



**MINDORO**  
RESOURCES LTD

**Notice of Meeting**

and

**Management Information Circular**

in respect of an

**ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS**

to be held on June 27, 2012

**DATED: MAY 30, 2012**

Canada  
2200, 10235 – 101 Street NW  
Edmonton, Alberta T5J 3G1  
Toll Free: 1-877-413-8187

Australia  
Level 2, 10-16 Queen Street  
Melbourne, Victoria 3000  
Tel: +61 3 9614 5055  
ARBN: 143 485 698

mindoro@mindoro.com  
www.mindoro.com

*Mindoro trades on the TSX Venture Exchange under the symbol MIO;  
on the Australian Securities Exchange under the symbol MDO; and  
on the Frankfurt Stock Exchange under the symbol OLM*

**MINDORO RESOURCES LTD.**  
2200, 10235 – 101 Street NW  
Edmonton, Alberta T5J 3G1  
Canada

**NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS**

**June 27, 2012**

TO THE SHAREHOLDERS OF MINDORO RESOURCES LTD.:

NOTICE IS GIVEN that an annual and special meeting (the "**Meeting**") of shareholders of Mindoro Resources Ltd. (the "**Company**") will be held in **the Royal Room, The Metropolitan Conference Centre, 333 4 Avenue Southwest, Calgary, Alberta on June 27, 2012, at 4:30 p.m. (Calgary time)** with a live video link of the Meeting available in the **Sydney/Tokyo Room, Baker McKenzie, Level 19, 181 William Street, Melbourne, Victoria, Australia commencing at 8:30 am local time on June 28, 2012.** Through this video link registered shareholders, non-registered shareholders and CHES Depository Interest (CDI) holders will be able to participate in the meeting as guests but will not be able to vote. Any such shareholders or CDI holders participating by this video link will need to vote by proxy in advance of the Meeting as outlined in the accompanying Management Information Circular. The Meeting is being held for the following purposes:

1. to receive the audited financial statements for the year ended December 31, 2011, and the report of the auditors thereon;
2. to elect directors for the ensuing year;
3. to appoint the auditors for the ensuing year and to authorize the directors to fix their remuneration;
4. to approve the Stock Option Plan as required on an annual basis;
5. to approve the sale of the Company's gold and copper-gold properties in the Philippines to Red Mountain Mining Ltd:

**BE IT RESOLVED THAT:**

1. The entering into a sale agreement (the "**Red Mountain Agreement**") with Red Mountain Mining Ltd. ("**Red Mountain**") providing for the sale by the Company of a subsidiary which owns or controls its gold and copper-gold tenements and projects in the Philippines to Red Mountain for shares of Red Mountain (the "**Red Mountain Shares**"), on substantially similar terms and conditions and as further detailed in the term sheet between the Company and Red Mountain signed on May 29, 2012 (the "**Red Mountain Term Sheet**"), is hereby authorized and approved. The Company is also authorized to proceed with the transactions provided for therein and, subject to approval from the Board of the Company, proceed with an *in specie* distribution of the Red Mountain Shares to the shareholders of the Company as a return of capital, provided that the necessary steps are taken by the Company and Red Mountain to allow for the resale through the facilities of the Australian Securities Exchange or otherwise of Red Mountain Shares by such shareholders.
2. Notwithstanding the approval of the foregoing resolution, the directors of the Company are hereby authorized and empowered without further notice to or approval of the holders of the common shares of the Company to: (i) amend the Red Mountain Term Sheet or vary the terms and conditions of the Red Mountain Agreement as they deem appropriate in their sole discretion; or (ii) elect not to proceed with the transactions contemplated in the Red Mountain Term Sheet or the Red Mountain Agreement.

3. Any one officer or director of the Company is hereby authorized and directed for and on behalf of the Company to execute or cause to be executed, under the seal of the Company or otherwise, and to deliver or cause to be delivered, the Red Mountain Agreement and all such other documents and instruments and to perform or cause to be performed all such other acts and things as in such person's opinion may be necessary or desirable to give full effect to the foregoing resolutions and the matters authorized thereby, such determination to be conclusively evidenced by the execution and delivery of such document or instrument or the doing of any such act or thing.

6. To approve an amendment to Revised By-Law No. 2:

**BE IT RESOLVED THAT** an amendment to Revised By-Law No. 2 to add the following provisions as sections 15.1 and 15.2 is hereby approved and shall come into effect as of the date hereof:

15. *DISTRIBUTIONS*

15.1 In specie distributions

The directors may determine that any dividend or other distribution or other monies payable for or in respect of a share, including any distribution as part of a capital reduction, buy-back of shares or otherwise, be paid wholly or partly by the distribution of specific assets, including bonus shares or other securities of the Company or any other corporation, trust or entity.

15.2 Shareholder's consent

Each shareholder agrees and consents to the distribution to it of any assets pursuant to section 15.1, including securities of the Company or of any other corporation, trust or entity and where the distribution is of securities, each shareholder agrees and consents to:

- (a) accept the number of securities that are allotted to it;
- (b) be a member, unit holder and/or security holder of the relevant corporation, trust or entity;
- (c) be bound by the constitution, trust deed and/or constituent documents of the relevant corporation, trust or entity; and
- (d) have the shareholder's name placed in any register kept by or in respect of the relevant corporation, trust or entity, including any register of members, unit holders or security holders.

A shareholder may not withdraw its consent under this section.

7. To transact such other business as may properly be brought before the Meeting or any adjournment.

Shareholders are referred to the accompanying Management Information Circular for more detailed information with respect to matters to be considered at the Meeting.

**Registered Shareholders unable to attend the Meeting in person and who wish to ensure their shares will be voted at the Meeting are requested to complete, sign, date and return the enclosed form of proxy to Valiant Trust Company. Proxies must be received by Valiant Trust Company not less than 48 hours (excluding Saturdays, Sundays and holidays) before the time of the Meeting or any adjournment thereof.**

**Non-registered shareholders receiving these documents from Broadridge Investor Communications Solutions should vote their shares as directed.**

**Registered holders of a CDI receiving these documents from Link Market Services Limited, the CDI registry in Australia, should follow instructions for completing and returning the form provided by Link.**

**If you hold your interest in a CDI through a broker, dealer, or other intermediary, you will need to follow the instructions provided by that intermediary.**

The close of business on **May 9, 2012**, has been fixed as the record date for determination of shareholders entitled to notice of and to vote at the Meeting or any adjournment.

Dated at Melbourne, Victoria, Australia this 30<sup>th</sup> day of May, 2012.

By Order of the Board of Directors of  
**MINDORO RESOURCES LTD.**

*"Jon Dugdale"*

**Jon Dugdale**  
*President and Chief Executive Officer*

**MINDORO RESOURCES LTD.**  
2200, 10235 – 101 Street NW  
Edmonton, Alberta T5J 3G1  
Canada

**MANAGEMENT INFORMATION CIRCULAR**  
**(as at May 30, 2012, except as indicated)**  
**FOR THE ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS**  
**to be held on June 27, 2012**

**GENERAL INFORMATION RESPECTING THE MEETING**

**PURPOSE OF SOLICITATION**

This Management Information Circular accompanies the Notice of Annual and Special Meeting of Shareholders (the “**Notice**”) and is furnished to the shareholders (the “**Shareholders**”) holding common shares (the “**Common Shares**”) in the capital stock of Mindoro Resources Ltd. in connection with the solicitation of proxies by the management of for use at our annual and special meeting (the “**Meeting**”) of shareholders to be held **the Royal Room, The Metropolitan Conference Centre, 333 4 Avenue Southwest, Calgary, Alberta on June 27, 2012, at 4:30 p.m. (Calgary time)**, and at any adjournment for the purposes set forth in the Notice. There will be a live video link to the Meeting available in the **Sydney/Tokyo Room, Baker McKenzie, Level 19, 181 William Street, Melbourne, Victoria, Australia commencing at 8:30 am local time on June 28, 2012**. Through this video link registered shareholders, non-registered shareholders and CHESS Depository Interest (CDI) holders will be able to participate in the meeting as guests but will not be able to vote. Any such shareholders or CDI holders participating by this video link will need to vote by proxy in advance of the Meeting as outlined in this Management Information Circular. Information contained herein is given as of May 9, 2012, unless otherwise specifically stated.

**The solicitation of proxies is made on behalf of our management.** The solicitation of proxies will be conducted by mail and may be supplemented by telephone or other personal contact and such solicitation will be made without special compensation granted to our directors, regular officers and employees. We do not reimburse shareholders, nominees or agents for costs incurred in obtaining, from the principals of such persons, authorization to execute forms of proxy, except that we have requested brokers and nominees who hold stock in their respective names to furnish this Information Circular and related proxy materials to their customers. No solicitation will be made by specifically engaged employees or soliciting agents. The cost of solicitation will be borne by us.

No person has been authorized to give any information or to make any representation other than as contained in this Information Circular in connection with the solicitation of proxies. If given or made, such information or representations must not be relied upon as having been authorized by us. The delivery of this Information Circular shall not create, under any circumstances, any implication that there has been no change in the information set forth herein since the date of this Information Circular. This Information Circular does not constitute the solicitation of a proxy by anyone in any jurisdiction in which such solicitation is not authorized, or in which the person making such solicitation is not qualified to do so, or to anyone to whom it is unlawful to make such an offer of solicitation.

**APPOINTMENT OF PROXY**

Registered Shareholders are entitled to vote in person at the Meeting, in Calgary only. A Shareholder is entitled to one vote for each Common Share that such Shareholder holds on May 9, 2012 (the “**Record Date**”) on the resolutions to be voted upon at the Meeting, and any other matter to come before the Meeting.

The persons named as proxy holders (the “**Designated Persons**”) in the enclosed form of proxy are our directors and/or officers.

**A Shareholder has the right to appoint a person or corporation (who need not be a Shareholder) to attend and act for or on behalf of that Shareholder at the Meeting, other than the Designated Persons named in the enclosed form of proxy. To exercise this right, the Shareholder may do so by striking out the printed names and inserting the name of such other person and, if desired, an alternate to such person, in the blank space provided in the form of proxy.**

In order to be voted, the completed form of proxy must be received by our registrar and transfer agent, Valiant Trust Company, Attention: Proxy Department, 3000 – 10303 Jasper Avenue Edmonton, AB T5J 3X6 (the “**Transfer Agent**”), or by us at the address set forth above, by mail or fax, at least 48 hours (excluding Saturdays, Sundays and holidays) prior to the scheduled time of the Meeting, or any adjournment or postponement thereof. Alternatively, the completed form of proxy may be deposited with the Chairman of the Meeting on the day of the Meeting, or any adjournment or postponement thereof.

A proxy may not be valid unless it is dated and signed by the Shareholder who is giving it or by that Shareholder’s attorney-in-fact duly authorized by that Shareholder in writing or, in the case of a corporation, dated and executed by a duly authorized officer, or attorney-in-fact, for the corporation. If a form of proxy is executed by an attorney-in-fact for an individual Shareholder or joint Shareholders or by an officer or attorney-in-fact for a corporate Shareholder, the instrument so empowering the officer or attorney-in-fact, as the case may be, or a notarially certified copy thereof, should accompany the form of proxy.

#### **REVOCAION OF PROXIES**

A Shareholder who has given a proxy may revoke it at any time, before it is exercised, by an instrument in writing: (a) executed by that Shareholder or by that Shareholder’s attorney-in-fact authorized in writing or, where the Shareholder is a corporation, by a duly authorized officer of, or attorney-in-fact for, the corporation; and (b) delivered either: (i) to our company at the address set forth above, at any time up to and including the last business day preceding the day of the Meeting or, if adjourned or postponed, any reconvening thereof, or (ii) to the Chairman of the Meeting prior to the vote on matters covered by the proxy on the day of the Meeting or, if adjourned or postponed, any reconvening thereof, or (iii) in any other manner provided by law.

Also, a proxy will automatically be revoked by either: (i) attendance at the Meeting and participation in a poll (ballot) by a Shareholder, or (ii) submission of a subsequent proxy in accordance with the foregoing procedures. A revocation of a proxy does not affect any matter on which a vote has been taken prior to any such revocation.

#### **VOTING OF COMMON SHARES AND PROXIES AND EXERCISE OF DISCRETION BY DESIGNATED PERSONS**

A Shareholder may indicate the manner in which the Designated Persons are to vote with respect to a matter to be voted upon at the Meeting by marking the appropriate space on the proxy. If the instructions as to voting indicated in the proxy are certain, the Common Shares represented by the proxy will be voted or withheld from voting in accordance with the instructions given in the proxy. If the Shareholder specifies a choice in the proxy with respect to a matter to be acted upon, then the Common Shares represented will be voted or withheld from the vote on that matter accordingly. The Common Shares represented by a proxy will be voted or withheld from voting in accordance with the instructions of the Shareholder on any ballot that may be called for and if the Shareholder specifies a choice with respect to any matter to be acted upon, the Common Shares will be voted accordingly.

**If no choice is specified in the proxy with respect to a matter to be acted upon, the proxy confers discretionary authority with respect to that matter upon the Designated Persons named in the form of proxy. It is intended that the Designated Persons will vote the Common Shares represented by the proxy in favour of each matter identified in the proxy, including the vote for the election of the nominees to Board of Directors (the “Board”), for the appointment of the auditors, for approval of the Stock Option Plan, for approval of the Transaction (as herein defined) and for approval of the amendment to Revised By-Law No. 2.**

The enclosed form of proxy confers discretionary authority upon the persons named therein with respect to other matters that may properly come before the Meeting, including any amendments or variations to any matters identified in the Notice, and with respect to other matters that may properly come before the Meeting. At the date of this Information Circular, management is not aware of any such amendments, variations, or other matters to come before the Meeting.

In the case of abstentions from, or withholding of, the voting of the Common Shares on any matter, the Common Shares that are the subject of the abstention or withholding will be counted for the determination of a quorum, but will not be counted as affirmative or negative on the matter to be voted upon.

### **NON-REGISTERED HOLDERS**

Only registered Shareholders or duly appointed proxy holders are permitted to vote at the Meeting. Most Shareholders are “non-registered” Shareholders because the Common Shares they own are not registered in their names but are instead registered in the name of the brokerage firm, bank or trust company through which they purchased the Common Shares. More particularly, a person is not a registered Shareholder in respect of Common 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 Common Shares (Intermediaries include, among others, banks, trust companies, securities dealers or brokers and trustees or administrators or self-administered RRSP’s, RRIF’s, RESPs and similar plans); or (b) in the name of a clearing agency (such as CDS Clearing and Depositary Services Inc. (“**CDS**”)) of which the Intermediary is a participant. In accordance with the requirements as set out in National Instrument 54-101 *Communication with Beneficial Owners of Securities of a Reporting Issuer* (“**NI 54-101**”), we have distributed copies of the Notice of Meeting, this Information Circular and the form of Proxy (collectively, the “**Meeting Materials**”) to the clearing agencies 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 form of proxy **which has already been signed by the Intermediary** (typically by a facsimile, stamped signature), which is restricted as to the number of Common Shares beneficially owned by the Non-Registered Holder but which is otherwise not completed. Because the Intermediary has already signed the form of proxy, this form of 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 a proxy should otherwise properly complete the form of proxy and deposit it with the Transfer Agent as provided above; 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. Typically, the proxy authorization form will consist of a one page pre-printed form. Sometimes, instead of a one page pre-printed form, the proxy authorization will consist of a regular printed proxy form accompanied by a page of instructions, which contains a removable label containing a bar-code and other information. In order for the form of proxy to validly constitute a proxy authorization form, the Non-Registered Holder must remove the label from the instructions and affix it to the form of proxy, properly complete and sign the form of proxy and return it to the Intermediary or its service company in accordance with the instructions of the Intermediary or its service company.

In either case, the purpose of this procedure is to permit a Non-Registered Holder to direct the voting of the Common Shares that they beneficially own. If a Non-Registered Holder who receives one of the above forms wishes to vote at the Meeting in person, the Non-Registered Holder should strike out the

names of the Designated Persons and insert the Non-Registered Holder's name in the blank space provided. 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.

There are two kinds of beneficial owners – those who object to their name being made known to the issuers of securities which they own (called OBOs for Objecting Beneficial Owners) and those who do not object to the issuers of the securities they own knowing who they are (called NOBOs for Non-Objecting Beneficial Owners). Pursuant to NI 54-101, issuers can obtain a list of their NOBOs from intermediaries for distribution of proxy-related materials directly to NOBOs.

These security holder materials are being sent to both registered and non-registered owners of the Common Shares. If you are a non-registered owner, and we or our agent have sent these materials directly to you, your name and address and information about your holdings of securities have been obtained in accordance with applicable securities regulatory requirements from the intermediary holding on your behalf.

### **CDI HOLDERS**

A Mindoro CHESSE Depository Interest (CDI) represents an indirect ownership in Common Shares, and CDI holders are beneficial owners of the underlying shares, which are registered in the name of CHESSE Depository Nominees Pty Ltd (CHESSE) in Australia. If you hold an interest in CDIs, you are entitled to vote those underlying shares through CHESSE.

If you are a registered holder of a CDI, you will receive the meeting materials and voting instruction form from Link Market Services Limited, the CDI registry in Australia. Complete the form and follow their instructions for returning the form. If you hold your interest in a CDI through a broker, dealer, or other intermediary, you will need to follow the instructions of that intermediary. CHESSE is responsible for executing the voting instructions it receives from registered holders of CDIs.

If you are a registered holder of a CDI and you plan to attend and vote in person at the meeting, you will need to ask CHESSE to appoint you as proxy to exercise the vote attached to your underlying common shares. You may also nominate another person as proxy to vote your shares in person at the meeting. If you hold your interest in CDIs through an intermediary, follow the instructions of your intermediary and request a legal proxy form, which will grant you (or your nominee) the right to attend the meeting and vote in person.

### **INTEREST OF CERTAIN PERSONS OR COMPANIES IN MATTERS TO BE ACTED ON**

Other than as disclosed elsewhere in this Information Circular, none of our directors or executive officers, no proposed nominee for election as a director, none of the persons who have been directors or senior officers of our company since the commencement of our last completed financial year and no associate or affiliate of any of the foregoing persons has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted upon at the Meeting, other than the election of directors or the approval of our Stock Option Plan.

### **VOTING SHARES AND PRINCIPAL HOLDERS**

We are authorized to issue an unlimited number of Common Shares without par value. As of the Record Date, determined by the Board to be the close of business on May 9, 2012, a total of 254,058,046 Common Shares were issued and outstanding. Each Common Share carries the right to one vote at the Meeting.

Only registered Shareholders as of the Record Date are entitled to receive notice of, and to attend and vote at, the Meeting or any adjournment or postponement of the Meeting.



To the knowledge of our directors and executive officers, no person or company beneficially owns, directly or indirectly, or exercises control or direction over, Common Shares carrying more than 10% of the voting rights attached to our outstanding Common Shares, other than as set forth below:

Acorn Capital Ltd holds 39,649,616 CDI's representing 15.6% of the issued Common Shares.

### **ELECTION OF DIRECTORS**

The term of office of each director is from the date of the meeting at which they are elected until the next annual meeting or until their successor is elected or appointed. In accordance with Revised By-Law No. 2, the Board has determined that five directors will be elected at the Meeting. There will be three directors retiring from office.

If for any reason any of the proposed nominees do not stand for election, **your proxy will not be used to vote for a nominee from the floor.** Management has been informed that each proposed nominee listed is willing to serve as a director if elected.

The following information relating to the directors nominees is based partly on our records and partly on information received by us from the nominees.

#### **The persons nominated for election to the Board are:**

<b>Name, Municipality of Residence, and Position with Mindoro</b>	<b>Principal Occupation, Business or Employment for the Past 5 Years</b>	<b>Director Since</b>	<b>Number of Common Shares Held<sup>(5)</sup></b>
<b>Jon Dugdale</b> , B.Sc. (Hons), MAUSIMM <sup>(3)(4)</sup> Victoria, Australia <i>CEO, President, and Director</i>	President and CEO, Mindoro Resources Ltd., Feb. 2010 to present; President, Asian Lion Limited, 2006 - 2010 Manager Exploration, Leviathan Resources, 2004 - 2006	Jan 12, 2010	1,845,867
<b>A. Robson Garden</b> , Q.C., B.A., LL.B. <sup>(1)(2)(3)</sup> Alberta, Canada <i>Director and Chairman</i>	President, CEO & Director, Golden Band Resources Inc. Legal Counsel, MacPherson Leslie & Tyerman, 1973 to November 2011	Oct 5, 2005	1,058,813
<b>Howard Walker</b> BSc, ARSM, MAUSIMM <sup>(2)(3)</sup> Victoria, Australia <i>Director and Vice Chairman</i>	Executive Chairman, Altitude Investments Company Pty Ltd, 2007 to present Executive Director, Lion Manager, 1997 Executive Director, Lion Selection Group Ltd., 2009 Non-Executive Director, Copperbelt Minerals Ltd, 2009.	Mar 3, 2010	2,489,130
<b>Doug Frondall</b> CA, FCMA, CMC, CVA <sup>(1)(2)</sup> Saskatchewan, Canada <i>Director</i>	Managing Partner, Virtus Group LLP, 2002 to present. Director, Prime West Mortgage Investment Corporation. Director, SaskWorks Venture Fund  Director, PKF North America 2007 to 2010	Aug 4, 2006	873,000
<b>John Tosney</b> M.Sc., P.Eng. <sup>(1)(4)</sup> British Columbia, Canada <i>Director</i>	Consulting Mining Engineer, 2010 to present. Executive Advisor, Areva Resources Canada Inc. 2007 – 2010 Director, Golden Band Resources Inc.	Jan 13, 2009	308,333

<sup>(1)</sup> Member of Audit Committee.

<sup>(2)</sup> Member of Compensation Committee.

<sup>(3)</sup> Member of Disclosure Committee

<sup>(4)</sup> Member of Risk & Sustainability Committee

<sup>(5)</sup> This number includes all shares beneficially owned, directly or indirectly, or over which control or direction is exercised.

### ***Principal Occupation or Employment during the Past Five Years of Nominee Directors***

Unless otherwise stated, each of the below-named nominees has held the principal occupation or employment indicated for the past five years.

#### **Jon Dugdale, BSc (Hons), MAUSIMM, President, CEO and Director**

Jon Dugdale was the President, CEO and Director in February 2010. Previously he was the President of Asian Lion Limited and a member of the management team of Lion Manager Pty Ltd. ("Lion Manager"). Graduating as a geologist with first class honours from the University of Melbourne in 1986 Jon has 25 years mining and investment experience in Australia and the Asian region. This includes 7 years with Western Mining Corporation (WMC), 12 years with Mining Project Investors (MPI) and Leviathan Resources and 4 years with Lion Manager running the Asian Lion Ltd Fund. With MPI from 1993 to 2004, Jon was involved with the exploration and development of several discoveries made by the MPI exploration team, including Silver Swan nickel deposit in Western Australia and Golden Gift gold deposit in Stawell, Victoria, Australia. The takeover of MPI Mines saw Jon move to Leviathan Resources as Manager Exploration, responsible for building and managing the exploration portfolio in SE Australia, before joining Asian Lion and the Lion Manager in 2006 where he obtained financial and investment skills as well as exposure to the valuation and development of mining projects in the Asian region as an active investment manager.

#### **A. Robson Garden, Q.C., B.A., LL.B., Director and Chairman**

Mr. Garden was a senior partner with the law firm MacPherson Leslie & Tyerman until January 2008 and thereafter until November 2011 counsel to that firm. He has more than 35 years of experience in his primary areas of practice: natural resources law; labour and employment law; and administrative law. Mr. Garden has acted as corporate secretary to several corporations and mining joint ventures. He currently serves as a director of Golden Band Resources, a Canadian exploration company based in Saskatoon, Saskatchewan. Recently, he was also appointed as President & CEO of Golden Band Resources Inc. Mr. Garden is a non-practicing member of the Alberta and Saskatchewan Bar. In recognition of his abilities as an advocate and negotiator, he was appointed Queen's Counsel in 1992.

#### **Doug Frondall, CA, Director**

A graduate of the University of Saskatchewan, Mr. Frondall is a Chartered Accountant, Certified Management Accountant, Certified Management Consultant, Certified Valuation Analyst and a Chartered Merger and Acquisition Professional with over 20 years of experience in public practice. He has been a partner with Virtus Group LLP in Saskatoon, Saskatchewan since 1993 and is currently CEO of Virtus. He was a Director of PKF North America from 2007 to 2010 and served as Chairman in 2009. He currently serves as a Director of Prime West Mortgage Investment Corporation and Sask Works Venture Fund Inc. Mr. Frondall has a professional concentration in mergers and acquisitions, business valuations and business advisory services. Mr. Frondall's professional membership affiliations include the Canadian and Saskatchewan Institute of Chartered Accountants, The National Association of Certified Valuation Analysts, The Institute of Certified Management Consultants and the Society of Management Accountants of Saskatchewan and Canada.

#### **John Tosney, M.Sc., P.Eng., Director**

Mr. Tosney has extensive experience in the development of gold projects, being involved in feasibility studies, environmental assessments, licensing, construction, operations, and early decommissioning at the Star Lake, Jasper, and Contact Lake mines. Mr. Tosney's expertise has taken him from Saskatchewan Mining Development Corporation (1981) to senior management positions with Cameco Corporation, President of Cigar Lake Mining Corporation, and Executive Vice President of COGEMA Resources Inc. (Areva Group). Mr. Tosney currently serves as a director of Golden Band Resources. In addition to his engineering expertise, John has also for many years played a leading role as an industry representative on many committees dealing with mine development issues. In recognition of his career, John received the 2005 Outstanding Achievement Award by the Association of Professional Engineers and Geoscientists of Saskatchewan. Mr. Tosney holds a B.Sc. (Hons.) in Mining Engineering from Nottingham University and a M.Sc. in Management Studies from Durham University.

**Howard Walker, BSC, ARSM, MAUSIMM, Director**

Mr. Walker became a part-time executive Director in July 2011. Previously he served as the Executive Director of Lion Selection Group Limited until December 2010. He graduated as a Mining Engineer from the Royal School of Mines in London in 1975. Mr. Walker worked for General Mining in South Africa for five years, prior to joining Mount Isa Mines in Queensland as a mine planning engineer in the copper and lead/zinc areas. In 1983, he joined stockbroker J B Were & Son as precious metals analyst, specialising in the Australian gold sector. He became an associate director of the firm in 1986, and was appointed Manager of the Resources Research team in 1987. Mr. Walker became a director of J B Were Corporate Services Limited in 1990 and was closely involved in numerous capital raisings for resource companies. He was a director of Highlake Resources NL from 1996 to 1997. Mr. Walker was a founder and executive director of Lion Manager from 1997 before retiring in 2007 and is Executive Chairman of Altitude Investments Company Pty Ltd, which is a shareholder of Asian Lion.

***Details of the other Directors who are not seeking re-election at this year's annual and special meeting***

**Christopher De Guingand, FCPA, Director**

Mr. De Guingand has had a long and distinguished career in the mining industry, predominately in financial and marketing roles with a number of mining companies as an executive, trader, director or consultant. He started his career with CRA Limited where he held senior management positions in marketing non-ferrous metals and iron ore over a 13 year period. He then joined Metals Exploration Limited as Commercial Manager in charge of financing and marketing for the Greenvale Nickel Project. In 1982 he established his own marketing and logistics consultancy business, Mineral Commerce Services, which provides marketing and shipping services to a number of base metals projects in Australia and overseas. Mr. De Guingand was previously Chairman of Panoramic Resources Ltd, an ASX listed mid-tier nickel producer. His past directorships have been with Allegiance Mining NL, Grimwood Davies Holdings Ltd, Albidon Ltd and Consolidated Minerals Ltd.

**Oscar S. Reyes, B.A., Director**

Mr. Reyes is a distinguished and highly respected businessman with 42 years of business management experience in the Philippines and the United Kingdom. He held a variety of executive positions with the Shell group, including Chairman and Chief Executive of the Shell companies in the Philippines. Mr. Reyes was President of Pilipinas Shell Petroleum Corporation; a Managing Director of Shell Exploration B.V., which brought the large offshore Malampaya gas project into production in 2001; and Area Finance Adviser for South America and Regional Planning Adviser for the Western Hemisphere and Africa Region of Shell International Petroleum Corporation. He also presently holds directorships in a number of major Philippine companies including Sun Life of Canada Philippines, Inc., Philippine Long Distance Telephone Co, Smart Communications Inc., Bank of the Philippine Islands, Manila Water Co., and Pepsi Cola Product Phils., Inc. He is also currently the Chief Operating Officer and Director of Manila Electric Company. Mr. Reyes has a Bachelor of Arts (Economics) degree from Ateneo de Manila, Philippines, a Diploma in International Business from the Waterloo Lutheran University in Ontario, Canada, and he completed the Program for Management Development at Harvard Business School. He is a Trustee of a number of non-profit foundations in the Philippines.

**James A. Climie, B.Sc. (Hons), P.Geol, COO and Director**

Mr. Climie is a hands-on, field oriented geologist with over 40 years of international mineral exploration experience in New Zealand, Australia, Canada, United States, Africa, Central and Southeast Asia. In 1996, Mr. Climie co-founded Mindoro Resources Ltd. and has been spearheading and managing its exploration programs in the Asia-Pacific Region. Previous to his work with Mindoro, Mr. Climie spent three years as Vice President Exploration with Uranerz Group developing and managing international uranium, diamond, and gold exploration programs. He formed and managed the Uranerz US team that led to the discoveries of the Ren and Nike/Converse gold deposits in Nevada. In his seven years as Chief Geologist/Exploration Manager of AGIP Canada minerals division, Mr. Climie managed the discovery and evaluation of the Mt. Skukum gold mine in the Yukon, the Wolf Lake uranium deposit in Saskatchewan and the Damp polymetallic deposit in the Northwest Territories. Mr. Climie's other work includes four

years with Noranda in Canada as Project Geologist/District Geologist where he directly participated in the discovery of the Mazenod Lake copper-cobalt deposit in the Northwest Territories; four years with Noranda in Australia, where he directly participated in discovering the Koongarra uranium deposit in the Northern Territory; and two years in New Zealand with a government agency and a junior mining company. Mr. Climie has a Bachelor of Science (Hons.) degree from Victoria University of Wellington, New Zealand.

### **Company Secretary**

#### **Rob King B Com, CPA, GAICD**

Mr. King joined the Company as VP Commercial and Chief Financial Officer in September 2010 and was appointed Company Secretary in October 2010. He has 25 years international experience in the resources sector including 17 years with Placer Dome in a number of positions based in Canada, Australia, Southeast Asia, PNG and Africa. He was CFO Africa at the time Barrick Gold Corp acquired Placer Dome and he continued with Barrick in this capacity for two years prior to returning to Australia.

### **Corporate Cease Trade Orders or Bankruptcies**

No proposed director (including any personal holding company of a proposed director):

1. is, as at the date of this Information Circular, or has been, within 10 years before the date of this Information Circular, a director, chief executive officer or chief financial officer of any company (including our company) that:
  - (a) was subject to an order that was issued while the proposed director was acting in the capacity as director, chief executive officer or chief financial officer; or
  - (b) was subject to an order that was issued after the proposed director ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer.
2. is, as at the date of this Information Circular, or has been within 10 years before the date of this Information Circular, a director or executive officer of any company (including our company) that, while that person was acting in that capacity, or within a year of that person ceasing to act in that 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;
3. has, within the 10 years before the date of this Information Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the proposed director; or
4. has been subject to:
  - (a) 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 since December 31, 2000 or before December 31, 2000 the disclosure of which would likely be important to a reasonable security holder in deciding whether to vote for a proposed director; or
  - (b) 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 a proposed director.

## **EXECUTIVE COMPENSATION**

### **General**

For the purpose of this Information Circular:

“**CEO**” means each individual who acted as chief executive officer of our company or acted in a similar capacity for any part of the most recently completed financial year;

“**CFO**” means each individual who acted as chief financial officer of our company or acted in a similar capacity for any part of the most recently completed financial year; and

“**Named Executive Officers**” or “**NEO**” means:

- (a) our **CEO**;
- (b) our **CFO**;
- (c) each of our three most highly compensated executive officers, or the three most highly compensated individuals acting in a similar capacity, other than the CEO and CFO, at the end of the most recently completed financial year and whose total compensation was, individually, more than \$150,000 as determined in accordance with subsection 1.3(6) of Form 51-102F6 *Statement of Executive Compensation*; and
- (d) any individual who would be a NEO under paragraph (c) but for the fact that the individual was neither an executive officer, nor acting in a similar capacity at the end of the most recently completed financial year.

### **Compensation Discussion and Analysis**

The purpose of this Compensation Discussion and Analysis is to provide information about our executive compensation objectives and processes and to discuss compensation decisions relating to our *NEOs* listed in the Summary Compensation Table below. During our fiscal year ended December 31, 2011, the following individuals were our *NEOs*, namely:

- **Jon Dugdale**, President & CEO
- **Rob King**, CFO & Company Secretary
- **James A. Climie**, COO and Exploration Director
- **Howard Walker**, Executive Director
- **Penny M. Gould**, Former VP Investor Relations and Company Secretary

We are a mineral exploration company focused on nickel, gold, and copper-gold exploration in the Philippines with a strategy of advancing projects to commercial development. As such, we have not generated revenues from operations and as a result, our Board of Directors has to consider not only our financial situation at the time of the determination of executive compensation, but also our estimated financial situation in the mid- and long-term.

### **Compensation Objectives and Principles**

The primary goal of our executive compensation program is to attract, retain and motivate the key experienced executives necessary to achieve the strategic objectives required for our long term success. The key elements of our executive compensation program are: (i) base salary; (ii) periodic bonuses at the discretion of the Compensation Committee or Board; and (iii) incentive equity and cash settled options. Our directors are of the view that all elements of the total program should be considered, rather than any single element.

**Compensation Process**

In determining the compensation of our executive officers, we rely on our Compensation Committee or Board to gather data from relevant sources, including industry surveys, other Board members and management in order to have an informed discussion and exercise their collective judgment. Our Compensation Committee is responsible for determining all forms of compensation, including long-term incentive in the form of stock options and periodic bonuses, to be granted to our NEOs and to our directors, and for reviewing the recommendations respecting compensation for any other officers from time to time, to ensure such arrangements reflect the responsibilities and risks associated with each position.

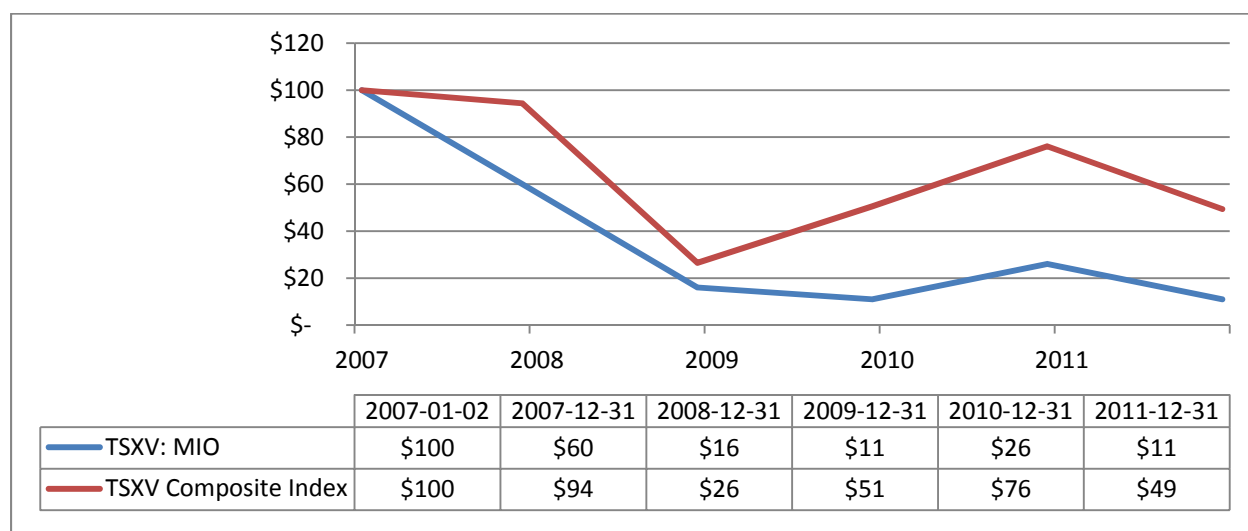
The compensation of our NEOs has been established with a view to attracting and retaining executives critical to our short and long-term success and to continuing to provide executives with compensation that is in accordance with existing market standards generally and competitive within the mining and exploration industry, in particular.

Compensation of our NEOs is comprised of a base salary, the reimbursement of expenses incurred by each NEO, the grant of options to purchase common shares under our stock option plan (as more particularly described below) and, periodically, bonuses at the discretion of the Compensation Committee. Through our executive compensation practices, we seek to increase shareholder value through an aligned, strong executive leadership team.

Within the context of the overall objectives of our compensation practices, we determined the specific amounts of compensation to be paid to each of our executives in 2011 based on a number of factors, including our understanding of the amount of compensation generally paid by similarly situated companies to their executives with similar roles and responsibilities, our executive performance during the fiscal year, the roles and responsibilities of our executives, the individual experience and skills of, and expected contributions from, our executives, our executives' historical compensation and performance within our company, and any contractual commitments we have made to our executives regarding compensation.

**Performance Graph**

The following graph compares the performance of the common shares of Mindoro over the last five years to the performance of the S&P/TSX Venture Composite Index. It shows what \$100 invested in the common shares of Mindoro and the index on January 2, 2007 would be worth at the end of each of the last five years.



The number of named executive officers of Mindoro was two in 2007, three in 2008, four in 2009 five in 2010 and 2011. This reflects an increase in Mindoro's exploration and development activities and operations.

The most significant increase in compensation occurred in 2010 with total compensation to NEOs in 2010 increasing by approximately \$1,000,000 over the total compensation paid to NEOs in 2009. This reflects the restructure of the executive team and the increase in full time NEOs from two to four as part of resourcing for development activities. A new President & CEO was appointed and the position of CFO was converted to a full time role. The increase in compensation includes the value of stock based compensation necessary to attract the experienced executives in these roles.

In 2011, the Company paid \$297,500 in severance payments to Ms. Gould following her resignation and in recognition of her long service to the Company.

### ***Base Salary***

Our approach is to pay our executives a base salary that is competitive with those of other executive officers in similar companies. We believe that a competitive base salary is a necessary element of any compensation program that is designed to attract and retain talented and experienced executives. We also believe that attractive base salaries can motivate and reward executives for their overall performance. The base salary of each executive is reviewed annually and may be adjusted in accordance with the terms of such executive officer's employment or consulting agreement, where applicable, and certain criteria including, without limitation (a) past salary; (b) changes in the compensation for similar companies with which we compete for executive talent; and (c) changes in the duties and responsibilities.

To the extent that we have entered into agreements with our executives, the base salaries of such individuals reflect the initial base salaries that we negotiated with them. The base salaries that we negotiated with our executives were based on our understanding of base salaries for comparable positions at similarly situated companies at the time, the individual experience and skills of, and expected contribution from, each executive, the roles and responsibilities of the executive, the base salaries of our existing executives and other factors. The employment agreements which were entered into with each of our NEOs are summarized under "Employment Contracts" and "Management Contracts" below.

### ***Equity Settled Options***

Our granting of options to purchase common shares to our executive officers is a method of compensation that is used to attract and retain personnel and to provide an incentive to participate in our long-term development and to increase shareholder value. The relative emphasis of equity settled options for remunerating executive officers and employees vary depending on the prevailing practices in competing companies and on the number of equity settled options that are outstanding at the time. In the year ended December 31, 2011, our NEOs were granted a total of 200,000 equity settled stock options having an exercise price of \$0.25 per share. We generally expect future equity settled option grants to be based on the following factors: the executive's past performance, anticipated future contribution, prior option grants to such executive, the percentage of outstanding equity owned by the executive, competitive market practices and the executive's responsibilities and performances. We have not set specific target levels for options to NEOs but seek to be competitive with similar companies

### ***Cash Settled Options***

On August 5, 2011, the Board of Directors approved an incentive plan to issue cash settled options. Under the incentive plan, the Company will, upon request from the option holder, make a cash payment to the holder equal to any excess in the share price above the exercise price for the options held at the date of exercise. In the year ended December 31, 2011, our NEOs were granted a total of 700,000 cash settled stock options having an exercise price of \$0.25 per share. We generally expect future option grants to be based on the following factors: the executive's past performance, anticipated future contribution, prior option grants to such executive, competitive market practices and the executive's

responsibilities and performances. We have not set specific target levels for options to NEOs but seek to be competitive with similar companies.

For the purposes of this incentive plan the share price is interpreted as the closing weighted average price for common shares in the Company traded on TSX-V during the five trading days prior to the relevant date.

### **Option Based Awards**

Equity and cash settled option based awards are granted, at the discretion of the Compensation Committee, based on award levels in the past and our performance, in compliance with applicable securities law, stock exchange and other regulatory requirements. Share compensation grants may also be issued, at the discretion of the Compensation Committee, throughout the year, to attract new directors, officers, employees, or consultants. Our Compensation Committee also considers previous grants of options and the overall number of options that are outstanding relative to the number of outstanding common shares in determining whether to make any new grants of options and the size and terms of any such grants, as well as the level of effort, time, responsibility, ability, experience and level of commitment of our executive officer in determining the level of incentive stock option compensation.

### **Benefits and Perquisites**

Our NEOs do not receive any benefits or perquisites

### **Summary Compensation Table**

The following table provides a summary of the compensation earned by, paid to, or accrued and payable to, each NEO during the fiscal year ended December 31, 2011. Amounts reported in the table below are in Canadian dollars, the currency that we use in our financial statements.

Name and principal position	Year	Salary (\$)	Share-based awards (\$)	Option-based awards (\$)	Non-equity incentive plan compensation (\$)		Pension value (\$)	All other compensation (\$)	Total Compensation (\$)
					Annual incentive plans	Long Term Incentive Plans			
<b>Jon Dugdale</b> <sup>(1)</sup> President & CEO	2011	306,190	-	21,523 <sup>(8)</sup>	-	-	-	-	327,713
	2010	179,280	-	274,711 <sup>(9)</sup>	-	-	-	65,078	519,069
	2009	-	-	-	-	-	-	-	-
<b>Rob King</b> <sup>(2)</sup> CFO	2011	234,746	-	21,523 <sup>(8)</sup>	-	-	-	-	256,269
	2010	51,053	-	210,589 <sup>(10)</sup>	-	-	-	30,036	291,678
	2009	-	-	-	-	-	-	-	-
<b>James A. Climie</b> <sup>(3)</sup> COO & Director Exploration, Former CEO	2011	215,000	-	21,523 <sup>(8)</sup>	-	-	-	-	236,523
	2010	173,333 <sup>(6)</sup>	-	92,434 <sup>(11)</sup>	-	-	-	159,000 <sup>(17)</sup>	424,767
	2009	140,000 <sup>(6)</sup>	-	58,910 <sup>(11)</sup>	-	-	-	-	198,910
<b>Howard Walker</b> <sup>(4)</sup> Executive Director	2011	146,570	-	32,285 <sup>(13)</sup>	-	-	-	-	178,855
	2010	-	-	113,361 <sup>(14)</sup>	-	-	-	50,139	163,500
	2009	-	-	-	-	-	-	-	-
<b>Penny M. Gould</b> <sup>(5)</sup> Former VP Investor Relations & President	2011	106,250	-	-	-	-	-	297,500 <sup>(18)</sup>	403,750
	2010	147,708	-	42,246 <sup>(15)</sup>	-	-	-	28,000	217,954
	2009	120,000 <sup>(7)</sup>	-	42,844 <sup>(16)</sup>	-	-	-	-	162,844

(1) Jon Dugdale was appointed President & CEO on February 22, 2010.

(2) Rob King was appointed CFO on September 22, 2010 and previously acted as a business consultant for the Company.



- (3) James A. Climie was CEO from June 2008 until February 22, 2010. Mr. Climie was appointed COO & Director Exploration on March 1, 2010.*
- (4) Howard Walker was appointed to a part time executive corporate and financing role on July 29, 2011.*
- (5) Penny Gould was President from June 2008 to February 22, 2010 and Vice President, Investor Relations and Corporate Secretary from then until her resignation on August 15, 2011.*
- (6) James A. Climie's salary as CEO for 2010, 2009 and 2008 includes \$15,000, \$90,000 and \$8,334, respectively, of deferred salary which was accrued for payment at a later date. The salary deferral liability was subsequently reversed in its' entirety because the total liability was forgiven (amount of \$113,334).*
- (7) Penny Gould's salary as President for 2009 includes \$70,000, respectively, of deferred salary that was accrued for payment at a later date. The salary deferral liability was settled in 2010.*
- (8) Grant date fair value of 200,000 cash settled options exercisable at \$0.25 per share and expiring August 14, 2014.*
- (9) Grant date fair value of options to purchase: 100,000 common shares at a price of \$0.125 until January 12, 2015; 1,000,000 common shares at a price of \$0.19 until March 15, 2015; 800,000 common shares at a price of \$0.208 until July 28, 2013.*
- (10) Grant date fair value of options to purchase: 500,000 common shares at a price of \$0.208 until July 28, 2013; 700,000 common shares at a price of \$0.31 until September 22, 2013.*
- (11) Grant date fair value of options to purchase: 250,000 common shares at a price of \$0.19 until March 15, 2015; 400,000 common shares at a price of \$0.208 until July 28, 2013. Both option awards were given to Mr. Climie in his capacity as COO.*
- (12) Grant date fair value of options to purchase 550,000 common shares at a price of \$0.13 until August 4, 2014.*
- (13) Grant date fair value of 300,000 cash settled options exercisable at \$0.25 per share and expiring August 14, 2014.*
- (14) Grant date fair value of options to purchase: 50,000 common shares at \$0.13 per share until January 12, 2015; 100,000 common shares at \$0.19 per share until March 15, 2015; and 700,000 common shares at \$0.208 per share until July 28, 2013.*
- (15) Grant date fair value of options to purchase: 100,000 common shares at a price of \$0.19 until March 15, 2015; 200,000 common shares at a price of \$0.208 until July 28, 2013.*
- (16) Grant date fair value of options to purchase 400,000 common shares at a price of \$0.13 until August 4, 2014.*
- (17) Pursuant to a consulting agreement, Mr. Climie was appointed COO on March 1, 2010 and paid a signing bonus of \$105,000; other bonuses paid in 2010 amounted to \$54,000.*
- (18) Ms. Gould received severance payments of \$297,500 following her resignation.*

### **Incentive Plan Awards**

On June 14, 2011, shareholders approved a stock option plan (the "**Current Plan**") whereby a maximum of 10% of the total number of issued and outstanding common shares at the time the options are granted may be reserved for issuance for the granting of options.

The purpose of the Current Plan is to attract, retain and motivate management, directors, employees and other service providers by providing them with an opportunity, through share options, to acquire an interest in the Company and benefit from its growth.

The Current Plan provides that the terms of the options and the option price may be fixed by the Board subject to the price restrictions and other requirements of the TSX Venture Exchange.

### Outstanding Share-Based Awards and Option-Based Awards

The following table sets out share-based awards and option-based awards granted to our NEOs and that were outstanding as at December 31, 2011.

Name	Option-Based Awards				Share-Based Awards	
	Number of Securities Underlying Unexercised Options (#)	Option Exercise Price (\$)	Option Expiration Date	Value of Unexercised in-the-Money Options (1) (\$)	Number of Shares or Units of Shares That Have Not Vested (#)	Market or Payout Value of Share-Based Awards That Have Not Vested (\$)
Jon Dugdale	1,000,000	0.19	Mar. 15, 2015	-	-	-
	100,000	0.125	Jan. 12, 2015	-	-	-
	200,000 <sup>(2)</sup>	0.25	Aug. 18, 2014	-	-	-
	800,000	0.208	Jul. 28, 2013	-	-	-
Rob King	200,000	0.25	Aug. 18, 2014	-	-	-
	700,000	0.31	Sep. 22, 2013	-	-	-
	500,000	0.208	Jul. 28, 2013	-	-	-
James A. Climie	250,000	0.19	Mar. 15, 2015	-	-	-
	550,000	0.13	Aug. 4, 2014	-	-	-
	200,000 <sup>(2)</sup>	0.25	Aug. 18, 2014	-	-	-
	250,000	0.36	Feb. 11, 2014	-	-	-
	400,000	0.208	Jul. 28, 2013	-	-	-
	500,000	0.29	Jul. 3, 2013	-	-	-
Howard G. Walker	393,625	0.84	Jun. 7, 2012	-	-	-
	100,000	0.19	Mar. 15, 2015	-	-	-
	50,000	0.125	Jan. 12, 2015	-	-	-
	300,000 <sup>(2)</sup>	0.25	Aug. 18, 2014	-	-	-
Penny M. Gould	700,000	0.208	Jul. 28, 2013	-	-	-
	100,000	0.19	Mar. 15, 2015	-	-	-
	400,000	0.13	Aug. 4, 2014	-	-	-
	150,000	0.36	Feb. 11, 2014	-	-	-
	200,000	0.208	Jul. 28, 2013	-	-	-
	400,000	0.29	Jul. 3, 2013	-	-	-
	243,625	0.84	Jun. 7, 2012	-	-	-

(1) Value of unexercised "in-the-money options" at the year-end is the difference between the option exercise price and the market value of our stock on the TSX.V on December 31, 2011, (closing price, \$0.105).

(2) Cash settled option

### Incentive plan awards – value vested or earned during the year

We do not offer any incentive plan awards to our NEOs other than the option-based awards described above.

### Pension Plan Benefits and Deferred Compensation Plans

We do not offer any pension plan benefits or deferred compensation plans to our NEOs.

### Termination and Change of Control Benefits

Set out below is a summary of each contract, agreement, plan or arrangement with our NEOs that provide for payments to NEOs at, following, or in connection with any termination (whether voluntary, involuntary or constructive), resignation or retirement, or as a result of a change in control of our company or a change in a NEO's responsibilities.

### Employment Contracts

We have employment agreements with Jon Dugdale, Howard Walker and Rob King that provide for the payment of certain severance benefits if a change of control of our company occurs and, within a six month period following the change of control, the individual's employment is terminated without cause or if the individual elects to terminate employment with our company.

An individual terminated following a change of control, pursuant to these agreements, will receive a lump sum severance payment equal to two month's payment in lieu of notice, to a maximum of 24 months, for each full year of employment with our company. If the individual elects to terminate employment following a change of control, he or she is entitled to receive a lump sum severance payment equal to his or her annual salary.

In addition, upon termination of employment without cause, the Company shall enter into a consulting agreement with the individual whereby advisory services shall be provided to our company on a limited basis for a maximum period of five years, for no further consideration other than the continuation of options previously granted under our Stock Option Plan.

### Management Contracts

The Company's Philippine subsidiary, MRL Gold Phils., Inc., has a management consulting services agreement (the Consulting Agreement) with Climie Exploration Consulting, Inc., for the provision of management consulting services. The Consulting Agreement provides for certain termination payments if a change of control of our company occurs and, within a six month period following the change of control, the Consulting Agreement is terminated without cause or if Climie Exploration Consulting Inc., elects to terminate the Consulting Agreement.

In addition, upon termination of the Consulting Agreement without cause, we shall enter into a consulting agreement with James. A. Climie whereby advisory services shall be provided to our company on a limited basis for a maximum period of five years, for no further consideration other than the continuation of options previously granted under our Stock Option Plan.

### Director Compensation

The compensation provided to the directors, excluding the compensation to NEOs Mr. Dugdale, Mr. Climie, and Mr. Walker in their capacity as directors (please refer to "**Executive Compensation – Summary Compensation Table**"), during the Company's most recently completed financial year of December 31, 2011 is shown in the following table:

Name	Fees Earned (\$)	Share-Based Awards (\$)	Option-Based Awards (\$)	Non-Equity Incentive Plan Compensation (\$)	Pension Value (\$)	All Other Compensation (\$)	Total (\$)
A Robson Garden	16,250	-	21,523 <sup>(1)</sup>	-	-	-	37,772
Oscar S. Reyes	2,500	-	16,142 <sup>(2)</sup>	-	-	-	18,640
Doug Frondall	16,250	-	16,142 <sup>(2)</sup>	-	-	-	32,390
John Tosney	27,500	-	16,142 <sup>(2)</sup>	-	-	-	43,640
Christopher J G de Guingand	15,000	-	16,142 <sup>(2)</sup>	-	-	30,869 <sup>(3)</sup>	48,511

(1) Grant date fair value of 200,000 cash settled options exercisable at \$0.25 per share and expiring August 14, 2014.

(2) Grant date fair value of 150,000 cash settled options exercisable at \$0.25 per share and expiring August 14, 2014.

(3) Consulting fees for advisory services are paid to Mineral Commerce Services; Christopher de Guingand is a partner with the company.

### Outstanding Share-Based Awards and Option-Based Awards

The following table sets out share-based awards and option-based awards granted to our directors (excluding Jon Dugdale, James A. Climie, and Howard Walker) that were outstanding as at December 31, 2011.

Name	Option-Based Awards				Share-Based Awards	
	Number of Securities Underlying Unexercised Options (#)	Option Exercise Price (\$)	Option Expiration Date	Value of Unexercised in-the-Money Options (\$)	Number of Shares or Units of Shares That Have Not Vested (#)	Market or Payout Value of Share-Based Awards That Have Not Vested (\$)
A Robson Garden	350,000	0.13	Aug. 4, 2014	-	-	-
	200,000 <sup>(2)</sup>	0.25	Aug. 18, 2014	-	-	-
	200,000	0.208	Jul. 28, 2013	-	-	-
	300,000	0.29	Jul. 2, 2013	-	-	-
	150,000	0.84	Jun. 7, 2012	-	-	-
Oscar S. Reyes	150,000 <sup>(2)</sup>	0.25	Aug. 18, 2014	-	-	-
	200,000	0.13	Aug. 4, 2014	-	-	-
	200,000	0.208	Jul. 28, 2013	-	-	-
	150,000	0.29	Jul. 3, 2013	-	-	-
	100,000	0.36	Feb. 11, 2014	-	-	-
150,000	0.84	Jun. 7, 2012	-	-	-	
Doug Frondall	150,000 <sup>(2)</sup>	0.25	Aug. 18, 2014	-	-	-
	200,000	0.13	Aug. 4, 2014	-	-	-
	200,000	0.208	Jul. 28, 2013	-	-	-
	150,000	0.29	Jul. 3, 2013	-	-	-
	150,000	0.60	Aug. 23, 2011	-	-	-
150,000	0.84	Jun. 7, 2012	-	-	-	
Christopher J G de Guingand	150,000 <sup>(2)</sup>	0.25	Aug. 18, 2014	-	-	-
	150,000	0.34	Oct. 4, 2013	-	-	-
John Tosney	150,000 <sup>(2)</sup>	0.25	Aug. 18, 2014	-	-	-
	200,000	0.13	Aug. 4, 2014	-	-	-
	100,000	0.18	Jan. 13, 2014	-	-	-
	50,000	0.13	Oct. 30, 2013	-	-	-
	350,000	0.208	Jul. 28, 2013	-	-	-

(1) Value of unexercised "in-the-money options" at the year-end is the difference between the option exercise price and the market value of our stock on the TSX.V on December 31, 2011 (closing price, \$0.105).

(2) Cash settled options

### **SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS**

Our Stock Option Plan authorizes grants of options to designated participants (being directors, officers, employees, or consultants). Our Board of Directors will make available shares for stock options in the number, at the exercise price and during the period that we consider appropriate.

The following table sets forth the outstanding options to purchase common shares as at December 31, 2011.

Plan Category	Securities to be issued upon exercise of outstanding options	Weighted average exercise price of outstanding options	Number of securities available for future issuance under stock option plan <sup>(1)</sup>
Equity compensation plan approved by security holders	14,847,000	\$0.29	9,060,336
Equity compensation plans not approved by security holders	-	-	-
<b>Total</b>	<b>14,847,000</b>	<b>\$0.29</b>	<b>9,060,336</b>

(1) We have a "rolling" stock option plan, whereby the maximum number of shares reserved for issuance upon exercise of options granted thereunder may not exceed 10% of the total number of issued and outstanding common shares at the time the options are granted.

### **Terms of Stock Option Plan**

We are required to disclose on an annual basis, in our information circular or other annual disclosure document distributed to all security holders, the terms of our security based compensation arrangements.

We have one security based compensation arrangement which is our Stock Option Plan. The Stock Option Plan is currently administered by the Board. Subject to the provisions of the Option Plan, the Board, based on recommendations from the Compensation Committee, will determine all stock options to be granted pursuant to the Stock Option Plan, the exercise price therefore and any special terms or vesting provisions applicable thereto. For a summary of the Stock Option Plan, please refer to the section titled "Approval of 2012 Stock Option Plan" herein.

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

Management is not aware of any indebtedness (other than routine indebtedness) outstanding by any of the directors, or any of their associates, or any guarantees, support agreements, letters of credit or similar arrangements provided by us or any subsidiaries, to these individuals, at any time during the last completed financial year.

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

Except as otherwise disclosed herein, no:

- (a) director or executive officer;
- (b) person or company who beneficially owns, directly or indirectly, Common Shares or who exercises control or direction of Common Shares, or a combination of both carrying more than 10% of the voting rights attached to the Common Shares outstanding (an "Insider");
- (c) director or executive officer of an Insider; or
- (d) associate or affiliate of any of the directors, executive officers, or Insiders,

has had any material interest, direct or indirect, in any transaction since the commencement of our most recently completed financial year or in any proposed transaction which has materially affected or would materially affect our company, except with an interest arising from the ownership of Common Shares where such person or company will receive no extra or special benefit or advantage not shared on a pro rata basis by all holders of the same class of Common Shares.

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## **APPOINTMENT OF AUDITOR**

At the Meeting, the shareholders will be asked to vote for the appointment of PricewaterhouseCoopers, Chartered Accountants, Freshwater Place, 2 Southbank Blvd., Melbourne VIC, as our auditors to serve until the close of our next annual meeting, at such remuneration as may be approved by our Board of Directors.

**Our Board of Directors recommends that the shareholders approve the appointment of PricewaterhouseCoopers as our auditors.**

### ***External Audit Service Fees***

The following table sets out the fees billed by our auditors for professional services in the years ended December 31, 2011 and 2010, respectively.

<b>Category</b>	<b>Year ended December 31,</b>	
	<b>2011</b>	<b>2010</b>
Audit Fees <sup>(1)</sup>	\$96,000	\$89,100
Audit-Related Fees <sup>(2)</sup>	\$18,000	-
Tax Fees <sup>(3)</sup>	\$8,000	\$1,800
All Other Fees <sup>(4)</sup>	\$2,000	-

<sup>(1)</sup> In 2011 Mindoro incurred audit fees of C\$88,000 (2010 - \$Nil) from PricewaterhouseCoopers in connection with the audit of Mindoro's 2011 Consolidated Annual Financial Statements and C\$7,000 from D&H Group LLP in connection with Mindoro's 2010 Consolidated Annual Financial Statements that were billed and expensed in 2011. In 2010, the Company incurred audit fees of C\$68,000 from D&H Group LLP and C\$21,000 from KPMG Manila in connection with Mindoro's 2010 Consolidated Annual Financial Statements including C\$5,000 paid to D&H and C\$2,000 paid to KPMG Manila for work related to 2009 but billed and expensed in 2010.

<sup>(2)</sup> Audit-related fees consist of fees for assurance and related services that are reasonably related to the performance of the audit or review of our financial statements and are not reported as Audit Fees. In 2011, Mindoro incurred audit related fees of C\$17,000 from PricewaterhouseCoopers and C\$1,000 from D&H Group LLP. No audit related fees were incurred in 2010.

<sup>(3)</sup> Tax fees were paid to PricewaterhouseCoopers in 2011 and D+H Group LLP in 2010 for tax compliance services, tax advice and tax planning.

<sup>(4)</sup> All other fees in 2011 include advisory services pertaining to the transition to International Financial Reporting Standards (IFRS) paid to D&H Group LLP.

## **AUDIT COMMITTEE DISCLOSURE**

Disclosure regarding our Audit Committee is contained in our Annual Information Form, which was filed on the SEDAR website at [www.sedar.com](http://www.sedar.com) on March 30, 2012. The Audit Committee Charter is contained in Schedule "B" attached.

## **CORPORATE GOVERNANCE**

Our board of directors and senior management consider good corporate governance to be an integral part of the effective and efficient operation of Canadian corporations. Disclosure of our corporate governance practices, in accordance with National Instrument 58-101 – *Disclosure of Corporate Governance Practices*, is attached to this Information Circular as Schedule "A".

## **FINANCIAL STATEMENTS AND AUDITORS' REPORT**

Audited financial statements for the year ended December 31, 2011, and the report of the auditors thereon will be placed before shareholders at the Meeting. Presentation of such financial statements to shareholders at the Meeting will not constitute a request for either approval or disapproval.

Under National Instrument 51-102 – *Continuous Disclosure Obligations* a person or corporation who wishes to receive audited and/or interim financial statements must deliver a written request for such material, together with a signed statement that the person or corporation is the owner of securities. Shareholders are encouraged to send the enclosed return card, together with the completed form of proxy, to Valiant Trust Company, Attention: Proxy Department, 3000 – 10303 Jasper Avenue Edmonton, AB T5J 3X6.

### **ANNUAL APPROVAL OF STOCK OPTION PLAN**

Pursuant to Policy 4.4 of the TSX Venture Exchange, we are required to obtain shareholder approval for our Stock Option Plan (the “**Option Plan**”) on an annual basis. There have been no changes to the Option Plan since it was approved by the shareholders on June 14, 2011. Shareholders will be asked at the Meeting to consider and, if deemed advisable, approve an ordinary resolution approving the Option Plan. The approval by shareholders requires a favorable vote of a majority of the common shares voted in respect thereof at the Meeting.

The purpose of the Option Plan is to advance our interests by encouraging our directors, officers and key employees and consultants retained by us to acquire common shares, thereby: (i) increasing the proprietary interests of such persons in our company; (ii) aligning the interests of such persons with the interests of our shareholders generally; (iii) encouraging such persons to remain associated with us and (iv) furnishing such persons with an additional incentive in their efforts on our behalf.

Pursuant to the Option Plan, options may be granted to officers, directors, employees and consultants (the “**Participants**”) of our company or our affiliates. The maximum number of common shares reserved for issuance upon exercise of options granted thereunder may not exceed 10% of the total number of our issued common shares at the time the options are granted. Under the Option Plan, no one Participant may be granted options to purchase more than 5% of the number of issued common shares and no more than 2% of the issued common shares may be granted to any one consultant in any twelve month period. No more than an aggregate of 2% of the issued common shares may be granted to an employee conducting investor relations activities in any twelve month period. The price at which common shares may be acquired upon the exercise of an option may not be less than the price permitted under the rules of any stock exchange or exchanges on which our common shares are listed.

Subject to the foregoing restrictions, and certain other restrictions set forth in the Plan, our Board of Directors is authorized to provide for the granting of options and the exercise and method of exercise of options granted under the Option Plan. Options granted under the Option Plan are non-assignable. Options are subject to early termination in the event of the death of a participant or in the event a participant ceases to be an officer, director, employee or consultant.

**Our Board of Directors recommends that the shareholders vote in favour of the Option Plan.**

### **SALE OF GOLD AND COPPER-GOLD ASSETS**

#### ***Business Rationale***

The Company has built a strong platform of nickel, gold and copper-gold discoveries and community and government relationships in the Philippines. The Company has a plan to build shareholder value by advancing these projects towards development and production as follows:

- (a) Agata Nickel Project – based on the 42Mt @ 1.01% Ni (430,000t Ni)<sup>1</sup> Measured and Indicated Resource and 35.4Mt @ 1.03% Ni (365,000t Ni)<sup>2</sup> Proven and Probable Reserve: Establish a

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<sup>1</sup> Announced September 16, 2011

<sup>2</sup> Announced November 2, 2011 and revised December 22, 2011 in Technical Report for the Agata Nickel Laterite Project (Pre-Feasibility Study)

strategic funding partnership to accelerate a two-stage development strategy including stage 1 direct shipping ore (DSO) production and stage 2 hydro-metallurgical processing to definitive feasibility study (DFS).

- (b) Pan de Azucar Sulphur(S)-Copper(Cu)-Gold(Au) Project – based on a drill-defined Exploration Target of 8Mt to 12.7Mt @ 35 - 40% S, 0.4 - 0.6% Cu, 0.5 - 0.7 g/t Au, and preliminary metallurgy indicating sulphuric acid for nickel laterite processing and copper-gold leaching potential<sup>3</sup>: Finance a drilling program to convert a proportion of the Exploration Target to resources and complete a development scoping study.
- (c) Batangas Gold Project – based on Archangel, Kay Tanda, a 9.9mt @ 1.1 g/t Au (338,000oz Au) indicated resource and 3.7Mt @ 0.8 g/t Au (97,000oz Au) Inferred resource<sup>4</sup> and at Lobo a 270,000t @ 6.5 g/t Au (56,000oz Au) Indicated resource and 61,000t @ 5.4 g/t Au (10,000oz)<sup>5</sup> Inferred resource: Finance drill delineation of high-grade “feeder” structures below the Kay Tanda resource at Archangel and drill testing of key high-grade shoot extensions at Lobo, including Southwest Breccia, to upgrade the resource base and then complete a development scoping study.
- (d) Various Porphyry Copper-Gold targets including at Batangas and Tapanan San Francisco that are highly prospective: Finance drill testing of key targets.

*Mindoro’s exploration programs are prepared and/or designed and carried out under the supervision of Tony Climie, P.Geo, who is a qualified person as defined by National Instrument 43-101 and is a competent person as defined by the JORC Code, and who has reviewed and verified the pertinent disclosure of exploration related technical information contained in this news release. Mr. Climie is an executive and a director of Mindoro and is a member of the Alberta Professional Engineers, Geologists and Geophysicists Association. Mr. Climie has more than five years of experience which is relevant to the style of mineralization and type of deposit under consideration and to the activity which he has undertaken. Mr. Climie has consented to the release of the pertinent exploration related technical information in the form and context in which it appears.*

*The reader is cautioned that the Pan de Azucar S-Cu-Au deposit is currently an Exploration Target only. Detailed drilling will be required to convert the Exploration Target into NI43-101-compliant resources. There is no guarantee that these resources, if delineated, will be economic or sufficient to support a commercial mining operation. Until a feasibility study is completed, there is no certainty that the Company’s projections will be economically viable.*

There are few junior resource exploration companies with a dual commodity focus on advanced nickel and gold projects. Consistent feedback from market analysts is that it is difficult to gain full value for shareholders as the demand for junior resource exploration companies in the marketplace is largely based on single commodity focused investors. The current market for investment in companies of a speculative nature is extremely difficult in the broader global economic climate, and the competition for equity capital is intense.

The Board has been pursuing a number of strategies to build shareholder value by obtaining sufficient financing to advance the Company's projects. An option is to separate the nickel from the gold-copper projects into different companies so that they each become commodity focused investments.

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<sup>3</sup> Announced February 8, 2012

<sup>4</sup> Announced March 5 2010

<sup>5</sup> Announced January 4, 2005



The transaction being presented for approval involves Red Mountain Mining Ltd (Red Mountain) purchasing the Batangas and Tapan-San Francisco (TSF) gold and copper-gold assets in exchange for shares in Red Mountain as follows:

- i) 100 million non-voting shares at a nominal A\$0.10 per share on completion of the transaction,
- ii) 50 million "Performance Shares" at a nominal A\$0.10 per share that convert into non-voting Shares if, within 12 months of completion of the Sale, both (a) the gold resource across the Assets increasing to 600,000 ounces at a JORC Indicated level and (b) a scoping study is completed on the Assets and confirms that the development of a mine is economically viable on mutually agreed key parameter terms (and the parties will use their respective best endeavours to achieve this outcome). The scoping study must have a minimum of 50% conversion of the 600,000 oz. indicated JORC resource to economic mineable reserves. The Performance Shares are cancelled after 12 months if the above objectives are not achieved.

Red Mountain is an ASX listed company (ASX:RMX) that was incorporated in Australia on May 5, 2006 and later listed on the Australian Securities Exchange on September 1, 2011, having raised A\$8 million to be focused on drill testing Chinese gold exploration assets over which it held option agreements. Red Mountain withdrew from the option agreements as announced April 24, 2012 and has no further liability over those projects. Red Mountain is currently led by Chairman and Acting CEO Neil Warburton who, until recently (March 2012), was the CEO of leading Australian underground mining contractor, Barmenco Limited. Upon completion of the transaction, the Company's President and CEO, Jon Dugdale, will become an Executive Director of Red Mountain and the Company's Vice Chairman, Howard Walker, will become a non-executive Director of Red Mountain. Red Mountain and the Company contemplate that within nine months of completion of the transaction Jon Dugdale will transition to the role of Managing Director of Red Mountain and that Neil Warburton will be retained as Non-Executive Chairman. It is anticipated that the Company will have made the transition to a nickel development company within this nine month period.

The consideration for the gold assets being paid in Red Mountain shares offer the following potential shareholder value opportunities:

- i) Transaction value of A\$10 million to A\$15 million or \$0.04 to \$0.06 per Mindoro share assuming performance shares are converted to non-voting shares by completing the performance objectives above, prior to any further equity raising.
- ii) The transaction matches the gold and copper-gold assets with over \$4.2 million in funding with the majority to be focussed on drilling key gold and copper-gold targets and building the resource base.
- iii) Shareholders of the Company, either through their holding in the Company, or following the in specie distribution of shares in Red Mountain, and assuming performance shares are converted to non-voting shares, are expected to hold up to 65% of Red Mountain's issued capital. This provides high exposure to potential gold and copper-gold exploration upside in a gold focused listed company.
- iv) Red Mountain's board and management have gold mining and project development experience complementary to the Company's core skills in exploration and discovery as well as community relations in the Philippines.

### **Summary of Transaction**

The Company has entered into a non-binding conditional and preliminary Term Sheet with Red Mountain pursuant to which the Company's Philippines gold and copper-gold tenements and projects (the "Assets"), including primarily the Batangas gold project (including the Archangel, Kay Tanda and Lobo resources) and a 75% beneficial interest in the Tapan San Francisco copper-gold property, would be sold

to Red Mountain (collectively the "Transaction"). The Company and Red Mountain are proceeding to negotiate the sale agreement ("Sale Agreement") based upon the terms set out in the Term Sheet.

The structure of the Transaction is as follows:

1. The Company would sell to Red Mountain all of the shares of its wholly-owned subsidiary, MRL Gold (Australia) Pty Ltd ("MRL"), the owner of the Company's Philippines subsidiaries which beneficially own the Assets.
2. Consideration to be paid by Red Mountain for the Assets will be:
  - a. 100,000,000 non-voting shares in the capital of Red Mountain (the "Non-Voting Shares"); and
  - b. 50,000,000 performance shares in the capital of Red Mountain that would convert into Non-Voting Shares if, within 12 months of the closing of the Transaction, both (i) the gold resource across the Assets increases to 600,000 ounces at a JORC Indicated level; and (ii) a scoping study is completed on the Assets and confirms that the development of a mine is economically viable on mutually agreed key parameters (and the parties will use their respective best endeavours to achieve this outcome). The scoping study must have a minimum of 50% conversion of the 600,000 oz. indicated JORC resource to economic mineable reserves. The Performance Shares are cancelled after 12 months if the above objectives are not achieved.

(Collectively, the "Consideration Securities")

3. Subject to regulatory approval, the Non-Voting Shares will carry full economic rights, but will not carry any voting rights until the earlier of such time that the Non-Voting Shares are distributed to the Company's shareholders as an *in specie* dividend (as further discussed below) or the Company holdings, if converted to voting, would represent a voting interest of less than 20% of the voting shares of Red Mountain. Australian regulatory requirements prohibit acquisitions of relevant interests in more than 20% of a company's voting shares without approval by that company's shareholders. As the Consideration Securities do not carry voting rights, Red Mountain shareholder approval is not required for the acquisition by the Company.
4. The Term Sheet contemplates that upon execution of the Sale Agreement, Red Mountain will loan, on usual commercial terms, up to A\$1,000,000 (the "Loan") to MRL to commence drilling of the Archangel gold resource targets. The Loan may only be drawn down against programs and budgets agreed to with Red Mountain. In the event the Transaction does not proceed, the Loan and interest must be repaid by MRL within three months of the date of termination of the Transaction. The Loan will be secured by a charge over MRL's assets and a guarantee from the Company. The Loan will accrue interest at a rate of 5% per annum calculated daily, with interest capitalised until the date of repayment.

The Transaction is subject to a number of conditions precedent, including:

- (a) completion of due diligence to the satisfaction of the Company and Red Mountain;
- (b) approval by the Board of Directors of each of the Company and Red Mountain;
- (c) approval by the shareholders of the Company;
- (d) approval by the shareholders of Red Mountain, including approval of the contemplated Board appointments (set out below);

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- (e) the completion of the restructuring of MRL Gold Phils Inc., whereby the Assets are transferred to another subsidiary of the Company wholly owned by MRL;
  - (f) execution by the Company and Red Mountain of the Sale Agreement and any associated documentation;
  - (g) TSX Venture Exchange and Australian Securities Exchange approvals as required;
  - (h) any other relevant government or regulatory approvals;
  - (i) Red Mountain and the Company agreeing to a minimum working capital amount for Red Mountain at the time of the closing of the Transaction;
  - (j) Red Mountain and the Company agreeing to a minimum working capital amount for MRL at the time of the closing of the Transaction;
  - (k) the Board and executive appointments as per below; and
  - (l) compliance with all regulatory requirements including the requirements of the Australian Securities Exchange and TSX Venture Exchange.

During the period between signing of the Sale Agreement and closing of the Transaction, there will be certain key decisions which cannot be taken by Red Mountain without prior written consent of the Company.

**Red Mountain Board and Executives**

The Term Sheet contemplates that:

1. Red Mountain will appoint Jon Dugdale to the Red Mountain Board on closing of the Transaction, as an executive director with the view to transitioning his role to Managing Director of Red Mountain at a date to be agreed upon, not being more than nine months after closing of the Transaction.
2. The current executive chairman and acting CEO, Neil Warburton, of Red Mountain shall resign as acting CEO, continuing as the non-executive chairman.
3. Red Mountain will appoint Howard Walker to the Red Mountain Board as a non-executive director.
4. Red Mountain will appoint an additional non-executive director, who is agreed upon with the Company.

**Potential in Specie Distribution to Shareholders of the Company**

The Term Sheet contemplates that the Company may elect to distribute the Consideration Securities as an *in specie* distribution (the "Distribution") to the Company's shareholders as a return of capital. In the event that the Board of Directors of the Company elects to proceed with the Distribution, the Term Sheet contemplates that Red Mountain will become a reporting issuer in the jurisdictions in Canada where the Company has resident shareholders through the filing of a prospectus to qualify the Distribution and allow for the resale of Red Mountain shares received by the Company's shareholders. Subject to receiving all regulatory approvals, it is expected that the Company will proceed with the Distribution within 12 months of completing the Transaction or following any escrow period applied by the Australian Securities Exchange.

### ***Tax Implications for Canadian Shareholders***

Set out below is a general outline of the Canadian income tax implications for Canadian resident shareholders of the Company of the proposed distribution of Red Mountain shares contemplated above. The following comments are based on Canadian law and administrative practice as at the date of this circular to shareholders, which may change. Shareholders should be aware that these comments are preliminary and intended as a general guide only, and they should seek their own professional tax advice in relation to the taxation consequences if this is considered material to making a decision on whether or not to approve the proposed arrangements. Further details of taxation aspects will be provided to you at the relevant time in due course if such a distribution occurs:

- this summary assumes that the paid-up capital attributable to the shares of a shareholder of the Company and the adjusted cost base to such shareholder of those shares is at least equal to the fair market value of the Red Mountain shares that the resident Canadian shareholder receives and that the Distribution proceeds are treated as a return of capital;
- such a recipient of Red Mountain shares will be considered to receive a return of share capital of the Company in an amount equal to the fair market value of such Red Mountain shares, and the paid-up capital and adjusted cost base of such recipient's shares of the Company will be reduced by such amount; and
- each such recipient will be deemed to have acquired the Red Mountain shares at an adjusted cost base equal to the amount of the reduction of the Company's share capital, again being the fair market value of such Red Mountain shares.

### ***Tax Implications for Australian Shareholders***

Set out below is a general outline of the Australian income tax implications for Australian resident shareholders of the Company of the proposed distribution of Red Mountain shares contemplated above. The following comments are based on Australian law and administrative practice as at the date of this circular to shareholders, which may change. Shareholders should be aware that these comments are preliminary and intended as a general guide only, and they should seek their own professional tax advice in relation to the taxation consequences if this is considered material to making a decision on whether or not to approve the proposed arrangements. Further details of taxation aspects will be provided to you at the relevant time in due course if such a distribution occurs. Subject to that:

- to the extent that distributions are debited to the share capital account of the Company, Australian shareholders are not likely to be subject to Australian income tax on a distribution of Red Mountain shares if the value of the Red Mountain shares received does not exceed the cost base of the shares in the Company;
- if the value of the Red Mountain shares received exceeds the cost base of the shares in the Company, a capital gain may arise for the Australian shareholders. However the capital gain made may be disregarded if the Australian shareholder makes the choice to obtain demerger rollover relief; and
- each Australian shareholder will be required to recalculate the cost base of their remaining shares in the Company and shares received in Red Mountain. Very broadly, the cost base of all of the shares originally held in the Company must be reasonably allocated to the remaining shares held in the Company and shares received in Red Mountain as a result of the distribution. Shareholders will be taken to have acquired their new Red Mountain shares on the same date they originally acquired shares in the Company.

**Transaction Resolutions**

While shareholder resolutions approving the Transaction are being sought, the Transaction is subject to the negotiation and signing of a Sale Agreement that is acceptable to both the Company and Red Mountain, satisfaction of the above-noted conditions relating to the Transaction including Red Mountain shareholder approval, other usual closing conditions and all other required approvals including necessary regulatory approvals. In order to allow the Transaction to proceed, without the need to call a further shareholders meeting, the following resolutions are being placed before the shareholders at this annual and special meeting of the Company:

**BE IT RESOLVED THAT:**

1. The entering into a sale agreement (the "**Red Mountain Agreement**") with Red Mountain Mining Ltd. ("**Red Mountain**") providing for the sale by the Company of a subsidiary which owns or controls its gold and copper-gold tenements and projects in the Philippines to Red Mountain for shares in Red Mountain (the "**Red Mountain Shares**"), on substantially similar terms and conditions and as further detailed in the term sheet between the Company and Red Mountain signed on May 29, 2012 (the "**Red Mountain Term Sheet**"), is hereby authorized and approved. The Company is also authorized to proceed with the transactions provided for therein and, subject to approval from the Board of the Company, proceed with an *in specie* distribution of the Red Mountain Shares to the shareholders of the Company as a return of capital, provided that the necessary steps are taken by the Company and Red Mountain to allow for the resale through the facilities of the Australian Securities Exchange or otherwise of Red Mountain Shares by such shareholders.
2. Notwithstanding the approval of the foregoing resolution, the directors of the Company are hereby authorized and empowered without further notice to or approval of the holders of the common shares of the Company to: (i) amend the Red Mountain Term Sheet or vary the terms and conditions of the Red Mountain Agreement as they deem appropriate in their sole discretion; or (ii) elect not to proceed with the transactions contemplated in the Red Mountain Term Sheet or the Red Mountain Agreement.
3. Any one officer or director of the Company is hereby authorized and directed for and on behalf of the Company to execute or cause to be executed, under the seal of the Company or otherwise, and to deliver or cause to be delivered, the Red Mountain Agreement and all such other documents and instruments and to perform or cause to be performed all such other acts and things as in such person's opinion may be necessary or desirable to give full effect to the foregoing resolutions and the matters authorized thereby, such determination to be conclusively evidenced by the execution and delivery of such document or instrument or the doing of any such act or thing.

**Our Board of Directors recommends that the shareholders vote in favour of the Transaction.**

**AMENDMENT OF REVISED BY-LAW NO. 2**

The Company seeks shareholder approval to amend its By-Laws to facilitate the potential distribution of shares in Red Mountain as contemplated by the previous resolution.

The proposed amendment is necessary to address an Australian technical requirement. It clarifies that if such distribution of shares occurs, Mindoro shareholders will be taken to have agreed and consented to the distribution and to becoming shareholders of Red Mountain.

**BE IT RESOLVED THAT** an amendment to Revised By-Law No. 2 to add the following provisions as sections 15.1 and 15.2 is hereby approved and shall come into effect as of the date hereof:

**15. DISTRIBUTIONS**

**15.1 In specie distributions**

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The directors may determine that any dividend or other distribution or other monies payable for or in respect of a share, including any distribution as part of a capital reduction, buy-back of shares or otherwise, be paid wholly or partly by the distribution of specific assets, including bonus shares or other securities of the Company or any other corporation, trust or entity.

## **15.2 Shareholder's consent**

Each shareholder agrees and consents to the distribution to it of any assets pursuant to section 15.1, including securities of the Company or of any other corporation, trust or entity and where the distribution is of securities, each shareholder agrees and consents to:

- (a) accept the number of securities that are allotted to it;
- (b) be a member, unit holder and/or security holder of the relevant corporation, trust or entity;
- (c) be bound by the constitution, trust deed and/or constituent documents of the relevant corporation, trust or entity; and
- (d) have the shareholder's name placed in any register kept by or in respect of the relevant corporation, trust, or entity, including any register of members, unit holders, or security holders.

A shareholder may not withdraw its consent under this section.

**Our Board of Directors recommends that the shareholders vote in favour of the amendments to the By-laws.**

### **ADDITIONAL INFORMATION**

Additional information relating to our company is available on SEDAR at [www.sedar.com](http://www.sedar.com) and on our website at [www.mindoro.com](http://www.mindoro.com). Our financial information is provided in our comparative financial statements and our Management Discussion & Analysis ("**MD&A**") for the most recent financial year. Shareholders may access our financial statements and MD&A on our website and SEDAR, or may request copies by contacting us at one of the following addresses:

Attention Rob King  
Mindoro Resources Ltd.  
Level 2, 10-16 Queen Street  
Melbourne 3000  
Australia

Canada: +1 877 413 8187  
Australia: +61 3 9614 5055  
Fax: +61 3 9614 4682  
Email: [rking@mindoro.com.au](mailto:rking@mindoro.com.au)

In order for you to receive timely delivery of the documents in advance of the Meeting, we should receive your request no later than **June 12, 2012**. We have not authorized anyone to give any information or make any representation that is different from, or in addition to, that contained in this Information Circular. Therefore, if anyone does give you information of this sort, you should not rely on it. If you are in a jurisdiction where offers to exchange or sell, or solicitations of offers to exchange or purchase, the securities offered by this Information Circular or the solicitation of proxies is unlawful, or if you are a person to whom it is unlawful to direct these types of activities, then the offer presented in this Information Circular does not extend to you. The information contained in this Information Circular is accurate only as

of the date of this Information Circular unless the information specifically indicates that another date applies.

The contents of this Information Circular have been approved, and the delivery of it to each Shareholder of our company entitled thereto and to the appropriate regulatory agencies, has been authorized by our Board of Directors.

DATED at Melbourne, Victoria Australia this 30<sup>th</sup> day of May, 2012

By Order of the Board of Directors of  
**MINDORO RESOURCES LTD.**

*"Jon Dugdale"*

**Jon Dugdale**

*President and Chief Executive Officer*

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MINDORO RESOURCES LTD.

STATEMENT OF CORPORATE GOVERNANCE PRACTICES

We are required to report annually to our shareholders on our corporate governance practices and policies with reference to National Policy 58-201 - *Corporate Governance Guidelines* (the "**Policy**"), and National Instrument 58-101 - *Disclosure of Corporate Governance Practices*, as adopted by the Canadian Securities Administrators, and effective June 30, 2005.

**Mandate and Responsibility of the Board**

Our Board of Directors (the "**Board**") is responsible for supervising management in carrying on the business and affairs of our company. Directors are required to act and exercise their powers with reasonable prudence in our best interests. The Board agrees with and confirms its responsibility for overseeing management's performance in the following particular areas: our strategic planning process; identification and management of the principal risks associated with our business; planning for succession of management; our policies regarding communications with our shareholders and others; and the integrity of our internal controls and management information systems. The Board's responsibilities are set out in the Company's Board Charter which is available on the Company's website.

In carrying out its mandate, the Board relies primarily on management to provide it with regular detailed reports on our operations and our financial position. The Board reviews and assesses these reports and other information provided to it at meetings of the full Board and of its committees. Our CEO is a member of the Board, giving the Board direct access to information on all areas of responsibility. Other management personnel regularly attend Board meetings to provide information and answer questions. Directors also consult from time to time with management and visit our operations. The reports and information provided to the Board include details concerning the monitoring and effective management of the risks associated with our operations, such as compliance with safety standards and legal requirements, environmental issues and our financial position and liquidity.

The Board may seek independent professional advice at the Company's expense and for individual Directors wishing to seek independent professional advice; they may do so with the express written authorisation of the Chairman.

**Composition of the Board**

The Board consists of eight Directors, of which five directors are "*independent*" in the context of the Policy. Jon Dugdale is not independent, because he is our President and Chief Executive Officer and James Climie is not independent because he is our Chief Operating Officer. Our Chairman, A. Robson Garden, is considered independent because he does not receive compensation for his position. Our Vice Chairman, Howard Walker, is no longer considered independent as he was appointed a part-time executive of the Company during the year.

The Policy suggests that the Board of a public company should be constituted with a majority of individuals who qualify as "independent" directors. An "independent" director is a director who is independent of management and is free from any interest and any business or other relationship that 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 shareholding. In addition, where a company has a significant shareholder, the Policy suggests that a Board should include a number of directors who do not have interests in either the company or the significant shareholder. Of the current Board, five members are independent and three members are not independent and hence, a majority of our Board is considered independent.



The Board will, from time to time, establish independence standards that (i) comply with applicable legal and stock exchange requirements and (ii) are designed to ensure that the director does not have, directly or indirectly, a financial, legal or other relationship with the Company that would reasonably interfere with the exercise of independent judgment in carrying out the responsibilities of the director.

The following directors are directors of other companies:

<b>Director</b>	<b>Other companies</b>
<b>Jon Dugdale</b>	N/A
<b>A. Robson Garden</b>	Golden Band Resources Inc.
<b>Howard Walker</b>	Altitude Investment Company Pty Ltd
<b>James. A. Climie</b>	N/A
<b>Oscar S. Reyes</b>	Link Edge, Inc. Manila Electric Co. Sun Life Financial Plans, Inc. Sun Life Prosperity Advantage Funds, Inc. Sun Life Prosperity Abundance Funds, Inc. Philippine Long Distance Telephone Company Smart Communications Inc. Bank of the Philippine Islands Manila Water Co. Pepsi Cola Product Phils., Inc. Ayala Land Inc.
<b>Doug Frondall</b>	Prime West Mortgage Investment Corporation. SaskWorks Venture Fund
<b>John Tosney</b>	Golden Band Resources Inc.
<b>Christopher J G de Guingand</b>	Mineral Commerce Services Pty Ltd

The independent directors do not hold separate meetings at which members of management are absent. However, during the course of a directors' meeting, if a matter is more effectively dealt with without the presence of members of management, the independent directors may ask members of management to leave the meeting, and the independent directors then meet *in camera*.

The Chairman and Vice Chairman assist the Board to function independently of management.

The Board considers its size to be appropriate and effective for the carrying out of its responsibilities.

#### **MEETINGS ATTENDED OUT OF MEETINGS HELD IN FISCAL 2011**

The Board meets for a formal board meeting on an as needed basis to review and discuss our business activities to consider and, if thought fit, to approve matters presented to the Board for approval, and to provide guidance to management. In addition, management informally provides updates to the Board at least once per quarter between formal meetings. In general, management consults with the Board when deemed appropriate to keep it informed regarding the Company's affairs. The Board meets for regular meetings and conducts business by resolution.

Director	Board	Audit Committee	Compensation Committee	Disclosure Committee	Risk & Sustainability Committee
Number of meetings held	6	4	-	-	-
<b>Director attendance at meetings:</b>					
Jon Dugdale <sup>(1)</sup>	6	N/A	N/A	-	-
A. Robson Garden	6	4	-	-	N/A
Howard Walker <sup>(2)</sup>	6	N/A	-	-	N/A
James A. Climie	6	N/A	N/A	N/A	-
Oscar S. Reyes	3	N/A	N/A	N/A	- N/A
Doug Frondall	6	4	-	N/A	N/A
John Tosney	5	4	-	N/A	-
Christopher J G de Guingand <sup>(3)</sup>	6	N/A	-	-	N/A

(1) All Directors were eligible to attend all six Board meetings during the year. A number of Circular Resolutions were also passed by Directors during the year.

## **DESCRIPTION OF BOARD COMMITTEES**

The Board has four committees being the Audit Committee, Compensation Committee, Disclosure Committee, and the Risk and Sustainability Committee (previously known as the Occupational Health, Safety and Social Compliance Committee). Consistent with the Policy, the Audit Committee and the Compensation Committee are comprised entirely of independent directors.

### ***Audit Committee***

The Board has an Audit Committee and its Charter is available on the Company's website and is set forth in Schedule "B" attached to this Information Circular. The Audit Committee is chaired by an independent Chair who is not the Chairman of the Board and it has at least three members. The members of the Audit Committee are currently Doug Frondall (Chair), Rob Garden and John Tosney.

### ***Compensation Committee***

The Compensation Committee was appointed by the Board to discharge the Board's responsibilities relating to compensation to our executive. The Compensation Committee has overall responsibility for approving and evaluating the management, compensation plans, policies and programs of our company.

The Compensation Committee consists of no fewer than three members, each of whom is a director, with a majority of independent directors and the Chair is an independent Director. Each member of the Compensation Committee meets the standards relating to independence set out in the Policy and all other applicable regulatory authorities. The Compensation Committee reports to the Board. A majority of the members of the Compensation Committee constitute a quorum. The members of the Compensation Committee are appointed and replaced by the Board. Currently the Compensation Committee comprises Rob Garden, Chris de Guingand, Doug Frondall, and Howard Walker.

The Compensation Committee is required to:

- (a) annually review and approve corporate goals and objectives relevant to compensation;
- (b) evaluate management's performance in light of those goals and objectives; and
- (c) determine management's compensation levels based on this evaluation. In determining the long-term incentive component of management compensation, the Compensation Committee will consider the Company's performance and relative shareholder return, the value of similar incentive awards to management at comparable companies, the awards given to management in past years, and other factors it deems appropriate.

During the year, the Compensation Committee did not meet as a separate Committee of the Board as its functions were considered by the Board as a whole thus making separate meetings unnecessary.

Decisions made by the Board concerning compensation included:

- a temporary suspension of Director remunerations with payment for attendance at Board meetings being withheld and to be paid contingent on the Company's performance and the economic environment improve.
- A Performance evaluation of senior executives in accordance with the process disclosed; and
- No bonuses or salary increases being paid to executives in the light of the Company's performance in the current economic environment.

#### ***Disclosure Committee***

The Company has a Disclosure Policy Committee responsible for all regulatory disclosure requirements and for overseeing the Company's disclosure practices as set forth in the Disclosure Policy, which is available on the Company's website and attached as Schedule "C" to this Information Circular. The Disclosure Policy is designed to ensure accountability at a senior level for compliance and factual presentation of the Company's financial position.

The Disclosure Policy Committee currently consists of the President & Chief Executive Officer, Jon Dugdale, the Chairman, Rob Garden, the Vice Chairman, Howard Walker, and Chris de Guingand. The Committee draws on the expertise of directors, officers and key employees to review technical and commercial disclosures where appropriate.

It is essential that the Committee is kept fully apprised of all pending material Company developments in order to evaluate and discuss those events to determine the appropriateness and timing for public release of information. If it is deemed that material information should remain confidential, the Committee determines how that inside information will be controlled.

The Committee identifies appropriate industry and company benchmarks for a preliminary assessment of materiality. Guided by these benchmarks the Committee uses experience and judgment to determine the timing for public release of material information. The Committee is responsible for ensuring appropriate systems, processes and controls for disclosure and reviews all news releases and core disclosure documents prior to their release or filing, including the Company's MD&A.

The Committee meets quarterly or as conditions dictate. During the year, the Committee did not meet formally but, rather, followed the process set out in the Disclosure Policy in relation to the consideration of the timing, and review of the content, of all material information, new releases and core disclosure documents prior to release or filing.

The Company Secretary has been nominated as the person responsible for communications with the ASX. This role includes responsibility for ensuring compliance with the continuous disclosure requirements in the ASX Listing Rules and overseeing and co-ordinating information disclosure to the ASX, analysts, brokers, shareholders, the media and the public.

#### ***Risk and Sustainability Committee (formerly Occupational Health, Safety and Social Compliance Committee)***

The Risk and Sustainability Committee works with management in developing management's procedures for monitoring the Company's health, safety and social compliance practises in the Philippines and is in the process of developing a charter. At its June 2011 Board meeting, the Board changed the name of the Committee to the Risk and Sustainability Committee and confirmed its members as John Tosney, Jon Dugdale, and Tony Climie. The Company has conducted a risk assessment and developed a risk register. During the year the Risk and Sustainability Committee has not met as a separate committee as the functions of the Committee have been assumed by the Board at its Board meetings.

Analysis of the Company's risks is available in the Company's Audited Financial Statements and MD&A for the year ended December 31, 2011.

### **Code of Conduct**

The Board is responsible for ensuring that all employees are aware of the Code of Conduct and that any individual who does not adhere to these ideals is dealt with appropriately by executive management. Appropriate action may be counselling, disciplinary action or termination of employment.

The Board is responsible for setting the tone of legal, ethical and moral conduct to ensure that the Company is considered reputable by the industry and other outside entities. This involves considering the impact of the Company's decisions on the industry, colleagues and the general community.

All Directors and employees are all responsible for maintaining the Code of Conduct and have a responsibility to report breaches of the code to executive management or an appropriate Board member. Employees may also avail themselves of the reporting provisions under the Company's "Whistle Blower" Policy in which they are assured of confidence or have the option to communicate anonymously.

The Company's Code of Conduct requires that Directors and employees:

- act with honesty, integrity and in good faith
- respect the law and act accordingly
- respect confidentiality and not misuse information
- value and maintain professionalism
- avoid conflicts of interest
- strive to be good corporate citizens
- have respect for each other

### **Act with Honesty, Integrity and in Good Faith**

Directors and employees must act honestly and with integrity in dealings on behalf of the Company and always act in good faith and in the best interests of the Company. The Company cares about results and equally how these results were obtained. Directors and employees act responsibly with due care and diligence without misrepresenting or omitting material facts or allowing independent judgement to be compromised.

All employees are under an obligation to use the Company's fund, offices, vehicle, data, records, communications, computing facilities, and any other Company property only for the sole pursuit of the Company's business and not for any private or improper purpose unless specifically authorised to do so, in each instance, by a member of executive management.

### **Respect for the Law and Act Accordingly**

Respect for the law means that directors and employees accept and comply with the spirit, as well as the letter, of the laws and regulations and business practices wherever the Company operates and without compromising the Company's principles or code of conduct.

Directors and employees must notify a supervisor, manager or board member (as appropriate) on becoming aware of any breach of a law or regulation or instances of unethical behaviour.

The Company seeks to maintain an approach that preserves the integrity of any laws or regulations under which it operates.

### **Respect Confidentiality and Not Misuse Information**

Directors and employees must respect the confidentiality of information acquired in the course of the performance of his or her responsibilities except when authorized or otherwise legally obligated to

disclose. In addition, confidential information acquired in the course of the performance of his or her responsibilities must not be used for personal advantage or to compete directly or indirectly with the Company.

Where appropriate, confidential technical or financial information may be disclosed such as where a confidentiality agreement has been signed by the receiving party.

Personal information relating to individuals is not to be provided to other employees unless it is required to perform their job. Information regarding employees is not to be released to outside parties without the consent of the relevant employees or unless required by law.

### ***Value and Maintain Professionalism***

Professionalism is conduct, which fosters and preserves our reputation as individuals and the reputation of the Company. Directors and employees are obliged to conduct themselves ethically and to achieve the highest quality in their work.

In order to achieve this, all employees of the Company have a duty to use due care and diligence in fulfilling the functions of their individual position and level of responsibility. Employees must use the powers of office for a proper purpose in the best interests of the company as a whole and must not take improper advantage of their position. Directors and employees have an obligation to be independent in judgment and actions and to take all reasonable steps to be satisfied as to the soundness of all decisions taken.

No director or employee will engage in conduct likely to bring discredit upon the Company.

All Directors and employees shall be committed to equal opportunity in employment and will not tolerate harassment or unlawful discrimination.

Directors and employees are all considered part of a team and all team members are required to strive for a safe and efficient workplace.

### ***Avoid Conflicts of Interest***

Directors and employees shall not place themselves in situations where private interests could conflict directly or indirectly with their obligations to the Company. It is the responsibility of all employees to disclose any personal interest they may have in a project, company or other matter where the employee is involved in the assessment, negotiations or other activity relating to that matter.

### ***Strive To Be Good Corporate Citizens***

A good corporate citizen strives to act responsibly on matters such as sustainable development, health, safety, environmental and community responsibilities. These matters are integral to the way the Company conducts its business.

### ***Have Respect for Each Other and Promote Diversity***

Directors and employees should embrace diversity, enriched by openness, sharing, mutual trust, teamwork and involvement. The Company recognises that diversity is an economic driver of competitiveness for companies and it strives to promote an environment and culture conducive to the appointment of well qualified persons so that there is appropriate diversity to maximise the achievement of corporate goals.

### ***Board Approvals and Review***

No formal description has yet been established of the types of decisions by us that will require prior Board approval. This is considered appropriate given the Company's size, nature of its operations and activities. To date, all substantive decisions involving acquisitions, major financings, major asset sales, budgets and

major business initiatives have been referred to the Board. As and when our activities evolve beyond the early stages of exploration and development for mineral interests, review and approval criteria will be further considered and specific dollar capital amounts established.

### ***Board Independent of Management***

It is the responsibility of the Chairman to ensure that the Board operates independently of management. The Board reviews, at least annually, the existence of any relationships between each director and our company to ensure that the majority of directors are independent of the Company. The Chairman has the discretion to meet with independent directors as and when the circumstances warrant.

### ***Position Descriptions***

The Board has not developed written position descriptions for the Chairman, the Chairmen of Board Committees, or the Chief Executive Officer. The Board is of the view that given our size, the relatively frequent discussions between Board members and the CEO, and the experience of the individual members of the Board, the responsibilities of such individuals are known and understood without it having been necessary to reduce position descriptions to writing. The Board delineates the role and responsibilities of these individuals through reference to industry norms and past practice. The Board will evaluate this position from time to time and, if written position descriptions appear to be justified, they will be prepared.

### ***Orientation and Continuing Education***

At present, the Board does not have a formal policy relating to the orientation of new directors and continuing education for directors. Prior to joining the Board, potential board members are encouraged to meet with management and inform themselves regarding management and our affairs. After joining the Board, management and the Board Chair provide orientation both at the outset and on an ongoing basis. The Board, with the assistance of legal counsel, keeps itself apprised of changes in the duties and responsibilities of directors and deals with material changes of those duties and responsibilities as and when the circumstances warrant. The Board will evaluate these positions and if changes appear to be justified, formal policies will be developed and followed.

### ***Nomination of Directors***

The Board has neither a formal policy for identifying new candidates for Board nomination nor a permanent nominating committee. If and when the Board determines that its size should be increased or if a director needs to be replaced, a nomination committee comprised entirely of independent directors will be formed. The terms of reference of such a committee will be determined when it is created but are expected to include the determination of the independence of the candidate, his or her experience in the exploration or mining business and compatibility with the other directors.

### ***Board Assessments***

The Company has implemented an annual assessment of Board and Committee effectiveness and contribution of individual directors. Directors complete and submit a confidential questionnaire to the Chairman who reviews each director's performance and the board performance as a whole. Frequency of attendance at Board and committee meetings and the quality of participation in such meetings are two of the criteria by which the performance of a director is assessed.

### ***Additional Information Required Under Australian Securities Exchange ("ASX") Listing Rules***

Pursuant to the Company listing securities on the ASX on December 7, 2010, the Company is required to disclose the extent to which it has followed the recommendations set by the ASX Corporate Governance Council during the period. The Company confirms that it has followed the recommendations with the exception of the point noted below and has incorporated relevant disclosures into this Statement of Corporate Governance Practices.

In addition, the Company also provides the following information on the recommendations on diversity:

- 3.2 *Companies should establish a policy concerning diversity and disclose the policy or a summary of that policy. The policy should include measurable objectives for achieving gender diversity and;*  
3.3 *Companies should disclose in each annual report the measurable objectives for achieving gender diversity set by the board in accordance with the diversity policy.*

The Company's Code of Conduct sets out its policy concerning diversity as disclosed above. The Company recognises that diversity is an economic driver of competitiveness for companies and it strives to promote an environment and culture conducive to the appointment of well qualified persons so that there is appropriate diversity to maximise the achievement of corporate goals. Currently the Company has 4.5 equivalent full time employees in the corporate office, including one full time female. During the year, one full time female NEO resigned from the Company. In the Philippines, 33% of the Company's employees are women, including 8 in key management positions. There are no female directors nor does the Company have any female senior executives.

The Board is responsible for developing measurable objectives and strategies to meet the objectives of the Diversity Policy ("Measurable Objectives") and monitoring the progress of the Measurable Objectives through monitoring, evaluation and reporting mechanisms listed below. The Board may also set Measurable Objectives for achieving gender diversity and monitor their achievement.

The Board will conduct all Board appointment processes in a manner that promotes gender diversity including establishing a structured approach for identifying a pool of candidates, using external experts where necessary.

Due to the size of the Company, its activities, and its small number of employees, the Company has not yet set Measurable Objectives for achieving gender diversity. The Company will consider establishing measurable objectives as it develops.

Exception to the ASX Corporate Governance Council recommendations and responses are:

- 2.4 *The Board should establish a nomination committee.*

The Board has not adopted a charter relevant to the specific functions of a nomination committee. Given the size of the Company and the Board and the straightforward structure of the Company, the Directors consider that any efficiencies achieved by the establishment of a nomination committee would be minimal, thereby not making its establishment cost effective. Mindoro has Board processes in place, which raise the issues that would otherwise be considered by a nomination committee.

- 6.1 *Companies should design a communications policy for promoting effective communication with shareholders and encouraging their participation at general meetings and disclose their policy or a summary of that policy.*

The Company held both a Special and an Annual Meeting last year to which all shareholders were invited. At this stage, the Company has held a Special Meeting earlier this year and its Annual and Special Meeting is scheduled to be held on June 27, 2012.

Also, last year the Company held shareholder briefings in Munich, Germany, and in Calgary and Edmonton in Canada. The Board does not yet have a written communications policy setting out the ASX requirement above and it plans to do so in the near future.

Schedule "B"

MINDORO RESOURCES LTD.

**AUDIT COMMITTEE CHARTER**

***Purpose***

The Committee serves as the representative of the Board for the general oversight of the Company's affairs relating to:

- (a) the internal controls and management information systems of the Company; the quality and integrity of the Company's financial statements; the Company's compliance with legal and regulatory requirements; the auditor's qualifications and independence; and the performance of the Company's internal audit function and auditors;
- (b) through its activities, the Committee facilitates open communication among directors, auditors and management by meeting in private sessions regularly with these parties; and
- (c) the Committee also provides oversight regarding significant financial matters, including borrowing, currency exposure, dividends, share issuance and repurchases, and the financial aspects of the Company's benefit plans.

***Committee Membership***

The Audit Committee of the Board of Directors shall consist of at least three directors. Each member of the Audit Committee shall meet the standards stipulated in Multilateral Instrument 52-110 - *Audit Committees*, adopted by the Canadian Securities Administrators and all other applicable regulatory authorities. The Audit Committee shall report to the Board. A majority of the members of the Committee shall constitute a quorum. The members of the Audit Committee shall be appointed and replaced by the Board.

***Meetings and Procedures***

The Audit Committee shall convene at least four times a year during which it shall endeavour to determine that auditing procedures and controls are adequate to safeguard Company assets and assess compliance with Company policies and legal requirements.

***Responsibilities***

The Audit Committee shall:

- (a) have the sole authority to oversee and evaluate the auditor and, to recommend to the Board, the selection, compensation, and, where appropriate, replacement of the auditor;
- (b) annually review the management arrangements for the Company; annually review and approve the proposed scope of each fiscal year's internal and external audit at the beginning of each new fiscal year;
- (c) review and approve any audit and non-audit services and fees to be provided by the Company's auditor;
- (d) at, or shortly after the end of each fiscal year, review with the auditor and management, the audited financial statements and related opinion and costs of the audit of that year;
- (e) review funding and investment policies, implementation of funding policies and investment performance of the Company's benefit plans;

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- (f) provide any recommendations, certifications and reports that may be required by the TSX Venture Exchange or, any other stock exchange where Mindoro may be listed or, other applicable regulatory authorities;
  - (g) review and discuss the annual audited financial statements and quarterly financial statements with management and the auditor; and
  - (h) have the authority to engage independent counsel and other advisers as it determines necessary to carry out its duties.

The Company shall provide for appropriate funding, as determined by the Audit Committee, in its capacity as a Committee of the Board, for payment of compensation to any advisers employed by the Audit Committee and to the auditor employed by the Company for the purpose of rendering or issuing an audit report; discuss with management and the auditor the Company's policies with respect to risk assessment and risk management; meet separately, periodically, with management and the auditor; in consultation with the auditor and management, review the integrity of the Company's financial reporting process; review periodically the effect of regulatory and accounting initiatives, as well as off-balance sheet structures, on the financial statements of the Company; review with the auditor:

- (a) any audit problems or other difficulties encountered by the auditor in the course of the audit process, including any restrictions on the scope of the auditor's activities or on access to requested information, and any significant disagreements with management, and
- (b) Management's responses to such matters; review and discuss with the auditor the responsibility, budget and staffing of the Company's internal audit function; report regularly to the Board. Such report to the Board may take the form of an oral report by the Chairman or any other member of the Audit Committee designated by the Audit Committee to make such report; and perform a review and evaluation, at least annually, of the performance of the Audit Committee.

In addition, the Audit Committee shall review and reassess, at least annually, the adequacy of this Charter and recommend to the Board any improvements to this Charter that the Audit Committee considers necessary or valuable. The Audit Committee shall conduct such evaluations and reviews in such manner as it deems appropriate.

**CORPORATE DISCLOSURE POLICY**

***Objective and Scope***

The objective of this disclosure policy is to ensure that communications with the investing public about the Company are:

- Timely, factual and accurate; and
- Broadly disseminated in accordance with all applicable legal and regulatory requirements.

This disclosure policy confirms in writing our existing disclosure policies and practices. Its goal is to raise awareness of the Company's approach to disclosure among the board of directors, senior management and employees.

This disclosure policy extends to all employees of the Company, its board of directors, those authorized to speak on its behalf and all other insiders. It covers disclosures in documents filed with the securities regulators, financial and non-financial disclosure, including management's discussion and analysis (MD&A) and written statements made in the Company's annual and quarterly reports, news releases, letters to shareholders, presentations by senior management and information contained on the Company's Web site and other electronic communications. It extends to oral statements made in meetings and telephone conversations with analysts and investors, interviews with the media as well as speeches, press conferences and conference calls.

***Disclosure Policy Committee***

The board of directors has established a disclosure policy committee responsible for all regulatory disclosure requirements and for overseeing the Company's disclosure practices. The Committee currently consists of the President & Chief Executive Officer, the Chairman, the Vice Chairman, and one independent director. The Committee will draw on the expertise of directors, officers, and key employees to review technical and commercial disclosures where appropriate.

It is essential that the Committee be kept fully apprised of all pending material Company developments in order to evaluate and discuss those events to determine the appropriateness and timing for public release of information. If it is deemed that material information should remain confidential, the Committee will determine how that inside information will be controlled.

The Committee will identify appropriate industry and company benchmarks for a preliminary assessment of materiality. Guided by these benchmarks the Committee will use experience and judgment to determine the timing for public release of material information. The Committee is responsible for ensuring appropriate systems, processes, and controls for disclosure and will review all news releases and core disclosure documents prior to their release or filing, including the Company's MD&A. The Committee will meet quarterly or as conditions dictate.

The Committee will review and update, if necessary, this disclosure policy annually or as needed to ensure compliance with changing regulatory requirements. The Committee will report to the board of directors annually. The Committee is also responsible for ensuring that Company spokespersons receive adequate training.

***Principles of Disclosure of Material Information***

Material information is any information relating to the business and affairs of the Company that results in, or would reasonably be expected to result in a significant change in the market price or value of the

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Company's securities or that would reasonably be expected to have a significant influence on a reasonable investor's investment decisions. In complying with the requirement to immediately disclose all material information under applicable laws and stock exchange rules, the Company will adhere to the following basic disclosure principles:

- Material information will be publicly disclosed immediately via news release.
- In certain circumstances, the Committee may determine that such disclosure would be unduly detrimental to the Company (for example, if release of the information would prejudice negotiations in a corporate transaction), in which case the information will be kept confidential until the Committee determines it is appropriate to publicly disclose. In these circumstances, the Committee will cause a confidential material change report to be filed with the applicable securities regulators, and will periodically (at least every 10 days) review its decision to keep the information confidential (see "Rumours").
- Disclosure must include any information the omission of which would make the rest of the disclosure misleading (half-truths are misleading).
- Unfavourable material information must be disclosed as promptly and completely as favourable information.
- There must be no selective disclosure. Previously undisclosed material information must not be disclosed to selected individuals (for example, in an investor meeting or during a telephone conversation with an analyst). If previously undisclosed material information is inadvertently disclosed, this information must be broadly disclosed immediately via news release.
- Disclosure should be consistent among all audiences, including the investment community, the media, customers and employees.
- Disclosure on the Company's Web site alone does not constitute adequate disclosure of material information.
- Disclosure must be corrected immediately if the Company subsequently learns that earlier disclosure contained a material error at the time it was given.

#### **Trading Restrictions and Blackout Periods**

Refer to Mindoro's "Securities Trading Policy" (*attached as Schedule "D" to this information circular*) for details of trading restrictions and blackout periods.

#### **Maintaining Confidentiality**

Any employee privy to confidential information is prohibited from communicating such information to anyone else, unless it is necessary to do so in the course of business. Efforts will be made to limit access to confidential information to only those who need to know the information and those persons will be advised that the information is to be kept confidential.

Outside parties privy to undisclosed material information concerning the Company will be told that they must not divulge this information to anyone else, other than in the necessary course of business and that they may not trade in the Company's securities until the information is publicly disclosed. Such outside parties will confirm their commitment to non-disclosure in the form of a written confidentiality agreement.

To prevent the misuse or inadvertent disclosure of material information, the following procedures should be observed at all times:

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- Documents and files containing confidential information should be kept in a safe place, with access restricted to individuals who “need to know” that information in the necessary course of business. Code names should be used if necessary.
  - Confidential matters should not be discussed in places where the discussion may be overheard, such as elevators, hallways, restaurants, airplanes or taxis.
  - Confidential documents should not be read or displayed in public places and should not be discarded where others can retrieve them.
  - Employees must ensure they maintain the confidentiality of information in their possession outside of the office as well as inside the office.
  - Transmission of documents by electronic means, such as by fax, e-mail or directly from one computer to another, should be made only where it is reasonable to believe that the transmission can be made and received under secure conditions.
  - Unnecessary copying of confidential documents should be avoided and documents containing confidential information should be promptly removed from conference rooms and work areas after meetings have concluded. Extra copies of confidential documents should be shredded or otherwise destroyed.
  - Access to confidential electronic data should be restricted through the use of passwords

### ***Designated Spokespersons***

The Company designates a limited number of spokespersons with authority for communication with the investment community, regulators and the media. The President & CEO and the Board Chairman shall be the official spokespersons for the Company. Individuals holding these offices may, from time to time, designate others within the Company with authority to speak on behalf of the Company as back-ups or to respond to specific inquiries.

Employees who are not authorized spokespersons must not respond under any circumstances to inquiries from the investment community, the media or others, unless specifically asked to do so by an authorized spokesperson. All such inquiries are to be referred to one of the Company’s official spokespersons.

### ***News Releases***

Once the Committee determines that a development is material, it will authorize the issuance of a news release unless the Committee determines that such developments must remain confidential for the time being. If developments are to remain confidential, appropriate confidential filings must be made and control of the inside information must be instituted. Should a material statement inadvertently be made in a selective forum, the Company will immediately issue a news release to fully disclose that information.

News releases containing earnings guidance and financial results will be reviewed by the audit committee or board prior to issuance. Financial results will be publicly released immediately following audit committee or board approval of the MD&A, financial statements and notes.

If the stock exchange upon which shares of the Company are listed is open for trading at the time of a proposed announcement, prior notice of a news release announcing material information must be provided to its market surveillance division to enable a trading halt, if deemed necessary by the stock exchange. If a news release announcing material information is issued outside of trading hours, the exchange must be notified promptly and in any event before the market reopens.

News releases will be disseminated through an approved news wire service that provides simultaneous national distribution. Full-text news releases will be transmitted to all stock exchange members, relevant regulatory bodies, major business wires, national financial media, and the local media in areas where the Company has its headquarters and operations.

News releases will be posted on the Company's Web site immediately after confirmation of dissemination over the news wire. The Web site will include a notice that advises the reader that the information posted was accurate at the time of posting, but may be superseded by subsequent disclosures.

### **Conference Calls**

Conference calls will be accessible simultaneously to all interested parties, some as participants by telephone and others in a listen-only mode by telephone or via a webcast over the Internet. The call will be preceded by a news release containing all relevant material information. At the beginning of the call, a Company spokesperson will provide appropriate cautionary language regarding any forward-looking information and direct participants to publicly available documents containing the assumptions, sensitivities and a full discussion of the risks and uncertainties applicable to the news.

The Company will provide advance notice of the conference call and webcast by issuing a news release announcing the date, time and topic and providing information on how interested parties may access the call and webcast. These details will be provided on the Company's Web site. In addition, the Company may send invitations to analysts, institutional investors, the media and others. Any non-material supplemental information provided to participants will also be posted to the Web site for others to view.

A tape replay of the conference call will be made available for a minimum of seven days and an archived audio webcast and/or text transcript will be made available on the Company's Web site for a minimum of 90 days.

The Committee will hold a debriefing meeting immediately after the conference call and if it determines that selective disclosure of previously undisclosed material information has occurred, the Company will immediately disclose the information broadly via news release.

### **Rumours**

The Company does not comment, affirmatively or negatively, on rumours. This also applies to rumours on the Internet. The Company's spokespersons will respond consistently to any rumours, saying, "It is our policy not to comment on market rumours or speculation."

Should the stock exchange request that the Company make a definitive statement in response to a market rumour that is causing significant volatility in the stock, the Committee will consider the matter and decide whether to make a policy exception. If the rumour is true in whole or in part, this may be evidence of a leak, and the Company will immediately issue a news release disclosing the relevant material information.

### **Contacts with Analysts, Investors and the Media**

Disclosure in individual or group meetings does not constitute adequate disclosure of information that is considered material non-public information. If the Company intends to announce material information at an analyst or shareholder meeting or a press conference or conference call, the announcement must be preceded by a news release.

The Company recognizes that meetings with analysts and significant investors are an important element of its investor relations program. The Company will meet with analysts and investors individually or in small groups as needed and will initiate contacts or respond to analyst and investor calls in a timely, consistent and accurate fashion in accordance with this disclosure policy. All analysts will receive fair treatment regardless of whether they are recommending buying or selling the Company's securities.

The Company will provide only non-material information through individual and group meetings, in addition to publicly disclosed information, recognizing that an analyst or investor may construct this information into a mosaic that could result in material information. The Company cannot alter the materiality of information by breaking down the information into smaller, non-material components.

The Company will provide the same sort of detailed, non-material information to individual investors or reporters that it has provided to analysts and institutional investors and may post this information on its Web site.

Where practicable more than one Company representative will be present at all individual and group meetings. A debriefing will be held after these meetings and if it is determined that selective disclosure of previously undisclosed material information has occurred, the Company will immediately disclose the information broadly via news release.

Also refer to Mindoro's Securities Trading Policy for additional information on dealing with analysts, investors and the media.

#### ***Reviewing Analyst Reports and Financial Models***

Upon request, the Company may review analysts' draft research reports or financial models for factual accuracy based on publicly disclosed information. The Company will not confirm, or attempt to influence, an analyst's opinions or conclusions and will not express comfort with the analyst's financial model and earnings estimates.

To avoid appearing to endorse an analyst's report or model, the Company will provide its comments orally or will attach a disclaimer to written comments to indicate the report was reviewed only for factual accuracy.

#### ***Limits on Distributing Analyst Reports***

Analyst reports are proprietary products of the analyst's firm. Distributing or referring to analyst reports, or providing links to them, may be viewed as an endorsement by the Company of the reports. For these reasons, the Company will not provide analyst reports through any means to persons outside of the Company or generally to employees of the Company, including posting such reports on its Web site. Notwithstanding the foregoing, the Company will distribute analyst reports to its directors and senior officers to monitor the communications of the Company and to assist them in understanding how the marketplace values the company and how corporate developments affect the analysis. Analyst reports may also be provided to the Company's financial and professional advisors in the necessary course of business. The Company may post on its Web site a complete listing, regardless of the recommendation, of all the investment firms and analysts who provide research coverage on the Company. If provided, this list will include links to the analysts' or any other third party Web sites or publications.

#### ***Forward-Looking Information***

A consistent approach to disclosure is important. If the Company elects to disclose forward-looking information in continuous disclosure documents, speeches, conference calls, etc., the following guidelines will be observed:

- All material forward-looking information will be broadly disseminated via news release;
- The information will be clearly identified as forward looking;
- The Company will identify the material assumptions used in the preparation of the forward-looking information;

- For personal use only
- The information will be accompanied by a statement that identifies, in specific terms, the risks and uncertainties that may cause the actual results to differ materially from those projected in the statement;
  - The information may be accompanied by supplementary information such as a range of reasonably possible outcomes or a sensitivity analysis to indicate the extent to which different business conditions may affect the actual outcome;
  - The information will be accompanied by a statement that the information is stated as of the current date and subject to change after that date, and the Company disclaims any intention to update or revise this statement of forward-looking information, whether as a result of new information, future events or otherwise; and
  - Once disclosed, the Company's practice for updating forward-looking information will be to regularly assess whether previous statements of forward-looking information should be replaced by new financial outlooks, and ensure that past disclosure of forward-looking information is accurately reflected in current MD&A.

If the Company has issued a forecast or projection in connection with an offering document covered by National Policy 48, the Company will update that forecast or projection periodically as required by National Policy 48.

#### ***Providing Guidance***

The Company will try to ensure that, through its regular public dissemination of quantitative and qualitative information, analysts' estimates are in line with the Company's expectations. The Company will not confirm, or attempt to influence, an analyst's opinions or conclusions and will not express comfort with analysts' financial models and earnings estimates.

If the Company has determined that it will be reporting results materially below or above publicly held expectations, it may decide to disclose this information in a news release to enable discussion without risk of selective disclosure (see "Forward-Looking Information").

#### ***Quiet Periods***

To avoid the potential for selective disclosure or even the perception or appearance of selective disclosure, the Company will observe quiet periods when material changes are pending.

During a quiet period, the Company will not initiate any meetings or telephone contacts with analysts and investors, but will respond to unsolicited inquiries concerning factual matters. If the Company is invited to participate, during a quiet period, in investment meetings or conferences organized by others, the Committee will determine, on a case- by-case basis, if it is advisable to accept these invitations. If accepted, extreme caution will be exercised to avoid selective disclosure of any material, non-public information.

#### ***Disclosure Record***

The Corporate Secretary will maintain a five-year record of all public information about the Company, including continuous disclosure documents, news releases, analysts' reports, transcripts or tape recordings of conference calls, debriefing notes, notes from meetings and telephone conversations with analysts and investors, and newspaper articles.

#### ***Responsibility for Electronic Communications***

This disclosure policy also applies to electronic communications. Accordingly, officers and personnel responsible for written and oral public disclosures are also responsible for electronic communications.

The Corporate Secretary is responsible for updating the investor relations section of the Company's Web site and for monitoring all Company information placed on the Web site to ensure that it is accurate, complete, up-to-date and in compliance with relevant securities laws.

Disclosure on the Company's Web site alone does not constitute adequate disclosure of information that is considered material non-public information. Any disclosures of material information on the Web site will be preceded by the issuance of a news release.

All information posted on the Company's Web site, including text and audiovisual material, will show the date the material was issued. Any material changes in information must be updated immediately, following issuance of a news release. The Web site will include a notice that advises the reader that the information was accurate at the time of posting, but may be superseded by subsequent disclosures.

Documents filed with securities regulators will be maintained on the Web site for a minimum of two years.

The Corporate Secretary must approve all links from the Company Web site to third party Websites. The Web site will include a notice that advises readers they are leaving the Company's Web site and that the Company is not responsible for the contents of the other site.

The Corporate Secretary will also be responsible for responses to electronic inquiries. Only public information or information that could otherwise be disclosed in accordance with this disclosure policy shall be used to respond to electronic inquiries.

In accordance with this disclosure policy, directors, officers and employees (including designated spokespersons) are prohibited from participating in Internet chat rooms or newsgroup discussions on matters pertaining to the Company's activities or its securities.

#### ***Communication, Education and Enforcement***

This disclosure policy extends to all employees of the Company, its board of directors and its authorized spokespersons. New directors, officers and employees will be provided with a copy of this disclosure policy and educated about its importance. This disclosure policy will be communicated to all employees.

Any employee who violates this disclosure policy may face disciplinary action up to and including termination of employment with the Company without notice. The violation of this disclosure policy may also violate certain securities laws, which could expose directors, officers, or employees to personal liability. If it appears that an employee may have violated such securities laws, the Company may refer the matter to the appropriate regulatory authorities, which could lead to fines or other penalties.



Schedule "D"

MINDORO RESOURCES LTD.

**SECURITIES TRADING POLICY**

The Board of Mindoro has established the following policy to apply to trading in securities issued by Mindoro. This policy applies to those persons defined below as Designated Persons of Mindoro. Designated Persons to whom this policy applies must restrict their buying and selling of Mindoro's securities within Mindoro trading window established by this policy. In certain circumstances, this policy also applies to contractors and consultants of Mindoro.

Further, to protect the reputation of Mindoro and avoid the appearance of impropriety, all directors, officers and other insiders are required to be clear or proposed trade in Mindoro securities (including the exercise of stock options) with the Corporate Secretary or other designated officer of Mindoro.

In addition to the requirements of this General Trading Policy, all Designated Persons (as defined below) must also comply with the Insider Trading Policy of Mindoro in section 2 below.

***Designated Persons Restrictions on Trading***

This General Trading Policy and the restrictions on trading in securities of Mindoro set out below apply to the following representatives of Mindoro and its subsidiaries (**Designated Persons**):

- (a) the Board;
- (b) all direct reports of the President & Chief Executive Officer; and
- (c) any other employees, contractors or consultants of Mindoro considered appropriate by the CEO, CFO, or Corporate Secretary from time to time and who are advised accordingly;

The Designated Persons are to be subject to restrictions on trading in Mindoro's Securities (as defined below) at certain times of the year. Restrictions also apply where any Designated Person is exposed to inside information in the course of their duties in accordance with the Insider Trading Policy (see section 2 below).

The Policy applies to all shares, options, debentures, bonds, notes and other traded securities in Mindoro including derivatives or financial products issued or created over any of these (**Securities**) in which a Designated Officer has either a direct or indirect interest. The Policy also applies to securities of other companies of which a Designated Person has "Inside Information" (see section 2) because of their position in Mindoro.

***Associated Parties***

Each Designated Person has a personal responsibility to ensure that his or her "associated parties" (being immediate family (including a spouse (or equivalent) or dependent), family company or trust) complies with the same respective restrictions as apply to Designated Persons.

***Prohibition on Designated Persons Dealing in Securities***

In addition to the overriding prohibition on dealing when a person is in possession of inside information in accordance with the Insider Trading Policy, Designated Persons and their associated parties are prohibited from dealing in Securities (or any financial products issued or created over Mindoro's securities by third parties or trading in associated products) during any significant stage of any exploration program in which Mindoro is involved.

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For the avoidance of doubt, it is emphasized that Designated Persons may not deal whilst in the possession of "Inside Information" (see section 2) – this restriction applies at all times.

The closed periods when Designated Persons are prohibited from trading in Mindoro's Securities are from the two weeks prior to disclosure of Mindoro's quarterly report for the 3 month period ending the previous month.

#### ***Board of Directors' Discretion***

The Board of Mindoro has an absolute discretion to place an embargo on Designated Persons and/or their respective associated parties trading in Mindoro's Securities at any time in addition to the above.

#### ***Notification Rules in Relation to Dealing in Securities***

Designated Persons are required to notify Mindoro of intended dealings in Securities, including entering into transactions or arrangements, which operate to limit the economic risk of their security holdings in Mindoro, by themselves or their associated parties, of Mindoro prior to such intended dealings. This should be done by written notice to the Corporate Secretary of Mindoro outlining:

- (a) name of security holder;
- (b) type of proposed transaction (purchase, sale, etc.); and
- (c) number and type of Securities involved.

The Corporate Secretary may confer with the Chairman of the Board in relation to any proposed dealing.

#### ***Prohibitions on Certain Arrangements by Designated Persons***

Designated Persons are prohibited from trading in financial products issued or created over Mindoro's Securities by third parties, or trading in associated products and entering into transactions in associated products, which operate to limit the economic risk of security holdings in the Mindoro over unvested entitlements.

#### ***Notification of Trading***

For purposes of Canadian securities regulations, Insiders are responsible for filing their own Insider Report on SEDI within 5 days of the date of any dealings in Mindoro's securities. Although insiders may permit the Corporate Secretary to file insider trading reports on their behalf, the responsibility for the accurate and timely filing of insider reports remains solely with the insider. Individuals failing to comply with this requirement will be subject to and responsible for any fines imposed by the applicable Canadian Securities Commissions.

All directors and Executive Officers must notify the Corporate Secretary of any dealings in Mindoro's securities within 48 hours of the date of any such dealings, for the purpose of the completion of ASX filings.

#### ***Insider Trading Policy***

The Board of Mindoro has established the following Insider Trading Policy to apply to trading in securities issued by Mindoro.

This policy applies to all Designated Persons and their associates who must not deal in Securities (or any financial products associated with the Mindoro's Securities) while in possession of price sensitive information.

In addition, the General Share Trading Policy (see section 1 above) sets out additional restrictions which apply to Designated Persons.

Canadian and Australian law imposes a number of significant restrictions on employees of Mindoro when they deal in Mindoro's Securities. As fiduciaries, these persons must not utilise their position for their own gain or for the gain of any person other than Mindoro.

Mindoro has established the policy set out in this document in an effort to prevent the incidence of insider trading in Mindoro's Securities. The policy provides a general summary of the law in Canada and Australia in relation to insider trading, and as such operates in addition to the legal requirements. It is the personal responsibility of each Designated Officer to comply with this policy.

### ***Overview of the Insider Trading Provisions in the Corporations Act***

It is illegal for anybody to deal in any shares of a body corporate (including Mindoro), when in possession of information that the person knows, or ought reasonably to know is not generally available (including information that Mindoro has not disclosed to the market in accordance with Mindoro's Continuous Disclosure Policy); and might have a material effect on the price or value of those shares if it was generally available (***Inside Information***).

This prohibition extends to procuring another person to deal, and, in the case of shares of listed corporations, extends to communicating the inside information to another person, if the person knows, or ought reasonably to know, that the other person would, or would be likely to, deal in the shares in question or procure another person to do so. To communicate Inside Information to another person is also an offence, which carries both civil and criminal penalties.

A person in possession of Inside Information about Mindoro has a duty to keep that information confidential and must not in any way disclose or communicate that information to any person.

### ***Dealing With Security Analysts, Institutional Investors, and Journalists***

A person may be exposed to others outside Mindoro such as security analysts, institutional investors and journalists. It is important that all Designated Persons be aware that selective disclosure of non-public information may result in a breach of the insider trading rules.

It is important to emphasise that it is the mere fact of conveyance of the material non-public information that gives rise to liability, not the manner in which it is conveyed.

It is possible to convey information in breach of this policy and the Corporations Act by expressing subjective attitudes about Mindoro's performance or by calling attention to selective information not available as an aggregate to the general public. It is essential to avoid the indirect conveyance of information by any means whatsoever.

If during the course of a discussion with an analyst, journalist or other outsider, material non-public information concerning Mindoro is disclosed, inadvertently or otherwise, the recipient of the information should be informed of its non-public nature and cautioned against its use unless and until Mindoro has made full public disclosure of that information. The Corporate Secretary should be notified of the situation immediately so that a decision can be made regarding disclosure of the information. No public comments should be made regarding any previously undisclosed operating results or other developments unless authorised by Mindoro.

### ***Potential Consequences of Insider Trading***

Criminal penalties may be imposed for a breach of the insider trading prohibitions. Further, an insider trader and any other persons involved in the contravention may also be held liable to compensate third parties for any resulting loss.

### ***Takeovers and Schemes of Arrangement***

The restrictions in this Policy do not prevent a Designated Person from accepting a takeover bid or selling Securities under a scheme of arrangement in respect of Mindoro.

### ***Relationship to the Continuous Disclosure Regime***

Canadian and Australian law and TSXV and ASX listing rules require Mindoro immediately to release to the TSXV and ASX, any information concerning Mindoro which may reasonably be expected to have a material effect on the price or value of Mindoro's securities, subject to limited exceptions.

As a result of the operation of the continuous disclosure regime, usually all material price sensitive information will be generally available. However, there are limited circumstances in which disclosure is not required. In that situation, there may be people with "inside information" who would breach the insider trading prohibition if they dealt in Mindoro's securities at that time.

Specifically, the Listing Rules for ASX do not require disclosure where:


- a reasonable person would not expect the information to be disclosed, and
- the information is confidential and the TSXV and ASX have not formed the view that the information has ceased to be confidential; and
- one or more of the following applies:
  - it would be a breach of law to disclose information;
  - the information concerns an incomplete proposal or negotiation (e.g. Mindoro has not yet concluded an agreement);
  - the information comprises matters of supposition or is insufficiently definite to warrant disclosure (e.g. the effect of an event on Mindoro has not yet been quantified);
  - the information is generated for internal management purposes of the entity (e.g. internal management accounts or an internal management report); or
  - the information is a trade secret.

Although information does not need to be disclosed under listing rules in the circumstances, employees may be considered to be in possession of inside information and if an employee deals in Mindoro's securities at a time when that employee is aware of information which, but for a carve-out to the Listing Rules, would need to be disclosed to the market, that employee will be in breach of the insider trading provisions.


### ***Review of Policy***


This Policy will be reviewed regularly by the Board having regard to the changing circumstances of Mindoro. Any material change will be promptly released to TSXV and ASX.

**LODGE YOUR VOTE**

 **By mail:**  
Mindoro Resources Ltd  
C/- Link Market Services Limited  
Locked Bag A14  
Sydney South NSW 1235 Australia

 **By fax:** +61 2 9287 0309

 **by hand:**  
delivering it to Link Market Services Limited, Level 12, 680 George Street,  
Sydney NSW 2000 or 1A Homebush Bay Drive, Rhodes NSW 2138.

 **All enquiries to: Telephone:** 1300 554 474 **Overseas:** +61 2 8280 7111

**VOTING INSTRUCTION FORM**

**STEP 1**

**DIRECTION TO CHESSE DEPOSITORY NOMINEES PTY LTD**

I/We being a holder of CHESSE Depository Interests (CDI) of Mindoro Resources Ltd (the Company) hereby direct CHESSE Depository Nominees Pty Ltd (CDN) to vote the shares underlying my/our CDI holding at the Annual and Special Meeting of the Company to be held at 4:30pm (Calgary time) on Wednesday, 27 June 2012 in the Royal Room, The Metropolitan Conference Centre, 333 4 Avenue Southwest, Calgary, Alberta and at any adjournment of that meeting, in the manner set out below.

**STEP 2**

**PROXY APPOINTMENT**

**NOTE: THIS ONLY NEEDS TO BE COMPLETED IF YOU WISH TO ATTEND THE MEETING. PLEASE SEE THE REVERSE OF THIS FORM FOR IMPORTANT INFORMATION ON THE MELBOURNE VIDEO LINK AND VOTING.**

If you wish to attend the meeting in person or appoint some person or company other than CDN, who need not be a shareholder, to attend and act on your behalf at the meeting or any adjournment or postponement thereof, please insert your name(s) in this box.

Link will then send you a legal form of proxy which will grant you or the person specified by you the right to attend and vote at the meeting. Please remember that a legal proxy is subject to all terms and conditions that apply to proxies as outlined in the *Management Proxy Circular* including any cut off time for receipt.

Voting instructions will only be valid and accepted by CDN if they are signed and received by 4:30pm (Australian Eastern Standard Time) on Friday, 22 June 2012.

Please read the voting instructions overleaf before marking any boxes with an  X

**STEP 3**

**VOTING INSTRUCTIONS**

	For	Withhold		For	Against
<b>Resolution 1.1</b> Elect as a Director for the ensuing year, Howard Walker	<input type="checkbox"/>	<input type="checkbox"/>	<b>Resolution 3</b> Approve the Stock Option Plan	<input type="checkbox"/>	<input type="checkbox"/>
<b>Resolution 1.2</b> Elect as a Director for the ensuing year, Jon Dugdale	<input type="checkbox"/>	<input type="checkbox"/>	<b>Resolution 4</b> Approve the sale of the Company's gold and copper-gold properties in the Philippines	<input type="checkbox"/>	<input type="checkbox"/>
<b>Resolution 1.3</b> Elect as a Director for the ensuing year, A. Robson Garden	<input type="checkbox"/>	<input type="checkbox"/>	<b>Resolution 5</b> Approve an amendment to Revised By-Law No 2	<input type="checkbox"/>	<input type="checkbox"/>
<b>Resolution 1.4</b> Elect as a Director for the ensuing year, Doug Frondall	<input type="checkbox"/>	<input type="checkbox"/>			
<b>Resolution 1.5</b> Elect as a Director for the ensuing year, John Tosney	<input type="checkbox"/>	<input type="checkbox"/>			
<b>Resolution 2</b> Appoint PricewaterhouseCoopers as auditors for the ensuing year	<input type="checkbox"/>	<input type="checkbox"/>			

 If you do not mark either the "FOR", "AGAINST" or "WITHHOLD" box your vote will be cast in favour of the Resolution(s).

**STEP 4**

**SIGNATURE OF CDI HOLDERS - THIS MUST BE COMPLETED**

CDI Holder 1 (Individual)

Sole Director and Sole Company Secretary

Joint CDI Holder 2 (Individual)

Director/Company Secretary (Delete one)

Joint CDI Holder 3 (Individual)

Director

This form should be signed by the CDI Holder in accordance with the instructions overleaf.

**MDO PRX105**



## HOW TO COMPLETE THIS VOTING INSTRUCTION FORM

### Your Name and Address

This is your name and address as it appears on the company's CDI register. If this information is incorrect, please make the correction on the form. CDI Holders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your CDI's using this form.**

### Direction to CHESSE Depository Nominees Pty Ltd

Each CHESSE Depository Interest (CDI) is evidence of an indirect ownership in a Common Share. The underlying Common Shares are registered in the name of CHESSE Depository Nominees Pty Ltd (CDN). As holders of CDI's are not the legal owners of the Common Shares, CDN is entitled to vote at meetings of shareholders on the instruction of the registered holder of the CDI's. For voting purposes each CDI is equivalent to one Common Share.


### Appointment of a Proxy


If you wish to attend the meeting in person or appoint some person or company other than CDN, who need not be a shareholder, to attend and act on your behalf at the meeting or any adjournment or postponement thereof, please insert your name(s) or the name of your chosen appointee in the box in Step 2. Link will then send you a legal form of proxy which will grant you or the person specified by you the right to attend and vote at the meeting. Please remember that a legal proxy is subject to all terms and conditions that apply to proxies as outlined in the *Management Proxy Circular* including any cut off time for receipt.


### Lodgement of a Voting Instruction Form

This Voting Instruction Form (and any Power of Attorney under which it is signed) must be received at an address given below by **4:30pm (Australian Eastern Standard Time) on Friday, 22 June 2012**. Any Voting Instruction Form received after that time will be invalid.

Voting Instruction Forms may be lodged using the reply paid envelope or:

 **by mail:**  
Mindoro Resources Ltd  
C/- Link Market Services Limited  
Locked Bag A14  
Sydney South NSW 1235  
Australia

 **by fax:**  
+61 2 9287 0309

 **by hand:**  
delivering it to Link Market Services Limited, Level 12, 680 George Street, Sydney NSW 2000 or 1A Homebush Bay Drive, Rhodes NSW 2138.

### Signing Instructions

You must sign this form as follows in the spaces provided:

**Individual:** where the holding is in one name, the holder must sign.

**Joint Holding:** where the holding is in more than one name, either CDI Holder may sign.

**Power of Attorney:** to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

**Companies:** where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001*) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

### Important Information on Melbourne Video Link and Voting

Through this video link, registered shareholders, non-registered shareholders and CHESSE Depository Interest (CDI) holders will be able to participate in the meeting as guests but will not be able to vote. Any such shareholders or CDI holders participating by this video link will need to vote by proxy in advance of the Meeting as outlined in the accompanying Management Information Circular.