



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 will be held at the Vancouver offices of the Company located at Suite 660, 505 Burrard Street, Vancouver, British Columbia on June 16, 2020 commencing at 10:00 am (Vancouver time), for the following purposes:

1. to receive the Company’s audited consolidated financial statements for the financial year ended December 31, 2019, together with the report of the Board and the auditors’ report thereon;
2. to appoint auditors of the Company for the ensuing year and to authorize the Board to fix the auditors’ remuneration;
3. to set the number of directors to be elected at the Meeting at nine (9);
4. to elect directors for the ensuing year;
5. to grant to the Board 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 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 thought 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 Co., Ltd. (formerly known as China National Gold Group Corporation) and any of its respective associates):
 - (a) the Third Supplemental Products and Services Framework Agreement dated May 6, 2020, as more particularly described in the Information Circular accompanying this notice;
 - (b) the annual monetary caps for the three years ending December 31, 2021, 2022, and 2023 under the Third Supplemental Products and Services Framework Agreement, as more particularly described in the Information Circular accompanying this notice;
 - (c) the Third Supplemental Contract for Purchase and Sale of Doré dated May 6, 2020, as more particularly described in the Information Circular accompanying this notice;

- (d) the annual monetary caps for the three years ending December 31, 2021, 2022, and 2023 under the Third Supplemental Contract for Purchase and Sale of Doré, as more particularly described in the Information Circular accompanying this notice; and
 - (e) to authorize any one Director to do such further acts and things and to execute or cause to be executed, and to deliver or cause to be delivered, such other documents and instruments, and to take all such steps which in the opinion of such Director deems necessary or desirable to implement and/or carry out to give effect to the terms of the foregoing resolutions; and
9. to transact such other business as may properly come before the Meeting or any adjournments thereof.

The Board has fixed May 12, 2020 Vancouver time (being May 13, 2020 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 Information Circular and a form of proxy solicited by management of the Company for the Meeting (the “**Form of Proxy**”) accompany this notice. The Information Circular contains details of the matters to be considered at the Meeting. Information regarding the appointment of auditors and the election of directors may be found in the Information Circular under the headings “Appointment of Auditors”, “Election of Directors”, respectively.

Notice-and-Access

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.

Form of Corporate Communications

The Company makes available English and Chinese versions of its corporate communications on the Company’s website at www.chinagoldintl.com and the HKEX news website of The Stock Exchange of Hong Kong Limited at www.hkexnews.hk. A holder of the Company’s shares may also elect from time to time to receive corporate communications in printed form, and in English language or in Chinese language or in both English and Chinese language, by reasonable notice in writing to the Company c/o the Hong Kong Share Registrar or by email to chinagold.ecom@computershare.com.hk.

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 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 Information Circular, the annual audited consolidated financial statements of the Company for the year ended December 31, 2019 and management’s discussion and analysis of the Company’s results of operations and financial condition for the year ended December 31, 2019 may be found on the Company’s SEDAR profile at www.sedar.com, and on the HKEX News website at www.hkexnews.hk and the Company’s website at 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 or our co-agent, Computershare Hong Kong Investor Services Limited, at (852) 2862 8688 during their respective business hours from 9:00 a.m. to 6:00 p.m., Monday to Friday, excluding public holidays (in Canada or Hong Kong, as the case may be). The Meeting Materials can be viewed online on the Company’s website at 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)
	info@chinagoldintl.com
	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 and on the HKEX News website at www.hkexnews.hk; or
- > going to our Investors page at www.chinagoldintl.com.

A request for paper copies which are required in advance of the Meeting should be sent so that the request is received by the Company or the Transfer Agent, as applicable, by 3:00 p.m. (Vancouver time) on or before June 12, 2020 in order to allow sufficient time for Shareholders to receive the paper copies and to return their Form of Proxy or voting instruction form to intermediaries not later than 48 hours (excluding Saturdays, Sundays and statutory holidays in Vancouver, British Columbia, Canada prior to the time set for the Meeting or any adjournments or postponements thereof.

Voting

A Form of Proxy is enclosed herewith. Registered Shareholders who are unable to attend the Meeting in person are requested to complete, date, sign and return the enclosed Form of Proxy to AST Trust Company (for Canada) or Computershare Hong Kong Investor Services Limited (for Hong Kong) in accordance with the instructions set out on the Form of Proxy and in the Information Circular. If you are voting your shares by proxy, AST Trust Company (Canada) or Computershare Hong Kong Investor Services Limited must receive your completed Form of Proxy not less than 48 hours (excluding Saturday, Sunday and statutory holidays before the Meeting or any adjournment thereof at which the proxy is to be used.

Non-registered Shareholders receiving these materials through their broker or other intermediary should complete and return the voting instruction form provided to them by their broker or other intermediary in accordance with the instructions provided therein.

SHAREHOLDERS ARE REMINDED TO REVIEW THE MEETING MATERIALS CAREFULLY BEFORE EXERCISING THEIR RIGHT TO VOTE.

DATED at Vancouver, British Columbia, this 26th day of May, 2020.

**BY ORDER OF THE BOARD OF DIRECTORS
OF CHINA GOLD INTERNATIONAL RESOURCES CORP. LTD.**

(signed) "Jerry Xie"
Jerry Xie
Executive Vice President and Corporate Secretary

As of the date of this notice, the executive Directors of the Company are Mr. Jiang, Liangyou, Mr. Guan, Shiliang, the non-executive Directors of the Company are Mr. Teng, Yongqing and Ms. Kang, Fuzhen and the independent non-executive Directors of the Company are Mr. He, Yingbin lan, Mr. Shao, Wei, Dr. Shi, Bielin and Ms. Han, Ruixia.