

**MIRANDA GOLD CORP.**  
(the “Company”)

**AUDIT COMMITTEE WHISTLEBLOWER PROCEDURES**

Procedures for Receipt, Retention and Treatment of Complaints about the Company’s Accounting, Internal Accounting Controls or Auditing Matters

1. PURPOSE

It is the responsibility of the Audit Committee of the Board of Directors of the Company to ensure that the Company, its subsidiaries and affiliates (collectively “the Company”) has appropriate procedures for the confidential and anonymous submission, and the receipt, retention and treatment of complaints or concerns about the Company’s accounting, internal accounting controls or auditing matters. In addition, the Audit Committee must provide for the confidential and anonymous submission by the Company’s employees, officers and directors of concerns about questionable accounting or auditing matters.

The procedures outlined below are intended to fulfill these responsibilities and to ensure that any such complaints and concerns are promptly and effectively addressed.

2. MEANING OF TERMS

“Accounting Concerns” is intended to be broad and comprehensive and to include any matter, which in the view of the Complainant, is illegal, unethical, contrary to the policies of the Company or in some other manner not right or proper. Examples would include:

- a) violation of any applicable law, rule or regulation that relates to corporate reporting and disclosure;
- b) deviation from full a fair reporting of the Company’s consolidation financial condition.
- c) fraud or deliberate error in the recording and maintaining of financial records of the Company or any of its subsidiaries;
- d) fraud or deliberate error in the preparation, evaluation, review or audit of any financial statement of the Company;
- e) deficiencies in or noncompliance with the Company or any of its subsidiaries’ internal policies and controls;
- f) misrepresentation or a false statement by or to a director, officer or employee of the Company, any of its subsidiaries respecting a matter contained in the financial records, reports or audit reports; and
- g) violation of the Company’s Code of Business Conduct and Ethics.

“Anonymous” means of unknown authorship, and without designation that might lead to information about the authorship. Anonymity is not compromised by assignment of a code or other designation with which a person can communicate without revealing his or her identity.

“Complaint” means any adverse information provided to the Company, whether in the form of an Accounting Concern, a demand for remedial action or a report of a suspected violation of law.

“Confidential” means authorized for access by only those persons who have a need to know. Ordinarily, a need to know arises from an obligation to investigate or to take remedial or disciplinary action.

“Confidential Designee” means a person, independent of the financial reporting function, designated by the Audit Committee to assist the Committee to address Complaints in a manner consistent with these procedures and the role of the Committee. Unless otherwise designated by the Audit Committee, the Confidential Designee shall be the Chair of the Audit Committee of Miranda Gold Corp..

“Employee” means any employee, officer or director of the Company.

### 3. PROCEDURES

#### A. Submission and Receipt of Complaints

a) Employees are free to bring Complaints to the attention of their immediate supervisors or the President, as they would any other workplace concern. The recipients of such Complaints shall forward them promptly to the Chair of the Audit Committee and to the Confidential Designee or they may be brought directly to the Chair of the Audit by hand-signed submission addressed to:

Kevin Nishi  
Chair of Miranda Gold Corp. Audit Committee  
Miranda Gold Corp.  
15381 – 36<sup>th</sup> Avenue  
South Surrey, B.C. V3Z 0J5  
  
Facsimile: 604-648-8706  
or  
by e-mail: nishi@smytheratcliffe.com

The Chair of the Audit Committee is an independent director of the Board of Directors, with no ties to management. The Board of Directors has charged the Chair of the Audit Committee with the responsibility of receiving anonymous Complaints from Company employees and will deliver such Complaints to the Audit Committee.

b) Non-Employees may submit Complaints by mail or other means of delivery to the corporate head office address of the Company, either addressed to any officer of the Company (who are identified on the Company’s external website) or marked “Private and Strictly Confidential – Attention: Chair of the Audit Committee of Miranda Gold Corp.”. Envelopes so marked shall be forwarded unopened to the Chair of the Committee.

#### B. Content of Complaints

To assist the Company in the response to or investigation of a Complaint, the Complaint should contain as much specific, factual information as possible to allow for proper assessment of the nature, extent and urgency of the matter that is the subject of the Complaint, including, without limitation and to the extent possible, the following information:

- a) if the Complaint involves a specific event or events, the approximate date and location of each event;
- b) the alleged event, matter or issue that is the subject of the Complaint;
- c) the name of each person involved; and
- d) any additional information, documentation or other evidence available to support the Complaint.

### C. Retention of Records of Complaints

The Chair of the Audit Committee will maintain a log of all Complaints, tracking their receipt, investigation and resolution, and will prepare a summary which the Chair shall present to the Audit Committee on a quarterly basis. Copies of Complaints and the log shall be maintained by the Audit Committee in a confidential manner. The records shall be retained for a period of time judged to be appropriate based on the merits of the submission and in compliance with applicable laws and document retention policies.

### D. Treatment of Complaints

- a) All Complaints may be made and shall be treated on a confidential and anonymous basis.
- b) The Audit Committee will acknowledge receipt of any submissions regarding a Complaint to the person who submitted the Complaint.
- c) All Complaints will be reviewed as soon as possible by the Audit Committee, with the assistance and direction of whomever the Audit Committee thinks appropriate including, but not limited to, external legal counsel and the Audit Committee shall implement such corrective measures and do such things in an expeditious manner as it deems necessary or desirable to address the Complaints.

### E. PROTECTION FROM RETALIATION

A submission of a Complaint may be made by an Employee of the Company without fear of dismissal, disciplinary action or retaliation of any kind. The Company will not discharge, demote, suspend, threaten, harass or in any manner discriminate or retaliate against any person who submits in good faith a Complaint or provides assistance to the Audit Committee, management or any other person or group, including any government, regulatory or law enforcement body, investigating a Complaint.

### F. COMMUNICATION OF THE POLICY

To ensure all appropriate people are aware of the Policy, a copy of the current Policy and any subsequent amendments will be distributed to all Employees, consultants and contractors of the Company.

This Policy will be posted on the Company's website at [www.mirandagold.com](http://www.mirandagold.com) in both English and Spanish languages.

**This Policy is effective as at May 31, 2015.**

**MIRANDA GOLD CORP.  
AND ITS SUBSIDIARIES AND AFFILIATES**