



10 July 2017

**Amur Minerals Corporation**  
("Amur" or "the Company")  
**Notice of General Meeting**

Amur Minerals Corporation (AIM: AMC) is pleased to announce that the Company is 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 3p.m. for the purposes of adopting new Memorandum and Articles of Association. Attached below is a letter being mailed to shareholders today from the Non-Executive Chairman, Mr. Robert Schafer providing a summary of the proposed changes.

**LETTER FROM THE NON-EXECUTIVE CHAIRMAN**

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 Depository Interest holders. Holders of Depository 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 3p.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](http://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**

The Notice of General Meeting will be posted to Shareholders today. Details of the resolution for consideration can be downloaded from the Company website, <http://www.amurminerals.com/>

**Enquiries:**

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