



SouthGobi
RESOURCES

SOUTHGOBI RESOURCES LTD.

南戈壁資源有限公司*

(A company continued under the laws of British Columbia, Canada with limited liability)

(Hong Kong Stock Code: 1878)

(Toronto Stock Code: SGQ)

Overseas Regulatory Announcement

This announcement is made by SouthGobi Resources Ltd. (the “**Company**”) pursuant to Rule 13.10B of the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange.

The following document of the Company was published on the website of the SEDAR filing system in Canada (www.sedar.com). It is enclosed hereto as overseas regulatory announcement.

By order of the Board

SouthGobi Resources Ltd.

Mao Sun

Lead Director

Vancouver, May 31, 2019

Hong Kong, June 3, 2019

As at the date of this announcement, the executive director of the Company is Mr. Shougao Wang; the independent non-executive directors are Messrs. Yingbin Ian He, Mao Sun and Ms. Jin Lan Quan; and the non-executive directors are Messrs. Wen Yao, Zhiwei Chen, Xiaoxiao Li and Ben Niu.

* *For identification purposes only*

SouthGobi Resources Ltd.
Report of Voting Results
(Section 11.3 of National Instrument 51-102)

In respect to the annual and special meeting of the shareholders of SouthGobi Resources Ltd. (the “Company”) held on May 30, 2019, (the “Meeting”), the following sets forth a brief description of each matter which was voted upon at the Meeting and the outcome of the vote:

Appointment of Auditors - PricewaterhouseCoopers LLP, Chartered Professional Accountants, was appointed as auditor of the Company to hold office for the ensuing year or until their successors are appointed. The ordinary resolution was passed by a majority of the votes cast by a show of hands.

The result of the vote by proxy with respect to the above matter is shown below:

Total votes in favour:	65,367,215 (100 %)
Total votes withheld:	0 (0 %)

Fixing the Number of Directors - The number of directors to be elected at the Meeting was fixed at eight. The ordinary resolution was passed by a majority of the votes cast by a show of hands.

The result of the vote by proxy with respect to the above matter is shown below:

Total votes in favour:	65,007,560 (98.17%)
Total votes against:	1,209,450 (1.83%)

Election of Directors – The eight director nominees set forth in the Company’s Management Proxy Circular dated April 23, 2019 (the “Circular”) were elected as directors to hold office for the ensuing year or until their successors are elected or appointed. The ordinary resolution was passed by a majority of the votes cast by ballot.

The result of the vote by ballot with respect to the above matter is shown below:

Zhiwei Chen	votes for:	64,941,161 (99.88%)
	votes withheld:	77,199 (0.12%)
Yingbin Ian He	votes for:	65,009,649 (99.99%)
	votes withheld:	8,711 (0.01%)
Xiaoxiao Li	votes for:	64,941,161 (99.88%)
	votes withheld:	77,199 (0.12%)
Ben Niu	votes for:	64,941,161 (99.88%)
	votes withheld:	77,199 (0.12%)
Jin Lan Quan	votes for:	65,009,649 (99.99%)
	votes withheld:	8,411 (0.01%)
Mao Sun	votes for:	65,009,649 (99.99%)
	votes withheld:	8,411 (0.01%)
Shougao Wang	votes for:	64,941,161 (99.88%)
	votes withheld:	77,199 (0.12%)
Wen Yao	votes for:	64,940,511 (99.88%)
	votes withheld:	77,849 (0.12%)

Ms. Lan Cheng did not stand for re-election at the Meeting. Following the Meeting, Ms. Cheng ceased to be a non-executive Director, and a member of the Health, Environment, Safety and Social Responsibility Committee.

2019 Deferral Agreement – In order to provide shareholders with additional time to vote their shares in respect of the ordinary resolution authorizing, approving and ratifying the 2019 Deferral Agreement (as such term is defined in the Circular), the Meeting was adjourned to 10:00 a.m. (Vancouver time) on Thursday, June 13, 2019 at the offices of Dentons Canada LLP, 20th Floor – 250 Howe Street, Vancouver, British Columbia.

Dated at Vancouver, British Columbia this 31st day of May, 2019.

SOUTHGOBI RESOURCES LTD.

"Allison Snetsinger"

By: _____
Allison Snetsinger
Corporate Secretary