



MONGOLIAN MINING CORPORATION

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 975)

FORM OF PROXY FOR USE AT THE EXTRAORDINARY GENERAL MEETING TO BE HELD ON WEDNESDAY, 31 AUGUST 2011

I/We^(Note 1), _____
of _____,
being the registered holder(s) of _____ shares^(Note 2) of US\$0.01 each in the share capital of
Mongolian Mining Corporation (the "Company") **HEREBY APPOINT**^(Note 3) _____
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 Salon 4 (Level 3), JW Marriot Hotel Hong
Kong, Pacific Place, 88 Queensway, Hong Kong on Wednesday, 31 August 2011 at 9:00 a.m. (and at any adjournment thereof)
in respect of the resolutions 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^(Note 4):

ORDINARY RESOLUTIONS		FOR ^(Note 4)	AGAINST ^(Note 4)
1.	Ordinary Resolution 1 set out in the Notice convening the Meeting ^(Note 11)		
2.	Ordinary Resolution 2 set out in the Notice convening the Meeting ^(Note 11)		

Dated this _____ day of _____, 2011

Signed^(Note 5) _____

Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The names of all joint holders should be stated.
2. Please insert the number of shares of the Company registered in your name(s) to which this form of proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the shares of the Company registered in your name(s).
3. 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 FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**
4. **IMPORTANT: IF YOU WISH TO VOTE FOR ANY OF THE RESOLUTIONS, PLEASE TICK ("✓") THE APPROPRIATE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST ANY OF THE RESOLUTIONS, 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.
5. 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.
6. This form 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.
7. Where there are joint holders of any share of the Company, any one of such joint holders may vote, either in person or by proxy, in respect of such share of the Company as if he were solely entitled thereto, but if more than one of such joint holders be present at any meeting the vote of the senior holder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holder(s), and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
8. To be valid, this form 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.
9. A proxy need not be a member of the Company but must attend the Meeting in person to represent you.
10. Completion and delivery of this form of proxy will not preclude you from attending and voting at the Meeting if you so wish and, in such event, this form of proxy shall be deemed to be revoked.
11. The full text of the resolutions appear in the notice of the Meeting (the "Notice") incorporated in the circular of the Company dated 12 August 2011.