

Approved by the Nominating & Corporate Governance Committee on March 12, 2012  
Approved by the Board of Directors on March 26, 2012

**CHINA GOLD INTERNATIONAL RESOURCES CORP. LTD.  
NOMINATING & CORPORATE GOVERNANCE COMMITTEE  
CHARTER**

**I. Purpose**

The primary objective of the Nominating & Corporate Governance Committee (the “Committee”) of China Gold International Resources Corp. Ltd. (the “Company”) is to assist the Board in fulfilling its oversight responsibilities by (a) identifying individuals qualified to become Board and Board Committee members and recommending that the Board select director nominees for appointment or election to the Board; and (b) developing and recommending to the Board corporate governance guidelines for the Company and making recommendations to the Board with respect to corporate governance practices.

**II. Organization**

The Committee shall consist of directors as determined by the Board and the Committee membership shall satisfy the laws governing the Company and the independence requirements of applicable securities law, stock exchange and any other regulatory requirements.

The members of the Committee shall be appointed by the Board. All members shall have a working familiarity with corporate governance practices. A majority of the members of the Committee shall constitute a quorum. A majority of the members of the Committee shall be empowered to act on behalf of the Committee. The Committee may form and delegate authority to subcommittees when appropriate.

**III. Meetings**

The Committee shall meet as many times as the Committee deems necessary to carry out its duties effectively, but not less frequently than once per year.

The chair of the Committee shall ensure that the agenda for each upcoming meeting of the Committee is circulated to each member of the Committee and to the other directors in advance of such meeting.

**IV. Authority and Responsibilities**

To fulfill its responsibilities, the Committee shall:

1. Examine the size and composition of the Board at least annually and recommend adjustments from time to time to complement the Company’s corporate strategy and to ensure that the Board is of a size and composition that facilitates effective decision making.

2. Identify and assess the necessary and desirable competencies and characteristics for Board membership and regularly assess the extent to which those competencies and characteristics are represented on the Board.
3. Develop and implement processes to identify and assess necessary and desirable competencies and characteristics for Board members.
4. Identify individuals qualified to become members of the Board.
5. Make recommendations to the Board for the appointment or election of director nominees.
6. Make recommendations to the Board with respect to membership on committees of the Board (other than the Committee).
7. Make recommendations to the Board with respect to potential successors to the Chief Executive Officer.
8. Ensure that Board has appropriate structures and procedures so that the Board can function with the proper degree of independence from management.
9. Provide a forum without management present to receive expressions of concern, including a concern regarding the independence of the Board from management.
10. Regularly review the time required from non-executive directors (i.e. directors who are not generally expected to devote the majority of their time to the Company) to perform their functions and assess whether they are satisfying those time requirements.
11. Assess the independence of independent non-executive directors.
12. Establish induction programmes for new directors.
13. Review, monitor and make recommendations, from time to time, to the Board with respect to the continuing education and training of Board Members and executive officers.
14. Ensure succession plans are in place to maintain an appropriate balance of skills on the Board and periodically review those plans.
15. Recommend the removal of directors for cause.
16. Receive comments from all directors as to the Board's performance, oversee the execution of a process assessing the effectiveness of the Board as a whole, the Board committees, and the contribution of individual directors, and report annually to the Board on such assessments.
17. Prepare and recommend to the Board the corporate governance policies and procedures for the Company. Review practices and procedures of the Board in light of ongoing developments in securities law, stock exchanges and regulatory requirements, and industry best practices, relating to matters of corporate governance. Review and reassess the adequacy of the Company's corporate governance policies, practices and procedures

annually and recommend to the Board any changes deemed appropriate by the Committee.

18. Review any proposed changes to the Company's constating documents as such documents relate to corporate governance matters.
19. Ensure systems are in place to verify compliance with regulatory, corporate governance and disclosure requirements.
20. Review the Company's compliance with the Corporate Governance Code (Appendix 14 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited) and disclosure in the Company's Corporate Governance Report.
21. Review and reassess the adequacy of this Charter annually and recommend to the Board any changes deemed appropriate by the Committee.
22. Review and monitor the Company's Code of Business Conduct and Ethics and fulfill the Committee's role in assisting the Board in dealing with conflict of interest issues as contemplated by the Company's Code of Business Conduct and Ethics.
23. At the request of an individual director, consider and, if deemed advisable, authorize the retaining by any individual director of an outside advisor for such director at the expense of the Corporation.
24. Perform any other activities consistent with this Charter, the Company's constating documents and governing law as the Committee or the Board deems appropriate.
25. Review the performance of the Committee annually.
26. Report regularly to the Board.

## **V. Resources**

The Committee shall have ability to engage external advisors as it sees fit, including (i) the sole authority to determine the extent of funding necessary for payment of compensation to any search firm and the authority to determine the extent of funding necessary for payment of compensation to any other professionals retained to advise the Committee; and (ii) the sole authority to retain and terminate a search firm to be used to identify director candidates and the authority to retain other professionals to assist it with any background checks.

## **VI. Appointing new directors**

In fulfilling its responsibilities to identify individuals qualified to become members of the Board, the Committee will consider (i) the independence of each nominee; (ii) the experience and background of each nominee; (iii) having a balance of skills for the Board and its committees to meet their respective mandates; (iv) the past performance of directors being considered for re-election; (v) applicable regulatory requirements; and (vi) such other criteria as may be established by the Board or the Committee from time to time.

Each nominee will be considered on the basis of merit and suitably extensive enquiries to find candidates should be made, including:

- (a) regularly assessing and identifying the necessary and desirable skills, experience and knowledge for Board members;
- (b) regularly assessing and identifying the skills, experience and knowledge represented on the Board and those desired;
- (c) regularly assessing and determining the time commitment needed from each Board member to adequately perform his or her duties;
- (d) making suitable inquiries of others (which may include professional executive search and recruitment consultants) for candidates;
- (e) interviewing each candidate and conducting background and reference checks; and
- (f) ensuring that each candidate has the necessary skills, experience and knowledge to perform his or her duties and responsibilities as a director and is able to devote the time necessary to perform those duties and responsibilities.