

SOUTHGOBI RESOURCES LTD.

**Notice of the special meeting of Shareholders
to be held on August 23, 2023**

NOTICE IS HEREBY GIVEN that the special meeting of the shareholders of **SOUTHGOBI RESOURCES LTD.** (the “**Company**”) will be held at the offices of Dentons Canada LLP, 20th floor – 250 Howe Street, Vancouver, British Columbia, Canada on Wednesday, August 23, 2023 at 7:30 p.m. (PDT) (which is 10:30 a.m. on Thursday, August 24, 2023 in Hong Kong, China) (the “**Meeting**”) for the following purpose:

1. to consider, and if thought advisable, to pass an ordinary resolution of disinterested shareholders of the Company authorizing and approving the deferral agreement dated March 24, 2023 (the “**March 2023 Deferral Agreement**”) between JD Zhixing Fund L.P., the Company and certain of its subsidiaries as more fully described in the accompanying management proxy circular (the “**Management Proxy Circular**”).

The Company will transact such other business as may properly come before the Meeting or any adjournment thereof.

The board of directors (the “**Board**”) has fixed July 19, 2023 as the record date for the determination of shareholders entitled to receive notice of, and to vote at, the Meeting and at any adjournment thereof.

Voting

The Management Proxy Circular contains details of the matters to be considered at the Meeting. Information respecting the approval of the March 2023 Deferral Agreement (as defined below) may be found in the accompanying Management Proxy Circular under the heading “*Approval of the March 2023 Deferral Agreement*”.

A Form of Proxy is enclosed herewith. Registered shareholders in Canada and Hong Kong who are unable, or do not wish, to attend the Meeting in person are requested to complete, date, sign and return the enclosed Form of Proxy to TSX Trust Company (for registered shareholders in Canada) or to Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong (for registered shareholders in Hong Kong) in accordance with the instructions set out on the Form of Proxy and in the Management Proxy Circular.

If you are voting your shares by proxy, the Form of Proxy should be returned in the following manner no later than 48 hours (excluding Saturdays, Sundays and statutory holidays in the City of Vancouver, British Columbia, Canada) before any adjournment(s) or postponement(s) of the Meeting: (i) TSX Trust Company, must receive your completed Form of Proxy by 7:30 p.m. (PDT) on Monday, August 21, 2023, or 48 hours (excluding Saturdays, Sundays and statutory holidays in the City of Vancouver, British Columbia, Canada) before any adjournment(s) or postponement(s) of the Meeting; or (ii) Computershare Hong Kong Investor Services Limited must receive your completed Form of Proxy by 10:30 a.m. (Hong Kong time) on Tuesday, August 22, 2023 in Hong Kong or 48 hours (excluding Saturdays, Sundays and public holidays in Hong Kong) 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 CAREFULLY BEFORE EXERCISING THEIR RIGHT TO VOTE.

DATED at Vancouver, British Columbia, Canada this 20th day of July, 2023

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

"Allison Snetsinger"

Allison Snetsinger
Corporate Secretary

**PLEASE VOTE PRIOR TO 7:30 P.M. (PDT) ON MONDAY, AUGUST 21, 2023 IN CANADA
OR 10:30 A.M. (HONG KONG TIME) ON TUESDAY, AUGUST 22, 2023 IN HONG KONG**