

CHINA GOLD INTERNATIONAL RESOURCES CORP. LTD.  
Suite 660, 505 Burrard Street, Box 27  
Vancouver, British Columbia V7X 1M4  
Telephone: 604-609-0598 Fax: 604-688-0598

PROXY

This proxy is solicited by the management of China Gold International Resources Corp. Ltd. (the "Company") for the annual general meeting and special meeting of its shareholders (the "Meeting") to be held on Tuesday, June 30, 2015 at 9:00 am Vancouver time.

The undersigned hereby appoints, Jerry Xie, Executive Vice President and Corporate Secretary of the Company, or failing this person, Derrick Zhang, Chief Financial Officer of the Company, or instead of the foregoing, (insert name) , as nominee of the undersigned, with full power of substitution, to attend and vote on behalf of the undersigned at the Meeting to be held in the Dentons Canada LLP located at 20th Floor, 250 Howe Street Vancouver, BC V6C 3R8, on Tuesday, June 30, 2015 at 9:00 am Vancouver time, and at any adjournments thereof, and directs the nominee to vote or abstain from voting the shares of the undersigned in the manner indicated below:

1. To approve, by ordinary resolution, setting the number of directors of the Company's board of directors at nine (9).  
FOR  AGAINST
2. To elect as director (each as a separate resolution):  

XIN SONG	FOR <input type="checkbox"/>	WITHHOLD <input type="checkbox"/>
BING LIU	FOR <input type="checkbox"/>	WITHHOLD <input type="checkbox"/>
LIANZHONG SUN	FOR <input type="checkbox"/>	WITHHOLD <input type="checkbox"/>
LIANGYOU JIANG	FOR <input type="checkbox"/>	WITHHOLD <input type="checkbox"/>
IAN HE	FOR <input type="checkbox"/>	WITHHOLD <input type="checkbox"/>
YUNFEI CHEN	FOR <input type="checkbox"/>	WITHHOLD <input type="checkbox"/>
GREGORY HALL	FOR <input type="checkbox"/>	WITHHOLD <input type="checkbox"/>
JOHN KING BURNS	FOR <input type="checkbox"/>	WITHHOLD <input type="checkbox"/>
XIANGDONG JIANG	FOR <input type="checkbox"/>	WITHHOLD <input type="checkbox"/>
3. To appoint Deloitte Touche Tohmatsu as auditors of the Company at a remuneration to be fixed by the board of directors.  
FOR  WITHHOLD
4. To grant to the board of directors a general mandate to allot, issue and otherwise deal with unissued shares not exceeding 20% of the issued share capital of the Company.  
FOR  AGAINST
5. To grant to the board of directors a general mandate to repurchase shares not exceeding 10% of the issued share capital of the Company.  
FOR  AGAINST
6. To extend the share allotment mandate by the addition thereto of the shares repurchased by the Company.  
FOR  AGAINST
7. To vote on an ordinary resolution of the independent shareholders of the Company approving the amendment to the Product and Service Framework Agreement and the transactions contemplated thereunder as more particularly described in the information circular accompanying this proxy.  
FOR  AGAINST

8. To vote on an ordinary resolution of the independent shareholders of the Company approving the revised annual monetary caps for the transactions contemplated under the Product and Service Framework Agreement for the year ending December 31, 2015, as more particularly described in the information circular accompanying this proxy.

FOR  AGAINST

9. To vote on an ordinary resolution of the independent shareholders of the Company approving the annual monetary caps for the transactions contemplated under the Product and Service Framework Agreement for the years ending December 31, 2016 and December 31, 2017, as more particularly described in the information circular accompanying this proxy

FOR  AGAINST

10. To vote on an ordinary resolution of the independent shareholders of the Company approving the Financial Services Agreement and the transactions contemplated thereunder as more particularly described in the information circular accompanying this proxy.

FOR  AGAINST

11. To vote on an ordinary resolution of the independent shareholders of the Company approving the daily monetary caps for the transactions contemplated under the Financial Services Agreement for the three years ending December 31, 2015, 2016, and 2017, as more particularly described in the information circular accompanying this proxy.

FOR  AGAINST

12. To vote on an ordinary resolution of the independent shareholders of the Company authorizing any one director of the Company 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 of the Company deems necessary, desirable or expedient to implement and/or carry out to give effect to the terms of the foregoing resolutions.

FOR  AGAINST

13. To vote on any other matter that may properly come before the Meeting or any adjournments thereof.

FOR  AGAINST

14. To vote upon any permitted amendment to or variation of any matter identified in the notice or any other matter that may properly come before the Meeting or any adjournments thereof.

FOR  AGAINST

THE UNDERSIGNED HEREBY REVOKES ANY PRIOR PROXY.

DATED: \_\_\_\_\_

(If not dated, this proxy is deemed to be dated on the day sent to the Company)

\_\_\_\_\_  
Signature of Shareholder

\_\_\_\_\_  
Print name of Shareholder

**NOTES:**

**A proxy will not be valid unless the completed, signed and dated form of proxy is sent to CST Trust Company, by facsimile to 416-368-2502 or 1-866-781-3111, by mail to P.O. Box 721, Agincourt, Ontario, M1S 0A1 or by e-mail to [proxy@canstockta.com](mailto:proxy@canstockta.com) or by hand to 320 Bay Street, Banking Hall Level, Toronto, Ontario, M5H 4A6 and received by CST 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.**

Any one of the joint holders of a common share may sign a form of proxy in respect of the share but, if more than one of them is present at the Meeting or represented by proxyholder, that one of them whose name appears first in the register of members in respect of the common share, or that one's proxyholder, will alone be entitled to vote in respect thereof. Where the form of proxy is signed by a corporation, either its corporate seal must be affixed or the form should be signed by the corporation under the hand of an officer or an attorney duly authorized in writing.

**A shareholder has the right to appoint a person, who need not be a shareholder, to attend and act for the shareholder and on the shareholder's behalf at the Meeting other than either of the nominees designated in this form of proxy, and may do so by inserting the name of that other person in the blank space provided for that purpose in this form of proxy or by completing another suitable form of proxy.**

The common shares represented by the proxy will be voted for or against or withheld from voting in accordance with the instructions of the shareholder on any ballot and where a choice with respect to a matter to be acted on is specified, the common shares will be voted on a ballot in accordance with that specification. This proxy confers discretionary authority with respect to matters, other than the election of directors and appointment of auditor, identified or referred to in the accompanying notice of annual general meeting for which no instruction is given, and with respect to other matters that may properly come before the Meeting.

**In respect of a matter so identified or referred to for which no instruction is given, the nominees named in this proxy will vote the common shares represented thereby for the approval of such matter.**

**Please advise the Company of any change in your address.**