

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.

This announcement is for information purposes only and does not constitute or form part of and should not be construed as an invitation or a solicitation of an offer to acquire, purchase or subscribe for securities or an inducement to enter into investment activity, or an invitation to enter into an agreement to do any such things, nor is it calculated to invite any offer to acquire, purchase or subscribe for any securities. This announcement is not an offer of securities for sale in the PRC, Hong Kong, the United States or elsewhere. The New Senior Notes are not available for general subscription in Hong Kong or elsewhere.

*This announcement does not constitute an offer to purchase, a solicitation of an offer to purchase, or a solicitation of an offer to sell, any securities referred to herein. This announcement does not constitute, and may not be used in connection with, any form of offer or solicitation in the United States or any place where such offers or solicitations are not permitted by law. This announcement is not for release, publication or distribution in or into, or to any person resident and/or located in any jurisdiction where such release, publication or distribution is unlawful. The securities referred to herein have not been and will not be registered under the United States Securities Act of 1933, as amended (the “**Securities Act**”) and may not be offered or sold in the United States except pursuant to an exemption from, or a transaction not subject to, the registration requirements of the Securities Act. Any public offer of securities to be made in the United States will be made by means of a prospectus. Such prospectus will contain detailed information about the Company and its management, as well as financial statements. The Company does not intend to make any public offering of securities in the United States.*



MONGOLIAN MINING CORPORATION

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 975)

**INVITATION TO OFFER TO TENDER IN RELATION TO US\$194,999,827
PERPETUAL SECURITIES ISSUED ON 4 MAY 2017
(COMMON CODE/ISIN NUMBER: 159907805 / XS1599078059)**

**INVITATION TO OFFER TO TENDER AND CONSENT
SOLICITATION IN RELATION TO US\$412,465,892 GUARANTEED
SENIOR NOTES DUE 2022 ISSUED ON 4 MAY 2017
(COMMON CODE/ISIN NUMBER: 159863450 / XS1598634506)**

PROPOSED ISSUANCE OF GUARANTEED SENIOR NOTES

This announcement is made by the Company pursuant to Rule 13.09(2) of the Listing Rules and the Inside Information Provisions (as defined in the Listing Rules) of Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

The Board wishes to announce that on 18 March 2019, the Company and ER commenced the Tender Offers and the Consent Solicitation.

The Company has mandated J.P. Morgan Securities plc and Morgan Stanley & Co. International plc as the Dealer Managers and solicitation agents in relation to the Tender Offers and the Consent Solicitation. The Company has also mandated D.F. King Ltd. as the Information and Tender Agent in relation to the Tender Offers and the Consent Solicitation.

Further, the Company also proposes to issue the New Senior Notes jointly with ER as co-issuers. The New Senior Notes will be guaranteed by the Subsidiary Guarantors. The proposed issue of the New Senior Notes will be arranged by J.P. Morgan Securities plc and Morgan Stanley & Co. International plc as Joint Bookrunners and Joint Lead Managers. The Bank of New York Mellon will act as the New Senior Notes Trustee.

The New Senior Notes are intended to be listed on the SGX-ST. Application will be made to the SGX-ST for the listing and quotation of the New Senior Notes on the SGX-ST. The SGX-ST assumes no responsibility for the correctness of any of the statements made, opinions expressed or reports contained here. Approval in-principle from, admission to the Official List of, and the listing and quotation of the New Senior Notes on, the SGX-ST are not to be taken as an indication of the merits of the Company, ER, the Subsidiary Guarantors, any of their respective subsidiaries and/or associated companies, the New Senior Notes or the related guarantees. No listing of the New Senior Notes has been sought in Hong Kong.

The purpose of the Perpetual Securities Tender Offer is to improve the Company's financial position by acquiring the Perpetual Securities. The Company believes that the Perpetual Securities Tender Offer provides an opportunity for Holders to gain liquidity with respect to the Perpetual Securities (by tendering their Perpetual Securities for purchase by the Company) that might not otherwise be available to such Holders. The purpose of the Senior Notes Tender Offer is to acquire the outstanding Senior Notes subject to the Maximum Offer Amount and improve the terms of ER's indebtedness to enable additional flexibility necessary to grow its business in Mongolia. The purpose of the Consent Solicitation is to adopt the Proposed Amendments, which amend certain terms of the Senior Notes Indenture including eliminating certain of the covenants, restrictive provisions and events of defaults.

The Company has made available today, through the Information and Tender Agent, to the Holders the Offer to Purchase Memorandum setting out, among other things, the terms and conditions of the Tender Offers and the Consent Solicitation. The Offer to Purchase Memorandum is available in electronic format on the Tender Offers and Consent Solicitation Website at <https://sites.dfkingltd.com/mmc>.

Concurrently with the Tender Offers, Consent Solicitation and proposed issuance of New Senior Notes, the Senior Loan with outstanding principal amount of US\$23,700,000 as of 31 December 2018 is expected to be fully repaid with proceeds from Baruun Naran S.à.r.l., our wholly-owned subsidiary, before the Settlement Date. Upon full repayment of the Senior Loan, certain collection accounts and coal stockpiles pledged under the Senior Loan will be released.

Shareholders, Holders of the Perpetual Securities, Holders of the Senior Notes and potential investors should note that completion of the Tender Offers and the Consent Solicitation is subject to the fulfillment or waiver of the conditions precedent to the Tender Offers and the Consent Solicitation as set forth in the Offer to Purchase Memorandum and summarised in this announcement. No assurance can be given that the Tender Offers and the Consent Solicitation will be completed and the Company and ER reserve the right to amend, withdraw or terminate the Tender Offers and the Consent Solicitation with or without conditions.

The Company and ER may, in their sole discretion, amend or waive certain of the conditions precedent to the Tender Offers and the Consent Solicitation. No binding agreement in relation to the proposed issue of the New Senior Notes has been entered into, and the proposed issue of the New Senior Notes may or may not materialise. As the Tender Offers and the Consent Solicitation may or may not proceed, and the New Senior Notes may not be issued, Shareholders, Holders of the Perpetual Securities, Holders of the Senior Notes and potential investors should exercise caution when dealing in the securities of the Company, the Perpetual Securities or the Senior Notes.

This announcement is made by the Company pursuant to Rule 13.09(2) of the Listing Rules and the Inside Information Provisions (as defined in the Listing Rules) of Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

THE TENDER OFFERS AND THE CONSENT SOLICITATION

Introduction

Reference is made to the announcements dated 4 May 2017 and 5 May 2017 regarding the listing confirmation of the Perpetual Securities and the Senior Notes being listed on the SGX-ST.

As at the date of this announcement, the aggregate outstanding principal amount of the Perpetual Securities is US\$194,999,827 and the aggregate outstanding principal amount of the Senior Notes is US\$412,465,892.

The Company and ER are offering to tender the Perpetual Securities and the Senior Notes held by Holders upon the terms and subject to the conditions set out in the Offer to Purchase Memorandum and as summarised under the “Summary of Terms of the Tender Offers” section below.

Concurrently with making the Tender Offers, upon the terms and subject to the conditions set out in the Offer to Purchase Memorandum, ER is soliciting Consent from Holders of the Senior Notes to adopt the Proposed Amendments, which amend certain terms of the Senior Notes Indenture including eliminating certain of the covenants, restrictive provisions and events of default.

Notwithstanding anything to the contrary contained herein, but subject to applicable laws, the Company and ER may, in their sole and absolute discretion, terminate, waive, extend, amend or modify the Tender Offers and the Consent Solicitation, in each case in whole or in part, at any time before the Expiration Time.

Summary of the terms of the Tender Offers

Under the Tender Offers, the Company invites the Holders to offer to tender their Perpetual Securities for up to US\$50,000,000 in principal amount of its outstanding Perpetual Securities and/or their Senior Notes subject to a Maximum Offer Amount to the Company for payment of the Offer Consideration.

Holders whose Perpetual Securities are validly tendered on or before the Early Tender Deadline and not validly withdrawn on or before the Withdrawal Deadline will be eligible to receive the Repurchase Price, which includes the Perpetual Securities Early Tender Premium, as set forth below. Holders whose Senior Notes are validly tendered on or before the Early Tender Deadline and not validly withdrawn on or before the Withdrawal Deadline will be eligible to receive the Total Offer Consideration, as set forth below, which includes the Senior Notes Early Tender Premium.

Holders whose Perpetual Securities are validly tendered after the Early Tender Deadline and on or before the Expiration Time will be eligible to receive the Late Tender Price, as set forth below. Holders whose Senior Notes are validly tendered after the Early Tender Deadline and on or before the Expiration Time will be eligible to receive the Offer Consideration, as set forth below. The Company reserves the right, subject to certain conditions, to reject any tenders after the Early Tender Deadline, as described in the Offer to Purchase Memorandum.

In order to tender Perpetual Securities and/or Senior Notes pursuant to the Tender Offers, Holders will be required, at the time of such tender, to certify to the Company that they (i) have validly tendered and not validly withdrawn any or all Perpetual Securities and/or Senior Notes owned by them pursuant to the Tender Offers, and (ii) will not validly withdraw any such tender of any Perpetual Securities and/or Senior Notes if they have not also validly withdrawn their tender of all other Perpetual Securities and/or Senior Notes. No Holder may tender less than all of its Senior Notes in the Tender Offers.

Perpetual Securities and Senior Notes to be repurchased by the Company and ER, as applicable, pursuant to the Tender Offers will be retired and cancelled and will not be reissued. Perpetual Securities and Senior Notes that are not validly tendered and accepted for repurchase pursuant to the Tender Offers will remain outstanding.

The consummation of the Tender Offers is conditional upon the satisfaction of the conditions set out in the Offer to Purchase Memorandum. The Company may in its sole discretion waive any of those conditions. The Company expects to announce results of the Tender Offers (i) as soon as practicable after the Early Tender Deadline on or around 2 April 2019, and (ii) as soon as practicable after the Expiration Time on or around 17 April 2019. The final Settlement Date of the Tender Offers is expected to be 25 April 2019, although the Company and ER have the option to also settle on an earlier date at their discretion.

A Holder who validly tenders, and does not validly withdraw, its Senior Notes for tender pursuant to the Tender Offers will be deemed to have (i) delivered a Consent with respect to such tendered Senior Notes; (ii) waived any and all rights with respect to such tendered Senior Notes, including, without limitation, any existing or past defaults and their consequences in respect of those Senior Notes and any rights for payment of principal, interest or premium (including any cash sweep premium (as defined in the Senior Notes Indenture)) (if any); and (iii) released and discharged ER from any and all claims that the Holder may have, now or in the future, arising out of or related to such tendered Senior Notes, including, without limitation, any claims that the Holder is entitled to receive additional principal, interest or premium payments (including any cash sweep premium) (if any) with respect to such tendered Senior Notes.

Offer Consideration

For each US\$1,000 principal amount of the outstanding Perpetual Securities validly tendered on or before the Early Tender Deadline and not validly withdrawn on or before the Withdrawal Deadline, Holders will be eligible to receive the Repurchase Price, which includes the Perpetual Securities Early Tender Premium. For each US\$1,000 principal amount of the outstanding Perpetual Securities validly tendered after the Early Tender Deadline and on or before the Expiration Time, Holders of such Perpetual Securities will be eligible to receive only the Late Tender Price, which is the Repurchase Price less the Perpetual Securities Early Tender Premium. The Repurchase Price will be determined by a modified Dutch auction on the terms and subject to the conditions set out in the Offer to Purchase Memorandum, and will be an amount between or equal to the Minimum Offer Price and the Maximum Offer Price, as set forth below.

Notes to be Tendered	Common Code/ ISIN Number	Aggregate Principal Amount Outstanding	Minimum Offer Price ⁽¹⁾	Maximum Offer Price ⁽¹⁾	Perpetual Securities Early Tender Premium
Perpetual Securities	159907805/ XS1599078059	US\$194,999,827	US\$450.00 for each US\$1,000 principal amount of the Perpetual Securities	US\$510.00 for each US\$1,000 principal amount of the Perpetual Securities	US\$50.00 for each US\$1,000 principal amount of the Perpetual Securities

(1) Includes Perpetual Securities Early Tender Premium.

For each US\$1,000 principal amount of the outstanding Senior Notes validly tendered on or before the Early Tender Deadline and not validly withdrawn on or before the Withdrawal Deadline, Holders will be eligible to receive the Total Offer Consideration set out in the table below, which includes the Senior Notes Early Tender Premium. For each US\$1,000 principal amount of the outstanding Senior Notes validly tendered after the Early Tender Deadline and on or before the Expiration Time, Holders of such Senior Notes will be eligible to receive only the Offer Consideration set out in the table below, which is the Total Offer Consideration less the Senior Notes Early Tender Premium.

Notes to be Tendered	Common Code/ ISIN Number	Aggregate Principal Amount Outstanding	Offer Consideration	Senior Notes Early Tender Premium	Total Offer Consideration ⁽¹⁾
Senior Notes	159863450/ XS1598634506	US\$412,465,892	US\$960.00 for each US\$1,000 principal amount of the Senior Notes	US\$50.00 for each US\$1,000 principal amount of the Senior Notes	US\$1,010.00 for each US\$1,000 principal amount of the Senior Notes

(1) Includes Senior Notes Early Tender Premium.

Summary of Terms of the Consent Solicitation

Concurrently with making the Tender Offers, under the Consent Solicitation and upon the terms and subject to the conditions set out in the Offer to Purchase Memorandum, ER is soliciting Consent from Holders of the Senior Notes to amend the Senior Notes Indenture to give effect to the Proposed Amendments.

The Consents are required in order for the Proposed Amendments to be adopted and the Proposed Amendments will become operative once the Supplemental Indenture has been executed and become effective in accordance with its terms.

All Holders of outstanding Senior Notes will be eligible to participate in the Consent Solicitation. The Proposed Amendments constitute a single proposal with respect to the Senior Notes Indenture and a consenting and tendering Holder of the Senior Notes must consent to the adoption of the Proposed Amendments in their entirety and may not consent selectively with respect to any Proposed Amendments.

Holders may not deliver a consent in a Consent Solicitation without tendering Senior Notes in the Tender Offers. Tendered Senior Notes may be withdrawn and consents may be revoked before the Withdrawal Deadline, but Senior Notes may not be withdrawn and consents may not be revoked on or after the Withdrawal Deadline, even if the Company otherwise extends the Tender Offers and the Consent Solicitation beyond the Expiration Time, except in certain limited circumstances where additional withdrawal rights are required by law. Consents given in connection with the tender of any Senior Notes cannot be revoked without withdrawing such Senior Notes, and tendered Senior Notes cannot be withdrawn without also revoking the consent related to such Senior Notes. Receipt of the Consents in respect of Senior Notes in advance of the Withdrawal Deadline of the Tender Offers will not result in any change in the terms of the Tender Offers, and Holders will continue to be able to withdraw their Senior Notes and thereby revoke their consents until the Withdrawal Deadline.

Procedures for Tendering Perpetual Securities and Senior Notes, and for Delivering Consents

To participate in the Tender Offers, a Holder must validly tender (and not validly withdraw) its Perpetual Securities and/or Senior Notes pursuant to the Tender Offers prior to the Expiration Time in accordance with the procedures described in the Offer to Purchase Memorandum.

In addition, a Holder may validly tender its Perpetual Securities and/or Senior Notes subsequent to the Early Tender Deadline but prior to the Expiration Time pursuant to the procedures described below, but Holders of the Perpetual Securities may only receive the Late Tender Price, and Holders of the Senior Notes may only receive the Offer Consideration.

The valid tender of Senior Notes prior to the Expiration Time upon the terms and subject to the conditions set out in the Offer to Purchase Memorandum and in accordance with the procedures described below will be deemed to constitute delivery of (i) a Consent with respect to the Senior Notes tendered; (ii) a waiver of any and all rights with respect to such tendered Senior Notes, including, without limitation, any existing or past defaults and their consequences in respect of those Senior Notes and any rights for payment of principal, interest or premium (including any cash sweep premium (as defined in the Senior Notes Indenture)) (if any); and (iii) a release and discharge of ER from any and all claims that the Holder may have, now or in the future, arising out of or related to such tendered Senior Notes, including, without limitation, any claims that the Holder is entitled to receive additional principal, interest or premium payments (including any cash sweep premium) (if any) with respect to such tendered Senior Notes.

For further information, Holders of the Perpetual Securities and Holders of the Senior Notes should contact the Information and Tender Agent, or consult their broker, dealer, commercial bank, trust company or other nominee or custodian for assistance.

CONDITIONS TO THE TENDER OFFERS AND THE CONSENT SOLICITATION

The Company's obligation to accept Perpetual Securities validly tendered is subject to conditions described in the Offer to Purchase Memorandum, including but not limited to:

- (i) the consummation of the issuance of the New Senior Notes at or prior to the applicable Settlement Date (as defined in the Offer to Purchase Memorandum) on terms satisfactory to the Company; and (ii) the net proceeds from the issuance of New Senior Notes, being sufficient to pay the consideration for the Tender Offers, plus all related fees and expenses incurred (together, the "**Financing Condition**"); and
- other general conditions described in the Offer to Purchase Memorandum having been satisfied or waived.

ER's obligation to accept Senior Notes validly tendered and to consummate the Consent Solicitation is subject to conditions described in the Offer to Purchase Memorandum, including but not limited to:

- the Financing Condition;
- a minimum of US\$275,320,982 in aggregate principal amount of the Senior Notes being validly tendered at or prior to the Expiration Time and accepted in the Tender Offers;
- the requisite Consents being obtained from Holders representing a majority of the outstanding aggregate principal amount of the Senior Notes for the entry into the Supplemental Indenture with respect to certain of the Proposed Amendments subject to such requisite Consents;
- the requisite Consents being obtained from Holders representing two-thirds of the outstanding aggregate principal amount of the Senior Notes for the entry into the Supplemental Indenture with respect to certain of the Proposed Amendments subject to such requisite Consents; and
- other general conditions described in the Offer to Purchase Memorandum having been satisfied or waived.

The Company and ER reserve the right to decrease or waive the conditions, in each case without extending the Withdrawal Deadline of the Tender Offers or otherwise reinstating withdrawal rights, subject to applicable laws. The Tender Offers, subject to applicable laws, may be amended, extended, terminated or withdrawn, at any time and for any reason, including if any of the conditions are not satisfied or waived by the Expiration Time. The Company and ER may also, in their sole discretion, terminate the Tender Offers and the Consent Solicitation if certain conditions described in the Offer to Purchase Memorandum have not been satisfied or waived prior to the Expiration Time.

PROPOSED ISSUANCE OF NEW SENIOR NOTES

The Company also proposes to issue the New Senior Notes jointly with ER as co-issuers. The New Senior Notes will be guaranteed by the Subsidiary Guarantors. The proposed issue of the New Senior Notes will be arranged by J.P. Morgan Securities plc and Morgan Stanley & Co. International plc as Joint Bookrunners and Joint Lead Managers. The Bank of New York Mellon will act as the New Senior Notes Trustee.

Reasons for the proposed issue of the New Senior Notes

We intend to use the net proceeds from the proposed issue of the New Senior Notes to pay the tender price of the Senior Notes tendered in connection with the Senior Notes Tender Offer and the Perpetual Securities tendered in connection with the Perpetual Securities Tender Offer plus all related fees and expenses incurred. Any remaining funds are expected to be used by us for general corporate purposes, including to repay our indebtedness.

Listing

The New Senior Notes are intended to be listed on the SGX-ST. Application will be made to the SGX-ST for the listing and quotation of the New Senior Notes on the SGX-ST. The SGX-ST assumes no responsibility for the correctness of any of the statements made, opinions expressed or reports contained here. Approval in-principle from, admission to the Official List of, and the listing and quotation of the New Senior Notes on, the SGX-ST are not to be taken as an indication of the merits of the Company, ER, the Subsidiary Guarantors, any of their respective subsidiaries and/or associated companies, the New Senior Notes or the related guarantees. No listing of the New Senior Notes has been sought in Hong Kong.

The completion of the proposed issue of the New Senior Notes is subject to market conditions and investor interest. The New Senior Notes and the related guarantees have not been, and will not be, registered under the Securities Act or the securities laws of any state or other jurisdiction of the United States and will only be offered (i) in the United States to qualified institutional buyers in reliance on the exemption from the registration requirements of the Securities Act provided by Rule 144A or in transactions not subject to the registration requirements of the Securities Act and (ii) in offshore transactions to Non-U.S. Persons in compliance with Regulation S. None of the New Senior Notes will be offered to the public in Hong Kong.

SUMMARY TIMETABLE

The following summarizes the current schedule for the Tender Offers and the Consent Solicitation. Please note that the expiration of the Tender Offers and the pricing and closing of the New Senior Notes may be earlier or later than indicated below, and that the other events listed below may be later than indicated below. This summary is qualified in its entirety by, and should be read in conjunction with, the more detailed information contained in the Offer to Purchase Memorandum. The Company reserves the right to extend the Early Tender Deadline, the Withdrawal Deadline and the Expiration Time in its sole discretion. All references below to times are to Central European time, unless stated otherwise.

Date	Time and Calendar Date	Event
Launch Date	18 March 2019	The commencement of the Tender Offers and the Consent Solicitation and announcement through SGX-ST, the Tender Offers and Consent Solicitation Website, and the SEHK and the Company's websites.

Date	Time and Calendar Date	Event
Early Tender Deadline and Withdrawal Deadline	5:00 p.m., Central European time, on 1 April 2019, unless extended or the Tender Offers and the Consent Solicitation are earlier terminated by MMC and/or ER in their sole discretion	<p>The Offer to Purchase Memorandum is delivered to the Holders of the Perpetual Securities and Holders of the Senior Notes (i) in the United States to qualified institutional buyers in reliance on the exemption from the registration requirements of the Securities Act provided by Rule 144A or in transactions not subject to the registration requirements of the Securities Act and (ii) in offshore transactions to Non-U.S. Persons in compliance with Regulation S.</p> <p>Announcement of the Tender Offers, Consent Solicitation and proposed issuance of New Senior Notes.</p> <p>The deadline for Holders to tender Perpetual Securities and/or Senior Notes in order to be eligible to receive the Repurchase Price for Perpetual Securities and the Total Offer Consideration for the Senior Notes accepted for tender in the Tender Offers.</p> <p>The deadline for Holders who validly tendered Perpetual Securities and/or Senior Notes to validly withdraw such tender of the Perpetual Securities and/or Senior Notes, or to validly revoke their consent to the Proposed Amendments with respect to such Senior Notes, except in certain limited circumstances as set forth in the Offer to Purchase Memorandum.</p> <p>After the Withdrawal Deadline and before the Expiration Time, if we receive the Consents, ER and the Senior Notes Trustee, among others, will execute and deliver the Supplemental Indenture. The Proposed Amendments with respect to the Senior Notes will become operative in accordance with the Supplemental Indenture.</p>

Date	Time and Calendar Date	Event
		We reserve the right to extend the Early Tender Deadline without extending the Withdrawal Deadline.
Early Results Announcement Date	As soon as practicable on 2 April 2019	Announcement of principal amount of Perpetual Securities and Senior Notes validly tendered on or before the Early Tender Deadline.
Pricing of the New Senior Notes	Expected to be 2 April 2019	Announcement of the interest rate for the New Senior Notes.
Announcement of Maximum Offer Amount	As soon as practicable on 3 April 2019	Announcement of the Maximum Offer Amount with respect to the Senior Notes Tender Offer.
Issuance of the New Senior Notes	12 April 2019	Announcement of the issuance of the New Senior Notes.
Listing Date of the New Senior Notes	On or about one business day following the issuance of the New Senior Notes	Listing and quotation of the New Senior Notes on SGX-ST.
Expiration Time	11:00 a.m., Central European time, on 16 April 2019, unless extended	The deadline for Holders to tender Perpetual Securities and/or Senior Notes in order to be eligible to receive the Late Tender Price for the Perpetual Securities and/or the Offer Consideration for the Senior Notes accepted for tender in the Tender Offers and consent to the Proposed Amendments in the Consent Solicitation.
Final Results Announcement	As soon as practicable on 17 April 2019	Announcement of the final aggregate principal amount of the Perpetual Securities and/or Senior Notes, respectively, validly tendered and accepted, and the final aggregate principal amount of Senior Notes deemed to provide the Consents.

Date	Time and Calendar Date	Event
Settlement Date	Promptly after the Expiration Time, currently expected to be the fifth business day following the Expiration Time	<p data-bbox="871 193 1485 421">For Perpetual Securities and/or Senior Notes validly tendered prior to the Early Tender Deadline (and not validly withdrawn) and accepted for tender, payment of the Repurchase Price and/or Total Offer Consideration, respectively.</p> <p data-bbox="871 459 1485 687">For Perpetual Securities and/or Senior Notes validly tendered after the Early Tender Deadline (and not validly withdrawn) and accepted for tender, payment of the Late Tender Price and/or Offer Consideration, respectively.</p> <p data-bbox="871 725 1485 787">Announcement of the completion of the Tender Offers and Consent Solicitation.</p>

OTHER INFORMATION

The purpose of the Perpetual Securities Tender Offer is to improve the Company's financial position by acquiring the Perpetual Securities. The Company believes that the Perpetual Securities Tender Offer provides an opportunity for Holders to gain liquidity with respect to the Perpetual Securities (by tendering their Perpetual Securities for purchase by the Company) that might not otherwise be available to such Holders. The purpose of the Senior Notes Tender Offer is to acquire the outstanding Senior Notes subject to the Maximum Offer Amount and improve the terms of ER's indebtedness to enable additional flexibility necessary to grow its business in Mongolia. The purpose of the Consent Solicitation is to adopt the Proposed Amendments, which amend certain terms of the Senior Notes Indenture including eliminating certain of the covenants, restrictive provisions and events of defaults.

The Company will not receive any cash proceeds from the Tender Offers or the Consent Solicitation. The Perpetual Securities and Senior Notes tendered in connection with the Tender Offers will be retired and cancelled and will not be reissued.

The Company has mandated J.P. Morgan Securities plc and Morgan Stanley & Co. International plc as the Dealer Managers and solicitation agents and appointed D.F. King Ltd. as the Information and Tender Agent in relation to the Tender Offers and the Consent Solicitation.

The proposed issue of the New Senior Notes will be arranged by J.P. Morgan Securities plc and Morgan Stanley & Co. International plc as Joint Bookrunners and Joint Lead Managers. The Bank of New York Mellon will act as the New Senior Notes Trustee.

The Company has made available today, through the Information and Tender Agent, to the Holders the Offer to Purchase Memorandum setting out, among other things, the terms and conditions of the Tender Offers and the Consent Solicitation. The Offer to Purchase Memorandum is available in electronic format on the Tender Offers and Consent Solicitation Website at <https://sites.dfkingltd.com/mmc>.

Before making a decision in respect of the Tender Offers and the Consent Solicitation, Holders should carefully consider all information as disclosed in the Offer to Purchase Memorandum. The information in this announcement is qualified in its entirety by the Offer to Purchase Memorandum. Holders are recommended to seek their own financial and legal advice, including with regard to any tax consequences, from their stockbroker, bank manager, solicitor, tax adviser or other independent financial or legal adviser.

Questions and requests for assistance in connection with the Tender Offers and the Consent Solicitation may be directed to the Dealer Managers and questions and requests for assistance in connection with the delivery of an instruction may be directed to the Information and Tender Agent, each of whose contact details are set out below:

(a) Dealer Managers:

J.P. Morgan Securities plc
25 Bank Street
Canary Wharf
London E14 5JP
United Kingdom
Tel: +852 2800 7650
Attention: Debt Capital Markets

Morgan Stanley & Co. International plc
In Asia
Morgan Stanley Asia Limited
Level 46 International Commerce Centre
1 Austin Road West
Hong Kong
Tel: +852 2239 1081
Attention: Debt Capital Markets

In Europe
Morgan Stanley & Co. International plc
25 Cabot Square, Canary Wharf
London E14 4QA
United Kingdom
Tel: +44 20 7677 5040
Attention: Liability Management

(b) Information and Tender Agent:

D.F. King Ltd.
In London
125 Wood Street
London EC2V 7AN
United Kingdom
Tel: +44 20 7920 9700

In Hong Kong
Suite 1601, 16th Floor, Central Tower
28 Queen's Road Central
Hong Kong
Tel: +852 3953 7230

Email: mmc@dfkingltd.com

Offer Website: <https://sites.dfkingltd.com/mmc>

REPAYMENT OF SENIOR LOAN

Concurrently with the Tender Offers, Consent Solicitation and proposed issuance of New Senior Notes, the Senior Loan with outstanding principal amount of US\$23,700,000 as of 31 December 2018 is expected to be fully repaid with proceeds from BaruuN Naran S.à.r.l., our wholly-owned subsidiary, before the Settlement Date. Upon full repayment of the Senior Loan, certain collection accounts and coal stockpiles pledged under the Senior Loan will be released.

GENERAL

This announcement is not an offer to purchase, a solicitation of an offer to purchase, an offer to sell or a solicitation of an offer to sell, securities in the United States or elsewhere. No securities of the Company or any of its subsidiaries are being, or will be, registered under the Securities Act or the securities laws of any state of the United States, and no such securities may be offered or sold in the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and any applicable state or local securities laws. No public offering of securities is being or will be made in the United States or any other jurisdiction. Nothing in this communication shall constitute an offer to sell or the solicitation of an offer to buy securities in any jurisdiction in which such offer or sale would be unlawful.

The distribution of this announcement in certain jurisdictions may be restricted by law. Persons into whose possession this announcement comes are required to inform themselves about, and to observe, any such restrictions.

The distribution of the Offer to Purchase Memorandum is restricted by law in certain jurisdictions. Persons who come into possession of the Offer to Purchase Memorandum are required to inform themselves of and to observe any of these restrictions. The Offer to Purchase Memorandum does not constitute, and may not be used in connection with, an offer to buy Perpetual Securities, Senior Notes or New Senior Notes or a solicitation to sell Perpetual Securities or Senior Notes by anyone in any jurisdiction in which such an offer or solicitation is not authorized or in which the person making such an offer or solicitation is not qualified to do so or to any person to whom it is unlawful to make an offer or a solicitation. The Company will not accept any responsibility for any violation by any person of the restrictions applicable in any jurisdiction.

If any Holder of the Perpetual Securities or Senior Notes is in any doubt as to the action it should take, it is recommended to seek its own financial and legal advice, including with regard to any tax consequences, from its stockbroker, bank manager, solicitor, attorney, tax adviser or other independent financial or legal adviser. None of the Company, the Dealer Managers, the Information and Tender Agent, the Senior Notes Trustee, the Joint Bookrunners, the Joint Lead Managers or the New Senior Notes Trustee makes any recommendation as to whether the Holders should tender the Perpetual Securities and/or Senior Notes pursuant to the Tender Offers or to purchase the New Senior Notes.

No assurance can be given that any of the Tender Offers, Consent Solicitation or proposed issue of the New Senior Notes will be completed and the Company reserves the right, in its sole and absolute discretion, to extend, withdraw or terminate the Tender Offers, Consent Solicitation or proposed issue of the New Senior Notes and amend, modify or waive any of the terms and conditions of the Tender Offers, Consent Solicitation or proposed issue of the New Senior Notes, in each case in whole or in part, at any time before their expiration times. No binding agreement in relation to the proposed issue of the New Senior Notes has been entered into, the proposed issue of the New Senior Notes may or may not materialise. As the Tender Offers and the Consent Solicitation may or may not proceed, and the New Senior Notes may not be issued, Shareholders, Holders of the Perpetual Securities, Holders of the Senior Notes and potential investors should exercise caution when dealing in the securities of the Company, the Perpetual Securities or the Senior Notes.

FORWARD-LOOKING STATEMENTS

Forward-looking statements in this announcement, including, among others, those statements relating to the Tender Offers, the Consent Solicitation and the issuance of the New Senior Notes are based on the Company's current expectations. These statements are not guarantees of future events or results. Future events and results involve some risks, uncertainties and assumptions that are difficult to predict. Actual events and results could vary materially from the description contained herein due to many factors including changes in the market and price for the Perpetual Securities, the Senior Notes and/or the New Senior Notes; changes in the business and financial condition of the Company and its subsidiaries; changes in the debt markets in general; and the occurrence of events specified in the Offer to Purchase Memorandum that would trigger a condition permitting termination or amendment of the Tender Offers and the Consent Solicitation.

Shareholders, Holders of the Perpetual Securities, Holders of the Senior Notes and potential investors should note that completion of the Tender Offers and the Consent Solicitation is subject to the fulfillment or waiver of the conditions precedent to the Tender Offers and the Consent Solicitation as set forth in the Offer to Purchase Memorandum and summarised in this announcement. No assurance can be given that the Tender Offers and the Consent Solicitation will be completed and the Company reserves the right to amend, withdraw or terminate the Tender Offers and the Consent Solicitation with or without conditions.

The Company may, in its sole discretion, amend or waive certain of the conditions precedent to the Tender Offers and the Consent Solicitation. No binding agreement in relation to the proposed issue of the New Senior Notes has been entered into, the proposed issue of the New Senior Notes may or may not materialise. As the Tender Offers and the Consent Solicitation may or may not proceed, and the New Senior Notes may not be issued, Shareholders, Holders of the Perpetual Securities, Holders of the Senior Notes and potential investors should exercise caution when dealing in the securities of the Company, the Perpetual Securities or the Senior Notes.

DEFINITIONS

“Board”	means	the board of directors of the Company
“Company”	means	Mongolian Mining Corporation
“Consent(s)”	means	consent(s) from Holders of the Senior Notes to amend the Senior Notes Indenture by entering into the Supplemental Indenture to implement the Proposed Amendments
“Consent Solicitation”	means	the solicitation of Consent upon the terms and subject conditions set forth in the Offer to Purchase Memorandum
“Dealer Managers”	means	J.P. Morgan Securities plc and Morgan Stanley & Co. International plc appointed as dealer managers and solicitation agents in relation to the Tender Offers and the Consent Solicitation

“Early Tender Deadline”	means	5:00 p.m. Central European time, on 1 April 2019, unless extended
“ER”	means	Energy Resources LLC, an indirect subsidiary of the Company
“Expiration Time”	means	11:00 a.m., Central European time, on 16 April 2019, unless extended
“Group”	means	the Company together with its subsidiaries
“Holders”	means	holders of the Perpetual Securities and/or holders of the Senior Notes, as applicable
“Information and Tender Agent”	means	D.F. King Ltd.
“Late Tender Price”	means	the price for each US\$1,000 principal amount of the Perpetual Securities that Holders who validly tendered such Perpetual Securities after the Early Tender Deadline and on or before the Expiration Time will be eligible to receive
“Joint Bookrunners and Joint Lead Managers”	means	J.P. Morgan Securities plc and Morgan Stanley & Co. International plc
“Listing Rules”	means	The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“Maximum Offer Amount”	means	the maximum amount of Senior Notes that may be accepted for tender by ER, which will be determined at the pricing of the New Senior Notes
“New Senior Notes”	means	new Senior Notes to be issued jointly by the Company and ER as co-issuers, and guaranteed by certain subsidiary guarantors named thereunder
“New Senior Notes Trustee”	means	The Bank of New York Mellon
“Non-U.S. Persons”	means	persons who are not U.S. persons as defined under Regulation S
“Offer to Purchase Memorandum”	means	the Offer to Purchase Memorandum dated 18 March 2019 issued by the Company to the Holders in connection with the Tender Offers and the Consent Solicitation
“Perpetual Securities”	means	the outstanding US\$194,999,827 perpetual securities of the Company issued on 4 May 2017 which are listed on the SGX-ST (Common Code/ISIN Number: 159907805/XS1599078059)

“Perpetual Securities Tender Offer”	means	the offer by the Company Holders to purchase the Perpetual Securities for payment of the Offer Consideration upon the terms and subject to conditions set forth in the Offer to Purchase Memorandum
“Proposed Amendments”	means	the certain amendments to be made to the Senior Notes Indenture as specified in the Offer to Purchase Memorandum
“Regulation S”	means	Regulation S under the Securities Act
“Repurchase Price”	means	the price for each US\$1,000 principal amount of the Perpetual Securities that Holders who validly tendered such Perpetual Securities on or before the Early Tender Deadline will be eligible to receive, and which includes the Perpetual Securities Early Tender Premium
“Rule 144A”	means	Rule 144A under the U.S. Securities Act
“Securities Act”	means	U.S. Securities Act of 1933, as amended
“SEHK”	means	The Stock Exchange of Hong Kong Limited
“Senior Loan”	means	the first ranking senior secured facility with principal amount of US\$31,200,000, and with initial fair value of US\$30,960,000, issued by the Group on 4 May 2017
“Senior Notes”	means	the outstanding US\$412,465,892 Guaranteed Senior Notes due 2022 issued by ER on 4 May 2017 pursuant to the Senior Notes Indenture which are listed on the SGX-ST (Common Code/ISIN Number: 159863450/XS1598634506)
“Senior Notes Indenture”	means	the indenture between, among others, ER as issuer, the Company as parent guarantor, certain subsidiary guarantors named therein and the Senior Notes Trustee
“Senior Notes Tender Offer”	means	the offer by ER to Holders to purchase the Senior Notes for payment of the Offer Consideration upon the terms and subject to condition set forth in the Offer to Purchase Memorandum
“Senior Notes Trustee”	means	The Bank of New York Mellon
“Settlement Date”	means	Currently expected to be 25 April 2019, being the fifth business day following the Expiration Time
“SGX-ST”	means	Singapore Exchange Securities Trading Limited
“Shareholders”	means	shareholders of the Company

“Subsidiary Guarantors”	means	Baruun Naran S.à.r.l, Energy Resources Corporation LLC, Energy Resources Rail LLC, Khangad Exploration LLC, Mongolian Coal Corporation Limited, Mongolian Coal Corporation S.à.r.l, Tavan Tolgoi Airport LLC, United Power LLC, Enreotechnology LLC and Ukhaa Khudag Water Supply LLC, subsidiary guarantors of the New Senior Notes
“Supplemental Indenture”	means	the supplemental indenture to be entered into between, among others, ER as issuer, the Company as parent guarantor, certain subsidiary guarantors named therein and the Senior Notes Trustee
“Tender Offers”	means	the Perpetual Securities Tender Offer and the Senior Notes Tender Offer
“Tender Offers and Consent Solicitation Website”	means	https://sites.dfkingltd.com/mmc , the website operated by the Information and Tender Agent for the purpose of the Tender Offers and the Consent Solicitation, where all documents related to the Tender Offers and the Consent Solicitation will be made available
“United States”	means	the United States of America, its territories and possessions and all areas subject to its jurisdiction
“Withdrawal Deadline”	means	5:00 p.m., Central European time, on 1 April 2019, unless extended

For and on behalf of the Board
Mongolian Mining Corporation
Odjargal Jambaljamts
Chairman

Hong Kong, 18 March 2019

As at the date of this announcement, the Board consists of Mr. Odjargal Jambaljamts and Dr. Battengel Gotov, being the executive Directors, Mr. Od Jambaljamts, Ms. Enkhtuvshin Gombo and Mr. Enkhtuvshin Dashtseren, being the non-executive Directors, and Dr. Khashchuluun Chuluundorj, Mr. Unenbat Jigjid and Mr. Chan Tze Ching, Ignatius, being the independent non-executive Directors.