

SOUTHGOBI RESOURCES LTD.

**Notice of the special meeting of Shareholders
to be held on Wednesday, August 28, 2024 (Vancouver, Canada)**

NOTICE IS HEREBY GIVEN that the special meeting of the shareholders of **SOUTHGOBI RESOURCES LTD.** (the “**Company**”) will be held at the PwC Place Meeting Room, Mezzanine Level, 250 Howe St., Vancouver, British Columbia, on Wednesday, August 28, 2024 at 6:00 p.m. (PDT) (which is 9:00 a.m. on Thursday, August 29, 2024 in Hong Kong, China) (the “**Meeting**”) for the following purposes:

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 19, 2024 (the “**March 2024 Deferral Agreement**”) and the deferral agreement dated April 30, 2024 (the “**April 2024 Deferral Agreement**”), in each case between JD Zhixing Fund L.P., the Company and certain of its subsidiaries, all as more particularly described in the accompanying Management Proxy Circular dated July 25, 2024 (the “**Management Proxy Circular**”);
2. to consider, and if thought advisable, to pass an ordinary resolution of disinterested shareholders of the Company authorizing and approving the amendment agreement dated May 9, 2024 between the Company and JD Zhixing Fund L.P. (the “**Convertible Debenture Amendment**”) approving certain amendments to the Company’s convertible debenture issued on October 26, 2009, all as more fully described in the accompanying Management Proxy Circular; and

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 Wednesday, July 24, 2024 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 2024 Deferral Agreement and April 2024 Deferral Agreement, and approval of the Convertible Debenture Amendment may be found in the Management Proxy Circular under the headings “*Approval of the March 2024 Deferral Agreement and April 2024 Deferral Agreement*” and “*Approval of the Convertible Debenture Amendment*” respectively.

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 6:00 p.m. (PDT) on Monday, August 26, 2024, 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 9:00 a.m. (Hong Kong time) on Tuesday, August 27, 2024 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 25th day of July, 2024

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

"Allison Snetsinger"

Allison Snetsinger
Corporate Secretary

**PLEASE VOTE PRIOR TO 6:00 P.M. (PDT) ON Monday, August 26, 2024 IN CANADA
OR 9:00 A.M. (HONG KONG TIME) ON Tuesday, August 27, 2024 IN HONG KONG**