

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. This document does not contain nor should its contents be construed as legal, business or tax advice and you should consult your own solicitor, independent financial adviser or tax adviser (as appropriate) for such advice. No person has been authorised to give any information or make any representations other than those contained in this document and, if given or made, such information or representations must not be relied on as having been authorised by Amur Minerals Corporation (the “Company”).

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.

This document should be read in its entirety. Your attention is drawn to the letter from the Chairman in this document, recommending you vote in favour of the resolution to be proposed at the General Meeting.



Amur Minerals Corporation

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

NOTICE OF ANNUAL 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 5 December 2022 at 10:00 a.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 Link Group at PXS 1, Central Square, 29 Wellington Street, Leeds, LS1 4DL.

As an alternative to completing the hard copy Form of Proxy, you can appoint a proxy electronically online at www.signalshares.com and by completing the authentication requirements as set out on the Form of Proxy. For an electronic proxy appointment to be valid, your appointment must be received by the Company's registrars, Link Group, PXS 1, Central Square, 29 Wellington Street, Leeds, LS1 4DL as soon as possible but in any event no later than 10.00 a.m. on 1 December 2022. Shareholders who hold their shares in uncertificated form may use the CREST electronic proxy appointment service. In order for a proxy appointment made using the CREST service to be valid, the appropriate CREST message must be properly authenticated and contain the information required for such instructions as described in the CREST Manual. The message must be transmitted so as to be received by the Company's registrars, Link Group (ID RA10), by no later than 10 a.m. on 1 December 2022.

A Form of Direction 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 Link Group at PXS 1, Central Square, 29 Wellington Street, Leeds, LS1 4DL as soon as possible but in any event to be received not later than 10.00 a.m. on 30 November 2022. 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:

“Annual General Meeting” or “AGM”	the Annual General Meeting of the Company convened for 5 December 2022 to approve the Resolutions, or any adjournment of that meeting;
“Board” or “Directors”	the directors of the Company whose names are set out on page [4] of this document
"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 Depositary 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
"Depositary Interests"	the depositary interests representing Ordinary Shares
"Euroclear"	Euroclear UK & International Limited, the operator of CREST
"Form of Direction"	the form of direction for use by Depositary Interest holders in connection with the General Meeting
"Form of Proxy"	the Form of Proxy for use by Shareholders at the AGM
"Group"	the Company and its subsidiaries
"Notice"	the notice of General Meeting found at the end of this document
"Ordinary Shares"	the ordinary shares of no par value in the capital of the Company
"Shareholders"	holders of Ordinary Shares and, where the context requires, Depositary Interests

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*)
Paul Gazzard (*Non-executive Director*)
Tom Bowens (*Non-executive Director*)

Registered Office:

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

10 November 2022

Notice of Annual General Meeting

Dear Shareholder,

The Company's 2022 AGM will be held at the offices of Fieldfisher LLP, Riverbank House, 2 Swan Lane, London EC4R 3TT on 5 December 2022 at 10.00 am.

The formal Notice convening the General Meeting is included in this Document. A Form of Proxy or a Form of Direction for use in connection with the General Meeting are enclosed with this document.

Ordinary business at the AGM

Resolution 1 - Annual Report and Accounts

This is an ordinary resolution to receive, consider and adopt the Directors' Report, the Financial Statements and the Report of the Independent Auditors thereon for the year ended 31 December 2021

Resolution 2 - Auditors' reappointment and remuneration

The resolution relating to the auditors' re-appointment and remuneration is usual business for the Annual General Meeting.

Resolution 3 – Re-election of Directors

The resolution relating to the administration of the Board of Directors wherein one-third of the Directors (or the number nearest thereto but not exceeding one-third) must resign and be appointed at each AGM on a rotational basis.

Resolution 4 – Authority to allot shares

This is an Ordinary Resolution authorising the directors to allot and issue ordinary shares and grant rights to subscribe for shares up to an amount of 200,000,000 Ordinary Shares. The authority will expire at the commencement of the next Annual General Meeting following this meeting.

Special business at the AGM

Resolution 5 – Authority and disapplication of pre-emptive rights

This is a Special Resolution authorising the directors to issue equity securities wholly for cash on a non-pre-emptive basis pursuant to the authority conferred by resolution number 4. 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. It should be noted that passing of this resolution would not result in the automatic acceptance of a future RTO, for which further shareholder approval would be required. This authority will expire at the commencement of the next Annual General Meeting following this meeting.

Action to be taken in respect of the AGM

Whether or not you intend to be present at the Annual General Meeting, shareholders are requested to complete, sign and return your Form of Proxy or Form of Direction to Link Group at PXS 1, Central Square, 29 Wellington Street, Leeds, LS1 4DL, or via the CREST system, in each case as soon as possible and in any event not later than (in the case of the Form of Proxy) 10.00 a.m. on 1 December 2022, being 48 hours (not taking into account any part of a day which is not a working day in England & Wales) before the time appointed for holding the Annual General Meeting and not later than (in the case of the Form of Direction) 10.00 a.m. on 30 November 2022, being 72 hours (not taking into account any part of a day which is not a working day in England & Wales) before the time appointed for holding the Annual General Meeting.

Completion of a Form of Proxy will not preclude Shareholders from attending the Annual General Meeting and voting in person if they so choose,

Proxies may be appointed by either:

- completing and returning the enclosed proxy form;
- appointing a proxy electronically online at www.signalshares.com; or
- using the CREST electronic proxy appointment service (for CREST members only).

If you hold your Ordinary Shares in uncertificated form in CREST, you may vote using the CREST Proxy Voting service in accordance with the procedures set out in the CREST Manual. Further details are also set out in the notes accompanying the Notice of General Meeting at the end of this document. Proxies submitted via CREST must be received by Link Group (CREST ID RA10) by no later than 10.00 a.m. on 1 December 2022 (or, if the General Meeting is adjourned, 48 hours (excluding any part of a day that is not a working day) before the time fixed for the adjourned meeting).

As an alternative to completing the hard copy Form of Proxy, you can appoint a proxy electronically online at www.signalshares.com and completing the authentication requirements as set out on the Form of Proxy. For an electronic proxy appointment to be valid, your appointment must be received by Link Group no later than 10.00 a.m. on 1 December 2022.

In either case, the notice of appointment of a proxy should reach the Company's registrars, Link Group of PXS 1, Central Square, 29 Wellington Street, Leeds, LS1 4DL by no later than 10.00 a.m. on 1 December 2022. Please refer to the Notes to the Notice of General Meeting on page [8] and any enclosed proxy form for detailed instructions.

Holders of Depositary Interests are requested to complete, sign and return a Form of Direction appointing Link Market Services Trustees (Nominees) Limited (the "**Custodian**") to vote the underlying Ordinary Shares on their behalf at the General Meeting to Link Group at PXS 1, Central Square, 29 Wellington Street, Leeds, LS1 4DL, as soon as possible but in any event no later than 10.00 a.m. (GMT) on 30 November 2022. 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 Direction 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 Direction.

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).

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 10.00 a.m. (GMT) on 30 November 2022. 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 Board believes that the Resolutions being put to the Shareholders as described in this letter are in the best interests of the Company and its members as a whole and are likely to promote the success of the Company for the benefit of its members as a whole.

Accordingly, the Directors unanimously recommend that you vote in favour of the Resolutions to be proposed at the AGM as they intend to do in respect of their own beneficial holdings.

Yours sincerely

Robert Schafer
Non-Executive Chairman

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 Fieldfisher LLP, Riverbank House, 2 Swan Lane, London, EC4R 3TT, UK at [10:00 a.m.] (GMT) on 5 December 2022 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.

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 December 2021.
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 reappoint Robin Young 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 shares in the Company and to grant rights to subscribe for or convert any security into shares in the Company ("Relevant Securities") up to an amount of 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 2023 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 notwithstanding 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 2023, 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.

BY ORDER OF THE BOARD

Robert Schafer

Non-Executive Chairman

Dated: 10 November 2022

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

Notes

1. 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.

Alternatively, proxy votes can be cast online at <https://www.signalshares.com> by following the on-screen instructions. If you are not already registered, you will need to obtain your Investor Code from Link Group.

2. 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 vote is close of business GMT on 1 December 2022 (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 vote.

3. 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.

4. In the case of a corporation, the enclosed Form of Proxy must be executed under its common seal or be signed on its behalf by an attorney or officer duly authorised.

5. Depository Interest Holders 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 10.00 a.m. GMT on 30 November 2022. 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 10.00 a.m. GMT on 30 November 2022.