

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)

Authority to disapply pre-emption rights

Notice of Shareholders' Meeting

Notice of a Shareholders' Meeting of Amur Minerals Corporation to be held at the offices of Lothbury Financial, Mercury House, Triton Court, Finsbury Square, London EC2A 1BR at 9.00 a.m. on 22 February 2010 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 by post or delivered by hand to Capita Registrars, Proxy Department, at The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU United Kingdom so as to be received no later than 9:00 a.m. on 20 February 2010 in the case of Forms of Proxy and 9.00 a.m. on 19 February in the case of Forms of Direction.

Copies of this document will be available, free of charge, at the offices of Lothbury Financial Mercury House, Triton Court, Finsbury Square, London EC2A 1BR 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 February 2010
Latest time and date for receipt of Proxy Forms	9:00 a.m. on 20 February 2010
Latest time and date for receipt of Forms of Direction	9:00 a.m. on 19 February 2010
Shareholders' Meeting	9:00 a.m. on 22 February 2010

Definitions

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

"Act"		the BVI Business Companies Act, 2004 of the British Virgin Islands, as amended
"AIM"		AIM, a market operated by the London Stock Exchange
"AIM Rules for Companies"	for	the rules for AIM Companies published by the London Stock Exchange, as amended 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
"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 171,019,582 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 Company
"Resolutions"	the resolutions 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 9.00 a.m. on 22 February 2010
"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*)
William Philip McLucas (*Non-executive Director*)
Eric David McAuslan (*Non-executive Director*)

Registered Office

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

1 February 2010

Dear Shareholder:

A Shareholders' Meeting of Amur Minerals Corporation (the Company) is to be held at 9.00 a.m. on 22 February 2010 at the offices of Lothbury Financial, Mercury House, Triton Court, Finsbury Square, London EC2A 1BR. At this meeting, Shareholders will be asked to approve a resolution necessary for the Company to effect future capital raisings necessary to sustain the Company through 2010. The notice convening the Shareholders' Meeting is set out at the end of this document.

Background

At the Annual General Meeting on 15 September 2009 Shareholders authorised the directors to allot up to 120 million shares. However a resolution to disapply pre-emption rights on such an issue was not approved. The Company now proposes to hold a shareholders' meeting to give the Board of Directors authority to allot up to 50 million Ordinary Shares without the application of pre-emption rights.

The proceeds from any allotment of Ordinary Shares will raise additional working capital for general corporate purposes and for funding of the 2010 field season including surface sampling of the main Kun Manie deposit and continue internal project optimisation studies, whilst the Company awaits the Russian authorities' decision on its mining licence application.

The Company is in active discussions with a range of sources of funds. As suitable commitments are secured, the Board wishes to be in a position to conclude the fundraising and issue shares as soon as possible. It is for this purpose the Company is convening the Shareholders' Meeting and seeking the suitable authority, without the application of pre-emption rights, now to issue shares to conclude matters quickly once suitable investors are found.

The Company will continue to examine other production and early stage development opportunities which would require further funding. Shareholders will be kept fully informed of the progress of this strategy.

Shareholders' Meeting

At the Shareholders' Meeting, the following resolution will be proposed:

- Resolution 1 will be a special resolution granting the Directors authority pursuant to Article 14.4 (a) of the Company's articles of association to allot up to 50,000,000 Ordinary Shares as if the pre-emption rights contained in the Company's articles of association did not apply to such allotment.

The Directors consider the grant to them of these powers to be in the best interests of the Company and its shareholders, to enable them to conduct further fundraisings in order to progress its projects in a timely fashion. The Directors recommend you to vote in favour of those resolutions at the Shareholders' Meeting as they intend to do (where they are able to instruct voting) in respect of a total of 1,210,067 Ordinary Shares (representing approximately 1 per cent. of the current issued ordinary shares in 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 by post or delivered by hand to the Company's Registrars, Capita Registrars, Proxy Department, at The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU United Kingdom, in accordance with the instructions printed thereon as soon as possible and in any event, so as to be received no later than 9.00 a.m. 20 February 2010 in the case of Forms of Proxy and 9.00 a.m. on 19 February 2010 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 9.00 a.m. on 20 February 2010 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 Lothbury Financial, Mercury House, Triton Court, Finsbury Square, London EC2A 1BR at 9.00 a.m. on 22 February 2010 to consider and, if thought fit, pass the following special resolution:

SPECIAL RESOLUTION

1. **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 50,000,000 Ordinary Shares for cash pursuant to the authority conferred by an ordinary resolution passed on 15 September 2009 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 annual general meeting of the Company to be held in 2010 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

David Fain Wood
Secretary

Dated: 1 February 2010

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, on a poll, 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 9.00 a.m. GMT on 20 February 2010 (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 Depositary's agent, ID RA10 by 9.00 a.m. on 19 February 2010. 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 Depositary's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. The Depositary 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) Depositary Interest Holders who cannot give voting instructions via CREST should complete the enclosed Form of Direction and submit to the Depositary. If the Depositary 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 Depositary no later than 9.00 a.m. on 19 February 2010.