

**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 September 30, 2016**

**NOTICE IS HEREBY GIVEN** that the annual meeting of the shareholders of **SOUTHGOBI RESOURCES LTD.** (the “**Company**”) will be held at the Vancouver Marriott Pinnacle Hotel, 1128 West Hastings Street, Vancouver, British Columbia, on Friday, September 30, 2016 at 9:00 AM (Pacific time) (the “**Meeting**”) for the following purposes:

1. to receive the report of the Board of Directors (the “**Board**”);
2. to receive the Company's audited financial statements for the financial year ended December 31, 2015 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); and
5. 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 Board has fixed August 8, 2016 as the record date for the determination of shareholders entitled to notice of, and to vote at, the Meeting and at any adjournment thereof.

Instructions to access a Management Proxy Circular dated August 16, 2016 (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. Information respecting the appointment of auditors and the election of directors may be found in the Management Proxy Circular under headings “Appointment of Auditors” and “Election of Directors”, respectively.

**Notice-and-Access**

The Company is utilizing the Canadian Securities Administrators' notice-and-access delivery mechanism (the “**Notice-and-Access Provisions**”) under National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer* and National Instrument 51-102 – *Continuous Disclosure Obligations*, for distribution of Meeting materials to registered and beneficial shareholders.

Notice-and-access is a set of rules that allows issuers to post electronic versions of proxy-related materials (such as proxy circulars and annual financial statements) on-line, via the SEDAR website at [sedar.com](http://sedar.com) and on other websites, rather than mailing paper copies of such materials to shareholders.

## Website Where Meeting Materials are Posted

The Notice-and-Access Provisions are a set of rules that allow reporting issuers to post electronic versions of proxy-related materials and annual financial statements (including management proxy circulars) on-line, via the System for Electronic Document Analysis and Retrieval ("**SEDAR**") and one (1) other website, rather than mailing paper copies of such materials to shareholders. Electronic copies of the Management Proxy Circular, the annual audited consolidated financial statements of the Company for the year ended December 31, 2015 ("**Financial Statements**") and management's discussion and analysis of the Company's results of operations and financial condition for the year ended December 31, 2015 ("**MD&A**") may be found on the Company's SEDAR profile at [sedar.com](http://sedar.com) and the Company's website at [southgobi.com](http://southgobi.com). In relation to the Meeting, the notice package for all shareholders will include the Form of Proxy, this notice of the annual general meeting of shareholders and a supplemental return card (collectively, the "**Meeting Materials**"). The Meeting Materials for those shareholders with existing instructions on their account to receive printed materials and those shareholders with addresses outside of Canada and the United States will also include a printed copy of the Management Proxy Circular. All other shareholders will receive only the required notification documentation under the Notice-and-Access Provisions, which will not include a paper copy of the Management Proxy Circular.

## Obtaining Paper Copies of Materials

The Company anticipates that using the Notice-and-Access Provisions for delivery will directly benefit the Company through a substantial reduction in both postage and material costs, and also promote environmental responsibility by decreasing the large volume of paper documents generated by printing proxy-related materials. Shareholders with questions about the Notice-and-Access Provisions may call our transfer agent, CST Trust Company, toll-free at 1-888-433-6443. The Meeting Materials can be viewed online on a website established by the Company's transfer agent to hold these materials at [www.meetingdocuments.com/cst/sqq](http://www.meetingdocuments.com/cst/sqq). Please note that if you request a paper copy of the Meeting Materials, you will not receive a new form of proxy or voting instruction form, so you should retain these forms sent to you in order to vote. Shareholders may also obtain paper copies of the Management Proxy Circular, Financial Statements and MD&A free of charge by contacting CST Trust Company at the same toll-free number, via email at [fulfilment@canstockta.com](mailto:fulfilment@canstockta.com), or upon request to the Company's Corporate Secretary at 604-681-6799 (which is not a toll-free number).

A request for paper copies which are required in advance of the Meeting should be sent so that the request is received by the Company or CST Trust Company, as applicable, by 5:00 PM (Pacific time) on Thursday, September 8, 2016 in order to allow sufficient time for shareholders to receive the paper copies and to return their proxies or voting instruction forms to intermediaries not later than 48 hours (excluding Saturdays, Sundays and statutory holidays in the City of Vancouver, British Columbia) prior to the time set for the Meeting or any adjournments or postponements thereof.

## Voting

A Form of Proxy is enclosed herewith. Registered shareholders who are unable to attend the Meeting in person are requested to complete, date, sign and return the enclosed Form of Proxy to CST Trust Company in accordance with the instructions set out on the proxy form and in the Management Proxy Circular. If you are voting your shares by proxy, CST Trust Company must receive your completed Form of Proxy by 5:00 PM (Pacific time) on September 28, 2016, or 48

hours (excluding Saturdays, Sundays and statutory holidays) before any adjournment(s) or postponement(s) of the Meeting.

Non-registered shareholders receiving these materials through their broker or other intermediary should complete and return the voting instruction form provided to them by their broker or other intermediary in accordance with the instructions provided therein.

**SHAREHOLDERS ARE REMINDED TO REVIEW THE MANAGEMENT PROXY CIRCULAR BEFORE VOTING.**

**DATED** at Vancouver, British Columbia, this 16<sup>th</sup> day of August, 2016.

***BY ORDER OF THE BOARD OF DIRECTORS OF  
SOUTHGobi RESOURCES LTD.***

*"Allison Snetsinger"*

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Allison Snetsinger  
Corporate Secretary