

**SouthGobi Resources Ltd.**  
**Report of Voting Results**  
**(Section 11.3 of National Instrument 51-102)**

In respect to the Annual Meeting of the Shareholders of SouthGobi Resources Ltd. (the "Company") held on May 17, 2011 (the "Meeting"), the following sets forth a brief description of each matter which was voted upon at the Meeting and the outcome of the vote:

**Appointment of Auditors** - Deloitte & Touche LLP was reappointed as auditor of the Company to hold office until the close of the next annual meeting of Shareholders or until their successors are appointed, the resolution was passed by a majority of the votes cast by a show of hands.

Details of the voting are as follows:

Total shares votes in favour:	150,171,557 (98.5%)
Total votes withheld:	2,319,813 (1.5%)

**Election of Directors** – The nine nominees set forth in the Company's Management Proxy Circular, dated March 24, 2011, were elected as directors to hold office for the ensuing year or until their successors are elected or appointed, the resolution was passed by a majority of the votes cast by a show of hands.

The total number of votes cast in favour of, or withheld, for each nominee was as follows:

Peter Meredith:	votes for 151,261,566 (99.25%) votes withheld 1,149,640 (0.75%)
Alexander Molyneux:	votes for 152,184,706 (99.85%) votes withheld 226,500 (0.15%)
Pierre Lebel:	votes for 150,785,575 (98.93%) votes withheld 1,625,631 (1.07%)
John Macken:	votes for 152,116,306 (99.81%) votes withheld 294,900 (0.19%)
André Deepwell:	votes for 150,792,725 (98.94%) votes withheld 1,618,481 (1.06%)
R. Edward Flood:	votes for 152,307,656 (99.93%) votes withheld 103,550 (0.07%)
Robert Hanson:	votes for 150,792,825 (98.94%) votes withheld 1,618,381 (1.06%)
R. Stuart Angus:	votes for 150,387,007 (98.67%) votes withheld 2,024,199 (1.33%)
W. Gordon Lancaster:	votes for 152,314,756 (99.94%) votes withheld 96,450 (0.06%)

**Electronic Delivery of Annual and Interim Reports to Hong Kong Shareholders** - The shareholders approved the ordinary resolution which allows for the electronic delivery of the Company's Annual and Interim Reports to shareholders resident in Hong Kong, all as more particularly described in the Management Proxy Circular. The resolution was passed by a majority of the votes cast by a show of hands.

Details of the voting are as follows:

Total shares votes in favour:	152,921,110 (99.98%)
Total votes withheld:	25,007 (0.02%)

**Employees' and Directors' Equity Incentive Plan** – The shareholders approved the ordinary resolution to amend the Company's Employees' and Directors' Equity Incentive Plan (the "Plan"). The changes to the Plan a) require shareholder approval for any amendment which reduces the exercise price or extends the expiry date of the option period in respect of any options; and b) increase the number of shares available under the share purchase plan from 200,000 to 500,000. The resolution was passed by a majority of the votes cast by ballot.

Details of the voting are as follows:

Total shares voted in favour:	143,258,783 (94.5%)
Total votes against:	<u>8,298,007 (5.5%)</u>
Total:	151,556,790

Dated at Vancouver, British Columbia this 18<sup>th</sup> day of May, 2011.

SOUTHGOBI RESOURCES LTD.

*"Beverly A. Bartlett"*

By: \_\_\_\_\_  
Beverly A. Bartlett  
Vice President & Corporate Secretary