yours sincerely

Robert Schafer
Non-Executive Chairman

Amur Minerals Corporation

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

NOTICE OF GENERAL MEETING

Notice is hereby given that a General Meeting (“**EGM**”) of Amur Minerals Corporation (the “**Company**”) will be held at the offices of Fieldfisher LLP, Riverbank House, 2 Swan Lane, London EC4R 3TT, United Kingdom at 3p.m. (BST) on 28 July 2017 to consider and, if thought fit, pass the proposed special resolution set out below.

SPECIAL RESOLUTION

1. That the amended and restated memorandum and articles of association referred to in the notice of the meeting and tabled at the meeting be approved and adopted by the Company and that the Company's registered agent be and is hereby authorised and instructed to file the aforementioned amended and restated memorandum and articles of association with the Registrar of Corporate Affairs in the British Virgin Islands.

Resolution 1 relates to the adoption by the Company of amended and restated memorandum and articles of association. It is proposed that the existing memorandum and articles of association of the Company shall be amended and restated such that the Company's memorandum and articles of association shall be in the form of the draft amended and restated memorandum and articles of association which is available to download from the Company's website at <http://www.amurminerals.com>.

BY ORDER OF THE BOARD

Paul A McKay

Secretary

Dated: 10 July 2017

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 GM is close of business BST on 26 July 2017 (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 EGM but wishing to vote in respect of the resolutions to be considered at the EGM can do so by instructing the Depository. This may be done in one of two ways:

- (a) 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 3p.m.BST on 25 July 2017. 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.

- (b) 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 3p.m. BST on 25 July 2017.