



**MINCO** 明科金矿公司  
**GOLD CORPORATION**

**NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING  
AND MANAGEMENT INFORMATION CIRCULAR**

**Time:** June 27, 2013, at 10:00 a.m. (Vancouver time)

**Place:** 2772 - 1055 West Georgia Street  
Vancouver, British Columbia  
Canada

## MINCO GOLD CORPORATION

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### NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS TO BE HELD ON JUNE 27, 2013

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TO: The Shareholders of Minco Gold Corporation.

NOTICE IS HEREBY GIVEN that the annual general and special meeting of shareholders of Minco Gold Corporation (the "**Corporation**") will be held at Suite 2772, 1055 West Georgia Street, Vancouver, British Columbia, Canada, on Thursday, June 27, 2013, at 10:00 a.m. (Vancouver time) (the "**Meeting**"), for the following purposes:

1. to receive the financial statements of the Corporation for the financial year ended December 31, 2012, together with the report of the auditors thereon;
2. to elect directors of the Corporation for the ensuing year;
3. to appoint the auditors of the Corporation for the ensuing year and to authorize the directors to fix their remuneration;
4. to consider and approve an ordinary resolution authorizing and approving all unallocated options and other entitlements issuable pursuant to the Corporation's Incentive Stock Option Plan; and
5. to transact such other business as may properly come before the Meeting or any adjournment(s) or postponement(s) thereof.

Accompanying this notice of meeting is the Information Circular, a form of proxy and a financial statement request form.

This year, as described in the notice and access notification mailed to shareholders of the Corporation, the Corporation has decided to deliver the Meeting materials to shareholders by posting the Meeting materials on its website ([www.mincogold.com](http://www.mincogold.com)). The use of this alternative means of delivery is more environmentally friendly as it will help reduce paper use and it will also reduce the Corporation's printing and mailing costs. The Meeting materials will be available on the Corporation's website as of the date that the Meeting materials, including this Notice of Meeting, information circular and form of proxy, are filed on SEDAR, and will remain on the website for one full year thereafter. The Meeting materials will also be available on SEDAR at [www.sedar.com](http://www.sedar.com).

The Corporation has decided to mail paper copies of the Meeting materials to those registered and beneficial shareholders who had previously elected to receive paper copies of the Corporation's meeting materials. All other shareholders will receive a notice and access notification which will contain information on how to obtain electronic and paper copies of the Meeting materials in advance of the Meeting.

*Registered shareholders* may make their request through the Corporation's website, [www.mincogold.com](http://www.mincogold.com), or by calling 1-888-288-8288.

*Non-registered shareholders* may make their request online at [www.proxyvote.com](http://www.proxyvote.com) or by telephone at 1-800-474-7493 by entering the 12-digit control number located on the voting instruction form and following the instructions provided.

To receive the Meeting materials in advance of the proxy deposit date and Meeting date, the Corporation must receive requests for printed copies at least five (5) business days in advance of the proxy deposit deadline.

Registered shareholders who are unable to attend the Meeting are requested to complete, sign, date and return the enclosed form of proxy in accordance with the instructions set out therein and in the management information circular accompanying this notice of meeting. A proxy will not be valid unless it is received by Computershare Investor Services Inc., Attn.: Proxy Department, 9th Floor, 100 University Avenue, Toronto, Ontario M5J 2Y1 not less than 48 hours (excluding Saturdays, Sundays and holidays) before the time fixed for the Meeting or any adjournment(s) or postponement(s) thereof. The chairman of the Meeting has the discretion to accept proxies received after that time.

DATED at Vancouver, British Columbia, this 17<sup>th</sup> day of May, 2013.

**BY ORDER OF THE BOARD OF DIRECTORS**

*/s/ Ken Z. Cai* \_\_\_\_\_

Ken Z. Cai

Chairman, Chief Executive Officer and Director

*If you are a non-registered shareholder of the Corporation and receive these materials through your broker or through another intermediary, please complete and return the materials in accordance with the instructions provided to you by your broker or by the other intermediary. Failure to do so may result in your shares not being eligible to be voted by proxy at the Meeting.*

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## MANAGEMENT INFORMATION CIRCULAR

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*UNLESS OTHERWISE NOTED, INFORMATION IS PROVIDED AS AT MAY 17, 2013, FOR THE ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS TO BE HELD ON JUNE 27, 2013 (THE "MEETING").*

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**This management information circular (the "Information Circular") is furnished in connection with the solicitation of proxies by management of Minco Gold Corporation (the "Corporation") for use at the Meeting and at any adjournment(s) or postponement(s) thereof, at the time and place and for the purposes set forth in the accompanying notice of meeting dated May 17, 2013 (the "Notice of Meeting").**

### **Notice and Access Process**

The Corporation has decided to use the notice and access model ("**Notice and Access**") provided for under recent amendments to National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer* for the delivery of the Information Circular, form of proxy, financial statement request form, financial statements for the year ended December 31, 2012 and the related Management's Discussion and Analysis (collectively, the "**Meeting Materials**") to shareholders for the Meeting. The Corporation has adopted this alternative means of delivery in order to further its commitment to environmental sustainability and to reduce its printing and mailing costs.

Under Notice and Access, instead of receiving printed copies of the Meeting Materials, shareholders receive a notice ("**Notice**") with information on the Meeting date, location and purpose, as well as information on how they may access the Meeting Materials electronically.

Shareholders with existing instructions on their account to receive printed materials and those shareholders with addresses outside of Canada and the United States will receive a printed copy of the Meeting Materials with the Notice.

The deadline for receiving duly completed and executed forms of proxy or submitting your proxy by telephone or over the internet is by 10:00 a.m. (Vancouver time) on June 25, 2013 or no later than 48 hours (excluding Saturdays, Sundays and holidays) before the time of any adjourned or postponed Meeting.

**The Corporation urges shareholders to review this Information Circular before voting.**

### *Requesting Printed Meeting Materials*

The Meeting Materials will be available on the Corporation's website ([www.mincogold.com](http://www.mincogold.com)) as of the date this Information Circular is filed on SEDAR and will remain on the website for one full year thereafter. The Meeting Materials will also be available on SEDAR at [www.sedar.com](http://www.sedar.com). Shareholders can request that printed copies of the Meeting Materials be sent to them by postal delivery at no cost to them up to one year from the date this Information Circular is filed on SEDAR.

*Registered shareholders* may make their request through the Corporation's website, [www.mincogold.com](http://www.mincogold.com), or by calling 1-888-288-8288.

*Non-registered shareholders* may make their request online at [www.proxyvote.com](http://www.proxyvote.com) or by telephone at 1-800-474-7493 by entering the 12-digit control number located on the voting instruction form and following the instructions provided.

To receive the Meeting Materials in advance of the proxy deposit date and Meeting date, the Corporation must receive requests for printed copies at least five (5) business days in advance of the proxy deposit deadline.

## RECORD DATE

The board of directors of the Corporation (the "**Board**") has set the close of business on May 17, 2013, as the record date (the "**Record Date**") for determining which shareholders of the Corporation shall be entitled to receive notice of and to vote at the Meeting. Only shareholders of record as of the Record Date are entitled to receive notice of and to vote at the Meeting, unless after the Record Date a shareholder of record transfers his, her or its common shares and the transferee (the "**Transferee**"), upon establishing that the Transferee owns such common shares, requests in writing, at least ten days prior to the Meeting or at any adjournment(s) or postponement(s) thereof, that the Transferee may have his, her or its name included on the list of shareholders entitled to vote at the Meeting. In such case, the Transferee, upon fulfilling the necessary requirements, will be entitled to vote such shares at the Meeting. Such written request by the Transferee shall be filed with the Corporate Secretary of the Corporation at 2772-1055 West Georgia Street, Vancouver, British Columbia, Canada V6E 3R5.

## APPOINTMENT OF PROXYHOLDERS

**The persons named in the accompanying form of proxy (the "Proxy") as proxyholders are management's representatives. A shareholder of the Corporation wishing to appoint some other person or company (that need not be a shareholder of the Corporation) to represent him, her or it at the Meeting may do so either by striking out the printed names and inserting the desired person or company's name in the blank space provided in the Proxy or by completing another Proxy and, in either case, delivering the completed Proxy to the office of Computershare Investor Services Inc., Attn.: Proxy Department, 9th Floor, 100 University Avenue, Toronto, Ontario M5J 2Y1 not less than 48 hours (excluding Saturdays, Sundays and holidays) before the time fixed for the Meeting or any adjournment(s) or postponement(s) thereof. The chairman of the Meeting has the discretion to accept proxies received after that time.**

## VOTING OF COMMON SHARES

Registered shareholders at the close of business on May 17, 2013 may vote in person at the Meeting or by proxy as follows:

**By telephone:** Call the toll free number indicated on the Proxy and follow the instructions. If you choose to vote by telephone, you cannot appoint any person other than the individuals named on the Proxy as your proxy holder.

**On the internet:** Go to the website indicated on the Proxy and follow the instructions on the screen. If you return your Proxy via the internet, you can appoint another person, who need not be a shareholder, to represent you at the Meeting by inserting such person's name in the blank space provided on the Proxy. Complete your voting instructions and date and submit the form. Make sure that the person you appoint is aware that he or she has been appointed and attends the Meeting.

**By mail:** Complete the Proxy and return it in the envelope provided. If you return your Proxy by mail, you can appoint another person, who need not be a shareholder, to represent you at the Meeting by inserting such person's name in the blank space provided in the Proxy. Complete your voting instructions and date and sign the form. Make sure that the person you appoint is aware that he or she has been appointed and attends the Meeting.

## VOTING OF PROXIES

If the Proxy is completed, signed and delivered to the Corporation, the person(s) named as proxyholders therein shall vote or withhold from voting the common shares in respect of which they are appointed as proxyholders at the Meeting in accordance with the instructions of the shareholder of the Corporation appointing them, on any show of hands and/or on any ballot that may be called for, and if the shareholder specifies a choice with respect

to any matter to be acted upon at the Meeting, the person(s) appointed as proxyholder shall vote accordingly. The Proxy confers discretionary authority upon the person(s) named therein with respect to: (a) each matter or group of matters identified therein for which a choice is not specified; (b) any amendment to or variation of any matter identified therein; and (c) to transact such other business as may properly come before the Meeting or any adjournment(s) or postponement(s) thereof. As of the date of this Information Circular, the Board knows of no such amendments, variations or other matters to come before the Meeting, other than matters referred to in the Notice of Meeting. However, if other matters should properly come before the Meeting, the Proxy will be voted on such matters in accordance with the best judgment of the person(s) voting the Proxy.

**If no choice is specified by a shareholder of the Corporation with respect to any matter identified in the Proxy or any amendment or variation to such matter, it is intended that the persons designated by management in the Proxy will vote the shares represented thereby in favour of such matter.**

### NON-REGISTERED HOLDERS

**Only registered shareholders or duly appointed proxyholders are permitted to vote at the Meeting. Most shareholders of the Corporation are "non-registered shareholders" because the shares they own are not registered in their name but are instead registered in the name of the brokerage firm, bank or trust company through which they purchased their shares.** More particularly, a person is not a registered shareholder in respect of shares which are held on behalf of that person (the "**Non-Registered Holder**") but which are registered either: (a) in the name of an intermediary (an "**Intermediary**") that the Non-Registered Holder deals with in respect of the shares (Intermediaries include, among others, banks, trust companies, securities dealers or brokers and trustees or administrators of self-administered RRSPs, RRIFs, RESPs and similar plans); or (b) in the name of a depository (such as The Canadian Depository for Securities Limited) of which the Intermediary is a participant. In accordance with the requirements of applicable securities laws, the Corporation has distributed copies of the Meeting Materials to the depositories and Intermediaries for onward distribution to Non-Registered Holders.

Intermediaries are required to forward the Meeting Materials to Non-Registered Holders unless a Non-Registered Holder has waived the right to receive them. Very often, Intermediaries will use service companies to forward the Meeting Materials to Non-Registered Holders. Generally, Non-Registered Holders who have not waived the right to receive Meeting Materials will either:

- (a) be given a Proxy which has already been signed by the Intermediary (typically by a facsimile, stamped signature), which is restricted as to the number of shares beneficially owned by the Non-Registered Holder but which is otherwise not completed. Because the Intermediary has already signed the Proxy, this Proxy is not required to be signed by the Non-Registered Holder when submitting the Proxy. In this case, the Non-Registered Holder who wishes to submit the Proxy should otherwise properly complete the Proxy and deliver it to the offices of the Corporation; or
- (b) more typically, be given a voting instruction form which is not signed by the Intermediary and which, when properly completed and signed by the Non-Registered Holder and returned to the Intermediary or its service company, will constitute voting instructions (often called a proxy authorization form) which the Intermediary must follow.

In either case, the purpose of this procedure is to permit Non-Registered Holders to direct the voting of the shares which they beneficially own. Should a Non-Registered Holder who receives one of the above forms wish to vote at the Meeting in person, the Non-Registered Holder should strike out the names of the management proxyholders and insert the Non-Registered Holder's name in the blank space provided, or in the case of a proxy authorization form, follow the corresponding instructions on the form. **In either case, Non-Registered Holders should carefully follow the instructions of their Intermediary, including those regarding when and where the Proxy or proxy authorization form is to be delivered.**

## REVOCABILITY OF PROXY

Any shareholder of the Corporation returning the enclosed Proxy may revoke the same at any time insofar as it has not been exercised. In addition to revocation in any other manner permitted by law, a Proxy may be revoked by instrument in writing duly executed by the shareholder or by his attorney authorized in writing or, if the shareholder is a corporation, under its corporate seal or by an officer or attorney thereof duly authorized, and delivered either to Computershare Investor Services Inc. or to the registered office of the Corporation at any time up to and including the last business day preceding the day of the Meeting or any adjournment(s) or postponement(s) thereof, or with the chairperson of the Meeting prior to the commencement of the Meeting. A revocation of a proxy will not affect a matter on which a vote is taken before the revocation.

## VOTING SECURITIES AND PRINCIPAL HOLDERS THEREOF

The Corporation's authorized capital consists of an unlimited number of common shares without par value. As at the date hereof, there were a total of 50,379,715 common shares of the Corporation outstanding. Each common share entitles the holder thereof to one vote.

To the knowledge of management of the Corporation, as at the date hereof, there are no persons or companies who beneficially own, directly or indirectly, or exercise control or direction over, voting securities of the Corporation carrying more than 10% of the voting rights attached to any class of voting securities of the Corporation.

## ELECTION OF DIRECTORS

The Board is recommending four persons (the "**Nominees**") for election at the Meeting. Each of the four persons whose name appears below is proposed by the Board to be nominated for election as a director of the Corporation to serve until the next annual general meeting of the shareholders or until the director sooner ceases to hold office.

The following table states the names of the Nominees, all offices of the Corporation now held by him, his present principal occupation, the period of time for which he has been a director of the Corporation and the securities of the Corporation beneficially owned by him, directly or indirectly, or over which he exercises control or direction, as at the date hereof.

Name, Province and Country of Residence	Present Principal Occupation	Current Position(s) with the Corporation	Director Since	Number of Securities Held
Ken Z. Cai Beijing, China	Chairman and Chief Executive Officer of Minco Gold Corporation, Minco Silver Corporation and Minco Base Metals Corporation	Chairman, Chief Executive Officer, and Director	February 29, 1996	Common Shares: 4,818,736 <sup>(1)</sup> Options: 2,275,000
Robert M. Callander <sup>(2)(4)(5)(6)</sup> North York, Ontario	Vice President of Caldwell Securities Ltd.	Director	August 23, 1996	Common Shares: 30,277 Options: 575,000
Malcolm Clay <sup>(2)(3)(4)(5)</sup> West Vancouver, British Columbia	Self-employed consultant	Director	November 16, 2007	Common Shares: 30,000 Options: 575,000
Michael Doggett <sup>(2)(4)(5)(7)</sup> Vancouver, British Columbia	Michael Doggett & Associates from 1990 to present	Director	July 16, 2007	Common Shares: 12,000 Options: 475,000

(1) Includes 3,834,052 common shares held by Pacific Canada Resources, a private company over which Dr. Cai has control and direction.

(2) Member of the Audit Committee

(3) Chair of the Audit Committee.

(4) Member of the Compensation Committee.

(5) Member of the Nominating Committee.

(6) Chair of the Compensation Committee.

(7) Chair of the Nominating Committee.

### CEASE TRADE ORDERS, BANKRUPTCIES, PENALTIES OR SANCTIONS

Except as otherwise disclosed herein, to the knowledge of management of the Corporation, none of the proposed directors is as at the date hereof nor has been within the past ten (10) years: (i) a director, chief executive officer or chief financial officer of any company (including the Corporation) that, while he was acting in such capacity, or after he ceased to act in such capacity and which resulted from an event that occurred while he was acting in such capacity, was subject to a cease trade order, an order similar to a cease trade order or an order that denied such company access to any exemption under securities legislation, that was in effect for more than thirty (30) consecutive days; (ii) a director or executive officer of any company (including the Corporation) that, while he was acting in such capacity or within a year of him ceasing to act in such capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or (iii) has been bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or became subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold any of his assets.

To the knowledge of management of the Corporation, none of the proposed directors has been subject to any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority or any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable security holder in deciding whether to vote for him as director of the Corporation.

Ken Cai was formerly the Chairman, Chief Executive Officer and a director of Pacific Link Mining Corp. (formerly Tranzcom China Security Networks Inc. ("**Tranzcom**")). On September 18, 2006, a cease trade order was issued against Tranzcom by the British Columbia Securities Commission. The cease trade order was issued in response to Tranzcom's failure to file its financial statements within the time periods mandated by National Instrument 51-102 – *Continuous Disclosure Obligations*. The cease trade order against Tranzcom was revoked on December 18, 2006.

## STATEMENT OF EXECUTIVE COMPENSATION

Pursuant to applicable securities legislation, the Corporation is required to provide a summary of all annual and long-term compensation for services in all capacities to the Corporation and its subsidiaries for the most recently completed financial year in respect of the individuals comprised of the Chief Executive Officer ("**CEO**"), the Chief Financial Officer ("**CFO**") and the other three most highly compensated executive officers of the Corporation whose individual total compensation for the most recently completed financial year exceeds \$150,000, and any individual who would have satisfied these criteria but for the fact that the individual was not serving as an officer at the end of the most recently completed financial year (the "**Named Executive Officers**" or "**NEOs**").

### Compensation Discussion and Analysis

The objective of the Corporation's compensation program is to compensate its executive officers for their services to the Corporation at a level that is both in line with the Corporation's financial resources and competitive with companies of a similar size and stage of development. The Compensation Committee does not benchmark its executive compensation program but from time to time does review compensation practices of companies of similar size and stage of development to ensure that the compensation paid is competitive with similar sized issuers within the Corporation's industry and geographic location. Success in this regard depends to a great extent on the Corporation's ability to attract, retain and motivate high performing employees within the organization. Executive officers are rewarded on the basis of the skill and level of responsibility involved in their position, the individual's experience and qualifications, taking into consideration the Corporation's resources and current industry practices, and overall contribution to the success of the Corporation. To date, given the Corporation's stage of development, the Board has not considered it appropriate to implement formal performance goals or milestones through which to assess executive performance. The Corporation relies solely on Compensation Committee discussion for determining executive compensation.

The Compensation Committee has implemented three forms of compensation for the Corporation's executive officers.

#### 1. *Base Salary/Consulting Fees*

Executive officers are paid a base salary or consulting fee to reward individual performance and the discharge of duties. This component of compensation is determined with reference to industry norms, experience, past performance and level of responsibility. The Corporation shares common management with Minco Base Metals Corporation ("**Minco Base Metals**") and Minco Silver Corporation (collectively with Minco Base Metals and the Corporation as the "**Minco Group**"). In the past, a base compensation amount payable to each executive officer on the basis of his/her service to the entire Minco Group was set annually through a negotiated process among the boards of directors of each Minco Group company. Through this negotiation process the boards arrive at a global salary amount for each executive officer to be split among each entity in the Minco Group. The amount of an executive officer's salary allocated to a particular entity at the end of a fiscal period was determined based on the percentage of the executive officer's working time spent on projects relating to that company.

Going forward, the Corporation no longer expects to arrive at base salary/consulting fee figure for its NEOs in the manner described above. The board anticipates negotiating directly with the NEOs to set a figure based solely on the NEOs contribution to the affairs of the Corporation. Base compensation for the most recently completed financial year should not be considered as an indicator of expected base compensation levels in future periods as compensation levels may fluctuate depending on the outcome of the Board's salary negotiations with the NEOs. All compensation is subject to and dependent on the Corporation's financial resources and forecasts.

## 2. *Annual Bonuses*

Annual bonuses are variable components of compensation and are short-term incentives. In special circumstances the Compensation Committee may award annual cash bonuses that are designed to reward executives for corporate, business or individual achievements. The Compensation Committee does not have pre-existing performance criteria or objectives for the grant of cash bonuses. The Compensation Committee assesses the Corporation's achievement of its business strategy and the individual performance of each executive officer annually and determines the amount of the award, if any, at its discretion.

## 3. *Option Grants*

The Compensation Committee may award executive officers long-term incentives in the form of options to purchase common shares of the Corporation ("**Options**") pursuant to the Corporation's incentive stock option plan (the "**Option Plan**"). The Corporation believes that compensation to executive officers in the form of Options better aligns the interests of executive officers and shareholders and encourages long-term value creation for shareholders. The Compensation Committee believes that Options motivate a goal driven management team and build long-term employee loyalty and retention. Previous grants of Options are taken into account when considering new grants, however, the Compensation Committee does not have pre-existing performance criteria or objectives for the grant of Options. The Compensation Committee has discretion when making an award of Options to impose a vesting schedule for such award as it deems appropriate.

As the Corporation pays each element of compensation for a different purpose it makes decisions about each component independent of the others. Notwithstanding this fact, the Compensation Committee is always cognizant of the total size of each executive officer's compensation package and works to ensure that on the whole, it is appropriate given the financial resources, size and stage of development of the Corporation.

In 2012, the Compensation Committee did not consider the implications or the risks associated with the Corporation's compensation policies and practices. The Corporation periodically reviews its compensation practices to ensure they do not promote excessive risk taking or are likely to have a material adverse effect on the Corporation. There is currently no prohibition on an executive officer or director of the Corporation from purchasing financial instruments to offset a decrease in market value of equity securities held directly or indirectly by that executive officer. To the Corporation's knowledge no executive officer or director of the Corporation has entered into or purchased such a financial instrument.

## **Compensation Governance**

The Corporation's Compensation Committee is comprised of Robert M. Callander (Chair), Malcolm Clay and Michael Doggett, all of whom are independent directors within the meaning set out in National Instrument 52-110 – *Audit Committees* ("**NI 52-110**"). All three of the members of the Compensation Committee are experienced participants in the capital markets who have had experience sitting on the corporate boards in addition to that of the Corporation. The Compensation Committee has the responsibility of recommending stock option grants and bonus awards to the Board in addition to negotiating the NEOs' annual salaries or consulting fees.

## **Performance Graph**

The Corporation's common shares trade on the Toronto Stock Exchange (the "**TSX**") under the symbol "MMM". The following graph compares the Corporation's cumulative total shareholder return on its common shares with the cumulative total return on the S&P/TSX Composite Index for the period from December 31, 2007 to December 31, 2012. The graph illustrates the cumulative return on a \$100 investment in the Corporation's common shares made on December 31, 2007 as compared with the cumulative return on a \$100 investment in the S&P/TSX Composite Index (assuming the reinvestment of dividends). The performance of

the common shares as set out in the graph below does not necessarily indicate future price performance. Executive compensation has generally followed the trend in shareholder returns.

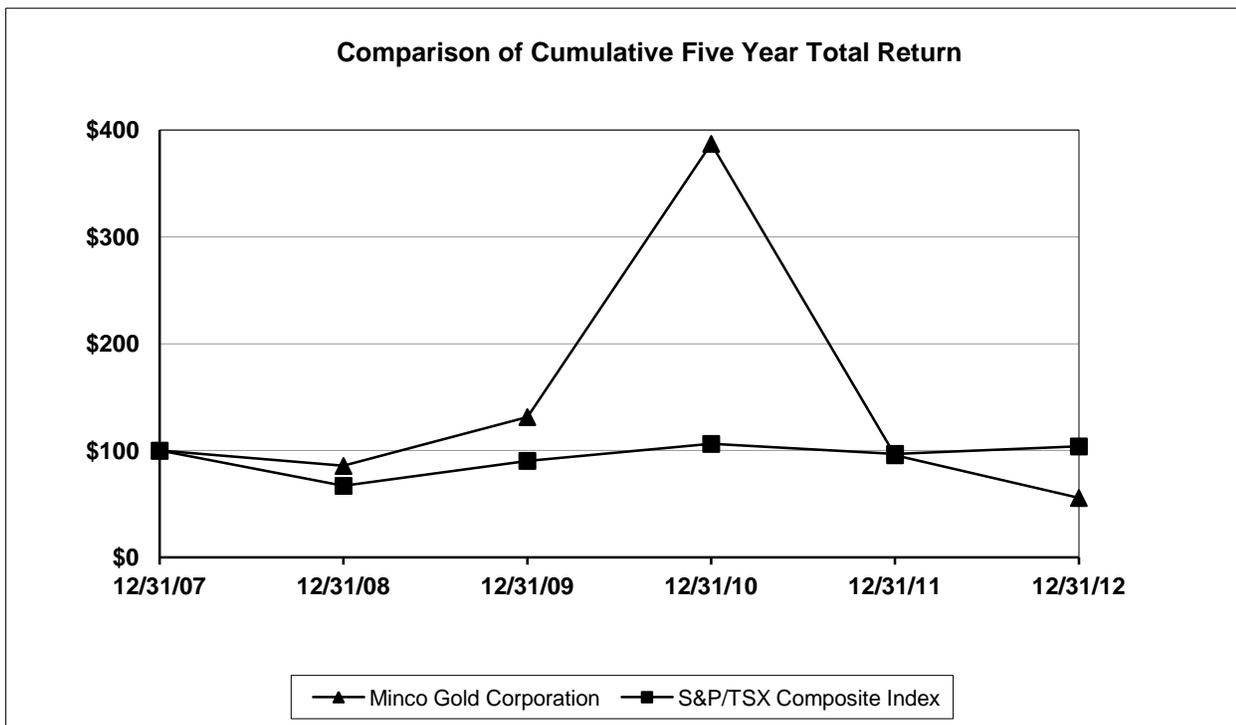
**Total Return To Shareholders**  
(Includes reinvestment of dividends)

**ANNUAL RETURN PERCENTAGE**  
Years Ending

Company / Index	12/31/08	12/31/09	12/31/10	12/31/11	12/31/12
<b>Minco Gold Corporation</b>	-14.29	53.33	194.57	-75.28	-41.79
<b>S&amp;P/TSX Composite Index</b>	-32.99	34.95	17.56	-8.76	7.15

**INDEXED RETURNS**  
Years Ending

Company / Index	Base Period 12/31/07	12/31/08	12/31/09	12/31/10	12/31/11	12/31/12
<b>Minco Gold Corporation</b>	100	85.71	131.43	387.14	95.71	55.71
<b>S&amp;P/TSX Composite Index</b>	100	67.01	90.43	106.31	96.99	103.93



**Summary Compensation Table for Named Executive Officers**

The following table (and notes thereto) states the name of each Named Executive Officer, his or her annual compensation, consisting of salary, bonus and other annual compensation, including Options granted, for the most recently completed financial year of the Corporation.

Name and principal position	Year	Salary (\$)	Share-based awards (\$)	Option-based awards (\$) <sup>(6)</sup>	Annual non-equity incentive plan compensation (\$) <sup>(7)</sup>	Pension value (\$)	All Other Compensation (\$)	Total Compensation (\$)
Ken Z. Cai Chairman and Chief Executive Officer	2012	83,333 <sup>(2)</sup>	N/A	385,020	Nil	N/A	14,098 <sup>(8)</sup>	482,451
	2011	83,333	N/A	725,968	Nil	N/A	7,300	816,601
	2010	82,500	N/A	Nil	Nil	N/A	83,438	165,938
Ellen Wei Chief Financial Officer <sup>(3)</sup>	2012	56,858	N/A	51,113	Nil	N/A	Nil	107,971
	2011	54,688	N/A	101,635	Nil	N/A	Nil	156,323
	2010	48,125	N/A	Nil	12,000	N/A	Nil	60,125
Paul Zhang Former Vice President Finance and Chief Financial Officer	2012	50,931 <sup>(5)</sup>	N/A	69,473	Nil	N/A	838	121,242
	2011	98,958	N/A	217,791	10,000	N/A	Nil	326,749
	2010	89,842	N/A	Nil	11,200	N/A	Nil	101,042

(1) As a management director of the Corporation, Dr. Cai does not collect any director's fees relating to his role as a director.

(2) Represents fees paid to MLK Capital Corporation ("MLK"), a company controlled by Dr. Cai, which provides the services of Mr. Cai to the Corporation.

(3) Ms. Wei was appointed as Chief Financial Officer on November 1, 2012. She served as interim Chief Financial Officer from April 2012 to November 2012.

(4) Mr. Zhang was hired as Vice President Finance and Chief Financial Officer of the Corporation on June 8, 2009 and left the Corporation effective April 20, 2012.

(5) Management fees paid to 7177429 Canada Limited, a company controlled by Mr. Zhang, which provided the services of Mr. Zhang to the Corporation.

(6) The Black Scholes valuation methodology was used to determine fair value on the date of grant. Accordingly, the value shown for these options are not in-the-money value at the time of grant, but the theoretical value of the options at that time based on the Black Scholes option pricing formula. Key assumptions and estimates used in the pricing model include a risk-free interest rate 1.07%-2.56% based on average yields of five-year Government of Canada benchmarks bonds, dividend yield 0%, volatility ranging from 84% to 95% based on historical volatility of the stock price of the Corporation for the five-year period immediately preceding the grant date, and expected option life of 5 years. Notwithstanding the theoretical value of these options, all of them had a nil in the money value of December 31, 2012. Please see the table under "Outstanding Share-based Awards and Option-based Awards for Named Executive Officers" for the in-the-money value of these options on December 31, 2012.

(7) Amounts represent cash bonus awarded to the NEO in respect of the financial year.

### Outstanding Share-based Awards and Option-based Awards for Named Executive Officers

Name and principal position	Option-based Awards			
	Number of securities underlying unexercised options (#) <sup>(1)</sup>	Option exercise price (\$)	Option expiration date	Value of unexercised in-the-money options (\$) <sup>(2)</sup>
Ken Z. Cai Chairman and Chief Executive Officer	525,000	0.45	December 4, 2017	Nil
	350,000	0.48	January 16, 2014	Nil
	475,000	0.67	March 28, 2017	Nil
	500,000	2.14	January 14, 2016	Nil
Ellen Wei Chief Financial Officer	30,000	0.45	December 4, 2017	Nil
	90,000	0.67	March 28, 2017	Nil
	70,000	2.14	January 14, 2016	Nil

(1) Represents the number of outstanding Options, both vested and unvested. All outstanding Options are vested except for options expiring December 4, 2017 (100% unvested) and March 28, 2017 (67% unvested).

(2) The amount represents the aggregate dollar value that would have been realized if the Options had been exercised on December 31, 2012, based on the difference between market price of the Corporation's common shares and the exercise price on such date.

The table above states, as at December 31, 2012, the number of Options unexercised, the Option exercise price, the expiration date for each Option for each NEO named therein. As at December 31, 2012, the value of in-the-money unexercised Options held by the Named Executive Officers was \$nil. Mr. Zhang, the former Vice President, Finance and Chief Financial Officer, left the Corporation in April 2012, and all his outstanding Options subsequently expired.

### Incentive Plan Awards – Value Vested or Earned During the Year for Named Executive Officers

Name and principal position	Option-based awards – Value vested during the year (\$) <sup>(1)</sup>	Share-based awards – Value vested during the year (\$)	Non-equity incentive plan compensation – Value earned during the year (\$)
Ken Z. Cai Chairman and Chief Executive Officer	1,583	N/A	Nil
Ellen Wei Chief Financial Officer	300	N/A	Nil
Paul Zhang Former Vice President Finance and Chief Financial Officer	Nil <sup>(2)</sup>	N/A	Nil

(1) The amount represents the aggregate dollar value that would have been realized if the Options had been exercised on the vesting date during the year, based on the difference between market price of the Corporation's common shares and the exercise price on such vesting date.

(2) Mr. Zhang left the Corporation in April 2012. Prior to his departure, no Options held by him had vested in 2012 and, subsequent to his departure, his outstanding Options expired.

During the most recently completed financial year, the Named Executive Officers exercised Options to purchase nil common shares of the Corporation under the Option Plan.

#### Pension Plan Benefits

The Corporation does not provide pension plan benefits to any NEO.

#### Termination and Change of Control Benefits and Employment Contracts

##### *Chief Financial Officer, Ellen Wei*

The Corporation has entered into an employment agreement with Ms. Wei dated November 1, 2012. Ms. Wei's time and salary are allocated 40% to the Corporation. Under the terms of the agreement, Ms. Wei is entitled to compensation based on her remuneration at the time, in the event of termination without cause.

If the Corporation terminates this agreement without cause, the Chief Financial Officer shall receive one (1) month compensation for each year of service.

The agreement shall terminate on the happening of any of the following events: (i) the mutual consent in writing of the Corporation and the CFO to terminate the services, or (ii) written notice given by one party to the other setting out a date for termination effective not less than thirty (30) days after the date on which the notice is deemed to be given.

If Ms. Wei's employment had been terminated without cause on December 31, 2012, Ms. Wei would have received a cash payment of \$30,331.

Ms. Wei's vested options would be cancelled 30 days after the date of termination without cause and immediately if terminated with cause.

*Chief Executive Officer*

The Corporation is currently negotiating the terms of a consulting agreement with its CEO.

*Compensation of Directors*

The Corporation's Directors receive an annual retainer fee along with a fee for their attendance at each meeting. The Chairman of each of the Corporation's committees receive an additional fee.

The Corporation's Directors are granted Options on an annual basis as recommended by the Corporation's Compensation Committee.

The table below discloses the compensation of the non-management directors of the Corporation for the most recently completed financial year.

Name	Fees earned (\$)	Share-based awards (\$)	Option-based awards (\$) <sup>(2)</sup>	Non-equity incentive plan compensation (\$)	Pension value (\$)	All other compensation (\$)	Total (\$)
Robert M. Callander	17,000	N/A	116,622	Nil	N/A	Nil	133,622
Malcolm Clay	19,000	N/A	97,185	Nil	N/A	Nil	116,185
Michael Doggett	17,000	N/A	97,185	Nil	N/A	25,313 <sup>(2)</sup>	139,498

- (1) The Black Scholes valuation methodology was used to determine fair value on the date of grant. Accordingly, the value shown for these options are not in-the-money value at the time of grant, but the theoretical value of the options at that time based on the Black Scholes option pricing formula. Key assumptions and estimates used in the pricing model include a risk-free interest rate 1.08%-1.56% based on average yields of five-year Government of Canada benchmarks bonds, dividend yield 0%, volatility ranging from 85% to 95% based on historical volatility of the stock price of the Corporation for the five-year period immediately preceding the grant date, and expected option life of 5 years. Notwithstanding the theoretical value of these options, all of them had a nil in the money value of December 31, 2012. Please see the table under "Outstanding Share-based Awards and Option-based Awards for Directors" for the in-the-money value of these options on December 31, 2012.
- (2) Represents consulting fees paid to Michael Doggett & Associates, a company controlled by Michael Doggett.

The Corporation's Directors were granted a total of 800,000 Options in 2012.

**Outstanding Share Based Awards and Option Based Awards for Directors**

Currently, no directors hold any share based awards.

The table below states the name of each director, the number of option based awards and the value of the awards if the directors were to have exercised their Options on December 31, 2012.

Name	Option-based Awards			
	Number of securities underlying unexercised options (#)	Option Exercise Price (\$)	Option Expiration Date	Value of unexercised in-the-money options (\$) <sup>(1)</sup>
Robert M. Callander	150,000	0.45	December 4, 2017	Nil
	150,000	0.67	March 28, 2017	Nil
	125,000	2.14	January 14, 2016	Nil
Malcolm Clay	125,000	0.45	December 4, 2017	Nil
	100,000	0.48	January 16, 2014	Nil
	125,000	0.67	March 28, 2017	Nil
	100,000	2.14	January 14, 2016	Nil

Michael Doggett	125,000	0.45	December 4, 2017	Nil
	125,000	0.67	March 28, 2017	Nil
	100,000	2.14	January 14, 2016	Nil

(1) The amount represents the aggregate dollar value that would have been realized if the Options had been exercised on December 31, 2012, based on the difference between market price of the Corporation's common shares and the exercise price on such date.

### Incentive Plan Awards – Value Vested or Earned During the Year for Directors

Name and principal position	Option-based awards – Value vested during the year (\$) <sup>(1)</sup>	Share-based awards – Value vested during the year (\$)	Non-equity incentive plan compensation – Value earned during the year (\$)
Robert M. Callander	500	N/A	Nil
Malcolm Clay	417	N/A	Nil
Michael Doggett	417	N/A	Nil

(1) The amount represents the aggregate dollar value that would have been realized if the Options had been exercised on the vesting date during the year, based on the difference between market price of the Corporation's common shares and the exercise price on such vesting date.

## SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

### Equity Compensation Plan Information

The following table sets out information relating to the Option Plan as at December 31, 2012.

Equity compensation plans approved by shareholders	Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)	Weighted-average exercise price of outstanding options, warrants and rights (b)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (c)
Option Plan	5,650,667	\$1.11	1,901,565

### Stock Option Plan

The Corporation adopted the Option Plan for certain directors, employees and consultants (collectively, the "Eligible Persons") of the Corporation or any of its affiliates. The Option Plan provides that Options may be granted to Eligible Persons on terms determined within the limitations set out in the Option Plan. The maximum number of common shares to be reserved for issuance at any one time under the Option Plan is 15% of the issued and outstanding common shares of the Corporation. As of the date of this Information Circular, there were 6,915,667 issued and outstanding Options, representing 91.57% of the total amount issuable under the Option Plan. Under the terms of the Option Plan, the maximum number of common shares that may be issued to insiders of the Corporation as a group within any 12 month period shall not exceed 10% of the number of common shares then outstanding. In addition, the aggregate number of common shares issuable to insiders under the plan and any other security based compensation arrangement of the Corporation shall not exceed 10% of the issued and outstanding common shares of the Corporation. The exercise price for an Option granted under the Option Plan may not be less than the Market Price being the closing price of the common shares on the TSX on the business day preceding the date of grant of the Option of the Corporation's common shares on the date of the grant. Options granted under the Option Plan may be subject to vesting requirements. Unless otherwise determined by the Board, one third of the Options granted vest within six months of the grant date, one third of the Options granted vest within 12 months of the grant date and the final one third of the Options granted vest within 18 months of the grant date. Options granted under the plan may include stock appreciation

rights (a "SAR"). A SAR granted under the Option Plan shall entitle the Eligible Person to elect to surrender to the Corporation an unexercised Option, or any portion thereof, and to receive from the Corporation in exchange for that number of shares having an aggregate value equal to the excess of the market value of one share over the purchase price of one share specified in such Option, multiplied by the number of shares called for by the option, or portion thereof, which is so surrendered, divided by the market value of one share. The market value of a share shall be determined for these purposes by the weighted average sale price per share on the TSX for the five trading days preceding the date the notice of exercise of the SAR is received by the Corporation. To date, no SARs have been issued under the Option Plan.

Options will be granted for a period which may not exceed five years from the date of grant (unless otherwise extended if the expiry date of an Option shall fall on date during a trading black out period that has been self imposed by the Corporation, in which case the expiry date of the Option shall be extended to the fifth business day following the date that such black out period is lifted by the Corporation but will expire by the earlier of 30 days of an Eligible Person ceasing to be a director, employee of or consultant to the Corporation and the expiry date of the Option in most circumstances. In cases of death, Options granted shall be exercisable by the Eligible Person's heirs or legal representatives by the earlier of 12 months of the Eligible Person's death and the expiry date of the Option. No rights under the Option Plan and no Option awarded pursuant to the provisions of the Option Plan are assignable or transferable by any Eligible Person.

The Option Plan also contains the following material terms and conditions (unless otherwise defined herein, all capitalized terms have the meaning set forth in the Option Plan):

- (a) Disinterested Shareholder Approval must be obtained:
  - (i) for any reduction in the exercise price of an Option if the Optionee is an Insider of the Corporation at the time of the proposed amendment; and
  - (ii) in all other circumstances where disinterested shareholder approval is required by any stock exchange on which the common shares are listed or by any regulatory authority having jurisdiction over the Corporation.
- (b) If any Option granted under the Option Plan shall expire or terminate for any reason without having been exercised in full, the unpurchased common shares subject thereto shall again be available for issuance after thirty (30) days.
- (c) The Board may, subject to prior TSX approval, but without shareholder approval, amend from time to time the expiry date, the vesting conditions and/or exercise price of Options granted to Eligible Persons (other than Insiders). All other amendments to the Option Plan or to Options granted pursuant to the Option Plan shall not become effective until TSX and shareholder approval, as required, has been received.
- (d) Options are non-assignable and non-transferable.

The Option Plan is subject to the rules and policies of the TSX, including the requirement for shareholder approval of all unallocated Options every three years following institution. See "Particulars of Matters to be Acted Upon – Unallocated Options Resolution".

#### **INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS**

As at December 31, 2012, no individual who is or was a director, executive officer or employee of the Corporation or any of its subsidiaries, any proposed nominee for election as a director of the Corporation or any associate of such director or officer, is or was, at the end of the most recently completed financial year, indebted to the Corporation or any of its subsidiaries since the beginning of the most recently completed financial year of the Corporation, or is or has been indebted to another entity that is or has been the subject of a guarantee,

support agreement, letter of credit or other similar arrangement or understanding provided by the Corporation or any of its subsidiaries during that period.

### MANAGEMENT CONTRACTS

To the best of the knowledge of the directors and officers of the Corporation, management functions of the Corporation are not, to any substantial degree, performed by a person other than the directors and senior officers of the Corporation.

### AUDIT COMMITTEE

For information regarding the Corporation's Audit Committee, please refer to the Corporation's Annual Report on Form 20-F for the year ended December 31, 2012 under the heading "Audit Committee", available on SEDAR at [www.sedar.com](http://www.sedar.com). The full text of the Audit Committee's charter is attached hereto as Appendix "A".

### CORPORATE GOVERNANCE

#### Board of Directors

The Board is responsible for managing and supervising the management of the business and affairs of the Corporation. Each year, the Board must review the relationship that each director has with the Corporation in order to satisfy themselves that the relevant independence criteria have been met.

Other than interests arising from shareholdings in the Corporation, all of the directors of the Corporation, other than Ken Cai, are "independent" within the meaning set out in NI 52-110 in that they are free from any interest which could reasonably interfere with their exercise of independent judgment as directors of the Corporation. Dr. Cai is an executive officer of the Corporation and therefore not independent.

In order to facilitate its exercise of independent judgment in carrying out its responsibilities, the Board may establish informal committees on an as needed basis consisting solely of independent directors to consider certain matters to be considered by the Board. The Board, or any committee, may also seek advice from outside advisors. The Board also follows a practice whereby any director who has an interest in a matter that the Board is considering will either abstain from voting on the matter or exit the Board meeting.

The following directors of the Corporation hold directorships in other reporting issuers as set out below:

Name of Director	Name of Other Reporting Issuer
Ken Z. Cai	Minco Silver Corporation Minco Base Metals Corporation
Malcolm Clay	Versatile Systems Inc. Powertech Uranium Corp. Hanwei Energy Services Corp. Oakmont Capital Corp. Wolverine Minerals Corp.
Michael Doggett	Murgor Resources Inc. Pacific Link Mining Corp. Riverside Resources Inc. Altan Nevada Minerals Limited

The independent directors have not in the past held regularly scheduled meetings at which non-independent directors and members of management are not in attendance. However, in order to facilitate open and candid discussion among independent directors, communication among the independent directors occurs on an informal and ongoing basis as such need arises. As all committees of the board are comprised completely of independent directors, each committee meeting functions as a meeting of the independent directors of the Corporation.

The Board does not have a Chairman independent of management. Ken Z. Cai, the Chairman of the Board, is also the Corporation's Chief Executive Officer. The Board believes that this structure best reflects the entrepreneurial leadership of the Corporation. The Board is satisfied that the autonomy of the Board and its ability to function independently of management are protected through measures such as the Audit Committee, the Compensation Committee and the Nominating Committee being composed of all independent directors. In addition, in order to provide leadership for its independent directors, the independent members of the Board meet separately from the non-independent members and the Board encourages its independent members to seek the advice of financial, legal or other consultants when necessary. Robert M. Callander has also been appointed as "lead director" to provide leadership to the independent directors of the Corporation.

Board committees assist in the effective functioning of the Board. All Board committees are currently comprised of all independent directors, which ensures that the views of independent directors are effectively represented. The Board has three committees: the Compensation Committee, the Nominating Committee and the Audit Committee. Special committees may be formed time to time as required to review particular matters or transactions.

The Compensation Committee is responsible for the development, implementation and monitoring of the Corporation's compensation policy for executive officers and members of the Board.

The following are the members of the Compensation Committee:

Robert M. Callander (Chair)  
Malcolm Clay  
Michael Doggett

The Nominating Committee was appointed by the Board to propose new nominees from time to time as the need arises.

The following are the members of the Nominating Committee:

Michael Doggett (Chair)  
Robert M. Callander  
Malcolm Clay

The Audit Committee is appointed by the Board to assist in monitoring: (1) the integrity of the financial statements of the Corporation; (2) the compliance by the Corporation with the legal and regulatory requirements; and (3) the independent performance of the Corporation's external auditors, which external auditors shall report directly to the Audit Committee.

The following are the members of the Audit Committee:

Malcolm Clay (Chair)  
Robert M. Callander  
Michael Doggett

The following table sets forth the number of Board and committee meetings held and attendance by directors for the most recently completed financial year.

Director	Scheduled Board Meetings	Unscheduled Board Meetings	Independent Board Meetings	Compensation Committee Meetings	Nominating Committee Meetings	Audit Committee Meetings
Ken Z. Cai	9/9	0/0				
Robert M. Callander	8/9	0/0	1/1	3/3	0/0	4/4
Malcolm Clay	9/9	0/0	1/1	3/3	0/0	4/4
Michael Doggett	8/9	0/0	1/1	3/3	0/0	4/4

The table below summarizes the number of Board and committee meetings held during 2012.

Meeting Type	Totals
Board of Directors	9
Independent Board of Directors Meetings	1
Compensation Committee	3
Nominating Committee	0
Audit Committee	4
<b>Total number of meetings held</b>	<b>17</b>

The Corporation's current Board mandate, which is reviewed on an annual basis, is attached hereto as Appendix "B". The Board has not developed written descriptions for the Chief Executive Officer or the chairs of each committee of the Board. The chairs of each committee of the Board follow the charter for the respective committee, if any.

### **Orientation and Continuing Education**

The Corporation does not have a formal process of orientation and education for new members of the Board. The current directors are experienced in boardroom procedure and corporate governance and generally have a good understanding of the business. As necessary, new members of the Board are provided with information about the Corporation, the role of the Board, the Board's committees, the Board's directors and the Corporation's industry. In addition, the Corporation provides continuing education for its directors as such need arises.

### **Ethical Business Conduct**

The Corporation adopted a Code of Ethics (the "**Code**"), which is available on the Corporation's website at [www.mincogold.com](http://www.mincogold.com). The Code sets out the principles that should guide the behavior of the Corporation's directors, officers and employees. The Board is responsible for monitoring compliance with the Code.

The Corporation has also adopted a Whistleblower Policy which is incorporated within the Corporation's Communications Policy. A copy of the Communications Policy may be obtained by written request to the Corporation's offices located at 2772-1055 West Georgia Street, Vancouver, BC V6E 3P3, Attn: Corporate Secretary.

To ensure directors of the Corporation exercise independent judgment in considering transactions, agreements or decisions in respect of which a director or executive officer has declared a material personal interest (in accordance with relevant corporate law requirements), the Board follows a practice whereby any such Board member must be absent during any Board discussion pertaining thereto and not cast a vote on any such matter. Significant contracts that may be deemed to be a conflict are also reviewed and approved by the Corporation's Audit Committee.

The Board advocates a high standard of integrity for all its members and the Corporation. To this end, all directors and officers are required to read and understand the Corporation's Code of Ethics and Communications Policy. The Board relies upon the selection of directors, officers, employees and consultants whom it considers as meeting the highest ethical standards to promote a culture of ethical business conduct. In addition, the Board must comply with conflict of interest provisions in Canadian corporate law and relevant securities regulatory instruments in order to ensure that directors exercise independent judgment in considering transactions and agreements in respect of which a director or executive officer has a material interest.

### **Nomination of Directors**

The Nominating Committee is composed entirely of independent directors and analyzes the needs of the Board when vacancies arise and identifies and proposes new nominees who have the necessary competencies and characteristics to meet such needs. New candidates are introduced to the Board by members of the Nominating Committee.

In order to foster an objective nomination process, the independent members of the Board are encouraged to recommend nominees for the Board.

### **Compensation**

The Compensation Committee is appointed by the Board to, among other things, discharge the Board's responsibilities relating to compensation of the Corporation's directors and officers. The Compensation Committee periodically reviews the adequacy and form of compensation to ensure it realistically reflects the responsibilities and risks involved in being an effective director or officer and that the compensation allows the Corporation to attract qualified candidates. Such review includes an examination of publicly available data as well as independent compensation surveys.

The Compensation Committee annually reviews and approves corporate goals and performance milestones relevant to the compensation of the Chief Executive Officer, Chief Financial Officer and other executive officers (collectively, the "**Senior Officers**"). It evaluates the Senior Officer's performance in light of those goals and objectives and sets the Chief Executive Officer's compensation level based on this evaluation. The Compensation Committee meets without the presence of other executive officers when approving the Chief Executive Officer's compensation.

The Compensation Committee is comprised of independent directors. In order to ensure an objective process for determining compensation, the Compensation Committee reviews independent materials such as pay survey data and industry reports. The Compensation Committee benchmarks against other companies using peer group studies compiled for the Compensation Committee. In addition, the Compensation Committee may consult with outside independent compensation advisory firms if it deems advisable.

### **Assessments**

The Board is responsible for keeping management informed of its evaluation of the performance of the Corporation and its senior officers in achieving and carrying out the Board's established goals and policies, and is also responsible for advising management of any remedial action or changes which it may consider necessary.

Additionally, directors are expected to devote the time and attention to the Corporation's business and affairs as necessary to discharge their duties as directors effectively.

The Board does not have a formal process to monitor the effectiveness of the Board, its committees and individual members, but rather relies on an informal review process. In order to gauge performance, the Board considers the following:

- (a) input from directors, where appropriate;
- (b) attendance of directors at meetings of the Board and any committee;
- (c) the charter of each committee; and
- (d) the competencies and skills each individual director is expected to bring to the Board and each committee.

### **PARTICULARS OF MATTERS TO BE ACTED UPON**

#### **Unallocated Options Resolution**

Pursuant to the policies of the TSX, all unallocated options, rights, or other entitlements under a security based compensation arrangement, which does not have a fixed maximum number of securities issuable, must be approved by the listed issuer's security holders ever three years after the institution of the arrangement.

The Option Plan was approved by shareholders at the annual general meeting held in June 2010. A description of the Option Plan is provided under the heading "Securities Authorized for Issuance under Equity Compensation Plans – Stock Option Plan". As the three-year term prescribed by the TSX expires on June 29, 2013, an ordinary resolution will be placed before the shareholders to approve the unallocated Options and other entitlements under the Option Plan (the "**Options Resolution**"). This approval will be effective for three years from the date of the Meeting. If approval is not obtained at the Meeting, Options and other entitlements under the Option Plan which have not been allocated as of June 29, 2013, and common shares underlying Options which are outstanding as of June 29, 2013 and are subsequently exercised, surrendered, expired or terminated, will not be available for new grants of Options. Previously allocated Options will be unaffected by the approval or disapproval of the Options Resolution.

As of the date of this Information Circular, Options to purchase a total of 6,915,667 common shares are outstanding, representing approximately 13.73% of the issued and outstanding common shares. Accordingly, there are 636,565 unallocated Options and other entitlements available under the Option Plan.

The following is the text of the Options Resolution to be considered at the Meeting:

**"BE IT RESOLVED THAT:**

1. All unallocated Options and other entitlements under the Option Plan, as amended from time to time, are hereby approved and authorized and the Corporation is authorized to continue granting Options and other entitlements under the Option Plan until June 27, 2016, which is the date that is three years from the date when shareholder approval is being sought; and
2. Any director or officer of the Corporation be, and is hereby, authorized to take such further actions and to execute and delivery all such further instruments and documents, in the name of and on behalf of the Corporation, as may be necessary proper or advisable in order to carry out and give effect to the foregoing."

The Board has determined that passing the Options Resolution is in the best interest of the Corporation and its shareholders and recommends that the shareholders vote **IN FAVOUR** of the Options Resolution. In order to be approved, the Options Resolution must be passed by a majority of the votes cast by shareholders at the Meeting. **In the absence of a contrary instruction, the persons designated by management of the Corporation in the enclosed Proxy intend to vote FOR the Options Resolution.**

#### **APPOINTMENT OF AUDITORS**

Management of the Corporation will recommend at the Meeting that shareholders appoint PricewaterhouseCoopers LLP, Chartered Accountants ("**PwC**"), as auditors of the Corporation until the next annual meeting of shareholders and to authorize the directors to fix their remuneration. PwC was first appointed as auditors of the Corporation on June 28, 2010.

#### **INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON**

Except as otherwise disclosed herein, no director, executive officer or proposed nominee for election as a director of the Corporation, or any of their associates or affiliates, has any material interest, direct or indirect, by way of beneficial ownership of common shares of the Corporation or otherwise, in any matter to be acted upon at the Meeting, other than the election of directors or the appointment of auditors of the Corporation.

#### **INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS**

Except as otherwise disclosed herein, no insider of the Corporation, nor the proposed nominees for election as directors of the Corporation, nor any associate or affiliate of such insider or proposed nominees, has any material interest, direct or indirect, in any transaction since the beginning of the last financial year of the Corporation, or in any proposed transaction which has materially affected or will materially affect the Corporation or any of its subsidiaries.

#### **REGISTRAR AND TRANSFER AGENT**

The registrar and transfer agent of the Corporation is Computershare Investor Services Inc., 510 Burrard Street, 3<sup>rd</sup> Floor, Vancouver, British Columbia V6C 3B9.

#### **OTHER BUSINESS**

Management of the Corporation knows of no other matters to come before the Meeting other than as referred to in the Notice of Meeting. However, if any other matter(s) which are not known to management of the Corporation shall properly come before the Meeting, the Proxy given pursuant to the solicitation by management of the Corporation will be voted on such matter(s) in accordance with the best judgment of the person(s) voting the Proxy.

#### **ADDITIONAL INFORMATION**

Additional information relating to the Corporation is available on SEDAR at [www.sedar.com](http://www.sedar.com). Shareholders may contact the Corporation to request copies of the Corporation's financial statements and management's discussion and analysis ("**MD&A**") by sending a written request to 2772-1055 West Georgia Street, Vancouver, British Columbia, Canada V6E 3R5, Attention: Corporate Secretary. Financial information is provided in the Corporation's comparative financial statements and MD&A for its fiscal year ended December 31, 2012, which are also available on SEDAR.

**APPROVAL OF INFORMATION CIRCULAR**

The undersigned hereby certifies that the contents and the sending of this Information Circular have been approved by the directors of the Corporation.

DATED at Vancouver, British Columbia, Canada, this 17th day of May 2013.

**BY ORDER OF THE BOARD OF DIRECTORS OF  
MINCO GOLD CORPORATION**

*/s/ Ken Z. Cai*

\_\_\_\_\_  
Ken Z. Cai

Chairman, Chief Executive Officer and Director

## **Appendix A**

### **Audit Committee Charter**

**MINCO GOLD CORPORATION**

**AUDIT COMMITTEE CHARTER**

*Mandate*

The primary function of the audit committee (the "Committee") is to assist the board of directors in fulfilling its financial oversight responsibilities by reviewing the financial reports and other financial information provided by the Company to regulatory authorities and shareholders, the Company's systems of internal controls regarding finance and accounting and the Company's auditing, accounting and financial reporting processes. The Committee's primary duties and responsibilities are to:

- Serve as an independent and objective party to monitor the Company's financial reporting and internal control system and review the Company's financial statements.
- Review and appraise the performance of the Company's external auditors.
- Provide an open avenue of communication among the Company's auditors, financial and senior management and the Board of Directors.

*Composition*

The Committee shall be comprised of three directors as determined by the Board of Directors, the majority of whom shall be free from any relationship that, in the opinion of the Board of Directors, would interfere with the exercise of his or her independent judgment as a member of the Committee. At least one member of the Committee shall have accounting or related financial management expertise. All members of the Committee that are not financially literate will work towards becoming financially literate to obtain a working familiarity with basic finance and accounting practices. For the purposes of the Audit Committee Charter, the definition of "financially literate" is the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can presumably be expected to be raised by the Company's financial statements.

The members of the Committee shall be elected by the Board of Directors at its first meeting following the annual shareholders' meeting. Unless a Chair is elected by the full Board of Directors, the members of the Committee may designate a Chair by a majority vote of the full Committee membership.

*Meetings*

The Committee shall meet a four times annually, or more frequently as circumstances dictate. As part of its job to foster open communication, the Committee will meet at least annually with the Chief Financial Officer and the external auditors in separate sessions.

*Responsibilities and Duties*

To fulfill its responsibilities and duties, the Committee shall:

**Documents/Reports Review**

- (a) Review and update the Charter annually.
- (b) Review the Company's financial statements, MD&A and any annual and interim earnings, press releases before the Company publicly discloses this information and any reports or other financial information (including quarterly financial statements), which are submitted to any governmental body, or to the public, including any certification, report, opinion, or review rendered by the external auditors.

## External Auditors

- (a) Review annually, the performance of the external auditors who shall be ultimately accountable to the Board of Directors and the Committee as representatives of the shareholders of the Company.
- (b) Recommend to the Board of Directors the selection and, where applicable, the replacement of the external auditors nominated annually for shareholder approval.
- (c) Review with management and the external auditors the audit plan for the year-end financial statements and intended template for such statements.
- (d) Review and pre-approve all audit and audit-related services and the fees and other compensation related thereto, and any non-audit services, provided by the Company's external auditors.

Provided the pre-approval of the non-audit services is presented to the Committee's first scheduled meeting following such approval such authority may be delegated by the Committee to one or more independent members of the Committee.

## *Financial Reporting Processes*

- (a) In consultation with the external auditors, review with management the integrity of the Company's financial reporting process, both internal and external.
- (b) Consider the external auditors' judgments about the quality and appropriateness of the Company's accounting principles as applied in its financial reporting.
- (c) Consider and approve, if appropriate, changes to the Company's auditing and accounting principles and practices as suggested by the external auditors and management.
- (d) Following completion of the annual audit, review separately with management and the external auditors any significant difficulties encountered during the course of the audit, including any restrictions on the scope of work or access to required information.
- (e) Review any significant disagreement among management and the external auditors in connection with the preparation of the financial statements.
- (f) Review with the external auditors and management the extent to which changes and improvements in financial or accounting practices have been implemented.
- (g) Review any complaints or concerns about any questionable accounting, internal accounting controls or auditing matters.
- (h) Review certification process.
- (i) Establish a procedure for the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.

## *Other*

Review any related-party transactions.

## **Appendix B**

### **Board of Directors Mandate**

## **MANDATE OF THE BOARD OF DIRECTORS**

The following is the mandate of the Board of Directors of the Company (the "Board"):

- Advocate and support the best interests of the Company;
- Review and approve strategic, business and capital plans for the Company;
- Ensure that specific and relevant corporate measurements are developed and adequate controls and information systems are in place with regard to business performance;
- Review the principal risks of the Company's business and pursue the implementation of appropriate systems to manage such risks;
- Monitor progress and efficiency of strategic, business, and capital plans and require appropriate action to be taken when performance falls short of goals;
- Establish and monitor a Code of Ethics for directors, senior officers, and employees to address, among other matters, conflicts of interest, protection and proper use of corporate assets and opportunities, fair dealing with third parties, compliance with laws, rules and regulations, and reporting of any illegal or unethical behaviour;
- Review measures implemented and maintained by the Company to ensure compliance with statutory and regulatory requirements;
- Review and monitor the effectiveness of the Audit Committee, and the Audit Committee Charter, on at least an annual basis;
- Select, evaluate, and compensate the senior management;
- Grant share options or share appreciation rights, or both, and monitor the evaluation and compensation of senior management;
- Monitor the practices of management to ensure appropriate and timely communication of material information concerning the Company to its shareholders; in addition, assume responsibility for the Communication Policy of the Company to ensure that it addresses how the Company interacts with analysts and the public and that it contains measures for the Company to avoid selective disclosure and ensures that insiders understand their obligations with respect to trading in securities of the Company;
- Monitor compliance with the Communication Policy and be responsible for the granting of any waivers therefrom;
- Monitor overall safety and environmental policies and programs;
- Monitor the development and implementation of programs for management succession and development; and
- Discharge such other duties as may be required for the good stewardship of the Company.

In addressing its mandate above, the Board of Directors assumes responsibility for the following approvals:

### ***Financial Approvals:***

- Strategic plan;
- Annual business and capital plans and budget;
- Annual financial statements, Management Discussion & Analyses ("**MD&A**") and press releases;
- Quarterly financial statements and press releases;

- Capital expenditures in excess of \$100,000 for any single capital expenditure;
- Acquisitions and divestitures;
- Financings;
- Dividend policy; and
- Share re-purchase programs.

***Human Resources Approvals:***

- Appointment, succession, or dismissal of the senior management;
- Employment / termination agreements for key senior officers;
- Incentive Plans for directors, employees, consultants and others;
- Compensation for the senior management;
- Executive compensation arrangements and incentive plans; and
- Directors' and officers' liability insurance (if any).

***Administration and Compliance Approvals:***

- Appointment of Chair;
- Appointment of Board Committees and their Chairs;
- Nomination of Directors;
- Recommendation of Auditors to the Shareholders;
- Audit Committee Charter;
- Management Proxy Information Circular and Notice of Meeting;
- Annual Information Form (if any);
- Communication Policy; and
- Other major compliance policies.

In carrying out its mandate in connection with the compensation of senior management, the Board will:

- consider and recommend executive compensation programs including base salaries, short term and long term incentives, bonuses, stock options and perquisite programs, and to ensure that those programs are linked to the Company's business strategy and performance.
- annually consider, review and recommend approval of the incentive and bonus package of the senior officers.
- monitor succession planning to ensure that, where practical, appropriate successors are being developed for the senior officers.

- assist in the establishment, monitoring and evaluation of objectives and standards of performance for the senior officers, review the compensation of directors annually, and recommend any appropriate changes.
- review and recommend employment agreements and/or contracts of the senior officers.
- review and approve any regulatory disclosure of executive compensation, such as that contained in the Management Proxy Information Circular, required by stock exchanges, securities commissions or other regulatory bodies.

In carrying out its mandate in connection with the good corporate governance (and until such duties are assumed by a Committee of the Board), the Chair of the Board will:

1. lead the process of recruiting, interviewing and recommending candidates to the Board;
2. annually recommend membership of the Committees of the Board and their respective Chairs to the Board for approval;
3. monitor the orientation and training of new Directors;
4. facilitate the evaluation of the performance of the Board, its Committees and of individual Directors through the administration of a periodic evaluation exercise, and present the results to the Board;
5. periodically review (at least on an annual basis) the Company's governance policies and practices against developments and changes in generally accepted best practices; and
6. periodically assess (at least on an annual basis) the Company's compliance with the governance guidelines of the Exchange.

### **COMPOSITION OF THE BOARD**

The Board recognizes that the appropriate mix of skills, experience, age, and gender will help to enhance its performance. The composition of the Board should reflect business experience compatible with the Company's strategic and business objectives with consideration to the geographic regions in which it operates.

The following summarizes guidelines for future composition:

- The Board should not have less than three (3) members at any time, the majority of which should be "independent", as that term is defined under National Instrument 58-101 ("**NI 58-101**"). The Board will determine annually, based on all relevant facts and circumstances, whether each director satisfies the criteria for independence. The Company will disclose these determinations for each member of the Board and all Committees of the Board in the Company's annual management proxy information circulars or MD&A filings, as the case may be. Based on the principles stated in this Policy, the Board may adopt and disclose categorical standards to assist it in making such determinations;
- The size of the Board may be increased or decreased as permitted by law and the Articles of the Company, as determined to be appropriate by the Board;

- Vacancies created by the resignation or removal of a director or the addition of a director's position may be filled by the majority vote of the directors then in office, and such appointee shall serve in that capacity until the next annual meeting of the shareholders;
- The Board will seek members from diverse professional and business backgrounds, who combine a broad spectrum of experience and expertise with a reputation for integrity.

### ***Independence of Directors***

Under NI 58-101, *"in British Columbia a director is independent: (a) unless a reasonable person with knowledge of all relevant circumstances would conclude that the director is in fact not independent of management or of any significant shareholder; or (b) if the Company is a reporting issuer in any other jurisdiction, the director is independent within the meaning of section 1.4 of MI 52-110, "Audit Committees"*.

The Board interprets these Guidelines as meaning that an independent director is in essence a director who is not a member of the senior management of the Company, and is free from any interest and any business or other relationship which could, or could reasonably be perceived to, materially interfere with the director's ability to act with a view to the best interests of the Company, other than interests and relationships arising from a director's direct or indirect shareholdings, provided the director is not directly or indirectly a "control person" as such term is defined under applicable securities legislation.

The Guidelines require that as part of its annual public disclosure of its governance policies, the Board must determine and disclose the number of independent directors on the Board and on each Committee of the Board. This determination may be made and formalized in the context of approval of the annual management proxy information circular or MD&A, as the case may be, and the governance practices disclosure contained in it.

### ***The Role of the Chair***

The Chair of the Board of Directors is elected by the Directors annually following the annual general meeting of shareholders of the Company. Specific duties of the Chair include:

- Establish the agendas for, schedule, and chair meetings of the Board and of the shareholders of the company.
- Manage the affairs of the Board.
- Monitor the Committees of the Board to ensure that they are working effectively.
- Act as an advisor and sounding board to the President & CEO.
- Provide a link between management and the Board and between the Board and the shareholders.
- Monitor whether the Board is receiving timely information of appropriate quality, before, during and after Board meetings.
- The Chair shall be an "ex-officio" member of each Committee with full participation and voting rights.

## **THE ROLE OF DIRECTOR**

Directors are elected by and accountable to the shareholders of the Company. Although Directors may be elected by the shareholders to bring their practical experience, special expertise or point of view to Board deliberations, they are not chosen to represent a particular constituency exclusively.

Pursuant to Canadian law, Directors have statutory and fiduciary obligations to "act honestly and in good faith with a view to the best interests of the corporation." The effect of this is that Directors owe the duties of a fiduciary to the Company. This duty is not owed to shareholders, even to a majority shareholder. The duties owed by Directors to shareholders (which are not deemed to be fiduciary in nature), include acting fairly and honestly in the deliberations of the Board. Canadian Courts have held that while it is proper for the Directors to have regard to the interests of the shareholders as well as the corporation, the best way to deal with any competing interests is to "act in the best interests of the corporation and have the shareholders derive their benefit from a better corporation."

When a Director makes a material change in his principal occupation, the Board will take his or her new circumstances into account to determine whether the Director should be re-nominated.

## **NEW DIRECTORS**

### ***Criteria for selection of New Directors***

There are personal qualities sought and a time commitment expected when choosing new Directors. Directors should be loyal to the Company and exercise care, diligence and skill in their dealings on behalf of the Company. They must have adequate time available to serve on the Board and should be willing to commit to an active term of 3 years, although there is no specific time frame designated for Board membership. Full Board attendance is critical to the ongoing performance of the Board. It is therefore expected that Directors will make every effort to attend all Board meetings.

Qualities generally sought in Board members include integrity, track record of business success, leadership, fairness, decisiveness, and to have an active and committed interest in the work of a Director. Each Director should provide "a window to the world" for the Company and participate in positive networking so as to open doors for new opportunities for the Company.

### ***Orientation and Training for New Directors***

Orientation and training is monitored directly by the Board. When a Director is elected to the Board, he will be given an orientation package, including material that will assist him in becoming familiarized with the Company.

The orientation for a new director will include:

- Visits to the Company's facilities;
- Meetings with operating management;
- Familiarization with the Company's properties, partners and potential;
- An outline of the Company's history and other relevant data;
- Recent analysts' reports, if any;
- Copy of the Articles of the Company;

- A copy of this Statement of Governance Policies;
- Information on director and officer liability insurance coverage, if any;
- Guidance concerning trading in the Company's securities; and
- Information pertaining to remuneration.