

CHINA GOLD INTERNATIONAL RESOURCES CORP. LTD.
(the “Company”)

HEALTH, SAFETY AND ENVIRONMENTAL COMMITTEE CHARTER

PURPOSE

The Health, Safety and Environmental Committee is appointed by the Board of Directors to discharge the Board of Directors’ responsibilities relating to compliance with applicable environmental, health and safety legislation, rules and regulations. The purpose of the Health, Safety and Environmental Committee is to:

- review China Gold International's environmental, health and safety and corporate social responsibility policies and programs;
- oversee China Gold International's environmental, health and safety and corporate social responsibility performance;
- monitor current and future regulatory issues relating to environmental, health and safety matters and corporate social responsibility matters; and
- make recommendations where appropriate on significant matters in respect of environmental, health and safety and corporate social responsibility matters to the Board.

REPORTS

The Health, Safety and Environmental Committee shall report to the Board of Directors on a regular basis on its decisions or recommendations. The Health, Safety and Environmental Committee shall report to the Audit Committee on a periodic basis, or as matters evolve, regarding financial risks or potential accruals for contingent liabilities or disclosure issues relating to environmental, health and safety matters.

COMPOSITION

The members of the Health, Safety and Environmental Committee shall be three or more directors who are appointed (and may be replaced) by the Board of Directors on the recommendation of the Company’s Corporate Governance and Nominating Committee. The appointment of members of the Health, Safety and Environmental Committee shall take place annually at the first meeting of the Board of Directors after a meeting of shareholders at which directors are elected, provided that if the appointment of members of the Health, Safety and Environmental Committee is not so made, the directors who are then serving as members of the Health, Safety and Environmental Committee shall continue as members of the Health, Safety and Environmental Committee until their successors are appointed. The Board of Directors may appoint a member to fill a vacancy that occurs in the Health, Safety and Environmental Committee between annual elections of directors. Any member of the Health, Safety and Environmental Committee may be removed from

the Health, Safety and Environmental Committee by a resolution of the Board of Directors. Unless the Chair is appointed by the Board of Directors, the members of the Health, Safety and Environmental Committee may designate a Chair by majority vote of the members of the Health, Safety and Environmental Committee.

Each member of the Health, Safety and Environmental Committee shall have or develop an understanding of environmental, health and safety and corporate social responsibility matters and best practices.

RESPONSIBILITIES

The Health, Safety and Environmental Committee shall:

- Ensure appropriate performance targets and benchmarks are in place for the Company's health, safety and environmental obligations and in respect of corporate social responsibility.
- Ensure communication throughout the Company's organization of the importance of developing a culture of environmental responsibility and an awareness of the importance of health and safety and corporate social responsibility.
- Review with senior management the Company's goals and policies in respect of the environment, employee health and safety and corporate social responsibility, and provide oversight on the development and implementation of management systems for these goals and policies.
- Recommend to the Board the allocation and appropriation of adequate resources and systems for senior management to implement appropriate environmental, health and safety and corporate social responsibility policies, programs and systems (which should include defined standards and objectives), monitor their effectiveness and request regular, periodic reports on such programs.
- Ensure that senior management has implemented an environmental, health and safety performance measurement system and a corporate social responsibility program that can be used to provide an ongoing measure of performance and continuous improvement regarding such matters.
- Utilize the performance measurement systems and programs noted above to monitor compliance with legal requirements and internal targets, as well as to communicate a demonstrated commitment to the environment, corporate social responsibility and employee health and safety to shareholders and stakeholders, including all members of the Company's organization.

- Monitor potential liabilities, changes in regulations, community expectations and technological changes which relate to environmental, health and safety and corporate social responsibility issues.
- Receive annual reports from management that include any environmental, health and safety and corporate social responsibility issues of a material nature, including details of incidents reports.

MEETINGS

The Health, Safety and Environmental Committee shall meet at least one time per year and more frequently as circumstances require. All members of the Health, Safety and Environmental Committee should strive to be at all meetings. The Health, Safety and Environmental Committee may request any member of the Company's senior management or the Company's outside advisors to attend meetings of the Health, Safety and Environmental Committee or with any members of, or other advisors to, the Health, Safety and Environmental Committee.

Quorum for the transaction of business at any meeting of the Health, Safety and Environmental Committee shall be a majority of the number of members of the Health, Safety and Environmental Committee or such greater number as the Health, Safety and Environmental Committee shall by resolution determine. The powers of the Health, Safety and Environmental Committee may be exercised at a meeting at which a quorum of the Health, Safety and Environmental Committee is present in person or by telephone or other electronic means or by a resolution signed by all members entitled to vote on that resolution at a meeting of the Health, Safety and Environmental Committee. Each member (including the Chair) is entitled to one (but only one) vote in Health, Safety and Environmental Committee proceedings.

Meetings of the Health, Safety and Environmental Committee shall be held from time to time and at such place as a member of the Health, Safety and Environmental Committee may request upon 48 hours prior notice. The notice period may be waived by a quorum of the Health, Safety and Environmental Committee.

The Health, Safety and Environmental Committee may delegate authority to individual members and subcommittees of its members where the Committee determines it is appropriate to do so.

MEETING SECRETARY AND MINUTES OF MEETING

The company secretary shall be the secretary of the Health, Safety and Environmental Committee (the "Secretary"). The Secretary or his/her delegate shall attend meetings of the Health, Safety and Environmental Committee to take minutes. In the absence of the Secretary, the members present at the meeting shall elect another person as the Secretary.

The Secretary (or his/her delegate) in attendance at the meetings of the Health, Safety and Environmental Committee shall minute in sufficient detail the proceedings and resolutions of all such meetings, including the names of those present and in attendance. The minutes

should also include any concerns raised by any member of the Health, Safety and Environmental Committee and/or dissenting views expressed.

Draft and final versions of minutes of the Health, Safety and Environmental Committee meetings shall be sent to all Health, Safety and Environmental Committee members for their comments and records respectively, in both cases within a reasonable time after the meeting. Once they are agreed, the Secretary shall circulate the minutes and reports of the Health, Safety and Environmental Committee to all members of the Health, Safety and Environmental Committee and to all members of the Board.

Minutes of the Health, Safety and Environmental Committee meetings shall be kept by the Secretary and shall be available for inspection by any member of the Health, Safety and Environmental Committee or other members of the Board at any reasonable time on reasonable notice.

INDEPENDENT ADVICE

In discharging its mandate, the Health, Safety and Environmental Committee shall have the authority to retain (and authorize the payment by the Company of) and receive advice from special legal or other advisors as the Health, Safety and Environmental Committee determines to be necessary to permit it to carry out its duties.

ANNUAL EVALUATION

Annually, or more frequently at the request of Management of the Company as a result of legislative or regulatory changes, the Health, Safety and Environmental Committee shall, in a manner it determines to be appropriate:

- Conduct a review and evaluation of the performance of the Health, Safety and Environmental Committee and its members, including the compliance of the Health, Safety and Environmental Committee with this Charter.
- Review and assess the adequacy of its Charter and the position description for its Chair and recommend to the Board of Directors any improvements to this Charter or the position description that the Health, Safety and Environmental Committee determines to be appropriate, except for minor technical amendments to this Charter, authority for which is delegated to the Chair of the Health, Safety and Environmental Committee, who will report any such amendments to the Board of Directors at its next regular meeting.