



1 December 2008

AMUR MINERALS CORPORATION
(AIM: AMC)

**PROPOSED CANCELLATION OF ADMISSION OF ORDINARY
SHARES TO TRADING ON AIM
NOTICE OF SHAREHOLDERS' MEETING**

The Board of Amur Minerals Corporation has today posted a circular to shareholders convening a Shareholders' Meeting of the Company to be held at the offices of Field Fisher Waterhouse LLP at 35 Vine Street, London EC3N 2AA at 10:00 a.m. on 22 December 2008. At this meeting, Shareholders will be asked to approve the resolution necessary for the Company to cancel admission of its AIM securities.

If shareholders approve the cancellation at the Shareholders' Meeting, the expected date for the proposed cancellation is 7.00 a.m. on 2 January 2009. The Company has also today notified the London Stock Exchange plc of the intended cancellation.

In the period leading up to the Shareholders' Meeting, the Board will continue to make every effort to secure an investment that would allow the Company to continue its development programme. In the event that it is possible to agree the terms of a suitable fundraising, then there would be merit in continuing to maintain the Company's AIM listing. In those circumstances the Chairman of the meeting, acting in the best interests of the Company and in good faith, can rely on the common law power to dissolve the meeting and the De-Listing will not take place.

The full text of the letter sent to Shareholders from the Company's Chairman, Robert Schafer, is copied below.

A copy of the circular to Shareholders is available to view on the Company's website:
www.amurminerals.com

Enquiries:

<i>Company</i>	<i>Co-Broker</i>	<i>Nomad and Co-Broker</i>	<i>Public Relations</i>
Amur Minerals Corp.	Fox-Davies Capital Limited	RBC Capital Markets	Lothbury Financial
Robin Young CEO	Daniel Fox-Davies	Andrew Smith Martin Eales	Michael Padley Louise Davis
+7 (495) 629 4418	+44 (0) 20 7936 5200	+44 (0) 20 7029 7881	+44 (0) 20 7011 9411

CHAIRMAN'S STATEMENT

Dear Shareholder

I am writing to inform you that the Amur Directors have concluded that it is no longer in the best interests of the Company or its Shareholders to maintain admission to AIM of the Ordinary Shares. A Shareholders' Meeting of Amur Minerals Corporation is to be held at 10.00 a.m. on 22 December 2008 at the offices of Field Fisher Waterhouse at 35 Vine Street, London EC3N 2AA. At this meeting, Shareholders will be asked to approve the resolution necessary for the Company to cancel admission of its AIM securities.

Background to the De-Listing

The Ordinary Shares were admitted to trading on AIM on 15 March 2006 with a share price of 33p and a market capitalisation of £28m. Since that time, the Directors have sought to add to shareholder value by advancing the Company's flagship Kun-Manie nickel copper project and by acquiring other properties of merit primarily in the Russian far east. While the Company has made significant advances on Kun-Manie and successfully acquired two other projects, the Company's share price has not reflected this success. In the light of the difficult stock market conditions adversely affecting the Company's ability to raise new equity to finance appropriate growth opportunities, the Directors have undertaken a review of the benefits of the Ordinary Shares continuing to be traded on AIM recognising the following key factors:

- the limited stock market appreciation of the Company's projects;
- the negative market sentiment for emerging markets risk in general, and Russian risk in particular;
- the concentration of the Company's Shareholder base, of which the top ten Shareholders hold 77.6 per cent of the Company's issued shares, resulting in limited trading liquidity in the Ordinary Shares; and
- the costs and regulatory burdens associated with maintaining admission to AIM.

The Directors have endeavoured to secure a further investment for the Company which would have funded the Group's ongoing development programme into 2009. In the absence of a suitable fundraising being completed the Board has concluded that it is no longer in the best interests of the Company or its Shareholders to maintain admission to AIM of the Ordinary Shares.

The De-Listing

In accordance with Rule 41 of the AIM Rules, the Company has today notified the London Stock Exchange of the De-Listing, which is conditional upon the consent of not less than 75 per cent. of votes cast by Shareholders in a general meeting.

Consequently, the Company is convening the Shareholders' Meeting for 10.00 a.m. on 22 December 2008. If the Resolution is passed at the Shareholders' Meeting then the last day of trading of the Company's Ordinary Shares will be 31 December 2008 and the cancellation of admission to trading on AIM will be effective from 7.00 a.m. on 2 January 2009. The Notice of the Shareholders' Meeting is set out on page 7 of the circular to shareholders.

In the period leading up to the Shareholders' Meeting, your Board will continue to make every effort to secure an investment which would allow the Company to continue its development programme. In the event that it is possible to agree the terms of a suitable fundraising then there would be merit in continuing to maintain the Company's AIM listing. In those circumstances the Chairman of the meeting, acting in the best interests of the Company and in good faith, can rely on the common law power to dissolve the meeting and the De-Listing will not take place.

Strategy following the De-Listing

Following the De-Listing, the Directors intend to continue to focus on enhancing Shareholder value by advancing the Company's Kun-Manie and Kustak projects. The Company will continue to pursue discussions with potential investors to secure financing to sustain the Company at least on a "care and maintenance" mode throughout 2009. However, Shareholders should be aware that if the Company is unable to procure further funding before 31 December 2008 then the Board will be obliged to consider whether the Company is in a position to continue trading.

The Company will endeavour to continue to provide a number of the same facilities and services to shareholders which are currently enjoyed as shareholders of an AIM company, including maintenance of a current website along the lines required by AIM rule 26, keeping shareholders as fully informed as possible.

Transactions in the Ordinary Shares following De-Listing

Following the De-Listing, there will be no market facility for dealing in the Ordinary Shares and no price will be publicly quoted for the Ordinary Shares. As such, holdings of Ordinary Shares are unlikely to be capable of sale and will be difficult to value. However, while there can be no guarantee of any Shareholders being able to purchase or sell any Ordinary Shares, the Directors intend to use reasonable endeavours to create and maintain a matched bargain settlement facility. Under this facility Shareholders or persons wishing to acquire shares will be able to leave an indication with the matched bargain settlement facility provider that they are prepared to buy or sell at an agreed price. In the event that the matched bargain settlement facility provider is able to match that order with an opposite sell or buy instruction, the matched bargain settlement facility provider will contact both parties and then effect the order. Shareholders who do not have their own broker may need to register with the matched bargain settlement facility provider as a new client. This can take some time to process and therefore Shareholders who consider they are likely to avail themselves of this facility are encouraged to commence it at the earliest opportunity. The contact details of the matched bargain settlement facility provider once arranged will be made available to Shareholders on the Company's website.

Shareholders' Meeting

At the Shareholders' Meeting, a special resolution will be proposed to cancel the admission of the Company's Ordinary Shares to trading on AIM.

The Directors consider the De-Listing to be in the best interests of the Company and its Shareholders for the reasons explained above. Subject to no fundraising being agreed between the date of this document and the Shareholders' Meeting, the Directors recommend you to vote in favour of the Resolution at the Shareholders' Meeting as they intend to do

(where they are able to instruct voting) in respect of a total of 2,176,938 Ordinary Shares (representing approximately 1.8 per cent. of the current issued ordinary share capital of the Company).

Action to be taken

You will find enclosed the notice of the Shareholders' Meeting together with either a Form of Proxy or a Form of Direction for use at the Shareholders' Meeting. Whether or not you propose to attend the Shareholders' Meeting in person, you are requested to complete and return the Form of Proxy or Form of Direction to the Company's Registrars, Capita Registrars at The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU or delivered by hand to Capita Registrars, Proxy Department, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU in accordance with the instructions printed thereon as soon as possible and in any event, so as to be received no later than 10.00 a.m. on 20 December 2008 in the case of Forms of Proxy and 10.00 a.m. on 19 December 2008 in the case of Forms of Direction. Please note that completion and return of the Form of Proxy will not preclude you from attending the Shareholders' Meeting and voting in person if you so wish. For Depositary Interest Holders to have the right to attend and vote at the Shareholders' Meeting, you must be entered on the Company's register of Depositary Interests 10.00 a.m. on 20 December 2008 and bring to the Shareholders' Meeting a letter of corporate representation validly executed on behalf of the Depositary. A letter of corporate representation may be obtained from the Depositary.

Yours sincerely

Robert W. Schafer
Chairman
1 December 2008

NOTICE OF SHAREHOLDERS' MEETING

Notice is hereby given that a Shareholders' Meeting of Amur Minerals Corporation (the "Company") will be held at the offices of Field Fisher Waterhouse LLP at 35 Vine Street, London EC3N 2AA at 10.00 a.m. on 22 December 2008 to consider and, if thought fit, pass the following resolution which will be proposed as a special resolution:

SPECIAL RESOLUTION

THAT the admission of the Company's ordinary shares to trading on AIM be cancelled and that the directors of the Company be authorised to take all steps which are necessary or desirable in order to effect such cancellation.