



MINCO 明科银矿公司
SILVER CORPORATION

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

Time: June 28, 2019, at 10:00 a.m. (Vancouver time)

Place: Suite 2060 1055 West Georgia Street
Vancouver, BC
Canada V6E 3R5

MINCO SILVER CORPORATION

NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS
TO BE HELD ON JUNE 28, 2019

TO: The Shareholders of Minco Silver Corporation.

NOTICE IS HEREBY GIVEN that the Annual General Meeting of shareholders of Minco Silver Corporation (the "**Corporation**") will be held at Suite 2060, 1055 West Georgia Street, Vancouver, British Columbia, Canada, on Friday, June 28, 2019, at 10:00 a.m. (Vancouver time) (the "**Meeting**"), for the following purposes:

1. to receive the financial statements of the Corporation for the financial year ended December 31, 2018, together with the report of the auditors thereon;
2. to set the number of directors at four;
3. to elect directors of the Corporation for the ensuing year; and
4. to appoint the auditors of the Corporation for the ensuing year and to authorize the directors to fix their remuneration.

Accompanying this notice of meeting is the management information circular, a form of proxy and a financial statement request form.

A shareholder entitled to attend and vote at the Meeting is entitled to appoint a proxyholder to attend and vote in his stead. If you are unable to attend the Meeting, or any adjournment thereof in person, please read the Notes accompanying the Form of Proxy enclosed herewith and then complete and return the Proxy within the time set out in the Notes. The enclosed Form of Proxy is solicited by Management but, as set out in the Notes, you may amend it if you so desire by striking out the names listed therein and inserting in the space provided the name of the person you wish to represent you at the Meeting.

DATED at Vancouver, British Columbia, this 24th day of May, 2019.

BY ORDER OF THE BOARD OF DIRECTORS

/s/ Ken Z. Cai

Ken Z. Cai

Chairman, Chief Executive Officer and Director

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

MANAGEMENT INFORMATION CIRCULAR

UNLESS OTHERWISE NOTED, INFORMATION IS PROVIDED AS AT MAY 24, 2019, FOR THE ANNUAL GENERAL MEETING OF SHAREHOLDERS TO BE HELD ON JUNE 28, 2019 (THE "MEETING").

This management information circular (the "Information Circular") is furnished in connection with the solicitation of proxies by or on behalf of the management of Minco Silver Corporation (the "Corporation") for use at the annual meeting (the "Meeting") of the shareholders of the Corporation (the "Shareholders") to be held at Suite 2060 - 1055 West Georgia Street, Vancouver, British Columbia on Friday, June 28, 2019 at 10:00 a.m. (Vancouver time) and at any adjournments thereof for the purposes set out in the accompanying Notice of Meeting. Although it is expected that the solicitation of proxies will be primarily by mail, proxies may also be solicited personally, electronically or by telephone by directors, officers, employees or consultants of the Corporation. Arrangements will also be made with clearing agencies, brokerage houses and other financial intermediaries to forward proxy solicitation material to the beneficial owners of common shares of the Corporation ("Common Shares") pursuant to the requirements of National Instrument 54-101, *Communication with Beneficial Owners of Securities of a Reporting Issuer* ("National Instrument 54-101").

The Canadian securities regulators have adopted new rules under National Instrument 54-101, which permit the use of notice-and-access for proxy solicitation, instead of the traditional physical delivery of material. This new process provides the option to post meeting related materials, including management information circulars, as well as annual financial statements, and related management's discussion and analysis, on a website in addition to SEDAR. Under notice-and-access, such meeting related materials will be available for viewing for up to one (1) year from the date of posting, and a paper copy of the material can be requested at any time during this period. The Corporation is not relying on the notice-and-access provisions of National Instrument 54-101 to send proxy related materials to registered shareholders or beneficial owners of shares in connection with the Meeting.

The Corporation may reimburse shareholders' nominees or intermediaries (including brokers or their agents holding shares on behalf of clients) for the cost incurred in obtaining from their principals authorization to execute forms of proxy. The cost of any such solicitation will be borne by the Corporation. Unless otherwise stated, the information contained in this Information Circular is given as at May 24, 2019.

RECORD DATE

The board of directors of the Corporation (the "Board") has set the close of business on May 24, 2019, as the record date (the "Record Date") for determining which shareholders of the Corporation shall be entitled to receive notice of and to vote at the Meeting. Only shareholders of record as of the Record Date are entitled to receive notice of and to vote at the Meeting, unless after the Record Date a shareholder of record transfers his, her or its common shares and the transferee (the "Transferee"), upon establishing that the Transferee owns such common shares, requests in writing, at least ten days prior to the Meeting or at any adjournment(s) or postponement(s) thereof, that the Transferee may have his, her or its name included on the list of shareholders entitled to vote at the Meeting. In such case, the Transferee, upon fulfilling the necessary requirements, will be entitled to vote such shares at the Meeting. Such written request by the Transferee shall be filed with the Corporate Secretary of the Corporation at Suite 2060-1055 West Georgia Street, Vancouver, British Columbia, Canada V6E 3P3.

APPOINTMENT OF PROXYHOLDERS

The persons named in the accompanying form of proxy (the "Proxy") as proxyholders are management's representatives. A shareholder of the Corporation wishing to appoint some other person or company (that need not be a shareholder of the Corporation) to represent him, her or it at the Meeting may do so either by striking out the printed names and inserting the desired person or company's name in the blank space provided in the Proxy or by completing another Proxy and, in either case, delivering the completed Proxy to the office of Computershare Investor Services Inc., Attn.: Proxy Department, 8th Floor, 100 University Avenue, Toronto, Ontario M5J 2Y1 not less than 48 hours (excluding Saturdays, Sundays and holidays) before the time fixed for the Meeting or any adjournment(s) or postponement(s) thereof. The chairman of the Meeting has the discretion to accept proxies received after that time.

VOTING OF PROXIES

If the Proxy is completed, signed and delivered to the Corporation, the person(s) named as proxyholders therein shall vote or withhold from voting the common shares in respect of which they are appointed as proxyholders at the Meeting in accordance with the instructions of the shareholder of the Corporation appointing them, on any show of hands and/or on any ballot that may be called for, and if the shareholder specifies a choice with respect to any matter to be acted upon at the Meeting, the person(s) appointed as proxyholder shall vote accordingly. The Proxy confers discretionary authority upon the person(s) named therein with respect to: (a) each matter or group of matters identified therein for which a choice is not specified; (b) any amendment to or variation of any matter identified therein; and (c) to transact such other business as may properly come before the Meeting or any adjournment(s) or postponement(s) thereof. As of the date of this Information Circular, the Board knows of no such amendments, variations or other matters to come before the Meeting, other than matters referred to in the Notice of Meeting. However, if other matters should properly come before the Meeting, the Proxy will be voted on such matters in accordance with the best judgment of the person(s) voting the Proxy.

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

NON-REGISTERED HOLDERS

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

Intermediaries are required to forward the Meeting Materials to Non-Registered Holders unless a Non-Registered Holder has waived the right to receive them. Very often, Intermediaries will use service

companies to forward the Meeting Materials to Non-Registered Holders. Generally, Non-Registered Holders who have not waived the right to receive Meeting Materials will either:

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

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

REVOCABILITY OF PROXY

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

VOTING SECURITIES AND PRINCIPAL HOLDERS THEREOF

The Corporation's authorized capital consists of an unlimited number of common shares without par value. As at the Record Date, there were a total of 60,704,748 common shares of the Corporation outstanding. Each common share entitles the holder thereof to one vote

The following table lists, to the knowledge of management of the Corporation, those persons or companies who beneficially own, directly or indirectly, or exercise control or direction over, voting securities of the Corporation carrying more than 10% of the voting rights attached to any class of voting securities of the Corporation as at the date hereof:

Name	Number of Common Shares	Percentage of Common Shares
Minco Capital Corporation	11,000,000	18.12%
Blue Sky Strategic Holdings I & II Ltd.	8,331,600	13.72%

ELECTION OF DIRECTORS

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

In accordance with the rules of the Toronto Stock Exchange (the "**TSX**"), the Board has adopted a majority voting policy, which requires, at uncontested shareholder meetings, that any nominee for director who has more votes withheld than are voted in favour of him or her shall submit his or her resignation to the Board, effective on the acceptance of the Board. A director who tenders a resignation pursuant to this policy will not participate in any meeting of the Board or any sub-committee of the Board at which the resignation is considered. The Nominating Committee will, in such circumstances, put forward a recommendation to the Board whether to accept the tendered resignation or reject it. The Board will promptly accept the resignation unless the Board determines, after consideration of the committee's recommendation, that there are exceptional circumstances relating to the composition of the Board or the voting results or otherwise that should delay the acceptance of the resignation or justify rejecting it. In any event, the resignation shall be accepted, absent such exceptional circumstances, within 90 days of the Meeting. The Corporation will promptly issue a news release with the Board's decision, a copy of which will be provided to TSX. If the Board determines not to accept a resignation, the news release will fully state the reasons for that decision.

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

Name, Province and Country of Residence	Present Principal Occupation	Current Position(s) with the Corporation	Director Since	Number of Securities Held
Ken Z. Cai Beijing, China	Chairman and Chief Executive Officer of Minco Silver Corporation and President of Minco Base Metals Corporation, Chief Executive Officer of Minco Capital Corporation and President of Pacific Link Mining Corp.	Chairman, Chief Executive Officer, and Director	August 20, 2004	Common Shares: 560,000 Options: 2,225,000 PSUs: 650,000
Maria Tang ⁽²⁾ British Columbia, Canada	Businesswoman and Chairwoman of the Company's Audit Committee; Ms. Tang holds both a Chartered Accountancy and American Institute of Certified Public Accountant designations.	Director	July 27, 2015	Common Shares: Nil Options: 800,000
George Lian ⁽¹⁾⁽³⁾⁽⁴⁾⁽⁵⁾ British Columbia, Canada	CFO and a director of Arcland Resources Inc, a TSX Venture Exchange listed company. President of the Canada China Business Association in Canada	Director	June 28, 2010	Common Shares: Nil Options: 925,000
Tim Sun ⁽³⁾⁽⁵⁾⁽⁶⁾ Hong Kong, SAR	CEO of Canadian Sinosun Energy Inc	Director	March 28, 2011	Common Shares: 83,333 Options: 825,000

- (1) Member of the Audit Committee.
(2) Chair of the Audit Committee.
(3) Member of Compensation Committee.
(4) Chair of the Compensation Committee.
(5) Member of the Nominating Committee
(6) Chair of the Nominating Committee.

CEASE TRADE ORDERS, BANKRUPTCIES, PENALTIES OR SANCTIONS

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

To the knowledge of management of the Corporation, none of the proposed directors has been subject to any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority or has had any other penalties or sanctions imposed on him by a court or regulatory body that would likely be considered

important to a reasonable security holder in deciding whether to vote for him as director of the Corporation.

STATEMENT OF EXECUTIVE COMPENSATION

Pursuant to applicable securities legislation, the Corporation is required to provide a summary of all annual and long-term compensation for services in all capacities to the Corporation and its subsidiaries for the most recently completed financial year in respect of the Chief Executive Officer ("**CEO**"), the Chief Financial Officer ("**CFO**") and the other three most highly compensated executive officers of the Corporation whose individual total compensation for the most recently completed financial year exceeded \$150,000, and any individual who would have satisfied these criteria but for the fact that the individual was neither serving as an executive officer, nor was acting in a similar capacity, at the end of the most recently completed financial year (the "**Named Executive Officers**" or "**NEOs**").

Compensation Discussion and Analysis

The objective of the Corporation's compensation program is to compensate its executive officers for their services to the Corporation at a level that is both in line with the Corporation's financial resources and competitive with companies of a similar size and stage of development.

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

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

1. Base Salary/Consulting Fees

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

Annually, the Board negotiates directly with the NEOs to set a base salary or consulting fee for the upcoming fiscal year. Base compensation for the most recently completed financial year should not be considered as an indicator of expected base compensation levels in future periods as compensation levels may fluctuate depending on the outcome of the Board's salary negotiations with the NEOs. All compensation is subject to and dependent on the Corporation's financial resources and forecasts.

2. Annual Bonuses

Annual bonuses are variable components of compensation and are short-term incentives. In special circumstances the Compensation Committee may award annual cash bonuses that are designed to reward executives for corporate, business or individual achievements. The Compensation Committee also uses pre-existing performance milestones for the grant of cash bonuses. The Compensation Committee then assesses performance of the Corporation and its executive officers against the achievement of the Corporation's business strategy and the performance of each executive officer annually in relation to applicable performance milestone. It then determines the amount of the award, if any, at its discretion.

CEO

Under the terms of his consulting agreement, the CEO is eligible for a bonus of up to 100% of the consulting fees paid during a particular fiscal year. In 2018, the annual bonus payable to the CEO was granted in reference to the following performance milestones set by the Compensation Committee, with input from the CEO, at the start of the fiscal year:

(i) meeting Corporation milestones; (ii) development and maintenance of government relationships in China; and (iii) efficient day to day management of the Corporation.

The Compensation Committee determines the bonus based on a weighted percentage given to each of the milestones.

3. Long Term Incentive Plan

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

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

In 2018, the Compensation Committee did not consider the implications or the risks associated with the Corporation's compensation policies and practices. The Corporation periodically reviews its compensation practices to ensure they do not promote excessive risk taking or are likely to have a material adverse effect on the Corporation. There is currently no prohibition on an executive officer or director of the Corporation from purchasing financial instruments to offset a decrease in market value of equity securities held directly or indirectly by that executive officer. To the Corporation's knowledge, no executive officer or director of the Corporation has entered into or purchased such a financial instrument.

Compensation Governance

The Corporation's Compensation Committee is comprised of George Lian (Chair) and Tim Sun, all of whom are independent directors within the meaning set out in National Instrument 52-110 – *Audit Committees* ("NI 52-110"). The Compensation Committee engages in a comparison of the total compensation package for each executive officer of the Corporation against a group a reference group of comparable companies, each year. The Compensation Committee is able to retain consultants to assist them in the determination of executive compensation decisions if they deem necessary.

All three of the members of the Compensation Committee are experienced participants in the capital markets who have had experience sitting on corporate boards in addition to that of the Corporation. The Compensation Committee has the responsibility of recommending Option grants and bonus awards to the Board in addition to negotiating the NEOs' annual salaries or consulting fees.

Performance Graph

The Corporation's common shares trade on the TSX under the symbol "MSV". The following graph compares the Corporation's cumulative total shareholder return on its common shares with the cumulative total return on the S&P/TSX Composite Index for the period from December 31, 2013 to December 31, 2018. The graph illustrates the cumulative return on a \$100 investment in the Corporation's common shares made on December 31, 2013 as compared with the cumulative return on a \$100 investment in the S&P/TSX Composite Index (assuming the reinvestment of dividends). The performance of the common shares as set out in the graph below does not necessarily indicate future price performance. Executive compensation has deviated slightly from the trends shown in the performance graph below, however, the Corporation believes that the trends in executive compensation generally reflect continuing progress at the Corporation's Fuwan Silver Project and Changkeng Gold Project.

Total Return To Shareholders (Includes reinvestment of dividends)

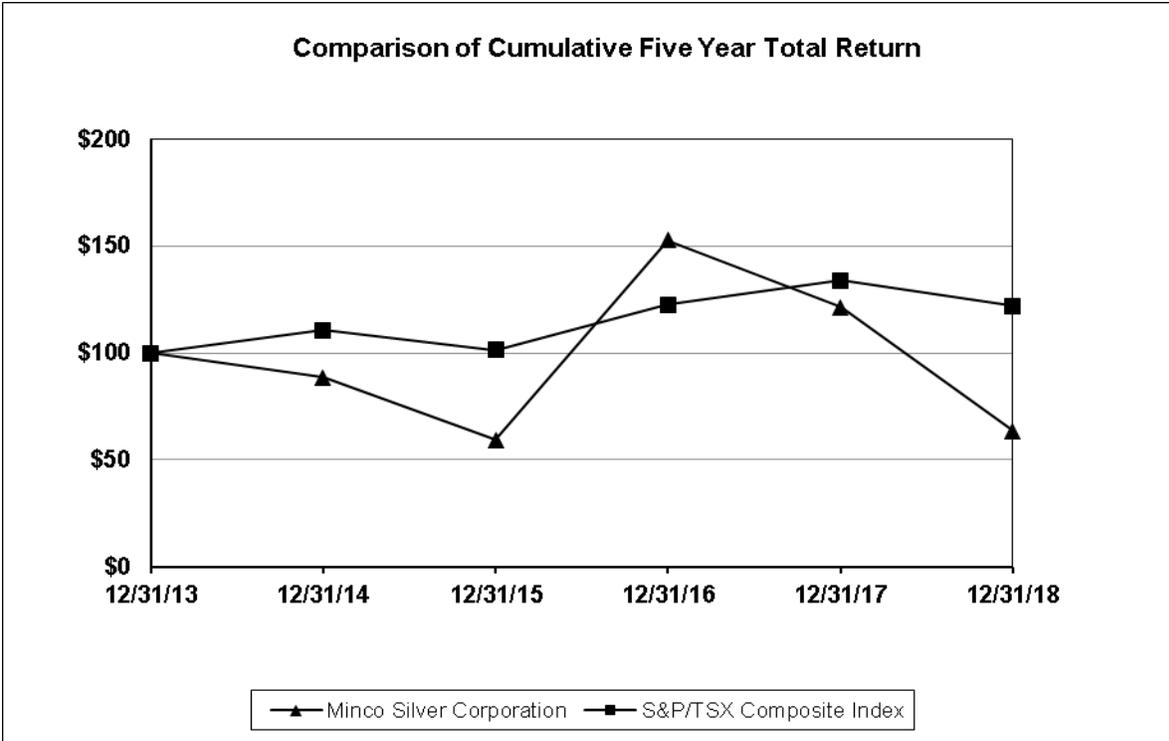
ANNUAL RETURN PERCENTAGE Years Ending

Company / Index	12/31/14	12/31/15	12/31/16	12/31/17	12/31/18
Minco Silver Corporation	-11.43	-33.06	157.83	-20.56	-47.65
S&P/TSX Composite Index	10.55	-8.32	21.08	9.10	-8.89

INDEXED RETURNS Years Ending

Company / Index	Base Period 12/31/13	12/31/14	12/31/15	12/31/16	12/31/17	12/31/18
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Minco Silver Corporation	100	88.57	59.29	152.86	121.43	63.57
S&P/TSX Composite Index	100	110.55	101.36	122.73	133.89	121.99



Prepared by S&P Global Market Intelligence, a division of S&P Global Inc.

Summary Compensation Table for Named Executive Officers

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

Name and principal position	Year	Salary (\$)	Share-based awards (\$) ⁽⁷⁾	Option-based awards (\$) ⁽⁴⁾	Annual non-equity incentive plan compensation (\$) ⁽⁵⁾	Pension value (\$)	All Other Compensation ⁽⁶⁾ (\$)	Total compensation (\$)
Ken Z. Cai Chairman and Chief Executive Officer ⁽¹⁾	2018	333,634	Nil	175,624	50,000	Nil	233,076	792,334
	2017	329,028 ⁽²⁾	910,000	873,941	95,966	Nil	249,366	2,458,001
	2016	336,880 ⁽²⁾	Nil	268,905	97,344	Nil	180,635	580,764
Larry Tsang ⁽³⁾ Chief Financial Officer	2018	40,200	Nil	35,125	Nil	Nil	Nil	75,325
	2017	43,500	42,000	196,637	Nil	Nil	Nil	282,137
	2016	43,290	Nil	Nil	Nil	Nil	Nil	43,290

- (1) As a management director of the Corporation, Dr. Cai does not receive any director's fees relating to his role as a director.
- (2) Represents fees paid to Sinocan Capital Limited ("Sinocan"), a company controlled by Dr. Cai through which Dr. Cai provides services to the Corporation.
- (3) Mr. Tsang Joined the Company on January 14, 2016.
- (4) The Black Scholes valuation methodology was used to determine fair value on the date of grant. Accordingly, the value shown for these options are not in-the-money value at the time of grant, but the theoretical value of the options at that time based on the Black Scholes option pricing formula. Please see the table under "Outstanding Share-based Awards and Option-based Awards for Named Executive Officers" for the in-the-money value of these options on December 31, 2018.
- (5) Amounts represent cash bonuses awarded to the NEOs in respect of the financial year.
- (6) Amount represents apartment rent in Beijing, living allowances and other benefits paid during the year.
- (7) Share-based award represents the fair value of the performance share unit when granted in 2017. The Company has to meet certain criteria before the NEO's are entitled to these performance share units.

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

Name and principal position	Option-based Awards				Share-based Awards	
	Number of securities underlying unexercised options ⁽¹⁾ (#)	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 (\$)
Ken Z. Cai Chairman and Chief Executive Officer	1,000,000	1.40	February 20, 2022	Nil	Nil	Nil
	375,000	0.42	September 17, 2020	9,375	Nil	Nil
	500,000	0.69	February 14, 2023	Nil	333,334	Nil
Larry Tsang Chief Financial Officer	225,000	1.40	February 20, 2022	Nil	Nil	Nil
	100,000	0.69	February 14, 2023	Nil	66,667	Nil

- (1) Represents the number of outstanding Options, both vested and unvested.

The table above states, as at December 31, 2018, the number of Options unexercised, the Option exercise price and the expiration date for each Option for each NEO named therein.

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

Name and principal position	Option-based awards – Value vested during the year (\$) ⁽¹⁾	Share-based awards – Value vested during the year (\$) ⁽²⁾	Non-equity incentive plan compensation – Value earned during the year (\$)
Ken Z. Cai Chairman and Chief Executive Officer	Nil	Nil	50,000
Larry Tsang Chief Financial Officer	Nil	Nil	Nil

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

(2) The amount represents the aggregate dollar value realized upon vesting of share-based awards based on the market value of the underlying shares on the vesting date.

During the most recently completed financial year, the Named Executive Officers did not exercise any Options to purchase common shares of the Corporation under the LTIP.

Pension Plan Benefits

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

Termination and Change of Control Benefits and Employment Contracts

The Corporation has entered into consulting agreements with certain of its NEOs.

Chairman and CEO

The Corporation's subsidiary, Minco Investment Holdings HK Limited ("**Minco Investment**") has entered into a consulting agreement (the "**Agreement**") with Sinocan dated January 1, 2018. Sinocan provides the Corporation with the consulting services of Dr. Ken Z. Cai. Under the terms of the Agreement, Dr. Cai is entitled to compensation based on his remuneration at the time which includes salary and bonus, in the event of termination without cause.

If the Corporation terminates the Agreement without cause, Dr. Cai shall receive 24 months of compensation.

The Agreement shall terminate on the occurrence of any of the following events: (i) the mutual consent in writing of both parties to the Agreement to terminate the services; (ii) the termination of Dr. Cai's services by the Corporation with cause, which shall include a material breach by Dr. Cai of one or more of the terms of the Agreement; (iii) written notice given by one party to the other setting out a date for termination effective not less than six (6) months after the date on which the notice is deemed to be given; or in the event that Dr. Cai's services are terminated with cause, no severance shall be provided. In the event that Dr. Cai's services are terminated, the Corporation shall pay severance equal to 24 months of fees.

In the event that there is a take-over or change of control of Minco Investment or the Corporation resulting in the actual or constructive termination of Dr. Cai's services under the Agreement, the Corporation shall pay compensation equal to 24 months of fees in addition to the termination. This severance shall be paid as a lump sum payment on the day after Dr. Cai's termination.

If the Agreement had been terminated without cause on December 31, 2018, Dr. Cai would have received a cash payment of \$333,645. Dr. Cai's vested options would be cancelled 30 days after the date of termination without cause and immediately if terminated with cause.

Compensation of Directors

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

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

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

Name	Fees earned (\$)	Share-based awards (\$)	Option-based awards (\$) ⁽¹⁾	Non-equity incentive plan compensation (\$)	Pension value (\$)	All other compensation (\$)	Total (\$)
Maria Tang	30,250	Nil	70,250	Nil	Nil	Nil	100,500
George Lian	25,250	Nil	79,031	Nil	Nil	Nil	104,281
Tim Sun	17,250	Nil	70,250	Nil	Nil	Nil	87,500

(1) The Black Scholes valuation methodology was used to determine fair value on the date of grant. Accordingly, the value shown for these options are not in-the-money value at the time of grant, but the theoretical value of the options at that time based on the Black Scholes option pricing formula. Key assumptions and estimates used in the pricing model. Please see the table under "Outstanding Share-based Awards and Option-based Awards for Directors" for the in-the-money value of these options on December 31, 2018.

Outstanding Share Based Awards and Option Based Awards for Directors

No share based awards were granted to directors during the year ended December 31, 2018.

The table below states the name of each non-management director, the number of option based awards and the value of the awards if the directors were to have exercised their Options on December 31, 2018.

Name	Option-based Awards			
	Number of securities underlying unexercised options (#)	Option Exercise Price (\$)	Option Expiration Date	Value of unexercised in-the-money options (\$) ⁽¹⁾
Maria Tang	400,000	1.40	February 20, 2022	Nil
	133,333	0.42	September 17, 2020	3,333
	66,666	0.69	February 14, 2023	Nil
George Lian	450,000	1.40	February 20, 2022	Nil
	130,000	0.42	September 17, 2020	750
	100,000	0.80	January 21, 2019	Nil
	75,000	0.69	February 14, 2023	Nil
Tim Sun	400,000	1.40	February 20, 2022	Nil
	41,667	0.42	September 17, 2020	1,042
	100,000	0.80	January 21, 2019	Nil
	66,666	0.69	February 14, 2023	Nil

(1) The amount represents the aggregate dollar value that would have been realized if the Options had been exercised on December 31, 2018, based on the difference between market price of the Corporation's common shares and the exercise price on such date.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

Equity Compensation Plan Information

The following table sets out information relating to the LTIP as at December 31, 2018.

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)	Weighted-average exercise price of outstanding options, warrants and rights (b)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (c)
Equity compensation plans approved by shareholders	7,346,337	1.10	1,759,375
Equity compensation plans not approved by shareholders	-	-	-

In accordance with the policies of the TSX, the following table sets out the annual burn rate, calculated in accordance with section 613(p) of the TSX Company manual, of the LTIP for the three most recently completed financial years:

Year	Burn Rate ⁽¹⁾
2018	3.2%
2017	8.2%
2016	-

- (1) Annual burn rate is expressed as a percentage and is calculated by dividing the number of securities granted under the LTIP by the weighted average number of securities outstanding for the applicable fiscal year.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

As at the date of this Information Circular, no individual who is or was a director, executive officer or employee of the Corporation or any of its subsidiaries, any proposed nominee for election as a director of the Corporation or any associate of such director or officer, is or was, at the end of the most recently completed financial year, indebted to the Corporation or any of its subsidiaries since the beginning of the most recently completed financial year of the Corporation, or is or has been indebted to another entity that is or has been the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Corporation or any of its subsidiaries during that period.

MANAGEMENT CONTRACTS

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

AUDIT COMMITTEE

For information regarding the Corporation's Audit Committee, please refer to the Corporation's Annual Information Form for the year ended December 31, 2018 under the heading "Audit Committee", available on SEDAR at www.sedar.com.

CORPORATE GOVERNANCE

Board of Directors

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

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

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

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

Name of Director	Name of Other Reporting Issuer
Ken Z. Cai	Minco Base Metals Corporation Minco Capital Corporation HempNova Lifetech Corporation
George Lian	Arcland Resources Inc.

The independent directors do hold regularly scheduled meetings at which non-independent directors and members of management are not in attendance. However, in order to facilitate open and candid discussion among independent directors, communication among the independent directors also occurs on an informal and ongoing basis as such need arises.

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

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

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

The following are the members of the Compensation Committee:

George Lian (Chair)
Tim Sun

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

The following are the members of the Nominating Committee:

George Lian
Tim Sun (Chair)

The Audit Committee is appointed by the Board to assist in monitoring: (1) the integrity of the financial statements of the Corporation; (2) the compliance by the Corporation with the legal and regulatory requirements; and (3) the independent performance of the Corporation's external auditors, which report directly to the Audit Committee. A copy of the Corporation's audit committee charter is available for review at the Corporation's website at www.mincosilver.ca.

The following are the members of the Audit Committee:

Maria Tang (Chair)
George Lian
Tim Sun

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

Director	Scheduled Board Meetings	Unscheduled Board Meetings	Independent Board Meetings	Compensation Committee Meetings	Nominating Committee Meetings	Audit Committee Meetings
Ken Z. Cai	5/5	N/A	N/A	N/A	N/A	N/A
Maria Tang	5/5	N/A	0/0	0/0	0/0	4/4
George Lian	5/5	N/A	0/0	0/0	0/0	4/4
Tim Sun	5/5	N/A	0/0	0/0	0/0	4/4

The table below summarizes the number of Board and committee meetings held during the 2018 fiscal year.

Meeting Type	Totals
Board of Directors	5
Independent Board of Directors Meetings	0
Compensation Committee	0
Nominating Committee	0
Audit Committee	4
Total number of meetings held	9

The Board has not developed written descriptions for the CEO or the chairs of each committee of the Board. The CEO's responsibilities are described in his consulting agreement. The chairs of each committee of the Board follow the charter for the respective committee, if any.

Orientation and Continuing Education

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

Ethical Business Conduct

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

The Corporation has also adopted a Whistleblower Policy which is incorporated within the Corporation's Communications Policy. A copy of the Communications Policy may be obtained by written request to the Corporation's offices located at Suite 2060 1055 West Georgia Street, Vancouver, BC V6E 3R5, Attn: Corporate Secretary.

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

The Board relies upon the selection of directors, officers, employees and consultants whom it considers as meeting the highest ethical standards to promote a culture of ethical business conduct. In addition, the Board must comply with conflict of interest provisions in Canadian corporate law and relevant securities regulatory instruments in order to ensure that directors exercise independent judgment in considering transactions and agreements in respect of which a director or executive officer has a material interest.

Nomination of Directors

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

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

Compensation

The Compensation Committee is appointed by the Board to, among other things, discharge the Board's responsibilities relating to compensation of the Corporation's directors and officers. The Compensation Committee periodically reviews the adequacy and form of compensation to ensure it realistically reflects the responsibilities and risks involved in being an effective director or officer and allows the Corporation

to attract qualified candidates. Such review includes an examination of publicly available data as well as independent compensation surveys.

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

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

Assessments

The Board is responsible for keeping management informed of its evaluation of the performance of the Corporation and its senior officers in achieving and carrying out the Board's established goals and policies, and is also responsible for advising management of any remedial action or changes which it may consider necessary. Additionally, directors are expected to devote the time and attention to the Corporation's business and affairs as necessary to discharge their duties as directors effectively.

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

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

Term Limits and Representation of Women on the Board

At this time, there is one director on the Board who is a woman (25%) and one (25%) woman in an executive officer position (as such term is defined in NI58-101. The Corporation has not adopted term limits for the directors of the Corporation, a written policy relating to the identification and nomination of women directors, or a target regarding women on the Board and women in executive officer positions. In addition, neither the Board nor the Nominating Committee have considered the level of representation of women on the Board in identifying and nominating candidates for election and re-election. The Board believes that the imposition of director term limits on a board may discount the value of experience and continuity amongst board members and runs the risk of excluding experienced and potentially viable board members. The Board relies on an annual director assessment procedure in evaluating Board members and believes that it can best strike the right balance between continuity and fresh perspectives without mandated term limits.

While the Board has not adopted a written policy nor targets relating to the identification and nomination of women directors, the Board does take into consideration a nominee's potential to contribute to diversity within the Board. The Corporation ensures the most talented and strongest leaders are recruited, developed and retained to achieve its business objectives and recognizes the value of diversity, including knowledge, experience, skills, expertise, gender and background in making its decisions.

APPOINTMENT OF AUDITORS

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

together with any other security-based compensation arrangement of the Corporation, shall not exceed ten percent of the issued and outstanding common shares of the Corporation. The total number of common shares issuable to non-executive directors under the LTIP shall not exceed one percent of the issued and outstanding common shares of the Corporation. Except as otherwise determined by the Board, neither awards nor any rights under any such awards shall be assignable or transferable.

The Board may at any time, in its sole discretion and without the approval of shareholders, amend, suspend, terminate or discontinue the LTIP and may amend the terms and conditions of any grants thereunder, subject to (a) any required approval of any applicable regulatory authority or the TSX, and (b) approval of shareholders of the Corporation, provided that shareholder approval shall not be required for the following amendments and the Board may make changes which may include but are not limited to: (i) amendments of a 'housekeeping nature'; (ii) any amendment for the purpose of curing any ambiguity, error or omission in the LTIP or to correct or supplement any provision of the LTIP that is inconsistent with any other provision of the LTIP; (iii) an amendment which is necessary to comply with applicable law or stock exchange requirements; (iv) amendments respecting administration and eligibility for participation under the LTIP; (v) changes to terms and conditions on which awards may be or have been granted pursuant to the LTIP; (vi) amendments which alter, extend or accelerate the terms of vesting applicable to any award; and (vii) changes to the termination provisions of an award or the LTIP which do not entail an extension beyond the original fixed term. If the LTIP is terminated, prior awards shall remain outstanding and in effect in accordance with their applicable terms and conditions. The Board may waive any conditions or rights under, or amend any terms of, any awards, provided that no such amendment or alteration shall be made which would impair the rights of any participant, without such participant's consent, unless the Board determines that such amendment or alteration either: (i) is required or advisable in order to conform to any law, regulation or accounting standard; or (ii) is not reasonably likely to diminish the benefits provided under such award.

INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON

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

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

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

REGISTRAR AND TRANSFER AGENT

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

OTHER BUSINESS

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

ADDITIONAL INFORMATION

Additional information relating to the Corporation is available on SEDAR at www.sedar.com. Shareholders may contact the Corporation to request copies of the Corporation's financial statements and management's discussion and analysis ("MD&A") by sending a written request to Suite 2060-1055 West Georgia Street, Vancouver, British Columbia, Canada V6E 3R5, Attention: Corporate Secretary. Financial information is provided in the Corporation's comparative financial statements and MD&A for its fiscal year ended December 31, 2018, which are also available on SEDAR.

APPROVAL OF INFORMATION CIRCULAR

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

DATED at Vancouver, British Columbia, Canada, this 24th day of May 2019.

BY ORDER OF THE BOARD OF DIRECTORS OF MINCO SILVER CORPORATION

/s/ Ken Z. Cai

Ken Z. Cai

Chairman, Chief Executive Officer and Director