

CHINA GOLD INTERNATIONAL RESOURCES CORP. LTD.
One Bentall Centre
Suite 1030, 505 Burrard Street, Box 31
Vancouver, British Columbia V7X 1M5
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 of its shareholders (the “Meeting”) to be held on June 14, 2011.

The undersigned hereby appoints, Jerry Xie, Executive Vice President and Corporate Secretary of the Company, or failing this person, Zhanming Wu, a director and Vice President of Business Development of the Company, or failing either of these persons, Derrick Zhang, interim 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 Walker Room of the Terminal City Club located at 837 West Hastings Street, Vancouver, British Columbia VC6 1B6, on June 14, 2011 at 11:00 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:

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| <p>1. To approve, by ordinary resolution, setting the number of directors of the Company’s board of directors at nine (9).</p> <p>FOR <input type="checkbox"/> AGAINST <input type="checkbox"/></p> <p>2. To elect as director:</p> <table border="0" style="width: 100%;"><tr><td style="width: 20%;">ZHAOXUE SUN</td><td style="width: 10%;">FOR <input type="checkbox"/></td><td style="width: 10%;">WITHHOLD <input type="checkbox"/></td></tr><tr><td>XIN SONG</td><td>FOR <input type="checkbox"/></td><td>WITHHOLD <input type="checkbox"/></td></tr><tr><td>BING LIU</td><td>FOR <input type="checkbox"/></td><td>WITHHOLD <input type="checkbox"/></td></tr><tr><td>ZHANMING WU</td><td>FOR <input type="checkbox"/></td><td>WITHHOLD <input type="checkbox"/></td></tr><tr><td>IAN HE</td><td>FOR <input type="checkbox"/></td><td>WITHHOLD <input type="checkbox"/></td></tr><tr><td>YUNFEI CHEN</td><td>FOR <input type="checkbox"/></td><td>WITHHOLD <input type="checkbox"/></td></tr><tr><td>GREGORY HALL</td><td>FOR <input type="checkbox"/></td><td>WITHHOLD <input type="checkbox"/></td></tr><tr><td>JOHN KING BURNS</td><td>FOR <input type="checkbox"/></td><td>WITHHOLD <input type="checkbox"/></td></tr><tr><td>XIANGDONG JIANG</td><td>FOR <input type="checkbox"/></td><td>WITHHOLD <input type="checkbox"/></td></tr></table> <p>3. To appoint Deloitte Touche Tohmatsu as auditors of the Company at a remuneration to be fixed by the board of directors.</p> <p>FOR <input type="checkbox"/> WITHHOLD <input type="checkbox"/></p> <p>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</p> | ZHAOXUE SUN | FOR <input type="checkbox"/> | WITHHOLD <input type="checkbox"/> | XIN SONG | FOR <input type="checkbox"/> | WITHHOLD <input type="checkbox"/> | BING LIU | FOR <input type="checkbox"/> | WITHHOLD <input type="checkbox"/> | ZHANMING WU | 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"/> | <p>issued share capital of the Company.</p> <p>FOR <input type="checkbox"/> AGAINST <input type="checkbox"/></p> <p>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.</p> <p>FOR <input type="checkbox"/> AGAINST <input type="checkbox"/></p> <p>6. To extend the share allotment mandate by the addition thereto of the shares repurchased by the Company.</p> <p>FOR <input type="checkbox"/> AGAINST <input type="checkbox"/></p> <p>7. 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.</p> <p>THE UNDERSIGNED HEREBY REVOKES ANY PRIOR PROXY.</p> <p>DATED: _____
(If not dated, this proxy is deemed to be dated on the day sent to the Company)</p> <p>_____
Signature of Shareholder</p> <p>_____
Print name of Shareholder</p> |
| ZHAOXUE SUN | FOR <input type="checkbox"/> | WITHHOLD <input type="checkbox"/> | | | | | | | | | | | | | | | | | | | | | | | | | | |
| XIN SONG | FOR <input type="checkbox"/> | WITHHOLD <input type="checkbox"/> | | | | | | | | | | | | | | | | | | | | | | | | | | |
| BING LIU | FOR <input type="checkbox"/> | WITHHOLD <input type="checkbox"/> | | | | | | | | | | | | | | | | | | | | | | | | | | |
| ZHANMING WU | 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"/> | | | | | | | | | | | | | | | | | | | | | | | | | | |

NOTES:

A proxy will not be valid unless the completed, signed and dated form of proxy is sent to CIBC Mellon 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 hand to 320 Bay Street, Banking Hall Level, Toronto, Ontario, M5H 4A6 and received by CIBC Mellon Trust Company not less than 48 hours (excluding Saturdays, Sundays and statutory holidays) before the Meeting or any adjournment thereof at which the proxy is to be used.

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.