

FORM OF PROXY

**FOR USE AT THE ANNUAL AND SPECIAL
GENERAL MEETING OF SHAREHOLDERS
11 AUGUST 2016**

CHECK BOX

The undersigned, being a shareholder of **CIC Gold Group Ltd.** (the "Corporation") hereby appoints **Jinliang Li (David) Financial Director** of the Corporation, or failing him, **HE. U. Barsbold. , Director** of the Corporation, or instead of either of them, _____ as proxyholder for and on behalf of the undersigned with the power of substitution to attend, act and vote for and on behalf of the undersigned in respect of all matters that may properly come before the *special* meeting of the shareholders of the Corporation to be held on **11 August 2016**, and at any adjournment or adjournments thereof, to the same extent and with the same power as if the undersigned were personally present at the said meeting or such adjournment or adjournments thereof. The undersigned hereby directs the proxy holder to vote the securities of the Corporation recorded in the name of the undersigned as specified herein.

This proxy revokes and supersedes all proxies of earlier date

THIS PROXY MUST BE SIGNED & DATED.

DATED this _____ day of _____, 2016.

Signature of Shareholder

Name of Shareholder or Nominee (Please Print)

THIS PROXY FORM IS NOT VALID UNLESS IT IS SIGNED AND DATED.

SEE IMPORTANT INFORMATION AND INSTRUCTIONS ON REVERSE

NOT LATER THAN 10.00 AM GMT TIME, ON THE 4 August 2016.

Resolutions (For full detail of each item, please see the Information Circular)

RESOLUTIONS	FOR	AGAINST
1. Election of the directors as nominated by Management.		
2. Approve the Corporation Financial Statements 31 December 2015.		
3. Appointment of Chapman Davis LLP as Auditors for the Corporation for the ensuing year and authorising the directors to fix their remuneration.		
4. Approve the Corporation working capital and budget to 31 December 2017.		
5. To ratify all previous acts, deeds, and resolutions of the Board of Directors of the Corporation since 1 January 2015 until this meeting.		
6. To transact such other business as may properly come before the Meeting.		

If any amendments or variations to the matters referred to above or to any other matters identified in the notice of meeting are proposed at the meeting or any adjournment or adjournments thereof, or if any other matters which are not now known to management should properly come before the meeting or any adjournment or adjournments thereof, this proxy confers discretionary authority on the person voting the proxy to vote on such amendments or variations or such other matters in accordance with the best judgment of such person

INSTRUCTIONS FOR COMPLETION OF PROXY

1. **This Proxy is solicited by the Management of the Company.**
2. This form of proxy (“*Form of Proxy*”) **must be signed** by you, or by your attorney duly authorized by you in writing, or, in the case of a corporation, by a duly authorized officer or representative of the corporation; and **if executed by an attorney, officer, or other duly appointed representative**, the original or a notarial copy of the instrument so empowering such person, or such other documentation in support as shall be acceptable to the Chairman of the Meeting, must accompany the Form of Proxy.
3. ***If this Form of Proxy is not dated*** in the space provided, authority is hereby given by you for the proxyholder to date this proxy seven (7) calendar days after the date on which it was mailed to you.
4. ***A registered shareholder who wishes to attend the Meeting and vote on the resolutions in person***, may simply register with the scrutineer before the Meeting begins.
5. ***A registered shareholder who is not able to attend the Meeting in person but wishes to vote on the resolutions***, may do the following:
 - (a) ***appoint one of the management proxyholders*** named on the Form of Proxy, by leaving the wording appointing a nominee as is (i.e. do not strike out the management proxyholders shown and do not complete the blank space provided for the appointment of an alternate proxyholder). Where no choice is specified by a Registered Shareholder with respect to a resolution set out in the Form of Proxy, a management appointee acting as a proxyholder will vote in favour of each matter identified on this Form of Proxy and for the nominees of management for directors and auditor as identified in this Form of Proxy;

OR

- (b) ***appoint another proxyholder***, who need not be a registered shareholder of the Company, to vote according to the registered shareholder’s instructions, by striking out the management proxyholder names shown and inserting the name of the person you wish to represent you at the Meeting in the space provided for an alternate proxyholder. If no choice is specified, the proxyholder has discretionary authority to vote as the proxyholder sees fit.
 6. ***The securities represented by this Form of Proxy will be voted or withheld from voting in accordance with the instructions of the registered Shareholder on any poll*** of a resolution that may be called for and, if the registered shareholder specifies a choice with respect to any matter to be acted upon, the securities will be voted accordingly. Further, the securities will be voted by the appointed proxyholder with respect to any amendments or variations of any of the resolutions set out on the Form of Proxy or matters which may properly come before the Meeting as the proxyholder in its sole discretion sees fit.
- If a registered shareholder has submitted a Form of Proxy, ***the registered shareholder may still attend the Meeting and may vote in person***. To do so, the registered shareholder must record his/her attendance with the scrutineer before the commencement of the Meeting and revoke, in writing, the prior votes.