

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 allot shares and disapply pre-emption rights

Notice of Shareholders' Meeting

Notice of a Shareholders' Meeting of Amur Minerals Corporation to be held at the offices of Fox-Davies Capital Limited at 9.00 a.m. on 20 October 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 Limited 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 9:00 a.m. on 18 October 2008 in the case of Forms of Proxy and 9.00 a.m. on 17 October in the case of Forms of Direction.

Copies of this document will be available, free of charge, at the offices of Fox-Davies Capital Limited, Whitefriars House, Carmelite Street, London EC4Y 0BS 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	29 September 2008
Latest time and date for receipt of Proxy Forms	9:00 a.m. on 18 October 2008
Latest time and date for receipt of Forms of Direction	9:00 a.m. on 17 October 2008
Shareholders' Meeting	9:00 a.m. on 20 October 2008

Definitions

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

“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
“Depositary”	Capita IRG Trustees Limited acting in its capacity as depositary pursuant to the terms of an agreement for the provision of depositary services entered into between the Company and Capita IRG Trustees Limited
“Depositary Interest”	a depositary interest of the Company issued by the Depositary in the ratio of one for one in respect of each Ordinary Share deposited with the Depositary for conversion to a depositary interest
“Depositary Interest Holders”	holders of Depositary Interests
“Directors”	the directors of the Company
“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
“Ordinary Shares”	ordinary shares of no par value in the capital of the Company
“Shareholders”	holders of Ordinary Shares
“Shareholders’ Meeting”	the meeting of shareholders of the Company to be convened for 9.00 a.m. on 20 October 2008
“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

29 September 2008

Dear Shareholder

A Shareholders' Meeting of Amur Minerals Corporation is to be held at 9.00 a.m. on 20 October 2008 at the offices of Fox-Davies Capital Limited. At this meeting, Shareholders will be asked to approve resolutions necessary for the Company to effect future capital raisings necessary to sustain the Company through 2009.

In January 2008 the Directors approved an overall budget for 2008 of \$13.2 million. The Company noted in a circular in February that it intended to raise further funds in subsequent placings or via other means to fully fund the approved budget for 2008.

Enclosed with this document are the Company's interim accounts for the six months ended 30 June 2008. The auditors, who have reviewed the interim accounts, have noted that at present the Group cash flow forecasts show that the Company will require additional funds before March 2009. Given the recent decline in the Company's share price, the Company's existing share authorisations would not allow the Company to raise sufficient capital for it to continue as a going concern to the end of 2009.

The Company is actively seeking further funds. At such time as suitable funding is secured, the Board wishes to be in a position to conclude the fundraising and issue shares as soon as possible. That is why we are convening the Shareholders' Meeting now and seeking suitable authorities to issue shares so that we will be able to conclude matters quickly once a suitable investor is found. The notice convening the Shareholders' Meeting is set out and the end of this document.

Shareholders' Meeting

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

- Resolution 1 will be an ordinary resolution granting the Directors authority to allot up to 90,000,000 Ordinary Shares for a period expiring at the conclusion of the Annual General Meeting to be held in 2009; and
- Resolution 2 will be a special resolution granting the Directors authority to allot up to 90,000,000 Ordinary Shares as if the pre-emption rights contained in the Company's articles of association did not apply to such allotment.

Each of the authorities and powers above is in addition to all such previous powers and authorities granted to the Directors.

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 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 Limited 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 9.00 a.m. 18 October 2008 in the case of Forms of Proxy and 9.00 a.m. on 17 October 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 9.00 a.m. on 18 October 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

NOTICE OF SHAREHOLDERS' MEETING

AMUR MINERALS CORPORATION

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

Notice is hereby given that a Shareholders' Meeting of Amur Minerals Corporation (the "**Company**") will be held at the offices of Fox-Davies Capital Limited, Whitefriars House, 6 Carmelite Street London EC4Y 0BS at 9.00 a.m. on 20 October 2008 to consider and, if thought fit, pass the following resolutions of which resolution 1 will be proposed as an ordinary resolution and resolution 2 will be proposed as a special resolution:

ORDINARY RESOLUTION

1. **THAT** in addition to all authorities in existence immediately prior to this resolution being passed, the Directors be and are hereby generally and unconditionally authorised to exercise all or any of the powers of the Company to allot up to 90,000,000 Ordinary Shares (as such term is defined in the circular to shareholders of the Company dated 29 September 2008) 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 2009 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

2. **THAT** in addition to all authorities in existence immediately prior to this resolution being passed, the Directors be and they are hereby empowered to allot Ordinary Shares for cash pursuant to the authority conferred by Resolution 1 above as if the pre-emption rights in 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 2009 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: 29 September 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, 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 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 18 October 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 Depositary's agent, ID RA10 by 9.00 a.m. on 17 October 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 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 17 October 2008.

