

PART D.

DEFINITIONS

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In Parts A and B of this information sheet, unless the context otherwise requires, the following terms shall have the meanings set out below.

C\$	Canadian dollars, the lawful currency of Canada
Articles	the Articles of Continuance of the Company dated May 29, 2007
associate(s)	has the meaning ascribed thereto under the Listing Rules
Audit Committee	a committee of the Board established by the Board for the purpose of overseeing the accounting and financial reporting processes of the Company and audits of the financial statements of the Company
B.C.	British Columbia, Canada
BCBCA	the British Columbia Business Corporations Act, as amended and supplemented from time to time
Board	the board of Directors of the Company
British Columbia Securities Act	the British Columbia Securities Act, as amended and supplemented from time to time
British Columbia Securities Transfer Act	the British Columbia Securities Transfer Act, as amended and supplemented from time to time
Canadian Securities Administrators	the securities regulators of each province and territory of Canada
Canadian Securities Laws	the securities acts of each of the provinces and territories of Canada and the rules and regulations made thereunder, together with instruments and policies of the Canadian Securities Administrators, as amended from time to time, to which the Company is subject
Companies Ordinance	the Companies Ordinance (Chapter 32 of the Laws of Hong Kong), as amended and supplemented from time to time

Company	SouthGobi Resources Ltd., a company continued under the laws of British Columbia, Canada with limited liability
Compensation and Benefits Committee	a committee of the Board formed to assist the Board with discharging its responsibilities relating to the compensation and benefits of the executive officers and Directors of the Company.
connected person(s)	has the meaning ascribed thereto under the Listing Rules
Director(s)	director(s) of the Company
Formal Valuation	a formal valuation prepared in accordance with Part 6 of MI 61-101
Group	the Company together with its subsidiaries
Health, Environment, Safety and Social Responsibility Committee	a committee of the Board formed to review and oversee the Company's established safety, health and environmental policies and procedures at the Company's project sites. The committee also reviews any incidents that occur and provides guidance on how to prevent recurrences
Hong Kong	the Hong Kong Special Administrative Region of the PRC
Hong Kong Public Offering	the offer by the Company of Shares for subscription to the public in Hong Kong for cash at an offer price and on the terms and conditions stated in the Company's prospectus dated 15 January 2010 and the application forms referenced therein
International Placing	the conditional placing of Shares by the Company outside Canada and the U.S. (including to professional investors and excluding retail investors in Hong Kong) in reliance on Regulation S, or in the U.S. in reliance on Rule 144A under the U.S. Securities Act as further described in the Company's prospectus dated 15 January 2010
International Offerings	The Hong Kong Public Offering and the International Placing

Listing Rules	the Rules Governing the Listing of Securities on the Stock Exchange, as amended from time to time
MI 61-101	Multilateral Instrument 61-101 Protection of Minority Shareholders in Special Transactions of the Canadian Securities Administrators
NI 62-103	National Instrument 62-103 The Early Warning System and Related Take-Over Bid and Insider Reporting Issues of the Canadian Securities Administrators
Nominating and Corporate Governance Committee	a committee of the Board formed to assist the Board in fulfilling its oversight responsibilities with respect to appointment and election of individuals to the Board and developing corporate governance guidelines for the Company
PRC	the People's Republic of China, and references in this information sheet to the PRC or China exclude Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
Preferred Shares	Preferred shares without par value in the capital of the Company
Regulation S	Regulation S under the U.S. Securities Act
Rule 144A	Rule 144A under the U.S. Securities Act
SEDAR	the System for Electronic Document Analysis and Retrieval, a document filing and retrieval system operated on behalf of the Canadian Securities Administrators
SEDI	the System for Electronic Disclosure by Insiders, Canada's on-line, browser-based service for the filing and viewing of insider trading reports in Canada
SFC	the Securities and Futures Commission of Hong Kong
Share(s)	common share(s) in the capital of the Company
Shareholder(s)	holder(s) of the Share(s)

Stock Exchange	The Stock Exchange of Hong Kong Limited
Takeovers Code	the Hong Kong Codes on Takeovers and Mergers and Share Repurchases
TSX	the Toronto Stock Exchange
TSX Listing Policies	the TSX Company Manual, its appendices and Staff Notices to Applicants, Listed Issuers, Securities Lawyers and Participating Organizations, as amended from time to time
we, us, our, our Company	our Company or our Group (as the context may require)
U.S.	the United States of America, its territories, its possessions and all areas subject to its jurisdiction
U.S. Securities Act	the United States Securities Act of 1933, as amended, and the rules and regulations promulgated thereunder
WTO	World Trade Organization
“%”	per cent