

The following unaudited pro forma financial information prepared in accordance with Rule 4.29 of the Listing Rules is for illustrative purposes only, and is set out here to provide the investors with further information about (i) how the proposed listing might have affected the net tangible assets of the Group after completion of the Global Offering; and (ii) how the proposed listing might have affected the fully diluted estimated earnings per share of the Group for the year ended December 31, 2006 as if the Global Offering had taken place on January 1, 2006. Although reasonable care has been exercised in preparing the said information, prospective investors who read the information should bear in mind that these figures are inherently subject to adjustments and may not give a complete picture of the Group's financial results and positions of the financial periods concerns.

(A) UNAUDITED PRO FORMA ADJUSTED NET TANGIBLE ASSETS

The following is an illustrative statement of unaudited pro forma adjusted net tangible assets of the Group which has been prepared for the purpose of illustrating the effect of the Global offering as if they had taken place on December 31, 2006 and is based on the net tangible assets attributable to the equity holders of the parent as at December 31, 2006 as shown in the accountants' report, the text of which is set out in Appendix I to this prospectus, and is adjusted as follows:

Based on an indicative Offer Price of HK\$55.00 per share.	Audited consolidated net tangible assets attributable to the equity holders of the Group as at December 31, 2006 ⁽¹⁾ <u>A\$000s</u>	Estimated net proceeds from this Global Offering ⁽²⁾ <u>A\$000s</u>	Unaudited pro forma adjusted net tangible assets ⁽³⁾ <u>A\$000s</u>	Unaudited pro forma adjusted net tangible assets per Share ⁽⁴⁾ <u>A\$</u>	Unaudited pro forma adjusted net tangible assets per Share ⁽⁵⁾ <u>(HK\$ equivalent)</u>
	19,839	155,282	175,121	0.97	6.00

- (1) The net tangible assets of the Group as of December 31, 2006 as set out in "Appendix I — Accountants' Report" of this prospectus:

	A\$000s
Audited net assets as set out in Appendix I	53,913
Less: Minority interests	(34,074)
Net assets attributable to equity holders of the Group.	19,839
Less: Intangible assets	0,000
Net tangible assets attributable to equity holders of the Group.	19,839

- (2) The estimated net proceeds from the Global Offering assumes an indicative Offer Price of HK\$55.00 per Share after deduction of underwriting fees and estimated expenses payable by the Company in connection with the Global Offering. The actual Offer Price may be more or less than the indicative Offer Price. The translation of estimated proceeds from Hong Kong dollar into A\$ was at HK\$1.00 to A\$0.1616, as at the Latest Practicable Date.
- (3) The unaudited pro forma adjusted net tangible assets are calculated without taking into account any Shares that may be allotted and issued upon exercise of the Over-allotment Option, every option that may be granted under the EOP, the SBBH Options, the Convertible Notes, the convertible bond under the Corporate Loan Facility and the Seed Shareholders' Options.

- (4) The pro forma adjusted net tangible assets value per Share is based on a total of 180,338,415 Shares expected to be on issue immediately after, and assuming the completion of the Global Offering, without taking into account any Shares that may be allotted and issued upon exercise of, the Over-allotment Option, every option that may be granted under the EOP, the SBBH Options, the Convertible Notes, the convertible bond under the Corporate Loan Facility and the Seed Shareholders' Options.
- (5) The translation of unaudited pro forma adjusted net tangible asset per Share from A\$ to Hong Kong dollar was at HK\$1.00 to A\$0.1616, as at the Latest Practicable Date.
- (6) The property interests of the Group as of December 31, 2006 have been valued by Knight Frank Petty, an independent property valuer, and the relevant property valuation report is set out in "Appendix III — Property Valuation" to this prospectus.

(B) COMFORT LETTER ON UNAUDITED PRO FORMA ADJUSTED NET TANGIBLE ASSETS

The following is the text of a report from Ernst & Young, the reporting accountants to the Company, in respect of the unaudited pro forma adjusted net tangible assets.

ERNST & YOUNG

18th Floor
Two International Finance Centre
8 Finance Street, Central
Hong Kong

5 March, 2007

The Directors
Sino Gold Mining Limited
Morgan Stanley Dean Witter Asia Limited

Dear Sirs,

We report on the unaudited pro forma adjusted net tangible assets (the “Unaudited Pro Forma Adjusted Net Tangible Assets”) set out in Appendix II to the prospectus of Sino Gold Mining Limited (the “Company”) dated 5 March, 2007 (the “Prospectus”) in connection with the placing and public offer of 21,038,800 shares in the Company (the “Global Offering”), which has been prepared by the directors of the Company, for illustrative purposes only, to provide information about how the proposed Global Offering might have affected the financial information presented.

RESPONSIBILITIES

It is the responsibility solely of the directors of the Company to prepare the Unaudited Pro Forma Adjusted Net Tangible Assets in accordance with paragraph 4.29 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”) and with reference to Accounting Guideline 7 “Preparation of Pro Forma Financial Information for Inclusion in Investment Circulars” issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”).

It is our responsibility to form an opinion, as required by paragraph 4.29(7) of the Listing Rules, on the Unaudited Pro Forma Adjusted Net Tangible Assets and to report our opinion to you. We do not accept any responsibility for any reports previously given by us on any financial information used in the compilation of the Unaudited Pro Forma Adjusted Net Tangible Assets beyond that owed to those to whom those reports were addressed by us at the dates of their issue.

BASIS OF OPINION

We conducted our engagement in accordance with the Hong Kong Standard on Investment Circular Reporting Engagements (HKSIR) 300 “Accountants’ Reports on Pro Forma Financial Information in Investment Circular” issued by the HKICPA. Our work consisted primarily of comparing the unadjusted financial information with the source documents, considering the evidence supporting the adjustments and discussing the Unaudited Pro Forma Adjusted Net Tangible Assets with the directors of the Company. This engagement did not involve independent examination of any of the underlying financial information.

We planned and performed our work so as to obtain the information and explanations we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the Unaudited Pro Forma Adjusted Net Tangible Assets has been properly compiled by the directors of the Company on

the basis stated, that such basis is consistent with the accounting policies of the Group and that the adjustments are appropriate for the purpose of the Unaudited Pro Forma Adjusted Net Tangible Assets as disclosed pursuant to paragraph 4.29(1) of the Listing Rules.

Our work has not been carried out in accordance with the auditing standards or other standards and practices generally accepted in the United States of America or auditing standards of the Public Company Accounting Oversight Board (United States) and accordingly should not be relied upon as if it has been carried out in accordance with those standards.

The Unaudited Pro Forma Adjusted Net Tangible Assets are for illustrative purposes only, based on the judgements and assumptions of the directors of the Company, and, because of its hypothetical nature, does not provide any assurance or indication that any event will take place in the future and may not give an indicative of the financial position of the Company and its subsidiaries (the “Group”) as at December 31, 2006.

OPINION

In our opinion:

- (a) the Unaudited Pro Forma Adjusted Net Tangible Assets has been properly complied by the directors of the Company on the basis stated;
- (b) such basis is consistent with the accounting policies of the Group; and
- (c) the adjustments are appropriate for the purposes of the Unaudited Pro Forma Adjusted Net Tangible Assets as disclosed pursuant to paragraph 4.29(1) of the Listing Rules.

Yours faithfully,
Ernst & Young
Certified Public Accountants
Hong Kong