

**MINCO GOLD CORPORATION**  
**MANAGEMENT'S DISCUSSION AND ANALYSIS**  
**FOR THE THREE AND SIX MONTHS ENDED JUNE 30, 2013**

*This Management's Discussion and Analysis ("MD&A") of Minco Gold Corporation ("we", "our", "us", "Minco Gold" or the "Company") has been prepared on the basis of available information up to August 12, 2013, should be read in conjunction with the unaudited condensed consolidated interim financial statements and related notes for the three and six months ended June 30, 2013 and the audited consolidated financial statements and related notes for the year ended December 31, 2012. The Company's condensed consolidated interim financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") applicable to the preparation of interim financial statements, including IAS 34, Interim Financial Reporting. All references to "\$" and "dollars" are to Canadian dollars, all references to "US\$" are United States dollars and all references to "RMB" are to Chinese Renminbi.*

*Additional information, including the audited consolidated financial statements for the year ended December 31, 2012, and the MD&A and annual report on Form 20-F for the same period, is available under the Company's profile on SEDAR at [www.sedar.com](http://www.sedar.com). The Company's audit committee reviews the consolidated financial statements and MD&A, and recommends approval to the Company's board of directors.*

Minco Gold (TSX: MMM/NYSE MKT: MGH/FSE: MI5) was incorporated in 1982 under the laws of British Columbia, Canada as Caprock Energy Ltd. The Company changed its name to Minco Gold in 2007. The principal business activities of the Company include the acquisition, exploration and development of gold properties.

The Company's subsidiaries are as follows:

Our wholly-owned subsidiaries include: Minco Resources Limited ("Minco Resources"), Minco Mining (China) Co., Ltd. ("Minco China"), Yuanling Minco Mining Ltd. ("Yuanling Minco"), Huaihua Tiancheng Mining Ltd. ("Huaihua Tiancheng"), and Tibet Minco Mining Co. Ltd ("Tibet Minco").

The Company, through Minco China, established Tibet Minco on January 29, 2013 for the purpose of potential future transactions.

The Company, indirectly through Minco China, owns a 51% interest in a joint venture company formed and known as Guangzhou Mingzhong Mining Co., Ltd. ("Mingzhong"), which holds the Changkeng Gold property and the Changkeng Exploration Permit. As at June 30, 2013, the Company owned a 22.02% equity interest in Minco Silver Corporation ("Minco Silver"), a publicly traded company listed on the Toronto Stock Exchange, which holds title to the Fuwan Silver Project located in China.

As at the date of this MD&A, the Company had 50,348,215 common shares and 6,902,334 stock options outstanding, for a total of 57,250,549 fully diluted common shares outstanding.

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### **1. Highlights for the Quarter**

During the first six months in 2013, the Company has had productive communication with Zhaoqian District and Gaoyao County governments concerning the development of Changkeng Gold Project. Gaoyao County government has recently issued an official approval for the Company to develop the Project subject to obtaining mining license. The exploration report on the Changkeng Gold Project has examined and approved by the Mining Association of China.

On May 16, 2013, Mingzhong completed the process to increase its registered capital by RMB 32 million (\$5.1million) and also settled the remaining balance of RMB 29 million (\$4.92 million) for the Changkeng Exploration Permit to 757 Exploration Team of Guangdong Geological Bureau ("757 Exploration Team"). According to the Supplementary Agreement signed between 757 Exploration Team and Mingzhong, 757 Exploration Team agreed to refund RMB 3.8 million (\$622,293) to Mingzhong for certain exploration costs incurred during the early stage of exploration of the Changkeng project. The refunded amount was recorded as an exploration cost recovery during the six months ended June 30, 2013.

On March 25, 2013, Minco China settled its claim against the 208 Team, a subsidiary of China National Nuclear Corporation, for its failure to comply with certain of its obligations under the agreement. The agreed settlement amount is RMB 14 million (\$2.4 million). Minco China has received RMB 5 million (\$801,395) and the remaining balance of RMB 9 million (\$1.53 million) is expected to be received by the end of 2013.

During the six months ended June 30, 2013, the Company granted stock options for 2,200,000 common shares to its directors, consultants and employees at a weighted exercise price of \$0.45 per common share that vest over an 18 – month period from the issuance date.

### **2. Projects and Equity Investment in Minco Silver**

The following is a brief discussion of the properties that Minco Gold holds through its subsidiaries and its equity investment in the Fuwan Silver Project of Minco Silver. Information of a technical or scientific nature respecting the Company's mineral properties ("Technical Information") is primarily derived from the documents referenced herein. Technical Information which appears in this MD&A has been reviewed and approved by Thomas Wayne Spilsbury, an independent director of Minco Silver, in which the Company owned a 22.02% equity interest as at June 30, 2013. Mr. Spilsbury is a Member of the Association of Professional Engineers and Geoscientists of British Columbia, a Member of the Australian Institute of Geoscientists and a Fellow of the Australasian Institute of Mining and Metallurgy CP (Geo) and is a "qualified person", as defined in NI 43-101. The Company operates quality assurance and quality control of sampling and analytical procedures.

All sample length information that follows refers to reported sample length; the lengths reported may not necessarily represent true thickness of the mineralization.

#### **2.1 Longnan Projects**

The following is a brief description of the Company's Longnan Properties. Technical Information respecting the Company's Yejiaba Project appearing in this MD&A has been primarily derived from the NI 43-101 compliant technical report entitled "*Independent Technical Report on the Yejiaba Gold-Polymetallic Project Gansu Province, P.R. China*", dated effective April 29, 2012 and prepared by Calvin R. Herron, P. Geo Ontario, a consultant to the Company and a qualified person for NI 43-101, available on SEDAR at www.sedar.com. Readers should refer to the aforementioned technical report for more information.

#### **Exploration activities – Longnan Region Projects**

The Company's wholly-owned subsidiary, Minco China, holds ten exploration permits in the Longnan region in the south of Gansu Province in China. The Longnan region is within the southwest Qinling gold field. The

Longnan region consists of three projects according to their geographic distribution, type and potential of mineralization.

- Yejiaba: Includes four exploration permits along a regional structural belt parallel to the Yangshan gold belt. The potential in this area is for polymetallic mineralization (gold-silver-iron-lead-zinc). The Company completed a NI 43-101 compliant technical report (refer to above) on Yejiaba Project, which is available on SEDAR.
- Yangshan: Includes five exploration permits located in the northeast extension of the Yangshan gold belt and its adjacent area. The primary potential in this area is for gold.
- Xicheng East: Includes one exploration permit for the east extension of the Xicheng Pb-Zn mineralization belt. The potential in this area is for polymetallic mineralization (gold-silver-lead-zinc).

The Company did not conduct any exploration activities within the areas of Yangshan and Xicheng East projects during the six month ended June 30, 2013. A comprehensive discussion and data information of previous exploration work finished by the end of 2012 for these two projects were included in the Company's Annual Report on Form 20-F for the year ended December 31, 2012, dated April 1, 2013, available on SEDAR at [www.sedar.com](http://www.sedar.com).

During the six months ended June 30, 2013, the Company engaged an independent consultant to conduct a detailed review of the Yejiaba Project. During the period from April to June 2013, a total of 519 rocks and 25 stream sediment samples were collected for generative purposes and re-evaluation of the previous work. One new target was identified. Please refer to the following section of Baimashi Target. The Company will review the results by the independent consultant and generate appropriate future work program for the Longnan Projects.

### **Sampling and assaying**

The channel samples taken in the trenches are generally 10 cm wide; 5 cm deep, lengths are typically 1m but can be slightly longer or shorter to match geological boundaries. Only significant channel sample results are reported below, where composited gold grades are over 0.50 g/t. Reported composites may comprise individual samples with gold assays lower than 0.5g/t if it is deemed that the geology and mineralization is continuous over the interval. Channel sample intervals may not necessarily represent true thickness of the mineralization.

Sample preparation was performed by independent laboratory SGS-Tianjin, preparation is performed at their laboratory in Xian. Pulps are then analyzed at the SGS-Tianjin assay facility in Tianjin using 50 gram sub-samples, analysis is completed using fire assay with an AAS finish for gold and aqua regia digestion and AAS finish for the other elements. Samples high in iron are additionally analyzed using XRF.

Diamond drilling results reported in the following sections are based on half cut (diamond saw) NQ core size samples. Sample lengths were a maximum 2 m, but were frequently 1 m in length. Samples were assayed using the same procedure as described above. Three gold standards were inserted at 1 in 20 samples where mineralization was identified visually.

### **Yejiaba Project**

Semi-regional geochemical anomalies were first delineated by the Company in 2005, extending 10 km along a hydrothermally altered zone that follows a NE trending thrust and regional unconformity. Subsequent work between 2006 and 2012 has included traverse-line investigations, soil sampling, geologic mapping, geophysical surveys (ground magnetic and IP), trenching and drilling.

To date several targets have been identified and tested including: Shanjinba (Zone 1 and 2), Yaoshang, Fujiawan, Baimashi (Zone 1 and 2), Bailuyao, Baojia and Paziba. The Company continues to conduct exploration programs designed to further test the mineralization at these targets and identify new targets.

The Yejiaba Project is located along the collisional boundary separating the Huabei and Yangtze Precambrian cratons. This major E-W trending collision zone has localized a number of large gold and polymetallic deposits within a geologic province that is often referred to as the Qinling Orogenic Belt.

Gold and polymetallic mineralization on the Company's lease package is generally hosted in Silurian-Devonian, thin-bedded limestone interbedded with phyllite. Mineralization is associated with shears and quartz veins, with higher grades typically found along sheared contacts separating massive limestone from the thin-bedded limestone and phyllite unit. Granite porphyry and quartz diorite dykes tend to be spatially associated with mineralization. Alteration accompanying mineralization consists of weak silicification and pyritization with carbonate veining and secondary carbon. Small quartz veinlets are noted in several places. Associated metals consist of silver, lead, antimony and arsenic.

### **Shajinba target**

Between April and July 2010, the Company carried out induced polarization (IP) and resistivity surveys at Shajinba over an area of approximately 4.3 km<sup>2</sup>. A total of 73.95 line km of ground magnetics was also completed on 10 m and 20 m spacing.

Altered and mineralized boulders were discovered approximately 500 m southeast of the main mineralized zones. One grab sample returned 31.55g/t gold ("Au") and 66.0g/t silver ("Ag"). The best grab samples taken from outcrops returned 0.26, 0.23 and 0.06g/t Au with corresponding silver content of 155.0, 2.0 and 455.0 Ag g/t. Several grab samples were taken 100 m NE and two of them returned 37.0 g/t Ag and 833.0 g/t Ag. The most significant result achieved on the Shajinba target during the second half of 2010 was the discovery of polymetallic mineralization associated with the silver zone. The new zone is hosted by massive limestone and consists of massive lead mineralization in the central part and veinlets of galena in contact zones. Observed length of the mineralization is approximately 350.0 m, width varies from 5 m to 25 m. Trenching was performed in 2010 over the silver, antimony and iron rich polymetallic mineralization with spacing between trenches from 80 m to 120 m.

The geochemical soil sampling highlighted numerous gold anomalies over an area of 700 m long by 100 m wide. The anomalies are open along strike to the East. Trenching in the area revealed a 5 m wide zone of silicification with arsenopyrite, galena and stibnite. Mineralization is controlled by a regional thrust fault zone dividing phyllite in the foot wall and conglomerate in the hanging wall.

During 2012, the Company completed an extensive surface trenching program at the Shajinba target on the Yejiaba project including 72 trenches for an aggregate length of 2,396.3 m and three diamond drill holes for an aggregate total of 1,260.2 m.

A zone of significant silver and gold mineralization was located at the polymetallic portion of the Shajinba Zone. Mineralization was spatially associated with a dyke of granite with superimposed calcite, pyrite and hematite alteration. Host rock is thin-bedded argillaceous limestone. The zone was traced with trenches over the length of 300.0 m and width of mineralization varies from 4.6 m to 6.2 m. The most important finding was that the mineralization was very continuous and contained no breaks within the tested portion of the zone.

A total of 95 trenches for a total aggregate length of 5,052.8 m have been excavated on the Shajinba targets between 2009 and 2012. Significant channel sample results from the 2009 to 2012 trenching programs are highlighted as follows:

Target / Zone	Trench ID	From (m)	To (m)	Interval (m)	Au (g/t)	Ag (g/t)	Comments
Shajinba Zone 1	YJB-10-14	83.5	84.5	1.00	0.89	59.0	[One channel sample]
	YJB-10-14	100.5	105.2	4.70	5.58	47.1	[five channel samples]
	YJB-10-20	43.3	45.4	2.00	1.63	0.3	Silicification with pyrite, arsenopyrite [two channel samples]
	YJB-10-33_1	6.7	7.6	0.90	0.92	0.7	[One channel sample]
	YJB-10-29	10.4	14.7	4.30	3.56	7.1	Silicification with hematite, limonite [four channel samples]
	YJB-09-04	49.6	50.6	1.00	0.57	0.0	[One channel sample]
	YJB-09-04	75.6	79.6	4.00	0.62	0.0	[Four channel samples]
	YJB-10-35	25.4	25.9	0.50	0.54	3.4	[One channel sample]
	YJB-10-35	29.9	32.9	3.00	1.18	4.6	Silicification with hematite, pyrite [three channel samples]
YJB-10-36	26.0	27.0	1.00	1.12	0.0	Silicification with hematite, pyrite [one channel sample]	
Shajinba Zone 2	YJB-12-27	11.4	12.4	1.00	1.31	0.7	[One channel sample]
	YJB-11-12	25.4	32	6.60	0.64	1.3	[Six channel samples], includes 1.3m @ 1.51g/t Au and 1m @ 1.38 g/t Au
	YJB-12-19	8.3	14.5	6.20	1.05	45.7	Including 1.14g/t Au and 256.0g/t Ag over 1.0 m [six channel samples]
	YJB-12-19	16.3	17.3	1.00	0.78	0.6	[One channel sample]
	YJB-12-25	10.2	11.2	1.00	0.37	276.0	[One channel sample]
	YJB-12-11	22.2	26.8	4.60	0.48	7.0	[Five channel samples]
	YJB-12-12	48.1	52.9	4.80	0.42	95.6	Including 0.45g/t Au and 322.0g/t Ag over 1.4 m [four channel samples]
	YJB-12-07	24.3	25.5	1.20	2.08	6.9	A dyke of granite with weak limonitization [one channel sample]
	YJB-12-05	19.9	20.9	1.00	0.46	36.3	Granite dyke [one channel sample]
	YJB-09-19	13.4	15.70	2.30	0.08	89.1	Silicification with limonite antimonite [3 channel samples]
	YJB-09-33	0.0	1.10	1.10	0.04	71.0	[one channel sample]
	YJB-10-21	16.3	17.3	1.00	0.66	3.3	[one channel sample]
	YJB-09-21	4.5	15.5	11.00	0.02	2.6	Silicification with hematite, pyrolusite [eleven channel samples]
	YJB-10-04	5.0	9.0	4.00	0.10	5.1	[four channel samples]
	YJB-09-38	11.3	13.3	2.00	0.04	174.0	Silicification with hematite, pyrolusite
YJB-09-34	12.6	20.6	8.00	0.03	105.4	Silicification with hematite, pyrolusite	
YJB-09-34	27.6	30.6	3.00	0.02	123.3	Silicification with hematite, pyrolusite	
YJB-09-37	12.0	17.0	5.00	0.03	106.2	Silicification with hematite, pyrolusite	

During 2011, drilling totaled 2,829.02 m, covering an area of 1000 m by 400 m. Drill holes spacing ranged from 250 m to 400 m, depths ranged from 288.03 m to 501.4 m, targeting two zones trenched during 2009 and 2010.

Drill results returned lower gold values than surface trenching but provided verification of the structural interpretation based on surface work and geophysical surveys and discovered several significant mineralized intersections at depth.

Drill hole SJB-003A: in an area with no surficial signs of mineralization, due to conglomerate cover, intersected a wide fault zone comprised of black carbonaceous phyllite and tectonic gouge with numerous dykes of porphyry granite to quartz diorite, a portion of which averaged 0.13g/t Au over 43.56 m. Additional drilling in the vicinity may lead to a wide ore-grade zone of mineralization.

Drill hole SJB-005: within a polymetallic mineralization, intersecting a pure hematite vein in massive limestone. Iron content averaged 61.5% over 2.29 m. The vein was traced on surface for 200 m at similar grade and width. The drill intersection doubled its strike extension to 400 m. The vein is open down-dip and along strike to the East.

The following table provides more details of the drilling completed at the Shajinba Target in 2011:

Hole-ID	Location, Azimuth & Dip	Down Hole Depth (m)		Inter-val (m)	Average Grade			Alteration
		From	To		Au g/t	Ag (g/t)	Fe (%)	
<b>Shajinba Zone 1</b>								
SJB-001	371933N 18505408E Az 163, Dip -65	No mineralized intersection			-	-	-	Brecciation in phyllitic limestone, calcareous phyllite
SJB-002	371929N 18505088E Az 171, Dip -65	No mineralized intersection			-	-	-	Brecciation in phyllitic limestone, calcareous phyllite
SJB-003A	371946N 18505233E Az 173, Dip -71.8	287.57	331.13	43.56	0.13	-	-	Granite dykes and phyllite with quartz-carbonate veinlets
<b>Shajinba Zone 2</b>								
SJB-004	371967N 18504817E Az 193, Dip -69	117.02	118.12	1.10	1.38	-	-	Brecciated and silicified dyke of granite
		348.7	350.7	2.0	0.40	-	-	Calcite with limonite in massive limestone
SJB-005	371971N 185049E Az 180, Dip -65	104.96	107.25	2.29	-	-	61.50	Massive hematite in massive limestone
		293.99	294.99	1.00	0.60	-	-	Brecciated and limonitized dyke of granite
		302.76	308.76	6.00	0.17	-	-	Thin bedded phyllitic limestone with hematite in rock matrix
SJB-006	371971N 18504954E Az 338, Dip-60	21.47	26.13	4.66	0.22	12.2	-	Quartz-carbonate veining with pyrite in brecciated granite and limestone
SJB-007	371976N 18504634E Az 183, Dip -55	118.35	119.57	1.22	0.66	-	-	Silicified dyke of granite
		125.57	126.87	1.30	0.57	-	-	

During the second quarter of 2012, drill hole SJB-008 was completed to 350.0 m down hole length. It was designed to test the mineralized zone between the surface intersection in trench YJB-10-14 which returned 0.75g/t Au over 43.7 m, including 5.58g/t Au over 4.7 m, and the drill intersection in hole SJB-003A which is located 300 m in down-dip direction and returned 0.13g/t Au over 43.6 m, including 0.31g/t Au over 4.6 m. The drill hole intersected a 33.0 m wide zone of granite dykes in carbonaceous calcareous phyllite with weak to moderate silicification and calcitization and moderate to strong pyritization. Pyrite content generally varies from 1% to 5% and reached 15% in a single 2.0 m wide interval. The best result averaged 0.83g/t Au over 2.08 m down hole length.

During the fourth quarter of 2012, two drill holes were completed at Shajinba Zone 2 (SJB-009 and SJB-010), the polymetallic portion of the Shajinba mineralized system: Hole SJB-009 did not find any significant mineralization. Hole SJB-010 intersected a zone of calcification and pyritization over the down hole interval from 92.36m to 115.56m and returned 0.38g/t Au over 1.0 m and 39.03g/t Ag over 4.0 m.

## Baimashi target

During the 2011 exploration program, the Baimashi gold-antimony target was discovered on the boundary between Weiziping-Baimashi and Shajinba-Yangjiagou permits. Baimashi is located 3 km west of the Shajinba Target, on the same structural trend. It possesses numerous occurrences of gold and antimony, clustered in five zones (Zone 1 to 5); exploration to date has focused on Zone 1 and 2.

Between October and November 2011 the Baimashi Target area was tested with ground magnetic and pole-dipole IP and resistivity surveys.

In 2011, six trenches were excavated on Baimashi Zone 1 and twelve trenches were excavated on Baimashi Zone 2. Zone 1 mineralization is hosted in massive limestone and tends to be concentrated along contacts with granite porphyry dykes. Zone 2 gold mineralization is primarily hosted in thinly-bedded limestone and phyllite units on the north side of a northeast trending fault contact with massive limestone.

A single drill hole BLY-001 tested some weak mineralization encountered in the trenches but didn't return any significant results.

Widely spread grab samples returned gold values between 5.0Au g/t to 50.0Au g/t and antimony content was up to 15.0%.

A total of 51 trenches for a total aggregate length of 2,351 m have been excavated on the Baimashi targets between 2011 and 2012. Significant channel sample results for the zones identified at Baimashi are summarized in the following table:

Target / Zone	Trench ID	From (m)	To (m)	Interval (m)	Au (g/t)	Ag (g/t)	Comments
Baimashi Zone 1	YJB-11-03	54.3	55.1	0.80	0.75	0.0	[One channel sample]
	YJB-11-03	40.5	43.5	3.00	3.11	0.0	[Three channel samples]
	YJB-11-04	11.6	14.1	2.50	0.50	0.0	[three channel samples]
	YJB-11-04	18.6	25.0	6.40	3.62	1.0	[Two channel samples]
	YJB-11-04	121.8	123.0	1.20	2.26	0.6	[One channel sample]
	YJB-11-06	125.6	131.6	6.00	0.53	0.0	[Five channel samples]
	YJB-11-11	24.3	25.3	1.00	2.10	0.0	[One channel sample]
	YJB-12-53	28.2	32.7	4.50	0.60	0.0	[One channel sample]
Baimashi Zone 2	YJB-11-116	45.0	48.5	3.50	11.82	0.5	[Four channel samples]
	YJB-11-117	33	34	1.00	0.68	0.0	[One channel sample]
	YJB-11-108	0	0.4	0.40	0.74	0.8	[One channel sample]
Baimashi Zone 4	YJB-11-110	0	1.3	1.30	10.46	18.2	[One channel sample]
Baimashi Zone 5	YJB-11-101	0	0.5	0.50	0.63	0.7	[One channel sample]
	YJB-11-102	1	4	3.00	0.65	0.9	[three channel samples]
	YJB-11-104	1	1.5	0.50	0.69	1.0	[One channel sample]

A key result from the work performed between April and June 2013 was the identification of a new target; Baimashi north, located approximately 1km north of the Baimashi Target. A total of 97 rock chip samples were collected, with results ranging from <0.010 to 27.90 gram per ton, with an average of 1.111 ppm, roughly outlining an area 700 x 500m. Rock chip samples were also performed over previously identified zones at Baimashi confirming earlier results.

## **2.2 Changkeng Gold Project**

The following is a discussion of the Company's Changkeng Gold Project. Technical Information respecting the Changkeng Gold Project is primarily derived from the NI 43-101 technical report entitled "Technical Report and Updated Resource Estimate on the Changkeng Gold Project Guangdong Province, China", dated effective February 21, 2009 and prepared by Tracy Armstrong, P. Geo Ontario, Eugene Puritch, P. Eng. Ontario and Antoine Yassa, P. Geo. Québec, all of P&E Mining Consultants Inc., and all qualified persons for the purposes of NI 43-101. This technical report includes relevant information regarding the data, data validation and the assumptions, parameters and methods of the mineral resource estimates on the Changkeng Gold Project.

### **Location**

The Changkeng gold deposit is located approximately 45 km southwest of Guangzhou, the fourth largest city in China with 13 million people and the capital city of Guangdong Province. The project is adjacent to Minco Silver's Fuwan silver deposit and situated close to well-established water, power and transportation infrastructure.

### **Ownership**

Mingzhong, a cooperative joint-venture established among Minco China, Guangdong Geological Bureau, Guangdong Gold Corporation, and two private Chinese companies to jointly explore and develop the Changkeng Property, signed a purchase agreement in January 2008 to buy a 100% interest in the Changkeng Exploration Permit on the Changkeng Project from 757 Exploration Team. The transfer of the Changkeng Exploration Permit from 757 Exploration Team to Mingzhong was approved by the MOLAR in 2009. This exploration permit was renewed for a two-year period ending on September 10, 2013.

The purchase price of the Changkeng Exploration Permit was set at RMB 48 million (\$8.15 million). As of December 31, 2008, Mingzhong paid the first payment of RMB 19 million (\$3.22 million) to the 757 Exploration Team for the Changkeng Exploration Permit. The remaining balance of RMB 29 million (\$4.92 million) was settled in May 2013. According to the Supplementary Agreement signed between 757 Exploration Team and Mingzhong, 757 Exploration Team agreed to refund RMB 3.8 million (\$645,720) to Mingzhong for the exploration costs incurred during the early stage of exploration of Changkeng project. The refunded amount was recorded as an exploration cost recovery during the six months ended June 30, 2013.

On May 16, 2013, Mingzhong completed the process to increase its registered capital by RMB 32 million (\$5.1 million), of which, Tibet Minco, one of the wholly owned subsidiaries of Minco China, paid RMB 16.3 million (\$2.6 million) and the five minority shareholders paid RMB 15.7 million (\$2.5 million). The Company, indirectly through Minco China, continues to own a 51% interest in Mingzhong.

On April 18, 2013, Minco China and 757 Exploration Team entered into a loan agreement in which Minco China agreed to loan RMB 10 million (\$1,641,900) with annual interest rate of 6% to 757 Exploration Team for a two-month period until June 18, 2013. The loan was intended to partially settle Mingzhong's liability of RMB 29 million (\$4.92 million) to 757 Exploration Team for the acquisition of Changkeng Exploration Permit at the date of the agreement.

On May 29, 2013, 757 Exploration Team repaid Minco China the RMB 10 million along with RMB 65,753 (\$10,683) interest.

### **Geology, drilling program and resource estimate**

There have been no significant changes in the geology, drilling program and resource estimate during the six month ended June 30, 2013 and as at the MD&A date compared to the year ended December 31, 2012.

A comprehensive discussion of the geology, drilling program and resource estimate are included in the Company's Annual Report on Form 20-F for the year ended December 31, 2012, dated April 1, 2013 available on SEDAR at [www.sedar.com](http://www.sedar.com). During the three and six months ended June 30, 2013, the Company did not conduct any exploration activities, except for maintaining the Changkeng exploration permit.



### **2.3 Equity Investment in Minco Silver Corporation**

As at June 30, 2013, the Company owned 13,000,000 common shares of Minco Silver (December 31, 2012 - 13,000,000 common shares) that were acquired in 2004 in exchange for the transfer of the Fuwan property and the silver interest in the Changkeng property. As at June 30, 2013, the Company owned a 22.02% equity interest in Minco Silver.

The following discussion respecting the Fuwan Silver Project held by Minco Silver is based on Minco Silver's public disclosure record available on SEDAR at [www.sedar.com](http://www.sedar.com).

#### **Current Developments on the Fuwan Silver Project**

During the first half year 2013, Minco Silver has made great efforts to regain the support of local communities to develop the Fuwan Silver Project before the submission of the revised EIA report. Minco Silver has had productive communication with Zhaoqian District government and Gaoyao County government. Due to the fact that the last public survey was carried out in 2008, Minco Silver conducted a new extensive public survey among local communities concerning the development of the Fuwan Silver Project, and obtained a very strong support from the locals. On May 26, 2013, Gaoyao County government issued an official approval of the development of the Fuwan Silver Project to the Company.

Several large mining groups in China have expressed an interest in the Fuwan Silver Project in late 2012. Minco Silver hosted site visits, data reviews, and preliminary discussions with those groups; however no definitive agreements have been concluded as at the date of this MD&A. Minco Silver's strategy is to secure a large Chinese mining group as a business partner.

Minco Silver has continued its focus on the EIA report and the permitting process in order to apply for a mining license for the Fuwan Silver Project.

Minco Silver engaged Guangdong Nuclear Design Institute ("GNDI") to complete the Chinese Regulatory EIA report in 2010. The EIA report was reviewed by a technical panel appointed by the Department of Environmental Protection Administration of Guangdong Province in principle on March 7, 2010 with certain comments. Minco Silver submitted the revised report to the Department in December 2010 after addressing the comments received from the panel.

Minco Silver engaged General Station for Geo-Environmental Monitoring of Guangdong Province ("GSGEM") for a water monitoring study to comply with the new water regulations issued by the Ministry of Environmental Protection of China effective on June 1, 2011. GSGEM carried out the required monitoring study and prepared all reports required for compliance with the new National Water Guidelines. Minco Silver successfully completed the field work in January 2012 and received the comprehensive water monitoring report from GSGEM in April 2012. The report concluded that Minco Silver is in compliance with the requirements of the new National Water Guidelines.

The revision of the EIA report has been completed incorporating the results from the water monitoring survey report. The revised EIA will be submitted to the Guangdong EPA as soon as they accept new application of EIA reports. The delay in approval of the EIA report on the Fuwan Silver Project is due to the negative impact caused by the collapse of the tailing dam of an operating mine in the region two years ago. The preliminary mine design is near completion and will be released after the requirements from the approved EIA report are met.

Minco Silver has otherwise made significant progress in permitting on the Fuwan Silver Deposit. The progress is summarized as follows:

- The Chinese Preliminary Feasibility Study was completed by Changsha Non-Ferrous Mine Design Institute and approved by an expert panel.

- The Mining Area Permit, covers approximately 0.79 km<sup>2</sup>, defines the mining limits of the Fuwan Silver Deposit and restricts the use of this land to mining activities. The Permit was approved by MOLAR and renewed subsequent to the original approval in October 2009. The renewed permit will expire on April 10, 2014.
- The Soil and Water Conservation Plan was completed and approved.
- The Land Usage Permit was approved by Gaoming County, Foshan City and Guangdong provincial governments. It was renewed for a one year period until December 31, 2013.
- The Geological Hazard Assessment was completed and approved in September 2009.
- The Mine Geological Environment Treatment Plan was reviewed and approved by the Environment Committee of China Geology Association.
- The preliminary Safety Assessment draft report was completed in December 2011 and submitted to the Safety Bureau of Guangdong Province for approval.

**Comprehensive income (loss) on the investment in Minco Silver:**

	<b>Three months ended June 30,</b>		<b>Six months ended June 30,</b>	
	<b>2013</b>	<b>2012</b>	<b>2013</b>	<b>2012</b>
	\$	\$	\$	\$
Dilution loss	-	-	(291)	(8,040)
Equity loss	(153,515)	(63,944)	(293,627)	(425,013)
Cumulative translation adjustment	346,154	121,395	485,776	46,268
Comprehensive income (loss) from investment in Minco Silver	192,639	57,451	191,858	(386,785)

The carrying value and market value of the Minco Silver shares held by the Company and accounted for using the equity basis are as follows:

	<b>June 30, 2013</b>	<b>December 31, 2012</b>
	\$	\$
Carrying value of investment in Minco Silver	13,567,265	13,375,407
Market value of Minco Silver shares	9,490,000	20,150,000

As at June 30, 2013, the Company considered whether there was objective evidence of impairment in associates. It is management's judgment that the decline in fair value below cost in the quarter was neither a prolonged decline nor a significant decline given the historic share price volatility of the investee. Accordingly, the Company did not record impairment in relation to the associate.

The following is a summary of Minco Silver's balance sheet as at June 30, 2013 and December 31, 2012.

	<b>December 31, 2013</b>	<b>December 31, 2012</b>
	\$	\$
Current assets	66,409,333	66,923,816
Mineral interests	24,721,432	21,012,566
Property, plant and equipment	557,025	572,583
Current liability	364,404	512,604
Shareholders' equity	<u>91,323,386</u>	<u>87,996,361</u>

The following is a summary of Minco Silver's income statement for the three and six months ended June 30, 2013 and 2012.

	<b>Three months ended June 30,</b>		<b>Six months ended June 30,</b>	
	<b>2013</b>	<b>2012</b>	<b>2013</b>	<b>2012</b>
	\$	\$	\$	\$
Administrative expenses	<u>828,943</u>	<u>939,416</u>	<u>(1,672,784)</u>	<u>2,692,809</u>
Net loss for the year	(697,162)	(289,273)	(1,333,457)	(1,922,700)
Other comprehensive income for the year	<u>1,571,999</u>	<u>471,198</u>	<u>2,206,070</u>	<u>209,312</u>
Comprehensive income (loss) for the year	<u>874,837</u>	<u>181,925</u>	<u>872,613</u>	<u>(1,713,388)</u>

#### **2.4 Tugurige Gold Project**

On December 16, 2010, Minco China entered into an agreement with the 208 Team, a subsidiary of China National Nuclear Corporation, to acquire a 51% equity interest in the Tugurige Gold Project located in Inner Mongolia, China (the "Agreement"). The 208 Team did not comply with certain of its obligations under the Agreement, including its obligation to set up a new entity (the "JV Co") and the transfer of its 100% interest in the Tugurige Gold Project to the JV Co. As a result, Minco China commenced legal action in China seeking compensation.

On March 25, 2013, Minco China settled its claim against the 208 Exploration Team relating to the Agreement for a settlement amount of RMB 14 million (\$2.4 million).

During the six month ended June 30, 2013, Minco China received RMB 5 million (\$801,395) of the settlement amount in cash which the Company recorded as a gain on the legal settlement.

The remaining balance of RMB 9 million (\$1.52 million) is expected to be received by the end of 2013. As at June 30, 2013, the RMB 9 million (\$1.52 million) receivable has not been recorded due to uncertainty of collectability. In the event of non-payment of the final settlement amount, Minco China has reserved the right to take further legal action.

### 3. Results of Operations

#### 3.1 Exploration Costs (Recoveries)

The following is a summary of exploration costs (net of recovery) incurred by the Company.

	Three months ended		Six months ended		Accumulative to
	June 30,		June 30,		June 30,
	2013	2012	2013	2012	2013
	\$	\$	\$	\$	\$
Longnan projects	237,049	267,556	482,342	555,985	10,066,523
Changkeng gold project (*)	(626,765)	13,678	(606,272)	21,580	7,673,005
Gold Bull Mountain	8,532	7,179	12,657	12,539	2,224,867
Sihui	-	-	1,644	1,198	1,644
Total	(381,184)	288,413	(109,629)	591,302	19,966,039

During the three and six months ended June 30, 2013, the Company did not conduct any exploration activities on Gold Bull Mountain and Sihui, except for maintaining the exploration permits.

(\*) During the three and six months ended June 30, 2013, the Company recorded a refund from 757 Exploration Team of \$622,293 for certain exploration costs incurred during the early stage of the Changkeng gold project. The refunded amount was recorded as an exploration cost recovery

#### 3.2 Administrative Expenses

The Company's administrative expenses include overhead associated with administering and financing the Company's exploration activities.

For the three months ended June 30, 2013, the Company incurred a total of \$747,246 of administrative expenses (2012 - \$873,743).

For the six months ended June 30, 2013, the Company incurred a total of \$1,528,993 of administrative expenses (2012 - \$1,526,176).

The following table is a summary of the Company's administrative expenses for the three and six months ended June 30, 2013 and 2012.

	Three months ended June 30,		Six months ended June 30,	
	2013	2012	2013	2012
	\$	\$	\$	\$
<b>Administrative expenses</b>				
Accounting and audit	48,746	69,735	80,189	105,641
Amortization	17,422	15,504	32,416	30,882
Consulting	2,349	29,841	25,680	56,924
Directors' fees	12,749	17,000	25,749	31,500
Foreign exchange loss	9,084	5,099	13,732	1,953
Investor relations	20,999	29,454	75,131	91,691
Legal and regulatory	44,835	147,067	83,307	226,305
Office administration expenses	72,830	73,546	196,332	118,095
Property investigation	29,264	8,582	60,961	9,235
Salaries and benefit	144,939	147,233	264,546	289,201
Share-based compensation	325,271	312,043	639,365	527,085
Travel and transportation	18,758	18,638	31,585	37,663
	747,246	873,743	1,528,993	1,526,176

### **Legal and regulatory**

Legal, regulatory and filing expenses were \$44,835 for the three months ended June 30, 2013 compared to \$147,067 for the comparative period of 2012. The decrease was due to the Company reducing use of its external legal counsel to assist with regulatory compliance during 2013.

Legal, regulatory and filing expenses were \$83,307 for the six months ended June 30, 2013 compared to \$226,305 for the comparative period of 2012. The decrease was due to the same reason described above.

### **Office administrative expenses**

Office administrative expenses were \$72,830 for the three months ended June 30, 2013 which was in line with the amount of \$73,546 for the comparative period of 2012.

Office administrative expenses were \$196,332 for the six months ended June 30, 2013 compared to \$118,095 for the comparative period of 2012. The increase was mainly due to the fact that Company had income of \$26,000 for renting a drill to a third party in China, office rental income and expense recoveries during the first quarter of 2012, which were offset against office administrative expense. No such miscellaneous income and rental income was generated in the first quarter of 2013. In addition, Minco China paid \$19,000 Chinese tax on the sale of two exploration permits in Xicheng East during the first quarter of 2013 (a gain recognized in 2012)

### **Property investigation**

Property investigation expenses for the three months ended June 30, 2013 were \$29,264 compared to \$8,582 for the comparative period of 2012. The increase was mainly due to the hiring of the Vice President of Business Development in November 2012.

Property investigation expenses for the six months ended June 30, 2013 were \$60,961 compared to \$9,235 for the comparative period of 2012. The increase was mainly due to the same reason described above.

### **Salary and benefit**

Salary and benefit expenses for the three months ended June 30, 2013 were \$144,939 compared to \$147,233 for the comparative period of 2012. The slight decrease was due to a reduced percentage of allocated shared salary and benefit costs by the Company in accordance with the Cost Sharing Agreement signed in 2013 with Minco Base Metal Corporation (“MBM”) and Minco Silver.

Salary and benefit expense for the six months ended June 30, 2013 were \$264,546 compared to \$289,201 for the comparative period of 2012. The decrease was due to the same reason described above.

### **Share-based compensation**

Share-based compensation expense for the three months ended June 30, 2013 was \$325,271 compared to \$312,043 for the comparative period of 2012. The increase was due to the greater number of stock options granted in 2013.

Share-based compensation expense for the six months ended June 30, 2013 was \$639,365 compared to \$527,085 for the comparative period of 2012. The increase was due to the same reason described above.

### **3.3 Finance and other income**

Finance and other income for the three months ended June 30, 2013 was \$27,802 compared to \$59,468 for the comparative period of 2012. The decrease in interest income was due to the fact that Mingzhong paid the final payment of RMB 25.2 million for the Changkeng Exploration Permit in May 2013.

Finance and other income for the six months ended June 30, 2013 was \$895,377 compared to \$93,574 for the comparative period of 2012. The increase was mainly due to the Company recognizing a gain on legal settlement of \$801,395 during the first quarter of 2013.

#### 4. Summary of Quarterly Results

Period ended	Net loss attributable to shareholders	Loss per share	
		Basic	Diluted
	\$	\$	\$
06-30-2013	(826,767)	(0.02)	(0.02)
03-31-2013(*)	(310,156)	(0.01)	(0.01)
12-31-2012	(1,386,778)	(0.03)	(0.03)
09-30-2012	(1,024,173)	(0.02)	(0.02)
06-30-2012	(1,170,193)	(0.02)	(0.02)
03-31-2012	(1,300,627)	(0.03)	(0.03)
12-31-2011	(1,574,915)	(0.03)	(0.03)
09-30-2011	(1,422,162)	(0.03)	(0.03)

Variations in quarterly performance over the eight quarters can be primarily attributed to changes in dilution gains and losses and equity gains and losses resulting from the Company's investment in Minco Silver. Another contributing factor is changes in the amount of share-based compensation recognized in each period.

(\*) Net loss decreased to \$0.3 million for the period ended June 30, 2013 was mainly due to the Company recognizing a gain on legal settlement of \$0.8 million.

#### 5. Liquidity and Capital Resource

##### 5.1 Cash Flows

	Six months ended June 30,	
	2013	2012
Cash generated /(used)	\$	\$
Operating activities	(5,137,047)	(701,941)
Investing activities	5,972,898	(12,012)
Financing activities	-	-

##### Operating activities

For the six months ended June 30, 2013, the Company used \$5,137,047 cash in operating activities compared to \$701,941 cash used in the comparative period of 2012. The increase was mainly due to the final payment of RMB 25.2 million (\$4.28 million) for the Changkeng Exploration Permit paid to 757 Exploration Team.

##### Investing activities

For the six months ended June 30, 2013, the Company received the proceeds of \$801,395 from the legal settlement with the 208 Team, and redeemed short term investments of \$5.2 million in order to pay for the Changkeng Exploration Permit.

##### Financing activities

For the six months ended June 30, 2013 and 2012, the Company did not use or generate any cash from financing activities.

## 5.2 Capital Resources

As at June 30, 2013, the Company had \$1.2 million cash and short-term investments to fund exploration and general corporate requirements. These funds were held primarily in the Company's Chinese subsidiaries; therefore, the Company may face delays repatriating funds held in China if at any time the Company needs additional resources to enable it to undertake projects elsewhere in the world.

The Company's ability to meet its obligations and finance exploration and development activities over the long-term depends on its ability to generate cash flow through various debt or equity financing initiatives. Capital markets may not be receptive to offerings of new equity from treasury or debt, whether by way of private placements or public offerings. The Company's growth and success is dependent on external sources of financing which may not be available on acceptable terms or at all.

The Company plans on meeting any additional short-term cash requirements through funds advanced from Minco Silver. In addition, the Company could raise funds through the sale of its equity investment in Minco Silver when necessary.

## 5.3 Contractual Obligations

The Company's contractual obligations are related to a cost sharing agreement between the Company, Minco Silver and MBM, related parties domiciled in Canada, which outlines shared expenses incurred by the three companies including consulting and rental expenses.

The cost sharing agreement is renegotiated or amended by the parties annually.

Contractual obligations	Payments due by period				
	Total	Less than 1 year	1-3 years	4-5 years	After 5 years
	\$	\$	\$	\$	\$
Operating leases (1)	309,571	110,100	199,471	-	-
Other obligations (2)	1,824,867	1,824,867	-	-	-
Total contractual obligations	2,134,438	1,934,967	199,471	-	-

(1) Office rental payments – Canada and China

(2) Due to related parties, and other financial liabilities

## 6. Off -Balance Sheet Arrangements

The Company does not have any off-balance sheet arrangements.

## 7. Transactions with Related Parties

### Shared office expenses

- a) Minco Silver and Minco Gold share offices and certain administrative expenses in Beijing; and Minco Silver, MBM, and Minco Gold share offices and certain administrative expenses in Vancouver.

At June 30, 2013, the Company has \$1,455,074 due to Minco Silver (December 31, 2012 – \$1,250,129) and consists of the following:

Amount due from Foshan Minco Fuwan Mining Co. Ltd. (“Foshan Minco”), Minco Silver’s subsidiary, as at June 30, 2013 of \$1,488,717 (December 31, 2012 - \$1,075,820), representing the expenditures incurred by Minco China on behalf of Foshan Minco and shared office expenses.

Amount due to Minco Silver as at June 30, 2013 was \$2,943,791 (December 31, 2012 – \$2,325,949) representing funds advanced from Minco Silver to Minco Gold to support its operating activities in Canada net of shared head office expenses.

The amounts due are unsecured, non-interest bearing and payable on demand.

Amount due from Foshan Minco was eliminated by the amount due to Minco Silver as at June 30, 2013. These two amounts will be net settled and accordingly have been presented as a net balance on the consolidated financial statements.

- b) At June 30, 2013, the Company has \$64,584 due from MBM (December 31, 2012 - \$10,768), in relation to shared office expenses. The Company is related to MBM through one common director and common management.

The amounts due are unsecured, non-interest bearing and payable on demand.

### Funding of Foshan Minco

Minco Silver cannot invest directly in Foshan Minco as Foshan Minco is legally owned by Minco China. All funding supplied by Minco Silver for exploration of the Fuwan Project must first go through Minco China via the Company and Minco Resources to comply with Chinese Law. In the normal course of business, Minco Silver uses trust agreements when providing cash, denominated in US dollars, to Minco China via the Company and Minco Resources for the purpose of increasing the registered capital of Foshan Minco. Minco China is a registered entity in China; however it is classified as being a wholly foreign owned entity and therefore can receive foreign investment. Foshan Minco is a Chinese company with registered capital denominated in RMB and therefore can only receive domestic investment from Minco China. Increases to the registered capital of Foshan Minco must be denominated in RMB.

On August 12, 2011, the Company, Minco Gold and Minco China, entered into a trust agreement in which Minco Gold and Minco China confirmed that they received the US\$10 million and Minco China was required to exchange these US fund into RMB in order to increase Foshan Minco’s registered share capital. As at June 30, 2013, all the funds were transferred from Minco China to Foshan Minco, and this trust agreement was effectively settled.

On May 8, 2013, Minco Silver advanced US\$14 million to Minco China via the Company and Minco Resources in accordance with a trust agreement signed on April 30, 2013, in which Minco Silver agreed to advance US\$20 million to Minco China to increase Foshan Minco’s registered share capital. As at June 30, 2013, Minco China held the US\$14 million (\$14,736,400) in trust for Minco Silver.

Subsequent to June 30, 2013, Minco Silver advanced the remaining US \$6,000,000 to Minco China via the Company and Minco Resources in accordance with the trust agreement signed on April 30, 2013 in which Minco Silver agreed to advance US \$20 million to Minco China to increase Foshan Minco’s registered share capital.



## Key management compensation

Key management includes the Company's directors and senior management. This compensation is included in exploration costs, and administrative expenses.

For the three and six months ended June 30, 2013 and 2012, the following compensation was paid to the key management.

	Three months ended June 30,		Six months ended June 30,	
	2013	2012	2013	2012
	\$	\$	\$	\$
Cash remuneration	80,249	94,155	159,495	169,216
Share-based compensation	236,379	191,943	483,252	330,635
Total	316,628	286,098	642,747	499,851

The above transactions were conducted in the normal course of business.

## 8. Critical Accounting Estimates

The preparation of financial statements requires management to use judgment in applying its accounting policies and estimates and assumptions about the future. Estimates and other judgments are continuously evaluated and are based on management's experience and other factors, including expectations about future events that are believed to be reasonable under the circumstances. The following discusses the most significant accounting judgments and estimates that the Company has made in the preparation of the financial statements:

### Equity investment in Minco Silver

The Company reviews its equity investment in Minco Silver when there is any indication that the investment might be impaired. As at June 30, 2013, the Company considered whether there was objective evidence of impairment in associates. It is management's judgment that the decline in fair value below cost in the quarter was neither a prolonged decline nor a significant decline given the historic share price volatility of investee. Accordingly, the Company did not record impairment in relation to the associates.

## 9. Adoption of new accounting standards and amendment

Effective January 1, 2013, the Company adopted the four new accounting standards and amendment to IAS 1, *Presentation of Financial Statements*.

A comprehensive discussion of the adoption of new accounting standards and amendments are included in the Company's MD&A for the three months ended March 31, 2013 available on SEDAR at [www.sedar.com](http://www.sedar.com).

### 9.1 Accounting Standards Issued but Not Yet Applied

#### IFRS 9 *Financial Instruments*

IFRS 9, was issued in November 2009 and addresses classification and measurement of financial assets. It replaces the multiple category and measurement models in IAS 39 *Financial Instruments: Recognition and Measurement* for debt instruments with a new mixed measurement model having only two categories: amortized cost and fair value through profit or loss. Requirements for financial liabilities were added to IFRS 9 in October 2010 and they largely carried forward existing requirements in IAS 39 except that fair value changes due to credit risk for liabilities designated at fair value through profit and loss are generally recorded in other comprehensive income. This new standard is effective for annual periods beginning on or after January 1, 2015 with earlier application permitted. The Company has not yet assessed the impact of this standard or determined whether it will adopt earlier.

## 10. Financial Instruments

Financial assets and liabilities have been classified into categories that determine their basis of measurement and, for items measured at fair value, whether changes in fair value are recognized in the statement of income or comprehensive income. Those categories are: fair value through profit or loss, loans and receivables, and other financial liabilities. The following table summarizes the carrying value of financial assets and liabilities at June 30, 2013 and December 31, 2012.

	<b>June 30, 2013</b>	<b>December 31, 2012</b>
<b>Assets</b>	<b>\$</b>	<b>\$</b>
Cash and cash equivalents	1,151,066	263,054
Short-term investments	6,250	5,055,480
Receivables	111,860	78,311
Due from related parties	64,584	10,768
Marketable securities	-	1,470
	<hr/>	<hr/>
<b>Liabilities</b>		
Account payable and accrued liabilities	369,793	372,537
Accounts payable for Changkeng permit	-	4,610,543
Advance from non-controlling interest	-	2,474,123
Due to related party	1,455,074	1,250,129
	<hr/>	<hr/>

The carrying value of the Company's financial assets and liabilities approximate their fair value.

### Financial risk factors

The company's activities expose it to a variety of financial risks: market risk (including currency risk and interest rate risk), credit risk and liquidity risk. Risk management is carried out by management under policies approved by the board of directors. Management identifies and evaluates the financial risks. The board provides written principles for overall risk management, as well as written policies covering specific areas, such as foreign exchange risk, interest rate risk, and credit risk, use of derivative financial instruments and non-derivative financial instruments, and investment of excess liquidity.

#### Credit risk

Counterparty credit risk is the risk that the financial benefits of contracts with a specific counterparty will be lost if the counterparty defaults on its obligations under the contract. This includes any cash amounts owed to the Company by these counterparties, less any amounts owed to the counterparty by the Company where a legal right of set-off exists and also includes the fair value contracts with individual counterparties which are recorded in the consolidated financial statements. The Company considers the following financial assets to be exposed to credit risk:

- Cash and cash equivalents – In order to manage credit and liquidity risk the Company places its short-term investment funds into government and Canadian bank debt securities with terms of 90 days or less when acquired. At June 30, 2013, the balance of \$1,151,066 (December 31, 2012 - \$263,054) was placed with four institutions.
- Short-term investments – These are guaranteed investment certificates with maturities of greater than ninety days, but less than one year, when acquired. At June 30, 2013, the short-term investments totalled \$6,250 (December 31, 2012 - \$5,055,480).

### Foreign exchange risk

The Company's functional currency is the Canadian dollar in Canada and RMB in China. The foreign currency risk is related to US dollar funds. Therefore the Company's net earnings are impacted by fluctuations in the valuation of the US dollar in relation to the Canadian dollar and RMB. The Company did not hold significant amounts of US dollar cash during the period and therefore the impact of the changes in the US dollar foreign exchange rate is insignificant to the Company's net earnings.

### Interest rate risk

The effective interest rate on financial liabilities (accounts payable) ranged up to 1%. The interest rate risk is the risk that the fair value of future cash flows of a financial instrument fluctuates because of changes in market interest rates. Cash and short-term investments entered into by the Company bear interest at a fixed rate thus exposing it to the risk of changes in fair value arising from interest rate fluctuations. Short term investments are invested in high grade, highly liquid instruments and expose the Company to variable interest rate fluctuations. A 1% increase in the interest rate in Canada will have an annual net (before tax) income effect of \$11,573 (December 31, 2012- \$53,200), assuming the foreign exchange rate remains constant.

## **11. Risks Factors and Uncertainties**

A comprehensive discussion of risk factors is included in the Company's annual report on Form 20-F for the year ended December 31, 2012, dated March 28, 2013, available on SEDAR at [www.sedar.com](http://www.sedar.com).

## **12. Disclosure Controls and Procedures and Internal Controls over Financial Reporting**

Management has established disclosure controls and procedures to ensure that information disclosed in this MD&A and the related financial statements was properly recorded, processed, summarized and reported to the Company's Board and Audit Committee. Management has evaluated the effectiveness of the Company's disclosure controls and procedures as at June 30, 2013 and has concluded, based on its evaluation, that these controls and procedures provide reasonable assurance that material information relating to the Company is made known to management and reported as required.

Management is also responsible for establishing and maintaining adequate internal controls over financial reporting. Any system of internal control over financial reporting, no matter how well designed, has inherent limitations. Therefore, even those systems determined to be effective can provide only reasonable assurance with respect to financial statement preparation and presentation.

The control framework used to design the Company's internal control over financial reporting is the Internal Control – Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission ("COSO"). Management has evaluated the effectiveness of design and operation of the Company's internal controls over financial reporting as at June 30, 2013. Based on the result of this assessment, management has concluded that the Company's internal controls over financial reporting are effective.

## **13. Cautionary Statement on Forward Looking Information**

Except for statements of historical fact, this MD&A contains certain "forward looking information" and "forward looking statements" within the meaning of applicable securities laws, which reflect management's current expectations regarding, among other things and without limitation, the Company's future growth, results of operations, performance and business prospects, opportunities, future price of minerals and effects thereof, the estimation of mineral reserves and resources, the timing and amount of estimated capital expenditures, the realization of mineral reserve estimates, costs and timing of proposed activities, plans and budgets for and expected results of exploration timing of proposed activities, plans and budgets for and expected results of exploration activities, exploration and permitting time-lines, requirements for additional capital, government regulation of mining operations, environmental risks, reclamation obligation and expenses, the availability of future acquisition opportunities and use of the proceeds from financing. Generally, forward looking statements and information can be identified by the use of forward looking terminology such as "plans", "expects", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates", "believes" or variations of such words and phrases or statements that certain actions,

events or results “may”, “could”, “would”, “might” or “will be taken”, “occur” or “be achieved” or the negative connotation thereof.

Forward-looking statements are included throughout this document and include, but are not limited to, statements with respect to: our plans for future exploration programs for our mineral properties; the ability to generate working capital; markets; economic conditions; performance; business prospects; results of operations; capital expenditures; and foreign exchange rates. All such forward-looking statements are based on certain assumptions and analyses made by us in light of our experience and perception of historical trends, current conditions and expected future developments, as well as other factors we believe are appropriate in the circumstances. These statements are, however, subject to known and unknown risks and uncertainties and other factors. As a result, actual results, performance or achievements could differ materially from those expressed in, or implied by, these forward-looking statements and, accordingly, no assurance can be given that any of the events anticipated by the forward-looking statements will transpire or occur, or if any of them do so, what benefits will be derived therefrom. These risks, uncertainties and other factors include, among others: our interest in our mineral properties may be challenged or impugned by third parties or governmental authorities; economic, political and social changes in China; uncertainties relating to the Chinese legal system; failure or delays in obtaining necessary approvals; exploration and development is a speculative business; the Company's inability to obtain additional funding for the Company's projects on satisfactory terms, or at all; hazardous risks incidental to exploration and test mining; the Company has limited experience in placing resource properties into production; government regulation; high levels of volatility in market prices; environmental hazards; currency exchange rates; and the Company's ability to obtain mining licenses and permits in China.

Although the Company has attempted to identify important factors that could cause actual results to differ materially, there may be other factors that cause results not to be as anticipated, estimated or intended. There can be no assurance that statements containing forward looking information will prove to be accurate as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on statements containing forward looking information. All of the forward-looking information and statements contained in this document are expressly qualified, in their entirety, by this cautionary statement. The various risks to which we are exposed are described in additional detail under the section entitled "*Item 3: Key Information – D. Risk Factors*" in the Company's annual report on Form 20-F available on SEDAR at [www.sedar.com](http://www.sedar.com). The forward-looking information and statements are made as of the date of this document, and we assume no obligation to update or revise them except as required pursuant to applicable securities laws.