

**CHINA GOLD INTERNATIONAL RESOURCES CORP. LTD.**  
**One Bentall Centre**  
**Suite 1030, 505 Burrard Street, Box 31**  
**Vancouver, British Columbia, Canada 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 extraordinary general meeting of its shareholders (the "Meeting") to be held on Thursday, December 20, 2012 (i.e. Friday, December 21, 2012 Hong Kong time) at 11:00 am Vancouver time.**

The undersigned hereby appoints, Jerry Xie, Executive Vice President and Corporate Secretary of the Company, or failing this person, Derrick Zhang, Chief Financial Officer of the Company, or instead of the foregoing, (insert name) \_\_\_\_\_, as nominee of the undersigned, with full power of substitution, to attend and vote on behalf of the undersigned at the Meeting to be held in the President's Room of the Terminal City Club located at 837 West Hastings Street, Vancouver, British Columbia, Canada VC6 1B6, on Thursday, December 20, 2012 (i.e. Friday, December 21, 2012 Hong Kong time) 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:

1. To vote on an ordinary resolution of the independent shareholders of the Company approving the CSH Agreements and the transactions contemplated thereunder as more particularly described in the information circular accompanying this proxy.

FOR  AGAINST

2. To vote on an ordinary resolution of the independent shareholders of the Company approving the Jiama Agreements and the transactions contemplated thereunder as more particularly described in the information circular accompanying this proxy.

FOR  AGAINST

3. To vote on an ordinary resolution of the independent shareholders of the Company approving the annual monetary caps contemplated under the Jiama Framework Agreement for the three years ending December 31, 2012, 2013 and 2014.

FOR  AGAINST

4. To vote on an ordinary resolution of the independent shareholders of the Company authorizing the Directors of the Company to do such further acts and things and execute such further documents and take

all such steps which in their opinion may be necessary, desirable or expedient to implement and/or give effect to the terms of the CSH Agreements and the Jiama Agreements.

FOR  AGAINST

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

FOR  AGAINST

THE UNDERSIGNED HEREBY REVOKES ANY PRIOR PROXY.

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

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

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

## **NOTES:**

**A proxy will not be valid unless the completed, signed and dated form of proxy is sent to CIBC Mellon Trust Company, by facsimile to 416-368-2502 or 1-866-781-3111, by mail to P.O. Box 721, Agincourt, Ontario, Canada M1S 0A1 or by hand to 320 Bay Street, Banking Hall Level, Toronto, Ontario, Canada 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 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 identified or referred to in the accompanying notice of 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.**