



# MONGOLIAN MINING CORPORATION

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 975)

## INSTRUMENT OF PROXY FOR USE AT THE EXTRAORDINARY GENERAL MEETING TO BE HELD ON MONDAY, 24 NOVEMBER 2014

I/We<sup>(Note 1)</sup> \_\_\_\_\_

of \_\_\_\_\_

being the registered holder(s) of \_\_\_\_\_ shares<sup>(Note 2)</sup> of USD0.01 each in the share capital of Mongolian Mining Corporation (the "Company") **HEREBY APPOINT**<sup>(Note 3)</sup> \_\_\_\_\_

of \_\_\_\_\_

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 Extraordinary General Meeting (the "Meeting") of the Company to be held at Queensway and Victoria Rooms, Level 3, JW Marriott Hotel Hong Kong, Pacific Place, 88 Queensway, Admiralty, Hong Kong on Monday, 24 November 2014 at 10:00 a.m. (and at any adjournment thereof) in respect of the resolution 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<sup>(Note 4)</sup>:

ORDINARY RESOLUTION	FOR <sup>(Note 4)</sup>	AGAINST <sup>(Note 4)</sup>
(a) To consider and approve the increase of the authorized share capital of the Company from USD60,000,000 to USD150,000,000 by the creation of additional 9,000,000,000 shares of USD0.01 each.		
(b) Subject to and conditional upon (i) the fulfillment or waiver (as applicable) of the conditions of the Underwriting Agreement; (ii) the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in the Rights Shares (in their nil-paid and fully-paid forms); and (iii) the Underwriting Agreement not being terminated in accordance with its terms, to consider and approve the Rights Issue and the transactions contemplated thereunder.		
(c) To consider and approve that any Director be authorised to allot and issue the Rights Shares pursuant to and in connection with the Rights Issue.		
(d) To consider, approve, confirm and ratify the entering into of the Underwriting Agreement by the Company and the performance of the transactions contemplated thereunder.		
(e) To consider and approve that any Director be authorised to sign and execute such documents and do all such acts and things incidental to the Rights Issue or as he/she considers necessary, desirable or expedient in connection with the implementation of or giving effect to the Rights Issue, the Underwriting Agreement and the transactions contemplated thereunder.		

Dated this \_\_\_\_\_ day of \_\_\_\_\_, 2014

Signed<sup>(Note 5)</sup> \_\_\_\_\_

### Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The names of all joint holders should be stated.
- Please insert the number of shares of the Company registered in your name(s) to which this instrument of proxy relates. If no number is inserted, this instrument of proxy will be deemed to relate to all the shares of the Company registered in your name(s).
- 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 INSTRUMENT OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY OF THE RESOLUTION, PLEASE TICK ("✓") THE APPROPRIATE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST ANY OF THE RESOLUTION, 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.
- This instrument 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.
- 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 is the holder.
- In the case of joint holders, the vote(s) of the senior who tenders a vote whether in person or by proxy will be accepted to the exclusion of the vote(s) of the other joint holder(s) and for this purpose seniority will be determined by the order in which the names stand in the Register of Members.
- To be valid, this instrument 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 deposited at the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the Meeting or adjournment thereof.
- A proxy need not be a member of the Company but must attend the Meeting in person to represent you.
- Completion and delivery of this instrument of proxy will not preclude you from attending and voting at the Meeting if you so wish and, in such event, this instrument of proxy shall be deemed to be revoked.
- The full text of the resolution appear in the notice of the Meeting (the "Notice") incorporated in the circular of the Company dated 7 November 2014.