

MINCO GOLD CORPORATION
NOMINATING COMMITTEE CHARTER

Purpose

The purpose of the Nominating Committee shall be to:

- (a) assist the Board of Directors (the "Board") of Minco Gold Corporation (the "Company"), on an annual basis, by identifying individuals qualified to become Board members, and to recommend to the Board the director nominees for the next annual meeting of shareholders;
- (b) assist the Board in the event of any vacancy on the Board by identifying individuals qualified to become Board members, and to recommend to the Board qualified individuals to fill any such vacancy; and
- (c) recommend to the Board, on an annual basis, director nominees for each Board committee.

Committee Membership

The members of the Committee shall be appointed by the Board. The Committee shall be composed of not less than three members of the Board.

The Chairman of the Committee shall be designated by the Board. Nominating Committee members serve at the pleasure of the Board, and Committee members may be replaced by the Board.

Independence

The members of the Nominating Committee must be "independent" of the Company as defined in *National Instrument 58-101 - Disclosure of Corporate Governance Practices*. A Nominating Committee member is independent if he or she has no direct or indirect material relationship with the Company. A "material relationship" includes a relationship which could, in the view of the Company's Board, be reasonably expected to interfere with the exercise of a member's independent judgement.

Meetings

The Nominating Committee will meet as often as the Chair shall determine to be necessary or appropriate.

Authority

The Committee may request any officer or employee of the Company to attend a Committee meeting. The Committee shall have the authority to retain and terminate any search firm to be used to identify director candidates and shall have authority to approve the search firm's fees and other retention terms, at the Company's expense.

Nominating Committee Duties and Responsibilities

Duties and responsibilities of the Nominating Committee include:

- reviewing on a periodic basis, the composition of the Board to ensure that an appropriate number of unrelated directors sit on the Board;
- analyzing the needs of the Board when vacancies arise on the board and recommending nominees who meet such needs;
- ensuring that an appropriate selection process for new nominees to the Board is in place;
- recommending to the Board, on an annual basis, nominees for election as directors for the next annual meeting of shareholders;
- recommending to the Board the nominees for appointment to Committees of the Board and their respective Chairs on at least an annual basis;
- reviewing and assessing, annually, the Nominating Committee charter and submitting any changes deemed necessary or advisable for approval of the Board; and
- performing other functions as requested by the Board.