

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt about what action to take, it is recommended that you immediately consult your stockbroker, bank manager, solicitor, accountant or other independent financial adviser authorised under the Financial Services and Markets Act 2000 or in the case of recipients outside the United Kingdom your stockbroker, bank manager, solicitor, accountant or other financial adviser.

If you have sold or transferred all of your Ordinary Shares in Amur Minerals Corporation, please forward this document at once, together with the accompanying form of proxy, to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected for onward transmission to the purchaser or transferee.

AMUR MINERALS CORPORATION

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

Proposed cancellation of admission of Ordinary Shares to trading on AIM

Notice of Shareholders' Meeting

Notice of a Shareholders' Meeting of Amur Minerals Corporation 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 is set out at the end of this document. Either a Form of Proxy or Form of Direction is enclosed with this document for use in relation to the Shareholders' Meeting. To be valid, the Form of Proxy or Form of Direction must be completed in accordance with the instructions set out in the form and returned as soon as possible to 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 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.

Copies of this document will be available, free of charge, at the offices of Field Fisher Waterhouse LLP, 35 Vine Street, London EC3N 2AA during normal business hours on any weekday (Saturdays, Sundays and public holidays excepted) for a period of one month from the date of this document and from <http://www.amurminerals.com/aimrule26.html>.

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Expected Timetable

Circular posted to Shareholders	1 December 2008
Latest time and date for receipt of Proxy Forms	10.00 a.m. on 20 December 2008
Latest time and date for receipt of Forms of Direction	10.00 a.m. on 19 December 2008
Shareholders' Meeting	10.00 a.m. on 22 December 2008

Definitions

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

“AIM”	AIM, a market operated by London Stock Exchange
“AIM Rules for Companies”	the rules for AIM Companies published by London Stock Exchange from time to time
“Board”	the board of directors of the Company
“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
“De-Listing”	the cancellation of admission of the Ordinary Shares to trading on AIM becoming effective in accordance with the AIM Rules for Companies
“Depository”	Capita IRG Trustees Limited acting in its capacity as depository pursuant to the terms of an agreement for the provision of depository services entered into between the Company and Capita IRG Trustees Limited
“Depository Interest”	a depository interest of the Company issued by the Depository in the ratio of one for one in respect of each Ordinary Share deposited with the Depository for conversion to a depository interest
“Depository Interest Holders”	holders of Depository Interests
“Directors”	the directors of the Company
“Existing Ordinary Shares”	the 121,703,938 Ordinary Shares in issue as at the date of this document
“Form of Direction”	the form of direction for use in connection with the Shareholders’ Meeting
“Form of Proxy”	the form of proxy for use in connection with the Shareholders’ Meeting
“Group”	the Company and its subsidiaries
“London Stock Exchange”	London Stock Exchange plc
“Ordinary Shares”	ordinary shares of no par value in the capital of the Company
“Resolution”	the resolution set out in the notice of Shareholders’ Meeting at the end of this document
“Shareholders”	holders of Ordinary Shares
“Shareholders’ Meeting”	the meeting of shareholders of the Company to be convened for 10.00 a.m. on 22 December 2008, notice of which is set out at the end of this document
“UK” or “United Kingdom”	the United Kingdom of Great Britain and Northern Ireland

Letter from the Chairman of Amur Minerals Corporation

AMUR MINERALS CORPORATION

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

Directors

Robert William Schafer *(Non-executive Chairman)*
Robin Jay Young *(Chief Executive Officer)*
David Fain Wood *(Chief Financial Officer)*
George William O'Neale Eccles *(Non-executive Director)*
John Howze Haskell *(Non-executive Director)*
Richard David Straker-Smith *(Non-executive Director)*

Registered Office

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

1 December 2008

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 LLP 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 this document.

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 Shareholders' Meeting, acting in the best interests of the Company and in good faith, can rely on the common law power to dissolve the meeting irrespective of any proxies which have been received in advance of the meeting voting in favour of the resolution. In this event, the Resolution will not be voted on 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 Schafer

Chairman

AMUR MINERALS CORPORATION

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

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.

BY ORDER OF THE BOARD

David Fain Wood
Secretary

Dated: 1 December 2008

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 10.00 a.m. on 20 December 2008 (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. Depositary Interest Holders may attend in person and vote on a show of hands or on a poll if the Depositary has appointed them a corporate representative. Depositary 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 Depositary. This may be done in one of two ways:
 - (i) Depositary 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 Depositary 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 CRESTCo’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. on 19 December 2008. 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 CRESTCo 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. on 19 December 2008.