



SouthGobi Resources Ltd.
**Management's Discussion and Analysis of Financial Condition and
Results of Operations**

September 30, 2020
(Expressed in U.S. dollars)

SouthGobi Resources Ltd.

Management's Discussion and Analysis

FORWARD-LOOKING STATEMENTS

Except for statements of fact relating to SouthGobi Resources Ltd. and its subsidiaries (collectively, the "Company"), certain information contained herein constitutes forward-looking statements. Forward-looking statements are frequently characterized by words such as "plan", "expect", "project", "intend", "believe", "anticipate", "could", "should", "seek", "likely", "estimate" and other similar words or statements that certain events or conditions "may" or "will" occur. Forward-looking statements relate to management's future outlook and anticipated events or results and are based on the opinions and estimates of management at the time the statements are made. Forward-looking statements in this Management's Discussion and Analysis of Financial Condition and Results of Operations ("MD&A") include, but are not limited to, statements regarding:

- the Company continuing as a going concern and its ability to realize its assets and discharge its liabilities in the normal course of operations as they become due;
- adjustments to the amounts and classifications of assets and liabilities in the Company's condensed consolidated interim financial statements and the impact thereof;
- the Company's expectations of sufficient liquidity and capital resources to meet its ongoing obligations and future contractual commitments, including the Company's ability to settle its trade payables, to secure additional funding and to meet its obligations under each of the China Investment Corporation (together with its wholly-owned subsidiaries and affiliates, "CIC") convertible debenture (the "CIC Convertible Debenture"), the 2020 June Deferral Agreement (as defined below), the 2020 May Deferral Agreement (as defined below), the 2020 April Deferral Agreement (as defined below), the 2020 March Deferral Agreement (as defined below), the 2020 February Deferral Agreement (as defined below), the 2020 November Deferral Agreement (as defined below), the 2019 Deferral Agreement (as defined below), the Amended and Restated Cooperation Agreement (as defined below) and the 2018 Bank Loan (as defined below), as the same become due;
- the Company's anticipated financing needs, development plans and future production levels;
- the ability of the Company to successfully apply for a revocation of the CTO (as defined below);
- the resumption of trading in the Common Shares on the TSX or HKEX;
- the Company entering into discussions with CIC regarding a potential debt restructuring plan with respect to the amounts owing to CIC;
- the results and impact of the Ontario class action (as described under Section 6 of this MD&A under the heading entitled "*Regulatory Issues and Contingencies – Class Action Lawsuit*");
- the estimates and assumptions included in the Company's impairment analysis and the possible impact of changes thereof;
- the agreement with Ejin Jinda and the payments thereunder (as described under Section 6 of this MD&A under the heading entitled "*Regulatory Issues and Contingencies – Toll Wash Plant Agreement with Ejin Jinda*");
- the ability of the Company to successfully recover the balance of its doubtful trade and notes receivables;
- the ability of the Company to enhance the operational efficiency and output throughput of the washing facilities at Ovoot Tolgoi;
- the ability to enhance the product value by conducting coal processing and coal washing;
- the impact of the Company's activities on the environment and actions taken for the purpose of mitigation of potential environmental impacts and planned focus on health, safety and environmental performance;
- the impact of the delays in the custom clearance process at the Ceke border on the Company's operations and the restrictions established by Chinese authorities on the import of F-grade coal into China;

SouthGobi Resources Ltd.

Management's Discussion and Analysis

- the impact of the Coronavirus Disease 2019 ("COVID-19") pandemic and closure of Mongolia's southern border with China on the Company's business, financial condition and operations;
- the ability of the Company to successfully appeal the decision of Mineral Resources and Petroleum Authority of Mongolia ("MRAM") to terminate the Soumber Licenses (as defined below) and the anticipated timing of the High Court of the Capital City's (the "High Court") ruling on the appeal;
- the ability of the Company to successfully negotiate an extension of the agreement with the third party contractor relating to the operation of the wash plant at the Ovoot Tolgoi mine site;
- the ability of the Company to successfully reinstate the Soumber Licenses;
- the future demand for coal in China;
- future trends in the Chinese coal industry;
- the Company's outlook and objectives for 2020 and beyond (as more particularly described under Section 11 of this MD&A under the heading entitled "*Outlook*"); and
- other statements that are not historical facts.

Forward-looking information is based on certain factors and assumptions described below and elsewhere in this MD&A, including, among other things: the current mine plan for the Ovoot Tolgoi mine; mining, production, construction and exploration activities at the Company's mineral properties; the costs relating to anticipated capital expenditures; the capacity and future toll rate of the paved highway; plans for the progress of mining license application processes; mining methods; the Company's anticipated business activities, planned expenditures and corporate strategies; management's business outlook, including the outlook for 2020 and beyond; currency exchange rates; operating, labour and fuel costs; the ability of the Company to successfully apply for a revocation of the CTO; the ability to remedy the Delisting Criteria (as defined below) of the TSX and to satisfy the Resumption Guidance (as defined below) of the HKEX; the ability of the Company to raise additional financing; the anticipated royalties payable under Mongolia's royalty regime; the future coal market conditions in China and the related impact on the Company's margins and liquidity; the anticipated impact of the COVID-19 pandemic; the assumption that the border crossings with China will remain open for coal exports; the anticipated demand for the Company's coal products; future coal prices, and the level of worldwide coal production. While the Company considers these assumptions to be reasonable based on the information currently available to it, they may prove to be incorrect. Forward-looking statements are subject to a variety of risks and uncertainties and other factors that could cause actual events or results to differ materially from those projected in the forward-looking statements. These risks and uncertainties include, among other things: the uncertain nature of mining activities, actual capital and operating costs exceeding management's estimates; variations in mineral resource and mineral reserve estimates; failure of plant, equipment or processes to operate as anticipated; the possible impacts of changes in mine life, useful life or depreciation rates on depreciation expenses; risks associated with, or changes to regulatory requirements (including environmental regulations) and the ability to obtain all necessary regulatory approvals; the potential expansion of the list of licenses published by the Government of Mongolia covering areas in which exploration and mining are purportedly prohibited on certain of the Company's mining licenses; the Government of Mongolia designating any one or more of the Company's mineral projects in Mongolia as a Mineral Deposit of Strategic Importance; the risk that the Company is unable to successfully apply for a revocation of the CTO; the risk that the Company is unable to remedy the Delisting Criteria within the deadline established by the TSX and the Common Shares becoming delisted from the TSX; the risk that the Company is unable to fulfill the conditions of the Resumption Guidance and the Common Shares becoming delisted from the HKEX; the risk of continued delays in the custom clearance process at the Ceke border; the restrictions established by Chinese authorities on the import of F-grade coal into China; the risk that Mongolia's southern borders with China will be the subject of further closures; the negative impact of the COVID-19 pandemic on the demand for coal and the economy generally in China; the risk that the COVID-19 pandemic is not effectively controlled in China and Mongolia; the risk that the Company's existing coal inventories are unable to sufficiently satisfy expected sales demand; the possible impact of changes to the inputs to the valuation model used to value the embedded derivatives in the CIC Convertible Debenture; the risk of the Company failing to successfully

SouthGobi Resources Ltd.

Management's Discussion and Analysis

negotiate favorable repayment terms on the TRQ Reimbursable Amount (as described under Section 5 of this MD&A under the heading entitled "Liquidity and Capital Management – Costs Reimbursable to Turquoise Hill Resources Ltd"); the risk of CIC accelerating all amounts outstanding under the CIC Convertible Debenture and enforcing payment thereof; the risk of the Company or its subsidiaries defaulting under its existing debt obligations, including the 2020 June Deferral Agreement, the 2020 May Deferral Agreement, the 2020 April Deferral Agreement, the 2020 March Deferral Agreement, the 2020 February Deferral Agreement, the 2020 November Deferral Agreement, the 2019 Deferral Agreement, the Amended and Restated Cooperation Agreement and the 2018 Bank Loan; the impact of amendments to, or the application of, the laws of Mongolia, China and other countries in which the Company carries on business; modifications to existing practices so as to comply with any future permit conditions that may be imposed by regulators; delays in obtaining approvals and lease renewals; the risk of fluctuations in coal prices and changes in China and world economic conditions; the outcome of the Class Action (as described under Section 6 of this MD&A under the heading entitled "*Regulatory Issues and Contingencies – Class Action Lawsuit*") and any damages payable by the Company as a result; the impact of the internal investigation conducted by the Special Committee; the risk that the Company is unable to successfully negotiate a debt restructuring plan with respect to the amounts owing to CIC; the risk that the calculated sales price determined by the Company for the purposes of determining the amount of royalties payable to the Mongolian government is deemed as being "non-market" under Mongolian tax law; customer credit risk; cash flow and liquidity risks; risks relating to the Company's decision to suspend activities relating to the development of the Ceke Logistics Park project, including the risk that its investment partner may initiate legal action against the Company for failing to comply with the underlying agreements governing project development; risks relating to the ability of the Company to enhance the operational efficiency and the output throughput of the washing facilities at Ovoot Tolgoi; risks relating to the Company's ability to successfully appeal MRAM's decision to terminate the Soumber Licenses and delays in receiving the High Court's ruling on the appeal; the risk that the Company is unable to successfully negotiate an extension of the agreement with the third party contractor relating to the operation of the wash plant at the Ovoot Tolgoi mine site and risks relating to the Company's ability to raise additional financing and to continue as a going concern. Please see Section 10 of this MD&A under the heading entitled "*Risk Factors*" for a discussion of these and other risks and uncertainties relating to the Company and its operations. This list is not exhaustive of the factors that may affect any of the Company's forward-looking statements.

Due to assumptions, risks and uncertainties, including the assumptions, risks and uncertainties identified above and elsewhere in this MD&A, actual events may differ materially from current expectations. The Company uses forward-looking statements because it believes such statements provide useful information with respect to the currently expected future operations and financial performance of the Company, and cautions readers that the information may not be appropriate for other purposes. Except as required by law, the Company undertakes no obligation to update forward-looking statements if circumstances or management's estimates or opinions should change. The reader is cautioned not to place undue reliance on the forward-looking statements, which speak only as of the date of this MD&A; they should not rely upon this information as of any other date.

SouthGobi Resources Ltd.

Management's Discussion and Analysis

TABLE OF CONTENTS

	Page
1. Overview.....	7
Significant Events and Highlights.....	7
2. Overview of Operational Data and Financial Results.....	14
3. Non-IFRS Financial Measures.....	21
4. Properties.....	22
Operating Mine.....	23
Mining Operations.....	23
5. Liquidity and Capital Resources.....	24
6. Regulatory Issues and Contingencies.....	33
7. Outstanding Share Data.....	36
8. Disclosure Controls and Procedures and Internal Controls Over Financial Reporting.....	36
9. Critical Accounting Estimates and Judgments.....	36
10. Risk Factors.....	36
11. Outlook.....	37

SouthGobi Resources Ltd.

Management's Discussion and Analysis

INTRODUCTION

This MD&A is dated as of January 4, 2021 and should be read in conjunction with the condensed consolidated interim financial statements of the Company and the notes thereto for the three and nine months ended September 30, 2020. The Company's condensed consolidated interim financial statements have been prepared in accordance with International Accounting Standard 34 - "Interim Financial Reporting" using accounting policies in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB").

The condensed consolidated interim financial statements are presented in the U.S. Dollar, which is the functional currency of the Company and its controlled subsidiaries, except as subsequently mentioned.

The functional currency of the Company's Chinese subsidiaries (SouthGobi Trading (Beijing) Co., Ltd., Inner Mongolia SouthGobi Energy Co., Ltd., and Inner Mongolia SouthGobi Enterprise Co., Ltd.) was Renminbi ("RMB") and the functional currency of the Company's Mongolian operations (SouthGobi Sands LLC ("SGS"), Mazaalai Resources LLC, Mazaatt Holdings LLC and Dayarbulag LLC, RDCC LLC), was the Mongolian Tugrik ("MNT").

All figures in this MD&A are presented in U.S. dollars unless otherwise stated.

Disclosure of a scientific or technical nature in this MD&A in respect of the Company's material mineral projects was prepared by or under the supervision of the individuals set out in the table below, each of whom is a "Qualified Person" as that term is defined in National Instrument 43-101 – *Standards of Disclosure for Mineral Projects* ("NI 43-101") of the Canadian Securities Administrators:

Property	Qualified Persons	Field of Expertise	Relationship to Company
Ovoot Tolgoi	Dr. Weiliang Wang	Resources	Independent Consultant
Ovoot Tolgoi	Vincent Li	Reserves	Independent Consultant
Zag Suuj	Merryl Peterson	Resources	Independent Consultant

Disclosure of a scientific or technical nature relating to the Ovoot Tolgoi Mine contained in this MD&A is derived from a technical report (the "Ovoot Tolgoi Technical Report") prepared in accordance with NI 43-101 on the Ovoot Tolgoi Mine dated May 15, 2017, prepared by Dr. Weiliang Wang, Mr. Vincent Li and Mr. Larry Li of Dragon Mining Consulting Limited ("DMCL"). A copy of the Ovoot Tolgoi Technical Report is available under the Company's profile on SEDAR at www.sedar.com. DMCL has not reviewed or updated the Ovoot Tolgoi Technical Report since the date of publishing.

Disclosure of a scientific or technical nature relating to the Zag Suuj Deposit contained in this MD&A is derived from a technical report (the "Zag Suuj Technical Report") prepared in accordance with NI 43-101 on the Zag Suuj Deposit dated March 25, 2013, prepared by Minarco-MineConsult. A copy of the Zag Suuj Technical Report is available under the Company's profile on SEDAR at www.sedar.com. The Zag Suuj Technical Report is effective as at March 25, 2013. Minarco-MineConsult has not reviewed or updated the Zag Suuj Technical Report since the date of publishing.

SouthGobi Resources Ltd.

Management's Discussion and Analysis

1. OVERVIEW

The Company is an integrated coal mining, development and exploration company with 284 employees as at September 30, 2020. The Company's common shares ("Common Shares") are listed for trading on the Toronto Stock Exchange ("TSX") under the symbol SGQ and on the Hong Kong Stock Exchange ("HKEX") under the stock code symbol 1878.

The Company owns a 100% interest in the Ovoot Tolgoi open pit coal mine (the "Ovoot Tolgoi Mine") and the Zag Suuj Deposit. These projects are located in the Umnugobi Aimag (South Gobi Province) of Mongolia, all of which are located within 150 kilometers ("km") of each other and in close proximity to the Mongolia-China border.

The Ovoot Tolgoi Mine, strategically located approximately 40km from the Shivee Khuren-Ceke crossing at the Mongolia-China border ("Shivee Khuren Border Crossing"), is the Company's flagship asset. The Company commenced mining at the Ovoot Tolgoi Mine in 2008. The Company sells a portion of its coal at the mine-gate to Chinese customers, while the remaining coal inventory is transported to China and sold via its Chinese subsidiaries at the stockyards in Ceke (Ceke, on the Chinese side of the Shivee Khuren Border Crossing, which is a major Chinese coal distribution terminal with rail connections to key coal markets in China) or certain designated locations in China as requested by customers.

Saleable products from the Ovoot Tolgoi Mine primarily consist of SouthGobi standard ("Standard") and SouthGobi premium ("Premium") semi-soft coking coal products. Some higher ash content product is washed and sold as semi-soft coking coal product while some of the unwashed product is sold as a thermal coal product, as and when the market allows.

Significant Events and Highlights

The Company's significant events and highlights for the three months ended September 30, 2020 and the subsequent period to January 4, 2021 are as follows:

- **Operating Results** – The Company increased sales volume to 1.0 million tonnes for the third quarter of 2020 from 0.8 million tonnes for the third quarter of 2019. The average selling price of coal decreased from \$35.0 per tonne in the third quarter of 2019 to \$31.6 per tonne in the third quarter of 2020 as a result of a higher portion of sales made at the mine gate instead of transporting the coal to the Company's Inner Mongolia subsidiary and selling to third party customers within China.
- **Financial Results** – The Company recorded a gross profit of \$10.9 million in the third quarter of 2020 compared to \$12.8 million in the third quarter of 2019 while a \$1.1 million net profit was recorded in the third quarter of 2020 compared to \$2.1 million in the third quarter of 2019. The financial results were impacted by the reduced gross profit as a result of a lower average selling price achieved during the quarter.
- **Impact of the COVID-19 Pandemic** – The Company was informed that effective as of February 11, 2020, the Mongolian State Emergency Commission closed Mongolia's southern border with China in order to prevent the spread of COVID-19. Accordingly, the Company suspended coal exports to China beginning as of February 11, 2020 as a result of the border closure.

On March 28, 2020, the Mongolian-Chinese border was re-opened for coal export on a trial basis, with a limit imposed on the total volume of coal that was permitted to be exported during this trial period. The Company has experienced a continuous improvement in the volume of coal exported to China since March 28, 2020. During the period between April to December 2020, an aggregate of 2.4 million

SouthGobi Resources Ltd.

Management's Discussion and Analysis

tonnes of coal was exported by the Company from Mongolia to China, as compared to an aggregate of 2.6 million tonnes of coal during the same period in the 2019 calendar year.

The border closure had an adverse impact on the Company's sales and cash flows in the first and second quarter of 2020. In order to mitigate the financial impact of the border closures and preserve its working capital, the Company temporarily ceased major mining operations (including coal mining), reduced production to only coal-blending activities and placed approximately half of its workforce on furlough from February 2020. Since August 2, 2020, the Company has resumed its mining operations, which includes mining, blending and washing of coal. As at December 31, 2020, SGS employed 237 employees at the Ovoot Tolgoi Mine site (December 31, 2019: 383 employees). The Company produced 1.5 million tonnes from August to December 2020, as compared to 2.3 million tonnes from August to December 2019. There were a few COVID-19 cases reported in Ulaanbaatar (being the capital city of Mongolia) on November 11, 2020. As a result, the Mongolian local authorities have taken certain precautionary steps to minimize further transmission and announced a lockdown of Ulaanbaatar effective as of November 12, 2020. Although the Company's mining operations and the export of coal from Mongolia to China continues as of the date hereof, there can be no guarantee that the Company will be able to continue exporting coal to China, or the border crossings would not be the subject of additional closures as a result of COVID-19 in the future. The Company will continue to closely monitor the development of the COVID-19 pandemic and the impact it has on coal exports to China and will react promptly to preserve the working capital of the Company.

In the event that the Company's ability to export coal into the Chinese market becomes restricted or limited again as a result of any future restrictions which may be implemented at the Mongolian-Chinese border crossing, this is expected to have a material adverse effect on the business and operations of the Company and may negatively affect the price and volatility of the Common Shares and any investment in such shares could suffer a significant decline or total loss in value.

- **CIC Convertible Debenture** – On April 23, 2019, the Company executed a deferral agreement (the "2019 Deferral Agreement") with CIC in relation to a deferral and revised repayment schedule in respect of (i) \$41.8 million of outstanding cash and payment in kind interest ("PIK Interest") and associated costs due and payable to CIC on November 19, 2018 (the "Outstanding Interest Payable") under the CIC Convertible Debenture and a deferral agreement executed with CIC on June 12, 2017 (the "June 2017 Deferral Agreement"); and (ii) \$27.9 million of cash and PIK Interest payments payable to CIC under the CIC Convertible Debenture from April 23, 2019 to and including May 19, 2020 (the "Deferral"). Pursuant to Section 501(c) of the TSX Company Manual, the 2019 Deferral Agreement was approved at the Company's adjourned annual and special meeting of shareholders on June 13, 2019.

The key repayment terms of the 2019 Deferral Agreement are: (i) the Company agreed to pay a total of \$14.3 million over eight instalments from November 2019 to June 2020; (ii) the Company agreed to pay the PIK Interest covered by the Deferral by way of cash payments, rather than the issuance of Common Shares; and (iii) the Company agreed to pay the remaining balance of \$62.6 million on June 20, 2020. The Company agreed to pay a deferral fee at a rate of 6.4% per annum in consideration of the deferred amounts.

As a condition to agreeing to the Deferral, CIC required that the mutual co-operation agreement (the "Cooperation Agreement") dated November 19, 2009 between SGS and CIC, be amended and restated (the "Amended and Restated Cooperation Agreement") to clarify the manner in which the service fee (the "Management Fee") payable to CIC under the Cooperation Agreement is calculated, with effect as of January 1, 2017. Specifically, the Management Fee under the Amended and Restated Cooperation Agreement is determined based on the net revenues realized by the Company and all of its subsidiaries derived from sales into China (rather than the net revenues realized by the Company and its Mongolian subsidiaries as currently contemplated under the Cooperation Agreement). As consideration for

SouthGobi Resources Ltd.

Management's Discussion and Analysis

deferring payment of the additional Management Fee payable to CIC as a result of the Amended and Restated Cooperation Agreement, the Company agreed to pay to CIC a deferral fee at the rate of 2.5% on the outstanding Management Fee. Pursuant to the Amended and Restated Cooperation Agreement, the Company agreed to pay CIC the total outstanding Management Fee and related accrued deferral fee of \$4.2 million over six instalments from June 2019 to November 2019. The Company executed the Amended and Restated Cooperation Agreement with CIC on April 23, 2019.

Pursuant to their terms, both the 2019 Deferral Agreement and the Amended and Restated Cooperation Agreement became effective on June 13, 2019, being the date on which the 2019 Deferral Agreement was approved by shareholders at the Company's adjourned annual and special meeting of shareholders.

In connection with the 2019 Deferral Agreement, the Company also announced that it intends to discuss a potential debt restructuring plan with respect to amounts owing to CIC which is mutually beneficial to the Company and CIC; and to form a special committee comprised of independent directors to ensure that the interests of its minority shareholders are fairly considered in the negotiation and review of any such restructuring; however, there can be no assurance that a favorable outcome will be reached. As of the date hereof, there has not been any significant progress in relations to the restructuring plan.

On February 19, 2020, the Company and CIC entered into an agreement (the "2020 February Deferral Agreement") pursuant to which CIC agreed to grant the Company a deferral of: (i) deferred cash interest and deferral fees of \$1.3 million and \$2.0 million (collectively, the "2020 February Deferral Amounts") which were due and payable to CIC on January 19, 2020 and February 19, 2020, respectively, under the 2019 Deferral Agreement; and (ii) approximately \$0.7 million of the Management Fee which was due and payable on February 14, 2020 to CIC under the Amended and Restated Cooperation Agreement. The 2020 February Deferral Agreement became effective on March 10, 2020, being the date on which the Company obtained the requisite acceptance of the 2020 February Deferral Agreement from the TSX as required under applicable TSX rules.

The principal terms of the 2020 February Deferral Agreement are as follows:

- Payment of the 2020 February Deferral Amounts will be deferred until June 20, 2020, while the Management Fee will be deferred until they are repaid by the Company.
- As consideration for the deferral of these amounts, the Company agreed to pay CIC: (i) a deferral fee equal to 6.4% per annum on the 2020 February Deferral Amounts, commencing on the date on which each such 2020 February Deferral Amount would otherwise have been due and payable under the 2019 Deferral Agreement; and (ii) a deferral fee equal to 2.5% per annum on the Management Fee, commencing on the date on which the Management Fee would otherwise have been due and payable under the Amended and Restated Cooperation Agreement.
- The Company agreed to provide CIC with monthly updates regarding its operational and financial affairs.
- As the Company anticipated prior to agreeing to the 2020 February Deferral Agreement that a deferral was likely required in respect of the monthly payments due and payable in the period between April 2020 and June 2020 under the 2019 Deferral Agreement and Amended and Restated Cooperation Agreement, the Company and CIC agreed to discuss in good faith a deferral of these payments on a monthly basis as they become due.
- The Company agreed to comply with all of its obligations under the 2019 Deferral Agreement and the Amended and Restated Cooperation Agreement, as amended by the 2020 February Deferral Agreement.
- The Company and CIC agreed that nothing in the 2020 February Deferral Agreement prejudices CIC's rights to pursue any of its remedies at any time pursuant to the 2019 Deferral Agreement and Amended and Restated Cooperation Agreement, respectively.

SouthGobi Resources Ltd.

Management's Discussion and Analysis

On March 10, 2020, the Company agreed with CIC (the "2020 March Deferral Agreement") that the \$2.0 million of deferred cash interest and deferral fees which were due and payable to CIC on March 19, 2020 under the 2019 Deferral Agreement (the "2020 March Deferral Amount") will be deferred until June 20, 2020. The terms of the 2020 March Deferral Agreement are substantially the same as the terms of the 2020 February Deferral Agreement, including that the Company agreed to pay CIC a deferral fee equal to 6.4% per annum on the 2020 March Deferral Amount, commencing on March 19, 2020. The 2020 March Deferral Agreement became effective on March 25, 2020, being the date on which the Company obtained the requisite acceptance of the 2020 March Deferral Agreement from the TSX as required under applicable TSX rules.

On April 10, 2020, the Company agreed with CIC (the "2020 April Deferral Agreement") that the \$2.0 million of deferred cash interest and deferral fees which were due and payable to CIC on April 19, 2020 under the 2019 Deferral Agreement (the "2020 April Deferral Amount") will be deferred until June 20, 2020. The terms of the 2020 April Deferral Agreement are substantially the same as the terms of the 2020 February Deferral Agreement, including that the Company agreed to pay CIC a deferral fee equal to 6.4% per annum on the 2020 April Deferral Amount, commencing on April 19, 2020. The 2020 April Deferral Agreement became effective on April 29, 2020, being the date on which the Company obtained the requisite acceptance of the 2020 April Deferral Agreement from the TSX as required under applicable TSX rules.

On May 8, 2020, the Company agreed with CIC (the "2020 May Deferral Agreement") that the deferred cash interest and deferral fees of \$2.0 million which were due and payable to CIC on May 19, 2020 under the 2019 Deferral Agreement; and approximately \$0.2 million of Management Fees which were due and payable on May 15, 2020 to CIC under the Amended and Restated Cooperation Agreement (collectively, the "2020 May Deferral Amount") will be deferred until June 20, 2020. The terms of the 2020 May Deferral Agreement are substantially the same as the terms of the 2020 February Deferral Agreement, including that the Company agreed to pay CIC a deferral fee equal to 6.4% per annum on the deferred cash interest and deferral fees commencing on May 19, 2020 and a deferral fee equal to 2.5% per annum on the deferred Management Fees commencing on May 15, 2020. The 2020 May Deferral Agreement became effective on June 8, 2020, being the date on which the Company obtained the requisite acceptance of the 2020 May Deferral Agreement from the TSX as required under applicable TSX rules.

On June 19, 2020, the Company agreed with CIC (the "2020 June Deferral Agreement") that the deferred cash interest and deferral fees in the aggregate amount of approximately \$74.0 million (the "2020 June Deferral Amount") which were due and payable to CIC on June 19, 2020 under the 2019 Deferral Agreement and the prior deferral agreements entered into during the period between February to May 2020 will be deferred until September 14, 2020. The terms of the 2020 June Deferral Agreement are substantially the same as the terms of the 2020 February Deferral Agreement, including that the Company agreed to pay CIC a deferral fee equal to 6.4% per annum on the 2020 June Deferral Amount commencing on June 19, 2020. The 2020 June Deferral Agreement became effective on July 17, 2020, being the date on which the Company obtained the requisite acceptance of the 2020 June Deferral Agreement from the TSX as required under applicable TSX rules.

On November 19, 2020, the Company and CIC entered into an agreement (the "2020 November Deferral Agreement") pursuant to which CIC agreed to grant the Company a deferral of: (i) deferred cash interest and deferral fees of approximately \$75.2 million which were due and payable to CIC on or before September 14, 2020, under the 2020 June Deferral Agreement; (ii) semi-annual cash interest payments in the aggregate amount of \$16.0 million payable to CIC on November 19, 2020 and May 19, 2021; (iii) \$4.0 million worth of PIK Interest shares ("2020 November PIK Interest") issuable to CIC on November 19, 2020 under the CIC Convertible Debenture; and (iv) the Management Fee which payable to CIC on November 14, 2020, February 14, 2021, May 15, 2021, August 14, 2021 and November 14,

SouthGobi Resources Ltd.

Management's Discussion and Analysis

2021 under the Amended and Restated Cooperation Agreement (collectively, the "2020 November Deferral Amounts"). The effectiveness of the 2020 November Deferral Agreement and the respective covenants, agreements and obligations of each party under the 2020 November Deferral Agreement are subject to the Company obtaining the requisite approval of the 2020 November Deferral Agreement from the Company's shareholders in accordance with applicable TSX rules. On October 29, 2020, the Company obtained an order from the British Columbia Securities Commission ("BCSC"), the Company's principal securities regulator in Canada, which partially revoked the CTO (as defined below) to, amongst other things, permit the Company to execute the 2020 November Deferral Agreement.

The principal terms of the 2020 November Deferral Agreement are as follows:

- Payment of the 2020 November Deferral Amounts will be deferred until August 31, 2023.
- CIC agreed to waive its rights arising from any default or event of default under the CIC Convertible Debenture as a result of trading in the Common Shares being halted on the TSX beginning as of June 19, 2020 and suspended on the HKEX beginning as of August 17, 2020, in each case for a period of more than five trading days.
- As consideration for the deferral of the 2020 November Deferral Amounts, the Company agreed to pay CIC: (i) a deferral fee equal to 6.4% per annum on the 2020 November Deferral Amounts payable under the CIC Convertible Debenture and the 2020 June Deferral Agreement, commencing on the date on which each such 2020 November Deferral Amount would otherwise have been due and payable under the CIC Convertible Debenture or the 2020 June Deferral Agreement, as applicable; and (ii) a deferral fee equal to 2.5% per annum on the 2020 November Deferral Amounts payable under the Amended and Restated Cooperation Agreement, commencing on the date on which the Management Fee would otherwise have been due and payable under the Amended and Restated Cooperation Agreement.
- The 2020 November Deferral Agreement does not contemplate a fixed repayment schedule for the 2020 November Deferral Amounts and related deferral fees. Instead, the Company and CIC would agree to assess in good faith the Company's financial condition and working capital position on a monthly basis and determine the amount, if any, of the 2020 November Deferral Amounts and related deferral fees that the Company is able to repay under the CIC Convertible Debenture, the 2020 June Deferral Agreement or the Amended and Restated Cooperation Agreement, having regard to the working capital requirements of the Company's operations and business at such time and with the view of ensuring that the Company's operations and business would not be materially prejudiced as a result of any repayment.
- Commencing as of November 19, 2020 and until such time as the November 2020 PIK Interest is fully repaid, CIC reserves the right to require the Company to pay and satisfy the amount of the November 2020 PIK Interest, either in full or in part, by way of issuing and delivering PIK interest shares in accordance with the CIC Convertible Debenture provided that, on the date of issuance of such shares, the Common Shares are listed and trading on at least one stock exchange.
- If at any time before the 2020 November Deferral Amounts and related deferral fees are fully repaid, the Company proposes to appoint, replace or terminate one or more of its Chief Executive Officer, its Chief Financial Officer or any other senior executive(s) in charge of its principal business function or its principal subsidiary, then the Company must first consult with, and obtain written consent from CIC prior to effecting such appointment, replacement or termination.

Until such time as the 2020 November Deferral Agreement is approved by the Company's shareholders and the deferral and waiver thereunder in favour of the Company become effective, the Company remains in default under the CIC Convertible Debenture and 2020 June Deferral Agreement and CIC may declare the amounts owing thereunder immediately due and payable, and may take steps to enforce payment thereof, which would have a material adverse effect on the business and operations of the Company and could negatively affect the price and volatility of the Common Shares and any investment in such shares could suffer a significant decline or lost in value.

SouthGobi Resources Ltd.

Management's Discussion and Analysis

- **Cease Trade Order and Halt Trading on TSX** – On June 19, 2020, the BCSC issued a general “failure to file” cease trade order (“CTO”), to prohibit the trading by any person of any securities of the Company in Canada. Trading in the Common Shares on the TSX was halted as a result of the CTO. The CTO was issued as of result of the Company’s failure to file: (i) its annual consolidated financial statements for the year ended December 31, 2019 and the accompanying Management’s Discussion & Analysis; (ii) its Annual Information Form for the year ended December 31, 2019; and (iii) its condensed consolidated interim financial statements for the three-month period ended March 31, 2020 and accompanying Management’s Discussion & Analysis, in each case prior to the filing deadline of June 15, 2020.

The CTO will remain in effect until such time as the Company makes a successful application to the BCSC to have the CTO revoked. While the Company is taking such actions as it considers necessary in order to remedy its filing defaults as soon as possible, there can be no assurance that the Company will have the CTO lifted in a timely manner or at all. For so long as the CTO remains in effect, it will have a significant adverse impact on the liquidity of the Common Shares and shareholders may suffer a significant decline or total loss in value of its investment in the Common Shares as a result.

- **Suspension of Trading on HKEX** – At the request of the Company, trading in the shares of the Company on the HKEX was suspended with effect as of August 17, 2020 pending the publication of the audited annual results of the Company for the year ended December 31, 2019.

On September 2, 2020, the Company received a letter from the HKEX setting out the following resumption guidance for the resumption of trading in the Common Shares on the HKEX (the “Resumption Guidance”): (i) publish all outstanding financial results and address any audit modifications; (ii) inform the market of all material information for the Company’s shareholders and investors to appraise its position; and (iii) announce quarterly updates on the Company’s developments under Rules 13.24A of the HKEX’s Listing Rules, including, amongst other relevant matters, its business operations, its resumption plan and the progress of implementation.

On September 30, 2020, the Company was notified by the HKEX of the following additional condition which must be satisfied in order for trading in the Common Shares on the HKEX to resume: resolve issues arising from the CTO and/or the TSX Delisting Review (as defined below), or take steps to the satisfaction of the HKEX that the Company will be eligible for a primary listing on the HKEX.

On December 8, 2020, the Company was notified by the HKEX of the following additional condition which must be satisfied in order for trading in the Common Shares on the HKEX to resume: demonstrate compliance with Rule 13.24 of the HKEX listing rules which requires that an issuer carry out a business with a sufficient level of operations and assets of sufficient value to support its operations to warrant the continued listing of the issuer's securities.

If the Company fails to remedy the issues causing its trading suspension, fully comply with the Listing Rules to the HKEX’s satisfaction and resume trading in its shares on the HKEX by February 16, 2022, the HKEX’s Listing Division will recommend to the HKEX’s Listing Committee that it proceed with the cancellation of the Company’s HKEX listing. Under Rules 6.01 and 6.10 of the Listing Rules, the HKEX also has the right to impose a shorter specific remedial period, where appropriate.

SouthGobi Resources Ltd.

Management's Discussion and Analysis

- **TSX Delisting Review** – On September 11, 2020, the TSX notified the Company that it is reviewing the eligibility for continued listing of the Common Shares on the TSX pursuant to the TSX's Remedial Review Process ("TSX Delisting Review"). On December 16, 2020, the TSX accepted the Company's request for a 60 day extension of the TSX Delisting Review process and the Company has been granted until February 16, 2021 to remedy the following delisting criteria, as well as any other delisting criteria that become applicable during the Remedial Review Process: (i) financial condition and/or operating results; (ii) adequate working capital and appropriate capital structure; and (iii) disclosure issues (collectively, the "Delisting Criteria").

The TSX Continued Listing Committee has scheduled a meeting to be held on February 11, 2021 to consider whether or not to suspend trading in and delist the Common Shares on the TSX. If the Company fails to demonstrate to the TSX that it has remedied the Delisting Criteria on or before February 16, 2021, the Common Shares will be delisted from the TSX 30 days from such date.

- **Changes in Directors**

Mr. Xiaoxiao Li: Mr. Li resigned as a non-executive director on November 13, 2020.

Ms. Ka Lee Ku: Ms. Ku was appointed as a non-executive director on December 9, 2020.

- **Going Concern** – Several adverse conditions and material uncertainties relating to the Company cast significant doubt upon the going concern assumption which includes the deficiencies in assets and working capital.

See section 5 of this MD&A under the heading entitled "Liquidity and Capital Resources" and Section 10 of this MD&A under the heading entitled "Risk Factors" for details.

SouthGobi Resources Ltd.

Management's Discussion and Analysis

2. OVERVIEW OF OPERATIONAL DATA AND FINANCIAL RESULTS

Summary of Operational Data

	Three months ended		Nine months ended	
	September 30,		September 30,	
	2020	2019	2020	2019
Sales Volumes, Prices and Costs				
Premium semi-soft coking coal				
Coal sales (<i>millions of tonnes</i>)	0.35	0.05	0.63	0.28
Average realized selling price (<i>per tonne</i>)	\$ 30.17	\$ 31.49	\$ 29.48	\$ 38.27
Standard semi-soft coking coal/ premium thermal coal				
Coal sales (<i>millions of tonnes</i>)	0.54	0.51	0.93	1.95
Average realized selling price (<i>per tonne</i>)	\$ 30.80	\$ 31.67	\$ 31.71	\$ 33.87
Standard thermal coal				
Coal sales (<i>millions of tonnes</i>)	-	-	-	0.09
Average realized selling price (<i>per tonne</i>)	\$ -	\$ -	\$ -	\$ 29.43
Washed coal				
Coal sales (<i>millions of tonnes</i>)	0.10	0.25	0.12	0.43
Average realized selling price (<i>per tonne</i>)	\$ 41.30	\$ 42.37	\$ 41.64	\$ 43.10
Total				
Coal sales (<i>millions of tonnes</i>)	0.99	0.81	1.68	2.75
Average realized selling price (<i>per tonne</i>)	\$ 31.63	\$ 34.98	\$ 31.58	\$ 35.54
Raw coal production (<i>millions of tonnes</i>)	0.52	1.21	0.53	3.57
Cost of sales of product sold (<i>per tonne</i>)	\$ 20.23	\$ 19.16	\$ 21.70	\$ 22.17
Direct cash costs of product sold (<i>per tonne</i>) ⁽ⁱ⁾	\$ 12.38	\$ 18.03	\$ 11.57	\$ 15.03
Mine administration cash costs of product sold (<i>per tonne</i>) ⁽ⁱ⁾	\$ 1.15	\$ 1.09	\$ 1.47	\$ 1.26
Total cash costs of product sold (<i>per tonne</i>) ⁽ⁱ⁾	\$ 13.53	\$ 19.12	\$ 13.04	\$ 16.29
Other Operational Data				
Production waste material moved (<i>millions of bank cubic meters</i>)	1.67	4.36	2.24	14.61
Strip ratio (<i>bank cubic meters of waste material per tonne of coal produced</i>)	3.20	3.61	4.24	4.09
Lost time injury frequency rate ⁽ⁱⁱ⁾	-	0.08	0.04	0.05

(i) A non-IFRS financial measure, see section 3. Cash costs of product sold exclude idled mine asset cash costs.

(ii) Per 200,000 man hours and calculated based on a rolling 12-month average.

Overview of Operational Data

For the three months ended September 30, 2020

The Company ended the third quarter of 2020 without a lost time injury. For the three months ended September 30, 2019, the Company had a lost time injury frequency rate of 0.08 per 200,000 man hours.

The average selling price of coal decreased from \$35.0 per tonne in the third quarter of 2019 to \$31.6 per tonne in the third quarter of 2020 as a result of a higher portion of sales made at the mine gate instead of transporting the coal to the Company's Inner Mongolia subsidiary and selling to third party customers within China.

The product mix for the third quarter of 2020 consisted of approximately 35% of premium semi-soft coking coal, 55% of standard semi-soft coking coal/premium thermal coal and 10% of washed coal compared to approximately 6% of premium semi-soft coking coal, 63% of standard semi-soft coking coal/premium thermal coal and 31% of washed coal in the third quarter of 2019.

SouthGobi Resources Ltd.

Management's Discussion and Analysis

The Company sold 1.0 million tonnes for the third quarter of 2020 as compared to 0.8 million tonnes for the third quarter of 2019.

The Company's production in the third quarter of 2020 was lower than the third quarter of 2019 as a result of the temporary cessation of the Company's major mining operations (including coal mining) which took effect in February 2020 for the purpose of mitigating the financial impact of the border closures and preserving the Company's working capital, yielding 0.5 million tonnes for the third quarter of 2020 as compared to 1.2 million tonnes for the third quarter of 2019.

The Company's unit cost of sales of product sold for the third quarter of 2020 was \$20.2 per tonne, which is similar to \$ 19.2 per tonne for the third quarter of 2019.

For the nine months ended September 30, 2020

The Company sold 1.7 million tonnes for the first nine months of 2020 as compared to 2.8 million tonnes for the first nine months of 2019 due to suspension of coal exports to China beginning as of February 11, 2020 as a result of the closure of Mongolia's southern border with China in order to prevent of the spread of COVID-19 and the subsequent export volume limitation imposed following the reopening of the Mongolian-Chinese border on a trial basis on March 28, 2020. The average selling price decreased from \$35.5 per tonne for the first nine months of 2019 to \$31.6 per tonne for the first nine months of 2020. The decrease was mainly driven by a higher portion of sales made at the mine gate instead of transporting the coal to the Company's Inner Mongolia subsidiary and selling to third party customers within China during the first nine months of 2020.

The Company's production in the first nine months of 2020 was much lower than the first nine months of 2019 as a result of the temporary cessation of the Company's major mining operations (including coal mining) which took effect in February 2020 for the purpose of mitigating the financial impact of the border closures and preserving the Company's working capital.

The Company's unit cost of sales of product sold for the first nine months of 2020 was \$21.7 per tonne, which is similar to the first nine months of 2019.

SouthGobi Resources Ltd.

Management's Discussion and Analysis

Summary of Financial Results

	Three months ended September 30,		Nine months ended September 30,	
	2020	2019	2020	2019
<i>\$ in thousands, except per share information</i>				
Revenue ⁽ⁱ⁾	\$ 30,960	\$ 28,309	\$ 52,072	\$ 97,599
Cost of sales ⁽ⁱ⁾	(20,027)	(15,518)	(36,464)	(60,954)
Gross profit excluding idled mine asset costs ⁽ⁱⁱ⁾	11,789	13,664	19,537	39,339
Gross profit	10,933	12,791	15,608	36,645
Other operating expenses	(575)	(1,245)	(5,255)	(3,992)
Administration expenses	(1,789)	(2,074)	(4,851)	(8,061)
Evaluation and exploration expenses	(63)	(22)	(171)	(70)
Profit from operations	8,506	9,450	5,331	24,522
Finance costs	(9,885)	(7,184)	(24,250)	(20,915)
Finance income	2,583	68	2,600	4,381
Share of earnings of a joint venture	660	277	882	1,104
Income tax expense	(793)	(468)	(2,425)	(2,708)
Net profit/(loss) attributable to equity holders of the Company	1,071	2,143	(17,862)	6,384
Basic and diluted earnings/(loss) per share	\$ -	\$ 0.01	\$ (0.07)	\$ 0.02

(i) Revenue and cost of sales related to the Company's Ovoot Tolgoi Mine within the Coal Division operating segment. Refer to note 3 of the condensed consolidated interim financial statements for further analysis regarding the Company's reportable operating segments. Royalties have been reclassified from revenue to cost of sales.

(ii) A non-IFRS financial measure, idled mine asset costs represents the depreciation expense relates to the Company's idled plant and equipment.

Overview of Financial Results

For the three months ended September 30, 2020

The Company recorded a gross profit of \$10.9 million in the third quarter of 2020 compared to \$12.8 million in the third quarter of 2019 while a \$1.1 million net profit was recorded in the third quarter of 2020 compared to \$2.1 million in the third quarter of 2019. The financial results were impacted by the reduced gross profit as a result of a lower average selling price achieved during the quarter.

Revenue was \$31.0 million in the third quarter of 2020 compared to \$28.3 million in the third quarter of 2019. The Company's effective royalty rate for the third quarter of 2020, based on the Company's average realized selling price of \$31.6 per tonne, was 11.1% or \$3.5 per tonne, compared to 8.2% or \$2.9 per tonne in the third quarter of 2019 (based on the average realized selling price of \$35.0 per tonne in the third quarter of 2019).

Royalty regime in Mongolia

The royalty regime in Mongolia is evolving and has been subject to change since 2012.

On February 1, 2016, the Government of Mongolia issued a resolution in connection with the royalty regime. From February 1, 2016 onwards, royalties are to be calculated based on the actual contract price including transportation costs to the Mongolia border. If such transportation costs have not been included in the contract, the relevant transportation costs, customs documentation fees, insurance and loading costs should be estimated for the calculation of royalties. In the event that the calculated sales price as described above differs from the contract sales price of other entities in Mongolia (same quality of coal and same border crossing) by more than 10%, the calculated sales price will be deemed to be "non-market" under Mongolian tax law and the royalty will then be calculated based on a reference price as determined by the Government of Mongolia.

SouthGobi Resources Ltd.

Management's Discussion and Analysis

On September 4, 2019, the Government of Mongolia issued a further resolution in connection with the royalty regime. From September 1, 2019 onwards, in the event that the contract sales price is less than the reference price as determined by the Government of Mongolia by more than 30%, then the royalty payable will be calculated based on the Mongolian government's reference price instead of the contract sales price. See the section entitled "*Risk Factors – Risk Relating to the Company's Projects in Mongolia*" in the Company's MD&A for the year ended December 31, 2019, a copy of which is available under the Company's profile on SEDAR at www.sedar.com.

Cost of sales was \$20.0 million in the third quarter of 2020 compared to \$15.5 million in the third quarter of 2019. The increase in cost of sales was mainly due to the increased sales during the quarter as well as the reversal of impairment of coal stockpile inventories of \$5.3 million for the third quarter of 2019. Cost of sales consists of operating expenses, share-based compensation expense, equipment depreciation, depletion of mineral properties, royalties, coal stockpile inventory impairment and idled mine asset costs. Operating expenses in cost of sales reflect the total cash costs of product sold (a Non-IFRS financial measure, see Section 3 of this MD&A for further analysis) during the quarter.

<i>\$ in thousands</i>	Three months ended September 30,	
	2020	2019
Operating expenses	\$ 13,390	\$ 15,485
Share-based compensation expense	4	2
Depreciation and depletion	2,297	2,121
Royalties	3,480	2,326
Reversal of impairment of coal stockpile inventories	-	(5,289)
Cost of sales from mine operations	19,171	14,645
Cost of sales related to idled mine assets	856	873
Cost of sales	\$ 20,027	\$ 15,518

Operating expenses in cost of sales were \$13.4 million in the third quarter of 2020 compared to \$15.5 million in the third quarter of 2019. The overall decrease in operating expenses was primarily due to the net effect of: (i) increased sales volume from 0.8 million tonnes in the third quarter of 2019 to 1.0 million tonnes in the third quarter of 2020; (ii) lower inventory carrying costs given less deferred stripping cost was capitalized for the third quarter of 2020; and (iii) the Company's product mix changing in the third quarter of 2020 (as compared to the third quarter of 2019) to be comprised of inventory with lower carrying cost.

Cost of sales in the third quarter of 2019 included a reversal of impairment of coal stockpile inventories of \$5.3 million, to increase the carrying value of the Company's coal stockpiles to the lower of the cost and the net realizable value. The reversal of impairment of coal stockpile inventories recorded in the third quarter of 2019 reflected the enhancement in the wash plant capacity and its continuous operation at the expected level.

Cost of sales related to idled mine assets in the third quarter of 2020 included \$0.9 million related to depreciation expenses for idled equipment (third quarter of 2019: \$0.9 million).

Other operating expenses was \$0.6 million in the third quarter of 2020 (third quarter of 2019: \$1.2 million). Other operating expenses in the third quarter of 2020 included a reversal of a provision for doubtful trade and other receivables of \$0.5 million, which represents subsequent collection of the trade receivables which has been provided for in previous quarters.

SouthGobi Resources Ltd.

Management's Discussion and Analysis

<i>\$ in thousands</i>	Three months ended September 30,	
	2020	2019
CIC management fee	\$ (864)	\$ (1,175)
Reversal of provision/(provision) for doubtful trade and other receivables	482	(344)
Foreign exchange gain/(loss)	(113)	477
Loss on disposal of property, plant and equipment	(80)	-
Provision for commercial arbitration	-	(180)
Loss on disposal of properties for resale	-	(23)
Other operating expenses	\$ (575)	\$ (1,245)

Administration expenses were \$1.8 million in the third quarter of 2020 as compared to \$2.1 million in the third quarter of 2019, as follows:

<i>\$ in thousands</i>	Three months ended September 30,	
	2020	2019
Corporate administration	\$ 394	\$ 457
Professional fees	395	365
Salaries and benefits	781	1,084
Share-based compensation expense	15	7
Depreciation	204	161
Administration expenses	\$ 1,789	\$ 2,074

The decrease was mainly due to the decrease in salaries and benefits incurred during the third quarter of 2020.

The Company continued to minimize evaluation and exploration expenditures in the third quarter of 2020 in order to preserve the Company's financial resources. Evaluation and exploration activities and expenditures in the third quarter of 2020 were limited to ensuring that the Company met the Mongolian Minerals Law requirements in respect of its mining licenses.

Finance costs were \$9.9 million and \$7.2 million in the third quarter of 2020 and 2019 respectively, which primarily consisted of interest expense on the \$250.0 million CIC Convertible Debenture.

For the nine months ended September 30, 2020

The Company recorded a \$5.3 million profit from operations in the first nine months of 2020 compared to \$24.5 million in the first nine months of 2019. The financial results were impacted by (i) the decreased sales resulting from the suspension of coal exports to China beginning as of February 11, 2020 as a result of the closure of Mongolia's southern border with China in order to prevent of the spread of COVID-19 and the subsequent export volume limitation imposed following the re-opening of the Mongolian-Chinese border on a trial basis on March 28, 2020.; and (ii) the provision for commercial arbitration of \$4.6 million recorded in connection with the Company the entering into a settlement agreement with First Concept Industrial Group Limited ("First Concept") on June 7, 2020.

Revenue was \$52.1 million in the first nine months of 2020 compared to \$97.6 million in the first nine months of 2019. The Company's effective royalty rate for the first nine months of 2020, based on the Company's average realized selling price of \$31.6 per tonne, was 12.2% or \$3.9 per tonne, compared to 7.1% or \$2.5 per tonne in the first nine months of 2019 (based on the average realized selling price of \$35.5 per tonne for the first nine months of 2019).

Cost of sales was \$36.5 million in the first nine months of 2020 compared to \$61.0 million in the first nine months of 2019 as follows:

SouthGobi Resources Ltd.

Management's Discussion and Analysis

\$ in thousands	Nine months ended September 30,	
	2020	2019
Operating expenses	\$ 21,912	\$ 44,794
Share-based compensation expense	23	7
Depreciation and depletion	4,163	8,379
Royalties	6,437	6,903
Reversal of impairment of coal stockpile inventories	-	(1,823)
Cost of sales from mine operations	32,535	58,260
Cost of sales related to idled mine assets	3,929	2,694
Cost of sales	\$ 36,464	\$ 60,954

Operating expenses in cost of sales were \$21.9 million in the first nine months of 2020 compared to \$44.8 million in the first nine months of 2019. The overall decrease in operating expenses was primarily due to the decreased sales volume from 2.8 million tonnes in the first nine months of 2019 to 1.7 million tonnes in the first nine months of 2020.

Cost of sales related to idled mine assets in the first nine months of 2020 included \$3.9 million related to depreciation expenses for idled equipment (first nine months of 2019: \$2.7 million).

Cost of sales in the first nine months of 2019 included a reversal of impairment of coal stockpile inventories of \$1.8 million. The reversal of impairment of coal stockpile inventories reflected the enhancement in the wash plant capacity and its continuous operation at the expected level.

Other operating expenses was \$5.3 million in the first nine months of 2020 (first nine months of 2019: \$4.0 million). The increase was mainly due to the net effect of (i) provision for commercial arbitration of \$4.6 million upon the entering of settlement agreement with First Concept; and (ii) decrease in CIC management fee as a result of reduced sales volume.

\$ in thousands	Nine months ended September 30,	
	2020	2019
Provision for commercial arbitration	\$ (4,634)	\$ (406)
CIC management fee	(1,399)	(3,355)
Reversal of provision/(provision) for doubtful trade and other receivables	200	(441)
Foreign exchange gain	639	478
Gain/(loss) on disposal of property, plant and equipment	(61)	29
Provision for prepaid expenses and deposits	-	(260)
Loss on disposal of properties for resale	-	(37)
Other operating expenses	\$ (5,255)	\$ (3,992)

Administration expenses were \$4.9 million in the first nine months of 2020 compared to \$8.1 million in the first nine months of 2019 as follows:

\$ in thousands	Nine months ended September 30,	
	2020	2019
Corporate administration	\$ 842	\$ 1,555
Professional fees	944	2,668
Salaries and benefits	2,448	3,315
Share-based compensation expense	84	30
Depreciation	533	493
Administration expenses	\$ 4,851	\$ 8,061

SouthGobi Resources Ltd.

Management's Discussion and Analysis

Administration expenses were lower for the first nine months of 2020 compared to the first nine months of 2019 primarily due to decrease in professional fees incurred.

The Company continued to minimize evaluation and exploration expenditures in the first nine months of 2020 in order to preserve the Company's financial resources. Evaluation and exploration activities and expenditures in the first nine months of 2020 were limited to ensuring that the Company met the Mongolian Minerals Law requirements in respect of its mining licenses.

Finance costs were \$24.3 million and \$20.9 million in the first nine months of 2020 and 2019 respectively, which primarily consisted of interest expense on the \$250.0 million CIC Convertible Debenture.

Summary of Quarterly Operational Data

Quarter Ended	2020			2019				2018
	30-Sep	30-Jun	31-Mar	31-Dec	30-Sep	30-Jun	31-Mar	31-Dec
Sales Volumes, Prices and Costs								
Premium semi-soft coking coal								
Coal sales (millions of tonnes)	0.35	0.21	0.07	0.39	0.05	0.12	0.11	0.24
Average realized selling price (per tonne)	\$ 30.17	\$ 28.69	\$ 28.46	\$ 29.18	\$ 31.49	\$ 32.72	\$ 47.34	\$ 47.37
Standard semi-soft coking coal/ premium thermal coal								
Coal sales (millions of tonnes)	0.54	0.26	0.13	0.40	0.51	0.59	0.85	0.40
Average realized selling price (per tonne)	\$ 30.80	\$ 33.12	\$ 32.71	\$ 31.88	\$ 31.67	\$ 35.67	\$ 33.34	\$ 32.60
Standard thermal coal								
Coal sales (millions of tonnes)	-	-	-	-	-	-	0.09	0.12
Average realized selling price (per tonne)	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 34.88	\$ 24.26
Washed coal								
Coal sales (millions of tonnes)	0.10	0.02	-	0.20	0.25	0.17	0.01	0.15
Average realized selling price (per tonne)	\$ 41.30	\$ 43.26	\$ -	\$ 42.95	\$ 42.37	\$ 44.20	\$ 45.07	\$ 44.02
Total								
Coal sales (millions of tonnes)	0.99	0.49	0.20	0.99	0.81	0.88	1.06	0.91
Average realized selling price (per tonne)	\$ 31.63	\$ 31.66	\$ 31.18	\$ 33.04	\$ 34.98	\$ 36.80	\$ 34.91	\$ 37.32
Raw coal production (millions of tonnes)	0.52	-	0.01	1.48	1.21	1.33	1.03	1.87
Cost of sales of product sold (per tonne)	\$ 20.23	\$ 21.16	\$ 30.36	\$ 23.68	\$ 19.16	\$ 25.04	\$ 22.08	\$ 30.80
Direct cash costs of product sold (per tonne) ⁽ⁱ⁾	\$ 12.38	\$ 9.90	\$ 11.69	\$ 13.61	\$ 18.03	\$ 17.18	\$ 10.82	\$ 14.41
Mine administration cash costs of product sold (per tonne) ⁽ⁱ⁾	\$ 1.15	\$ 1.70	\$ 2.50	\$ 1.29	\$ 1.09	\$ 1.39	\$ 1.41	\$ 2.19
Total cash costs of product sold (per tonne) ⁽ⁱ⁾	\$ 13.53	\$ 11.60	\$ 14.19	\$ 14.90	\$ 19.12	\$ 18.57	\$ 12.23	\$ 16.60
Other Operational Data								
Production waste material moved (millions of bank cubic meters)	1.67	-	0.57	3.61	4.36	5.34	4.91	5.54
Strip ratio (bank cubic meters of waste material per tonne of coal produced)	3.20	-	85.08	2.44	3.61	4.01	4.76	2.97
Lost time injury frequency rate ⁽ⁱⁱ⁾	-	0.04	0.09	0.08	0.08	0.06	0.00	0.00

(i) A non-IFRS financial measure, see section 3. Cash costs of product sold exclude idled mine asset cash costs.

(ii) Per 200,000 man hours and calculated based on a rolling 12-month average.

SouthGobi Resources Ltd.

Management's Discussion and Analysis

Summary of Quarterly Financial Results

The Company's consolidated financial statements are reported under IFRS issued by the IASB. The following table provides highlights, extracted from the Company's annual and interim consolidated financial statements, of quarterly results for the past eight quarters:

\$ in thousands, except per share information	2020			2019				2018
	30-Sep	30-Jun	31-Mar	31-Dec	30-Sep	30-Jun	31-Mar	31-Dec
Financial Results								
Revenue ⁽ⁱ⁾	\$ 30,960	\$ 14,975	\$ 6,137	\$ 32,113	\$ 28,309	\$ 32,479	\$ 36,811	\$ 33,814
Cost of sales ⁽ⁱ⁾	(20,027)	(10,366)	(6,071)	(23,446)	(15,518)	(22,031)	(23,405)	(28,027)
Gross profit excluding idled mine asset costs	11,789	6,286	1,462	9,971	13,664	11,318	14,357	7,305
Gross profit including idled mine asset costs	10,933	4,609	66	8,667	12,791	10,448	13,406	5,787
Other operating income/(expenses)	(575)	(5,150)	470	(1,589)	(1,245)	(2,333)	(414)	(2,921)
Administration expenses	(1,789)	(1,291)	(1,771)	(1,386)	(2,074)	(2,878)	(3,109)	(1,583)
Evaluation and exploration expenses	(63)	(52)	(56)	(382)	(22)	(23)	(25)	(36)
Profit/(loss) from operations	8,506	(1,884)	(1,291)	5,310	9,450	5,214	9,858	1,247
Finance costs	(9,885)	(7,258)	(7,135)	(7,095)	(7,184)	(7,001)	(6,739)	(10,899)
Finance income	2,583	2	43	36	68	4,305	17	13
Share of earnings/(loss) of a joint venture	660	268	(46)	225	277	375	452	416
Income tax expense	(793)	(900)	(732)	(659)	(468)	(801)	(1,439)	(1,023)
Net profit/(loss)	1,071	(9,772)	(9,161)	(2,183)	2,143	2,092	2,149	(10,246)
Basic and diluted earnings/(loss) per share	\$ -	\$ (0.04)	\$ (0.03)	\$ (0.01)	\$ 0.01	\$ 0.01	\$ 0.01	\$ (0.04)

(i) Revenue and cost of sales relate to the Company's Ovoot Tolgoi Mine within the Coal Division operating segment. Refer to note 3 of the condensed consolidated interim financial statements for further analysis regarding the Company's reportable operating segments.

3. NON-IFRS FINANCIAL MEASURES

The Company has included the non-IFRS financial measure "cash costs" in this MD&A to supplement its condensed consolidated interim financial statements, which have been prepared in accordance with IFRS. The data presented is intended to provide additional information and should not be considered in isolation or as a substitute for measures of performance prepared in accordance with IFRS.

The Company believes that this measure, together with measures determined in accordance with IFRS, provides investors with useful information to evaluate the underlying performance of the Company. Non-IFRS financial measures do not have a standardized meaning prescribed under IFRS and therefore may not be comparable to similar measures employed by other companies. The non-IFRS financial measure is intended to provide additional information and should not be considered in isolation or as a substitute for measures of performance prepared in accordance with IFRS.

Cash Costs

The Company uses cash costs to describe its cash production and associated cash costs incurred in bringing the inventories to their present locations and conditions. Cash costs incorporate all production costs, which include direct and indirect costs of production, with the exception of idled mine asset costs and non-cash expenses which are excluded. Non-cash expenses include share-based compensation expense, impairment of coal stockpile inventories, depreciation and depletion of property, plant and equipment and mineral properties. The Company uses this performance measure to monitor its operating cash costs internally and believes this measure provides investors and analysts with useful information about the Company's underlying cash costs of operations. The Company believes that conventional measures of performance prepared in accordance with IFRS do not fully illustrate the ability of its mining operations to generate cash flow. The Company reports cash costs on a sales basis. This performance measure is commonly utilized in the mining industry.

SouthGobi Resources Ltd.

Management's Discussion and Analysis

The following table provides a reconciliation of the cash costs of product sold disclosed for the three and nine months ended September 30, 2020 and September 30, 2019. The cash costs of product sold presented below may differ from cash costs of product produced depending on the timing of coal stockpile inventory turnover and impairments of coal stockpile inventories from prior periods.

	Three months ended		Nine months ended	
	September 30,		September 30,	
	2020	2019	2020	2019
<i>\$ in thousands, except per tonne information</i>				
Cash costs				
Cost of sales determined in accordance with IFRS	\$ 20,027	\$ 15,518	\$ 36,464	\$ 60,954
Less royalties	(3,480)	(2,326)	(6,437)	(6,903)
Less non-cash expenses	(2,301)	3,166	(4,186)	(6,563)
Less non-cash idled mine asset costs	(856)	(873)	(3,929)	(2,694)
Total cash costs	13,390	15,485	21,912	44,794
Less idled mine asset cash costs	-	-	-	-
Total cash costs excluding idled mine asset cash costs	13,390	15,485	21,912	44,794
Coal sales (millions of tonnes)	0.99	0.81	1.68	2.75
Total cash costs of product sold (per tonne)	\$ 13.53	\$ 19.12	\$ 13.04	\$ 16.29

	Three months ended		Nine months ended	
	September 30,		September 30,	
	2020	2019	2020	2019
<i>\$ in thousands, except per tonne information</i>				
Cash costs				
Direct cash costs of product sold (per tonne)	\$ 12.38	\$ 18.03	\$ 11.57	\$ 15.03
Mine administration cash costs of product sold (per tonne)	1.15	1.09	1.47	1.26
Total cash costs of product sold (per tonne)	\$ 13.53	\$ 19.12	\$ 13.04	\$ 16.29

The cash cost of product sold per tonne was \$13.5 for the third quarter of 2020, which has decreased from \$19.1 per tonne for the third quarter of 2019. The reason for the decrease is primarily related to (i) a higher portion of sales made at the mine gate instead of transporting the coal to the Company's Inner Mongolia subsidiary and selling to third party customers within China during the quarter; and (ii) less production waste material being moved during the year.

4. PROPERTIES

The Company currently holds three mining licenses in Mongolia. The mining licenses pertain to the Ovoot Tolgoi Mine (MV-012726) and the Zag Suuj deposit (MV-020676 and MV-020675).

On August 26, 2019, SGS received the Notice Letter from MRAM notifying that the Company's three mining licenses (MV-016869, MV-020436 and MV-020451) (the "Soumber Licenses") for the Soumber Deposit have been terminated by the Head of Cadastre Division of MRAM effective as of August 21, 2019. See Section 6 of this MD&A under the heading entitled "Regulatory Issues and Contingencies – Termination of Soumber Deposit Mining Licenses" for more information.

The Company believes the cancellation of the Soumber Licenses is without merit. The Company is not aware of any failure on its part to fulfill its environmental reclamation duties as they relate to the Soumber Deposit. On October 4, 2019, SGS filed a claim against MRAM and the Ministry of Environment and Tourism of Mongolia in the Administration Court seeking an order to restore the Soumber Licenses. The Appeal Court issued the ruling in October 2020 and made an order to accept SGS's claim and restore the Soumber Licenses. The case was transferred to the High Court for final ruling. The Company anticipates that the High Court will issue its ruling before the end of the first quarter of 2021. The Company will take all such actions, including additional legal actions, as it considers necessary to reinstate the Soumber Licenses. However, there can be no assurance that a favorable outcome will be reached. The termination of the

SouthGobi Resources Ltd.

Management's Discussion and Analysis

Soumber Licenses does not have any impact on the Company's current mining operations at the Ovoot Tolgoi mine site.

Operating Mine

Ovoot Tolgoi Mine

The Ovoot Tolgoi Mine is located in the southwest corner of the Umnugobi Aimag (South Gobi Province) of Mongolia. The deposit is within the administrative unit of Gurvantes Soum, 320km southwest of the provincial capital of Dalanzadgad and 950km southwest of the nation's capital of Ulaanbaatar. Mining operations at the Ovoot Tolgoi Mine have been carried out in two distinct areas, the Sunset pit to the west and the Sunrise pit to the east.

Saleable products from the Ovoot Tolgoi Mine primarily include the Standard and Premium semi-soft coking coal products. Some higher ash content product is being washed and sold as semi-soft coking coal products while some of the unwashed product is sold as a thermal coal product as and when the market allows. The Company intends to continue to develop markets for both its Premium and Standard semi-soft coking coal brands and to pursue long-term supply offtake with end users in China to complement its existing customer base and to gain best value for the Company's coal in the Chinese market. The Company is committed to further enhancing the quality of its coal products through wet washing and increasing its market penetration in China.

Resources

A resource estimate for the Ovoot Tolgoi deposit is set out in the Ovoot Tolgoi Technical Report, which was prepared by DMCL on behalf of the Company. A copy of the Ovoot Tolgoi Technical Report was filed under the Company's profile on SEDAR at www.sedar.com on May 15, 2017.

Reserves

A reserve estimate for the Ovoot Tolgoi deposit is set out in the Ovoot Tolgoi Technical Report, which was prepared by DMCL on behalf of the Company. A copy of the Ovoot Tolgoi Technical Report was filed under the Company's profile on SEDAR at www.sedar.com on May 15, 2017.

Mining Operations

Mining Method

The mining method employed at the Ovoot Tolgoi deposit could be described as open pit terrace mining utilizing large scale hydraulic excavators and shovels and trucks. Terrace mining is utilized where coal seams dip steeply and operating machinery on the coal seam roof and floor is not possible, due to the steep seam dips. Terraces, or benches, are excavated along fixed horizontal horizons and these benches intersect both coal and waste. Coal and waste are mined separately on each bench with dozers being used, as needed, to push coal or waste down to the excavator for loading onto trucks. This mining method allows large scale open pit mining to occur productively in steeply dipping coal seam environments. All waste is dumped ex-pit, as the steep dips preclude in-pit dumping.

The open pit limits extend across the Ovoot Tolgoi Mining License boundary into the adjacent lease held by Mongolyn Alt (MAK) LLC ("MAK"). As described previously, the Company and MAK have a cooperation agreement in place to allow mining across the boundary, which stipulates that SGS is responsible for removal of MAK waste but MAK is responsible for mining of MAK coal. Accordingly, the current reserve estimate does not include any coal within the MAK lease that must be extracted as part of the Company

SouthGobi Resources Ltd.

Management's Discussion and Analysis

mining operation. Therefore, in the current mine plan, no revenue has been assumed for the MAK coal whereas costs have been assumed for stripping off the MAK waste.

Mining Equipment

The key elements of the currently commissioned mining fleet include: two Liebherr 996 (33m³ & 36m³) hydraulic excavators, three Liebherr R9250 (15m³) hydraulic excavators and 19 MT4400AC (218 tonne capacity) haul trucks, together with various pieces of ancillary equipment.

Workforce

As at September 30, 2020, SGS employed 241 employees in Mongolia. Of the 241 employees, 30 are employed in the Ulaanbaatar office, 1 in an outlying office and 210 at the Ovoot Tolgoi Mine site. Of the 241 employees based in Mongolia, 240 (99%) are Mongolian nationals and of those, 119 (49%) are residents of the local Gurvantes, Dalanzadgad, Sevrei and Noyon Soums.

5. LIQUIDITY AND CAPITAL RESOURCES

Liquidity and Capital Management

The Company has in place a planning, budgeting and forecasting process to help determine the funds required to support the Company's normal operations on an ongoing basis and its expansionary plans.

Bank Loan

On May 15, 2018, SGS obtained a bank loan (the "2018 Bank Loan") in the principal amount of \$2.8 million from a Mongolian bank (the "Bank") with the key commercial terms as follows:

- Maturity date set at 24 months from drawdown (subsequently extended for 12 months on May 18, 2020);
- Interest rate of 15% per annum and interest is payable monthly; and
- Certain items of property, plant and equipment were pledged as security for the 2018 Bank Loan. As at September 30, 2020, the net carrying amount of the pledged items of property, plant and equipment was \$0.1 million (December 31, 2019: \$0.4 million).

As at September 30, 2020, the outstanding principal balance of the 2018 Bank Loan was \$2.8 million (December 31, 2019: \$2.8 million) and the accrued interest owed by the Company was negligible (December 31, 2019: negligible).

Costs reimbursable to Turquoise Hill Resources Limited ("Turquoise Hill")

Prior to the completion of a private placement with Novel Sunrise Investments Limited ("Novel Sunrise") on April 23, 2015, Rio Tinto plc ("Rio Tinto") was the Company's ultimate parent company. In the past, Rio Tinto sought reimbursement from the Company for the salaries and benefits of certain Rio Tinto employees who were assigned by Rio Tinto to work for the Company, as well as certain legal and professional fees incurred by Rio Tinto in relation to the Company's prior internal investigation and Rio Tinto's participation in the tripartite committee. Subsequently Rio Tinto transferred and assigned to Turquoise Hill its right to seek reimbursement for these costs and fees from the Company.

As at September 30, 2020, the amount of reimbursable costs and fees claimed by Turquoise Hill (the "TRQ Reimbursable Amount") amounted to \$8.1 million (such amount is included in the trade and other payables). On October 12, 2016, the Company received a letter from Turquoise Hill, which proposed an arrangement

SouthGobi Resources Ltd.

Management's Discussion and Analysis

for regular payments of the outstanding TRQ Reimbursable Amount. On November 12, 2020, the Company received communication from Turquoise Hill advising that Turquoise Hill wishes to re-engage in discussions with the Company regarding a repayment plan for the outstanding TRQ Reimbursable Amount. No agreement on repayment has been reached between the Company and Turquoise Hill as of the date of this MD&A.

Going concern considerations

The Company's condensed consolidated interim financial statements have been prepared on a going concern basis which assumes that the Company will continue operating until at least September 30, 2021 and will be able to realize its assets and discharge its liabilities in the normal course of operations as they come due. However, in order to continue as a going concern, the Company must generate sufficient operating cash flow, secure additional capital or otherwise pursue a strategic restructuring, refinancing or other transactions to provide it with additional liquidity.

Several adverse conditions and material uncertainties cast significant doubt upon the Company's ability to continue as a going concern and the going concern assumption used in the preparation of the Company's condensed consolidated interim financial statements. The Company had a deficiency in assets of \$73.3 million as at September 30, 2020 compared to a deficiency in assets of \$49.2 million as at December 31, 2019 while the working capital deficiency (excess current liabilities over current assets) reached \$217.0 million as at September 30, 2020 compared to a working capital deficiency of \$114.7 million as at December 31, 2019.

Included in the working capital deficiency as at September 30, 2020 are significant obligations, which include the interest amounting to \$84.8 million in relation to the 2019 Deferral Agreement, the 2020 February Deferral Agreement, the 2020 March Deferral Agreement, the 2020 April Deferral Agreement, the 2020 May Deferral Agreement, the 2020 June Deferral Agreement and the 2020 November Deferral Agreement.

In addition, the Common Shares have been suspended from trading since June 19, 2020 on the TSX and August 17, 2020 on the HKEX. As of the date hereof, certain conditions of the Resumption Guidance, including but not limited to the issuance of the audited financial statements for the year ended December 31, 2019, have been fulfilled. However, if the Common Shares become delisted from either the TSX or the HKEX, this would be an event of default under the CIC Convertible Debenture, which could result in the automatic termination of the deferral periods under the 2020 November Deferral Agreement and the acceleration of all principal, interest and other amounts owing under the CIC Convertible Debenture and the 2020 November Deferral Agreement becoming immediately due and payable, in each case without the necessity of any demand upon or notice to the Company by CIC.

The Company also has other current liabilities, including trade and other payables of \$77.6 million and interest payable under the CIC Convertible Debenture of \$84.8 million as at September 30, 2020. Out of trade and other payables, which require settlement in the short-term, are unpaid taxes of \$32.7 million that are repayable on demand by SGS to the Mongolian Tax Authority ("MTA").

The Company may not be able to settle all trade and other payables on a timely basis, and as a result any continuing postponement in settling certain trade payables owed to suppliers and creditors may impact the mining operations of the Company and result in potential lawsuits and/or bankruptcy proceedings being filed against the Company. Except as disclosed elsewhere in this MD&A, no such lawsuits or proceedings are pending as at January 4, 2021.

Further, the Company was informed that effective as of February 11, 2020, the Mongolian State Emergency Commission closed Mongolia's southern border with China in order to prevent the spread of COVID-19.

SouthGobi Resources Ltd.

Management's Discussion and Analysis

Accordingly, the Company had suspended coal exports to China since February 11, 2020 as a result of the border closure and the closure remained in effect until March 27, 2020.

On March 28, 2020, the Mongolian-Chinese border was re-opened for coal export on a trial basis, with a limit imposed on the total volume of coal that was permitted to be exported during this trial period. The Company has experienced a continuous improvement in the volume of coal exported to China since March 28, 2020. During the period between April to December 2020, an aggregate of 2.4 million tonnes of coal was exported by the Company from Mongolia to China, as compared to an aggregate of 2.6 million tonnes of coal during the same period in the 2019 calendar year.

The border closure had an adverse impact on the Company's sales and cash flows in the first and second quarter of 2020. In order to mitigate the financial impact of the border closures and preserve its working capital, the Company temporarily ceased major mining operations (including coal mining), reduced production to only coal-blending activities and placed approximately half of its workforce on furlough from February 2020. Since August 2, 2020, the Company has resumed its mining operations, which includes mining, blending and washing of coal. As at December 31, 2020, SGS employed 237 employees at the Ovoot Tolgoi Mine site (December 31, 2019: 383 employees). The Company produced 1.5 million tonnes from August to December 2020, as compared to 2.3 million tonnes from August to December 2019. There were a few COVID-19 cases reported in Ulaanbaatar (being the capital city of Mongolia) on November 11, 2020. As a result, the Mongolian local authorities have taken certain precautionary steps to minimize further transmissions and announced a lockdown of Ulaanbaatar effective as of November 12, 2020. Although the Company's mining operations and the export of coal from Mongolia to China continues as of the date hereof, there can be no guarantee that the Company will be able to continue exporting coal to China, or the border crossings would not be the subject of additional closures as a result of COVID-19 in the future. The Company will continue to closely monitor the development of the COVID-19 pandemic and the impact it has on coal exports to China and will react promptly to preserve the working capital of the Company.

There are significant uncertainties as to the outcomes of the above events or conditions that may cast significant doubt on the Company's ability to continue as a going concern and, therefore, the Company may be unable to realize its assets and discharge its liabilities in the normal course of business. Should the use of the going concern basis in preparation of the condensed consolidated interim financial statements be determined to be not appropriate, adjustments would have to be made to write down the carrying amounts of the Company's assets to their realizable values, to provide for any further liabilities which might arise and to reclassify non-current assets and non-current liabilities as current assets and current liabilities, respectively. The effects of these adjustments have not been reflected in the condensed consolidated interim financial statements. If the Company is unable to continue as a going concern, it may be forced to seek relief under applicable bankruptcy and insolvency legislation.

Management of the Company has prepared a cash flow projection covering a period of 12 months from September 30, 2020. The cash flow projection has taken into account the anticipated cash flow to be generated from the Company's business during the period under projection including cost saving measures. In particular, the Company has taken into account the following measures for improvement of the Company's liquidity and financial position, which include: (i) entering into the 2020 November Deferral Agreement with CIC for a deferral of the 2020 November Deferral Amounts until August 31, 2023, subject to conditions precedent therein (as disclosed in Section 5 of this MD&A); (ii) agreeing to deferral arrangements and improved payment terms with certain vendors; (iii) SGS planned to reduce the outstanding tax payable by monthly payments to MTA starting from June 2020; (iv) reducing the inventory of low quality coal by wet washing and coal blending; and (v) resuming coal mining activities beginning as of August 2020 to enhance coal supply. In addition, management of the Company assessed that the Company would be able to issue all outstanding financial results, being one of the conditions of the Resumption Guidance which must be satisfied in order to avoid a delisting of the Common Shares from the HKEX, which is in turn an event of default under the CIC Convertible Debenture. After considering the

SouthGobi Resources Ltd.

Management's Discussion and Analysis

above measures, and given the re-opening of the Mongolian-Chinese border since March 28, 2020, the Directors believe that there will be sufficient financial resources to continue its operations and to meet its financial obligations as and when they fall due in the next 12 months from September 30, 2020 and therefore are satisfied that it is appropriate to prepare the condensed consolidated interim financial statements on a going concern basis.

Factors that impact the Company's liquidity are being closely monitored and include, but are not limited to, impact of the COVID-19 pandemic, Chinese economic growth, market prices of coal, production levels, operating cash costs, capital costs, exchange rates of currencies of countries where the Company operates and exploration and discretionary expenditures.

As at September 30, 2020 and December 31, 2019, the Company was not subject to any externally imposed capital requirements.

CIC Convertible Debenture

In November 2009, the Company entered into a financing agreement with CIC for \$500 million in the form of a secured, convertible debenture bearing interest at 8.0% (6.4% payable semi-annually in cash and 1.6% payable annually in the Company's shares) with a maximum term of 30 years. The CIC Convertible Debenture is secured by a first ranking charge over the Company's assets and certain subsidiaries. The financing was used primarily to support the accelerated investment program in Mongolia and for working capital, repayment of debt, general and administrative expenses and other general corporate purposes.

On March 29, 2010, the Company exercised its right to call for the conversion of up to \$250.0 million of the CIC Convertible Debenture into approximately 21.5 million shares at a conversion price of \$11.64 (CAD\$11.88). As at June 30, 2020, CIC owned approximately 23.8% of the issued and outstanding Common Shares of the Company.

On June 12, 2017, the Company executed the June 2017 Deferral Agreement with CIC for a revised repayment schedule on the \$22.3 million of cash interest and associated costs originally due under the CIC Convertible Debenture on May 19, 2017. The key repayment terms of the June 2017 Deferral Agreement are: (i) the Company was required to repay on average \$2.2 million of the cash interest and associated costs monthly during the period from May 2017 to October 2017; and (ii) the Company was required to repay \$9.7 million of cash interest and associated costs on November 19, 2017.

On April 23, 2019, the Company executed the 2019 Deferral Agreement with CIC in relation to a deferral and revised repayment schedule in respect of (i) \$41.8 million of outstanding cash and PIK Interest and associated costs due and payable to CIC on November 19, 2018 under the CIC Convertible Debenture and the June 2017 Deferral Agreement; and (ii) \$27.9 million of cash and PIK Interest payments payable to CIC under the CIC Convertible Debenture from April 23, 2019 to and including May 19, 2020. Pursuant to Section 501(c) of the TSX Company Manual, the 2019 Deferral Agreement was approved at the Company's adjourned annual and special meeting of shareholders on June 13, 2019.

The key repayment terms of the 2019 Deferral Agreement are: (i) the Company agreed to pay a total of \$14.3 million over eight instalments from November 2019 to June 2020; (ii) the Company agreed to pay the PIK Interest covered by the Deferral by way of cash payments, rather than the issuance of Common Shares; and (iii) the Company agreed to pay the remaining balance of \$62.6 million on June 20, 2020. The Company agreed to pay a deferral fee at a rate of 6.4% per annum in consideration of the Deferral.

At any time before the payment under the terms of the 2019 Deferral Agreement is fully repaid, the Company is required to consult with and obtain written consent from CIC prior to effecting a replacement or termination of either or both of its Chief Executive Officer and its Chief Financial Officer, otherwise this

SouthGobi Resources Ltd.

Management's Discussion and Analysis

will constitute an event of default under the CIC Convertible Debenture, but CIC shall not withhold its consent if the Board proposes to replace either or both such officers with nominees selected by the Board, provided that the Board acted honestly and in good faith with a view to the best interests of the Company in the selection of the applicable replacements.

As a condition to agreeing to the Deferral, CIC required that the Cooperation Agreement dated November 19, 2009 between SGS and CIC, be amended and restated to clarify the manner in which the service fee payable to CIC under the Cooperation Agreement is calculated, with effect as of January 1, 2017. Specifically, the Management Fee under the Amended and Restated Cooperation Agreement is determined based on the net revenues realized by the Company and all of its subsidiaries derived from sales into China (rather than the net revenues realized by the Company and its Mongolian subsidiaries as currently contemplated under the Cooperation Agreement). As consideration for deferring payment of the additional Management Fee payable to CIC as a result of the Amended and Restated Cooperation Agreement, the Company agreed to pay to CIC a deferral fee at the rate of 2.5% on the outstanding Management Fee. Pursuant to the Amended and Restated Cooperation Agreement, the Company agreed to pay CIC the total outstanding Management Fee and related accrued deferral fee of \$4.2 million over six instalments from June 2019 to November 2019. The Company executed the Amended and Restated Cooperation Agreement with CIC on April 23, 2019.

Pursuant to their terms, both the 2019 Deferral Agreement and the Amended and Restated Cooperation Agreement became effective on June 13, 2019, being the date on which the 2019 Deferral Agreement was approved by shareholders at the Company's adjourned annual and special meeting of shareholders.

In connection with the 2019 Deferral Agreement, the Company also announced that it intends to discuss a potential debt restructuring plan with respect to amounts owing to CIC which is mutually beneficial to the Company and CIC; and to form a special committee comprised of independent directors to ensure that the interests of its minority shareholders are fairly considered in the negotiation and review of any such restructuring; however, there can be no assurance that a favorable outcome will be reached. As of the date hereof, there has not been any significant progress in relations to the restructuring plan.

On February 19, 2020, the Company and CIC entered into the 2020 February Deferral Agreement pursuant to which CIC agreed to grant the Company a deferral of: (i) the 2020 February Deferral Amounts; and (ii) approximately \$0.7 million of the Management Fee which was due and payable on February 14, 2020 to CIC under the Amended and Restated Cooperation Agreement. The 2020 February Deferral Agreement became effective on March 10, 2020, being the date on which the Company obtained the requisite acceptance of the 2020 February Deferral Agreement from the TSX as required under applicable TSX rules.

The principal terms of the 2020 February Deferral Agreement are as follows:

- Payment of the 2020 February Deferral Amounts will be deferred until June 20, 2020, while the Management Fee will be deferred until they are repaid by the Company.
- As consideration for the deferral of these amounts, the Company agreed to pay CIC: (i) a deferral fee equal to 6.4% per annum on the 2020 February Deferral Amounts, commencing on the date on which each such 2020 February Deferral Amount would otherwise have been due and payable under the 2019 Deferral Agreement; and (ii) a deferral fee equal to 2.5% per annum on the Management Fee, commencing on the date on which the Management Fee would otherwise have been due and payable under the Amended and Restated Cooperation Agreement.
- The Company agreed to provide CIC with monthly updates regarding its operational and financial affairs.
- As the Company anticipated prior to agreeing to the 2020 February Deferral Agreement that a deferral was likely required in respect of the monthly payments due and payable in the period between April 2020 and June 2020 under the 2019 Deferral Agreement and Amended and

SouthGobi Resources Ltd.

Management's Discussion and Analysis

Restated Cooperation Agreement, the Company and CIC have agreed to discuss in good faith a deferral of these payments on a monthly basis as they become due. There can be no assurance, however, that a favorable outcome will be reached either at all or on favorable terms.

- The Company agreed to comply with all of its obligations under the 2019 Deferral Agreement and the Amended and Restated Cooperation Agreement, as amended by the 2020 February Deferral Agreement.
- The Company and CIC agreed that nothing in the 2020 February Deferral Agreement prejudices CIC's rights to pursue any of its remedies at any time pursuant to the 2019 Deferral Agreement and Amended and Restated Cooperation Agreement, respectively.

On March 10, 2020, the Company agreed with CIC that the 2020 March Deferral Amount which were due and payable to CIC on March 19, 2020 under the 2019 Deferral Agreement will be deferred until June 20, 2020. The terms of the 2020 March Deferral Agreement are substantially the same as the terms of the 2020 February Deferral Agreement, including that the Company agreed to pay CIC a deferral fee equal to 6.4% per annum on the 2020 March Deferral Amount, commencing on March 19, 2020. The 2020 March Deferral Agreement became effective on March 25, 2020, being the date on which the Company obtained the requisite acceptance of the 2020 March Deferral Agreement from the TSX as required under applicable TSX rules.

On April 10, 2020, the Company agreed with CIC that the 2020 April Deferral Amount which was due and payable to CIC on April 19, 2020 under the 2019 Deferral Agreement will be deferred until June 20, 2020. The terms of the 2020 April Deferral Agreement are substantially the same as the terms of the 2020 February Deferral Agreement, including that the Company agreed to pay CIC a deferral fee equal to 6.4% per annum on the 2020 April Deferral Amount, commencing on April 19, 2020. The 2020 April Deferral Agreement became effective on April 29, 2020, being the date on which the Company obtained the requisite acceptance of the 2020 April Deferral Agreement from the TSX as required under applicable TSX rules.

On May 8, 2020, the Company agreed with CIC that the 2020 May Deferral Amount which was due and payable to CIC on May 19, 2020 and May 15, 2020 under the 2019 Deferral Agreement and the Amended and Restated Cooperation Agreement, respectively, will be deferred until June 20, 2020. The terms of the 2020 May Deferral Agreement are substantially the same as the terms of the 2020 February Deferral Agreement, including that the Company agreed to pay CIC a deferral fee equal to 6.4% per annum on the deferred cash interest and deferral fees commencing on May 19, 2020 and a deferral fee equal to 2.5% per annum on the deferred Management Fees commencing on May 15, 2020. The 2020 May Deferral Agreement became effective on June 8, 2020, being the date on which the Company obtained the requisite acceptance of the 2020 May Deferral Agreement from the TSX as required under applicable TSX rules.

On June 19, 2020, the Company agreed with CIC that the 2020 June Deferral Amount which was due and payable to CIC on June 19, 2020 under the 2019 Deferral Agreement and the prior deferral agreements entered into during the period between February to May 2020 will be deferred until September 14, 2020. The terms of the 2020 June Deferral Agreement are substantially the same as the terms of the 2020 February Deferral Agreement, including that the Company agreed to pay CIC a deferral fee equal to 6.4% per annum on the 2020 June Deferral Amount commencing on June 19, 2020. The 2020 June Deferral Agreement became effective on July 17, 2020, being the date on which the Company obtained the requisite acceptance of the 2020 June Deferral Agreement from the TSX as required under applicable TSX rules.

On November 19, 2020, the Company and CIC entered into the 2020 November Deferral Agreement pursuant to which CIC agreed to grant the Company a deferral of the 2020 November Deferral Amounts. The effectiveness of the 2020 November Deferral Agreement and the respective covenants, agreements and obligations of each party under the 2020 November Deferral Agreement are subject to the Company obtaining the requisite approval of the 2020 November Deferral Agreement from the Company's shareholders in accordance with applicable TSX rules. On October 29, 2020, the Company obtained an

SouthGobi Resources Ltd.

Management's Discussion and Analysis

order from the BCSC which partially revoked the CTO to, amongst other things, permit the Company to execute the 2020 November Deferral Agreement.

The principal terms of the 2020 November Deferral Agreement are as follows:

- Payment of the 2020 November Deferral Amounts will be deferred until August 31, 2023.
- CIC agreed to waive its rights arising from any default or event of default under the CIC Convertible Debenture as a result of trading in the Common Shares being halted on the TSX beginning as of June 19, 2020 and suspended on the HKEX beginning as of August 17, 2020, in each case for a period of more than five trading days.
- As consideration for the deferral of the 2020 November Deferral Amounts, the Company agreed to pay CIC: (i) a deferral fee equal to 6.4% per annum on the 2020 November Deferral Amounts payable under the CIC Convertible Debenture and the 2020 June Deferral Agreement, commencing on the date on which each such 2020 November Deferral Amount would otherwise have been due and payable under the CIC Convertible Debenture or the 2020 June Deferral Agreement, as applicable; and (ii) a deferral fee equal to 2.5% per annum on the 2020 November Deferral Amounts payable under the Amended and Restated Cooperation Agreement, commencing on the date on which the Management Fee would otherwise have been due and payable under the Amended and Restated Cooperation Agreement.
- The 2020 November Deferral Agreement does not contemplate a fixed repayment schedule for the 2020 November Deferral Amounts and related deferral fees. Instead, the Company and CIC would agree to assess in good faith the Company's financial condition and working capital position on a monthly basis and determine the amount, if any, of the 2020 November Deferral Amounts and related deferral fees that the Company is able to repay under the CIC Convertible Debenture, the 2020 June Deferral Agreement or the Amended and Restated Cooperation Agreement, having regard to the working capital requirements of the Company's operations and business at such time and with the view of ensuring that the Company's operations and business would not be materially prejudiced as a result of any repayment.
- Commencing as of November 19, 2020 and until such time as the November 2020 PIK Interest is fully repaid, CIC reserves the right to require the Company to pay and satisfy the amount of the November 2020 PIK Interest, either in full or in part, by way of issuing and delivering PIK interest shares in accordance with the CIC Convertible Debenture provided that, on the date of issuance of such shares, the Common Shares are listed and trading on at least one stock exchange.
- If at any time before the 2020 November Deferral Amounts and related deferral fees are fully repaid, the Company proposes to appoint, replace or terminate one or more of its Chief Executive Officer, its Chief Financial Officer or any other senior executive(s) in charge of its principal business function or its principal subsidiary, then the Company must first consult with, and obtain written consent from CIC prior to effecting such appointment, replacement or termination.

Until such time as the 2020 November Deferral Agreement is approved by the Company's shareholders and the deferral and waiver thereunder in favour of the Company become effective, the Company remains in default under the CIC Convertible Debenture and 2020 June Deferral Agreement and CIC may declare the amounts owing thereunder immediately due and payable, and may take steps to enforce payment thereof, which would have a material adverse effect on the business and operations of the Company and could negatively affect the price and volatility of the Common Shares and any investment in such shares could suffer a significant decline or loss in value.

A deferral of the 2020 June Deferral Amount was not in effect as at September 30, 2020. Furthermore, the trading in the Common Shares on the TSX was halted for a period of more than five trading days since June 19, 2020, which represents another event of default under the CIC Convertible Debenture. Subsequently, pursuant to the 2020 November Deferral Agreement, CIC agreed to (i) a deferral of the 2020 June Deferral Amount; and (ii) waive its rights arising from any default or event of default under the CIC Convertible Debenture as a result of trading in the Common Shares being halted on the TSX beginning as

SouthGobi Resources Ltd.

Management's Discussion and Analysis

of June 19, 2020 and suspended on the HKEX beginning as of August 17, 2020, in each case for a period of more than five trading days. However, the effectiveness of the deferral and waiver under the 2020 November Deferral Agreement is subject to the Company obtaining the requisite approval of the 2020 November Deferral Agreement from the Company's shareholders in accordance with applicable TSX rules. Accordingly, the Company remains default under the CIC Convertible Debenture and 2020 June Deferral Agreement as of the date hereof. IAS 1 requires the Company to classify the entire balance of the CIC Convertible Debenture as a current liability as at September 30, 2020.

Commercial Arbitration in Hong Kong

On June 24, 2015, First Concept served a notice of arbitration (the "Notice") on SGS in respect of a coal supply agreement dated May 19, 2014 as amended on June 27, 2014 (the "Coal Supply Agreement") for a total consideration of \$11.5 million.

On January 10, 2018, the Company received a confidential partial ruling (final except as to costs) with respect to the commercial arbitration (the "Arbitration Award"). Pursuant to the Arbitration Award, SGS was ordered to repay the sum of \$11.5 million (which SGS had received as a prepayment for the purchase of coal) to First Concept, together with accrued interest at a simple interest rate of 6% per annum from the date which the prepayment was made until the date of the Arbitration Award, and then at a simple interest rate of 8% per annum until full payment. The Arbitration Award is final, except as to costs which were reserved for a future award.

On November 14, 2018, the Company executed the Settlement Deed with First Concept in respect of the Arbitration Award. The Settlement Deed provides for the full and final satisfaction of the Arbitration Award as well as the settlement of the issue of costs relating to the Arbitration and any other disputes arising out of the Coal Supply Agreement. Pursuant to the Settlement Deed, which provides for the full and final satisfaction of the Arbitration Award as well as the settlement of the issue of costs relating to the Arbitration and any other disputes arising out of the Coal Supply Agreement, SGS agreed to pay to First Concept the sum of \$13.9 million, together with simple interest thereon at the rate of 6% per annum from November 1, 2018 until full payment, in 12 monthly instalments commencing in November 2018. Provided that SGS complies with the terms of the Settlement Deed, First Concept agreed to waive its costs in connection with the Arbitration and Arbitration Award and interest for the period from January 4, 2018 to October 31, 2018 (the "Waived Costs").

On October 16, 2019, SGS received a notice from First Concept claiming that the Company is default under the Settlement Deed and demanding payment of the full amount of the Outstanding Settlement Deed Payments due under the Settlement Deed, otherwise First Concept intends to commence legal action against SGS pursuant to the Settlement Deed.

On February 7, 2020, SGS was informed by its Mongolian banks that they received a request from the Court Decision Implementing Agency of Mongolia (the "CDIA") to freeze the respective bank accounts of SGS in Mongolia in relation to the enforcement of the Arbitration Award. Approximately \$0.8 million in cash has been frozen by the banks as at February 7, 2020 and such amount was subsequently transferred to the CDIA on March 6, 2020.

On June 7, 2020, SGS entered into a settlement agreement with First Concept, pursuant to which SGS agreed to pay to First Concept the Full Settlement Sum of \$8.0 million in full. The Full Settlement Sum was fully satisfied by the Company in June 2020 and the outstanding payable to First Concept as of the date hereof is \$nil.

SouthGobi Resources Ltd.

Management's Discussion and Analysis

Cash Flow Highlights

\$ in thousands	Nine months ended September 30,	
	2020	2019
Cash generated from operating activities	\$ 6,571	\$ 23,341
Cash used in investing activities	(5,996)	(11,381)
Cash used in financing activities	(4,200)	(13,680)
Effect of foreign exchange rate changes on cash	51	(7)
Decrease in cash for the period	(3,574)	(1,727)
Cash balance, beginning of period	7,164	6,959
Cash balance, end of period	\$ 3,590	\$ 5,232

Cash generated from Operating Activities

The Company generated \$6.6 million of cash from operating activities in the first nine months of 2020 compared to \$23.3 million in the first nine months of 2019. This is primarily due to the decrease in revenue generated.

Cash used in Investing Activities

The Company used \$6.0 million of cash during the first nine months of 2020 in investing activities compared to \$11.4 million during the first nine months of 2019. In the first nine months of 2020, expenditures on property, plant and equipment totaled \$7.2 million (first nine months of 2019: \$13.3 million).

Cash used in Financing Activities

Cash used in financing activities was \$4.2 million in the first nine months of 2020 (first nine months of 2019: \$13.7 million), which was principally attributable to the refund of certain customer deposits.

Contractual Obligations and Guarantees

Day-to-day mining, expansionary and sustaining capital expenditures as well as administrative operations give rise to commitments for future minimum payments. As at September 30, 2020, the Company's operating and capital commitments were:

	Within 1 year	2-3 years	Over 3 years	Total
As at September 30, 2020				
Capital expenditure commitments	\$ 2,490	\$ -	\$ -	\$ 2,490
Operating expenditure commitments	2,941	153	1,228	4,322
Commitments	\$ 5,431	\$ 153	\$ 1,228	\$ 6,812

Ovoot Tolgoi Mine Impairment Analysis

The Company determined that an indicator of impairment existed for its Ovoot Tolgoi Mine cash generating unit as at September 30, 2020. The impairment indicators were the uncertainty of future coal prices in China and the lower than budgeted production. Since the recoverable amount was higher than the carrying value of the Ovoot Tolgoi Mine cash generating unit, there was no impairment of non-financial asset recognized during the nine months ended September 30, 2020.

SouthGobi Resources Ltd.

Management's Discussion and Analysis

Financial Instruments

The fair value of financial assets and financial liabilities at amortized cost is determined in accordance with generally accepted pricing models based on discounted cash flow analysis or using prices from observable current market transactions. The fair value of all the financial instruments of the Company approximates their carrying value because of the demand nature or short-term maturity of these instruments, except for the fair values of trade and other payables, interest bearing borrowings, and provision for commercial arbitration and convertible debenture below their respective carrying amounts given the current financial condition of the Company as described under Section 5 of this MD&A under the heading entitled "*Liquidity and Capital Management*".

The fair values of the embedded derivatives within the CIC Convertible Debenture are determined using a Monte Carlo simulation. The risks associated with the CIC Convertible Debenture relate to a potential breach of the Company's obligations under the terms of the CIC Convertible Debenture. The Company mitigates these risks by ensuring its corporate activities comply with all of its contractual obligations under the CIC Convertible Debenture.

<i>\$ in thousands</i>	As at	
	September 30, 2020	December 31, 2019
Financial assets		
Cash	\$ 3,590	\$ 7,164
Restricted cash	885	862
Trade and other receivables	841	1,778
Total financial assets	\$ 5,316	\$ 9,804

<i>\$ in thousands</i>	As at	
	September 30, 2020	December 31, 2019
Financial liabilities		
Fair value through profit or loss		
Convertible debenture - embedded derivatives	\$ 152	\$ 196
Other financial liabilities		
Trade and other payables	77,597	87,013
Provision for commercial arbitration	-	5,593
Interest-bearing borrowings	3,048	3,403
Convertible debenture - debt host and interest payable	174,825	156,778
Total financial liabilities	\$ 255,622	\$ 252,983

6. REGULATORY ISSUES AND CONTINGENCIES

Class Action Lawsuit

In January 2014, Siskinds LLP, a Canadian law firm, filed a class action (the "Class Action") against the Company, certain of its former senior officers and directors, and its former auditors (the "Former Auditors"), in the Ontario Court in relation to the Company's restatement of certain financial statements previously disclosed in the Company's public filings (the "Restatement").

To commence and proceed with the Class Action, the plaintiff was required to seek leave of the Court under the Ontario Securities Act ("Leave Motion") and certify the action as a class proceeding under the Ontario Class Proceedings Act ("Certification Motion"). The Ontario Court rendered its decision on the Leave

SouthGobi Resources Ltd.

Management's Discussion and Analysis

Motion on November 5, 2015, dismissing the action against the former senior officers and directors and allowing the action to proceed against the Company in respect of alleged misrepresentation affecting trades in the secondary market for the Company's securities arising from the Restatement. The action against the Former Auditors was settled by the plaintiff on the eve of the Leave Motion.

Both the plaintiffs and the Company appealed the Leave Motion decision to the Ontario Court of Appeal. On September 18, 2017, the Ontario Court of Appeal dismissed the Company's appeal of the Leave Motion to permit the plaintiff to commence and proceed with the Class Action. Concurrently, the Ontario Court of Appeal granted leave for the plaintiff to proceed with their action against the former senior officers and directors in relation to the Restatement.

The Company filed an application for leave to appeal to the Supreme Court of Canada in November 2017, but the leave to appeal to the Supreme Court of Canada was dismissed in June 2018.

In December 2018, the parties agreed to a consent Certification Order, whereby the action against the former senior officers and directors was withdrawn and the Class Action would only proceed against the Company.

Since December 2018, counsels for the parties have proceeded with the action as follows: (1) two case conferences before the motions judge; (2) production of certain documents by the Company to the plaintiffs; (3) review of those documents by plaintiffs' counsel from May 2020 to November 2020; and (4) setting down examinations for discovery for February and March 2021. The Company is urging an early trial.

The Company firmly believes that it has a strong defense on the merits and will continue to vigorously defend itself against the Class Action through independent Canadian litigation counsel retained by the Company for this purpose. Due to the inherent uncertainties of litigation, it is not possible to predict the final outcome of the Class Action or determine the amount of potential losses, if any. However, the Company has judged a provision for this matter as at September 30, 2020 was not required.

Toll Wash Plant Agreement with Ejin Jinda

In 2011, the Company entered into an agreement with Ejin Jinda, a subsidiary of China Mongolia Coal Co. Ltd., to toll-wash coal from the Ovoot Tolgoi Mine. The agreement had a duration of five years from commencement of the contract and provided for an annual wet washing capacity of approximately 3.5 million tonnes of input coal.

Under the original agreement with Ejin Jinda, which required the commercial operation of the wet washing facility to commence on October 1, 2011, the additional fees payable by the Company under the wet washing contract would have been \$18.5 million. At each reporting date, the Company assesses the agreement with Ejin Jinda and has determined it is not probable that this \$18.5 million will be required to be paid. Accordingly, the Company has determined a provision for this matter at September 30, 2020 is not required.

Special Needs Territory in Umnugobi

On February 13, 2015, the entire Soumber mining license and a portion of SGS' exploration license 9443X (9443X was converted to mining license MV-020436 in January 2016) (the "License Areas") were included into a special protected area (to be further referred as Special Needs Territory, the "SNT") newly set up by the Umnugobi Aimag's Civil Representatives Khural (the "CRKh") to establish a strict regime on the protection of natural environment and prohibit mining activities in the territory of the SNT.

On July 8, 2015, SGS and the Chairman of the CRKh, in his capacity as the respondent's representative, reached an agreement (the "Amicable Resolution Agreement") to exclude the License Areas from the

SouthGobi Resources Ltd.

Management's Discussion and Analysis

territory of the SNT in full, subject to confirmation of the Amicable Resolution Agreement by the session of the CRKh. The parties formally submitted the Amicable Resolution Agreement to the appointed judge of the Administrative Court for her approval and requested a dismissal of the case in accordance with the Law of Mongolia on Administrative Court Procedure. On July 10, 2015, the judge issued her order approving the Amicable Resolution Agreement and dismissing the case, while reaffirming the obligation of CRKh to take necessary actions at its next session to exclude the License Areas from the SNT and register the new map of the SNT with the relevant authorities. Mining activities at the Soumber property cannot proceed unless and until the Company obtains a court order restoring the Soumber Licenses and until the License Areas are removed from the SNT.

On June 29, 2016, the Mongolian Parliament and CRKh election was held. As a result, the Company was aware that additional action may be taken in respect of the SNT; however, the Company has not yet received any indication on the timing of the next session of the CRKh.

Termination of Soumber Deposit Mining Licenses

On August 26, 2019, SGS received the Notice Letter from MRAM notifying that the Company's three mining licenses (MV-016869, MV-020436 and MV-020451) for the Soumber Deposit have been terminated by the Head of Cadastre Division of MRAM effective as of August 21, 2019.

According to the Notice Letter, the Soumber Licenses have been terminated pursuant to Clause 56.1.5 of Article 56 of the Minerals Law, Clauses 4.2.1 and 4.2.5 of Article 4 and Clause 28.1.1 of Article 28 of the General Administrative Law and a decision order of a working group established under an order of the Minister of Environment and Tourism (Mongolia). According to this decision order, the working group determined that SGS had violated its environmental reclamation obligations with respect to the Soumber Deposit. The Soumber Deposit is an undeveloped coal deposit covering approximately 22,263 hectares located approximately 20 kilometers east of the Company's Ovoot Tolgoi coal mine in Mongolia. The Company owned a 100% interest in the Soumber Deposit.

The Company believes the cancellation of the Soumber Licenses is without merit. The Company is not aware of any failure on its part to fulfill its environmental reclamation duties as they relate to the Soumber Deposit. On October 4, 2019, SGS filed a claim against MRAM and the Ministry of Environment and Tourism of Mongolia in the Administration Court seeking an order to restore the Soumber Licenses. The Appeal Court issued the ruling in October 2020 and made an order to accept SGS's claim and restore the Soumber Licenses. The case was transferred to the High Court for final ruling. The Company anticipates that the High Court will issue its ruling before the end of the first quarter of 2021. The Company will take all such actions, including additional legal actions, as it considers necessary to reinstate the Soumber Licenses. However, there can be no assurance that a favorable outcome will be reached. The termination of the Soumber Licenses does not have any impact on the Company's current mining operations at the Ovoot Tolgoi mine site.

Mongolian royalties

During 2017, the Company was ordered by the Mongolian tax authority to apply the "reference price" determined by the Government of Mongolia, as opposed to calculated sales price that is derived based on the actual contract price, in calculating the royalties payable to the Government of Mongolia. Although no official letter has been received by the Company in respect of this matter as of the date hereof, there can be no assurance that the Government of Mongolia will not disagree with the methodology employed by the Company in determining the calculated sales price and deem such price "non-market" under Mongolian tax law. Management believes that its interpretation of the relevant legislation is appropriate and the Company's positions related to the royalty will be sustained.

SouthGobi Resources Ltd.

Management's Discussion and Analysis

On September 4, 2019, the Government of Mongolia issued a further resolution in connection with the royalty regime. From September 1, 2019 onwards, in the event that the contract sales price is less than the reference price as determined by the Government of Mongolia by more than 30%, then the royalty payable will be calculated based on the Mongolian government's reference price instead of the contract sales price.

Restrictions on Importing F-Grade Coal into China

As a result of import restrictions established by Chinese authorities at the Ceke border, the Company has been barred from transporting its F-grade coal products into China for sale since December 15, 2018. The Company, together with other Mongolian coal companies, have been in discussions with Chinese authorities regarding a potential amendment or withdrawal of these import restrictions to allow for the importation of F-grade coal into China; however, there can be no assurance that a favorable outcome will be reached.

7. OUTSTANDING SHARE DATA

The Company is authorized to issue an unlimited number of Common Shares without par value and an unlimited number of preferred shares without par value. As at January 4, 2021, approximately 272.7 million Common Shares were issued and outstanding. There are also incentive share options outstanding to acquire approximately 6.3 million unissued Common Shares with exercise prices ranging from CAD\$0.11 to CAD\$0.39. There are no preferred shares outstanding.

As at January 4, 2020, to the best of the Company's knowledge:

- CIC holds a total of approximately 64.8 million Common Shares representing approximately 23.8% of the issued and outstanding Common Shares;
- Novel Sunrise holds a total of approximately 46.4 million Common Shares representing approximately 17.0% of the issued and outstanding Common Shares; and
- Voyage Wisdom Limited ("Voyage Wisdom") holds a total of approximately 25.8 million Common Shares representing approximately 9.5% of the issued and outstanding Common Shares.

8. DISCLOSURE CONTROLS AND PROCEDURES AND INTERNAL CONTROLS OVER FINANCIAL REPORTING ("ICFR")

There has been no significant change in the Company's internal controls over financial reporting that occurred during the most recently completed quarter that has materially affected, or is reasonably likely to materially affect, the Company's internal controls over financial reporting.

9. CRITICAL ACCOUNTING ESTIMATES AND JUDGMENTS

There have been no other new IFRSs or IFRIC interpretations that is not yet effective that would be expected to have a material impact on the Company, except those disclosed in the Company's annual consolidated financial statements for the year ended December 31, 2019.

Refer to Note 2.4 of the Company's condensed consolidated interim financial statements of the quarter ended September 30, 2020 for information regarding the accounting judgments and estimates.

10. RISK FACTORS

There are certain risks involved in and related to the Company's operations, some of which are beyond its control. Material risks and uncertainties affecting the Company, their potential impact on the Company's operations and the Company's principal risk management strategies are, except as updated by this MD&A,

SouthGobi Resources Ltd.

Management's Discussion and Analysis

substantially unchanged from those disclosed in the Company's most recently filed Annual Information Form for the year ended December 31, 2019, which is available under the Company's profile on SEDAR at www.sedar.com.

11. OUTLOOK

Looking forward, market conditions in China are expected to be challenging for coal companies, as there are a number prevailing uncertainties, including the risk that the COVID-19 pandemic and its negative impact on the Chinese economy, becomes protracted, the possibility that the border crossings between Mongolia and China become the subject of additional closures and the continued restrictions on importing F-grade coal into China. The Company will continue to closely monitor these developments and the resulting impacts they have on coal exports to China and will take all necessary actions to mitigate the potential operational and financial impacts on the Company.

In the long run, the Company remains cautiously optimistic regarding the Chinese coal market as coal is still considered to be the primary energy source which China will rely on in the foreseeable future. The expected benefit from the reducing supply of low quality coal is anticipated to be offset by the uncertain circumstances of the Chinese macroeconomic environment.

The Company's objectives for the medium term are as follows:

- **Enhance product mix** – The Company will focus on improving the product mix and increase production of higher quality coal by: (i) improving mining operations and employing enhanced mining techniques and equipment; (ii) washing lower quality coal in the Company's coal wash plant; (iii) blending lower quality coal with higher quality coal; and (iv) adopting other processing options available to the Company.
- **Expand customer base** – The Company will endeavor to increase sales volume, expand its sales network and diversify its customer base so as to enhance the pricing competency of the Company.
- **Optimize cost structure** – The Company will aim to reduce its production costs and optimize its cost structure through innovation, ongoing training, productivity enhancement and engaging third party contract mining companies.
- **Operate in a socially responsible manner** – The Company will continue to maintain the highest standards in health, safety and environmental performance in a corporate socially responsible manner.

Going forward, the Company will continue to focus on creating shareholders value by leveraging its key competitive strengths, including:

- **Strategic location** – The Ovoot Tolgoi Mine is located approximately 40km from China, which represents the Company's main coal market. The Company has an infrastructure advantage, being approximately 50km from a major Chinese coal distribution terminal with rail connections to key coal markets in China.
- **A large resources and reserves base** – The Ovoot Tolgoi Deposit has mineral reserves of 114.1 million tonnes, while the aggregate coal resources include measured and indicated mineral resources of 194.6 million tonnes and inferred resources of 32.1 million tonnes.
- **Bridge between Mongolia and China** – The Company is well positioned to capture the resulting business opportunities between China and Mongolia under the Belt and Road Initiative. The Company

SouthGobi Resources Ltd.

Management's Discussion and Analysis

will seek potential strategic support from its two largest shareholders (i.e., CIC and Cinda), which are both state-owned-enterprises in China, and its strong operational record for the past twelve years in Mongolia, being one of the largest enterprises and taxpayers in Mongolia.

January 4, 2021