



CHINA GOLD INTERNATIONAL RESOURCES CORP. LTD.

Appointment of Proxyholder

I/We, being holder(s) of common shares (“Shareholder”) of China Gold International Resources Corp. Ltd. (the “Company”), hereby appoint: Jerry Xie, Executive Vice President and Corporate Secretary of the Company, or failing this person, Yingbin Ian He, director of the Company, or instead of the foregoing:

Print the name of the person you are appointing if this person is someone other than the individuals listed above

as proxy of the undersigned, to attend, act and vote on behalf of the undersigned in accordance with the below direction (or if no directions have been given, as the proxy sees fit) on all the following matters and any other matter that may properly come before the Annual and Special Meeting of the Shareholders of the Company to be held at 5:00 p.m. on June 27, 2024, Vancouver Time (8:00 a.m., June 28, 2024, Hong Kong Time) at the Vancouver offices of the Company located at Suite 660, 505 Burrard Street, Vancouver, British Columbia (the “Meeting”), and at any and all adjournments or postponements thereof in the same manner, to the same extent and with the same powers as if the undersigned were personally present, with full power of substitution.

Management recommends voting FOR the Resolutions.
Please use a dark black pencil or pen.

	FOR	AGAINST	WITHHOLD
1. To approve, by ordinary resolution, setting the number of directors of the Company’s board of directors at nine (9).	<input type="checkbox"/>	<input type="checkbox"/>	
2. Election of Directors			
1. JUNHU TONG	<input type="checkbox"/>		<input type="checkbox"/>
2. YUANHUI FU	<input type="checkbox"/>		<input type="checkbox"/>
3. WEIBIN ZHANG	<input type="checkbox"/>		<input type="checkbox"/>
4. NA TIAN	<input type="checkbox"/>		<input type="checkbox"/>
5. WANMING WANG	<input type="checkbox"/>		<input type="checkbox"/>
6. YINGBIN IAN HE	<input type="checkbox"/>		<input type="checkbox"/>
7. WEI SHAO	<input type="checkbox"/>		<input type="checkbox"/>
8. BIELIN SHI	<input type="checkbox"/>		<input type="checkbox"/>
9. RUIXIA HAN	<input type="checkbox"/>		<input type="checkbox"/>
3. To re-appoint Deloitte Touche Tohmatsu as auditors of the Company at a remuneration to be fixed by the board of directors.	<input type="checkbox"/>		<input type="checkbox"/>

- | | FOR | AGAINST | WITHHOLD |
|---|--------------------------|--------------------------|----------|
| 4. To grant to the board of directors a general mandate to allot, issue and otherwise deal with unissued shares and/or sell or transfer treasury shares of the Company not exceeding 20% of the aggregate number of issued shares (excluding Treasury Shares) of the Company as at the date of the passing of this resolution and the said approval shall be limited accordingly. | <input type="checkbox"/> | <input type="checkbox"/> | |
| 5. To grant to the board of directors a general mandate to repurchase shares (excluding Treasury Shares) not exceeding 10% of the aggregate number of issued shares of the Company as at the date of the passing of this resolution and the said approval shall be limited accordingly. | <input type="checkbox"/> | <input type="checkbox"/> | |
| 6. To extend the mandate to allot, issue and otherwise deal with unissued shares and/or sell or transfer treasury shares by the addition thereto of the shares repurchased by the Company. | <input type="checkbox"/> | <input type="checkbox"/> | |
| 7. To vote on any other matter that may properly come before the Meeting or any adjournments thereof. | <input type="checkbox"/> | <input type="checkbox"/> | |
| 8. To vote on an ordinary resolution of the independent shareholders of the Company approving the 2024 Financial Service Agreement, and the 2024-2026 annual caps in respect deposit services contemplated thereunder, as more particularly described in the information circular accompanying this proxy. | <input type="checkbox"/> | <input type="checkbox"/> | |

I/We authorize you to act in accordance with my/our instructions set out above. I/We hereby revoke any proxy previously given with respect to the Meeting. **If no voting instructions are indicated above, this Proxy will be voted FOR a matter by Management’s appointees or, if you appoint another proxyholder, as that other proxyholder sees fit. On any amendments or variations proposed or any new business properly submitted before the Meeting, I/We authorize you to vote as you see fit.**

Signature(s)

Date

Please sign exactly as your name(s) appear on this proxy. Please see reverse for instructions. All proxies must be received by 5:00 p.m. on June 25, 2024, Vancouver Time (8:00 a.m., June 26, 2024, Hong Kong Time).

Proxy Form – Annual and Special Meeting of the Shareholders of China Gold International Resources Corp. Ltd. to be held on June 27, 2024 at 5:00 p.m., Vancouver time (8:00 a.m., June 28, 2024, Hong Kong Time) (the “Meeting”)

How to Vote

Notes to Proxy

1. This proxy must be signed by a holder or his or her attorney duly authorized in writing. If you are an individual, please sign exactly as your name appears on this proxy. If the holder is a corporation, a duly authorized officer or attorney of the corporation must sign this proxy, and if the corporation has a corporate seal, its corporate seal should be affixed.
2. If the securities are registered in the name of an executor, administrator or trustee, please sign exactly as your name appears on this proxy. If the securities are registered in the name of a deceased or other holder, the proxy must be signed by the legal representative with his or her name printed below his or her signature, and evidence of authority to sign on behalf of the deceased or other holder must be attached to this proxy.
3. Some holders may own securities as both a registered and a beneficial holder; in which case you may receive more than one information circular and will need to vote separately as a registered and beneficial holder. Beneficial holders may be forwarded either a form of proxy already signed by the intermediary or a voting instruction form to allow them to direct the voting of securities they beneficially own. Beneficial holders should follow instructions for voting conveyed to them by their intermediaries.
4. If a security is held by two or more individuals, any one of them present or represented by proxy at the Meeting may, in the absence of the other or others, vote at the Meeting. However, if one or more of them are present or represented by proxy, they must vote together the number of securities indicated on the proxy.
5. Arrangements relating to attendance at the AGM, submission of questions to the Chairman of the Meeting in advance of or live at the AGM, addressing of substantial and relevant questions at the AGM and voting live or by appointing proxy(ies) (including the Chairman of the Meeting) are set out in Section 9 on pages 17 to 18 of the Circular dated 28 March 2024.

All holders should refer to the information circular for further information regarding completion and use of this proxy and other information pertaining to the Meeting. Unless otherwise defined, capitalised terms used in this proxy have the same meanings as those defined in the information circular accompanying this proxy.

This proxy is solicited by and on behalf of Management of the Company.

MAIL, FAX or EMAIL

- Complete and return your signed proxy in the envelope provided or send to:

TSX Trust Company
P.O. Box 721
Agincourt, ON Canada M1S 0A1

Or

Computershare Hong Kong Investor Services Limited
17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong

not less than 48 hours (excluding Saturday, Sunday and statutory holidays) before the Meeting or any adjournment thereof.

- By Email:

You may alternatively scan your signed proxy and email to proxyvote@tmx.com

An undated proxy is deemed to be dated on the day it was received by TSX.

If you wish to receive investor documents electronically in future, please visit <https://services.tsxtrust.com/InvestorServices/edelivery> to enrol.