

**SOUTHGOBI RESOURCES LTD.**  
**20<sup>th</sup> floor – 250 Howe Street, Vancouver, British Columbia, Canada V6C 3R8**  
**Tel: (604) 762-6783**  
**P R O X Y**

**This proxy is solicited by the management of SOUTHGOBI RESOURCES LTD. (the “Company”) for the Annual Meeting of its shareholders (the “Meeting”) to be held on Thursday, June 28, 2018.**

The undersigned hereby appoints, **Mao Sun**, Director, or failing him, **Allison Snetsinger**, Corporate Secretary, or instead of the foregoing, *(insert name)* \_\_\_\_\_, as nominee of the undersigned, with full power of substitution, to attend and vote on behalf of the undersigned at the Meeting to be held at the offices of Dentons Canada LLP, 20<sup>th</sup> floor – 250 Howe Street, Vancouver, British Columbia, on Thursday, June 28, 2018 at 4:00 p.m. (Pacific daylight time), and at any adjournments or postponements thereof, and directs the nominee to vote or abstain from voting the common shares of the undersigned in the manner indicated below:

**1. APPOINTMENT OF AUDITORS**

To appoint PricewaterhouseCoopers LLP, Chartered Accountants, as auditors of the Company at a remuneration to be fixed by the board of directors.

FOR  WITHHOLD

**2. NUMBER OF DIRECTORS**

To consider, and if thought advisable, to pass an ordinary resolution fixing the number of directors to be elected at the Meeting at seven, as described in the accompanying management proxy circular.

FOR  AGAINST

**3. ELECTION OF DIRECTORS**

The Director nominees proposed by management of the Company are:

ZHIWEI CHEN	FOR <input type="checkbox"/>	WITHHOLD <input type="checkbox"/>
LAN CHENG	FOR <input type="checkbox"/>	WITHHOLD <input type="checkbox"/>
YINGBIN IAN HE	FOR <input type="checkbox"/>	WITHHOLD <input type="checkbox"/>
XIAOXIAO LI	FOR <input type="checkbox"/>	WITHHOLD <input type="checkbox"/>
JIN LAN QUAN	FOR <input type="checkbox"/>	WITHHOLD <input type="checkbox"/>
MAO SUN	FOR <input type="checkbox"/>	WITHHOLD <input type="checkbox"/>
WEN YAO	FOR <input type="checkbox"/>	WITHHOLD <input type="checkbox"/>

**4. EQUITY INCENTIVE PLAN**

To consider, and if thought advisable, to pass an ordinary resolution reconfirming and approving all unallocated options, rights or other entitlements under the Company’s Employees’ and Directors’ Equity Incentive Plan as required under the rules of the Toronto Stock Exchange and approving the maximum number of common shares issuable under the Equity Incentive Plan as required under the rules of The Stock Exchange of Hong Kong Limited, as more particularly described in the accompanying management proxy circular

FOR  AGAINST

5. Upon any permitted amendment to or variation of any matter identified in the Notice of Meeting.

6. Upon any other matter that properly comes before the Meeting.

THE UNDERSIGNED HEREBY REVOKES ANY PRIOR PROXY OR PROXIES.

DATED: \_\_\_\_\_, 2018.

Note: If not dated, this proxy is deemed to be dated on the day sent by the Company

\_\_\_\_\_  
Signature of Shareholder

\_\_\_\_\_  
(Please print name here)

## NOTES:

A proxy will not be valid unless the completed, signed and dated form of proxy is FAXED to AST Trust Company (Canada) (formerly *CST Trust Company*), Attention: Proxy Department 1-416-368-2502 or 1-866-781-3111 or delivered by mail to P.O. Box 721, Agincourt, Ontario, M1S 0A1 or delivered by hand to Suite 1600, The Oceanic Plaza, 1066 Hastings Street, Vancouver, British Columbia, V6E 3X1 or Suite 1200 - 1 Toronto Street, Toronto, Ontario, M5C 2V6, or proxies may be received via e-mail at [proxyvote@astfinancial.com](mailto:proxyvote@astfinancial.com) (for proxy appointments in English) or [votezprocuration@astfinancial.com](mailto:votezprocuration@astfinancial.com) (for proxy appointments in French) and received by AST Trust Company no later than 4:00 pm (Pacific daylight time) on Tuesday, June 26, 2018 (which is 7:00 a.m. (Hong Kong time) on Wednesday, June 27, 2018), or 48 hours (excluding Saturdays and holidays) before any adjournment(s) or postponement(s) of the Meeting.

Any one of the joint holders of a common share may sign a form of proxy in respect of the share but, if more than one of them is present at the Meeting or represented by proxyholder, that one of them whose name appears first in the register of members in respect of the common share, or that one's proxyholder, will alone be entitled to vote in respect thereof. Where the form of proxy is signed by a corporation, either its corporate seal must be affixed or the form should be signed by the corporation under the hand of an officer or an attorney duly authorized in writing.

**A shareholder has the right to appoint a person, who need not be a shareholder, to attend and act for the shareholder and on the shareholder's behalf at the Meeting other than either of the nominees designated in this form of proxy, and may do so by inserting the name of that other person in the blank space provided for that purpose in this form of proxy or by completing another suitable form of proxy.**

The common shares represented by the proxy will be voted for or against or withheld from voting in accordance with the instructions of the shareholder on any ballot and where a choice with respect to a matter to be acted on is specified, the common shares will be voted on a ballot in accordance with that specification. This proxy confers discretionary authority with respect to matters, identified or referred to in the accompanying Notice of Annual Meeting for which no instruction is given, and with respect to other matters that may properly come before the Meeting.

**The information circular, which contains disclosure relating to the matters to be acted upon can be accessed electronically on the SEDAR website at [sedar.com](http://sedar.com).**

A shareholder may also request, free of charge, a copy of the relevant information circular by contacting the Company's Corporate Secretary at 20<sup>th</sup> floor – 250 Howe Street, Vancouver, British Columbia, Canada V6C 3R8, or at 604-762-6783 or through the Company's website [SouthGobi.com](http://SouthGobi.com).

You may also appoint a person other than the persons designated on this form of Proxy by following the instructions provided on the website.

(Please advise the Company of any change of address)