China Gold International Resources Corp. Ltd.

Management's Discussion and Analysis of Financial Condition and Results of Operations
Three months ended March 31, 2019
(Stated in U.S. dollars, except as otherwise noted)

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MANAGEMENT'S DISCUSSION AND ANALYSIS

Management's Discussion and Analysis of Financial Condition and Results of Operations for the three months ended March 31, 2019.
(Stated in U.S. dollars, except as otherwise noted)

The following Management Discussion and Analysis of financial condition and results of operations ("MD&A") is prepared as of May 15, 2019. It should be read in conjunction with the consolidated financial statements and notes thereto of China Gold International Resources Corp. Ltd. (referred to herein as "China Gold International", the "Company", "we" or "our" as the context may require) for the three months ended March 31, 2019 and the three months ended March 31, 2018, respectively. Unless the context otherwise provides, references in this MD&A to China Gold International or the Company refer to China Gold International and each of its subsidiaries collectively on a consolidated basis.

The following discussion contains certain forward-looking statements relating to the Company's plans, objectives, expectations and intentions, which are based on the Company's current expectations and are subject to risks, uncertainties and changes in circumstances. Readers should carefully consider all of the information set out in this MD&A, including the risks and uncertainties outlined further in the Company's Annual Information Form ("Annual Information Form" or "AIF") dated March 26, 2019 on SEDAR at www.sedar.com. For further information on risks and other factors that could affect the accuracy of forward-looking statements and the result of operations of the Company, please refer to the sections titled "Forward-Looking Statements" and "Risk Factors" and to discussions elsewhere within this MD&A. China Gold International's business, financial condition or results of operations could be materially and adversely affected by any of these risks.

FORWARD-LOOKING STATEMENTS

Certain statements made herein, other than statements of historical fact relating to the Company, represent forward-looking information. In some cases, this forward-looking information can be identified by words or phrases such as "may", "will", "expect", "anticipate", "contemplates", "aim", "estimate", "intend", "plan", "believe", "potential", "continue", "is/are likely to", "should" or the negative of these terms, or other similar expressions intended to identify forward-looking information. This forward-looking information includes, among other things; China Gold International's production estimates, business strategies and capital expenditure plans; the development and expansion plans and schedules for the CSH Mine and the Jiama Mine; China Gold International's financial condition; the regulatory environment as well as the general industry outlook; general economic trends in China; and statements respecting anticipated business activities, planned expenditures, corporate strategies, participation in projects and financing, and other statements that are not historical facts.

By their nature, forward-looking information involves numerous assumptions, both general and specific, which may cause the actual results, performance or achievements of China Gold International and/or its subsidiaries to be materially different from any future results, performance or achievements expressed or implied by the forward–looking information. Some of the key assumptions include, among others, the absence of any material change in China Gold International's operations or in foreign exchange rates, the prevailing price of gold, copper and other non-ferrous metal products; the absence of lower-than-anticipated mineral recovery or other production problems; effective income and other tax rates and other assumptions underlying China Gold International's financial performance as stated in the Company's technical reports for its CSH Mine and Jiama Mine; China Gold International's ability to obtain regulatory confirmations and approvals on a timely basis; continuing positive labor relations; the absence of any material adverse effects as a result of political instability, terrorism, natural disasters, litigation or arbitration and adverse changes in government regulation; the availability and accessibility of financing to China Gold International; and the performance by counterparties of the terms and conditions of all contracts to which China Gold International and its subsidiaries are a party. The forward-looking information is also based on the assumption that none of the risk factors identified in this MD&A or in the AIF that could cause actual results to differ materially from the forward-looking information actually occurs.

Forward-looking information contained herein as of the date of this MD&A is based on the opinions, estimates and assumptions of management. There are a number of important risks, uncertainties and other factors that could cause actual actions, events or results to differ materially from those described as forward-looking information. China Gold International disclaims any obligation to update any forward-looking information, whether as a result of new information, estimates, opinions or assumptions, future events or results, or otherwise except to the extent required by law. There can be no assurance that forward-looking information will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. The forward-looking information in this MD&A is expressly qualified by this cautionary statement. The reader is cautioned not to place undue reliance on forward-looking information.

THE COMPANY

Overview

China Gold International is a gold and base metal mining company based in Vancouver, Canada. The Company's main business involves the operation, acquisition, development and exploration of gold and base metal properties.

The Company's principal mining operations are the Chang Shan Hao Gold Mine ("CSH Mine" or "CSH"), located in Inner Mongolia, China and the Jiama Copper-Gold Polymetallic Mine ("Jiama Mine" or "Jiama"), located in Tibet, China. China Gold International holds a 96.5% interest in the CSH Mine, while its Chinese joint venture ("CJV") partner holds the remaining 3.5% interest. The Company owns a 100% interest in the Jiama Mine, which hosts a large scale copper-gold polymetallic deposit containing copper, gold, molybdenum, silver, lead and zinc metals.

China Gold International's common shares are listed on the Toronto Stock Exchange ("TSX") and The Stock Exchange of Hong Kong Limited ("HKSE") under the symbol CGG and the stock code 2099, respectively. Additional information about the Company, including the Company's Annual Information Form, is available on SEDAR at sedar.com as well as Hong Kong Exchange News at hkexnews.hk.

Performance Highlights

Three months ended March 31, 2019

- Revenue increased by 36% to US$145.6 million from US$106.7 million for the same period in 2018.
- Mine operating earnings increased by 132% to US$15.3 million from US$6.6 million for the same period in 2018.
- Net profit after tax of US$2.0 million for the 2018 period decreased to net loss after income taxes of US$4.6 million for the same period in 2019.
- Total gold production decreased by 5% to 44,023 ounces from 46,264 ounces for the same period in 2018.
- Total copper production increased by 110% to 14,833 tonnes (approximately 32.7 million pounds) from 7,061 tonnes (approximately 15.6 million pounds) for the same period in 2018. The increase in production was primarily due to the output from the commercial production of the Phase II expansion.

OUTLOOK

- Projected gold production of 210,000 ounces in 2019.
- Projected copper production of approximately 132 million pounds in 2019.
- The Company will continue to leverage the technical and operating experience of the Company's substantial shareholder, China National Gold Group Corporation ("CNG"), to improve operations at its mines. In addition, the Company continues to focus its efforts on increasing production while minimizing costs at both mines.
- To fulfill its growth strategy, the Company is continually working with CNG and other interested parties to identify potential international mining acquisition opportunities, namely projects outside of China.

RESULTS OF OPERATIONS

Selected Quarterly Financial Data

	Quarter ended							
	2019	2018				2017		
(US$ in thousands except per share)	**31-Mar**	31-Dec	30-Sep	30-Jun	31-Mar	31-Dec	30-Sep	30-Jun
Revenue	**145,592**	162,957	158,841	142,087	106,685	133,312	98,543	97,916
Cost of sales	**130,324**	129,693	123,743	106,294	100,131	87,621	71,565	72,923
Mine operating earnings	**15,268**	33,264	35,098	35,793	6,554	45,691	26,978	24,993
General and administrative expenses	**13,495**	16,701	12,666	12,674	9,383	15,116	5,554	4,155
Exploration and evaluation expenses	**115**	(4)	134	251	78	176	40	53
Research and development expenses	**4,856**	7,374	3,068	2,800	2,553	4,193	1,549	1,505
Income from operations	**(3,198)**	9,193	19,230	20,068	(5,460)	26,206	19,835	19,280
Foreign exchange (loss) gain	**5,288**	(1,677)	(11,024)	(7,580)	4,463	(492)	1,838	4,001
Finance costs	**10,088**	11,224	10,909	11,214	11,128	5,748	5,800	5,264
(Loss) profit before income tax	**(7,137)**	(3,346)	(998)	3,839	(465)	22,350	17,616	21,936
Income tax (credit) expense	**2,563**	(1,351)	3,591	3,449	(2,469)	2,394	208	1,332
Net loss (profit)	**(4,574)**	(1,995)	(4,589)	390	2,004	19,956	17,408	20,604
Basic (loss) earnings per share (cents)	**(1.13)**	(0.49)	(1.23)	0.05	0.45	4.91	4.33	5.09
Diluted earnings (loss) per share (cents)	**N/A**	N/A	N/A	N/A	N/A	N/A	N/A	N/A

Selected Quarterly and Annual Production Data and Analysis

CSH Mine	**Three months ended March 31,**	
	2019	**2018**
Gold sales (US$ million)	**37.68**	49.66
Realized average price (US$) of gold per ounce	**1,307**	1,313
Gold produced (ounces)	**28,626**	36,042
Gold sold (ounces)	**28,831**	37,832
Total production cost (US$ per ounce)	**1,373**	1,028
Cash production cost[(1)] (US$ per ounce)	**909**	578

(1) Non-IFRS measure. See 'Non-IFRS measures' section of this MD&A

Gold production at the CSH Mine decreased by 21% to 28,626 ounces for the three months ended March 31, 2019 compared to 36,042 ounces for the three months ended March 31, 2018. The decrease in gold production is attributed to lower volumes of ore mined during the 2019 period, which is in line with the revised mining plan.

The total production cost of gold for the three months ended March 31, 2019 increased to US$1,373 per ounce compared to US$1,028 for the three month 2018 period. The cash production cost of gold for the three months ended March 31, 2019 increased by approximately 57% to US$909, from US$578 per ounce for the same period in 2018, mainly due to an approximately 27% lower grade of gold.

Jiama Mine	**Three months ended March 31,**	
	2019	**2018**
Copper sales (US$ in millions)	**69.35**	38.21
Realized average price [1](US$) of copper per pound after smelting fee discount	**1.90**	2.44
Copper produced (tonnes)	**14,833**	7,061
Copper produced (pounds)	**32,701,360**	15,566,476
Copper sold (tonnes)	**15,125**	6,620
Copper sold (pounds)	**33,345,169**	14,593,819
Gold produced (ounces)	**15,397**	10,222
Gold sold (ounces)	**15,581**	9,700
Silver produced (ounces)	**976,003**	463,206
Silver sold (ounces)	**995,779**	432,024
Total production cost [2] (US$) of copper per pound	**3.08**	4.85
Total production cost [2] (US$) of copper per pound after by-products credits [4]	**2.28**	3.78
Cash production cost [4](US$) per pound of copper	**2.37**	3.53
Cash production cost [3] (US$) of copper per pound after by-products credits [4]	**1.56**	2.46

1 A discount factor of 18.8% to 22.4% is applied to the copper bench mark price to compensate the refinery costs incurred by the buyers

2 Production costs include expenditures incurred at the mine sites for the activities related to production including mining, processing, mine site G&A and royalties etc.

3 Non-IFRS measure. See 'Non-IFRS measures' section of this MD&A

4 By-products credit refers to the sales of gold and silver during the corresponding period.

During the three months ended March 31, 2019, the Jiama Mine produced 14,833 tonnes (approximately 32.7 million pounds) of copper, an increase of 110% compared with the three months ended March 31, 2018 (7,061 tonnes, or 15.6 million pounds). The increase in production is due to the commercial production of Phase II.

During the three months ended March 31, 2019, both total production cost of copper per pound after by-products and cash production cost of copper per pound after by-product decreased as compared to the same period in 2018 due to improved equipment utilization rates.

Review of Quarterly Data

Three months ended March 31, 2019 compared to three months ended March 31, 2018

Revenue of US$145.6 million for the first quarter of 2019 increased by US$38.9 million or 36%, from US$106.7 million for the same period in 2018.

Revenue from the CSH Mine was US$37.7 million, a decrease of US$12.0 million, compared to US$49.7 million for the same period in 2018. Gold sold by the CSH Mine was 28,831 ounces (gold produced: 28,626 ounces), compared to 37,832 ounces (gold produced: 36,042 ounces) for the same period in 2018.

Revenue from the Jiama Mine was US$107.9 million, an increase of US$50.9 million, compared to US$57.0 million for the same period in 2018. Total copper sold was 15,125 tonnes (33.3 million pounds) for the three months ended March 31, 2019, an increase of 128% from 6,620 tonnes (14.6 million pounds) for the same period in 2018.

Cost of sales of US$130.3 million for the quarter ended March 31, 2019, an increase of US$30.2 million or 30% from US$100.1 million for the same period in 2018. The overall increase is primarily attributed to a 41% increase in cost of sales for the Jiama Mine. Cost of sales as a percentage of revenue for the Company decreased from 94% to 89% for the three months ended March 31, 2018 and 2019, respectively.

Mine operating earnings of US$15.3 million for the three months ended March 31, 2019, an increase of 132%, or US$8.7 million, from US$6.6 million for the same period in 2018. Mine operating earnings as a percentage of revenue increased from 6% to 11% for the three months ended March 31, 2018 and 2019, respectively.

General and administrative expenses increased by US$4.1 million, from US$9.4 million for the quarter ended March 31, 2018 to US$13.5 million for the quarter ended March 31, 2019. The increase is mainly due to management and administration expenses at the Jiama Mine.

Research and development expenses of US$4.9 million for the three months ended March 31, 2019, increased from US$2.6 million for the comparative 2018 period.

Loss from operations of US$3.2 million for the first quarter of 2019, decreased by US$2.3 million, compared to a loss of US$5.5 million for the same period in 2018.

Finance costs of US$10.1 million for the three months ended March 31, 2019, decreased by US$1.0 million compared to US$11.1 million to the same period in 2018, primarily due to an overall decrease in borrowings. During the three months ended March 31, 2019, interest payments of US$0.4 million (2018: nil) were capitalized for borrowing costs related to the Jiama Mine expansion.

Foreign exchange gain of US$5.3 million for the three months ended in March 31, 2019, increased from US$4.5 million for the same period in 2018. The increase is related to the revaluation of monetary items held in Chinese RMB, which is based on the appreciation of the RMB to USD exchange rates.

Interest and other income of US$0.9 million for the three months ended March 31, 2019 decreased from US$11.7 million for the same period in 2018. The 2018 amount was primarily attributed to the sales of low grade product from the Jiama Mine.

Income tax credit of US$2.6 million for the quarter ended March 31, 2019 increased by US$0.1 million from US$2.5 million for the comparative period in 2018. During the current quarter, the Company had US$3.2 million of deferred tax credit compared to US$4.4 million for the same period in 2018.

Net income of US$2.0 million for the first quarter of 2018, decreased by US$6.6 million, to net loss of US$4.6 million for the first quarter of 2019.

NON-IFRS MEASURES

The following table provides certain unit cost information on a cost of production per tonne of ore processed (non-IFRS) basis for the CSH Mine for the three months ended March 31, 2019 and 2018:

CSH Mine

	Three months ended March 31,	
	2019 US$	2018 US$
Cost of mining per tonne of ore	**1.62**	1.34
Cost of mining waste per tonne of ore	**3.84**	2.26
Other mining costs per tonne of ore	**0.05**	0.29
Total mining costs per tonne of ore	**5.51**	3.89
Cost of reagents per tonne of ore	**1.56**	1.77
Other processing costs per tonne of ore	**1.20**	1.32
Total processing cost per tonne of ore	**2.76**	3.09

The cash cost of production is a measure that is not in accordance with IFRS.

The Company has included cash production cost per ounce gold data to supplement its consolidated financial statements, which are presented in accordance with IFRS. Non-IFRS measures do not have any standardized meaning prescribed under IFRS, and therefore they may not be comparable to similar measures employed by other companies. The data is intended to provide additional information and should not be considered in isolation or as a substitute for measures of performance, operating results or financial condition prepared in accordance with IFRS. The Company has included cash production cost per ounce data because it understands that certain investors use this information to determine the Company's ability to generate earnings and cash flow. The measure is not necessarily indicative of operating results, cash flow from operations, or financial condition as determined under IFRS. Cash production costs are determined in accordance with the Gold Institute's Production Cost Standard.

The following tables provide a reconciliation of cost of sales to the cash costs of production in total dollars and in dollars per gold ounce for the CSH Mine or per copper pound for the Jiama Mine:

CSH Mine (Gold)

	Three months ended March 31, 2019		2018	
	US$	**US$ Per ounce**	US$	US$ Per ounce
Total production costs [1]	**39,581,651**	**1,373**	38,892,425	1,028
Adjustments	**(13,371,213)**	**(464)**	(17,034,015)	(450)
Total cash production costs	**26,210,438**	**909**	21,858,410	578

1 Inventory write down of US$4.3 million was provided in total cost of sales for the three months ended 2019, of which been excluded from this figure.

Jiama Mine (Copper with by-products credits)

	Three months ended March 31, 2019		2018	
	US$	**US$ Per Pound**	US$	US$ Per Pound
Total production costs	**102,702,218**	**3.08**	70,754,480	4.85
Adjustments	**(23,838,975)**	**(0.71)**	(19,273,004)	(1.32)
Total cash production costs	**78,863,243**	**2.37**	51,481,476	3.53
By-products credits	**(26,690,630)**	**(0.81)**	(15,632,471)	(1.07)
Total cash production costs after by-products credits	**52,172,613**	**1.56**	35,489,005	2.46

The adjustments above include depreciation and depletion, amortization of intangible assets, and selling expenses included in total production costs.

MINERAL PROPERTIES

The CSH Mine

The CSH Mine is located in Inner Mongolia Autonomous Region of China (Inner Mongolia). The property hosts two low-grade, near surface gold deposits, along with other mineralized prospects. The main deposit is called the Northeast Zone (the “Northeast Zone”), while the second, smaller deposit is called the Southwest Zone (the “Southwest Zone”).

The CSH Mine is owned and operated by Inner Mongolia Pacific Mining Co. Limited, a Chinese Joint Venture in which the Company holds a 96.5% interest and Ningxia Nuclear Industry Geological Exploration Institution (formerly known as Brigade 217) holds the remaining 3.5%.

The CSH Mine has two open-pit mining operations and has a mining and processing capacity of 60,000 tpd.

Production Update

CSH Mine	**Three months ended March 31,**	
	2019	2018
Ore mined and placed on pad (tonnes)	**2,877,842**	3,015,450
Average ore grade (g/t)	**0.45**	0.62
Recoverable gold (ounces)	**25,574**	36,630
Ending ore inventory (ounces)	**160,690**	208,194
Waste rock mined (tonnes)	**9,810,385**	12,990,300

For the three months ended March 31, 2019, the total amount of ore placed on the leach pad was 2.9 million tonnes, with total contained gold of 25,574 ounces (795 kilograms). The overall accumulative project-to-date gold recovery rate has slightly increased to approximately 54.27% at the end of March 2019 from 54.02% at the end of December 2018. Of which, gold recovery from the phase I heap is 59.13% and; gold recovery from the Phase II heap is 46.26% at March 31, 2019.

In the second half of 2017, there were a series of wall failures on one side of the pits at the CSH Mine leading to short term interruptions of mining activities. 2017 production was not significantly impacted. The Company is conducting studies to develop remediation plans to address the slope stability issues and to assess the impact on the long term mine plan. 2019 and onwards production estimates have been reduced accordingly.

Exploration

The Company has no exploration plan for 2019.

Mineral Resource Update

CSH Mine Resources by category, Northeast and Southwest pits combined at December 31, 2018 under NI 43-101:

			Metal	
Type	**Quantity Mt**	**Au g/t**	**Au t**	**Au Moz**
Measured	12.34	0.62	7.60	0.24
Indicated	124.12	0.62	76.63	2.46
M+I	136.46	0.62	84.24	2.71
Inferred	80.36	0.52	41.51	1.33

Mineral Reserves Update

CSH Mine Reserves by category, Northeast and Southwest pits combined at December 31, 2018 under NI 43-101:

			Metal	
Type	**Quantity Mt**	**Au g/t**	**Au t**	**Au Moz**
Proven	10.59	0.63	6.72	0.22
Probable	66.49	0.65	43.23	1.39
Total	**77.08**	**0.65**	**49.96**	**1.61**

The Jiama Mine

The Company acquired the Jiama Mine on December 1, 2010. Jiama is a large copper-gold polymetallic deposit containing copper, gold, silver, molybdenum, and other metals located in the Gandise metallogenic belt in Tibet Autonomous Region of China.

The Jiama Mine has both underground mining and open-pit mining operations. Phase I of the Jiama Mine commenced mining operations in the latter half of 2010 and reached its design capacity of 6,000 tpd in early 2011. Phase II of the Jiama Mine commenced mining operations in 2018 with 44,000 tpd design capacity.

Production Update

Jiama Mine	**Three months ended March 31,**	
	2019	2018
Ore processed (tonnes)	**3,012,593**	1,268,021
Average copper ore grade (%)	**0.68**	0.73
Copper recovery rate (%)	**72**	76
Average gold ore grade (g/t)	**0.29**	0.42
Gold recovery rate (%)	**55**	58
Average silver ore grade (g/t)	**18.86**	19.52
Silver recovery rate (%)	**53**	57

According to the mining plan for the Phase II expansion, the Jiama Mine began to produce low grade ore from the open pit mine. As a result, the Company expected the average ore grade to be lower than previous years which used higher grade ore from underground mining only. Production cost was also expected to be higher since the commencement of commercial production of Phase II due to the lower grade of ore and lower recovery rates.

During 2019, average metal recovery rates have been lower as compared to 2018, due to higher volumes of lower grade ore mined from the open pit combined with lower volumes of higher grade ore from the underground mine.

Exploration

In 2018, the company proposed a large-scale exploration project for targeted resources and serving to production. In 2019, the project includes surface drill of 34,690 +/-m, 28 drills (involving 25 surface drills, 1 hydrogeological drill and 2 engineering geological drills). The project design was completed in the first quarter and is in the stage of pre-drilling preparation.

Mineral Resources Estimate

An NI 43-101 compliant mineral resource estimate was independently completed by Mining One Pty Ltd. in November 2013, based on information collected up to November 12, 2012. The drilling programs subsequent to November 2012, including an extensive drill program conducted in 2013, will be included in future updates of the Mineral Resources and Reserves.

Mining One Pty Ltd. noted that gold and silver mineralization within the ore body had a significantly higher spatial variability than the other elements. This classification takes into account the proposed large scale mining techniques where Au and Ag will only be credits to the overall products from the operations. Mining One Pty Ltd has assumed that Au and Ag will not be assigned a single cut-off grade for a selected mining block and will be mined in conjunction with the other elements.

Jiama Project - Cu, Mo, Pb, Zn ,Au, and Ag Mineral Resources under NI 43-101
Reported at a 0.3% Cu Equivalent Cut off grade*, as of December 31, 2018

Class	Quantity Mt	Cu %	Mo %	Pb %	Zn %	Au g/t	Ag g/t	Cu Metal (kt)	Mo Metal (kt)	Pb Metal (kt)	Zn Metal (kt)	Au Moz	Ag Moz
Measured	94.9	0.39	0.04	0.04	0.02	0.08	5.44	371	34.2	41.8	22.4	0.245	16.595
Indicated	1,369.1	0.41	0.03	0.05	0.03	0.11	5.93	5,590	463	732	460	4.762	261.145
M+I	1,463.9	0.41	0.03	0.05	0.03	0.11	5.90	5,961	497.4	773.7	482.4	5.008	277.740
Inferred	406.1	0.30	0.00	0.10	0.00	0.10	5.1	1,247	123	311	175	1.3	66.9

Note: Figures reported are rounded which may result in small tabulation errors.
The Copper Equivalent basis for the reporting of resources has been compiled on the following basis:
CuEq Grade: = (Ag Grade * Ag Price + Au Grade * Au Price + Cu Grade * Cu Price + Pb Grade * Pb Price + Zn Grade * Zn Price + Mo Grade * Mo Price) / Copper Price

Mineral Reserves Estimate

A Mineral Reserve estimate, dated November 20, 2013, has been independently verified by Mining One Pty Ltd. in accordance with the CIM Definitions Standards under NI 43-101.

Jiama Project Statement of NI 43-101 Mineral Reserve Estimate as of December 31, 2018

Class	Quantity Mt	Cu %	Mo %	Pb %	Zn %	Au g/t	Ag g/t	Cu Metal (kt)	Mo Metal (kt)	Pb Metal (kt)	Zn Metal (kt)	Au Moz	Ag Moz
Proven	20.8	0.61	0.05	0.05	0.03	0.21	8.99	126.4	9.5	10.3	6.9	0.140	6.026
Probable	398.4	0.56	0.03	0.13	0.08	0.18	11.21	2,427.9	128.2	548.2	317.3	2.285	143.574
P+P	419.2	0.61	0.03	0.13	0.08	0.18	11.10	2,554.3	137.8	558.5	324.2	2.425	149.600

Notes:

1. All Mineral Reserves have been estimated in accordance with the JORC code and have been reconciled to CIM standards as prescribed by the NI 43-101.
2. Mineral Reserves were estimated using the following mining and economic factors:

   Open Pits:

   a) 5% dilution factor and 95% recovery were applied to the mining method;

   b) an overall slope angles of 43 degrees;

   c) a copper price of US$ 2.9/lbs;

   d) an overall processing recovery of 88 - 90% for copper

   Underground:

   a) 10% dilution added to all Sub-Level Open Stoping;

   b) Stope recovery is 87% for Sub-Level Open Stoping;

   c) An overall processing recovery of 88 – 90% for copper.
3. The cut-off grade for Mineral Reserves has been estimated at copper equivalent grades of 0.3% Cu (NSR) for the open pits and 0.45% Cu (NSR) for the underground mine.

LIQUIDITY AND CAPITAL RESOURCES

The Company operates in a capital intensive industry. The Company's liquidity requirements arise principally from the need for financing the expansion of its mining and mineral processing operations, exploration activities and acquisition of exploration and mining rights. The Company's principal sources of funds have been proceeds from borrowing from commercial banks in China, equity financings, and cash generated from operations. The Company's liquidity primarily depends on its ability to generate cash flow from its operations and to obtain external financing to meet its debt obligations as they become due, as well as the Company's future operating and capital expenditure requirements.

At March 31, 2019, the Company had an accumulated surplus of US$224.4 million, working capital of US$0.3 million and borrowings of US$1,212.5 million. The Company's cash balance at March 31, 2019 was US$101.6 million.

Management believes that its forecast operating cash flows are sufficient to cover the next twelve months of the Company's operations including its planned capital expenditures and current debt repayments. The Company's borrowings are comprised of US$501.9 million of 3.25% unsecured bonds maturing on July 6, 2020, of which US$16.0 million is included in the current portion of borrowings, and US$102.4 million of short term debt facilities with interest rates ranging from 2.75% to 4.35% per annum arranged through various banks in China. In addition, on November 3, 2015, the Company entered into a Loan Facility agreement with a syndicate of banks, led by Bank of China. The lenders agreed to lend an aggregate principle amount of RMB 3.98 billion, approximately US$613 million with the interest rate of 2.83% per annum currently. The People's Bank of China Lhasa Center Branch's interest rate serves as a benchmark for the interest on the drawdowns. The bank's interest rate is then discounted by 7 basis points (or 0.07%) to calculate the interest on the drawdowns. The proceeds from the Loan Facility are to be used for the development of the Jiama Mine. The loan is secured by the mining rights for the Jiama Mine. As of March 31, 2019 the Company has drawdown RMB3.495 billion, approximately US$519.0 million under the Loan Facility. The Company believes that the availability of debt financing in China at favorable rates will continue for the foreseeable future. On July 6, 2017, the Company, through its wholly-owned subsidiary, Skyland Mining (BVI) Limited, completed the issuance of bonds in an aggregate principal amount of US$500 million. The bonds were issued at a price of 99.663%, bearing coupon rate of 3.25% with a maturity date of July 6, 2020. The bonds are listed on the Stock Exchange of Hong Kong Limited as of July 7, 2017.

The Company continues to review and assess its assets for impairment as part of its financial reporting processes. To date, the assessment carried out by the Company support the carrying values of the Company's assets and no impairment has been required. However, the management of the Company continues to evaluate key assumptions on estimates and management judgements in order to determine the recoverable amount of the CSH Mine and the Jiama Mine.

Cash flows

The following table sets out selected cash flow data from the Company's consolidated cash flow statements for the three months ended March 31, 2019 and March 31, 2018.

	Three months ended March 31,	
	2019	2018
	US$'000	US$'000
Net cash from operating activities	**6,984**	15,827
Net cash (used in) investing activities	**(37,689)**	(8,243)
Net cash (used in) financing activities	**(7,597)**	(31,753)
Net (decrease) in cash and cash equivalents	**(38,302)**	(24,169)
Effect of foreign exchange rate changes on cash and cash equivalents	**1,924**	4,743
Cash and cash equivalents, beginning of period	**137,996**	147,318
Cash and cash equivalents, end of period	**101,618**	127,892

Operating cash flow

For the three months ended, net cash inflow from operating activities was US$7.0 million which is primarily attributable to (i) depreciation and depletion of US$32.1 million (ii) finance cost of US$10.1 million and (iii) amortization of mining rights of US$6.8 million, partially offset by (i) interest paid of US$13.4 million and (ii) increase in accounts payable of US$14.0 million.

Investing cash flow

For the three months ended March 31, 2019, the net cash outflow from investing activities was US$37.6 million which is primarily attributable to (i) payment for the acquisition of property, plant and equipment of US$39.2 million, (ii) placement of restricted cash balances of US$2.3 million, partially offset by (i) release of restricted bank balance of US$5.9 million.

Financing cash flow

For the three months ended March 31, 2019, the net cash outflow from financing activities was US$7.6 million which is primarily attributable to repayment of borrowings of US$7.4 million.

Expenditures Incurred

For the three months ended March 31, 2019, the Company incurred mining costs of US$31.4 million, mineral processing costs of US$38.4 million and transportation costs of US$1.5 million.

Gearing ratio

Gearing ratio is defined as the ratio of consolidated total debt to consolidated total equity. As at March 31, 2019, the Company's total debt was US$1,213 million and the total equity was US$1,492 million. The Company's gearing ratio was therefore 0.81 as at March 31, 2019 and 0.81 as at December 31, 2018.

Restrictive covenants

The Company is subject to various customary conditions and covenants under the terms of its financing agreements.

Under a Loan Facility agreement entered on November 3, 2015 between the Company and a syndicated of banks, led by Bank of China pursuant to which the banks agreed to lend to Tibet Huatailong, the Company's subsidiary, the aggregate principle amount of RMB 3.98 billion (approximately US$613 million), the debt to assets ratio of Huatailong should be less than 75% during the term of the agreement.

SIGNIFICANT INVESTMENTS, ACQUISITIONS AND DISPOSAL OF SUBSIDIARIES. ASSOCIATES AND JOINT VENTURES, AND FUTURE PLAN FOR MATERIAL INVESTMENTS OF CAPITAL ASSETS

Other than as disclosed elsewhere in this MD&A or in the unaudited condensed consolidated financial statements for the three months ended March 31, 2019, there were no significant investments held by the Company, nor were there any material acquisitions or disposals of subsidiaries, associates and joint ventures during the three months ended March 31, 2019. Other than as disclosed in this MD&A, there was no plan authorized by the Board for other material investments or additions of capital assets at the date of this MD&A.

CHARGE ON ASSETS

Other than as disclosed elsewhere in this MD&A and annual consolidated financial statements, none of the Group's assets were pledged as at March 31, 2019.

EXPOSURE TO FLUCTUATIONS IN EXCHANGE RATES AND RELATED HEDGES

The Company is exposed to the financial risk related to the fluctuation of foreign exchange rates for the monetary assets and liabilities denominated in the currencies other than the functional currencies to which they relate. The Company has not hedged its exposure to currency fluctuation. However, the Management monitors foreign exchange exposure and will consider hedging significant foreign currency exposure should the need arise. Refer to Note 32, Financial Instruments, in the annual consolidated financial statements for the year ended December 31, 2018.

COMMITMENTS AND CONTINGENCIES

Commitments and contingencies include principal payments on the Company's bank loans and syndicated loan facility, material future aggregate minimum operating lease payments required under operating leases and capital commitments in respect of the future acquisition of property, plant and equipment and construction for both the CSH Mine and the Jiama Mine.

The Company has leased certain properties in China and Canada, which are all under operating lease arrangements and are negotiated for terms of between one and seventeen years. The Company is required to pay a fixed rental amount under the terms of these leases.

The Company's capital commitments relate primarily to the payments for purchase of equipment and machinery for both mines and payments to third-party contractors for the provision of mining and exploration engineering work and mine construction work for both mines. The Company has entered into contracts that prescribe such capital commitments; however, liabilities relating to them have not yet been incurred. Refer to Note 33, Commitments and Contingencies, in the annual consolidated financial statements for the year ended December 31, 2018.

On July 7, 2017, the Company, through its wholly owned subsidiary Skyland Mining (BVI) Limited, issued bonds on the HKSE, denominated U.S. dollar, with an aggregate principal amount of US$500 million. The Bonds were issued at a price of 99.663%, bearing a coupon of 3.25% per annum with a maturity date of July 6, 2020. Interest is payable in semi-annual installments on January 6 and July 6 of each year.

The following table outlines payments for commitments for the periods indicated:

	Total	**Within One year**	**Within Two to five years**	**Over 5 years**
	US$'000	**US$'000**	**US$'000**	**US$'000**
Principal repayment of bank loans	**710,626**	102,472	317,815	290,339
Repayment of bonds including interest	**501,879**	15,959	485,920	-
Total	**1,212,505**	**118,431**	**803,735**	**290,339**

In addition to the table set forth above, the Company has entered into service agreements with third-party contractors such as China Railway for the provision of mining and exploration engineering work and mine construction work for the CSH Mine. The fees for such work performed and to be performed each year varies depending on the amount of work performed. The Company has similar agreements with third party contractors for the Jiama Mine.

RELATED PARTY TRANSACTIONS

CNG owned 39.3 percent of the outstanding common shares of the Company as at March 31, 2019 and March 31, 2018.

The Company had major related party transactions with the following companies related by way of shareholders and shareholder in common:

The Company's subsidiary, Inner Mongolia Pacific is a party to a non-exclusive contract for the purchase and sale of doré with CNG (the "Dore Sales Contract") pursuant to which Inner Mongolia Pacific sells gold doré bars to CNG. The pricing is based on the monthly average price of gold ingot as quoted on the Shanghai Gold Exchange and the daily average price of silver as quoted on the Shanghai Huatong Platinum & Silver Exchange prevailing at the time of each relevant purchase order during the contract period. The Dore Sales Contract has been in effect since October 24, 2008 and has been renewed for a current term that commenced on January 1, 2018 and expires on December 31, 2020, which renewal was approved by the Company's shareholders on June 28, 2017.

Revenue from sales of gold doré bars to CNG of US$37.7 million for the three months ended March 31, 2019 decreased from US$49.7 million for the three months ended March 31, 2018.

The Company is also a party to a Product and Service Framework Agreement with CNG, pursuant to which CNG provides construction, procurement and equipment financing services to the Company and also purchases the copper concentrates produced at the Jiama Mine. The quantity of copper concentrates, pricing terms and payment terms may be established from time to time by the parties with reference to the pricing principles for connected transactions set out under the Product and Service Framework Agreement. On June 28, 2017, the Supplemental Product and Service Framework Agreement was approved and extended to expire on December 31, 2020. For the three months ended March 31, 2019, revenue from sales of copper concentrate and other products to CNG was US$23.0 million, compared to US$33.4 million for the same period in 2018.

For the three months ended March 31, 2019, construction services of US$1.6 million were provided to the Company by subsidiaries of CNG (US$0.98 million for the three months ended March 31, 2018).

In addition to the two aforementioned major related party transactions, the Company also obtains additional services from related parties in its normal course of business, including a Deposit Services Agreement and Loan Agreement entered into on December 18, 2017 and renewed on December 18, 2018 among the Company and China Gold Finance.

PROPOSED TRANSACTIONS

The Board of Directors has given the Company approval to conduct reviews of a number of projects that may qualify as acquisition targets through joint venture, merger and/or outright acquisitions. The Group did not have any material acquisition and disposal of subsidiaries and associated companies in the three months ended March 31, 2019. The Company continues to review possible acquisition targets.

CRITICAL ACCOUNTING ESTIMATES

In the process of applying the Company's accounting policies, the Directors of the Company have identified accounting judgments and key sources of estimation uncertainty that have a significant effect on the amounts recognized in the audited annual consolidated financial statements.

Key assumptions concerning the future and other key sources of estimation uncertainty at the end of each reporting period that have a risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next twelve months are described in Note 4 of the audited annual consolidated financial statements for the year ended December 31, 2018.

CHANGE IN ACCOUNTING POLICIES

A summary of new and revised IFRS standards and interpretations are outlined in Note 2 of the audited annual consolidated financial statements as at December 31, 2018.

FINANCIAL INSTRUMENTS AND OTHER INSTRUMENTS

The Company holds a number of financial instruments, the most significant of which are equity securities, accounts receivables, accounts payables, cash and loans. The financial instruments are recorded at either fair values or amortized amount on the balance sheet.

The Company did not have any financial derivatives or outstanding hedging contracts as at March 31, 2019.

OFF-BALANCE SHEET ARRANGEMENTS

As at March 31, 2019, the Company had not entered into any off-balance sheet arrangements.

DIVIDEND AND DIVIDEND POLICY

The Company has not paid any dividends since incorporation and does not currently have a fixed dividend policy. The Board of Directors will determine any future dividend policy on the basis of, among others things, the results of operations, cash flows and financial conditions, operating and capital requirements, the rules promulgated by the regulators affecting dividends in both Canada and Hong Kong and at both the TSX and HKSE, and the amount of distributable profits and other relevant factors.

Subject to the British Columbia Business Corporations Act, the Directors may from time to time declare and authorize payment of such dividends as they may deem advisable, including the amount thereof and the time and method of payment provided that the record date for the purpose of determining shareholders entitled to receive payment of the dividend must not precede the date on which the dividend is to be paid by more than two months.

A dividend may be paid wholly or partly by the distribution of cash, specific assets or of fully paid shares or of bonds, debentures or other securities of the Company, or in any one or more of those ways. No dividend may be declared or paid in money or assets if there are reasonable grounds for believing that the Company is insolvent or the payment of the dividend would render the Company insolvent.

OUTSTANDING SHARES

As of March 31, 2019 the Company had 396,413,753 common shares issued and outstanding.

DISCLOSURE CONTROLS AND PROCEDURES AND INTERNAL CONTROL OVER FINANCIAL REPORTING

Management is responsible for the design of disclosure controls and procedures ("DC&P") and the design of internal control over financial reporting ("ICFR") to provide reasonable assurance that material information relating to the Company, including its consolidated subsidiaries, is made known to the Company's certifying officers. The Company's Chief Executive Officer and Chief Financial Officer have each evaluated the Company's DC&P and ICFR as of March 31, 2019 and, in accordance with the requirements established under Canadian National Instrument 52-109 – Certification of Disclosure in Issuer's Annual and Interim Filings, the Chief Executive Officer and Chief Financial Officer have concluded that these controls and procedures were effective as of March 31, 2019, and provide reasonable assurance that material information relating to the Company is made known to them by others within the Company and that the information required to be disclosed in reports that are filed or submitted under Canadian securities legislation are recorded, processed, summarized and reported within the time period specified in those rules.

The Company's Chief Executive Officer and Chief Financial Officer have used the Committee of Sponsoring Organizations of the Treadway Commission (COSO) 2013 framework to evaluate the Company's ICFR as of March 31, 2019 and have concluded that these controls and procedures were effective as of March 31, 2019 and provide reasonable assurance that financial information is recorded, processed, summarized and reported in a timely manner. Management is required to apply its judgment in evaluating the cost-benefit relationship of possible controls and procedures. The result of the inherent limitations in all control systems means design of controls cannot provide absolute assurance that all control issues and instances of fraud will be detected. During the three months ended March 31, 2019, there were no changes in the Company's DC&P or ICFR that materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

RISK FACTORS

There are certain risks involved in the Company's operations, some of which are beyond the Company's control. Aside from risks relating to business and industry, the Company's principal operations are located within the People's Republic of China and are governed by a legal and regulatory environment that in some respects differs from that which prevails in other countries. Readers of this MD&A should give careful consideration to the information included in this document and the Company's audited annual consolidated financial statements and related notes. Significant risk factors for the Company are metal prices, government regulations, foreign operations, environmental compliance, the ability to obtain additional financing, risk relating to recent acquisitions, dependence on management, title to the Company's mineral properties, and litigation. China Gold International's business, financial condition or results of operations could be materially and adversely affected by any of these risks. For details of risk factors, please refer to the Company's annual audited consolidated financial statements, and Annual Information Form filed from time to time on SEDAR at www.sedar.com.

QUALIFIED PERSON

Disclosure of scientific or technical information in this MD&A was approved by Mr. Zhongxin Guo, P.Eng. the Company's Chief Engineer and a Qualified Person ("QP") for the purposes of NI 43-101.

May 15, 2019

CHINA GOLD INTERNATIONAL RESOURCES CORP. LTD.

(incorporated in British Columbia, Canada with limited liability)

Condensed Consolidated Financial Statements
For the three months ended March 31, 2019

CHINA GOLD INTERNATIONAL RESOURCES CORP. LTD.

REPORT AND CONDENSED CONSOLIDATED FINANCIAL STATEMENTS FOR THE THREE MONTHS ENDED MARCH 31, 2019

CONTENTS	PAGE(S)

CHINA GOLD INTERNATIONAL RESOURCES CORP. LTD.

CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS
AND OTHER COMPREHENSIVE INCOME
FOR THE THREE MONTHS ENDED MARCH 31, 2019

	NOTES	Three months ended March 31, 2019 US$'000 (unaudited)	Three months ended March 31, 2018 US$'000 (unaudited)
Revenues	3	145,592	106,685
Cost of sales		(130,324)	(100,131)
Mine operating earnings		15,268	6,554
Expenses			
General and administrative expenses	4	(13,495)	(9,383)
Exploration and evaluation expenditure		(115)	(78)
Research and development expenses		(4,856)	(2,553)
		(18,466)	(12,014)
Loss from operations		(3,198)	(5,460)
Other income (expenses)			
Foreign exchange gain, net		5,288	4,463
Interest and other income		861	11,660
Finance costs	5	(10,088)	(11,128)
		(3,939)	4,995
(Loss) profit before income tax		(7,137)	(465)
Income tax credit	6	2,563	2,469
(Loss) profit for the period		(4,574)	2,004
Other comprehensive income for the period			
Item that will not be reclassified to profit or loss:			
Fair value gain on equity instruments at fair value through other comprehensive income		1,577	545
Items that may be reclassified subsequently to profit or loss:			
Exchange difference arising on translation		5,923	17,507
Total comprehensive income for the period		2,926	20,056

	NOTES	Three months ended March 31, 2019 US$'000 (unaudited)	2018 US$'000 (unaudited)
(Loss) profit for the period attributable to			
Non-controlling interests		(89)	222
Owners of the Company		(4,485)	1,782
		(4,574)	2,004
Total comprehensive (expense) income for the period attributable to			
Non-controlling interests		(89)	223
Owners of the Company		3,015	19,833
		2,926	20,056
(Loss) earnings per share - Basic (US)	7	(1.13) cents	0.45 cents
Weighted average number of common shares - Basic	7	396,413,753	396,413,753

CHINA GOLD INTERNATIONAL RESOURCES CORP. LTD.

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION
AT MARCH 31, 2019

	NOTES	March 31, 2019 US$'000 (unaudited)	December 31, 2018 US$'000 (audited)
Current assets			
Cash and cash equivalents		101,618	137,996
Restricted bank balance		12,805	16,100
Trade and other receivables	8	25,380	23,303
Prepaid expenses and deposits		7,289	4,107
Prepaid lease payments		529	446
Inventories	9	283,197	282,958
Right-of-use assets		81	-
		430,899	464,910
Non-current assets			
Prepaid expenses and deposits		30,103	30,813
Prepaid lease payments		14,603	14,515
Equity instruments at fair value through other comprehensive income	15	21,846	20,230
Property, plant and equipment	10	1,777,548	1,765,360
Mining rights	10	925,669	920,067
		2,769,769	2,750,985
Total assets		3,200,668	3,215,895
Current liabilities			
Accounts and other payables and accrued expenses	11	270,348	292,013
Contract liabilities		7,306	4,593
Borrowings	12	118,431	123,921
Entrusted loan payable		29,702	-
Tax liabilities		4,720	5,074
Lease liabilities		81	-
		430,588	425,601
Net current assets		311	39,309
Total assets less current liabilities		2,770,080	2,790,294

	NOTE	March 31, 2019 US$'000 (unaudited)	December 31, 2018 US$'000 (audited)
Non-current liabilities			
Borrowings	12	1,094,074	1,086,237
Deferred tax liabilities		119,457	122,732
Deferred income		3,368	3,478
Entrusted loan payable		-	29,140
Environmental rehabilitation		61,182	59,469
		1,278,081	1,301,056
Total liabilities		1,708,669	1,726,657
Owners' equity			
Share capital	13	1,229,061	1,229,061
Reserves		24,000	15,570
Retained profits		224,387	229,802
		1,477,448	1,474,433
Non-controlling interests		14,551	14,805
Total owners' equity		1,491,999	1,489,238
Total liabilities and owners' equity		3,200,668	3,215,895

The condensed consolidated financial statements were approved and authorized for issue by the Board of Directors on May 15, 2019 and are signed on its behalf by:

(Signed by) Xin Song

Xin Song
Director

(Signed by) Liangyou Jiang

Liangyou Jiang
Director

CHINA GOLD INTERNATIONAL RESOURCES CORP. LTD.

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE THREE MONTHS ENDED MARCH 31, 2019

	Number of shares	Share capital US$'000	Equity reserve US$'000	Investment revaluation reserve US$'000	Exchange reserve US$'000	Statutory reserve US$'000	Retained profits US$'000	Subtotal US$'000	Non-controlling interests US$'000	Total owners' equity US$'000
At January 1, 2018	396,413,753	1,229,061	11,179	8,221	(639)	18,415	229,099	1,495,336	14,648	1,509,984
Impact of adopting IFRS 9 on January 1, 2018	-	-	-	(8,551)	-	-	8,551	-	-	-
At January 1, 2018 (restated)	396,413,753	1,229,061	11,179	(330)	(639)	18,415	237,650	1,495,336	14,648	1,509,984
Profit for the period	-	-	-	-	-	-	1,782	1,782	222	2,004
Fair value gain on equity instruments at fair value through other comprehensive income	-	-	-	545	-	-	-	545	-	545
Exchange difference arising on translation	-	-	-	-	17,506	-	-	17,506	1	17,507
Total comprehensive income for the period	-	-	-	545	17,506	-	1,782	19,833	223	20,056
Transfer to statutory reserve - safety production fund	-	-	-	-	-	1,673	(1,673)	-	-	-
Dividend paid to a non-controlling shareholder	-	-	-	-	-	-	-	-	(324)	(324)
At March 31, 2018 (unaudited)	396,413,753	1,229,061	11,179	215	16,867	20,088	237,759	1,515,169	14,547	1,529,716
At January 1, 2019	396,413,753	1,229,061	11,179	(1,791)	(15,244)	21,426	229,802	1,474,433	14,805	1,489,238
Loss for the period	-	-	-	-	-	-	(4,485)	(4,485)	(89)	(4,574)
Fair value gain on equity instruments at fair value through other comprehensive income	-	-	-	1,577	-	-	-	1,577	-	1,577
Exchange difference arising on translation	-	-	-	-	5,923	-	-	5,923	-	5,923
Total comprehensive income (expense) for the period	-	-	-	1,577	5,923	-	(4,485)	3,015	(89)	2,926
Transfer to statutory reserve - safety production fund	-	-	-	-	-	930	(930)	-	-	-
Dividend paid to a non-controlling shareholder	-	-	-	-	-	-	-	-	(165)	(165)
At March 31, 2019 (unaudited)	396,413,753	1,229,061	11,179	(214)	(9,321)	22,356	224,387	1,477,448	14,551	1,491,999

CHINA GOLD INTERNATIONAL RESOURCES CORP. LTD.

CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS
FOR THE THREE MONTHS ENDED MARCH 31, 2019

	Three months ended March 31,	
	2019	2018
	US$'000	US$'000
	(unaudited)	(unaudited)
Net cash from operating activities	6,984	15,827
Investing Activities		
Interest income received	316	650
Payment for acquisition of property, plant and equipment	(39,178)	(11,934)
Deposit paid for acquisition of property, plant and equipment	(195)	(8)
Payment for acquisition of a mining right	(2,230)	-
Placement of restricted bank deposits	(2,331)	(29,858)
Release of restricted bank deposits	5,929	32,907
Net cash used in investing activities	(37,689)	(8,243)
Financing Activities		
Proceeds from borrowings	-	31,430
Repayment of borrowings	(7,411)	(62,859)
Dividend paid to a non-controlling shareholder of a subsidiary	(165)	(324)
Payment for lease	(21)	-
Net cash used in financing activities	(7,597)	(31,753)
Net decrease in cash and cash equivalents	(38,302)	(24,169)
Cash and cash equivalents, beginning of period	137,996	147,318
Effect of foreign exchange rate changes on cash and cash equivalents	1,924	4,743
Cash and cash equivalents, end of period	101,618	127,892
Cash and cash equivalents are comprised of		
Cash and bank deposits	101,618	127,892

1. GENERAL AND BASIS OF PREPARATION

China Gold International Resources Corp. Ltd. (the "Company") is a publicly listed company incorporated in British Columbia, Canada on May 31, 2000 with limited liability under the legislation of the Province of British Columbia and its shares are listed on the Toronto Stock Exchange ("TSX") and The Stock Exchange of Hong Kong Limited (the "Stock Exchange"). The Company together with its subsidiaries (collectively referred to as the "Group") is principally engaged in the acquisition, exploration, development and mining of mineral reserves in the PRC. The Group considers that China National Gold Group Co., Ltd. ("CNG"), a state owned company registered in Beijing, the PRC which is controlled by State-owned Assets Supervision and Administration Commission of the State Council of the PRC, is able to exercise significant influence over the Company.

The head office, principal address and registered and records office of the Company are located at Suite 660, One Bentall Centre, 505 Burrard Street, Vancouver, British Columbia, Canada, V7X 1M4.

The condensed consolidated financial statements have been prepared in accordance with International Accounting Standard 34 ("IAS 34") *Interim Financial Reporting* issued by the International Accounting Standards Board.

The condensed consolidated financial statements are presented in United States Dollars ("US$"), which is the functional currency of the Company.

2. PRINCIPAL ACCOUNTING POLICIES

The condensed consolidated financial statements have been prepared on the historical cost basis except for certain financial instruments, which are measured at fair values.

Except as described below, the accounting policies and methods of computation used in the condensed consolidated financial statements for the three months ended March 31, 2019 are the same as those followed in the preparation of the Group's annual consolidated financial statements for the year ended December 31, 2018.

In the current interim period, the Group has applied the following new and revised International Financial Reporting Standards ("IFRSs") which are mandatorily effective for the current interim period:

IFRS 16	Leases
IFRIC 23	Uncertainty over Income Tax Treatments
Amendments to IFRS 9	Prepayment Features with Negative Compensation
Amendments to IAS 19	Plan Amendment, Curtailment or Settlement
Amendments to IAS 28	Long-term Interests in Associates and Joint Ventures
Amendments to IFRSs	Annual Improvements to IFRS Standards 2015 - 2017 Cycle

IFRS 16 *Leases*

The Group has adopted IFRS 16 for the annual period beginning January 1, 2019 using the modified retrospective approach and therefore the comparative information has not been restated and the cumulative effect of initially applying IFRS 16 has been recorded on January 1, 2019.

On transition to IFRS 16, the Group recognised lease liabilities for leases which were previously classified as operating leases under IAS 17. These liabilities were measured at the present value of the remaining lease payments, discounted using the rate that reflects the asset’s applicable incremental borrowing rate as of January 1, 2019.

The Group has made use of the following practical expedients available on transition to IFRS 16:

- Measure the right-of-use assets equal to the lease liability calculated;
- Apply the recognition exemptions for low value leases and leases that end within 12 months of the date of initial application, and account for them as low value and short-term leases, respectively; and
- The exclusion of initial direct costs from the measurement of the right-of-use asset at the date of initial application.

2. PRINCIPAL ACCOUNTING POLICIES - continued

IFRS 16 *Leases* - continued

The impact to the Group's condensed consolidated financial statements at January 1, 2019 was as follows:

	At January 1, 2019 US$'000
Lease obligation as at December 31, 2018	364
Effect from discounting at the incremental borrowing rate as at January 1, 2019	(2)
Recognition exemption for:	
Short-term leases and low-value items	(261)
Lease liability due to initial application of IFRS 16 as at January 1, 2019	101
Less: Current-portion	(83)
Non-current portion	18

The following is the accounting policy for leases as of January 1, 2019 upon adoption of IFRS 16.

Leases

The Group assesses whether a contract is or contains a lease, at inception of a contract. The Group recognises a right-of-use asset and a corresponding lease liability with respect to all lease agreements in which it is the lessee, except for short-term leases (defined as leases with a lease term of 12 months or less) and leases of low value assets. For these leases, the Group recognises the lease payments as an operating expense included in general and administrative expenses on a straight-line basis over the term of the lease unless another systematic basis is more representative of the time pattern in which economic benefits from the leased asset are consumed.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted by using the rate implicit in the lease. If this rate cannot be readily determined, the Group uses its incremental borrowing rate. The lease liability is subsequently measured by increasing the carrying amount to reflect interest on the lease liability (using the effective interest method) and by reducing the carrying amount to reflect the lease payments made. The lease liability is presented under current liabilities as a separate line in the consolidated statement of financial position. Furthermore, lease payments in relation to lease liability are presented as financing cash flows by the Group.

The right-of-use assets comprise the initial measurement of the corresponding lease liability, lease payments made at or before the commencement day and any initial direct costs. They are subsequently measured at cost less accumulated depreciation and impairment losses. Right-of-use assets are depreciated over the shorter period of lease term and useful life of the underlying asset. The right-of-use assets are presented as a separate line in the consolidated statement of financial position.

3. REVENUE AND SEGMENT INFORMATION

(i) Disaggregation of revenue from contracts with customers

The following is an analysis of the Group's revenue from its major products and services:

	Three months ended March 31, 2019 US$'000	Three months ended March 31, 2018 US$'000
At a point in time		
Gold bullion	37,675	49,658
Copper concentrate	69,353	38,212
Other by-products	38,564	18,815
Total revenue	145,592	106,685

(ii) Performance obligations for contracts with customers

The Group sells gold bullion, copper concentrate and other by-products directly to customers.

For sales of gold bullion, copper concentrate and other by-products directly to customers, revenue is recognised at a point in time when control of the gold doré bars, copper concentrate and other by-products is passed to customers, i.e. when the products are delivered and titles have passed to customers. A contract liability represents the Group's obligation to transfer goods or services to a customer for which the Group has received consideration (or an amount of consideration is due) from the customer.

IFRS 8 requires operating segments to be identified on the basis of internal reports that are regularly reviewed by the chief operating decision-maker ("CODM") to allocate resources to the segments and to assess their performance.

The chief operating decision-maker, which is responsible for allocating resources and assessing performance of the operating segments, has been defined as the executive directors of the Company. The chief operating decision-maker has identified two operating and reportable segments as follows:

(i) The mine-produced gold segment - the production of gold bullion through the Group's integrated processes, i.e., mining, metallurgical processing, production and selling of gold doré bars to external clients.

(ii) The mine-produced copper segment - the production of copper concentrate and other by-products through the Group's integrated processes, i.e., mining, metallurgical processing, production and selling copper concentrate and other by-products to external clients.

3. REVENUE AND SEGMENT INFORMATION - continued

Information regarding the above segments is reported below:

(a) Segment revenues and results

The following is an analysis of the Group's revenue and results by reportable and operating segments.

For the three months ended March 31, 2019

	Mine - produced gold US$'000	Mine - produced copper US$'000	Segment total US$'000	Unallocated US$'000	Consolidated US$'000
Revenue - external and segment revenue	37,675	107,917	145,592	-	145,592
Cost of sales	(43,774)	(86,550)	(130,324)	-	(130,324)
Mining operating (loss) earnings	(6,099)	21,367	15,268	-	15,268
Income (expenses) from operations	(6,214)	5,215	(999)	(2,199)	(3,198)
Foreign exchange (loss) gain, net	(2,953)	8,241	5,288	-	5,288
Interest and other income	222	638	860	1	861
Finance costs	(1,258)	(4,501)	(5,759)	(4,329)	(10,088)
(Loss) profit before income tax	(10,203)	9,593	(610)	(6,527)	(7,137)

For the three months ended March 31, 2018

	Mine - produced gold US$'000	Mine - produced copper US$'000	Segment total US$'000	Unallocated US$'000	Consolidated US$'000
Revenue - external and segment revenue	49,658	57,027	106,685	-	106,685
Cost of sales	(38,893)	(61,238)	(100,131)	-	(100,131)
Mining operating earnings	10,765	(4,211)	6,554	-	6,554
Income (expenses) from operations	10,688	(13,728)	(3,040)	(2,420)	(5,460)
Foreign exchange (loss) gain, net	(5,623)	10,086	4,463	-	4,463
Interest and other income	190	11,396	11,586	74	11,660
Finance costs	(1,281)	(5,519)	(6,800)	(4,328)	(11,128)
Profit (loss) before income tax	3,974	2,235	6,209	(6,674)	(465)

The accounting policies of the operating segments are the same as the Group's accounting policies. Segment result represents the (loss) profit before income tax attributable to the respective segments. This is the measure reported to the CODM for the purposes of resource allocation and performance assessment.

There were no inter-segment sales for the three months ended March 31, 2019 and 2018.

3. REVENUE AND SEGMENT INFORMATION - continued

(b) Segment assets and liabilities

The following is an analysis of the Group's assets and liabilities by segment representing assets/liabilities directly attributable to the respective segments:

	Mine - produced gold US$'000	Mine - produced copper US$'000	Segment total US$'000	Unallocated US$'000	Consolidated US$'000
As of March 31, 2019					
Total assets	731,883	2,441,123	3,173,006	27,662	3,200,668
Total liabilities	200,815	1,003,595	1,204,410	504,259	1,708,669
As of December 31, 2018					
Total assets	745,729	2,435,072	3,180,801	35,094	3,215,895
Total liabilities	203,455	1,013,025	1,216,480	510,177	1,726,657

4. GENERAL AND ADMINISTRATIVE EXPENSES

	Three months ended March 31, 2019 US$'000	Three months ended March 31, 2018 US$'000
Administration and office	5,176	3,923
Depreciation of property, plant and equipment	1,909	920
Professional fees	574	449
Salaries and benefits	4,117	3,313
Others	1,719	778
Total general and administrative expenses	13,495	9,383

5. FINANCE COSTS

	Three months ended March 31, 2019 US$'000	Three months ended March 31, 2018 US$'000
Effective interests on borrowings	9,934	10,365
Accretion on environmental rehabilitation	566	763
	10,500	11,128
Less: Amount capitalized to property, plant and equipment	(412)	-
Total finance costs	10,088	11,128

6. INCOME TAX CREDIT

	Three months ended March 31, 2019 US$'000	Three months ended March 31, 2018 US$'000
PRC Enterprise Income Tax	623	1,909
Deferred tax credit	(3,186)	(4,378)
Total income tax credit	(2,563)	(2,469)

7. (LOSS) EARNINGS PER SHARE

(Loss) profits used in determining (loss) earnings per share are presented below:

	Three months ended March 31, 2019	Three months ended March 31, 2018
(Loss) profit for the period attributable to owners of the Company for the purposes of basic (loss) earnings per share (US$'000)	(4,485)	1,782
Weighted average number of shares, basic	396,413,753	396,413,753
Basic (loss) earnings per share (US)	(1.13) cents	0.45 cents

The Group has no outstanding potential dilutive instruments issued as at March 31, 2019 and 2018 and during the period ended March 31, 2019 and 2018. Therefore, no diluted earnings per share is presented.

8. TRADE AND OTHER RECEIVABLES

	March 31, 2019 US$'000	December 31, 2018 US$'000
Trade receivables	8,978	570
Less: allowance for credit losses	(47)	(46)
	8,931	524
Amounts due from related companies (note 14(a))[1]	599	725
Other receivables	15,850	22,054
Total trade and other receivables	25,380	23,303

[1] The outstanding balances represent related service fee receivables arising from provision of transportation services to the subsidiaries of CNG during the period/year ended March 31, 2019 and December 31, 2018. The amounts are unsecured, interest free and repayable on demand.

The Group allows an average credit period of 90 days and 180 days to its external trade customers including CNG for gold dore bars sales and copper sales, respectively.

Below is an aged analysis of trade receivables (net of allowance for credit losses) presented based on invoice dates, which approximated the respective revenue recognition dates, at the end of the reporting period.

	March 31, 2019 US$'000	December 31, 2018 US$'000
Less than 30 days	8,219	227
31 to 90 days	503	119
91 to 180 days	26	60
Over 180 days	183	118
Total trade receivables	8,931	524

9. INVENTORIES

	March 31, 2019 US$'000	December 31, 2018 US$'000
Gold in process	200,892	203,067
Gold doré bars	19,084	19,021
Consumables	25,149	29,794
Copper	24,246	17,251
Spare parts	13,826	13,825
Total inventories	283,197	282,958

Inventory write down was provided in cost of sales for the three months ended March 31, 2019 totalling US$4.3 million (three months ended March 31, 2018: nil).

Inventories totalling US$124 million for the three months ended March 31, 2019 (three months ended March 31, 2018: US$96 million) was recognized in cost of sales.

10. PROPERTY, PLANT AND EQUIPMENT/ MINING RIGHTS

During the three months ended March 31, 2019, the Group incurred US$6.1 million on construction in progress (for the three months ended March 31, 2018: US$6.1 million) and US$11.9 million on mineral assets (for the period ended March 31, 2018: US$33.4 million), respectively.

Depreciation of property, plant and equipment was US$32.1 million for the period ended March 31, 2019 (for the period ended March 31, 2018: US$33.8 million). The depreciation amount were partly recognized in cost of sales and general and administrative expenses and partly capitalized in inventory.

During the three months ended March 31, 2019, the Group incurred US$11.1 million on mining rights (three months ended March 31, 2018: Nil). Amortisation of mining rights was US$6.8 million for the three months ended March 31, 2019 (three months ended March 31, 2018: US$5.0 million). The amortisation amounts were recognised in cost of sales.

11. ACCOUNTS AND OTHER PAYABLES AND ACCRUED EXPENSES

Accounts and other payables and accrued expenses comprise the following:

	March 31, 2019 US$'000	December 31, 2018 US$'000
Accounts payable	34,151	44,670
Bills payable	69,372	83,263
Construction cost payables	118,128	138,838
Mining cost accrual	21,688	3,578
Payroll and benefit payables	4,094	4,863
Other accruals	3,228	5,018
Other tax payable	4,029	5,185
Other payables	6,747	6,598
Payable for acquisition of a mining right	8,911	-
Total accounts and other payables and accrued expenses	270,348	292,013

12. BORROWINGS

The borrowings are repayable as follows:

	March 31, 2019 US$'000	December 31, 2018 US$'000
Carrying amount repayable on demand and within one year	118,431	123,921
Carrying amount repayable within one to two years	534,931	537,659
Carrying amount repayable within two to five years	268,804	263,725
Carrying amount repayable over five years	290,339	284,853
	1,212,505	1,210,158
Less: Amounts due within one year (shown under current liabilities)	(118,431)	(123,921)
Amounts shown under non-current liabilities	1,094,074	1,086,237

The carrying value of the pledged asset to secure borrowing by the Group are as follows:

	March 31, 2019 US$'000	December 31, 2018 US$'000
Mining rights	914,584	920,067

Borrowings carry interest at effective interest rates ranging from 2.75% to 4.35% (December 31, 2018: 2.75% to 4.35%) per annum.

13. SHARE CAPITAL AND OPTIONS

Common shares

(i) Authorized - Unlimited common shares without par value

(ii) Issued and outstanding

	Number of shares	Amount US$'000
Issued and fully paid:		
At January 1, 2018, December 31, 2018 and March 31, 2019	396,413,753	1,229,061

14. RELATED PARTY TRANSACTIONS

The Group operates in an economic environment currently predominated by enterprises directly or indirectly owned or controlled or significantly influenced by the PRC government (hereinafter collectively referred to as "Government-related entities"). In addition, the Group itself is a Government-related entity. CNG, a substantial shareholder with significant influence over the Group, is a state owned company registered in Beijing, PRC, which is controlled by State-owned Assets Supervision and Administration Commission of the State Council of the PRC.

During the period/year, except as disclosed below, the Group did not have any individually significant transactions with other Government-related entities in its ordinary and usual course of business.

Name and relationship with related parties during the period/year are as follows:

CNG owned the following percentages of outstanding common shares of the Company:

	March 31, 2019 %	December 31, 2018 %
CNG	39.3	39.3

14. RELATED PARTY TRANSACTIONS - continued

(a) Transactions/balances with Government-related entities in the PRC

(i) Transactions/balances with CNG and its subsidiaries

The Group had the following significant transactions with CNG and CNG's subsidiaries:

	Three months ended March 31,	
	2019	2018
	US$'000	US$'000
Gold doré sales by the Group	37,675	49,658
Copper and other product sales by the Group	23,009	33,368
Provision of transportation services by the Group	232	483
Construction, stripping and mining service provided to the Group	1,576	979
Office lease to the Group	977	1,036
Interest income	5	36
Interest expense	740	784

The Group has the following significant balances with CNG and its subsidiaries at the end of each reporting period:

	March 31, 2019	December 31, 2018
	US$'000	US$'000
Assets		
Amounts due from related companies	599	725
Cash and cash equivalents held in a CNG subsidiary	1,290	14,570
Trade receivables from CNG subsidiaries	7,202	-
Deposits	429	53
	9,520	15,348

14. RELATED PARTY TRANSACTIONS - continued

(a) Transactions/balances with Government-related entities in the PRC - continued

(i) Transactions/balances with CNG and its subsidiaries - continued

The amounts due from CNG and its subsidiaries which are included in other receivables are non-interest bearing, unsecured and repayable on demand.

	March 31, 2019 US$'000	December 31, 2018 US$'000
Liabilities		
Loans payable to a CNG subsidiary	44,553	50,997
Entrusted loan payable	29,702	29,140
Construction costs payable to CNG's subsidiaries	25,787	25,500
Trade payable to CNG subsidiaries	2,281	3,556
Amount due to CNG	87	86
Contract liabilities with a CNG's subsidiary	923	3,263
	103,333	112,542

The loans payable to a CNG subsidiary, which are included in borrowings, carry fixed interest rates at the range from 4.35% (December 31, 2018: 4.35%) per annum and are unsecured and repayable within one year. With the exception of the entrusted loan payable to CNG and loans payable to a CNG subsidiary, the amounts due to CNG and its subsidiaries which are included in other payables and construction costs payable, are non-interest bearing, unsecured and have no fixed terms of repayments.

(ii) Transactions/balances with other government-related entities in the PRC

Apart from the transactions with CNG and its subsidiaries disclosed above, the Group has also entered into transactions of bank deposits, borrowings and other general banking facilities with other government-related entities in its ordinary course of business.

14. RELATED PARTY TRANSACTIONS - continued

(b) Compensation of key management personnel

The Group has the following compensation to key management personnel during the period:

	Three months ended March 31, 2019 US$'000	Three months ended March 31, 2018 US$'000
Salaries and other benefits	173	183
Post-employment benefits	9	7
	182	190

15. FINANCIAL INSTRUMENTS

As at March 31, 2019 and December 31, 2018, the Group's investments in equity securities include equity securities listed in Hong Kong and unlisted companies incorporated in the PRC.

Subsequent to initial recognition at fair value, investment in equity securities listed on the Stock Exchange is measured based on the quoted price (unadjusted) available on the stock exchange (Level 1 fair value measurement). As at March 31, 2019, US$19,232,000 (December 31, 2018: US$17,655,000) investment in equity securities is measured at fair value on a recurring basis. The Group's investment in listed equity securities represent investment in a company engaged in mining, processing and trading of nonferrous metals in the PRC.

As at March 31, 2019, the carrying amounts of US$2,614,000 (December 31, 2018: US$2,575,000) investments in unlisted companies incorporated in the PRC are approximately their fair values (Level 3 fair value measurement).

16. EVENT AFTER THE REPORTING PERIOD

The Group had no material event after the end of the reporting period.