SOUTHGOBI RESOURCES LTD.

Notice of the annual general meeting of Shareholders to be held on Thursday, June 25, 2026 (Vancouver, Canada)

NOTICE IS HEREBY GIVEN that the annual general 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 Thursday, June 25, 2026 at 6:00 p.m. (PDT) (which is 9:00 a.m. on Friday, June 26, 2026 in Hong Kong, China) (the "**Meeting**") for the following purposes:

1. to receive the report of the Board of Directors (the "**Board**");

2. to receive the Company's audited financial statements for the financial year ended December 31, 2025 and the auditors' report thereon;

3. to appoint auditors for the Company for the ensuing year and to authorize the Board to fix the auditors' remuneration;

4. to consider, and if thought advisable, to pass an ordinary resolution fixing the number of directors to be elected at the Meeting at eight (8);

5. to elect Ms. Jin Lan Quan, who has been serving as an independent non-executive Director for more than nine years, as director for the ensuing year;

6. to elect Mr. Yingbin Ian He, who has served as an independent non-executive Director for more than nine years, as director for the ensuing year;

7. to elect directors (including Ms. Jin Lan Quan and Mr. Yingbin Ian He) for the ensuing year; and

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

The Board has fixed Monday, May 4, 2026 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.

Notice-and-Access

The Company is utilizing the Canadian Securities Administrators' notice-and-access delivery mechanism (the "**Notice-and-Access Provisions**") under National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer* and National Instrument 51-102 – *Continuous Disclosure Obligations*, for distribution of Meeting materials to registered and beneficial shareholders.

Website Where Meeting Materials are Posted

The Notice-and-Access Provisions are a set of rules that allows reporting issuers to post electronic versions of proxy-related materials and annual financial statements (including the management proxy circular of the Company dated May 14, 2026 (the "**Management Proxy Circular**") on-line, via SEDAR+ at www.sedarplus.ca and one (1) other website, rather than mailing paper copies of such materials to shareholders.

Electronic copies of the Management Proxy Circular, the annual audited consolidated financial statements of the Company for the year ended December 31, 2025 (the "**Financial Statements**") and management's discussion and analysis of the Company's results of operations and financial condition for the year ended December 31, 2025 (the "**MD&A**") may be found on the Company's SEDAR+ profile at www.sedarplus.ca, on the HKEX news website at www.hkexnews.hk, and the Company's website at www.southgobi.com.

In relation to the Meeting, the notice package for all shareholders will include the Form of Proxy, this notice of the annual general meeting of shareholders and a supplemental return card (collectively, the "**Meeting Materials**"). The Meeting Materials for those shareholders with existing instructions on their account to receive printed materials and those shareholders with addresses outside of Canada and the United States will also include a printed copy of the Management Proxy Circular. All other shareholders will receive only the required notification documentation under the Notice-and-Access Provisions, which will not include a paper copy of the Management Proxy Circular.

Obtaining Paper Copies of Materials

The Company anticipates that using the Notice-and-Access Provisions for delivery will directly benefit the Company through a substantial reduction in both postage and material costs, and also promote environmental responsibility by decreasing the large volume of paper documents generated by printing proxy-related materials.

Shareholders with questions about the Notice-and-Access Provisions may call our transfer agent, TSX Trust Company (the "**Transfer Agent**"), toll-free at 1-888-433-6443 or outside Canada and the U.S. at 416-682-3801 (which is not a toll-free number). The Meeting Materials are available on the Company's website: https://www.southgobi.com/html/ir_meeting.php#.

Please note that if you request a paper copy of the Meeting Materials, you will not receive a new Form of Proxy or voting instruction form, so you should retain these forms sent to you in order to vote. Shareholders may also obtain paper copies of the Management Proxy Circular, Financial Statements and MD&A free of charge by contacting the Company's Corporate Secretary at 604-762-6783 (which is not a toll-free number).

A request for paper copies which are required in advance of the Meeting should be sent so that the request is received by the Company or the Transfer Agent, as applicable, by 4:00 p.m. (PST) on Monday, June 8, 2026 in order to allow sufficient time for shareholders to receive the paper copies and to return their proxies or voting instruction forms to intermediaries not later than 48 hours (excluding Saturdays, Sundays and statutory holidays in the City of Vancouver, British Columbia, Canada and public holidays in Hong Kong) prior to the time set out for the Meeting or any adjournments or postponements thereof.

Voting

The Management Proxy Circular contains details of the matters to be considered at the Meeting. Information respecting the appointment of auditors, and election of directors may be found in the Management Proxy Circular under the headings *"Appointment of Auditors", and "Election of Directors"* 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 Tuesday, June 23, 2026, 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 Wednesday, June 24, 2026 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 14th day of May, 2026.

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 TUESDAY, JUNE 23, 2026 IN CANADA OR 9:00 A.M. (HONG KONG TIME) ON WEDNESDAY, JUNE 24, 2026 IN HONG KONG