Glencairn Gold CORP
Form 6-K
April 15, 2005

FORM 6-K

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Report of Foreign Issuer

Pursuant to Rule 13a-16 or 15d-16 of
the Securities Exchange Act of 1934

For the month of **April 2005**

Commission File Number **001-32412**

GLENCAIRN GOLD CORPORATION
(Translation of registrant s name into English)

500 6 Adelaide St. East
Toronto, Ontario, Canada M5C 1H6
(Address of principal executive offices)

Indicate by check mark whether the registrant files or will file annual reports under cover Form 20-F or Form 40-F

Form 20-F ____ Form 40-F X

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1): ______

Note: Regulation S-T Rule 101(b)(1) only permits the submission in paper of a Form 6-K if submitted solely to provide an attached annual report to security holders.

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7): ______

Note: Regulation S-T Rule 101(b)(7) only permits the submission in paper of a Form 6-K if submitted to furnish a report or other document that the registrant foreign private issuer must furnish and make public under the laws of the jurisdiction in which the registrant is incorporated, domiciled or legally organized (the registrant s home country), or under the rules of the home country exchange on which the registrant s securities are traded, as long as the report or other document is not a press release, is not required to be and has not been distributed to the registrant s security holders, and, if discussing a material event, has already been the subject of a Form 6-K submission or other Commission filing on EDGAR.

Indicate by check mark whether by furnishing the information contained in this Form, the registrant is also thereby furnishing the information to the Commission pursuant to rule 12g3-2(b) under the Securities Exchange Act of 1934.

Yes ___ No _X_

If Yes is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b) 82___

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

GLENCAIRN GOLD CORPORATION

Date: April 15, 2005

By: Lorna MacGillivray
Lorna MacGillivray
Corporate Secretary and General Counsel

EXHIBIT INDEX

1. 2004 Annual Report
2. Notice of Annual and Special Meeting of Shareholders
3. Management Information Circular
4. Form of Proxy
5. Supplemental Mailing List Form

EXHIBIT 1

EXHIBIT 2

GLENCAIRN GOLD CORPORATION

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the Annual and Special Meeting of Shareholders (the Meeting) of Glencairn Gold Corporation (the Company) will be held at The National Club, *Howland Room*, 303 Bay Street, Toronto, Ontario, on Tuesday, May 10, 2005 at 4:00 p.m. (Toronto time), for the following purposes:

1. To receive and consider the annual report of management to the shareholders and the audited consolidated financial statements of the Company for the year ended December 31, 2004 and the report of the auditors thereon;

2. To elect directors of the Company for the ensuing year;

3. To appoint PricewaterhouseCoopers LLP, Chartered Accountants, as auditors of the Company for the ensuing year and to authorize the directors to fix their remuneration;

4. To consider and, if deemed appropriate, to pass, with or without variation, a resolution authorizing an increase in the maximum number of Common Shares of the Company that may be issued and reserved for issuance pursuant to the Company s Stock Option Plan;

5. To consider and, if deemed appropriate, to pass, with or without variation, a special resolution authorizing the filing of Articles of Continuance under the *Canada Business Corporations Act*; and

6. To transact such other business as may properly come before the Meeting or any adjournment thereof.

This notice is accompanied by a management information circular, a form of proxy, a supplemental mailing list return card and the Company s 2004 Annual Report. Shareholders who are unable to attend the Meeting are requested to complete, date, sign and return the enclosed form of proxy so that as large a representation as possible may be had at the Meeting.

The board of directors of the Company has fixed the close of business on March 29, 2005 as the record date, being the date for the determination of the registered holders of Common Shares entitled to receive notice of the Meeting and any adjournment thereof. The board of directors of the Company has fixed 4:00 p.m. (Toronto time) on May 6, 2005 or 48 hours (excluding Saturdays and holidays) before any adjournments thereof as the time before which proxies to be used or acted upon at the Meeting or any or adjournments thereof shall be deposited with the Company s transfer agent.

DATED at Toronto, Ontario this 5th day of April, 2005.

By Order of the Board of Directors

/s/ Lorna D. MacGillivray
Lorna D. MacGillivray
Corporate Secretary and General Counsel

EXHIBIT 3

GLENCAIRN GOLD CORPORATION

MANAGEMENT INFORMATION CIRCULAR

Solicitation of Proxies

This management information circular is furnished in connection with the solicitation of proxies by the management of Glencairn Gold Corporation (the Company) for use at the annual and special meeting of shareholders (the Meeting) of the Company to be held at the time and place and for the purposes set forth in the accompanying Notice of Meeting. References in this management information circular to the Meeting include any adjournment or adjournments thereof. It is expected that the solicitation will be primarily by mail, however, proxies may also be solicited personally by regular employees of the Company and the Company may use the services of an outside proxy solicitation agency to solicit proxies. The cost of solicitation will be borne by the Company.

The board of directors of the Company (the Board) has fixed the close of business on March 29, 2005 as the record date, being the date for the determination of the registered holders of securities entitled to receive notice of the Meeting. Duly completed and executed proxies must be received by the Company s transfer agent at the address indicated on the enclosed envelope no later than 4:00 p.m. (Toronto time) on May 6, 2005, or no later than 48 hours (excluding Saturdays and holidays) before the time of any adjourned Meeting.

Unless otherwise stated, the information contained in this management information circular is as of April 5, 2005. **This management information circular contains references to United States dollars and Canadian dollars. All dollar amounts referenced, unless otherwise indicated, are expressed in Canadian dollars and United States dollars are referred to as United States dollars or US$.**

Appointment and Revocation of Proxies

The persons named in the enclosed form of proxy are officers and/or directors of the Company. **A shareholder desiring to appoint some other person, who need not be a shareholder, to represent him at the Meeting, may do so by inserting such person s name in the blank space provided in the enclosed form of proxy or by completing another proper form of proxy and, in either case, depositing the completed and executed proxy at the office of the Company s transfer agent indicated on the enclosed envelope no later than 4:00 p.m. (Toronto time) on May 6, 2005, or no later than 48 hours (excluding Saturdays and holidays) before the time of any adjourned Meeting.**

A shareholder forwarding the enclosed proxy may indicate the manner in which the appointee is to vote with respect to any specific item by checking the appropriate space. If the shareholder giving the proxy wishes to confer a discretionary authority with respect to any item of business, then the space opposite the item is to be left blank. The shares represented by the proxy submitted by a shareholder will be voted in accordance with the directions, if any, given in the proxy.

A proxy given pursuant to this solicitation may be revoked by an instrument in writing executed by a shareholder or by a shareholder s attorney authorized in writing (or, if the shareholder is a corporation, by a duly authorized officer or attorney) and deposited either at the registered office of the Company (6 Adelaide Street East, Suite 500, Toronto, Ontario M5C 1H6; Attention: Corporate Secretary) at any time up to and including the last business day preceding the day of the Meeting or with the Chairman of the Meeting on the day of the Meeting or in any other manner permitted by law.

Exercise of Discretion by Proxies

The persons named in the enclosed form of proxy will vote the shares in respect of which they are appointed in accordance with the direction of the shareholders appointing them. **In the absence of such direction, such shares will be voted in favour of the passing of all the resolutions described below. The enclosed form of proxy confers discretionary authority upon the persons named therein with respect to amendments or variations to matters identified in the Notice of Meeting and with respect to other matters which may properly come before the Meeting.** At the time of printing of this management information circular, management knows of no such amendments, variations or other matters to come before the Meeting. However, if any other matters which are not now known to management should properly come before the Meeting, the proxy will be voted on such matters in accordance with the best judgment of the named proxies.

Voting by Non-Registered Shareholders

Only registered shareholders of the Company or the persons they appoint as their proxies are permitted to vote at the Meeting. Most shareholders of the Company are non-registered shareholders (Non-Registered Shareholders) because the shares they own are not registered in their names but are instead registered in the name of the brokerage firm, bank or trust company through which they purchased the shares. Shares beneficially owned by a Non-Registered Shareholder are registered either: (i) in the name of an intermediary (an Intermediary) that the Non-Registered Shareholder deals with in respect of the shares of the Company (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 (ii) in the name of a clearing agency (such as The Canadian Depository for Securities Limited) of which the Intermediary is a participant. In accordance with applicable securities law requirements, the Company will have distributed copies of the Notice of Meeting, this management information circular, the form of proxy and the supplemental mailing list return card (collectively, the Meeting Materials) to the clearing agencies and Intermediaries for distribution to Non-Registered Shareholders.

Intermediaries are required to forward the Meeting Materials to Non-Registered Shareholders unless a Non-Registered Shareholder has waived the right to receive them. Intermediaries often use service companies to forward the Meeting Materials to Non-Registered Shareholders. Generally, Non-Registered Shareholders who have not waived the right to receive Meeting Materials will either:

(i) be given a voting instruction form **which is not signed by the Intermediary** and which, when properly completed and signed by the Non-Registered Shareholder and **returned to the Intermediary or its service company**, will constitute voting instructions (often called a voting instruction form) which the Intermediary must follow. Typically, the voting instruction form will consist of a one page pre-printed form. Sometimes, instead of the one page pre-printed form, the voting instruction form will consist of a regular printed proxy form accompanied by a page of instructions which contains a removable label with a bar-code and other information. In order for the form of proxy to validly constitute a voting instruction form, the Non-Registered Shareholder must remove the label from the instructions and affix it to the form of proxy, properly complete and sign the form of proxy and submit it to the Intermediary or its service company in accordance with the instructions of the Intermediary or its service company; or

(ii) nbsp; be given a form of proxy **which has already been signed by the Intermediary** (typically by a facsimile, stamped signature), which is restricted as to the number of shares beneficially owned by the Non-Registered Shareholder but which is otherwise not completed by the Intermediary. Because the Intermediary has already signed the form of proxy, this form of proxy is not required to be signed by the Non-Registered Shareholder when submitting the proxy. In this case, the Non-Registered Shareholder who wishes to submit a proxy should properly complete the form of proxy and **deposit it with the Company, c/o Equity Transfer Services Inc., Suite 420, 120 Adelaide Street West, Toronto, Ontario M5H 4C3.**

In either case, the purpose of these procedures is to permit Non-Registered Shareholders to direct the voting of the shares of the Company they beneficially own. Should a Non-Registered Shareholder who receives one of the above forms wish to vote at the Meeting in person (or have another person attend and vote on behalf of the Non-Registered Shareholder), the Non-Registered Shareholder should strike out the persons named in the form of proxy and insert the Non-Registered Shareholder or such other person s name in the blank space provided. **In either case,**

Non-Registered Shareholders should carefully follow the instructions of their Intermediary, including those regarding when and where the proxy or voting instruction form is to be delivered.

A Non-Registered Shareholder may revoke a voting instruction form or a waiver of the right to receive Meeting Materials and to vote which has been given to an Intermediary at any time by written notice to the Intermediary provided that an Intermediary is not required to act on a revocation of a voting instruction form or of a waiver of the right to receive Meeting Materials and to vote which is not received by the Intermediary at least seven (7) days prior to the Meeting.

Interest of Certain Persons in Matters to be Acted Upon

Directors and executive officers of the Company have an interest in the resolution concerning the amendment to the Company s share option plan as such persons are eligible to be granted options under the plan.

Voting Securities and Principal Holders Thereof

As of April 5, 2005, 155,240,531 common shares (the Common Shares) in the capital of the Company were issued and outstanding. Each Common Share entitles the holder thereof to one vote on all matters to be acted upon at the Meeting. The record date for the determination of shareholders entitled to receive notice of the Meeting has been fixed at March 29, 2005. In accordance with the provisions of the *Business Corporations Act* (Ontario) (the OBCA), the Company will prepare a list of holders of Common Shares as of such record date. Each holder of Common Shares named in the list will be entitled to vote the shares shown opposite his or her name on the list at the Meeting, except to the extent that (a) the shareholder has transferred any of his or her shares after the record date, and (b) the transferee of those shares produces properly endorsed share certificates or otherwise establishes that he or she owns such shares and demands not later than ten days prior to the Meeting that his or her name be included in the list before the Meeting, in which case the transferee is entitled to vote his or her shares at the Meeting. All such holders of record of Common Shares are entitled either to attend and vote thereat in person the Common Shares held by them or, provided a completed and executed proxy shall have been delivered to the Company s transfer agent within the time specified in the attached Notice of Meeting, to attend and vote thereat by proxy the Common Shares held by them.

To the knowledge of the directors and executive officers of the Company, as of the date hereof, no person or company beneficially owns, directly or indirectly, or exercises control or direction over voting securities of the Company carrying more than 10% of the voting rights attached to any class of voting securities of the Company.

Statement of Executive Compensation

The following table sets forth information concerning the annual and long term compensation for services rendered to the Company and its subsidiaries for the financial years ended December 31, 2004, 2003 and 2002 in respect of the President and Chief Executive Officer and the Vice President, Finance and Chief Financial Officer of the Company and the Company s three most highly compensated executive officers other than the President and Chief Executive Officer and the Vice President, Finance and Chief Financial Officer who received salary or bonuses from the Company aggregating in excess of $150,000 for the financial year ended December 31, 2004 (the Named Executive Officers).

Summary Compensation Table

		Annual Compensation			Long-Term Compensation			
					Awards		Payouts	
Name and Principal Position	**Year**	**Salary $**	**Bonus $**	**Other Annual Compensation $**	**Securities Under Options Granted #**	**Shares or Units Subject to Resale Restrictions (#)**	**LTIP Payouts ($)**	**All Other Compensation(6) ($)**
Kerry J. Knoll	2004	220,000	20,000	Nil	500,000	Nil	Nil	Nil
President and Chief	2003	134,583(1)	Nil	Nil	700,000(5)	Nil	Nil	Nil
Executive Officer	2002	59,167(2)	Nil	Nil	Nil	Nil	Nil	Nil
Ian J. McDonald	2004	160,000	20,000	Nil	400,000	Nil	Nil	Nil
Chairman	2003	105,833(1)	Nil	Nil	500,000(5)	Nil	Nil	Nil
	2002	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Kevin C. Drover	2004	183,333(3)	22,500	Nil	900,000	Nil	Nil	Nil
Chief Operating	2003	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Officer	2002	N/A	N/A	N/A	N/A	N/A	N/A	N/A
T. Derek Price	2004	185,000	15,000	Nil	300,000	Nil	Nil	Nil
Vice President,	2003	29,290(4)	Nil	Nil	400,000	Nil	Nil	Nil
Finance and Chief	2002	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Financial Officer								
Dunham Craig	2004	150,000	22,500	Nil	200,000	Nil	Nil	Nil
Vice President,	2003	90,625	Nil	Nil	Nil	Nil	Nil	Nil
Corporate Development	2002	27,250	Nil	Nil	400,000	Nil	Nil	Nil

(1) Includes amounts paid to a management company in which Messrs. Knoll and McDonald have an interest.
(2) Paid to a management company in which Mr. Knoll has an interest.
(3) Represents salary from February 1, 2004.
(4) Represents salary from October 1, 2003.
(5) Includes options in respect of 200,000 Common Shares, of which 100,000 vested on December 31, 2004 and 100,000 vest on December 31, 2005.
(6) Perquisites and other personal benefits for the Named Executive Officers did not exceed the lesser of $50,000 and 10% of total annual salary and bonus.
(7) All dollar amounts referenced, unless otherwise indicated, are expressed in Canadian dollars and United States dollars are referenced to as "United States dollars" or "US$".

Stock Options

The following table provides details of stock options granted to the Named Executive Officers during the financial year ended December 31, 2004 pursuant to the Company s amended and restated stock option plan (the Stock Option Plan).

Name	Securities Under Options Granted (#)	% of Total Options Granted to Employees in Financial Year (1)	Exercise or Base Price ($/Security)	Market Value of Securities Underlying Options on the Date of Grant ($/Security)	Expiration Date
Kerry J. Knoll	500,000(2)	9.4%	0.55	0.55	August 17, 2009
Ian J. McDonald	400,000(2)	7.5%	0.55	0.55	August 17, 2009
Kevin C. Drover	500,000 400,000	9.4% 7.5%	0.95 0.55	0.95 0.55	February 6, 2009 August 17, 2009
T. Derek Price	100,000 200,000	1.9% 3.7%	0.95 0.55	0.95 0.55	February 6, 2009 August 17, 2009
Dunham Craig	200,000	3.7%	0.55	0.55	August 17, 2009

(1) Based on the total number of options granted to employees of the Company and its subsidiaries pursuant to the Stock Option Plan during the financial year ended December 31, 2004 of 5,335,000.

Options Exercised and Number of Options Outstanding

The following table sets forth certain information regarding all exercises of options granted under the Stock Option Plan during the financial year ended December 31, 2004 by the Named Executive Officers and the value as at December 31, 2004 of unexercised options of the Named Executive Officers on an aggregate basis.

Name	Securities Acquired on Exercise	Aggregate Value Realized	Underexercised Options at December 31, 2004		Value of Unexercised In-the-Money Options at December 31, 2004(1)	
			Exercisable	Unexercisable	Exercisable	Unexercisable
	#	#	#	#	$	$
Kerry J. Knoll	Nil	Nil	1,500,000	100,000	100,000	Nil
Ian J. McDonald	Nil	Nil	1,200,000	100,000	100,000	Nil

Kevin C. Drover	Nil	Nil	900,000	Nil	Nil	Nil
T. Derek Price	Nil	Nil	700,000	Nil	Nil	Nil
Dunham Craig	Nil	Nil	600,000	Nil	20,000	Nil

(1) Based on the closing price of the Common Shares on the Toronto Stock Exchange ("TSX") on December 31, 2004 of $0.55.

5

Equity Compensation Plan Information

The following table provides details of the Corporation's Equity Compensation Plans at December 31, 2004.

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights	Weighted-average exercise price of outstanding options, warrants and rights	Number of securities remaining available for future issuance under equity compensation plans
Equity compensation plans approved by securityholders	12,484,665(1)	$0.73	1,040,931
Equity compensation plans not approved by securityholders	Nil	Nil	Nil
Total	12,484,665	$0.73	1,040,931

(1) Includes 996,667 shares reserved for issuance to holders of options outstanding under the Black Hawk Share Option Plan (the "Black Hawk Plan") in October 2003 at the time of the business combination with Black Hawk Mining Inc. ("Black Hawk"), which were previously approved by the shareholders of Black Hawk.

Glencairn Stock Option Plan

The Stock Option Plan, as amended and restated effective June 8, 2004, is designed to provide a long term incentive to eligible participants, comprised of employees, officers, directors and consultants. On June 7, 2004, the shareholders of the Company approved an amendment to the Stock Option Plan to increase the maximum number of Common Shares reserved for issuance to 12,671,931. Following this increase, the maximum number of Common Shares issued and reserved for issuance pursuant to the Stock Option Plan was set at 12,881,931. Together with the 921,667 Common Shares reserved for issuance upon exercise of options outstanding on April 5, 2005 under the Black Hawk Plan described below, 13,803,598 Common Shares were issued and reserved for issuance pursuant to options outstanding under both compensation plans, representing approximately 8.9% of the Company s issued and outstanding Common Shares on April 5, 2005.

Options to purchase an aggregate of 11,608,000 Common Shares are currently outstanding under the Stock Option Plan, representing approximately 7.5% of the Company s issued and outstanding Common Shares. This leaves 920,931 Common Shares, representing approximately 0.6% of the Company s issued and outstanding Common Shares, available for issuance under the Stock Option Plan. During the year ended December 31, 2004, 143,000 Common Shares were issued upon exercise of options granted under the Stock Option Plan.

The Stock Option Plan currently provides that no one optionee shall be granted an option which exceeds 5% of the Common Shares outstanding at the time of grant (on a non-diluted basis). Any Common Shares subject to a share option which for any reason is cancelled or terminated without having been exercised is again available for grant under the Stock Option Plan.

Under the current terms of the Stock Option Plan, options granted under the Stock Option Plan have an exercise price of not less than the average of the high and the low trading price of the Common Shares on the TSX on the day on which the option is granted and are exercisable for a period not to exceed five years. The vesting of stock options is at the discretion of the Board. As set out above, Messrs. Knoll and McDonald each hold 100,000 options, granted in October 2003, which vest on December 31, 2005. Options granted under the Stock Option Plan are not transferable or assignable and terminate: (i) on the date of termination of the optionee s employment or upon ceasing to be a director and/or officer of the Company for any cause other than by retirement, permanent disability or death, subject to the discretion of the administrator of the Stock Option Plan to extend the date of termination of options in circumstances where they determine it to be in the best interests of the Company; (ii) within a period of six months following the death of an optionee; or (iii) within a period of three months following the termination of the optionee s employment by permanent disability or retirement. The Stock Option Plan does not provide for the granting of stock appreciation rights.

The Board and/or the Compensation Committee of the Board, reserves the right to amend, modify or terminate the Stock Option Plan at any time provided that this right cannot, without the consent of the optionee, adversely affect the optionee s rights under any option previously granted under the Stock Option Plan. The Stock Option Plan is

subject to the rules of any stock exchange on which the Common Shares are listed.

Black Hawk Plan

In October 2003, as part of the business combination with Black Hawk, options outstanding under the Black Hawk Plan became exercisable into Common Shares. The options continued to be subject to the terms and conditions of the Black Hawk Plan. Options held by directors, officers and employees of Black Hawk who did not become directors, officers or employees of the Company continued to be exercisable for the original terms. No additional options may be granted under the Black Hawk Plan. Options under the Black Hawk Plan terminate 90 days after termination of the optionee s position with the Company. Currently, there are 921,667 Common Shares reserved for issuance upon exercise of options that remain outstanding under the Black Hawk Plan, representing approximately 0.6% of the Company s issued and outstanding Common Shares.

Termination of Employment, Change in Responsibilities and Employment Contracts

In August 2004, the Company entered into severance agreements with Messrs. Knoll, McDonald and Drover which provide that upon termination following a change of control, the employee will be entitled to 24 months salary and benefits (excluding bonus) (the Severance Amount) if his employment is terminated other than for cause or disability. Under the agreements, the employee also has the right, for 12 months following a change of control, to terminate his employment and receive the Severance Amount. The agreements also provide that in the event of resignation or termination following a change of control, options held will vest and will remain exercisable until the expiry of their original terms. Change of control is defined as a change of four or more of the directors of the Company unless approved by a majority of the Board or any acquisition of 50% or more of the Common Shares, or voting rights in respect thereof, by any person or company which is accompanied by a request by that person for representation on the Board and which is not approved by a majority of the directors of the Company.

In August 2003, the Company entered into an employment agreement with Mr. Price as Vice President, Finance and Chief Financial Officer. The agreement stipulates, among other things, an initial base salary of $185,000 per annum, reviewable annually, and provides that in the event that Mr. Price s employment is terminated, he will be entitled to 24 months salary and certain benefits for up to 26 months (the Termination Compensation). In the event of a change of control, as defined below, Mr. Price will be entitled to resign within 120 days thereof and be paid the Termination Compensation. The agreement also provides that in the event of resignation or termination other than for cause, options held by Mr. Price will vest and will remain exercisable for 26 months after resignation or termination. Under Mr. Price s agreement, a change of control is defined as less than 50% of the Board being Continuing Directors (as defined below) or the acquisition of 40% or more of the Common Shares, or voting rights in respect thereof, by any person or company including a person with whom such person is acting jointly. Continuing Director means either an individual who was a director following the business combination with Black Hawk in October 2003 or who subsequently becomes a director with the agreement of at least a majority of the Continuing Directors who are directors at the that time.

Composition of the Compensation Committee

The Compensation Committee is currently comprised of three directors who are neither officers nor employees of the Company or any of its subsidiaries. At December 31, 2004, the members of the Compensation Committee were John Kalmet (Chairman), Colin Benner and Patrick Mars. The interest of Mr. Benner in material transactions is set out under the section entitled Interest of Informed Persons in Material Transactions on page 11 of this management information circular.

Report on Executive Compensation

When determining the compensation of the Company s executive officers, including the Named Executive Officers, the Compensation Committee considers the objectives of: (i) recruiting and retaining the executives and senior management critical to the success of the Company and the enhancement of shareholder value; (ii) providing fair and competitive compensation; (iii) balancing the interests of management and shareholders of the Company; and (iv) rewarding performance, both on an individual basis and with respect to the business in general. In order to achieve these objectives, the compensation paid to executive officers consists of the following four components:

(a) base salary;
(b) bonus; and

(c) long-term incentive in the form of stock options granted in accordance with the Stock Option Plan.

The current salary levels were set in October 2003 following the business combination with Black Hawk, when the Compensation Committee met and reviewed and adjusted compensation, as recommended by management, including salaries and/or stock options of officers, directors and employees of the Company. The Compensation Committee also took into account contractual obligations with certain senior employees. The compensation of each officer and employee was compared to other positions within the Company and with comparable positions in peer group companies in the mining industry. The Compensation Committee found that the compensation recommended by management, while competitive, was slightly lower than the average for peer group companies. The Compensation Committee approved the recommended compensation, finding the level of compensation appropriate for the Company s stage of development.

Given that stage of development, there was no general salary review in 2004; however, the Compensation Committee reviewed the level of stock options and granted additional stock options in August 2004. In February 2004, stock options were granted to Mr. Drover when he joined the Company and additional stock options were granted to Mr. Price. The Compensation Committee also met in December 2004 and reviewed salary levels in considering the level of bonuses to be granted. Bonuses were granted based on a combination of a percent of salary, this percentage reflecting the Company s operating and financial performance, adjusted to reflect the individual s contribution to the achievement of the Company s goals, particularly the progress made on the construction of the Company s Bellavista Mine in Costa Rica, its financing and the operating improvements and exploration results achieved at the Limon Mine in Nicaragua.

Base Salary

The base salary of each particular executive officer is determined by an assessment by the Board of such executive s performance, a consideration of competitive compensation levels in companies similar to the Company and a review of the performance of the Company as a whole and the role such executive officer played in such corporate performance.

Bonus

Bonuses are performance based short-term financial incentives. Bonuses are based on certain indicators such as personal performance, team performance and/or corporate financial performance. In 2004, cash bonuses were based on a percentage of salary, adjusted to reflect the individual s contribution to the Company.

Long-Term Incentive

The Company provides a long-term incentive by granting options to executive officers through the Stock Option Plan. The options granted permit executives to acquire Common Shares at an exercise price equal to the closing market price of such shares under option on the trading day immediately preceding the date on which the option was granted. The objective of granting options is to encourage executives to acquire an ownership interest in the Company over a period of time, which acts as a financial incentive for such executive to consider the long-term interests of the Company and its shareholders.

Compensation of Chief Executive Officer

The Compensation Committee presents its recommendations to the Board with respect to the Chief Executive Officer s compensation. The components of the Chief Executive Officer s compensation are the same as those which apply to the other senior executive officers of the Company, namely base salary, bonus and long-term incentives in the form of stock options. Given the Company s stage of development and reflecting the fact that the Bellavista Mine was not yet in production, the greatest emphasis was placed on the stock option component and the Chief Executive s salary was not adjusted in 2004. In setting the Chief Executive Officer s salary in October 2003, the Compensation Committee reviewed salaries paid to other senior officers in the Company, salaries paid to other chief executive officers based on an industry wide survey and the Chief Executive Officer s impact on the achievement of the Company s objectives. In August 2004, the Compensation Committee recommended the grant of an additional 500,000 stock options to the Chief Executive Officer to reflect his responsibility for the success of the Company. In December 2004, the Compensation Committee granted a bonus of $20,000 to the Chief Executive Officer, such amount having been slightly reduced at the request of the Chief Executive Officer to acknowledge the contribution of senior operations management in 2004.

The foregoing report has been submitted by:	John Kalmet (Chairman) Colin Benner Patrick Mars

Performance Graph

The following graph compares the yearly percentage change in the cumulative total shareholder return for Cdn$100 invested in Common Shares on December 31, 1999 against the cumulative total shareholder return of the S&P/TSX Composite Index and the S&P/TSX Composite Index

Gold (Sub Industry) for the five most recently completed financial years of the Company, assuming the reinvestment of all dividends.

The dollar amounts indicated in the graph above and in the chart below are as of December 31 in each of the years 1999 through 2004.

	1999	2000	2001	2002	2003	2004
Glencairn Gold Corporation*	100.00	125.00	275.00	812.50	1,312.50	687.50
S&P/TSX Composite Index	100.00	106.18	91.38	78.62	97.71	109.90
S&P/TSX Composite Index Gold (Sub Industry)	100.00	88.14	107.01	133.60	154.68	141.65

* Based on the trading prices for the Common Shares on the TSX from October 24, 2003 and on the TSX Venture Exchange prior to that date.

Compensation of Directors

Other than benefits that may be realized from options to purchase Common Shares and $4,000 of consulting fees paid to Mr. Kalmet for services provided in respect of the Company s mining operations, the directors of the Company were not compensated by the Company or its subsidiaries for services rendered as directors or for committee participation, involvement in special assignments or for services as consultants or experts during the financial year ended December 31, 2004.

The following table sets forth certain information regarding options granted under the Stock Option Plan to the directors of the Company, other than Messrs. Knoll and McDonald, during the financial year ended December 31, 2004.

Name	Securities under Options Granted	Exercise Price ($/security)	Expiration Date
Colin Benner	60,000/125,000	0.69/0.55	May 28, 2009/August 17, 2009
John D. Bracale	60,000/100,000	0.69/0.55	August 17, 2009
Gordon Bub	60,000/100,000	0.69/0.55	August 17, 2009
Donald K. Charter	60,000/100,000	0.69/0.55	August 17, 2009
John Kalmet	60,000/125,000	0.69/0.55	August 17, 2009
Patrick Mars	125,000/125,000		