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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**

**Suite 660, 505 Burrard Street, Box 27**

**Vancouver, British Columbia V7X 1M4**

**Telephone: 604-609-0598 Fax: 604-688-0598**

**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**”) 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 Tuesday, June 25, 2019 commencing at 10:00 am pacific daylight time, for the following purposes:

1. to receive the report of the Board of Directors (the “**Board**”);
2. to receive the Company’s audited consolidated financial statements for the financial year ended December 31, 2018, together with the auditors’ report thereon;
3. to appoint auditors of the Company for the ensuing year and to authorize the Board to fix the auditors’ remuneration;
4. to set the number of directors to be elected at the Meeting at nine (9);
5. to elect directors for the ensuing year;
6. 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;
7. 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; and
8. to extend the share allotment mandate by the addition thereto of the shares repurchased by the Company.

The Company will transact such other business as may properly come before the Meeting or any adjournments thereof.

The Board has fixed May 10, 2019 Vancouver time (being May 11, 2019 Hong Kong time) as the record date for determining the shareholders entitled to receive notice of and to vote at the Meeting and at any adjournments thereof.

Instructions to access the Management Information Circular and a form of proxy solicited by management of the Company for the Meeting (the “**Form of Proxy**”) accompany this Notice. The Management Information Circular contains details of the matters to be considered at the Meeting. Information respecting the appointment of auditors, and the election of directors may be found in the Management Information Circular under the headings “Appointment of Auditors”, “Election of Directors”, respectively.

**Notice-and-Access**

This year, the Company has adopted the “notice-and-access” mechanism (“**Notice and Access Provisions**”) under National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer* and National Instrument 51-102 – *Continuous Disclosure Obligations*, for distribution of Meeting materials to registered and beneficial registered shareholders.

**Website Where Meeting Materials are Posted**

The Notice-and-Access Provisions are a set of rules that allows reporting issuers to post electronic versions of proxy-related materials and annual financial statements (including the Management Information Circular) on-line, via the System for Electronic Document Analysis and Retrieval (“**SEDAR**”) and one (1) other website, rather than mailing paper copies of such materials to shareholders. Electronic copies of the Management Information Circular, the annual audited consolidated financial statements of the Company for the year ended December 31, 2018 (the “**Financial Statements**”) and management’s discussion and analysis of the Company’s results of operations and financial condition for the year ended December 31, 2018 (the “**MD&A**”) may be found on the Company’s SEDAR profile at [www.sedar.com](http://www.sedar.com) and the Company’s website at [www.chinagoldintl.com](http://www.chinagoldintl.com). In relation to the Meeting, the notice package for all shareholders will include the Form of Proxy, this notice of the annual general meeting of shareholders and a supplemental return card (collectively, the “**Meeting Materials**”). We will mail a paper copy of the meeting materials to any shareholder who previously requested a paper copy. If you received the notice only and would like a paper copy of the Meeting Materials, please send us a request as set out below.

**How to Obtain Paper Copies of the Meeting Materials**

Shareholders with questions about the Notice-and-Access Provisions may call our transfer agent, AST Trust Company (Canada) (formerly CST Trust Company) (the “**Transfer Agent**”), toll-free at 1-888-433-6443. The Meeting Materials can be viewed online on the Company’s website at [www.chinagoldintl.com](http://www.chinagoldintl.com). Please note that if you request a paper copy of the Meeting Materials, you will not receive a new Form of Proxy or voting instruction form, so you should retain these forms sent to you in order to vote. Shareholders may also obtain paper copies, free of charge on request. Please submit your request by:

	604-609-0598 (not a toll-free number)
	<a href="mailto:info@chinagoldintl.com">info@chinagoldintl.com</a>
	China Gold International Resources Corp. Ltd. Suite 660, One Bentall Centre 505 Burrard Street Vancouver, BC Canada, V7X 1M4

You can also obtain copies of any document required to be filed by us in Canada and Hong Kong, as well as additional information about us, by:

- > Accessing our public filings on SEDAR at [www.sedar.com](http://www.sedar.com)
- > Going to our Investors page at [www.chinagoldintl.com](http://www.chinagoldintl.com)

