

Form 52-109F1
Certification of Annual Filings
Full Certificate
表格52-109F1——年度归档证书

I, **Bing Liu, Chief Executive Officer of China Gold International Resources Corp. Ltd.**, certify the following:

我，刘冰，作为中国黄金国际资源有限公司首席执行官，在此确认：

1. **Review:** I have reviewed the AIF, if any, annual financial statements and annual MD&A, including, for greater certainty, all documents and information that are incorporated by reference in the AIF (together, the “annual filings”) of **China Gold International Resources Corp. Ltd.** (the “issuer”) for the financial year ended **December 31, 2014**.
审核：我已审核了中国黄金国际资源有限公司截至 **2014 年 12 月 31 日** 的年度信息表，年度财务报表以及年度管理层讨论与分析（如有），为确保准确性，**中国黄金国际资源有限公司**（“发行人”）的所有文件以及信息都包括在年度信息表中（统称“年度档案”）。
2. **No misrepresentations:** Based on my knowledge, having exercised reasonable diligence, the annual filings do not contain any untrue statement of a material fact or omit to state a material fact required to be stated or that is necessary to make a statement not misleading in light of the circumstances under which it was made, for the period covered by the annual filings.
无失实陈述：基于我的专业知识和严谨作风，年度档案中没有出现任何对在年期档案涉及的期间内发生的重要事实的不真实描述和遗漏，也没有忽略说明一些当时为避免误导而必须澄清的重要事实。
3. **Fair presentation:** Based on my knowledge, having exercised reasonable diligence, the annual financial statements together with the other financial information included in the annual filings fairly present in all material respects the financial condition, financial performance and cash flows of the issuer, as of the date of and for the periods presented in the annual filings.
公平简报：基于我的专业知识，年度财务报告（连同其它年度档案中包含的财务信息）在所有涉及财务状况的材料中，公平地陈述了公司在年度档案涉及的时间点和时间段的财务状况、财务表现和现金流状况。
4. **Responsibility:** The issuer’s other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (DC&P) and internal control over financial reporting (ICFR), as those terms are defined in National Instrument 52-109 *Certification of Disclosure in Issuers’ Annual and Interim Filings*, for the issuer.
责任：根据加拿大国标 52-109“发行人年度和中期档案披露证明”中要求的条款，发行人其他的核证人与本人负责建立并保持“披露控制程序”与“财务报告内部控制”。
5. **Design:** Subject to the limitations, if any, described in paragraphs 5.2 and 5.3, the issuer’s other certifying officer(s) and I have, as at the financial year end
设计：受到第 5.2 段与第 5.3 段中所描述内容的限制（如有），发行人其他核证人及本人，在财务年度末已经：

- (a) designed DC&P, or caused it to be designed under our supervision, to provide reasonable assurance that
设计或由我们的监督设计“披露控制程序”，以确保：
 - (i) material information relating to the issuer is made known to us by others, particularly during the period in which the annual filings are being prepared; and
我们已知道与发行人相关的重大信息，尤其在准备年度归档期间，并且
 - (ii) information required to be disclosed by the issuer in its annual filings, interim filings or other reports filed or submitted by it under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation; and
发行人在年度档案和中期档案中，或其它需要备案或递交的报告中需要披露的信息，按照证券法规进行了记录，处理和总结，并且在规定的时间内发布；以及
- (b) designed ICFR, or caused it to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with the issuer’s GAAP.
制定了或在我们监督下制定了“财务报告的内部控制”，以保障财务报告的可靠性并保证对外使用的财务报告是根据发行人适用的“公允会计准则”制定的。

5.1 **Control framework:** The control framework the issuer’s other certifying officer(s) and I used to design the issuer’s ICFR is **Internal Control – Integrated Framework (COSO Framework)** published by the Committee of Sponsoring Organizations of the Treadway Commission.
控制体系： 发行人其它核证人和我本人依据Treadway委员会的赞助组织委员会出版的“内部控制——综合框架”（COSO体系）来制定发行人“财务报告内部控制”的控制框架。

5.2 **ICFR – material weakness relating to design:** Not applicable.
内部财务报告控制—关于设计的材料缺陷： 不适用

5.3 **Limitation on scope of design:** Not applicable.
设计限制： 不存在

6. **Evaluation:** The issuer’s other certifying officer(s) and I have
评估： 发行人其它和证人和本人已经：

- (a) evaluated, or caused to be evaluated under our supervision, the effectiveness of the issuer’s DC&P at the financial year end and the issuer has disclosed in its annual MD&A our conclusions about the effectiveness of DC&P at the financial year end based on that evaluation; and
评估了或在我们的监管下进行了评估了年终发行人“披露控制程序”的有效性，并且，根据评估结果，发行人在年度管理层讨论与分析中披露了我们对于“披露控制程序”有效性的总结；并且

- (b) evaluated, or caused to be evaluated under our supervision, the effectiveness of the issuer's ICFR at the financial year end and the issuer has disclosed in its annual MD&A 评估了或在我们的监督下进行评估了年终发行人的“财务报告内部控制”的有效性，发行人已经在年度管理层讨论与分析中披露了
- (i) our conclusions about the effectiveness of ICFR at the financial year end based on that evaluation; and 根据评估结果，对年终“财务报告内部控制”有效性所做的总结；以及
- (ii) not applicable. 不适用
7. **Reporting changes in ICFR:** The issuer has disclosed in its annual MD&A any change in the issuer's ICFR that occurred during the period beginning on **October 1, 2014** and ended on **December 31, 2014** that has materially affected, or is reasonably likely to materially affect, the issuer's ICFR.
财务报告内部控制变动汇报： 发行人已在年度管理层讨论与分析中公布了从 **2014 年 10 月 1 日到 2014 年 12 月 31 日** 在“财务报告内部控制”中会对“财务报告内部控制”有重大影响或可能有重大影响的任何变化。
8. **Reporting to the issuer's auditors and board of directors or audit committee:** The issuer's other certifying officer(s) and I have disclosed, based on our most recent evaluation of ICFR, to the issuer's auditors, and the board of directors or the audit committee of the board of directors any fraud that involves management or other employees who have a significant role in the issuer's ICFR.
向发行人的审计师和董事会或审计委员会报告： 发行人的其他核证人与本人根据我们最近对“财务报告内部控制”的评估，已经向发行人的审计师以及董事会或董事会的审计委员会披露了任何在发行人“财务报告内部控制”中承担重要角色的相关管理层或员工的欺诈行为。

Date: **March 25, 2015**
日期: **2015 年 3 月 25**

"Bing Liu"
Bing Liu 刘冰
Chief Executive Officer 首席执行官
China Gold International Resources Corp. Ltd. 中国黄金国际资源有限公司