

SOUTHGOBI RESOURCES LTD.
654 – 999 Canada Place
Vancouver, BC V6C 3E1
Telephone: 604-681-6799 Fax: 604-682-2060
Notice of the annual meeting of Shareholders
to be held on May 17, 2012

NOTICE IS HEREBY GIVEN that the annual meeting of the Shareholders of **SOUTHGOBI RESOURCES LTD.** (the “Company”) will be held at the Terminal City Club, 837 West Hastings Street, Vancouver, British Columbia, on May 17, 2012, at 9:00 am local time (the “Meeting”) for the following purposes:

1. to receive the report of the Board of Directors (the “Directors”);
2. to receive the Company’s audited financial statements for the financial year ended December 31, 2011 and the auditors’ report thereon;
3. to appoint auditors for the Company for the ensuing year and to authorize the Directors to fix the auditors’ remuneration; and
4. to elect Directors for the ensuing year;

The Company will transact such other business as may properly come before the Meeting or any adjournment thereof.

The Directors have fixed March 18, 2012 as the record date for the determination of shareholders entitled to notice of, and to vote at, the Meeting and at any adjournment thereof.

A Management Proxy Circular, a Form of Proxy, an Annual Report containing the audited consolidated Financial Statements of the Company for the year ended December 31, 2011, the auditor’s report thereon, Management’s Discussion and Analysis (“MD&A”) and certain other documents accompany this Notice. The Management Proxy Circular contains details of matters to be considered at the Meeting.

A Shareholder who is unable to attend the Meeting in person and who wishes to ensure that such shareholder’s shares will be voted at the Meeting is requested to complete, date and sign the enclosed Form of Proxy and deliver it by facsimile, by hand or by mail in accordance with the instructions set out in the form of proxy and in the Management Proxy Circular. Instructions on how to vote over the Internet are also set out in the Management Proxy Circular.

DATED at Vancouver, British Columbia, this 13th day of April, 2012.

BY ORDER OF THE BOARD OF DIRECTORS

“Beverly A. Bartlett”

Beverly A. Bartlett
Vice President and Corporate Secretary