

**MONGOLIA GROWTH GROUP LTD.**

**NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS TO BE HELD  
JUNE 15, 2015**

**To the holders of Common Shares:**

Notice is hereby given that the annual and special meeting of the holders (the "**Shareholders**") of common shares ("**Common Shares**") of Mongolia Growth Group Ltd. (the "**Corporation**") will be held at First Canadian Place 100 King Street West, Suite 5600 Toronto, Ontario M5X 1C9, Canada, on June 15, 2014 at 2:00 p.m. (Eastern time) and at any or all adjournments thereof (the "**Meeting**"), for the following purposes:

1. To receive and consider the audited statements of the Corporation for the year ended December 31, 2014 and the auditors' report thereon; and
2. To consider, and if thought fit, to fix the number of directors of the Corporation for the ensuing year, or as otherwise authorized by the Shareholders, at six (6) members;
3. To elect the directors of the Corporation;
4. To approve the appointment of PricewaterhouseCoopers LLP as auditors of the Corporation for the ensuing year at such remuneration as may be fixed by the board of directors (the "**Board**");
5. To consider and, if thought fit, to re-approve the share option plan of the Corporation;
6. To consider and, if thought fit, to re-approve the restricted stock award plan of the Corporation;
7. To transact such further and other business as may properly come before the Meeting or any adjournment thereof.

The nature of the business to be transacted at the Meeting and the specific details of the matters proposed to be put to the Meeting are described in further detail in the information circular of the Corporation dated May 20, 2015 accompanying this Notice.

The record date for the determination of Shareholders entitled to receive notice of and to vote at the Meeting is May 11, 2015. Shareholders of the Corporation whose names have been entered in the register of Shareholders at the close of business on that date will be entitled to receive notice of and to vote at the Meeting, provided that, to the extent a Shareholder transfers the ownership of any of his Common Shares after such date and the transferee of those Common Shares establishes that he owns the Common Shares and requests, not later than 10 days before the Meeting, to be included in the list of Shareholders eligible to vote at the Meeting, such transferee will be entitled to vote those Common Shares at the Meeting.

Management is soliciting proxies. Shareholders who are unable to attend the Meeting or any adjournment thereof in person and who wish to ensure that their Common Shares will be voted are requested to complete, date and sign the enclosed form of proxy in accordance with the instructions set out in the form of proxy and in the management information circular of the Corporation dated May 20, 2015 accompanying this Notice, and mail it to or deposit it with:

Computershare Investor Services Inc.  
100 University Ave., 8th Floor  
Toronto, ON M5J 2Y1  
Tel: 1 800 564 6253

**For the proxy to be valid, the duly completed and signed form of proxy must be received by not less than 48 hours (excluding Saturdays, Sundays and statutory holidays) before the time set for the Meeting or any adjournment of the Meeting. A Shareholder may appoint as his, her or its proxy a person other than those named in the enclosed form of proxy. That person does not have to be a Shareholder.**

Shareholders of the Corporation holding Common Shares registered in the name of a broker or other nominee should ensure that they make arrangements to instruct the broker or other nominee how their Common Shares are to be voted at the Meeting in order for their vote to be counted at the Meeting.

DATED at Calgary, Alberta this 20<sup>th</sup> day of May, 2015

**BY ORDER OF THE BOARD OF DIRECTORS OF MONGOLIA GROWTH GROUP LTD.**

A handwritten signature in black ink, appearing to read 'HK 1', is positioned above the printed name of Harris Kupperman.

Harris Kupperman  
President and Chief Executive Officer