

CHINA GOLD INTERNATIONAL RESOURCES CORP. LTD.



Appointment of Proxyholder

I/We, being holder(s) of common shares ("**Shareholder**") of China Gold International Resources Corp. Ltd. (the "**Company**"), hereby appoint: Jerry Xie, Executive Vice President and Corporate Secretary of the Company, or failing this person, Derrick Zhang, Chief Financial Officer of the Company,

Print the name of the person you are appointing if this person is someone other than the individuals listed above

as proxy of the undersigned, to attend, act and vote on behalf of the undersigned in accordance with the below direction (or if no directions have been given, as the proxy sees fit) on all the following matters and any other matter that may properly come before the Annual and Special Meeting of Shareholders of the Company to be held at 9:00 a.m. (Vancouver Time) on Wednesday, June 28, 2017, at the offices of Osler, Hoskin & Harcourt LLP located at Suite 1700, Guinness Tower, 1055 West Hastings Street, Vancouver, British Columbia (the "**Meeting**"), and at any and all adjournments or postponements thereof in the same manner, to the same extent and with the same powers as if the undersigned were personally present, with full power of substitution.

Management recommends voting FOR the Resolutions.
Please use a dark black pencil or pen.

	FOR	AGAINST	WITHHOLD
1. To approve, by ordinary resolution, setting the number of directors of the Company's board of directors at nine (9).	☐	☐	
2. Election of Directors			
1. XIN SONG	☐		☐
2. BING LIU	☐		☐
3. LIANZHONG SUN	☐		☐
4. LIANGYOU JIANG	☐		☐
5. IAN HE	☐		☐
6. YUNFEI CHEN	☐		☐
7. GREGORY HALL	☐		☐
8. JOHN KING BURNS	☐		☐
9. XIANGDONG JIANG	☐		☐
3. To re-appoint Deloitte Touche Tohmatsu as auditors of the Company at a remuneration to be fixed by the board of directors.	☐		☐

	FOR	AGAINST	WITHHOLD
4. To grant to the board of directors a general mandate to allot, issue and otherwise deal with unissued shares not exceeding 20% of the aggregate number of issued shares of the Company as at the date of the passing of this resolution and the said approval shall be limited accordingly.	☐	☐	
5. To grant to the board of directors a general mandate to repurchase shares not exceeding 10% of the aggregate number of issued shares of the Company as at the date of the passing of this resolution and the said approval shall be limited accordingly.	☐	☐	
6. To extend the share allotment mandate by the addition thereto of the shares repurchased by the Company.	☐	☐	
7. To vote on an ordinary resolution of the independent shareholders of the Company approving the Supplemental Loan Framework Agreement, the Cap thereunder, and the transactions contemplated thereunder as more particularly described in the information circular accompanying this proxy.	☐	☐	
8. To vote on an ordinary resolution of the independent shareholders of the Company approving the Supplemental Contract for Purchase and Sale of Dore, the Cap thereunder, and the transactions contemplated thereunder as more particularly described in the information circular accompanying this proxy.	☐	☐	
9. To vote on an ordinary resolution of the independent shareholders of the Company approving the Supplemental Product and Service Framework Agreement, the Cap thereunder, and the transactions contemplated thereunder as more particularly described in the information circular accompanying this proxy.	☐	☐	
10. To vote on an ordinary resolution of the independent shareholders of the Company approving the New Financial Services Agreement, the Cap thereunder, and the transactions contemplated thereunder as more particularly described in the information circular accompanying this proxy.	☐	☐	
11. To vote on any other matter that may properly come before the Meeting or any adjournments thereof.	☐	☐	
12. To vote upon any permitted amendment to or variation of any matter identified in the notice or any other matter that may properly come before the Meeting or any adjournments thereof.	☐	☐	

I/We authorize you to act in accordance with my/our instructions set out above. I/We hereby revoke any proxy previously given with respect to the Meeting. **If no voting instructions are indicated above, this Proxy will be voted FOR a matter by Management's appointees or, if you appoint another proxyholder, as that other proxyholder sees fit. On any amendments or variations proposed or any new business properly submitted before the Meeting, I/We authorize you to vote as you see fit.**

Signature(s) _____

Date _____

Please sign exactly as your name(s) appear on this proxy. Please see reverse for instructions. All proxies must be received by 9:00 a.m. (Vancouver time) on Monday, June 26, 2017.

Proxy Form – Annual and Special Meeting of Shareholders of China Gold International Resources Corp. Ltd. to be held on Wednesday, June 28, 2017 at 9:00 a.m. (Vancouver time) (the “**Meeting**”)

Notes to Proxy

1. This proxy must be signed by a holder or his or her attorney duly authorized in writing. If you are an individual, please sign exactly as your name appears on this proxy. If the holder is a corporation, a duly authorized officer or attorney of the corporation must sign this proxy, and if the corporation has a corporate seal, its corporate seal should be affixed.

2. If the securities are registered in the name of an executor, administrator or trustee, please sign exactly as your name appears on this proxy. If the securities are registered in the name of a deceased or other holder, the proxy must be signed by the legal representative with his or her name printed below his or her signature, and evidence of authority to sign on behalf of the deceased or other holder must be attached to this proxy.

3. Some holders may own securities as both a registered and a beneficial holder; in which case you may receive more than one Circular and will need to vote separately as a registered and beneficial holder. Beneficial holders may be forwarded either a form of proxy already signed by the intermediary or a voting instruction form to allow them to direct the voting of securities they beneficially own. Beneficial holders should follow instructions for voting conveyed to them by their intermediaries.

4. If a security is held by two or more individuals, any one of them present or represented by proxy at the Meeting may, in the absence of the other or others, vote at the Meeting. However, if one or more of them are present or represented by proxy, they must vote together the number of securities indicated on the proxy.

All holders should refer to the Proxy Circular for further information regarding completion and use of this proxy and other information pertaining to the Meeting.

This proxy is solicited by and on behalf of Management of the Company.

How to Vote

MAIL, FAX or EMAIL

- Complete and return your signed proxy in the envelope provided or send to:

CST Trust Company
P.O. Box 721
Agincourt, ON M1S 0A1
- You may alternatively fax your proxy to 416-368-2502 or toll free in Canada and United States to 1-866-781-3111 or scan and email to proxy@canstockta.com.

An undated proxy is deemed to be dated on the day it was received by CST.

If you wish to receive investor documents electronically in future, please visit www.canstockta.com/electronicdelivery to enrol.

All proxies must be received by 9:00 a.m. (Vancouver time) on Monday, June 26, 2017.

