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(A company continued under the laws of British Columbia, Canada with limited liability)
(Hong Kong Stock Code: 1878)
(TSX Venture Exchange Stock Symbol: SGQ)

VOTING RESULTS OF THE SPECIAL MEETING

Reference is made to the Management Proxy Circular of SouthGobi Resources Ltd. (the “**Company**”) dated July 20, 2023 (Vancouver time) (the “**Circular**”) and the announcement of the Company dated August 22, 2023 (Vancouver time) (the “**Announcement**”). Unless the context otherwise requires, capitalized terms used herein shall have the same meanings as those defined in the Circular and the Announcement.

The Company is pleased to announce that the postponed Special Meeting of the shareholders of the Company (the “**Shareholders**”) which was originally scheduled for Wednesday, August 23, 2023, was held on Tuesday, August 29, 2023 at 7:30 p.m. (Vancouver time), which is Wednesday, August 30, 2023 at 10:30 a.m. (Hong Kong time) (the “**Postponed Meeting**”) at the office of Dentons Canada LLP, 20th floor – 250 Howe Street, Vancouver, British Columbia, Canada. The following sets forth a brief description of the matter which was voted upon at the Postponed Meeting and the outcome of the vote:

The following ordinary resolution was passed by a majority of the votes cast by ballot. The result of the vote by ballot with respect to the above matter is shown below:

ORDINARY RESOLUTION		FOR	AGAINST
1.	Approval of March 2023 Deferral Agreement The disinterested Shareholders passed an ordinary resolution authorizing and approving the deferral agreement dated March 24, 2023 (the “ March 2023	48,226,185 (99.99%)	4,200 (0.01%)

* For identification purposes only

<p>Deferral Agreement") between JD Zhixing Fund L.P. (the "Deferral Interested Shareholder"), the Company and certain of its subsidiaries as more fully described in the Circular.</p>		
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Notes:

- (a) As more than 50% of votes cast were in favor of resolution number 1, the resolution was duly passed as an ordinary resolution at the Postponed Meeting.
- (b) As at the date of the Postponed Meeting, the total number of issued shares of the Company was 295,277,779 Common Shares, and the total number of Common Shares entitling the holders to attend and vote on the resolution proposed at the Postponed Meeting was 209,563,585. The full text of the aforesaid resolution was set out in the Circular.
- (c) Given that the Deferral Interested Shareholder is involved in and interested in the March 2023 Deferral Agreement and the transactions contemplated thereunder, the Deferral Interested Shareholder has abstained from voting at the Postponed Meeting on the resolutions approving them. Accordingly, the 85,714,194 votes attached to the Common Shares beneficially owned, or over which control or direction is exercised by the Deferral Interested Shareholder, were excluded from the vote to approve the March 2023 Deferral Agreement. Save as disclosed herein, there were (i) no Common Shares entitling the holders to attend and abstain from voting in favor of any resolution at the Postponed Meeting as set out in Rule 13.40 of the Hong Kong Listing Rules at the Postponed Meeting; and (ii) no Shareholder was required under the Hong Kong Listing Rules to abstain from voting on the resolutions at the Postponed Meeting and there were no restrictions on any Shareholder casting vote on the resolutions proposed at the Postponed Meeting.
- (d) None of the disinterested Shareholders have stated their intention in the Circular to vote against or to abstain from voting on any of the resolutions proposed at the Postponed Meeting.
- (e) The Company's share registrar, TSX Trust Company, acted as the scrutineer for the vote-taking at the Postponed Meeting.
- (f) The executive Directors, Messrs. Ruibin Xu, Chen Shen and Ms. Chonglin Zhu attended the Postponed Meeting through the telecommunication facilities. The non-executive Directors,

Messrs. Zhu Gao and Zaixiang Wen, attended the Postponed Meeting through the telecommunication facilities. The independent non-executive Directors, Mr. Mao Sun, attended the Postponed Meeting in person and Mr. Yingbin Ian He and Ms. Jin Lan Quan attended the Postponed Meeting through the telecommunication facilities.

There were no further items brought before the Postponed Meeting and no amendments or variations were proposed at the Postponed Meeting.

By order of the Board
SouthGobi Resources Ltd.

Mao Sun
Lead Director

Vancouver, August 30, 2023

Hong Kong, August 30, 2023

As at the date of this announcement, the executive directors of the Company are Mr. Ruibin Xu, Ms. Chonglin Zhu and Mr. Chen Shen; the independent non-executive directors of the Company are Mr. Yingbin Ian He, Mr. Mao Sun and Ms. Jin Lan Quan; and the non-executive directors of the Company are Mr. Zhu Gao and Mr. Zaixiang Wen.