

SOUTHGOBI RESOURCES LTD.

1100 – 355 Burrard Street

Vancouver, B.C. V6C 2G8

Telephone: 604-681-6799

Notice of the annual meeting of Shareholders to be held on August 6, 2015

NOTICE IS HEREBY GIVEN that the annual meeting of the shareholders of **SOUTHGOBI RESOURCES LTD.** (the “**Company**”) will be held at the Fairmont Pacific Rim Hotel, Room Emerald C, 1038 Canada Place, Vancouver, British Columbia, on Thursday, August 6, 2015, at 9:00 AM (Pacific time) (the “**Meeting**”) for the following purposes:

1. to receive the report of the Board of Directors;
2. to receive the Company’s audited financial statements for the financial year ended December 31, 2014 and the auditors’ report thereon;
3. to appoint auditors for the Company for the ensuing year and to authorize the Board to fix the auditors’ remuneration;
4. to consider, and if thought advisable, to pass an ordinary resolution fixing the number of directors to be elected at the Meeting at eight (8);
5. to elect directors for the ensuing year; and
6. to approve, by ordinary resolution, the Company’s Equity Incentive plan (the “**Equity Incentive Plan**”), including an increase in the number of shares available under the share bonus plan component of the Equity Incentive Plan from 200,000 to 2,000,000.

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

The Board has fixed June 26, 2015 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 dated July 7, 2015 (the “**Management Proxy Circular**”) and a form of proxy solicited by management of the Company for the Meeting (the “**Form of Proxy**”) accompanies this Notice. The Management Proxy Circular contains details of the matters to be considered at the Meeting.

A shareholders 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 on the proxy form 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 7th day of July, 2015.

BY ORDER OF THE BOARD OF DIRECTORS

“Allison Snetsinger”

Allison Snetsinger
Corporate Secretary