



SINO GOLD MINING LIMITED

澳華黃金有限公司

(incorporated in New South Wales, Australia with limited liability)

(Stock Code: 1862)

Form of proxy for use at the Annual General Meeting (the “Meeting”) to be held on Thursday, 28 May 2009 at 2.00 pm Sydney Time

I/We ^(note 1) _____
of _____
being the holder(s) of ^(note 2) _____ shares of Sino Gold Mining Limited
(the “Company”) HEREBY APPOINT ^(note 3) the Chairman of the Meeting or ^(note 4) _____
of _____
as my/our proxy to attend and vote for me/us and on my/our behalf at the Meeting to be held in the Blaxland A Room, Swissotel, 68 Market Street (between Pitt and George Streets), Sydney, New South Wales, Australia, at 2.00 pm Sydney time on Thursday 28 May 2009 (or at any adjournment thereof) in respect of the matters and resolutions set out in the notice convening the Meeting as hereunder indicated, and if no such indication is given, as my/our proxy thinks fit.

| Resolutions | For ^(note 5) | Against ^(note 5) | Abstain* ^(note 5) |
|--|-------------------------|-----------------------------|------------------------------|
| Remuneration Report | | | |
| 1. Adoption of the 2008 Remuneration Report | | | |
| Election of directors | | | |
| 2. Election of Hanjing Xu | | | |
| 3. Election of Brian Davidson | | | |
| 4. Confirmation of appointment of Liangang Li | | | |
| Authorisation of Options | | | |
| 5. Authorisation of Options | | | |
| Issue of Options to executive directors | | | |
| 6. Issue of Options to Jacob Klein | | | |
| 7. Issue of Options to Hanjing Xu | | | |
| Issue of Options to non-executive directors | | | |
| 8. Issue of Options to Thomas McKeith | | | |
| 9. Issue of Options to Liangang Li | | | |
| 10. Issue of Options to James Askew | | | |
| 11. Issue of Options to Peter Cassidy | | | |
| 12. Issue of Options to Brian Davidson | | | |
| 13. Issue of Options to Peter Housden | | | |

Signature ^(note 6): _____ Dated this day _____ of _____, 2009

* If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. Only one of the joint holders needs to sign (but see note 8 below).
2. Please insert the number of Shares to which this form of proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the Shares registered in your name(s).
3. If any proxy other than the Chairman is preferred, strike out “the Chairman of the Meeting or” herein inserted and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**
4. A member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote on his behalf. A proxy does not need to be a member of the Company.
5. **IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLEASE TICK THE BOX MARKED “FOR” BESIDE THE MATTER/RESOLUTION. IF YOU WISH TO VOTE AGAINST A MATTER/RESOLUTION, PLEASE TICK IN THE BOX MARKED “AGAINST” BESIDE THE MATTER/RESOLUTION.** Failure to complete the box will entitle your proxy to cast his votes at his discretion.
6. This form of proxy must be signed by you or your attorney duly authorised in writing, or if you are a corporation, must either be executed under seal or under the hand of an officer, attorney or other person duly authorised.
7. This Proxy Form (and any Power of Attorney under which it is signed) must be received at the address below not later than 2.00pm (Sydney time) on 26 May 2009 (48 hours before the commencement of the meeting). Any Proxy Form received after that time will not be valid for the scheduled meeting.

Fax number: (852) 2865 0990

8. Where there are joint holders of a Share of the Company, any one of such holders may vote at the meeting either personally or by proxy in respect of such Share as if such holder were solely entitled thereto, but if more than one of such holders be present at the meeting personally or by proxy, then one of such holders so present whose name stands first on the register of members of the Company in respect of such Share shall alone be entitled to vote in respect thereof. Several executors or administrators of a deceased member in whose name any Share stands shall for this purpose be deemed joint holders thereof.
9. Completion and delivery of this form of proxy will not preclude you from attending and voting at the Meeting or any adjournment thereof if you so wish.