

UNDUR TOLGOI MINERALS INC.

(as successor by amalgamation of WEDGE ENERGY INTERNATIONAL INC.)

FORM 2A

LISTING STATEMENT

December 6, 2011

Note to Reader:

This Listing Statement contains the management information circular of Wedge Energy International Inc. dated September 26, 2011 (the “**Information Circular**”). Certain sections of the CNSX form of listing Statement have been included following the Information Circular to provide additional disclosure, as required by the CNSX.

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FORM 2A

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Schedule A

Wedge Energy International Inc.

Management Information Circular dated September 26, 2011

See attached

14. CAPITALIZATION

14.1 Prepare and file the following chart for each class of securities to be listed:

Issued Capital

	Number of Securities (non-diluted)	Number of Securities (fully diluted)	% of Issued (non- diluted)	% of Issued (fully diluted)
<u>Public Float</u>				
Total outstanding (A)	58,987,848	62,987,848	100%	100%
Held by Related Persons or employees of the Issuer or Related Person of the Issuer, or by persons or companies who beneficially own or control, directly or indirectly, more than a 5% voting position in the Issuer (or who would beneficially own or control, directly or indirectly, more than a 5% voting position in the Issuer upon exercise or conversion of other securities held) (B)	37,399,703	41,399,703	63.40%	65.73%
Total Public Float (A-B)	21,588,145	21,588,145	36.60%	34.27%
<u>Freely-Tradeable Float</u>				
Number of outstanding securities subject to resale restrictions, including restrictions imposed by pooling or other arrangements or in a shareholder agreement and securities held by control block holders (C)	55,913,918	59,913,918	94.79%	95.12%
Total Tradeable Float (A-C)	3,073,930	3,073,930	5.21%	4.88%

Public Securityholders (Registered)

Instruction: For the purposes of this report, "public securityholders" are persons other than persons enumerated in section (B) of the previous chart. List registered holders only.

<u>Class of Security</u> <u>Size of Holding</u>	<u>Number of</u> <u>holders</u>	<u>Total</u> <u>number of</u> <u>securities</u>
1 – 99 securities	139	3,290
100 – 499 securities	12	2,708
500 – 999 securities	156	78,854
1,000 – 1,999 securities	13	17,000
2,000 – 2,999 securities	6	14,363
3,000 – 3,999 securities	5	15,789
4,000 – 4,999 securities	1	8,520
5,000 or more securities	64	21,447,639
	332	21,588,163

Public Securityholders (Beneficial)

Instruction: Include (i) beneficial holders holding securities in their own name as registered shareholders; and (ii) beneficial holders holding securities through an intermediary where the Issuer has been given written confirmation of shareholdings. For the purposes of this section, it is sufficient if the intermediary provides a breakdown by number of beneficial holders for each line item below; names and holdings of specific beneficial holders do not have to be disclosed. If an intermediary or intermediaries will not provide details of beneficial holders, give the aggregate position of all such intermediaries in the last line.

<u>Class of Security</u> <u>Size of Holding</u>	<u>Number of</u> <u>holders</u>	<u>Total</u> <u>number of</u> <u>securities</u>
1 – 99 securities	161	4,090
100 – 499 securities	24	4,746
500 – 999 securities	170	90,458
1,000 – 1,999 securities	28	36,953
2,000 – 2,999 securities	14	31,339
3,000 – 3,999 securities	10	30,478
4,000 – 4,999 securities	4	22,060
5,000 or more securities	100	21,368,039
Unable to confirm	0	0

Non-Public Securityholders (Registered)

Instruction: For the purposes of this report, "non-public securityholders" are persons enumerated in section (B) of the issued capital chart.

<u>Class of Security</u> <u>Size of Holding</u>	<u>Number of</u> <u>holders</u>	<u>Total</u> <u>number of</u> <u>securities</u>
1 – 99 securities	-	-
100 – 499 securities	-	-
500 – 999 securities	-	-
1,000 – 1,999 securities	-	-
2,000 – 2,999 securities	-	-
3,000 – 3,999 securities	-	-
4,000 – 4,999 securities	-	-
5,000 or more securities	21	37,399,703
	21	37,399,703

14.2 Provide the following details for any securities convertible or exchangeable into any class of listed securities

Description of Security (include conversion / exercise terms, including conversion/ exercise price)	Number of convertible / exchangeable securities outstanding	Number of listed securities issuable upon conversion / exercise
<p>Under a share subscription agreement entered into between SMDD Capital Ltd. (“SMDD”) and UTMI, dated May 13, 2011, UTMI agreed to enter into an agreement to grant SMDD additional UTMI shares at a price of US \$0.50 per share, having an aggregate value not exceeding US \$2,000,000 and up to the amount of 4,000,000 shares, should the Australian Joint Ore Reserves Committee (“JORC”) issue to any member of the UTMI Group a JORC Resource Report indicating that proven recoverable copper reserves located in the area of the Exploration Licence exceeds 25,250,000 pounds (the “SMDD Grant”). The SMDD Grant was conferred by way of a letter agreement dated August 17, 2011.</p>		4,000,000
<p>Fully vested stock options issued pursuant to the Issuer’s Stock Option on December 6, 2011 with an exercise price of \$0.25 and expiring on December 6, 2016 to the following persons:</p> <p>James Passin Donald Padgett Paul Rapello Larry Van Hatten Orgilmaa Siizkhuu Sabino Di Paola Batbaatar Badan Jimmie Wilde Byambaa Batbayar Malcolm Burke</p>		<p>500,000 500,000 350,000 350,000 350,000 300,000 300,000 300,000 300,000 300,000</p>

Khishigjargal Enkhtuvshin		300,000
Nicholas Davidoff		300,000
Steve Gorelik		150,000
Betty Anne Loy		150,000
Danielle Beetham		150,000
Glennis Newcombe		150,000
Simon Anderson		100,000
Purevbaatar Bayarsaikhan		50,000
Erdembileg Jugdernamjil		50,000
Otgonzul Baatar		25,000

14.3 Provide details of any listed securities reserved for issuance that are not included in section 14.2.

The Issuer has reserved 10% of its issued and outstanding capital stock for issuance pursuant to its Stock Option Plan.

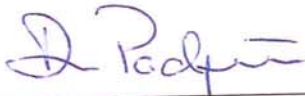
The first certificate below must be signed by the CEO, CFO, any person or company who is a promoter of the Issuer and two directors of the Issuer. In the case of an Issuer re-qualifying following a fundamental change, the second certificate must also be signed by the CEO, CFO, any person or company who is a promoter of the target and two directors of the target.

CERTIFICATE OF THE ISSUER

Pursuant to a resolution duly passed by its Board of Directors, (full legal name of the Issuer), hereby applies for the listing of the above mentioned securities on CNSX. The foregoing contains full, true and plain disclosure of all material information relating to (full legal name of the Issuer). It contains no untrue statement of a material fact and does not omit to state a material fact that is required to be stated or that is necessary to prevent a statement that is made from being false or misleading in light of the circumstances in which it was made.

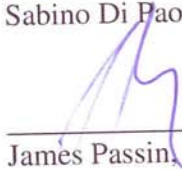
Dated at _____

This 6th day of December, 2011.



Don Padgett, Chief Executive Officer & Director

Sabino Di Paola, Chief Financial Officer



James Passin, Director

The first certificate below must be signed by the CEO, CFO, any person or company who is a promoter of the Issuer and two directors of the Issuer. In the case of an Issuer re-qualifying following a fundamental change, the second certificate must also be signed by the CEO, CFO, any person or company who is a promoter of the target and two directors of the target.

CERTIFICATE OF THE ISSUER

Pursuant to a resolution duly passed by its Board of Directors, (full legal name of the Issuer), hereby applies for the listing of the above mentioned securities on CNSX. The foregoing contains full, true and plain disclosure of all material information relating to (full legal name of the Issuer). It contains no untrue statement of a material fact and does not omit to state a material fact that is required to be stated or that is necessary to prevent a statement that is made from being false or misleading in light of the circumstances in which it was made.

Dated at Ottawa, Ontario

This 6th day of December, 2011.

Don Padgett, Chief Executive Officer & Director



Sabino Di Paola, Chief Financial Officer

James Passin, Director

Schedule B

National Instrument 43 – 101

Technical Report

See attached