



MONGOLIAN MINING CORPORATION

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 975)

FORM OF PROXY FOR USE AT THE ANNUAL GENERAL MEETING TO BE HELD ON MONDAY, 20 JUNE 2022

I/We^(Note 1) _____
of _____
being the registered holder(s) of _____ shares^(Note 2) of US\$0.10 each in the share capital of Mongolian Mining Corporation (the "Company") **HEREBY APPOINT**^(Note 3) _____
of _____
or (email address) _____
or failing him, **THE CHAIRMAN OF THE MEETING** as my/our proxy to attend and vote for me/us and on my/our behalf at the Annual General Meeting (the "Meeting") of the Company to be held at Strategic Room, 24/F, Admiralty Centre Tower One, 18 Harcourt Road, Hong Kong on Monday, 20 June 2022 at 2:00 p.m. (or any adjournment thereof) in respect of the resolutions as set out in the notice convening the said Meeting as indicated below, or, if no such indication is given, as my/our proxy thinks fit^(Note 5):

ORDINARY RESOLUTIONS		FOR ^(Note 4)	AGAINST ^(Note 4)
1.	To consider and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and of the independent auditor for the year ended 31 December 2021.		
2.	To re-elect Mr. Odjargal Jambaljamts as executive director;		
3.	To re-elect Dr. Battsengel Gotov as executive director;		
4.	To re-elect Mr. Myagmarjav Ganbyamba as non-executive director;		
5.	To re-elect Mr. Chan Tze Ching, Ignatius as independent non-executive director;		
6.	To authorise the board of directors to fix the remuneration of the directors for the year ending 31 December 2022.		
7.	To re-appoint KPMG as auditor and to authorise the board of directors to fix the auditor's remuneration.		
8.	To grant a general mandate to the directors to allot, issue and deal with additional shares of the Company not exceeding 20% of the total number of issued shares of the Company as at the date of passing of this resolution.		
9.	To grant a general mandate to the directors to repurchase the Company's own shares not exceeding 10% of the total number of issued shares of the Company as at the date of passing of this resolution.		
10.	To extend the general mandate granted to the directors to allot, issue and deal with additional shares by the number of shares repurchased by the Company.		
SPECIAL RESOLUTION		FOR ^(Note 4)	AGAINST ^(Note 4)
11.	To approve the proposed amendments to the existing memorandum of association and articles of association of the Company as set out in Appendix III to the circular of the Company dated 27 April 2022 and to approve and adopt the second amended and restated memorandum of association and articles of association of the Company in substitution for and to the exclusion of the existing memorandum of association and articles of association of the Company.		

I/We hereby acknowledge and confirm as follows :

1. I/we am/are duly authorised by my/our proxy to provide his/her personal information (including the email address) above;
2. (where an email address is provided) the Company and its agents are authorised to send the login details to access the online platform to my/our proxy through the email address provided above;
3. I have checked and ensured that all information provided in this form of proxy is accurate and complete. Neither the Company nor its agents assume any obligation or liability whatsoever in respect of the accuracy or completeness of the information provided, or in connection with the transmission of the login details or any use of the login details for voting or otherwise;
4. If I/we or my/our proxy cast my/our votes through the online platform, such votes are irrevocable once the voting session of the Meeting ends; and
5. If my/our proxy has not received the login details by email by 12:00 noon on Sunday, 19 June 2022, I/we understand that I/we should reach out to the Hong Kong branch share registrar of the Company for assistance.

Dated this _____ day of _____, 2022

Signed^(Note 5) _____

Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The names of all joint holders should be stated.
2. Please insert the number of shares of the Company registered in your name(s) 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 of the Company registered in your name(s).
3. Please insert the name and address of the proxy desired in the space provided. A member who is the holder of two or more shares may appoint more than one proxy to attend and vote on his behalf at the Meeting provided that if more than one proxy is so appointed, the appointment shall specify the number of shares in respect of which each such proxy is so appointed. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**
4. **IMPORTANT: IF YOU WISH TO VOTE FOR ANY OF THE RESOLUTIONS, PLEASE TICK (“/”) THE APPROPRIATE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST ANY OF THE RESOLUTIONS, PLEASE TICK (“/”) THE APPROPRIATE BOX MARKED “AGAINST”.** Failure to tick a box will entitle your proxy to cast your votes at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting other than those referred to in the notice convening the Meeting.
5. This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be executed either under its common seal or under the hand of an officer or attorney duly authorised.
6. To be valid, this form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, must be (in the case of submission of proxy form in hard copy) deposited at the Company’s Hong Kong branch share registrar of the Company, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong or (in the case of submission of proxy form by electronic means) to the electronic address (mmc.eproxy@computershare.com.hk) as soon as possible but in any event not less than 48 hours before the time appointed for the Meeting (or any adjournment thereof) (i.e. not later than 2:00 p.m. on Saturday, 18 June 2022).
7. Where there are joint registered holders of any share(s), any one of such persons may vote at the meeting, either through online platform or by proxy, in respect of such share(s) as if he/she is solely entitled to, but if more than one of such joint holders be present at the meeting through online platform that only one device is allowed per login or by proxy.
8. **ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**
9. Completion and delivery of this form of proxy will not preclude you from attending and voting at the Meeting by means of electronic facilities if you so wish, but the authority of your proxy will become invalid forthwith.
10. In light of the continuing risks posed by the COVID-19 pandemic, the Company is adopting a combination of (a) physical meeting (subject to any HKSAR Government prescribed epidemic control measures where physical attendance may be denied or restricted); and (b) electronic meeting arrangements in respect of the Meeting (details set out in the Company’s circular dated 27 April 2022). In particular, subject to the HKSAR Government’s restriction on public gatherings will not be lifted by the time of the Meeting then other than the minimum number of persons required under the articles of association of the Company to form a quorate meeting, together with a limited number of other attendees to ensure the proper conduct of the Meeting, other Shareholders, proxies or corporate representatives will not be able to attend the Meeting in person in light of the continuing risks posed by the COVID-19 pandemic. Any person who attempts to do so will be excluded and will not be permitted entry to the venue of the Meeting. Shareholders may attend, participate and vote at the Meeting by visiting the website – <http://meetings.computershare.com/MMCAGM2022>, details of which are set out in the Company’s circular dated 27 April 2022.
11. Every member present in person (or in the case of a member being a corporation, by its duly authorised representative) or by proxy shall have one vote for every fully paid share of which he/she is the holder.
12. A Shareholder entitled to vote at the Meeting (or at any adjournment thereof) is entitled to appoint one or more proxies to vote instead of the Shareholder. A proxy does not need to be a Shareholder. However, given the special arrangements adopted by the Company as outlined in Note 10 above and more particularly set out in the circular of the Company dated 27 April 2022, if you wish to vote on any resolution at the Meeting, you should exercise your voting rights by (1) attending and voting at the Meeting by electronic facilities (either personally or via appointment of proxy); or (2) appointing the Chairman of the Meeting as your proxy to vote on the relevant resolutions at the Meeting in accordance with your instructions.
13. References to time and dates in this form of proxy are to Hong Kong time and dates.

PERSONAL INFORMATION COLLECTION STATEMENT

“Personal Data” in this form of proxy has the same meaning as “personal data” in the Personal Data (Privacy) Ordinance (Chapter 486 of the Laws of Hong Kong) (“PDPO”). The supply of your Personal Data and that of your proxy’s (or proxies’) name(s) and address(es) is on a voluntary basis for the purpose of processing your request for the appointment of a proxy (or proxies) and your voting instructions for the Meeting of the Company (the “Purposes”). Your Personal Data and that your and your proxy’s (or proxies’) name(s) and address(es) will be disclosed and transferred to the share registrar of the Company and/or agents, contractors, or third party service providers of the Company for the purpose of processing your instructions as stated in this form of proxy, or if required to do so by law, for example, in response to a court order or a law enforcement agency’s request and will be retained for such period as may be necessary for our verification and record purposes. By providing your proxy’s Personal Data in this form of proxy, you should have obtained the express consent (which has not been withdrawn in writing) from your proxy in using his/her Personal Data provided in this form of proxy and that you have informed your proxy of the purpose for and the manner in which his/her Personal Data may be used. You and your appointed proxy have the right to request access to and/or to correct the respective Personal Data in accordance with the provisions of the PDPO. Any such request should be in writing by mail to the Personal Data Privacy Officer of Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong; or by email to hkinfo@computershare.com.hk.