



MONGOLIA ENERGY CORPORATION LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 276)

FORM OF PROXY FOR SPECIAL GENERAL MEETING

I/We ^(Note a) _____
of _____,
being the registered holder(s) of ^(Note b) _____ ordinary shares of HK\$0.02 each
in the capital of MONGOLIA ENERGY CORPORATION LIMITED (the “Company”), hereby appoint the Chairman
of the special general meeting (the “Meeting”) or ^(Note c) _____
of _____
to act as my/our proxy to attend for me/us at the Meeting of the Company to be held at Unit A, 29/F Admiralty Centre
I, 18 Harcourt Road, Hong Kong on Wednesday, 12 November 2014 at 11:00 a.m. or at any adjournment thereof for
the purpose of considering and, if thought fit, passing the resolution as set out in the notice convening the Meeting (the
“Notice”) and at the Meeting or at any adjournment thereof to vote for me/us and in my/our name(s) in respect of such
resolution as hereunder indicated and if no such indication is given, as my/our proxy thinks fit. My/our proxy will also
be entitled to vote on any matter properly put to the Meeting in such manner as he thinks fit.

SPECIAL RESOLUTION		FOR ^(Note d)	AGAINST ^(Note d)
1.	To approve the Capital Reorganisation involving the Share Consolidation, the Capital Reduction and the Share Premium Reduction.		
ORDINARY RESOLUTIONS			
2.	To ratify, confirm and approve (as appropriate) the entering into of the Subscription Agreements (as defined in the Notice) and the performance of the transactions contemplated thereunder by the Company.		
3.	Subject to the passing of the resolution no.2, to approve the Whitewash Waiver (as defined in the Notice).		

Dated this _____ day of _____ 2014

Shareholder's signature ^(Note h) _____

Notes:

- Full name(s) and address(es) are to be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares of the Company registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
- If you wish to appoint some person other than the Chairman of the Meeting as your proxy, please delete the words “the Chairman of the Meeting or” and insert the name and address of the person to be appointed as proxy in the space provided.
- If you wish to vote for the resolution set out above, please tick (“√”) the boxes marked “For”. If you wish to vote against such resolution, please tick (“√”) the box marked “Against”.** Failure to complete the box will entitle your proxy to cast your votes at his discretion or abstain from voting. A proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting other than those set out in the Notice.
- Any member of the Company entitled to attend and vote at the Meeting is entitled to appoint another person as his proxy to attend and vote instead of him. A poll vote may be given either personally or by proxy. A proxy need not be a member of the Company. A member may appoint a proxy in respect of part only of his holding of shares in the Company.
- Delivery of any instrument appointing a proxy shall not preclude a member from attending and voting in person at the Meeting and in such event, the instrument appointing a proxy shall be deemed to be revoked.
- In the case of joint holders of a share, if more than one of such joint holders be present at the Meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, 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 such joint holding.
- This form of proxy must be signed by you, or your attorney duly authorised in writing, or in the case of a corporation, either under its seal or under the hand of an officer or attorney or other person so authorised to sign the same.
- To be valid, this form of proxy and the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, must be delivered to the Company's branch share registrar in Hong Kong, Tricor Standard Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 48 hours before the time of the Meeting or any adjournment thereof.
- Any alteration made to this form of proxy must be initialled by the person(s) who sign(s) this form of proxy .