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If you are in any doubt about any aspect of this information circular, or as to the action to be taken, you should consult a licensed securities dealer or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares of **CHINA GOLD INTERNATIONAL RESOURCES CORP. LTD.**, you should at once hand this information circular and the accompanying form of proxy to the purchaser or the transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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CHINA GOLD INTERNATIONAL RESOURCES CORP. LTD.

中國黃金國際資源有限公司

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

(Hong Kong Stock Code: 2099)

(Toronto Stock Code: CGG)

CONTINUING CONNECTED TRANSACTIONS

NOTICE AND INFORMATION CIRCULAR

RELATING TO THE

EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS

TO BE HELD ON MARCH 16, 2012 IN VANCOUVER, BRITISH COLUMBIA, CANADA

Independent financial adviser to the Independent Board Committee

and the Independent Shareholders



TC Capital
天財資本

TC Capital Asia Limited

February 14, 2012

CHINA GOLD INTERNATIONAL RESOURCES CORP. LTD.
(a company incorporated under the laws of British Columbia, Canada with limited liability)
(HKEx Stock Code: 2099)
(TSX Symbol: CGG)
One Bentall Centre
Suite 1030, 505 Burrard Street, Box 31
Vancouver, British Columbia, Canada V7X 1M5
Telephone: 604-609-0598 Fax: 604-688-0598

NOTICE OF EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the extraordinary general meeting (the "Meeting") of the shareholders of China Gold International Resources Corp. Ltd. (the "Company") (TSX: CGG) (HKEx: 2099) will be held in the President's Room of the Terminal City Club located at 837 West Hastings Street, Vancouver, British Columbia, Canada V6C 1B6 on Friday, March 16, 2012 (i.e. Saturday, March 17, 2012 Hong Kong time) commencing at 11:00 am Vancouver time, for the following purposes. Unless otherwise defined, capitalized terms used in this notice shall have the same meanings as those defined in the information circular of the Company dated February 14, 2012 accompanying this notice.

1. to consider and, if thought fit, approve as an ordinary resolution of the independent shareholders of the Company the 2012 Contract for Purchase and Sale of Dore, the transactions contemplated thereunder and the annual monetary caps contemplated thereunder for the three years ending December 31, 2012, 2013 and 2014 as more particularly described in the information circular accompanying this notice, and authorizing the Directors of the Company to do such further acts and things and execute such further documents and take all such steps which in their opinion may be necessary, desirable or expedient to implement and/or give effect to the terms of the 2012 Contract for Purchase and Sale of Dore; and
2. to transact such other business as may properly come before the Meeting or any adjournments or postponements thereof.

The board of directors has fixed February 14, 2012 as the record date for determining the shareholders entitled to receive notice of and to vote at the Meeting and at any adjournments thereof.

An information circular and a form of proxy accompany this notice. The information circular provides additional information relating to the matters to be dealt with at the Meeting.

A shareholder who is unable to attend the Meeting in person and who wishes to ensure that such shareholder's shares are voted at the Meeting is requested to complete, date and execute the enclosed form of proxy and deliver it by facsimile, by hand or by mail in accordance with the instructions set out in the form of proxy and in the information circular.

Please advise the Company of any change in your address.

DATED at Vancouver, British Columbia, Canada this 14th day of February, 2012.

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

"Jerry Xie"

Jerry Xie
Executive Vice President and Corporate Secretary

As of the date of this notice the executive Directors are Zhaoxue Sun, Xin Song, Zhanming Wu and Xiangdong Jiang, the non-executive Director is Bing Liu and the independent non-executive Directors are Ian He, Yunfei Chen, Gregory Hall and John King Burns.

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DEFINITIONS

In this information circular, unless the context otherwise requires, the following expressions have the following meanings:

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| “2008 Contract for Purchase and Sale of Dore” | the contract for purchase and sale of dore dated October 24, 2008 between Inner Mongolia Pacific and China National Gold for the sale by Inner Mongolia Pacific and the purchase by China National Gold of gold dore bars and silver by-products produced at the CSH Gold Mine from time to time through to December 31, 2011; |
| “2012 Contract for Purchase and Sale of Dore” | the contract for purchase and sale of dore dated January 27, 2012 between Inner Mongolia Pacific and China National Gold for the sale by Inner Mongolia Pacific and the purchase by China National Gold of gold dore bars and silver by-products produced at the CSH Gold Mine from time to time from the three years ending December 31, 2012, 2013 and 2014; |
| “affiliate” | means, with respect to any Person, any other Person that directly or indirectly controls, is controlled by or is under common control with, such first Person. For the purposes of this definition, “control” (including, with correlative meanings, the terms “controlling”, “controlled by” and “under common control with”), as applied to any Person, means the possession, directly or indirectly, of the power to direct or cause the direction of the management and policies of that Person, whether through the ownership of voting securities, by contract or otherwise and for the purposes of this definition “Person” means any individual, corporation, limited or general partnership, limited liability company, limited liability partnership, trust, association, joint venture, governmental entity and other entity and group; |
| “associate” | has the meaning ascribed thereto under the Hong Kong Listing Rules; |
| “Board” | the board of Directors; |
| “Cdn” | Canadian dollars, the lawful currency of Canada; |
| “China National Gold” | China National Gold Group Corporation* (中國黃金集團公司), the ultimate controlling shareholder of the Company currently holding approximately 39.33% of the issued share capital of the Company through China National Gold Group Hong Kong Limited (中國黃金集團香港有限公司), its wholly-owned subsidiary incorporated in Hong Kong; |
| “Company” | China Gold International Resources Corp. Ltd. (中國黃金國際資源有限公司), a limited liability company incorporated under the laws of British Columbia, Canada with shares listed on both the Hong Kong Stock Exchange and the Toronto Stock Exchange; |
| “connected person(s)” | has the same meaning ascribed thereto under the Hong Kong Listing Rules; |

DEFINITIONS

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| “control” | has the same meaning ascribed thereto under the Hong Kong Listing Rules; |
| “CSH Gold Mine” | Chang Shan Hao mine (長山壕金礦), a gold mine located in Wulate Zhong Qi in Inner Mongolia Autonomous Region of the PRC, in which our Group holds a 96.5% interest through Pacific PGM (Barbados) Inc., its wholly-owned subsidiary incorporated in Barbados; |
| “Directors” | the directors of the Company; |
| “EGM” or “the Meeting” | the extraordinary general meeting of the Company to be held on Friday, March 16, 2012 at 11:00 am in Vancouver, British Columbia, Canada (i.e. Saturday, March 17, 2012 Hong Kong time), to consider and, if thought fit, approve, among other things, the 2012 Contract for Purchase and Sale of Dore and the transactions contemplated thereunder; |
| “Group” | the Company and its subsidiaries; |
| “Hong Kong” | Hong Kong Special Administrative Region of the PRC; |
| “Hong Kong Listing Rules” | the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited; |
| “Hong Kong Stock Exchange” | The Stock Exchange of Hong Kong Limited; |
| “Independent Board Committee” | an independent committee of the Board comprising all of the independent non-executive Directors of the Company; |
| “Independent Shareholders” | the shareholders of the Company other than China National Gold and any of its associates; |
| “Inner Mongolia Pacific” | Inner Mongolia Pacific Mining Co. Limited (內蒙古太平礦業有限公司), a cooperative joint venture company incorporated in the PRC which owns and operates the CSH Gold Mine and in which the Company holds a 96.5% interest through Pacific PGM (Barbados) Inc., its wholly-owned subsidiary incorporated in Barbados; |
| “Latest Practicable Date” | February 14, 2012, being the latest practicable date before printing of this information circular for ascertaining information contained herein; |
| “PRC” | the People’s Republic of China, excluding, for the purpose of this announcement only, Hong Kong, Macau Special Administrative Region, and Taiwan; |
| “RMB” | Renminbi, the lawful currency of the PRC; |
| “SFO” | Securities and Futures Ordinance (Cap. 571, Laws of Hong Kong); |
| “Shareholders” | shareholders of the Company; and |

DEFINITIONS

“Toronto Stock Exchange”

The Toronto Stock Exchange of Toronto, Canada.

** For identification purposes only*

LETTER FROM THE BOARD



CHINA GOLD INTERNATIONAL RESOURCES CORP. LTD.

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

(HKEx Stock Code: 2099)

(TSX Symbol: CGG)

Registered office/ Headquarters:

**One Bentall Centre
Suite 1030, 505 Burrard Street, Box 31
Vancouver, British Columbia, Canada V7X 1M5
Telephone: 604-609-0598 Fax: 604-688-0598**

Principal Place of Business in Hong Kong:

8/F., Gloucester Tower, The Landmark, 15 Queen's Road Central, Hong Kong

| Executive Directors | Non-executive Director | Independent non-executive Directors |
|---|-------------------------------|--|
| Zhaoxue Sun Xin Song Zhanming Wu Xiangdong Jiang | Bing Liu | Ian He Yunfei Chen Gregory Hall John King Burns |

Dear Shareholders,

INTRODUCTION

The Board refers to the announcement of the Company dated January 27, 2012 in relation to the 2012 Contract for Purchase and Sale of Dore and the relevant annual monetary caps for the years ending December 31, 2012, 2013 and 2014.

The purpose of this information circular is to provide you with more information and request your approval of the resolutions set out in the notice of the Meeting.

BACKGROUND INFORMATION

Reference is made to the 2008 Contract for Purchase and Sale of Dore between Inner Mongolia Pacific, a company in which the Company holds 96.5% interest, and China National Gold. Details of the 2008 Contract for Purchase and Sale of Dore have been disclosed in the prospectus of the Company dated November 17, 2010 in relation to its global offering of 53,660,000 shares and listing on the Hong Kong Stock Exchange (the "Prospectus").

The Hong Kong Stock Exchange had granted a waiver in favour of the Company, before the listing of the shares of the Company on the Hong Kong Stock Exchange, to waive, subject to certain conditions, the transactions under the 2008 Contract for Purchase and Sale of Dore from compliance with the announcement and Independent Shareholders' approval requirements under Chapter 14A of the Hong Kong Listing Rules for a period up to December 31, 2011. Details of the waiver have been disclosed in the Prospectus which is located on SEDAR at www.sedar.com and on the Company's website.

LETTER FROM THE BOARD

On January 27, 2012, Inner Mongolia Pacific entered into the 2012 Contract for Purchase and Sale of Dore with China National Gold for the purpose of regulating the sale and purchase of gold dore to be carried out between them for the three years ending December 31, 2012, 2013 and 2014.

2012 CONTRACT FOR PURCHASE AND SALE OF DORE

Date: January 27, 2012

Parties: (a) Inner Mongolia Pacific (as the seller); and
(b) China National Gold (as the purchaser).

Subject Matter: The sale and purchase of gold dore bars and silver by-products produced at the CSH Gold Mine owned and operated by Inner Mongolia Pacific in Inner Mongolia, China.

Term: Subject to the approval of the Independent Shareholders at the Meeting, effective until December 31, 2014.

Payment terms: Pricing is referenced to the daily average price of Au9995 gold ingot as quoted on the Shanghai Gold Exchange on the notification date (i.e. at least three working days prior to delivery of shipment of gold dore bars) less RMB0.95 per gram, multiplied by the settlement weight and the daily average price of No. 2 silver at the Shanghai Huatong Platinum & Silver Exchange on the notification date less RMB0.5 per gram, multiplied by the settlement weight.

Inner Mongolia Pacific shall deliver a provisional invoice to China National Gold three working days in advance of the delivery date, and China National Gold shall effect provisional payment to Inner Mongolia Pacific two working days prior to the delivery date. If samples of gold and silver delivered are sent to an umpire for analysis, the settlement date shall be two working days following the completion of the umpire analysis.

PROPOSED ANNUAL MONETARY CAPS FOR THE TRANSACTIONS UNDER THE 2012 CONTRACT FOR PURCHASE AND SALE OF DORE AND THE BASIS

The Directors estimate that the annual aggregate sales amount in respect of the transactions under the 2012 Contract for Purchase and Sale of Dore will not exceed RMB1,782 million, RMB1,980 million and RMB3,168 million, for the three years ending December 31, 2012, 2013 and 2014, respectively.

The Directors have estimated such annual monetary caps for the transactions contemplated under the 2012 Contract for Purchase and Sale of Dore based on the following factors:

- (a) Such caps are determined with reference to the amount of previous transactions during the year ended December 31, 2010 and the nine months ended September 30, 2011. For the year ended December 31, 2010 and the nine months ended September 30, 2011, the total gold production at the CSH Gold Mine was approximately 111,289 ounces and 92,244 ounces, respectively, and the aggregate sales amount to China National Gold was RMB783 million (audited) for the year ended December 31, 2010 and RMB894 million (unaudited) for the nine months ended September 30, 2011.

LETTER FROM THE BOARD

- (b) The production of gold at the CSH Gold Mine is expected to continue to grow pursuant to the potential operation expansion plan of CSH Gold Mine and the demand for gold by China National Gold will continue to increase.
- (c) The price of gold dore bars to be purchased by China National Gold from Inner Mongolia Pacific will be referenced to the daily average price of Au9995 gold ingot as quoted on the Shanghai Gold Exchange prevailing at the time of each purchase order. Despite the overall substantial increase in the gold price during 2010 and 2011, the Directors estimate that the selling price for the gold dore bars from Inner Mongolia Pacific to China National Gold will remain relatively stable with possible upward adjustments for the three years ending December 31, 2012, 2013 and 2014.

REASONS FOR AND BENEFITS OF THE 2012 CONTRACT FOR PURCHASE AND SALE OF DORE

The reasons for and benefits of the 2012 Contract for Purchase and Sale of Dore mainly include:

- (a) the Group (including Inner Mongolia Pacific) has established a long-term cooperative relationship with China National Gold and therefore, the Group (including Inner Mongolia Pacific) is able to execute the transactions with China National Gold with more flexibility and on more favourable terms;
- (b) China National Gold, being the largest gold producer in China, has good credibility in the industry. This lends assurance to the Group (including Inner Mongolia Pacific) that risks it may face conducting business with China National Gold would be low;
- (c) the terms and conditions of the 2012 Contract for Purchase and Sale of Dore are based on substantially the same terms of the 2008 Contract for Purchase and Sale of Dore. The 2008 Contract for Purchase and Sale of Dore has been well executed which further demonstrates the good cooperative relationship between Inner Mongolia Pacific and China National Gold as well as the credibility of China National Gold; and
- (d) the pricing term under the 2012 Contract for Purchase and Sale of Dore is fair, reasonable and beneficial to Inner Mongolia Pacific.

The Directors (including the independent non-executive Directors) consider that (i) the transactions under the 2012 Contract for Purchase and Sale of Dore will be entered into in the ordinary course of business of the Group; (ii) the terms of the 2012 Contract for Purchase and Sale of Dore are normal commercial terms and are fair and reasonable and in the interest of the Company and its Shareholders as a whole; and (iii) the annual monetary caps for the transactions contemplated under the 2012 Contract for Purchase and Sale of Dore for the three years ending December 31, 2012, 2013 and 2014 are fair and reasonable and in the interest of the Company and its Shareholders as a whole.

LISTING RULES IMPLICATIONS

China National Gold indirectly holds 39.33% of the issued share capital of the Company and is the ultimate controlling shareholder of the Company. China National Gold is therefore a connected person of the Company by virtue of Rule 14A.11 of the Hong Kong Listing Rules.

The transactions under the 2012 Contract for Purchase and Sale of Dore constitute non-exempt continuing connected transactions of the Company which, based on the applicable percentage ratios, are subject to the reporting, annual review, announcement and Independent Shareholders' approval requirements under Chapter 14A of the Hong Kong Listing Rules.

Mr. Zhaoxue Sun, Mr. Xin Song, Mr. Bing Liu and Mr. Zhanming Wu are considered to have a conflict of interest in the transactions under the 2012 Contract for Purchase and Sale of Dore due to their senior

LETTER FROM THE BOARD

management positions in China National Gold. They abstained from voting on the resolutions in relation to the 2012 Contract for Purchase and Sale of Dore proposed to the Board.

PURCHASE AND SALE OF DORE PRIOR TO THE MEETING

The Board has further approved Inner Mongolia Pacific to carry on the transactions, within the aggregate amount of RMB100 million, pursuant to the terms of the 2008 Contract for Purchase and Sale of Dore until the 2012 Contract for Purchase and Sale of Dore is approved by the Independent Shareholders at the Meeting. Based on the applicable ratios, transactions pursuant to the terms of the 2008 Contract for Purchase and Sale of Dore within the monetary cap of RMB100 million are subject to the reporting, annual review and announcement requirements, as well as the Independent Shareholders' approval requirement under Chapter 14A of the Hong Kong Listing Rules. Such Independent Shareholders' approval should have been obtained before the transactions within the said RMB100 million were carried out. In any event, the RMB100 million cap will constitute part of the annual monetary cap for the year ending December 31, 2012 (the "2012 Annual Cap") which is to be approved by the Independent Shareholders at the Meeting, and the Company will closely monitor the amount of transactions that are subject to the 2012 Annual Cap to ensure full compliance with the requirements of the Hong Kong Listing Rules.

FURTHER INFORMATION ON THE PARTIES

The Company is a gold and base metal mining company based in Vancouver, British Columbia, Canada. Its principal properties are the CSH Gold Mine located in Inner Mongolia, China and the Jiama Copper-Gold Polymetallic Mine, located in Tibet, China. The Company commenced gold production at the CSH Gold Mine in July 2007 and commenced commercial production on July 1, 2008. The Company acquired 100% of Jiama Copper-Gold Polymetallic Mine which hosts a large scale copper-gold polymetallic deposit consisting of copper, molybdenum, gold, silver, lead and zinc on December 1, 2010. The mine commenced commercial production in September 2010.

Inner Mongolia Pacific is a cooperative joint venture company controlled by the Company whose major asset is the CSH Gold Mine. Since its establishment in April 2002, it has been primarily engaged in exploration and mining activities. The Company has been in control of 96.5% of the equity interest of Inner Mongolia Pacific through its wholly-owned subsidiary Pacific PGM (Barbados) Inc. since April 2005.

China National Gold is the only enterprise directly supervised by the State Council of the PRC that focuses on the exploration, mining, processing, smelting, refining and sales of gold. It also operates other nonferrous mineral assets related business. The predecessor of China National Gold was China National Gold Corporation, which was established in 1979 and headquartered in Beijing. China National Gold was the largest gold producer in China in 2010 by gold output, according to the China Gold Association. It is also the only enterprise in the gold industry in China that explores, produces and processes gold with a grade of Au99999.

RECOMMENDATION

Based on its views set out above, the Board recommends that the Independent Shareholders vote in favour of the resolutions concerning the 2012 Contract for Purchase and Sale of Dore and the relevant annual monetary caps for the years ending December 31, 2012, 2013 and 2014.

Furthermore, your attention is drawn to the letter from the Independent Board Committee to the Independent Shareholders set out on page 9 of this information circular. The Independent Board Committee, having taken into account the advice of TC Capital Asia Limited, considers that (i) the transactions under the 2012 Contract for Purchase and Sale of Dore will be entered into in the ordinary course of business of the Group; (ii) the terms of the 2012 Contract for Purchase and Sale of Dore are normal commercial terms and are fair and reasonable and in the interest of the Company and its Shareholders as a whole; and (iii) the annual monetary caps for the transactions contemplated under the

LETTER FROM THE BOARD

2012 Contract for Purchase and Sale of Dore for the three years ending December 31, 2012, 2013 and 2014 are fair and reasonable and in the interest of the Company and its Shareholders as a whole. Accordingly, the Independent Board Committee recommends that the Independent Shareholders vote in favour of the resolutions concerning the same to be proposed at the Meeting.

THE MEETING

The Meeting will be held on Friday, March 16, 2012 at 11:00 am Vancouver time (i.e. Saturday, March 17, 2012 Hong Kong time) in the President's Room of the Terminal City Club located at 837 West Hastings Street, Vancouver, British Columbia, Canada V6C 1B6.

At the Meeting, ordinary resolutions will be proposed to, among other things, approve the 2012 Contract for Purchase and Sale of Dore, the transactions contemplated thereunder and the annual monetary caps of such transactions for the three years ending December 31, 2012, 2013 and 2014. Voting on such ordinary resolutions at the Meeting will be conducted by way of poll in accordance with the requirements of the Hong Kong Listing Rules.

As at the Latest Practicable Date, China National Gold was interested in and entitled to exercise control over approximately 39.33% of the total number of the issued shares of the Company. As such, China National Gold and its associates will abstain from voting with regards to the ordinary resolutions in connection with the 2012 Contract for Purchase and Sale of Dore to be proposed at the Meeting.

FURTHER INFORMATION

Your attention is also drawn to the additional information set out on pages 16 to 25 of this information circular.

Yours faithfully,

**FOR AND ON BEHALF OF THE BOARD
OF CHINA GOLD INTERNATIONAL RESOURCES CORP. LTD.**

"Zhaoxue Sun"

Zhaoxue Sun
Chairman

LETTER FROM THE INDEPENDENT BOARD COMMITTEE



CHINA GOLD INTERNATIONAL RESOURCES CORP. LTD.

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

(HKEx Stock Code: 2099)

(TSX Symbol: CGG)

February 14, 2012

Dear Independent Shareholders,

We refer to the information circular dated February 14, 2012, of which this letter forms part. Unless the context requires otherwise, terms and expressions defined in the information circular shall have the same meanings in this letter.

We have been appointed to advise the Independent Shareholders on whether the terms of the 2012 Contract for Purchase and Sale of Dore (including the proposed annual monetary caps) are on normal commercial terms, in the ordinary course of business of the Group, fair and reasonable and in the interests of the Company and the Shareholders as a whole.

We wish to draw your attention to the letter of advice issued by TC Capital Asia Limited, which is set out on pages 10 to 15 of the information circular.

Having considered the advice given by TC Capital Asia Limited, we are of the opinion that (i) the transactions under the 2012 Contract for Purchase and Sale of Dore will be entered into in the ordinary course of business of the Group; (ii) the terms of the 2012 Contract for Purchase and Sale of Dore are normal commercial terms and are fair and reasonable and in the interest of the Company and its Shareholders as a whole; and (iii) the annual monetary caps for the transactions contemplated under the 2012 Contract for Purchase and Sale of Dore for the three years ending December 31, 2012, 2013 and 2014 are fair and reasonable and in the interest of the Company and its Shareholders as a whole. Accordingly, we recommend that the Independent Shareholders vote in favour of the ordinary resolutions concerning the same to be proposed at the Meeting.

Yours faithfully,

**FOR AND ON BEHALF OF THE INDEPENDENT BOARD COMMITTEE
OF CHINA GOLD INTERNATIONAL RESOURCES CORP. LTD.**

Ian He

Yunfei Chen

Gregory Hall

John King Burns

Independent Non-executive Directors

LETTER FROM TC CAPITAL ASIA LIMITED

The following is the full text of the letter of advice to the Independent Board Committee and the Independent Shareholders from TC Capital Asia Limited dated February 14, 2012 prepared for incorporation in this information circular.



TC Capital Asia Limited
天財資本亞洲有限公司

February 14, 2012

*The Independent Board Committee and the Independent Shareholders
China Gold International Resources Corp. Ltd. (the "Company")*

Dear Sirs,

CONTINUING CONNECTED TRANSACTIONS

INTRODUCTION

We refer to our appointment as the independent financial adviser to the Independent Board Committee and the Independent Shareholders in relation to the 2012 Contract for Purchase and Sale of Dore, which constitutes a continuing connected transaction of the Company, and the proposed annual caps thereof for each of the three years ending December 31, 2012, 2013 and 2014. Details of the 2012 Contract for Purchase and Sale of Dore are set out in the information circular of the Company dated February 14, 2012 issued to the Shareholders, of which this letter forms part. Terms used in this letter shall have the same meanings as those defined in the information circular, unless otherwise specified.

Mr. Ian He, Mr. Yunfei Chen, Mr. Gregory Hall and Mr. John King Burns, the independent non-executive Directors, have been appointed as the members of the Independent Board Committee to advise the Independent Shareholders as to whether (i) the 2012 Contract for Purchase and Sale of Dore and the annual caps thereof for each of the three years ending December 31, 2012, 2013 and 2014 are in the ordinary course of business of the Group, on normal commercial terms, fair and reasonable and in the interests of the Company and the Shareholders as a whole; and (ii) to vote in favour of or against the resolution to be proposed at the EGM for approving the 2012 Contract for Purchase and Sale of Dore, the transactions contemplated thereunder and the annual caps thereof. As the independent financial adviser, our role is to give an independent opinion to the Independent Board Committee and the Independent Shareholders in this regard.

By virtue of China National Gold being the controlling shareholder of the Company, China National Gold is a connected person of the Company under the Hong Kong Listing Rules. The transactions contemplated under the 2012 Contract for Purchase and Sale of Dore between China National Gold and Inner Mongolia Pacific constitute continuing connected transactions of the Company under Chapter 14A of the Hong Kong Listing Rules. As one or more of the applicable percentage ratios as defined under Rule 14.07 of the Hong Kong Listing Rules for the proposed annual caps for the 2012 Contract for Purchase and Sale of Dore exceed 5%, the 2012 Contract for Purchase and Sale of Dore will be subject to, *inter alia*, the Independent Shareholders' approval, reporting, annual review and announcement requirements under Chapter 14A of the Hong Kong Listing Rules.

In putting forth our recommendation, we have considered, amongst other things, (i) the 2012 Contract for Purchase and Sale of Dore; (ii) the 2008 Contract for Purchase and sale of Dore; (iii) the 2010 annual report and 2011 interim report of the Company; (iv) the prospectus of the Company dated November 17, 2010;

LETTER FROM TC CAPITAL ASIA LIMITED

and (v) other information as set out in the information circular. We have also relied on information, opinions and facts supplied and represented by the Company, the Directors and management of the Company.

We have assumed that all such information, opinions, facts and representations contained or referred to in the information circular, for which the Company is fully responsible, were true and accurate in all respects as at the date hereof and may be relied upon. We have no reason to doubt the truth, accuracy and completeness of the information and representations provided for us by the Company, and the Company has confirmed that no material facts have been withheld or omitted from the information provided and referred to in the information circular, which would make any statement therein misleading.

We consider that we have reviewed sufficient information currently available to reach an informed view and to justify our reliance on the accuracy of the information contained in the information circular so as to provide a reasonable basis for our recommendation.

PRINCIPAL FACTORS AND REASONS CONSIDERED IN RELATION TO THE 2012 CONTRACT FOR PURCHASE AND SALE OF DORE

In arriving at our recommendation, we have taken into consideration the following principal factors and reasons:

I. Background of and reasons for the continuing connected transaction

On January 27, 2012, China National Gold and Inner Mongolia Pacific entered into the 2012 Contract for Purchase and Sale of Dore for the purpose of regulating the sale and purchase of gold dore to be carried out between them for the three years ending December 31, 2012, 2013 and 2014. Pursuant to the 2012 Contract for Purchase and Sale of Dore, Inner Mongolia Pacific shall sell and China National Gold shall purchase gold dore bars from time to time through to December 31, 2014, with pricing referenced to the daily average price of Au9995 gold ingot as quoted on the Shanghai Gold Exchange on the notification date (i.e. at least three working days prior to delivery of shipment of gold dore bars) less a refinery fee of RMB0.95 per gram and the daily average price of No.2 silver at the Shanghai Huatong Platinum & Silver Exchange on the notification date less RMB0.5 per gram. Further details of the terms of the 2012 Contract for Purchase and Sale of Dore are set out in the information circular.

The Company is a gold and base metal mining company based in Vancouver, Canada. Its principal properties are the CSH Gold Mine located in Inner Mongolia, the PRC and the Jiama Copper-Gold Polymetallic Mine, located in Tibet, the PRC. The Company commenced gold production at the CSH Gold Mine in July 2007 and commenced commercial production on July 1, 2008. The Company acquired 100% of Jiama Copper-Gold Polymetallic Mine which hosts a large scale copper-gold polymetallic deposit consisting of copper, molybdenum, gold, silver, lead and zinc on December 1, 2010. The Jiama Copper-Gold Polymetallic Mine commenced commercial production in September 2010.

Inner Mongolia Pacific is a cooperative joint venture company controlled by the Company whose major asset is the CSH Gold Mine. Since its establishment in April 2002, it has been primarily engaged in exploration and mining activities. The Company controls 96.5% of the equity interest of Inner Mongolia Pacific indirectly. The gold dore bars which will be sold to China National Gold pursuant to the 2012 Contract for Purchase and Sale of Dore are produced from the CSH Gold Mine.

China National Gold, a State-owned enterprise and a substantial shareholder of the Company, is the only enterprise directly supervised by the State Council of the PRC that focuses on the exploration, mining, processing, smelting, refining and sales of gold. It also operates other nonferrous mineral assets related business. The predecessor of China National Gold was China National Gold Corporation, which was established in 1979 and headquartered in Beijing. China National Gold was the largest gold producer in China in 2010 by gold output, according to the China Gold Association. It is also the only enterprise in the gold industry in China that explores, produces and processes gold with a grade of Au99999.

LETTER FROM TC CAPITAL ASIA LIMITED

According to the Company, the principal product from the CSH Mine is gold dore bar which also contains silver as a by-product. Since October 2008, with a view to achieving better payment settlement and mitigating counterparty credit risk, Inner Mongolia Pacific has sold all of its gold dore bars from the CSH Gold Mine to China National Gold as Inner Mongolia Pacific believes the business reputation and creditworthiness of China National Gold mitigates counterparty credit risk. Moreover, as set out in the information circular, through the 2012 Contract for Purchase and Sale of Dore, China National Gold shall effect provisional payment to Inner Mongolia Pacific two working days prior to the delivery date. The provisional payment would improve the cash flow condition of Inner Mongolia Pacific and mitigate counterparty credit risk.

Having considered the principal businesses of each of the Group and China National Gold and the reasons for and benefits of the 2012 Contract for Purchase and Sale of Dore as set out above, we are of the view that the entering into of the 2012 Contract for Purchase and Sale of Dore falls within the ordinary and usual course of business of the Group and is in the interests of the Company and its Shareholders as a whole.

II. Principal terms of the 2012 Contract for Purchase and Sale of Dore

The principal terms of the 2012 Contract for Purchase and Sale of Dore are set out as follows:

Date: January 27, 2012

Parties: (a) Inner Mongolia Pacific (as the seller); and
(b) China National Gold (as the purchaser).

Subject Matter: The sale and purchase of gold dore bars and silver by-products produced at the CSH Gold Mine owned and operated by Inner Mongolia Pacific in Inner Mongolia, the PRC.

Term: Subject to the approval of the Independent Shareholders at the EGM, effective until December 31, 2014.

Payment terms: Pricing is referenced to the daily average price of Au9995 gold ingot as quoted on the Shanghai Gold Exchange on the notification date (i.e. three working days prior to delivery of shipment of gold dore bars) less RMB0.95 per gram, multiplied by the settlement weight and the daily average price of No. 2 silver at the Shanghai Huatong Platinum & Silver Exchange on the notification date less RMB0.5 per gram, multiplied by the settlement weight.

Inner Mongolia Pacific shall deliver a provisional invoice to China National Gold at least three working days in advance of the delivery date, and China National Gold shall effect provisional payment to Inner Mongolia Pacific two working days prior to the delivery date. If samples of gold and silver delivered are sent to an umpire for analysis, the settlement date shall be two working days following the completion of the umpire analysis.

Delivery: Inner Mongolia Pacific will be entitled, but not obligated, to designate one delivery date per week, or such greater number as may be acceptable to China National Gold and may cancel any shipment without penalty up to two working days prior to the relevant delivery date.

LETTER FROM TC CAPITAL ASIA LIMITED

Taking into account that (i) the selling price of gold is determined based on the average daily price of Au9995 gold ingot as quoted on the Shanghai Gold Exchange on the notification date and the selling price of silver is determined with reference to the average daily price of No.2 silver as quoted on the Shanghai Huatong Platinum and Silver Exchange on the notification date; (ii) the 2012 Contract for Purchase and Sale of Dore will enable the Group to continue the supply of gold dore bars to China National Gold under substantially same terms of the 2008 Contract for Purchase and Sale of Dore; (iii) Inner Mongolia Pacific has the flexibility to determine the timing of sale as it is entitled but not obligated to designate one delivery date per week, and may cancel any shipment without penalty up to two working days prior to the relevant delivery date; (iv) the flat rate refinery expense which is favourable compared to that of independent third parties; and (v) Inner Mongolia Pacific would benefit from the provisional payment prior to delivery or shipment and provisional payment would greatly reduce default risk and improve the cash flow condition of Inner Mongolia Pacific, we concur with the view of the Directors that the terms of the 2012 Contract for Purchase and Sale of Dore are fair and reasonable, on normal commercial terms and in the interests of the Company and the Shareholders as a whole.

III. The proposed annual caps

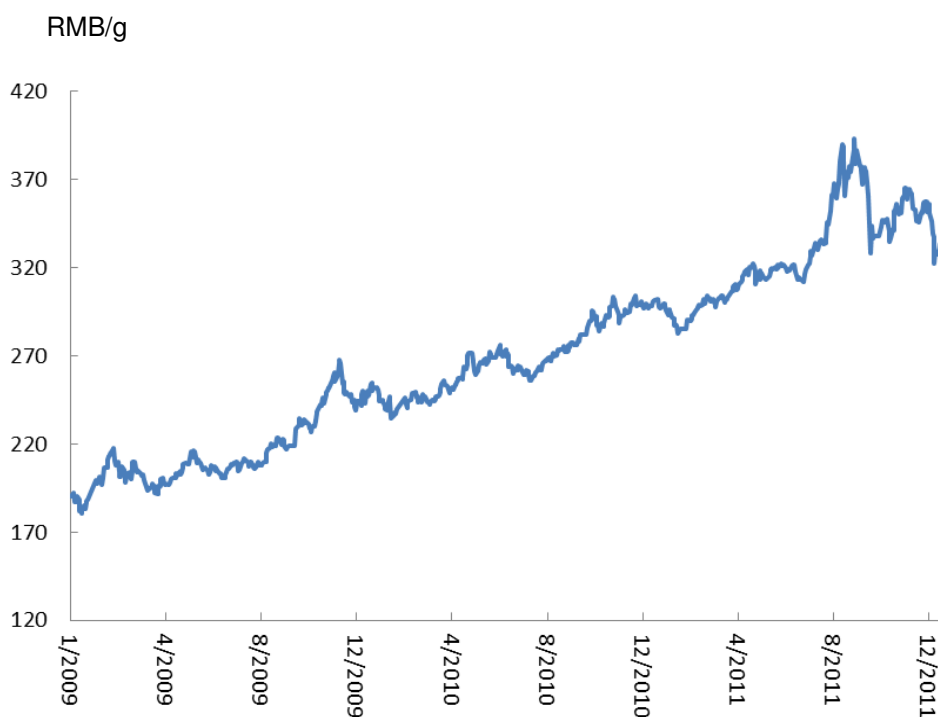
The following table sets out the historical sales amounts of gold dore bars to China National Gold for the year ended December 31, 2010 and the nine months ended September 30, 2011, the annual cap for the year ended December 31, 2011 and the proposed annual caps for the three years ending December 31, 2012, 2013 and 2014:

| | For the year ended December, 31 2010 | For the nine months ended September 30, 2011 | Annual cap for the year ended December 31, 2011 | Annual cap for the year ending December 31, | | |
|---|---|---|--|--|------------------------|------------------------|
| | <i>RMB million</i> | <i>RMB million</i> | <i>RMB million</i> | 2012 | 2013 | 2014 |
| | <i>(Audited)</i> | <i>(Unaudited)</i> | | <i>RMB million</i> | <i>RMB million</i> | <i>RMB million</i> |
| Aggregate sales amount to China National Gold | 783 | 894 | | | | |
| Annual cap | | | 1,300 | 1,782 | 1,980 | 3,168 |

As set out in the information circular, the proposed annual caps are determined based on the following factors: (i) the historical gold production at the CSH Gold Mine of approximately 111,289 ounces and 92,224 ounces for the year ended December 31, 2010 and for the nine months ended September 30, 2011, respectively; (ii) the gold dore bars price will remain relatively stable with possible upward adjustment for the three years ending December 31, 2014; (iii) the production of gold at CSH Gold Mine is expected to continue to grow pursuant to the operation expansion plan of CSH Mine and the demand for gold by China National Gold will continue to increase. The Directors are of the view that the proposed annual caps for the three years ending December 31, 2012, 2013 and 2014 of RMB1,782 million, RMB1,980 million and RMB3,168 million, respectively as set out above are fair and reasonable and in the interest of the Company and the Shareholders as a whole.

Below is the daily price chart for Au9995 gold ingot as quoted on the Shanghai Gold Exchange from January 1, 2009 to December 31, 2011:

LETTER FROM TC CAPITAL ASIA LIMITED



(Source: Bloomberg)

As shown in the chart above, despite the recent drop in gold prices towards the end of 2011, the price of gold dore bars has demonstrated an overall steadily increasing trend, from approximately RMB190 per gram (equivalent to approximately RMB5,910 per ounce) at the beginning of 2009 to approximately RMB320 per gram (equivalent to approximately RMB9,953 per ounce) at the end of 2011. Such increase represented a compound annual growth rate of approximately 19.0%. Together with the increase in demand for wealth protection and risk diversification, as predicted by a report published in November 2011 by the World Gold Council, a non-profit association of the world's leading gold mining companies established in 1987, which may strengthen the gold price in the future, we consider the assumption that the gold dore bars price will remain relatively stable with possible upward adjustment for the three years ending December 31, 2014 as a basis to determine the proposed annual caps for the next three years as being fair and reasonable.

Having reviewed and discussed with the management of the Company the basis and assumptions for determining the proposed annual caps which include, among other things, (i) the continued growth in the production of gold from the CSH Gold Mine pursuant to the potential operation expansion plan of the CSH Gold Mine; (ii) an upward trend of the Au9995 gold ingot price in the preceding three years; and (iii) the increase in demand for gold by China National Gold, we concur with the Company that the proposed annual caps are fair and reasonable so far as the Independent Shareholders are concerned.

RECOMMENDATION

Having considered the principal factors and reasons above, we are of the view that the terms of the 2012 Contract for Purchase and Sale of Dore and the proposed annual caps thereof are on normal commercial terms, fair and reasonable so far as the Independent Shareholders are concerned and in the interests of the Company and the Shareholders as a whole. Accordingly, we recommend that the Independent Board Committee advise the Independent Shareholders to vote in favour of the resolution to approve the 2012

LETTER FROM TC CAPITAL ASIA LIMITED

Contract for Purchase and Sale of Dore, the transactions contemplated thereunder and the proposed annual caps thereof at the EGM.

Yours faithfully,
For and on behalf of
TC Capital Asia Limited
Edward Wu
Managing Director

GENERAL INFORMATION

THIS INFORMATION CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt about any aspect of this information circular, or as to the action to be taken, you should consult a licensed securities dealer or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares of **CHINA GOLD INTERNATIONAL RESOURCES CORP. LTD.**, you should at once hand this information circular and the accompanying form of proxy to the purchaser or the transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this information circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this information circular.

CHINA GOLD INTERNATIONAL RESOURCES CORP. LTD.

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

(HKEx Stock Code: 2099)

(TSX Symbol: CGG)

Registered office/ Headquarters:

**One Bentall Centre
Suite 1030, 505 Burrard Street, Box 31
Vancouver, British Columbia V7X 1M5
Telephone: 604-609-0598 Fax: 604-688-0598**

Principal Place of Business in Hong Kong:

8/F., Gloucester Tower, The Landmark, 15 Queen's Road Central, Hong Kong

| Executive Directors | Non-executive Director | Independent non-executive Directors |
|---|-------------------------------|--|
| Zhaoxue Sun Xin Song Zhanming Wu Xiangdong Jiang | Bing Liu | Ian He Yunfei Chen Gregory Hall John King Burns |

INFORMATION CIRCULAR

This information circular is furnished in connection with the solicitation of proxies by the management of China Gold International Resources Corp. Ltd. (the "Company") (TSX: CGG) (HKEx: 2099) for use at the extraordinary general meeting (the "Meeting") of its shareholders to be held at 11:00 am Vancouver time on Friday, March 16, 2012 (i.e. Saturday, March 17, 2012 Hong Kong time) in the President's Room of the Terminal City Club located at 837 West Hastings Street, Vancouver, British Columbia, Canada V6C 1B6, and at any adjournments thereof, for the purposes set forth in the notice that accompanies this information circular. Unless otherwise stated, this information circular contains information as at February 14, 2012.

SOLICITATION OF PROXIES

The solicitation of proxies by management will be primarily by mail, but proxies may be solicited by Directors, officers and employees of the Company personally, by telephone, or by means of electronic communication. All costs of this solicitation will be borne by the Company.

GENERAL INFORMATION

Laurel Hill Advisory Group

The Company has engaged the Laurel Hill Advisory Group to provide proxy solicitation services. The Company will pay fees of approximately Cdn\$40,000. Shareholder inquiries or requests for assistance should be directed to the toll-free telephone number 1-877-304-0211.

APPOINTMENT OF PROXYHOLDERS

A shareholder entitled to vote at the Meeting may, by means of proxy, appoint a proxyholder or one or more alternate proxyholders, who need not be shareholders, to attend and act at the Meeting for the shareholder and on the shareholder's behalf.

The individuals named in the accompanying form of proxy are Directors or officers of the Company. **A shareholder may appoint, as proxyholder or alternate proxyholder, a person or persons other than any of the persons designated in the accompanying form of proxy, and may do so either by inserting the name or names of such persons in the blank space provided in the accompanying form of proxy or by completing another suitable form of proxy.**

An appointment of a proxyholder or alternate proxyholders will not be valid unless a form of proxy making the appointment, signed by the shareholder or by an attorney of the shareholder authorized in writing, is deposited with CIBC Mellon Trust Company, by facsimile to 416-368-2502 or 1-866-781-3111, by mail to P.O. Box 721, Agincourt, Ontario, Canada M1S 0A1 or by hand to 320 Bay Street, Banking Hall Level, Toronto, Ontario, Canada M5H 4A6 and received by CIBC Mellon Trust Company not less than 48 hours (excluding Saturdays, Sundays and statutory holidays) before the Meeting or any adjournment thereof at which the proxy is to be used.

REVOCAION OF PROXIES

A shareholder who has given a proxy may revoke it:

- (a) by depositing an instrument in writing executed by the shareholder or by the shareholder's attorney authorized in writing:
 - (i) with CIBC Mellon Trust Company, not less than 48 hours (excluding Saturdays, Sundays and statutory holidays) before the Meeting or any adjournment thereof, at which the proxy is to be used;
 - (ii) at the registered office of the Company at any time up to and including the last business day preceding the day of the Meeting, or any adjournment thereof, at which the proxy is to be used; or
 - (iii) with the chairman of the Meeting on the day of the Meeting or any adjournment thereof; or
- (b) in any other manner provided by law.

A revocation of a proxy will not affect a matter on which a vote is taken before the revocation.

VOTING OF PROXIES AND EXERCISE OF DISCRETION

The nominees named in the accompanying form of proxy will vote or withhold from voting the shares represented thereby in accordance with the instructions of the shareholder on any ballot that may be called for. If the shareholder specifies a choice with respect to any matter to be acted upon, the shares will be voted accordingly. The form of proxy will confer discretionary authority on the nominees named therein with respect to:

GENERAL INFORMATION

- (a) each matter or group of matters identified therein for which a choice is not specified;
- (b) any amendment to or variation of any matter identified therein; and
- (c) any other matter that properly comes before the Meeting.

In respect of a matter for which a choice is not specified in the form of proxy, the nominees named in the accompanying form of proxy will vote shares represented by the proxy in favour of such matter.

As of the date of this information circular, the management of the Company is not aware of any amendment, variation or other matter that may come before the Meeting, but if any amendment, variation or other matter properly comes before the Meeting, each nominee named in the accompanying form of proxy intends to vote on such business in accordance with their best judgment.

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 own 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, securities brokers and trustees or administrators of self-administered RRSPs, RRIFs, RESPs, TFSAs and similar plans); or (ii) in the name of a clearing agency (such as The Canadian Depository for Securities Limited or HKSCC Nominees Limited) of which the Intermediary is a participant. In accordance with applicable securities law requirements, the Company will have distributed copies of the notice, information circular, and form of proxy (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 be given:

- (a) 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, wherever applicable. 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
- (b) a form of proxy which has already been signed by the Intermediary (typically by a facsimile with a 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 form of proxy. In this case, the Non-Registered Shareholder who wishes to submit a proxy should properly complete the form of

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proxy and deposit it with the Company c/o CIBC Mellon Trust Company, 320 Bay Street, Banking Hall Level, Toronto, Ontario, Canada M5H 4A6.

In either case, the purpose of these procedures is to permit Non-Registered Shareholders to direct the voting of the common 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 proxy or voting instruction form given to an Intermediary by contacting the Intermediary through which the Non-Registered Shareholder's common shares of the Company are held and following the instructions of the Intermediary respecting the revocation of proxies. In order to ensure that an Intermediary acts upon a revocation of a proxy or voting instruction form, the written notice should be received by the Intermediary well in advance of the Meeting.

VOTES NECESSARY TO PASS RESOLUTIONS

Pursuant to the Articles of the Company, a quorum for the transaction of business at any meeting of shareholders is at least two persons who are, or who represent by proxy, shareholders who, in the aggregate hold at least 5% of the issued shares entitled to be voted at the meeting.

Under the *Business Corporations Act* (British Columbia), the Company's governing corporate law statute, a simple majority of the votes cast at the Meeting is required to pass all ordinary resolutions.

At the Meeting, shareholders will be asked to vote on ordinary resolutions to, among other things, approve the 2012 Contract for Purchase and Sale of Dore, the transactions contemplated thereunder and the annual monetary caps of such transactions for the three years ending December 31, 2012, 2013 and 2014. Voting on such ordinary resolutions at the Meeting will be conducted by way of poll in accordance with the requirements of the Hong Kong Listing Rules.

VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES

The Company has an authorized share capital consisting of an unlimited number of common shares without par value. As of February 14, 2012, the Company had outstanding 396,163,753 fully paid and non-assessable common shares without par value, each carrying the right to one vote.

A holder of record of one or more common shares on the securities register of the Company at the close of business on February 14, 2012 who either attends the Meeting personally or deposits a proxy in the manner and subject to the provisions described above will be entitled to vote or to have such common shares voted at the Meeting, except to the extent that:

- (a) the shareholder has transferred the ownership of any such common shares after February 14, 2012, and
- (b) the transferee produces a properly endorsed share certificate for, or otherwise establishes ownership of, any of the transferred common shares and makes a demand to CIBC Mellon Trust Company no later than 10 days before the Meeting that the transferee's name be included in the list of shareholders in respect thereof.

GENERAL INFORMATION

To the knowledge of the Company's Directors and senior officers, China National Gold, through its wholly owned subsidiary, China National Gold Group Hong Kong Limited, owns 155,794,830 common shares, representing approximately 39.33% of the outstanding voting shares of the Company.

At the Meeting, the Independent Shareholders of the Company consisting of the Shareholders of the Company other than China National Gold and any of its associates, will be asked to consider and, if thought fit, pass ordinary resolutions to, among other things, approve the 2012 Contract for Purchase and Sale of Dore, the transactions contemplated thereunder and the annual monetary caps of such transactions for the three years ending December 31, 2012, 2013 and 2014. Voting on such ordinary resolutions at the Meeting will be conducted by way of poll in accordance with the requirements of the Hong Kong Listing Rules.

To the knowledge of the Company's Directors and senior officers, no other person or company beneficially owns, or controls or directs, directly or indirectly, shares carrying 10% or more of the voting rights of the Company.

DISCLOSURE OF INTERESTS

Other than as disclosed below, as at the Latest Practicable Date, none of the Directors or chief executive of the Company has any interest or short position in the shares, convertible securities, warrants, options or derivatives, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which were required to be notified to the Company and the Hong Kong Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have taken under such provisions of the SFO), or which will be required, pursuant to section 352 of the SFO, to be entered in the register referred to therein, or pursuant to the Model Code for Securities Transactions by Directors of Listed Companies to be notified to the Company and the Hong Kong Stock Exchange:

Shares

| Name | Position | Company | Number of Shares held | Nature of interest | Approximate percentage of interest in the Company |
|-----------------|---|---|-----------------------|--------------------|---|
| Ian He | Director | China Gold International Resources Corp. Ltd. | 10,000 | Personal | 0.0025% |
| Xiangdong Jiang | Director and Vice President of Production | China Gold International Resources Corp. Ltd. | 13,500 | Personal | 0.0034% |

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Stock Options

| Name | Position | Company | Number of Stock Options to Purchase Shares |
|-----------------|---|---|--|
| Ian He | Director | China Gold International Resources Corp. Ltd. | 250,000 |
| Yunfei Chen | Director | China Gold International Resources Corp. Ltd. | 100,000 |
| Gregory Hall | Director | China Gold International Resources Corp. Ltd. | 100,000 |
| John King Burns | Director | China Gold International Resources Corp. Ltd. | 100,000 |
| Xiangdong Jiang | Director and Vice President of Production | China Gold International Resources Corp. Ltd. | 80,000 |

Other than as disclosed below, the Directors and chief executive of the Company are not aware of any other person who, as at the Latest Practicable Date, had an interest or short position in the shares, convertible securities, warrants, options or derivatives of the Company, the underlying Shares which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO or who will be interested, directly or indirectly, in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of the Company:

| Name | Nature of interest | Number of Shares held | Approximate percentage of outstanding Shares |
|--|--------------------|----------------------------|--|
| China National Gold Group Corporation ⁽¹⁾ | Indirect | 155,794,830 ⁽¹⁾ | 39.33% |
| China National Gold Group Hong Kong Limited | Registered owner | 155,794,830 | 39.33% |

Note:

1. China National Gold Group Corporation directly and wholly owns China National Gold Group Hong Kong Limited, therefore the interest attributable to China National Gold Group Corporation represents its indirect interest in the Company's shares through its equity interest in China National Gold Group Hong Kong Limited.

INTEREST OF CERTAIN PERSONS OR COMPANIES IN MATTERS TO BE ACTED UPON

Zhaoxue Sun, Xin Song, Bing Liu and Zhanming Wu are considered to have a conflict of interest in the transactions under the 2012 Contract for Purchase and Sale of Dore due to their senior management positions in China National Gold. Other than as disclosed herein, no other person who has been a director or officer of the Company at any time since the commencement of the Company's last financial year, or any affiliate or associate "as that term is defined in the *Securities Act* (British Columbia)" of any of the foregoing, has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted upon at the Meeting.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Other than as disclosed elsewhere in this information circular, no informed person of the Company and no

GENERAL INFORMATION

affiliate or associate “as that term is defined in the *Securities Act* (British Columbia)” of any of these persons has any material interest, direct or indirect, in any transaction since the commencement of the Company’s last financial year or in any proposed transaction which, in either case, has materially affected or will materially affect the Company or any of its subsidiaries.

An “informed person” means:

- (a) a director or executive officer of the Company;
- (b) a director or executive officer of a person or company that is itself an informed person or subsidiary of the Company;
- (c) any person or company who beneficially owns, or controls or directs, directly or indirectly, voting securities of the Company or a combination of both carrying more than 10 percent of the voting rights attached to all outstanding voting securities of the Company, other than voting securities held by an underwriter as such in the course of a distribution; and
- (d) the Company if it has acquired any of its securities, for so long as it holds any of its securities.

COMPETING INTERESTS

As at the Latest Practicable Date, other than the directorships and management roles of the Directors in other gold mining companies, none of the Directors or their associates was considered by the Company to have interests in businesses which compete with, or might compete with, either directly or indirectly, the businesses of the Group, other than those businesses where such Directors had been appointed to represent the interests of the Company and/or other members of the Group.

DIRECTORS’ INTEREST IN THE GROUP’S ASSETS

As at the Latest Practicable Date, none of the Directors had any interests, either directly or indirectly, in any assets which had been, since December 31, 2010 (being the date to which the latest published audited financial statements of the Company were made up), acquired or disposed of or leased to any member of the Group, or were proposed to be acquired or disposed of or leased to any member of the Group.

OTHER ARRANGEMENTS INVOLVING DIRECTORS

As at the Latest Practicable Date, there was no contract or arrangement subsisting at the date of this information circular in which any of the Directors was materially interested and which was significant in relation to the business of the Group.

MATERIAL ADVERSE CHANGE

As at the Latest Practicable Date, the Directors were not aware of any material adverse change in the financial or trading position of the Group since December 31, 2010 (being the date to which the latest published audited financial statements of the Group were made up).

LITIGATION

As at the Latest Practicable Date, no member of the Group was engaged in any litigation or arbitration of material importance and, so far as the Directors were aware, no litigation or claim of material importance was pending or threatened by or against any member of the Group.

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SERVICE CONTRACTS

As at the Latest Practicable Date, none of the Directors had entered into or proposed to enter into any service contract with the Company or any of its subsidiaries (excluding contracts expiring or determinable by the employer within one year without payment of compensation, other than statutory compensation).

MANAGEMENT CONTRACTS

The management functions of the Company and its subsidiaries are not performed by a person or persons other than the Directors or executive officers of the Company.

EXPERT

The following is the qualification of the expert who has given its opinion or advice which is contained in this information circular:

| <u>Name</u> | <u>Qualification</u> |
|-------------------------|---|
| TC Capital Asia Limited | Independent financial adviser and a licensed corporation to carry out Type 1 (dealing in securities) and Type 6 (advising on corporate finance) of the regulatory activities under the SFO. |

As at the Latest Practicable Date, TC Capital Asia Limited had no shareholding in any member of the Group and did not have any right, whether legally enforceable or not, to subscribe for or to nominate persons to subscribe for securities in any member of the Group.

As at the Latest Practicable Date, TC Capital Asia Limited had no direct or indirect interest in any assets which had been, since December 31, 2010 (the date to which the latest published audited financial statements of the Company were made up), acquired, disposed of by, or leased to any member of the Group, or were proposed to be acquired, disposed of by, or leased to any member of the Group.

TC Capital Asia Limited has given and has not withdrawn its written consent to the issue of this information circular with the inclusion of its letter and the reference to its name included herein in the form and context in which it appears.

MATTERS TO BE ACTED UPON

2012 Contract for Purchase and Sale of Dore

On January 27, 2012, Inner Mongolia Pacific entered into the 2012 Contract for Purchase and Sale of Dore with China National Gold for the purpose of regulating the sale and purchase of gold dore to be carried out between them for the three years ending December 31, 2012, 2013 and 2014.

The transactions under the 2012 Contract for Purchase and Sale of Dore constitute non-exempt continuing connected transactions of the Company which, based on the applicable percentage ratios, are subject to the reporting, annual review, announcement and Independent Shareholders' approval requirements under Chapter 14A of the Hong Kong Listing Rules.

China National Gold indirectly holds 39.33% of the outstanding voting shares of the Company and Zhaoxue Sun, Xin Song, Bing Liu and Zhanming Wu are considered to have a conflict of interest in the transactions under the 2012 Contract for Purchase and Sale of Dore due to their senior management positions in China National Gold.

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A letter from the Independent Board Committee established to advise the Independent Shareholders on the transactions under the 2012 Contract for Purchase and Sale of Dore is set out on page 9 of this information circular. The Independent Board Committee, having taken into account the advice of TC Capital Asia Limited, considers that (i) the transactions under the 2012 Contract for Purchase and Sale of Dore will be entered into in the ordinary course of business of the Group; (ii) the terms of the 2012 Contract for Purchase and Sale of Dore are normal commercial terms and are fair and reasonable and in the interest of the Company and its Shareholders as a whole; and (iii) the annual monetary caps for the transactions contemplated under the 2012 Contract for Purchase and Sale of Dore for the three years ending December 31, 2012, 2013 and 2014 are fair and reasonable and in the interest of the Company and its Shareholders as a whole. Accordingly, The Independent Board Committee recommends that the Independent Shareholders vote in favour of the resolutions to be proposed at the Meeting.

At the Meeting, the Independent Shareholders of the Company will be asked to consider and, if thought fit, pass the following:

RESOLVED, as an ordinary resolution that:

1. the 2012 Contract for Purchase and Sale of Dore, the transactions contemplated thereunder and the annual monetary caps contemplated thereunder for the three years ending December 31, 2012, 2013 and 2014 as more particularly described in this information circular are hereby approved; and
2. any one Director of the Company is hereby authorized to do such further acts and things and to execute such further documents and take all such steps which in their opinion may be necessary, desirable or expedient to implement and/or give effect to the terms of the 2012 Contract for Purchase and Sale of Dore.

OTHER BUSINESS

Management of the Company is not aware of any matter to come before the Meeting other than the matters referred to in the notice of Meeting.

DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are available for inspection at the offices of Morrison & Foerster at 33/F, Edinburgh Tower, The Landmark, 15 Queen's Road Central, Hong Kong during normal business hours up to and including March 6, 2012 and are available for inspection on SEDAR at www.sedar.com:

1. the articles of the Company;
2. the letter from the Independent Board Committee, the text of which is set out on page 9 of this information circular;
3. the letter from TC Capital Asia Limited, the text of which is set out on pages 10 to 15 of this information circular;
4. the written consent of TC Capital Asia Limited;
5. the 2008 Contract for Purchase and Sale of Dore;
6. the 2012 Contract for Purchase and Sale of Dore; and

GENERAL INFORMATION

7. the announcement of the Company dated January 27, 2012 in respect of the 2012 Contract for Purchase and Sale of Dore.

ADDITIONAL INFORMATION

Additional information about the Company is located on SEDAR at www.sedar.com. Shareholders may contact the Company to request copies of the Company's financial statements and management's discussion and analysis or any of the documents listed above by writing to the Company's Executive Vice President and Corporate Secretary, Jerry Xie at China Gold International Resources Corp. Ltd., One Bentall Centre, Suite 1030, 505 Burrard Street, Box 31, Vancouver, British Columbia, Canada V7X 1M5. Financial information is provided in the Company's comparative financial statements and management's discussion and analysis for its most recently completed financial year and its most recently completed quarterly periods which are filed on SEDAR.

TRANSFER AGENT AND REGISTRAR

The Company's principal transfer agent and share registrar is CIBC Mellon Trust Company of Suite 1600, 1066 West Hastings Street, Vancouver, British Columbia, Canada V6E 3X1 and the Company's transfer agent and share registrar in Hong Kong is Computershare Hong Kong Investor Services Limited, of Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.

AUDITORS

The auditor of the Company is Deloitte Touche Tohmatsu of Hong Kong. Deloitte Touche Tohmatsu were first appointed as auditors of the Company on April 1, 2010.

DIRECTORS' APPROVAL

The contents of this information circular and its distribution to shareholders have been approved by the board of Directors of the Company.

RESPONSIBILITY STATEMENT

This information circular, for which the Directors of the Company collectively and individually accept full responsibility, includes particulars given in compliance with the Hong Kong Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this information circular is accurate and complete in all material respects and is not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this document misleading.

DATED at Vancouver, British Columbia, this 14th day of February, 2012.

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

"Jerry Xie"

Jerry Xie
Executive Vice President and Corporate Secretary