

Approved by the Compensation and Benefits Committee on March 12, 2012
Approved by the Board of Directors on March 26, 2012

**CHINA GOLD INTERNATIONAL RESOURCES CORP. LTD.
COMPENSATION AND BENEFITS COMMITTEE
CHARTER**

I. Purpose

The primary objective of the Compensation and Benefits Committee (the “Committee”) of China Gold International Resources Corp. Ltd. (the “Company”) is to discharge the Board's responsibilities relating to compensation and benefits of the executive officers, directors and the top five highest paid individuals of the Company.

II. Organization

Members of the Committee shall be directors and the Committee membership shall satisfy the laws governing the Company and the independence requirements of securities law, stock exchanges and any other regulatory requirements. The members of the Committee shall be appointed by the Board upon the recommendation of the Nominating & Governance Committee. A majority of the members of the Committee shall constitute a quorum. A majority of the members of the Committee shall be empowered to act on behalf of the Committee.

The Committee may form and delegate authority to subcommittees when appropriate.

III. Meetings

The Committee shall meet as many times as the Committee deems necessary, but not less frequently than once per year.

The members of the Committee shall select a chair who will preside at each meeting of the Committee and, in consultation with the other members of the Committee, shall set the frequency and length of each meeting and the agenda of items to be addressed at each upcoming meeting. The chair shall be an independent director.

The chair shall ensure that the agenda for each upcoming meeting of the Committee is circulated to each member of the Committee as well as each other director in advance of the meeting.

IV. Authority and Responsibilities

To fulfill its responsibilities, the Committee shall:

1. Make recommendations to the Board on the Company's policy and structure for all directors' and executive officers' remuneration and on the establishment of a formal and transparent procedure for developing remuneration policy.

2. Review and approve the management's remuneration proposals with reference to the Board's corporate goals and objectives.
3. Review and approve on an annual basis corporate goals and objectives relevant to Chief Executive Officer's ("CEO") compensation, evaluate the CEO's performance in light of those goals and objectives and set the CEO's compensation level based on this evaluation. In determining the long-term incentive component of CEO compensation, the Committee will also consider, among such other factors as it may deem relevant, the Company's performance, shareholder returns, the value of similar incentive awards to chief executive officers at comparable companies and the awards given to the CEO in past years.
4. Review and make recommendations to the Board on an annual basis with respect to the adequacy and form of compensation and benefits of all executive officers, directors and the top five highest paid individuals in the Company. A member of the Committee must not, and shall ensure that no director or any of his associates shall, participate in any review or assessment of their own remuneration.
5. Consider salaries paid by comparable companies, time commitment and responsibilities and employment conditions elsewhere in the group.
6. Administer and make recommendations to the Board with respect to the Company's employees' and directors' equity incentive plan(s) and any other incentive compensation plans and equity-based plans.
7. Determine the recipients of, and the nature and size of share compensation awards and bonuses granted from time to time, in compliance with applicable securities law, stock exchange and other regulatory requirements.
8. Review and approve compensation payable to executive directors (i.e. directors who are generally expected to devote the majority of their time to the Company) and executive officers for any loss or termination of office or appointment to ensure that it is consistent with contractual terms and is otherwise fair and not excessive.
9. Review and approve compensation arrangements relating to dismissal or removal of directors for misconduct to ensure that they are consistent with contractual terms and are otherwise reasonable and appropriate.
10. Review any report as may be required under applicable securities law, stock exchange and any other regulatory requirements.
11. Review and reassess the adequacy of this Charter annually and recommend to the Board any changes deemed appropriate by the Committee.
12. Perform any other activities consistent with this Charter, the Company's constating documents and governing law, as the Audit Committee or the Board deems necessary or appropriate.

13. Review its own performance annually.
14. Report regularly to the Board.

V. Resources

The Committee shall have the authority to retain outside advisors, including (i) the sole authority to retain or terminate consultants to assist the Committee in the evaluation of compensation of senior management and directors; and (ii) the sole authority to determine the terms of engagement and the extent of funding necessary for payment of compensation to any consultant retained to advise the Committee.