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CHINA GOLD INTERNATIONAL RESOURCES CORP. LTD.

(a company incorporated under the laws of British Columbia, Canada with limited liability)

(TSX Symbol: CGG)

(HKEx Stock Code: 2099)

One Bentall Centre

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NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the annual and special meeting (the “**Meeting**”) of the shareholders of China Gold International Resources Corp. Ltd. (the “**Company**”) (TSX: CGG) (HKEx: 2099) will be held at the offices of Osler, Hoskin & Harcourt LLP located at Suite 1700, Guinness Tower, 1055 West Hastings Street, Vancouver, British Columbia on Wednesday, June 28, 2017 commencing at 9:00 am Vancouver time, for the following purposes:

1. to receive and consider the audited consolidated financial statements of the Company for the financial year ended December 31, 2016, together with the report of the directors and the auditors thereon;
2. to set the number of directors of the Company at nine (9);
3. to elect directors for the ensuing year;
4. to re-appoint Deloitte Touche Tohmatsu as the auditors of the Company for the ensuing year and to authorize the directors to fix their remuneration;
5. 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;
6. 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;
7. to extend the share allotment mandate by the addition thereto of the shares repurchased by the Company;
8. to consider and, if though fit, pass, with or without variation, an ordinary resolution of independent shareholders of the Company (consisting of the shareholders of the Company other than China National Gold Group Corporation and any of its associates):
 - (a) the Supplemental Loan Framework Agreement dated May 26, 2017 and the transactions contemplated thereunder, as more particularly described in the information circular accompanying this notice;
 - (b) the annual monetary cap for the transactions contemplated under the Supplemental Loan Framework Agreement,

As of the date of this notice the executive directors are Xin Song, Bing Liu and Liangyou Jiang, the non-executive directors are Lianzhong Sun and Xiangdong Jiang and the independent non-executive directors are Ian He, Yunfei Chen, Gregory Hall and John King Burns.