

CHINA GOLD INTERNATIONAL RESOURCES CORP. LTD.

Annual and Special Meeting of Shareholders
June 18, 2014

Report of Voting Results
(Section 11.3 of National Instrument 51-102)

In respect of the Annual General and Special Meeting of shareholders of China Gold International Resources Corp. Ltd. (the "Company") held on June 18, 2014 (the "Meeting"), the following sets forth a brief description of the matter which was voted upon at the Meeting and the outcome of the vote:

Resolution 1: Number of Directors – The shareholders voted to set the number of directors of the Company at nine (9). The resolution was passed by a majority of the votes cast by ballot.

Ballots Tabulated:

For:	<u>207,565,186</u>
Against:	<u>1,542,273</u>
Total:	<u>209,107,459</u>

Resolution 2: Election of Directors – The shareholders voted to elect as director the nine nominees set forth below, to hold office for the ensuing year or until their successors are elected or appointed. The resolution was passed by a majority of the votes cast by ballot.

Ballots Tabulated:

<u>Directors:</u>	<u>Votes in Favour</u>	<u>Votes Withheld</u>	<u>Total</u>
Xin Song	191,565,657	14,379,322	205,944,979
Bing Liu	192,043,260	13,901,719	205,944,979
Lianzhong Sun	191,562,057	14,382,922	205,944,979
Zhanming Wu	191,599,226	14,345,753	205,944,979
Ian He	170,794,858	35,150,121	205,944,979
Yunfei Chen	176,550,527	29,394,452	205,944,979
Gregory Hall	165,075,489	40,869,490	205,944,979
John King Burns	176,544,477	29,400,502	205,944,979
Xiangdong Jiang	191,595,926	14,349,053	205,944,979

Resolution 3: Appointment of Auditors – The shareholders voted to appoint Deloitte Touche Tohmatsu as auditors for the Company to hold office until the close of the next annual general meeting of shareholders or until their successors are appointed, at remuneration to be fixed by the board of directors. The resolution was passed by a majority of the votes cast by ballot.

Ballots Tabulated:

For:	<u>209,084,861</u>
Withheld:	<u>22,600</u>
Total:	<u>209,107,461</u>

Resolution 4: Hong Kong Stock Exchange Share Issue Mandate – The shareholders voted on an ordinary resolution to approve a proposal to grant to the board of directors a general mandate to allot, issue and otherwise deal with unissued shares not exceeding 20% of the issued share capital of the Company, as detailed in the Company’s information circular dated May 14, 2014. The resolution was passed by a majority of the votes cast by ballot.

Ballots Tabulated:

For:	<u>161,731,276</u>
Against:	<u>44,213,703</u>
Total:	<u>205,944,979</u>

Resolution 5: Hong Kong Stock Exchange Share Repurchase Mandate – The shareholders voted on an ordinary resolution to approve a proposal to grant to the board of directors a general mandate to repurchase shares not exceeding 10% of the issued share capital of the Company, as detailed in the Company’s information circular dated May 14, 2014. The resolution was passed by a majority of the votes cast by ballot.

Ballots Tabulated:

For:	<u>205,905,629</u>
Against:	<u>39,350</u>
Total:	<u>205,944,979</u>

Resolution 6: Hong Kong Stock Exchange Extension of Share Issue Mandate – The shareholders voted on an ordinary resolution to approve a proposal to extend the share issue mandate by the addition of any shares repurchased by the Company, as detailed in the Company’s information circular dated May 14, 2014. The resolution was passed by a majority of the votes cast by ballot.

Ballots Tabulated:

For:	<u>162,192,972</u>
Against:	<u>43,752,007</u>
Total:	<u>205,944,979</u>

Resolution 7: 2015 Contract for Purchase and Sale of Dore – The independent shareholders voted on an ordinary resolution to approve the 2015 Contract for Purchase and Sale of Dore Agreement and the transactions contemplated thereunder as more particularly described in the Company’s information circular dated May 14, 2014. The resolution was passed by a simple majority of the votes cast by ballot by the independent shareholders.

Ballots Tabulated:

For:	<u>51,555,749</u>
Against:	<u>40,500</u>
Total:	<u>51,596,249</u>

Resolution 8: Annual Monetary Caps under the 2015 Contract for Purchase and Sale of Dore – The independent shareholders voted on an ordinary resolution to approve the annual monetary caps contemplated under the 2015 Contract for Purchase and Sale of Dore for the three years ending December 31, 2015, 2016 and 2017 as more particularly described in the Company’s information circular dated May 14, 2014. The resolution was passed by a simple majority of the votes cast by ballot by the independent shareholders.

Ballots Tabulated:

For:	<u>51,555,999</u>
Against:	<u>40,250</u>
Total:	<u>51,596,249</u>

Resolution 9: 2015 Contract for Purchase and Sale of Copper Concentrate – The independent shareholders voted on an ordinary resolution to approve the 2015 Contract for Purchase and Sale of Copper Concentrate and the transactions contemplated thereunder as more particularly described in the Company’s information circular dated May 14, 2014. The resolution was passed by a simple majority of the votes cast by ballot by the independent shareholders.

Ballots Tabulated:

For:	<u>51,558,649</u>
Against:	<u>37,600</u>
Total:	<u>51,596,249</u>

Resolution 10: Annual Monetary Caps under the 2015 Contract for Purchase and Sale of Copper Concentrate – The independent shareholders voted on an ordinary resolution to approve the annual monetary caps contemplated under the 2015 Contract for Purchase and Sale of Copper Concentrate for the year ending December 31, 2015, as more particularly described in the Company’s information circular dated May 14, 2014. The resolution was passed by a simple majority of the votes cast by ballot by the independent shareholders.

Ballots Tabulated:

For:	<u>51,561,799</u>
Against:	<u>34,450</u>
Total:	<u>51,596,249</u>

Resolution 11: Jiama Phase II Hornfels Stripping and Mining Agreement – The independent shareholders voted on an ordinary resolution to approve the Jiama Phase II Hornfels Stripping and Mining Agreement and the transactions contemplated thereunder as more particularly described in the Company’s information circular dated May 14, 2014. The resolution was passed by a simple majority of the votes cast by ballot by the independent shareholders.

Ballots Tabulated:

For:	<u>51,555,549</u>
Against:	<u>40,700</u>
Total:	<u>51,596,249</u>

Resolution 12: Annual Monetary Caps under the Jiama Phase II Hornfels Stripping and Mining Agreement – The independent shareholders voted on an ordinary resolution to approve the annual monetary caps contemplated under the Jiama Phase II Hornfels Stripping and Mining Agreement for the period from July 1, 2014 through December 1, 2016, as more particularly described in the Company’s information circular dated May 14, 2014. The resolution was passed by a simple majority of the votes cast by ballot by the independent shareholders.

Ballots Tabulated:

For:	<u>51,555,149</u>
Against:	<u>41,100</u>
Total:	<u>51,596,249</u>

Resolution 13: Authorization of One Director – The independent shareholders voted on an ordinary resolution to provide authorization for any one Director of the Company to do such further acts and things and to 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 foregoing transactions. The resolution was passed by a simple majority of the votes cast by ballot by the independent shareholders.

Ballots Tabulated:

For:	<u>51,519,833</u>
Against:	<u>76,416</u>
Total:	<u>51,596,249</u>

Dated at Vancouver, British Columbia this 19th day of June, 2014.

CHINA GOLD INTERNATIONAL
RESOURCES CORP. LTD.

By: “Jerry Xie”

Jerry Xie
Executive Vice President and Corporate Secretary