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If you were a Shareholder and have sold or otherwise transferred all your Shares, please send this document, together with the accompanying Form of Proxy, as soon as possible to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected for onward transmission to the purchaser or transferee.

Canaccord Genuity Limited, which is authorised and regulated in the United Kingdom by the Financial Services Authority, is acting solely for Midas Income & Growth Trust PLC and for no one else, including any recipient of this document, in connection with the Proposals and will not be responsible to anyone other than Midas Income & Growth Trust PLC for providing the protections afforded to clients of Canaccord Genuity Limited or for affording advice in relation to the Proposals or any other matter referred to in this document. Canaccord Genuity has given and not withdrawn its written consent to the inclusion in this document of the references to its name in the form and context in which they are included.

MIDAS INCOME & GROWTH TRUST PLC

*(Incorporated in England and Wales under the Companies Act 1985 with registered number 3173591)
(An investment company under section 833 of the Companies Act 2006)*

RECOMMENDED PROPOSALS REGARDING REBASING LEVEL OF DIVIDENDS PAID, CHANGES TO INVESTMENT OBJECTIVE, POLICY AND BENCHMARK, CHANGES TO MANAGEMENT FEE ARRANGEMENTS AND INTRODUCTION OF ANNUAL CONTINUATION VOTE AND

NOTICE OF GENERAL MEETING

A notice convening a general meeting of the Company is set out in Part 4 of this document. That meeting will be held at the offices of Aberdeen Asset Management PLC, Bow Bells House, 1 Bread Street, London EC1, on Wednesday, 18 January 2012 commencing at 4.00 p.m.

A Form of Proxy is enclosed for use by Shareholders. To be valid for use at the General Meeting, the Form of Proxy should be completed, signed and returned in accordance with the instructions printed on it as soon as possible and, in any event, so as to be received by not later than 4.00 p.m. on Monday, 16 January 2012. Shareholders who hold their Shares in CREST may appoint a proxy by utilising the CREST electronic proxy appointment service in accordance with the procedures set out in the notes at the end of the notice convening the General Meeting in Part 4 of this document and such appointment should be transmitted as soon as possible and, in any event, so as to be received by not later than 4.00 p.m. on Monday, 16 January 2012.

A blue Letter of Direction is enclosed for use by those who hold Shares through the Aberdeen Product Range. To be valid, the Letter of Direction should be completed, signed and returned in accordance with the instructions printed on it so as to arrive not later than 5.00 p.m. on Wednesday, 11 January 2012.

This document includes certain references to the Investment Manager's website (being www.midascapital.co.uk). For the avoidance of doubt, neither that website nor the content of any website accessible from hyperlinks on that website or any other website is, or is deemed to be, incorporated into, or forms, or is deemed to form, part of this document.

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EXPECTED TIMETABLE

Commencement of calculation of management fee based on the Company's market capitalisation (rather than net assets)	With effect from January 2012
Latest time and date for receipt of completed Forms of Direction from Aberdeen Product Investors for use in connection with General Meeting	5.00 p.m. on Wednesday, 11 January 2012
Latest time and date for receipt of completed Forms of Proxy and CREST electronic proxy appointments for use at General Meeting	4.00 p.m. on Monday, 16 January 2012
General Meeting	4.00 p.m. on Wednesday, 18 January 2012
Third interim dividend declared for year ending 30 April 2012 (expected to be 1.25p per share; 2011: 1.63p)	Thursday, 16 February 2012
Ex-date for third interim dividend	Wednesday, 22 February 2012
Third interim dividend paid	Wednesday, 21 March 2012
First annual continuation vote	AGM in September 2013

PART 1
LETTER FROM THE CHAIRMAN

Midas Income & Growth Trust PLC

*(Incorporated in England and Wales under the Companies Act 1985 with registered number 3173591)
(An investment company under section 833 of the Companies Act 2006)*

Directors
Hubert V Reid (*Chairman*)
Ian R Davis
Adam D Cooke

Registered Office
Bow Bells House
1 Bread Street
London EC4M 9HH

21 December 2011

To Shareholders and Aberdeen Product Investors

Dear Shareholders and Aberdeen Product Investors

Introduction

Your Board recognises the importance of income to investors in the current environment. However, whilst the Company has maintained the current level of dividend payments for the past three years, this has required dividends to be paid, in part, from revenue reserves. Although the revenue account position has improved in the current year, if the current level of dividend payments is maintained, dividends paid in respect of the current year will again be uncovered by earnings.

Having regard to the challenging economic environment and following discussions with the Investment Manager, your Board has concluded that dividend growth from the current level is unlikely for several years. Furthermore, your Board believes that the constraints imposed on investment to maintain the current relatively high level of dividends have been, and will continue to be, detrimental to the total return to Shareholders. Accordingly, the Board decided that a fundamental review of the Company's strategy was necessary, the objective being to ensure that a sustainable model was identified that would be acceptable to Shareholders as a whole and enhance the Company's appeal to a broader range of investors.

Having concluded its review, which was undertaken with the assistance of the Investment Manager and the Company's financial adviser, the Board announced on 14 December 2011 that it is proposing a number of changes that it believes:

- will increase the Company's investment flexibility and offer the prospect of enhanced total returns to Shareholders, whilst still recognising the importance of income to Shareholders and maintaining an emphasis on low volatility;
- will create a closer alignment between the respective interests of the Investment Manager and Shareholders;
- will provide Shareholders with more frequent opportunities to vote on the Company's future; and
- will lead to an improvement in the Company's rating over time.

In essence, the Proposals envisage:

- rebasing dividend payments to a lower level that still remains attractive within the Global Growth and Income closed-end funds sector, is expected to be covered by earnings and offers the prospect of dividend growth;
- amending certain of the core asset allocations and asset allocation ranges specified in the Company's investment policy to increase the Company's investment flexibility;

- changing the Company's investment objective to reflect the Company's investment policy (as proposed to be amended) and the Investment Manager's investment approach;
- adapting the Company's existing absolute return benchmark so that it is a more appropriate basis of measurement of the Company's performance in all market conditions;
- amending the fee arrangements with the Investment Manager; and
- introducing an annual continuation vote with effect from the Company's annual general meeting in 2013.

The proposed changes to the Company's investment policy represent a material change to that policy and, accordingly, under the Listing Rules, require the approval of Shareholders in general meeting before they can be implemented. In addition, the introduction of annual continuation votes involves amending the Articles of Association, which also requires the approval of Shareholders in general meeting.

The purpose of this document is to explain the background to and reasons for, and the benefits of and risks associated with, the Proposals. This document also contains, in Part 4, a notice convening a general meeting of the Company, which will be held at the offices of Aberdeen Asset Management PLC, Bow Bells House, 1 Bread Street, London EC1, on Wednesday, 18 January 2012 commencing at 4.00 p.m. Resolution 1 to be proposed at the General Meeting will seek the approval of Shareholders to change the Company's investment policy and Resolution 2 will seek to amend the Articles so that they require annual continuation votes. Your Board is recommending that you vote in favour of both Resolutions. The procedure for voting at the General Meeting is set out under the heading "Action to be Taken" on page 7 of this document.

Rebasing the Level of Dividends Paid

At 19 December 2011, the Shares offered a yield of 6.13 per cent.¹, compared to the 3.15 per cent.² and 3.95 per cent.² available from the FTSE World Index and the FTSE All Share Index respectively and the Global Growth and Income sector market capitalisation weighted average yield of 4.44 per cent.³. As noted above, the Company has maintained the current level of dividend payments for the past three years, but this has required dividends to be paid, in part, from revenue reserves.

At a time when the yield on cash and gilts is so low, the Directors believe that the attraction of income growth is becoming increasingly apparent to the market. Having regard to the challenging economic environment and following discussions with the Investment Manager, your Board has concluded that dividend growth from the current level is unlikely for several years. Furthermore, your Board believes that maintaining the current relatively high level of dividends is inhibiting the Investment Manager from conviction investing and that this is detrimental to achieving capital growth and, accordingly, to the total return to Shareholders. Having consulted with the largest Shareholders, your Directors believe that rebasing dividend payments to a level that:

- still remains attractive within the Global Growth and Income closed-end funds sector, is sustainable and offers the prospect of dividend growth;
- increases the Company's investment flexibility to achieve capital growth; and
- as a result, offers Shareholders the prospect of an enhanced total return;

is now more attractive to Shareholders as a whole and will enhance the Company's appeal to a broader range of investors.

As announced on 14 December 2011, the annual dividend will be rebased to 5.2p per Share equivalent to 5.1 per cent. and 4.6 per cent. on the closing mid-market price per Share and net asset value per Share respectively as at 19 December 2011. Accordingly, in the absence of unforeseen circumstances, it is the Board's intention to declare third and fourth interim dividends in respect of the current financial year each of 1.3p per Share, making a total dividend of 5.86p in respect of the year ending 30 April 2012.

The Board and the Investment Manager expect that, having rebased the level of dividends paid and subject to Shareholders approving the proposed changes to the Company's investment policy, the Board will be able to adopt a progressive dividend policy of growing the level of dividends from the

¹ Datastream

² Bloomberg

³ Canaccord

fourth interim dividend in respect of the year ending 30 April 2013, which is expected to be announced in May 2013.

Notwithstanding the rebasing of the level of dividend payments, the Board intends to maintain its policy of charging 50 per cent. of the management fees and finance costs and 100 per cent. of the other operating expenses to income.

Changing the Investment Objective, Policy and Benchmark

To enable the Investment Manager to take full advantage of the opportunities to grow capital, whilst continuing to focus on the enhancement of dividends from the proposed rebased level and retaining the ability to asset allocate through the investment cycle and control volatility, the Directors are proposing a number of changes to the Company's investment policy to facilitate conviction investing. The changes being proposed are as follows:

- increasing the core allocation to overseas equities from 15 per cent. to 25 per cent. to take advantage of:
 - the growing number of attractive alternative sources of dividend income outside of the UK, including developing markets which are among some of the fastest growing economies in the world and demonstrating strong dividend growth potential; and
 - the broader choice of high quality equity managers investing outside the UK;which should improve the quality of the income generated from the Company's portfolio, enhance the Investment Manager's ability to take advantage of secular trends and improve the portfolio's prospective risk-adjusted returns;
- reducing the core allocation to fixed income from 25 per cent. to 15 per cent. to allow for the higher allocation to overseas equities; and
- broadening the investment ranges for various asset classes to increase the Company's investment flexibility to make asset allocation decisions, whilst retaining the Company's emphasis on low volatility in Shareholder returns compared to its peers.

At present, the Company's investment objective is to seek to achieve an absolute return with low volatility through investment in a multi-asset portfolio with the aim of achieving both income and capital returns and the Company and the Company's performance is measured against an absolute return benchmark of 8 per cent. per annum. Against a backdrop of the current low return investment environment, the Directors no longer consider that the current benchmark is an appropriate basis on which to measure the Company's performance. Having considered the Company's investment policy (as proposed to be amended) and the Investment Manager's investment approach, the Directors are proposing that the Company's investment objective be changed to that of seeking to outperform 3-month LIBOR plus 3.0 per cent. over the longer term, with low volatility and the prospect of capital and income growth, through investment in a multi-asset portfolio. Subject to Shareholders approving this proposed change to the Company's investment objective, the Directors intend to measure the Company's performance based on rolling three-year periods.

Further details of the proposed changes to the Company's investment objective and policy are set out in Part 3 of this document. Those changes are conditional on Resolution 1 being passed at the General Meeting. If that Resolution is passed, the Investment Manager expects to make a number of changes to the composition of the Company's portfolio and that this realignment will be completed by the end of March 2012 without incurring any material cost to the Company.

Changes to the Management Arrangements

Under the terms of the Management Agreement, the Investment Manager is entitled to receive an annual management fee of 1.0 per cent. of the Company's net assets and a performance fee equivalent to 10 per cent. of the outperformance above a total return of 8 per cent. per annum from a base date of 14 February 2006. The performance fee is calculated on an annual basis and is subject to a high-watermark based on the higher of the total return of 8 per cent. per annum and the previous highest NAV on which a performance fee was paid.

The Board and the Investment Manager have agreed to change the fees payable under the Management Agreement to bring the fee arrangements in line with best practice in the investment trust industry. Accordingly, with effect from 1 January 2012, the annual management fee will be calculated by reference to the Company's market capitalisation, with the rate reduced to 0.9 per cent., and the performance fee will be terminated. For the avoidance of doubt, these changes to the

management fee arrangements are not conditional on the Resolutions being passed at the General Meeting.

Introduction of an Annual Continuation Vote

The Articles of Association require the Directors to propose a resolution to liquidate the Company in April 2016 (and every fifth year thereafter for as long as the Company remains in existence) unless they are released from this obligation by the passing of an ordinary resolution at the Company's annual general meeting held in the immediately preceding year.

The Board believes that it is now best practice in the investment trust industry to give Shareholders a more frequent opportunity to consider the future of the Company. Accordingly, the Board is proposing that the Articles be amended to replace the current five-yearly review of the Company's future with an annual continuation vote (in the form of an ordinary resolution) with effect from the annual general meeting of the Company held in 2013. In the event that any such resolution is not passed, then the Directors will be required to bring forward proposals to liquidate, open-end or otherwise reconstruct the Company.

Principal Benefits of the Proposals

The Directors believe that the principal benefits of the Proposals can be summarised as follows:

- rebasing the dividend to 5.2p per annum will increase investment flexibility to enhance overall Shareholder returns and should offer the prospect of dividend growth from the fourth interim dividend in respect of the year ending 30 April 2013;
- the re-based dividend remains attractive relative to the other funds in the Global Growth and Income closed-end funds sector;
- the changes to the Company's investment policy should enable the Investment Manager to take full advantage of the opportunities to achieve capital growth and enhance the overall return to Shareholders whilst retaining the ability to asset allocate through the investment cycle and to control volatility;
- the changes to the Management Agreement simplify the fee arrangements with the Investment Manager and more closely align the Investment Manager's interests with those of Shareholders; and
- Shareholders will have the opportunity to vote on the future of the Company annually with effect from the annual general meeting in 2013.

The Directors believe that these benefits should enhance the Company's appeal to investors and, accordingly, should attract market support for the Shares. In turn, this should lead to an improvement in the Company's rating.

Risks Associated with the Proposals

Shareholders should consider carefully the specific risks described below, in addition to the other information set out in this document, when considering the Proposals. The following risks are those risks that the Directors consider to be material as at the date of this document. If any of the adverse events described below actually occur, the Company's business, financial condition or results or prospects could be materially and adversely affected. Additional risks and uncertainties which were not known to the Directors at the date of this document or that the Directors considered at the date of this document to be immaterial may also materially and adversely affect the Company's business, financial condition or results or prospects.

- Rebasing the annual dividend to 5.2p per Share and the objective of achieving dividend growth from that level are targets only and not profit forecasts and there can be no guarantee that these targets will be met. The ability to achieve these targets will depend primarily on the level of income received from the Company's investments. Accordingly, the level of dividends paid may fluctuate and there is no guarantee that the level of dividends will increase from year to year.
- The value of the investments in the Company's portfolio and any income derived from them may go down as well as up. In particular, the Company's investee companies could be adversely affected by changes in the general economic or political climate, changes in the economic factors affecting a particular industry, changes in tax law or specific developments within such companies. In addition, increasing the Company's exposure to overseas equities

will lead to an increase in the risk of currency movements affecting the capital value of investments and/or the dividend income receivable.

- There is no guarantee that the proposed changes to the Company's investment policy will result in the Company achieving its investment objective or will provide the returns sought by Shareholders. In particular, whilst the Company's investment policy and the Investment Manager's investment approach are intended to reduce the volatility and risk profile of the Company's portfolio, this cannot be assured. Furthermore, there can be no guarantee that appreciation in the value of the Company's investments will occur and Shareholders may not get back the full value of their original investment.
- The market value of the Shares, as well as being affected by their asset value, also takes into account their supply and demand. The market value of a Share can fluctuate and may not always reflect its underlying net asset value. Accordingly, there can be no guarantee that the Proposals will lead to an improvement in the Company's rating or that any such improvement will be maintained.

As indicated earlier, if Resolution 1 is not passed, the Board does not believe that it will be able to adopt a progressive dividend policy in the near future.

General Meeting

A notice convening a general meeting of the Company, which will be held at the offices of Aberdeen Asset Management PLC, Bow Bells House, 1 Bread Street, London EC1, on Wednesday, 18 January 2012 commencing at 4.00 p.m., is set out in Part 4 of this document. The following resolutions will be proposed at the General Meeting:

- **Resolution 1:** To approve the changes to the Company's investment objective and policy, which are shown marked up against the Company's existing investment objective and policy in Part 2 of this document (this resolution will be proposed as an ordinary resolution).
- **Resolution 2:** To amend the Articles so that they require an annual continuation vote and prescribe the action to be taken in the event of any such vote not being passed (this resolution will be proposed as a special resolution). The full text of the proposed amendment to the Articles is set out in Resolution 2.

In order to be passed, an ordinary resolution requires a simple majority of the votes cast to be in favour of it and a special resolution requires at least 75 per cent. of the votes cast to be in favour of it. The quorum for the General Meeting is two members present in person or by proxy (including a member present through a corporate representative).

Action to be Taken

Shareholders

If you are a Shareholder, you will find enclosed with this document a Form of Proxy for use at the General Meeting. Please complete the Form of Proxy and return it by post to the address set out on it as soon as possible and, in any event, so as to be received not later than 4.00 p.m. on Monday, 16 January 2012.

If you hold your Shares in CREST, you may appoint a proxy by utilising the CREST electronic proxy appointment service in accordance with the procedures set out in the notes at the end of the notice convening the General Meeting in Part 4 of this document and such appointment should be transmitted as soon as possible and, in any event, so as to be received by not later than 4.00 p.m. on Monday, 16 January 2012.

The completion and return of a Form of Proxy, or the appointment of a proxy electronically through CREST, will not prevent a Shareholder from attending the General Meeting and voting in person if they wish to do so.

Aberdeen Product Investors

If you hold your Shares through the Aberdeen Product Range, you will find enclosed with this document a blue Letter of Direction for use in connection with the General Meeting. Please complete the Letter of Direction and return it by post to the address set out on it as soon as possible and, in any event, so as to be received not later than 5.00 p.m. on Wednesday, 11 January 2012.

Recommendation

The Board, which has been advised by Canaccord Genuity Limited, considers the Proposals to be in the best interests of the Company and the Shareholders as a whole (in providing its advice to the Board, Canaccord Genuity has taken into account the Directors' commercial assessments of the Proposals). Accordingly, the Board unanimously recommends that you vote in favour of the Resolutions at the General Meeting as the Directors intend to do in respect of their own beneficial holdings of 225,152 Shares, representing 0.5 per cent. of the issued share capital.

Yours faithfully

Hubert V Reid
Chairman

PART 2

DETAILS OF THE PROPOSED CHANGES TO THE COMPANY'S INVESTMENT OBJECTIVE AND POLICY

The changes that will be made to the Company's investment objective policy if Resolution 1 is passed at the General Meeting have been marked up against the Company's existing investment objective and policy shown below.

Investment Objective

The Company's investment objective is to ~~seek to achieve an absolute return~~ outperform 3-month LIBOR plus 3.0 per cent. over the longer term, with low volatility and the prospect of capital and income growth, through investment in a multi-asset portfolio ~~with the aim of achieving both income and capital returns.~~

Investment Policy

The asset classes included in the Company's portfolio are UK and overseas equities, fixed interest securities, property, alternative assets and structured products. The asset allocations vary around a core long-term position for each asset class with a view to adding value through tactical asset allocation within a range for each asset class. The core asset allocations and asset allocation ranges, which are calculated at the time of any relevant investment based on the Company's gross assets, are as follows:

	<u>Core Asset Allocation</u>	<u>Asset Allocation Range</u>
<u>UK equities</u>	<u>35</u>	<u>15 - 60</u>
<u>Overseas equities</u>	<u>25</u>	<u>10 - 40</u>
<u>Total equities</u>	<u>60</u>	<u>25 - 85</u>
<u>Fixed interest</u>	<u>15</u>	<u>0 - 40</u>
<u>Alternative assets</u>	<u>15</u>	<u>0 - 25</u>
<u>Property</u>	<u>10</u>	<u>0 - 25</u>

Ordinarily, exposure to overseas companies is achieved through the use of specialist collective investment schemes and products.

The Company will not:

- ~~(i) invest more than 55 per cent. (calculated at the time of any relevant investment) of its gross assets in UK equities;~~
- ~~(ii) invest more than 25 per cent. (calculated at the time of any relevant investment) of its gross assets in overseas equities;~~
- ~~(iii) invest more than 45 per cent. (calculated at the time of any relevant investment) of its gross assets in fixed interest securities;~~
- ~~(iv) invest more than 25 per cent. (calculated at the time of any relevant investment) in alternative assets;~~
- ~~(v) invest more than 20 per cent. (calculated at the time of any relevant investment) in property;~~
- (vi) invest more than 7.5 per cent. (calculated at the time of any relevant investment) in unquoted securities;
- (vii) hold more than 25 per cent. of its gross assets in cash;
- (viii) invest more than 10 per cent., in aggregate, of the value (calculated at the time of any relevant investment) of its gross assets at the time the investment is made in other investment trusts or investment companies closed-end funds with securities admitted to the Official List, provided that this restriction does not apply to investments in any such investment trusts or investment companies closed-end funds which themselves have stated published investment policies to invest no more than 15 per cent. of their gross assets in other investment trusts or investment companies closed-end funds with securities admitted to the Official List;

- (~~ix~~v) invest, either directly or indirectly, or lend more than 20 per cent. (calculated at the time of any relevant investment or loan) of its gross assets (consolidated where appropriate) to any single underlying issuer (including the underlying issuer's subsidiaries or affiliates) provided that this restriction does not apply to cash deposits awaiting investment;
- (~~x~~v) invest in physical commodities;
- (~~x~~vi) take legal or management control of any of its investments;
- (~~x~~vii) conduct any significant trading activity;
- (~~x~~viii) invest more than 20 per cent. (calculated at the time of any relevant investment) of its gross assets in one or more collective investment undertakings which may invest in excess of 20 per cent. of their gross assets in other collective investment undertakings (open-ended or closed-ended); and
- (~~ix~~iv) allow gearing to exceed 25 per cent. of its net assets at any time.

In the event of any breach of the investment restrictions applicable to the Company, Shareholders will be informed of the actions to be taken by the Investment Manager by an announcement issued through a Regulatory Information Service or a notice sent to Shareholders at their registered addresses in accordance with the Articles.

PART 3

DEFINITIONS

The following definitions apply throughout this document unless the context otherwise requires:

"Aberdeen Product Investors"	investors in Shares through the Aberdeen Product Range
"Aberdeen Product Range"	in order to facilitate investment in the Company, the arrangements put in place for the Company to be part of Aberdeen Asset Managers Limited's product range, which includes the Share Plan and ISA
"Articles" or "Articles of Association"	the articles of association of the Company
"Board"	the board of Directors, including any duly constituted committee thereof
"Company"	Midas Income & Growth Trust PLC
"Directors"	the directors of the Company, whose names appear on page 3 of this document
"Letter of Direction"	the letter of direction which accompanies (where relevant) this document for use by Aberdeen Product Investors in connection with the General Meeting
"Form of Proxy"	the form of proxy for use by Shareholders in connection with the General Meeting
"General Meeting"	the general meeting of the Company convened for 4.00 p.m. on Wednesday, 18 January 2012, or any adjournment of such general meeting, and notice of which is set out in Part 4 of this document
"Investment Manager"	Midas Capital Partners Limited
"LIBOR"	London Interbank Offered Rate
"Listing Rules"	the listing rules made by the Financial Services Authority pursuant to section 73A of the Financial Services and Markets Act 2000
"Management Agreement"	the investment management agreement entered into between the Company and the Investment Manager dated 22 July 2005 (as amended by side letters dated 26 January 2006, 12 February 2007 and 25 August 2011)
"Proposals"	the proposals regarding rebasing the level of dividends paid by the Company, changes to the Company's investment objective, policy and benchmark, changes to the management fee arrangements between the Company and the Investment Manager and amending the Articles so that they include provisions for annual continuation votes, all described in Part 1 of this document
"Resolution"	the resolutions set out in the notice of General Meeting in Part 4 of this document, and references to "Resolution 1" and "Resolution 2" shall be construed accordingly
"Shareholders"	holders of Shares
"Shares"	ordinary shares of 25p each in the capital of the Company

PART 4

NOTICE OF GENERAL MEETING

Midas Income & Growth Trust PLC

*(Incorporated in England and Wales under the Companies Act 1985 with registered number 3173591)
(An investment company under section 833 of the Companies Act 2006)*

Notice is hereby given that a general meeting of Midas Income & Growth Trust PLC will be held at Aberdeen Asset Management PLC, Bow Bells House, 1 Bread Street, London EC1, at 4.00 p.m. on Wednesday, 18 January 2012, for the purpose of considering and, if thought fit, passing the following resolutions:

Resolution 1 *(to approve changes to the Company's investment objective and policy), which will be proposed as an ordinary resolution*

THAT the changes to the Company's investment objective and policy marked up against the Company's existing investment objective and policy in Part 2 of the Company's circular to shareholders dated 21 December 2011, a copy of which is produced to the meeting and initialled for the purpose of identification by the chairman of the meeting, be and they are hereby approved and adopted with immediate effect.

Resolution 2 *(to amend the Articles of Association), which will be proposed as a special resolution*

That the articles of association of the Company be and they are hereby amended (i) by deleting the title of article 137 and substituting therefor the title "DURATION OF THE COMPANY AND WINDING-UP" and (ii) by deleting the existing articles 137.1, 137.2 and 137.3 and substituting therefor the following articles:

- "137.1 At each annual general meeting of the Company commencing with the annual general meeting to be held in 2013, the Directors shall cause an ordinary resolution to be proposed to the effect that the Company continues as an investment trust (a **"Continuation Resolution"**).
- 137.2 In the event that a Continuation Resolution is not passed, the Directors will cause a general meeting of the Company to be convened for a date not later than 180 days after the date of the annual general meeting at which such resolution is not passed (or, if adjourned, the date of the adjourned meeting). Prior to, or with, the notice of such general meeting the Directors shall send to shareholders detailed proposals for the voluntary liquidation, open-ending or other reconstruction or reorganisation of the Company (which proposals may include a continuation of the Company in a revised form, including, without limitation, a new investment objective and/or policy) (the **"Proposals"**).
- 137.3 At any general meeting of the Company convened pursuant to Article 137.2 the Directors will cause a special resolution to be proposed instructing the Directors to implement the Proposals. If such resolution (in its original or amended form) is not passed as a Special Resolution:
- (a) if the Proposals included a voluntary liquidation of the Company, the Company shall continue as an investment trust; or
 - (b) if the Proposals did not include a voluntary liquidation of the Company, the Directors will cause a further general meeting of the Company to be convened for a date not later than 60 days after the date of the general meeting convened in accordance with Article 137.2 (or, if adjourned, the date of the adjourned meeting), at which further general meeting the Directors will cause a special resolution to be proposed to implement proposals which include a voluntary liquidation of the Company (and, in the event of such resolution, in its original or amended form, is not passed as a special resolution, the Company shall continue as an investment trust)."

By order of the Board
Aberdeen Asset Management PLC
Company Secretary
21 December 2011

Registered Office
Bow Bells House
1 Bread Street
London
EC4M 9HH

Notes

1. **Website Giving Information Regarding the General Meeting**

Information regarding the General Meeting, including the information required by section 311A of the Companies Act 2006, is available from the following website:
www.midascapital.co.uk/private/fundpages/midas_income_growth_trust.php.

2. **Entitlement to Attend and Vote**

Only those members registered on the Company's register of members at 6.00 p.m. on Monday, 16 January 2012 (or, if the General Meeting is adjourned, at 6.00 p.m. on the day two business days prior to the adjourned meeting) shall be entitled to attend and vote at the General Meeting in respect of the number of Shares registered in their name at that time. Changes to entries on the register of members after 6.00 p.m. on Monday, 16 January 2012 (or, if the General Meeting is adjourned, at 6.00 p.m. on the day two business days prior to the adjourned meeting) shall be disregarded in determining the rights of any person to attend, speak and vote at the General Meeting.

3. **Appointment of Proxies**

- 3.1 A member of the Company at the time set out in note 2 above is entitled to appoint a proxy to exercise all or any of their rights to attend, speak and vote at the General Meeting. A proxy does not need to be a member of the Company but must attend the General Meeting to represent the member. A proxy may only be appointed using the procedures set out in these notes and the notes on the Form of Proxy.
- 3.2 A member may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different Shares. A member cannot appoint more than one proxy to exercise rights attached to the same Shares. If a member wishes to appoint more than one proxy, they should contact the Company's registrar, Equiniti Limited (the "Registrar"), on 0871 384 2411. Calls to this number cost 8p per minute (excluding VAT) from a BT landline, other providers' costs may vary. Lines open 8.30 a.m. to 5.30 p.m., Monday to Friday. Overseas shareholders should call +44 121 415 7047.
- 3.3 Appointment of a proxy will not preclude a member from attending the General Meeting and voting in person.
- 3.4 A person who is not a member of the Company but has been nominated by a member to enjoy information rights does not have a right to appoint any proxies under the procedures set out in these notes and should read note 8 below.

4. **Appointment of Proxy Using Form of Proxy**

The notes on the Form of Proxy explain how to direct a proxy how to vote, or abstain from voting, on the Resolutions set out in the notice of General Meeting. To appoint a proxy using the Form of Proxy, the Form of Proxy must be completed and signed and sent or delivered to Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex BN99 6ZR, so as to be received by the Registrar no later than 4.00 p.m. on Monday, 16 January 2012. Any power of attorney or other authority under which the Form of Proxy is signed (or a duly certified copy of such power or authority) must be included with the Form of Proxy.

5. **Appointment of Proxies through CREST**

- 5.1 CREST members who wish to appoint a proxy or proxies for the General Meeting by utilising the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual, which can be reviewed at www.euroclear.com/CREST. CREST personal members or other CREST sponsored members, and those CREST members who have appointed (a) voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.
- 5.2 In order for a proxy appointment made by means of CREST to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with the specifications of Euroclear UK & Ireland Limited ("EUI") and must contain the information required for such instruction, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy, must be transmitted so as to be received by the Registrar (RA19) by 4.00 p.m. on Monday, 16 January 2012. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the Registrar is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.
- 5.3 CREST members and, where applicable, their CREST sponsors or voting service providers should note that EUI does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed (a) voting service provider(s), to procure that

their CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

- 5.4 The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

6. **Appointment of Proxy by Joint Members**

In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).

7. **Corporate Representatives**

A corporation which is a member can appoint one or more corporate representatives who may exercise, on its behalf, all its powers as a member provided that no more than one corporate representative exercises power over the same share.

8. **Nominated Persons**

A person who has been nominated under section 146 of the Companies Act 2006 to enjoy information rights (a **"Nominated Person"**):

- (i) may have a right under an agreement between the Nominated Person and the member of the Company who has nominated them to have information rights (the **"Relevant Member"**) to be appointed or to have someone else appointed as a proxy for the General Meeting; and
- (ii) if they either do not have such a right or if they have such a right but do not wish to exercise it, may have a right under an agreement between them and the Relevant Member to give instructions to the Relevant Member as to the exercise of voting rights.

A Nominated Person's main point of contact in terms of their investment in the Company remains the Relevant Member (or, perhaps, their custodian or broker) and they should continue to contact them (and not the Company) regarding any changes or queries relating to their personal details and their interest in the Company (including any administrative matters). The only exception to this is where the Company expressly requests a response from the Nominated Person.

9. **Questions at the General Meeting**

Under section 319A of the Companies Act 2006, the Company must cause to be answered any question relating to the business being dealt with at the General Meeting put by a member attending the General Meeting unless (i) answering the question would interfere unduly with the preparation for the General Meeting or involve the disclosure of confidential information, (ii) the answer has already been given on the Company's website in the form of an answer to a question or (iii) it is undesirable in the interests of the Company or the good order of the General Meeting that the question be answered.

10. **Issued Shares and Total Voting Rights**

As at 6.00 p.m. on 20 December 2011, the Company's issued share capital comprised 39,896,361 Shares, none of which were held in treasury. Each Share carries the right to one vote at a general meeting of the Company and, therefore, the total number of voting rights in the Company as at 6.00 p.m. on 20 December 2011 was 39,896,361.

11. **Disclosure Obligations**

Any person holding 3 per cent. or more of the total voting rights of the Company who appoints a person other than the chairman of the General Meeting as their proxy will need to ensure that both they and their proxy complies with their respective disclosure obligations under the UK Disclosure and Transparency Rules.

12. **Communication**

Any electronic address provided either in this notice of General Meeting or any related documents (including the Form of Proxy) to communicate with the Company may not be used for any purposes other than those expressly stated.