

# **CHINA GOLD INTERNATIONAL RESOURCES CORP. LTD.**

Annual Information Form

For the Year Ended  
December 31, 2024

Dated March 27, 2025

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## FORWARD-LOOKING INFORMATION

Certain statements made herein, other than statements of historical fact relating to China Gold International, represent forward-looking information. In some cases, words or phrases such as "may", "will", "expect", "anticipate", "contemplates", "aim", "estimate", "intend", "plan", "believe", "potential", "continue", "is/are likely to", "should", the negative of these terms and other similar expressions are used to identify forward-looking information. This forward looking information includes, among other things: China Gold International's business strategies and capital expenditure plans; estimates of future mine operating performance; the mine plans for the CSH Gold Project and the Jiama Project; acquisition plans; the regulatory environment as well as the industry outlook generally; general economic trends in China; and statements respecting anticipated business activities, planned expenditures, corporate strategies, participation in projects and financing, and other statements that are not historical facts.

By their nature, forward-looking information involves numerous assumptions, both general and specific, which may cause the actual results, performance or achievements of China Gold International and/or its subsidiaries to be materially different from any future results, performance or achievements expressed or implied by the forward-looking information. Some of the key assumptions include, among others, the absence of any material adverse change in its operations or in foreign exchange rates; the prevailing price of gold, copper and other non-ferrous metal products; the absence of lower-than-anticipated mineral recovery or other production problems; effective tax rates and other operating assumptions underlying China Gold International's financial performance as stated in the Technical Reports; China Gold International's ability to obtain regulatory approvals on a timely basis; continuing positive labour relations; the absence of any material adverse effects as a result of political instability, terrorism, natural disasters, litigation or arbitration and adverse changes in government regulation; the availability and accessibility of financing to China Gold International; and the performance by counterparties of the terms and conditions of all contracts to which China Gold International and its subsidiaries are a party. The forward-looking information is also based on the assumption that none of the risk factors identified in this AIF that could cause actual results to differ materially from the forward-looking information actually occurs.

Forward-looking information contained herein is stated as of the date of this AIF based on the opinions, estimates and assumptions of management. There are a number of important risks, uncertainties and other factors that could cause actual actions, events or results to differ materially from those described as forward-looking information. In particular, important factors that could cause actual results to differ from this forward-looking information include those described under the heading "Risk Factors" in this AIF. China Gold International disclaims any obligation to update any forward-looking information, whether as a result of new information, estimates, opinions or assumptions, future events or results or otherwise except to the extent required by law. There can be no assurance that forward-looking information will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. The forward-looking information in this AIF is expressly qualified by this cautionary statement. The reader is cautioned not to place undue reliance on forward-looking information.

## PRELIMINARY NOTES

### Date of Information

Unless otherwise indicated, all information contained in this Annual Information Form ("AIF") is current as of December 31, 2024.

### Currency and Exchange Rates

In this AIF, unless otherwise specified, all references to "dollars" and to "\$" are to United States dollars, references to "Cdn.\$" are to Canadian dollars and references to RMB are to the Chinese Yuan Renminbi.

The Bank of Canada exchange rates for the purchase of one United States dollar using Canadian dollars were as follows for the indicated periods:

	Year Ended December 31 <sup>(1)</sup>		
	2024	2023	2022
End of period	1.4389	1.3226	1.3544
High for the period	1.4416	1.3875	1.3856
Low for the period	1.3316	1.3128	1.2451
Average for the period	1.3698	1.3497	1.3013

<sup>(1)</sup> All data are based on the Bank of Canada daily exchange rate

On March 26, 2025, the daily average rate for Canadian dollars in terms of the United States dollar, as quoted by the Bank of Canada, was US\$1.00 = C\$1.427

On March 26, 2025, the daily average rate for Canadian dollars in terms of one RMB, as quoted by the Bank of Canada, was RMB1.00 = C\$0.198

### Defined Terms and Abbreviations

Throughout this AIF, there are terms that are defined in the document and used only in the relevant section in which they are defined. There are also a number of defined terms and abbreviations that are used consistently throughout the document, as follows:

"**BCBCA**" means *Business Corporations Act* (British Columbia);

"**Bonds**" means the issuance of bonds by Skyland BVI on July 23, 2020 in an aggregate principal amount of US\$300 million;

"**Brigade 217**" means Brigade 217 of the Northwest Geological Bureau of China, China Gold International's CJV partner in the CSH Gold Project;

"**CGDI**" means Changchun Gold Design Institute;

"**CGG Non-Compete**" means an undertaking granted in 2010 by the Company to China National Gold in which it undertakes not to compete with China National Gold and its Controlled Entities in respect of gold and nonferrous mineral prospects in PRC;

"**CGME**" or "**CGME Consulting Ltd.**" means China Gold Mining Engineering Consulting Ltd.

"**China**", "**PRC**" or "**State**" means the People's Republic of China;

"**China Gold Finance**" means China National Gold Group Finance Co., Ltd.

"**China Gold International**" or the "**Company**" means China Gold International Resources Corp. Ltd.;

"**China Gold HK**" means China National Gold Group Hong Kong Limited, a wholly owned subsidiary of China National Gold;

"**China National Gold**" or "**CNG**" means China National Gold Group Co., Ltd. (formerly, China National Gold Group Corporation);

"**CIM**" means the Canadian Institute of Mining, Metallurgy and Petroleum;

"**CJV**" means "Co-operative Joint Venture", a form of foreign investment enterprise established under the laws of China;

"**CNG Non-Compete**" means the undertaking granted in 2010 by China National Gold in which China National Gold agrees to not compete with the Company, nor allow its Controlled Entities to compete with the Company in the International Mining Business;

"**Common Shares**" means common shares in the capital of China Gold International;

"**Controlled Entities**" means any entity in which China National Gold holds an interest as a controlling shareholder, excluding as the context requires China Gold International and its subsidiaries;

"**CSH Gold Project**" means Chang Shan Hao gold project located in Inner Mongolia, China;

"**CSH Technical Report**" means the technical report regarding the CSH Gold Project entitled "NI 43-101 Technical Report for the Chang Shan Hao (CSH) Gold Property Inner Mongolia, the People's Republic of China" dated August 19, 2022, Guangpian Zhang, AusIMM

"**g/t**" means grams per tonne;

"**Group**" means China Gold International and its subsidiaries;

"**HKSE**" means The Stock Exchange of Hong Kong Limited;

"**Hong Kong Listing Rules**" means the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited;

"**Huatailong**" means Tibet Huatailong Mining Development Co., Ltd., a limited liability company incorporated in the PRC;

"**IFRS**" means International Financial Reporting Standards;

"**IMPM**" means Inner Mongolia Pacific Mining Co. Ltd.;

"**International Mining Business**" means gold or other non-ferrous mining operations or assets located outside of China;

"**Jiama Project**" means the Jiama polymetallic mineral property located in Tibet, China;

"**Jiama Technical Report**" means the technical report regarding the Jiama Project entitled "Feasibility Study Technical Report on the Jiama Copper-Polymetallic Project, Metrokongka County, Tibet Autonomous Region, The People's Republic of China dated January 30, 2014;

"**kg**" means kilogram;

"**km**" means kilometres;

"**km<sup>2</sup>**" means square kilometres;

"**kV**" means kilovolt;

"**m<sup>3</sup>**" means cubic metres;

"**m**" means metres;

"**mm**" means millimetres;

"**NI 43-101**" means National Instrument 43-101 of the Canadian Securities Administrators;

"**NI 52-110**" means National Instrument 52-110 of the Canadian Securities Administrators;

"**oz**" means ounce;

"**ROM**" means run-of-mine;

"**Skyland BVI**" means Skyland Mining (BVI) Limited, a wholly-owned subsidiary of China Gold International;

"**State Council**" means the chief administrative authority of the PRC;

"**t**" means tonnes;

"**tpd**" or "**t/d**" means tonnes per day;

"**Technical Reports**" means the CSH Technical Report and the Jiama Technical Report;

"**Trust Deed**" means the contract setting out terms and conditions of the issuance of the Bonds;

"**TSX**" means the Toronto Stock Exchange; and

"**VAT**" means value added tax.

## **CORPORATE STRUCTURE**

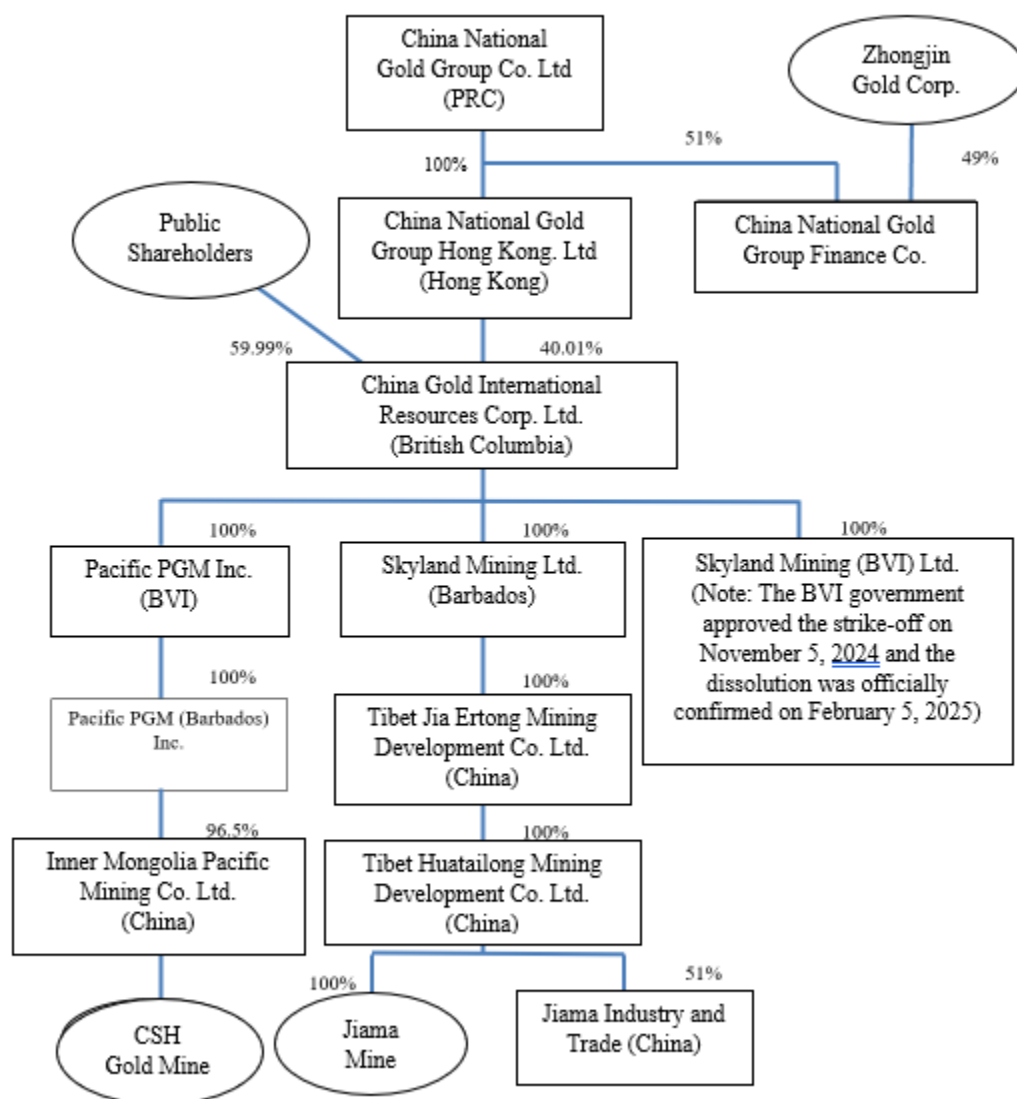
### **Name and Incorporation**

China Gold International was incorporated on May 31, 2000 pursuant to the *Company Act* (British Columbia) under the name Pacific Minerals Inc. The Company changed its name to Jinshan Gold Mines Inc. on March 9, 2004. In April 2004, the Company transitioned to the BCBCA. On October 6, 2006, the Company was listed on Toronto Stock Exchange. On July 19, 2010 the Company changed its name to China Gold International Resources Corp. Ltd., and on October 14, 2010 the Company amended its Notice of Articles to remove its class of preferred shares. On December 1, 2010, the Company was dual primary listed on Hong Kong Stock Exchange.

China Gold International's corporate head office and registered and records office is located at Suite 660, One Bentall Centre, 505 Burrard Street, Box 27, Vancouver, British Columbia, Canada, V7X 1M4.

### **Intercorporate Relationships**

The corporate structure of China Gold International, its material subsidiaries, the percentage ownership that China Gold International holds in such subsidiaries (if it is not wholly-owned) and the jurisdiction of incorporation of such corporations is set out in the following chart:



## GENERAL DEVELOPMENT OF THE BUSINESS

### Overview

China Gold International Resources Corp. Ltd. ("China Gold International" or "The Company") is a gold and base metal mining company incorporated in British Columbia, Canada. The Company conducts business consisting of the operation, acquisition, development and exploration of mineral properties. China Gold International's main properties are the CSH Gold Project, which is located in Inner Mongolia, PRC and the Jiama Project, which is located in the Tibet Autonomous Region of the PRC. China Gold International holds a 96.5% interest in the CSH Gold Mine, while its Chinese joint venture partner holds the remaining 3.5% interest. The CSH Gold Project commenced commercial production on July 1, 2008. The Company acquired 100% interest in the Jiama Project on December 1, 2010. The Jiama Project hosts a large scale copper-gold polymetallic deposit consisting of copper, gold, molybdenum, silver, lead and zinc, and commenced commercial production in September 2010. The Jiama Project completed its phases II expansion to increase its mining and mineral processing capacity, and phase II commenced commercial production in July 2018.

China National Gold, the ultimate controlling shareholder, indirectly owns **158,588,330** Shares, representing approximately **40.01%** of the outstanding common shares of the Company through its subsidiary, China Gold HK.

### Three Year History

Over the three most recently completed financial years, the significant events described below contributed to the development of our business.

#### *2022*

On February 18, 2022, the Company joined the Hang Seng Composite Index (HSCI). The HSCI is based on index funds, mutual funds as well as performance benchmarks. Constituents of HSCI are selected based on their market capitalization, trading volume and other criteria, which indicate further improvement of their influence in the Hong Kong capital market.

Effective on March 7, 2022, the Company's common shares were included as eligible securities under the Shenzhen-Hong Kong Stock Connect for the second time, following the Company's inclusion as a constituent stock of the HSCI. The Shenzhen-Hong Kong Stock Connect is a cross-boundary investment channel that connects the Shenzhen Stock Exchange and the Hong Kong Stock Exchange. Under the program, investors in each market can trade shares in the other market using their local brokers and clearing houses, expanding Company's shareholder base significantly.

On March 30, 2022, the Company declared a special dividend of US\$ 0.25 per common share payable on June 15, 2022 to shareholders of record on April 20, 2022, which doubled the dividend amount of 2021, reflecting the Company's strong financial results.

On August 19, 2022, the Company announced the results of resource estimate prepared by CGME Consulting Ltd. for its CSH gold mine. The Company has been carrying out exploration programs aimed at extending the area of known mineralization and determining mineral resources at depth that could be mined as an underground operation following the depletion of the mineral reserves at the open pit operations.

Highlights of the resource estimate in 2022:



- Measured and Indicated Mineral Resources mainly outside and below the ultimate shell of the existing open pit mine increased by 151% from 56.6 tonnes (“t”) (1.82 million ounces “Moz”) to 142t (4.57 Moz) of gold at an average grade of 0.63 g/t Au, providing basis for further studies on development of the mineral resources at depth;
- For the existing open pit, Proven and Probable Mineral Reserves increased by 18% from 26.3 t (0.85 Moz) to 31 t (1 Moz) of gold at an average grade of 0.65 g/t Au; and
- Mining production rate at northeast open-pit operation is planned at 40,000 tpd or 13.2 million tonnes per annum (“Mtpa”) of run-of-mine (“ROM”) ore from 2022 to 2025.

Effective on October 27, 2022, Mr. Liangyou Jiang resigned as Chairman of the Board and Chief Executive Officer, Mr. Shiliang Guan resigned as Executive Director and Vice President, Mr. Junhu Tong was appointed Chairman and Executive Director of the Board and Chief Executive Officer, Mr. Yuanhui Fu was appointed as Executive Director and Vice President and Mr. Wanming Wang was appointed as Non-executive Director of the Board.

## 2023

On March 27, 2023, a tailings overflow occurred due to minor tailing dam damages from the Guolanggou tailings pond at the Company's Jiamia Mine. The tailings overflow did not cause any contamination to the surrounding environment, and there was no impact on the safety of employees and local community, and the production operations were suspended.

On March 30, in connection with the Company's financial results for the year ended December 31, 2022, the Company declared a special dividend of US\$0.37 per common share payable on June 15, 2023, in an aggregate amount of US\$146,673,089.

On May 9, the Company and China Gold Finance entered into the First Supplemental Financial Services Agreement, pursuant to which both parties agreed to extend the expiry date of the Financial Services Agreement to 31 December 2026. Save as the expiry date, other terms and conditions under the Financial Services Agreement remain unchanged. On May 11, 2023, Inner Mongolia Pacific and China National Gold entered into the Fourth Supplemental Contract for Purchase and Sale of Doré (“**4<sup>th</sup> Supplemental Contract of P&S**”), pursuant to which both parties agreed to extend the expiry date of the Contract for Purchase and Sale of Doré to December 31, 2026. Save as the expiry date, other terms and conditions under the Contract for Purchase and Sale of Doré remain unchanged. Also on May 11, 2023, the Company and China National Gold entered into the Fourth Supplemental Products and Services Framework Agreement (“**4<sup>th</sup> Supplemental Agreement of Framework**”), pursuant to which both parties agreed to extend the expiry date of the Products and Services Framework Agreement to December 31, 2026. Save as the expiry date, other terms and conditions under the Products and Services Framework Agreement remain unchanged.

Effective on May 15, 2023, Ms. Yuehe Lu resigned as Chief Financial Officer (“**CFO**”) of the Company and Ms. Zheng Wang was appointed as new CFO of the Company. Also on May 15, 2023, Mr. Zhongxin Guo resigned as Chief Engineer and also ceased to be a qualified person for purposes of National Instrument 43-101 of the Canadian Securities Administrators (“**Qualified Person**”) of the Company, and Mr. Yingting Guo took over the role of Qualified Person since then.

On June 23, 2023, the bonds denominated in U.S. dollar, with an aggregate principal amount of US\$300 million issued on June 24, 2020, were fully repaid.

On June 29, 2023, at the annual general and special meeting of shareholders (“**Meeting**”) held on June 29, 2023, the Company's independent shareholders approved the *4th Supplemental Contract of P&S* and the *4th Supplemental Agreement of Framework*, each of which transaction was subject to independent

shareholder approval as a non-exempt continuing connected transaction under Chapter 14A of the Hong Kong Listing Rules. The resolution of the *First Supplemental Financial Services Agreement* was eventually withdrawn based on a survey of shareholders conducted before the Meeting, showing the unfavorability of the motion. The independent shareholders also approved the amended Articles of the Company to better align with recent legal and regulatory developments and market practice by Hong Kong Stock Exchange listed companies.

On December 15, 2023, certain operations at Jiama Mine gradually resumed after the repair and reinforcement work at the Guolanggou Tailings Dam was fully completed following the receipt of approval from the Lhasa Municipal Government.

2024

On May 30, 2024, the operation of the Phase II processing plant at its Jiama Mine was resumed with a daily processing capacity of 34,000 tonnes (tpd) following the receipt of approval from the Government of Tibet Autonomous Region after comprehensive repair and reinforcement work at the Guolanggou Tailings Dam was completed. The Phase I processing plant ceased operation after the Phase II process plant resumed operations due to the tailing discharge limits.

The processing capacity of 34,000 tpd will remain the same until the new tailing pond (Youlongbu Tailing Pond) commences operations and ramps up to 44,000 tpd, in line with the Mining License capacity.

On May 8, 2024, the Company and China Gold Finance entered into the 2024 Financial Services Agreement pursuant to which China Gold Finance agreed to provide the Company with a range of financial services including (a) the Deposit Service, (b) the Lending Services, (c) the Settlement Services and (d) the Other Financial Services, effective until 31 December 2026.

Pursuant to the Deposit Services Agreement, the Company may make withdrawals and deposits with China Gold Finance up to the maximum daily balance (including any interest accrued therefrom) set for the Deposit Service shall be (i) RMB2,600 million from the date of approval of the 2024 Financial Services Agreement to December 31, 2024, (ii) RMB3,000 million for the year ending December 31, 2025 and (iii) RMB3,400 million for the year ending December 31, 2026. The interest rates payable by China Gold Finance to the Group for the Deposit Service shall not be lower than (a) the benchmark deposit rates prescribed by the PBC and (b) the deposit rates payable by Industrial and Commercial Bank of China, Agricultural Bank of China, Bank of China and China Construction Bank (the “Major PRC Commercial Banks”). At the annual general and special meeting of shareholders held on June 27, 2024, the Company’s independent shareholders approved the Deposit Services Agreement.

Effective August 4, 2024, Mr. Junhu Tong resigned as Chairman, Executive Director, and Chief Executive Officer (“CEO”) and retired by the company’s retirement age policies.

Effective on November 14, 2024, Mr. Chenguang Hou was appointed Chairman and Executive Director of the Board and Chief Executive Officer (“CEO”)

## **DESCRIPTION OF THE BUSINESS**

### **Laws and Regulations Relating to Mining in China**

The following represents a summary of relevant laws of the PRC that affect the business operations of China Gold International. This summary represents a general discussion of relevant laws by the Company and does not constitute legal advice. This information is current to the year ended December 31, 2024.

## *Mineral Resource Laws*

Under the *Mineral Resources Law* of the PRC, all mineral resources of the PRC are owned by the State. The State Council's competent authority for geology and mineral resources is responsible for the supervision and administration of the exploration and mining of mineral resources nationwide. The geology and mineral resources departments of the Chinese Government in the respective provinces, autonomous regions and municipalities are responsible for the supervision and administration of the exploration and mining of mineral resources within their own jurisdictions. Enterprises engaged in the mining or exploration of mineral resources must obtain mining permits and exploration permits, as the case may be, which are transferable for consideration only in certain circumstances as provided under PRC laws and regulations, subject to approval by relevant administrative authorities.

According to the *Mineral Resources Law* of the PRC, the *Administrative Measures on Registration of Tenement of Mineral Resources Exploration and Survey* and the *Administrative Measures on Registration of Mineral Resources Exploitation*, before exploration and mining activities relating to mineral resources can commence, the project company must first obtain exploration permits and mining permits, which generally entitle the project company to the exploration and mining rights attached to the relevant mineral project.

Holders of exploration permits and of mining permits are subject to exploration right usage fees and mining right usage fees, respectively. Mining right usage fees are payable on an annual basis. The annual rate of mining right usage fee is RMB1,000 per km<sup>2</sup> of mining area. Exploration right usage fees are also calculated according to the size of the exploration area and are payable on an annual basis. The annual rate of exploration right usage fees for the first year to the third year of exploration is RMB100 per km<sup>2</sup> of exploration area. From the fourth year of exploration onwards, the rate increases by RMB100 per km<sup>2</sup> of exploration area per year and is subject to a maximum rate of RMB500 per km<sup>2</sup> per year.

### *Rights and Obligations of Holders of Exploration Permits*

The holder of an exploration permit has, among others, the following rights:

- right to carry out exploration of the designated subject in the designated area and within the prescribed time as recorded on the exploration permit;
- right to set up apparatus for power supply, water supply and communication channels in the exploration area and its adjacent areas, without prejudice to the original equipment for power supply, water supply and communication channels;
- access to the exploration area and its adjacent areas;
- right to temporarily use the land legally in accordance with the needs of the exploration project;
- priority in obtaining the mining right of mineral resources as specified on the exploration permit;
- priority in obtaining the exploration right of other newly discovered minerals within the designated exploration area;
- Exploration rights may be transferred to a third party after the following conditions are met:

The requirements of national policies are met; the usage fee of exploration rights and the price of exploration rights have been paid; there is no dispute over the ownership of the exploration rights, and the natural resources management department issues an opinion letter. For exploration rights

obtained through agreement, the exploration rights must have been held for at least five years, except for any transfer or modification of ownership between the parent company and the wholly-owned subsidiary and between applicants having fulfilled the exploring entities' qualifications and conditions; and

- right to sell the mineral products recovered during the construction in exploration per the approved engineering design, except for those mineral products which are required by the State Council to be sold to designated entities.

The holder of an exploration permit has, among others, the following obligations:

- to commence and complete the exploration work within the term of the exploration permit;
- to report commencement of the exploration to the exploration registration authorities;
- to carry out the exploration work in accordance with the exploration plan and to ensure that there is no occurrence of unauthorized mining activities in the designated area;
- to carry out integrated exploration and assessment activities on the paragenetic and associated mineral resources;
- to submit an exploration report of the mineral resources to the relevant government authority for approval;
- to file with the exploration result of mineral resources for record as required;
- to act in line with the laws and regulations relating to labour safety, land rehabilitation and environment protection; and
- to seal and fill the exploratory wells and tunnelling in a timely manner and take steps to eliminate potential safety hazards and to carry out reclamation and ethological restoration upon the completion of the exploration work.

#### *Rights and Obligations of Holders of Mining Permits*

The holder of a mining permit has, among others, the following rights:

- to engage in mining activities in the designated area and within the term prescribed under the mining permit;
- to set up production facilities and amenities within the designated area;
- to sell the mineral products, except for those minerals which are required by the State Council to be sold to designated entities;
- to acquire correlative rights such as the land use rights, road access rights, rights for constructing oil transportation and communication line legally based on the requirement of its production and construction.
- to lawfully transfer mining rights or raise financing by mining rights; and
- to form joint venture or cooperative operation by mining rights

The holder of a mining permit has, among others, the following obligations:

- to carry out mining activities in the designated area and within the term of the mining permit;
- to effectively protect and reasonably extract the mineral resources and integrate the use of the mineral resources;
- to pay resources tax and mining royalty;
- to comply with laws and regulations relating to labour safety, soil and land conservation, land rehabilitation and environment protection; and
- to be supervised by the geology and mineral resources management departments and relevant authority and submit a report on the utilisation of mineral resources to the relevant government authority.

#### *Proceeds from the Assignment of Mining rights*

According to the "Measures for the Collection of Proceeds from the Assignment of Mining Rights" (Cai Zong [2023] No. 10) issued by the Ministry of Finance, the Ministry of Natural Resources, and the State Administration of Taxation, and the "Measures for the Administration of the Collection of Proceeds from the Assignment of Mining Rights in the Tibet Autonomous Region" (Zang Cai Shui [2023] No. 26) issued by the Department of Finance of Tibet Autonomous Region, the Department of Natural Resources of Tibet Autonomous Region, and the State Administration of Taxation of Tibet Autonomous Region (collectively referred to as "Notice No. 10"), mining rights holders engaged in the exploration and exploitation of mineral resources within the Tibet Autonomous Region are required to pay proceeds from the assignment of mining rights. The methods of collecting proceeds from the assignment of mining rights include the collection in the form of the assignment yield of mining rights or in the form of the assigned amount. Copper (ore processing products) and gold (ore processing products) are both mineral types subject to the collection of proceeds from the assignment of mining rights in the form of the assigned yield of mining rights. Proceeds from the assignment of mining rights = Transaction price of exploration rights (mining rights) + Annual collection of proceeds from the assignment of mining rights. Among them, the proceeds from the assignment of mining rights collected annually = annual mineral product sales revenue × assigned yield of mining rights. The sales revenue of mineral products is determined based on the total income collected by the mining rights holder from the buyer for the sale of mineral products, excluding VAT. On September 3, 2024, the Ministry of Natural Resources, the Ministry of Finance, and the State Administration of Taxation issued the "Notice on Issues Related to the Calculation of Mineral Product Sales Revenue in the Collection of the Proceeds from the Assignment of Mining Rights" (Zi Ran Zi Fa [2024] No. 173). This notice provides details and clarifications on the calculation of mineral product sales revenue when collecting the proceeds from the assignment of mining rights in the form of the assigned yield of mining rights under Notice No. 10.

According to Notice No. 10, for exploration rights and mining rights acquired through prior application, which have not undergone paid disposal and do not involve state-funded exploration of mineral sites, the proceeds from the assignment of mining rights are levied annually based on the assigned yield of mining rights at the time of mineral product sales for copper (mineral processing products) and gold (mineral processing products) that have been converted into mining rights. The unpaid proceeds from the assignment of mining rights from July 1, 2017 to April 30, 2023 shall be calculated based on the collection standard of the assigned yield of mining rights stipulated in Notice No. 10 and the sales revenue during the unpaid period. It can be collected either in a lump sum or averaged over six years. The proceeds from the

assignment of mining rights payable after May 1, 2023 shall be collected annually based on the assigned yield of mining rights at the time of mineral product sales.

On November 8, 2024, the Standing Committee of the National People's Congress of the PRC reviewed and passed the revised new *Mineral Resources Law of the PRC*. The new *Mineral Resources Law* will be implemented from July 1, 2025. This revision has made significant adjustments to the currently effective *Mineral Resources Law*, with the main amendments including:

- The exploration rights and mining rights are collectively referred to as mineral rights, and it is stipulated that mineral rights shall be assigned through competitive methods such as tendering, auctioning, and listing, except as otherwise provided.
- The registration of property rights shall be separated from the exploration and mining permission, i.e., when establish mineral rights, an application for mineral rights registration should be submitted to the department responsible for the assignment of mineral rights. After obtaining the mineral rights certificate, the mineral rights holder shall prepare exploration and mining proposals before conducting exploration and extraction of mineral resources, and such proposals shall be submitted to the original department responsible for the transfer of mineral rights for approval. Only after obtaining the exploration permit and mining permit can exploration and extraction operations be carried out.
- It is stipulated that the holder of an exploration right is entitled to explore relevant mineral resources within the registered exploration area and to obtain mining rights in accordance with the law. For the needs of the public interest, or as a result of force majeure or other special circumstances, if the exploration right cannot be converted into a mining right at the moment, the holder of the exploration right may apply for the retention of the exploration right. During the retention period of the exploration right, the exploration right period is suspended from counting.
- Establish a recovery and compensation system for mineral rights.
- Implement a unified exploration and extraction system for oil and gas mineral rights.
- Extend the exploration rights period, specifying that the period for exploration rights is five years. The exploration rights may be renewed upon expiration, with a maximum of three renewals, and each renewal will last for five years.
- Grant mineral rights holders the priority to obtain newly discovered mineral resources, allowing mineral rights holders the right to lawfully acquire the mineral rights of other newly discovered mineral resources within the registered exploration and mining areas.
- Establish an ecological restoration system for mining areas, with the holder of the mining rights being the primary responsible party for ecological restoration of the mining area. The ecological restoration obligations of the holder of the mining rights shall not be exempted due to the termination of the mining right; in the case of a transfer of the mining rights, it shall be the transferee to fulfill the ecological restoration obligations of the mining area. Before exploiting mineral resources, the holder of the mining rights shall prepare an ecological restoration plan for the mining area and submit it along with the exploitation plan for approval by the original department responsible for assigning mineral rights. The company's ecological restoration expenses for the mining area are included in the production costs.

- Clearly define the legal status of mineral resources inspection, specifying that the main body of mineral resources inspection is an institution authorized by the State Council, with the targets of inspection being the people's governments of provinces, autonomous regions, and municipalities directly under the central government. The content of the inspection includes the development and utilization of mineral resources and the supervision and management thereof.
- Clearly stipulate the management of mineral resource encroachment.

After the revision of the new *Mineral Resources Law*, related supporting regulations and rules may also be adjusted, which may impact the disclosures made by the Company in this section.

#### *Laws and Regulations Relating to the Administration of Gold*

Under the *Administrative Regulations on Gold and Silver* of the PRC ("**Administrative Regulations**"), the State shall pursue a policy of unified control over, and monopoly purchase and distribution of gold and silver, and the PBOC shall be the State organ responsible for the control of gold and silver. Purchase and sale of gold and silver were subject to the regulation of the PBOC. All gold and silver mined and refined by mining enterprises, rural communes, the armed forces and individuals engaged in the production of gold and silver (including those with ore exploration, mining, smelting and refining as their supplementary business), were required to be sold to the PBOC, and were not permitted to be retained for sale, exchange or use. Entities requiring gold and silver for use were required to submit a proposal to the PBOC on the use of gold and silver, which the PBOC would then examine and possibly approve.

On October 30, 2002, the Shanghai Gold Exchange commenced operation under the supervision of the State Council. Thereafter, the PBOC ceased its gold allocation and gold purchase operations. All PRC gold producers are now required to sell their standard gold bullion through the Shanghai Gold Exchange, and prices of gold on the Shanghai Gold Exchange are determined by market demand and supply, which essentially converge with the price of gold in the international market. On February 27, 2003, the State Council cancelled the approval requirements for the production and sale of gold and gold products. As a result, although the Administrative Regulations have not been abolished, the policy of "centralised purchase and allocation of gold " as stipulated under the Administrative Regulations has been terminated in practice.

Since January 8<sup>th</sup>, 2011, the State Council revised *Administration Regulations on Gold and Silver* in PRC and cleared the outstanding projects which were subject to administrative approval by its ministries and departments. However, the import and export of gold and gold products remain subject to administrative examination and approval. The authority responsible for such examination and approval is the PBOC.

#### *Laws and Regulations Relating to Environmental Protection*

The Ministry of Ecology and Environment is responsible for the supervision of environmental protection in, establishment and implementation of national standards for environmental quality and discharge of pollutants for, and supervision of the environmental management system of, the PRC. Environmental protection bureaus at the county level or above are responsible for environmental protection within their jurisdictions.

The *Environmental Protection Law* of the PRC requires entities that operate production facilities that may cause pollution or produce other toxic materials to take steps to protect the environment and establish an environmental protection and management system. The system includes the adopting of effective measures to prevent and control exhaust gas, sewage, waste residues, dust or other waste materials. Entities discharging pollutants must register with the relevant environmental protection authorities.

The *Environmental Protection Law* of the PRC and the *Administrative Regulations on Environmental Protection for Construction Project* stipulate that prior to the construction of new facilities or expansion or transformation of existing facilities that may cause a significant impact on the environment, a report on the environmental impact of the construction project needs to be submitted to the relevant environmental protection authority for approval. Environmental protection facilities shall be designed, constructed and put into use concurrently with the main production facilities. The newly constructed production facilities may not be operated until the relevant authority is satisfied after inspection that accompanied environmental protection facilities are in compliance with all relevant environmental protection standards.

Under the *Mineral Resources Law* of the PRC, the amended *Land Administration Law* of the PRC and *Regulation on Land Rehabilitation*, exploration of mineral resources must be in compliance with the legal requirements on environmental protection so as to prevent environmental pollution. If any damage is caused to cultivated land, grassland or forest as a result of exploration or mining activities, mining enterprises must restore the land to a state appropriate for use by reclamation, re-planting trees or grasses or such other measures as appropriate to the local conditions. Mining enterprises shall submit a rehabilitation proposal when applying for construction land or mining rights, and shall include land rehabilitation expenses in their production costs or in their gross investment in construction projects. At completion of the rehabilitation stipulated in the proposal, the rehabilitation shall pass an acceptance examination conducted by the relevant government authority. If the rehabilitation is not completed or does not comply with the relevant examination requirements, the mining enterprise must pay a fee for land rehabilitation.

Upon closure of a mine, a report in relation to land rehabilitation and environmental protection must be submitted for approval. Enterprises which fail to perform or satisfy the requirements on land rehabilitation may be penalised by the relevant land administration authority.

The Ministry of Ecology and Environment shall formulate national standards on emission of pollutants in accordance with the national standards on environmental quality, and the State economic and technological conditions. Governments at the provincial level and of the autonomous regions and municipalities may formulate their respective local standards on the discharge of pollutants for items not specified in the national standards. These local governments may formulate local standards which are more stringent than the national ones for items already specified in the national standards. Pursuant to the requirements under the amended *Law on Prevention of Water Pollution* of the PRC, the amended *Law on Prevention of Air Pollution* of the PRC, and *Law on Environmental Protection Tax of the PRC*, Enterprises and producers that directly discharge taxable pollutants into the environment are the taxpayers of environmental protection tax and shall pay environmental protection tax in accordance with the provisions of the Law. Taxpayers who file quarterly returns shall, within fifteen days from the end of the quarter, file tax returns and pay taxes to the tax authorities.

Under the amended *Law on Prevention of Environmental Pollution Caused by Solid Waste* of the PRC, entities and individuals generating, collecting, storing, transporting, utilising or disposing of solid waste must take precautions against the spread, loss, and leakage of such solid waste or adopt such other measures to prevent such solid waste from polluting the environment.

The penalties for breach of the environmental protection laws vary from warnings, fines, suspending production or operation to other administrative sanctions, depending on the degree of damage or the results of the incidents. The responsible person of the entity may be subject to criminal liabilities for serious breaches resulting in significant damage to private or public property or personal injury or death.

As the environmental protection is under the administration and supervision of authorities that are distinct from the ones issuing the exploration and mining permits, the breach of the relevant environmental protection laws would not entail revocation of the exploration and mining permits directly. However, the environmental protection authorities may seek cooperation from the authorities in charge of the issuance of



such permits, which are competent to revoke the exploration and mining permits pursuant to the *Mineral Resources Law* of the PRC.

#### *Laws and Regulations Relating to Production Safety*

The PRC government has formulated a relatively comprehensive set of laws and regulations on production safety, including the *Law on Production Safety* of the PRC, the *Law on Mine Safety* of the PRC, the *Law on Fire Protection* of the PRC, the *Law on Road Traffic Safety* of the PRC, the *Law on Special Equipment Safety* of the PRC, the *Law on Emergency Response* of the PRC, the *Law on Occupational Disease Prevention and Control* of the PRC as well as several regulations, such as the *Safety Production License*, etc., which pertain to the mining, processing and smelting operation of the mining industry. The Ministry of Emergency Management is responsible for the overall supervision and management of the production safety nationwide while the departments in charge of production safety at the county level or above are responsible for the overall supervision and management of the production safety within their own jurisdictions.

The State implements a licensing system for production safety of mining enterprises. No mining enterprise may engage in production activities without holding a valid production safety certificate. Enterprises which fail to fulfil the production safety conditions are not allowed to carry out any production activity. Mining enterprises which have obtained the production safety certificate may not lower their production safety standards, and are subject to the supervision and inspection by the licensing authorities from time to time. If the licensing authorities are of the opinion that the mining enterprises do not fulfil the production safety requirements, the production safety certificate may be withheld or revoked. At the same time, the State implements a system of registered safety engineer and mining enterprises shall have registered safety engineers engaged in safety production management work.

The State has also formulated a set of national standards on production safety for the mining industry. In general, the mine design must comply with the production safety requirements and industry practice. The safety standards for mine design and daily production facilities are more stringent, particularly with stricter requirements regarding equipment safety and personnel safety.

A mining enterprise must establish a safety management body or a designated safety management team to be responsible for production safety matters. Education and training on production safety must be provided to workers to ensure that they fully understand the regulations on and the procedures required for production safety, and are able to master the necessary skills for operation safety for their own positions. Those who do not receive this education and training are not permitted to work at the mine.

The penalties for breach of production safety laws vary from warnings, fines, suspension of production or operation and other administrative sanctions, depending on the degree of damage and the nature of the incident. The person who is personally responsible for such incident may be subject to demotion or termination of employment, or criminal liability for serious breaches resulting in significant incidents. The State has implemented an accountability system over incidents relating to production safety.

As production safety is under the administration and supervision of authorities that are different from the ones issuing the exploration and mining permits, the breach of the relevant production safety laws would not entail revocation of the exploration and mining permits directly. However, the production safety authorities may seek cooperation from the authorities in charge of the issuance of such permits, which have the authority to revoke the exploration and mining permits according to the *Mineral Resources Law* of the PRC.

### *Laws and Regulations Relating to Taxation*

The State encourages the development of the gold industry by implementing preferential treatment on taxation. Gold production enterprises engaged in the sales of standard gold and gold sand (containing gold content), are exempted from VAT. Transactions made by gold trading enterprises and intermediaries, which are members of the Shanghai Gold Exchange, on the Shanghai Gold Exchange without physical settlement are exempted from VAT, and transactions with physical settlement are subject to VAT levying and immediate refund.

Enterprises engaged in the mining of mineral resources must pay resources tax in accordance with relevant regulations of the State. Resource taxes is levied on an ad valorem or a volumetric basis in accordance with the Table of Taxable Items and Rates. Where the ad valorem taxation is implemented, the amount of tax payable shall be calculated in accordance with the sales amount of taxable resource products (taxable products) multiplied by the specific applicable tax rate; Where tax is levied based on the volumetric basis, the amount of tax payable shall be calculated on the basis of the quantity of taxable products sold multiplied by the specific applicable tax rate. The resource tax rate applicable to gold (raw ore or processed ore) is 2%-6%, and the resource tax rate applicable to copper (raw ore or processed ore) is 2% - 10%.

Foreign invested enterprises in the PRC are subject to an enterprise income tax at a uniform rate of 25%. A non-resident enterprise that has an establishment or premises within the PRC shall pay enterprise income tax at a rate of 25% on its income that is derived by such establishment or premises inside the PRC and income that is sourced outside the PRC but is actually connected with the said establishment or premises, unless it is a dividend income where an exemption may apply. A non-resident enterprise that has no establishment or premises within the PRC but has income from the PRC, and a non-resident enterprise that has establishment or premises in the PRC but its income has no actual connection to such establishment or premises in the PRC, shall be subject to PRC withholding tax at the rate of 10% on its income sourced from inside the PRC.

### *Laws and Regulations relating to Foreign Investment in Gold*

The *Law on Foreign Investment* of the PRC, the *Implementation Regulations of Law on Foreign Investment* in the PRC and the "Catalogue for Guidance of Foreign Investment" promulgated by the NDRC and the Chinese Ministry of Commerce ("MOFCOM"), provides that the mining or operation of certain types of minerals are classified as restricted or prohibited categories for foreign investment. For example, Exploration, mining, and mineral processing of rare earths, radioactive minerals, and tungsten are designated as prohibited industries. The negative list defines the areas where investment is restricted, and foreign investors shall meet the requirements for equity ownership, senior management and other restrictive access measures stipulated in the negative list.

### *Laws and Regulations relating to Foreign Investment in Molybdenum*

The exploration and mining of molybdenum falls within the category where foreign investors can invest.

### *Laws and Regulations Relating to Foreign Invested Enterprises*

The establishment, operation, and management of companies in the PRC are governed by the *Company Law of the PRC* (hereinafter referred to as the "*Company Law*"), with the newly amended *Company Law*

coming into effect on July 1, 2024. According to the *Company Law*, companies established within the PRC are limited liability companies and joint stock companies.

According to the provisions of the *Company Law*, the shareholders' meeting of a limited liability company is composed of all shareholders. The shareholders' meeting exercises the following powers:

- to elect and replace directors and supervisors, and decide on matters related to the compensation of directors and supervisors;
- to review and approve the report of the board of directors;
- to review and approve the report of the supervisory committee;
- to review and approve the company's profit distribution proposal and loss compensation proposal;
- to make a resolution on the increase or decrease of the company's registered capital;
- to make a resolution on the issuance of corporate bonds;
- to make resolutions on the company merger, division, dissolution, liquidation, or change of the company's form;
- to amend the company's Articles of Association;
- to exercise other powers stipulated in the company's Articles of Association.

The shareholders' meeting may authorize the board of directors to make resolutions regarding the issuance of corporate bonds. A limited liability company with only one shareholder does not establish a shareholders' meeting.

According to the provisions of the *Company Law*, the board of directors of a limited liability company exercises the following powers:

- to convene the shareholders' meeting and report work to the shareholders' meeting;
- to execute the resolutions of the shareholders' meeting;
- to determine the company's operational plans and investment proposals;
- to formulate the company's profit distribution proposal and loss compensation proposal;
- to formulate proposals for the increase or decrease of the company's registered capital and the issuance of corporate bonds;
- to formulate proposals for company merger, division, dissolution, or change of the company's form;
- to decide on the establishment of the company's internal management bodies;
- to decide on the appointment or dismissal of the company's managers and their remuneration matters, and based on the manager's nomination, decide on the appointment or dismissal of the company's deputy manager, financial officer, and their remuneration matters;

- to formulate the company's basic management system;
- to exercise other powers granted by the company's Articles of Association or the shareholders' meeting.

The limitations on the powers of the board of directors as set out in the Articles of Association shall not be enforceable against bona fide third parties. A limited liability company with a smaller scale or fewer shareholders may choose not to establish a board of directors and instead appoint a single director.

The *Company Law* also applies to foreign-invested enterprises. The *Foreign Investment Law of the PRC* (the "*Foreign Investment Law*") came into effect on January 1, 2020, and simultaneously, the *Law of the People's Republic of China on Chinese-Foreign Equity Joint Ventures*, the *Law of the People's Republic of China on Wholly Foreign-Owned Enterprises*, and the *Law of the People's Republic of China on Chinese-Foreign Cooperative Joint Ventures* (the "*CJV Law*") were repealed. According to the *Foreign Investment Law*, "foreign investment" refers to investment activities conducted directly or indirectly within the PRC by foreign individuals, enterprises, or other organizations. "Foreign-invested enterprises" refer to enterprises that are wholly or partially invested by foreign investors and are established through registration in accordance with PRC law within the PRC. Foreign investors or foreign-invested enterprises shall submit investment information to the competent commerce department through the enterprise registration system and the enterprise credit information publicity system.

Before the implementation of the *Foreign Investment Law*, foreign-invested enterprises established in accordance with the *Law of the People's Republic of China on Chinese-Foreign Equity Joint Ventures*, the *Law of the People's Republic of China on Wholly Foreign-Owned Enterprises*, and the *CJV Law* may retain their original organizational form for five years after the implementation of the *Foreign Investment Law*. They are required to adjust their corporate organizational structure, operational guidelines, etc., in accordance with the *Company Law* and other legal provisions by December 31, 2024. The specific requirements are as follows:

- Adjust the highest authority to the shareholders' meeting: According to the *CJV Law* (now defunct), the board of directors or joint management authority was the highest authority of the cooperative enterprise. Therefore, a CJV must adjust its highest authority to the shareholders' meeting in accordance with the *Company Law*, and clearly define the powers, deliberation methods, and voting procedures of the shareholders' meeting in the Articles of Association.
- Adjust the method of electing directors, the powers, the deliberation methods, and the voting procedures of the board of directors: According to the *Implementing Rules for the Law of the People's Republic of China on Chinese-Foreign Cooperative Joint Venture* (now defunct), the parties involved in the cooperation may independently agree on the allocation of seats on the board of directors or the joint management committee, and the directors or the members of the joint management committee may be independently appointed or replaced by the parties involved in the cooperation. After the adjustments in accordance with the *Company Law*, the company's directors should be elected by the shareholders' meeting and are not required to follow the original provisions of the *CJV Law* (now defunct) regarding "one party of the Chinese-foreign cooperation party serving as the chairman of the board of directors or the director of the joint management authority, with the other party serving as the vice-chairman or deputy director." In a limited liability company with more than three hundred employees, except where a board of supervisors is established in accordance with the law and includes employee representatives, the board of directors should include employee representatives. Employee representatives on the board of directors are elected through democratic processes such as the employees' congress, general meeting of employees, or other forms by the company's employees.

- Adjust the method of electing supervisors: After adjustments in accordance with the *Company Law*, if a supervisory committee is established, the members of the supervisory committee shall be more than three, and the proportion of employee representatives shall not be less than one-third. Employee representatives are elected through democratic processes such as the employees' congress, general meeting of employees, or other forms by the company's employees. According to the provisions of the *Company Law*, an audit committee composed of directors may be established within the board of directors to exercise the supervisory functions, without setting up a supervisory committee or supervisors. A limited liability company with a smaller scale or fewer shareholders may choose not to establish a supervisory committee and instead appoint a single supervisor to exercise the powers of the supervisory committee; with the unanimous consent of all shareholders, it may also choose not to appoint a supervisor.

#### *Laws and Regulations Relating to Geological Environment Protection*

Pursuant to the *Provisions on the Protection of the Geologic Environment of Mines*:

- The Ministry of Natural Resources shall be responsible for the protection of the geologic environment of mines and the local authorities in charge of natural resources at or above the county level is responsible for the protection of the geological environment in mines in their own administrative regions;
- When applying for a mining license, the mining right applicant shall prepare a plan of mining geological-environment protection and land reclamation and submit the plan to the natural resources authorities for approval. In the case that the mining license is for expanding the scale of mining, changing the scope of the mining area, or changing the mining method, the applicant shall re-prepare the geological environment protection and land reclamation plan and submit it to the original approval authority for approval;

According to the *2017 Notice of the Reform Program of the Mineral Resources Royalty by the State Council*, the mining rights holder shall establish a Mining Geological Environmental Management and Restoration fund. Mining enterprises shall establish a separate accounting item, set aside funds from sales revenue at a certain ratio for the Fund, and record it in production costs.

#### **Risk Factors**

*Readers should carefully consider all of the information set out in this AIF, including the risks and uncertainties described below. China Gold International's business, financial condition or results of operations could be materially and adversely affected by any of these risks.*

#### **The Company is subject to commodity price risks.**

Substantially all of the Company's revenues and cash flows from operating activities are derived from the sale of gold, copper and other metals. Historically, the market prices for gold, copper and other metals have fluctuated widely and experienced periods of significant decline. Prices are influenced by numerous factors and events which are beyond the Company's control such as world demand and supply, forward selling activities, costs of production by other producers and other macro-economic factors such as expectations regarding inflation, interest rates, currency exchange rates as well as general global economic conditions and political trends. The Company does not engage in any hedging activities. If market prices for these metals should fall due to these or other factors and events, China Gold International's business, results of operations and the price of the Common Shares could be materially and adversely affected.

**The Company is subject to foreign exchange risk.**

The majority of the Company's operating costs are denominated in RMB, but the Company's consolidated financial results are published in U.S. dollars. Therefore, if the RMB appreciates against the U.S. dollar, it could adversely affect the Company's consolidated financial results. Moreover, to the extent that the Company needs to convert the proceeds from its future financing into the RMB for the Company's operations, appreciation of the RMB against the relevant foreign currencies could have an adverse effect on the RMB amount the Company would receive from the conversion.

**The Company's reserve and resource estimates are based on assumptions which may prove to be inaccurate, and it may produce less than the current estimates.**

The figures for mineral reserves and mineral resources contained in this Annual Information Form are estimates only based on a number of assumptions, any adverse changes to which could require us to lower our mineral resource and mineral reserve estimates and no assurance can be given that the anticipated tonnages and grades will be achieved, that the indicated level of recovery will be realized or that mineral reserves could be mined or processed profitably. Our estimates of economically recoverable reserves are primarily based upon interpretations of geological models, which make various assumptions, such as assumptions with respect to, prices, costs, regulations, and environmental and geological factors. These assumptions have a significant effect on the amounts recognized in our technical reports and our financial statements, and any material difference between these assumptions and actual events may affect the economic viability of our properties or any project undertaken by us. There are numerous uncertainties inherent in estimating mineral reserves and mineral resources, including many factors beyond the Company's control. Such estimation is a subjective process, and the accuracy of any reserve or resource estimate is a function of the quantity and quality of available data and of the assumptions made and judgments used in engineering and geological interpretation. Short-term operating factors relating to the mineral reserves, such as the need for orderly development of the ore bodies or the processing of new or different ore grades, may cause the mining operation to be unprofitable in any particular accounting period. In addition, there can be no assurance that gold, silver or copper recoveries in small scale laboratory tests will be duplicated in larger scale tests under on-site conditions or during production. Valid estimates made at a given time may significantly change when new information becomes available.

Fluctuation in gold, copper and other metal prices, results of drilling, metallurgical testing and production and the evaluation of mine plans subsequent to the date of any estimate may require revision of such estimate. The volume and grade of reserves mined and processed and recovery rates may not be the same as currently anticipated. Any material reductions in estimates of mineral reserves and mineral resources, or of the Company's ability to extract these mineral reserves, could have a material adverse effect on the Company's results of operations and financial condition.

**The Company's production estimates are subject to operating risks.**

China Gold International generates all of its cash flow from the production of minerals at its two operating mines, the CSH Gold Project and the Jiama Project. The Company's production estimates from these mines are based on numerous assumptions including, among other things, reserve estimates, assumptions regarding ground conditions and physical characteristics of ores (such as hardness and presence or absence of certain metallurgical characteristics), estimated recovery rates and estimated rates and costs of production. By its nature, the business of mining and processing contains elements of significant risk and hazards which can affect these assumptions and thereby modify production. Actual production may vary from estimates for a variety of reasons, including risks and hazards set out below:

- actual ore mined varying from estimates in grade, tonnage, and metallurgical and other characteristics;

- lower than estimated recovery rate;
- mining dilution;
- pit wall failures or cave-ins;
- industrial accidents;
- natural phenomena such as inclement weather conditions, floods, blizzards, droughts, rock slides and earthquakes;
- encountering of unusual or unexpected geological conditions;
- changes in power costs and potential power shortages;
- shortages of principal supplies needed for operation, including explosives, fuels, equipment parts and lubricating oil;
- litigation; and
- restrictions imposed by government authorities.

The Company's mining operations may also be disrupted by environmental hazards, industrial accidents (including but not limited to mishandling of dangerous articles), technical or mechanical failures, processing deficiencies, labour disputes, community protests or civil unrest, discharge of toxic chemicals, fire, explosions, and other delays. China Gold International's mines are also subject to equipment failures and technical risks in that the Company's infrastructure may not perform as designed. For example, the mine production at the CSH Gold Project is expected to depend mostly on the crushing production and heap leach gold recovery rate. Since the height of the heap is increasing year after year at the CSH Gold Project, gold bearing solutions will take longer to reach the processing plant, which could cause delays in the gold production. Meanwhile, the remote location and harsh climate at the Jiama Project makes it susceptible to electricity shortfalls during the winter months which have disrupted production in the past.

Such occurrences could result in damage to mineral properties, interruptions in production, increased production costs, monetary losses, injury or death to persons, damage to the Company's property or the property of others, monetary losses and legal liabilities. The Company's failure to achieve its production estimates could have a material and adverse effect on the Company's future cash flow, results of operations and financial condition.

**The Company may not be able to maintain an adequate and timely supply of electricity, water, auxiliary materials, equipment, spare parts and other critical supplies at reasonable prices or at all.**

Cost effective operations of the Company's mines depend, among other things, on the adequate and timely supply of electricity, water and auxiliary materials. Major auxiliary materials used in the Company's production include forged steel grinding balls, chemical products, explosives, lubricating oil, electric wires and cables, rubber products and fuel. The Company sources its auxiliary materials from domestic suppliers and its equipment from suppliers in the PRC and other countries. If the Company's supply of auxiliary materials, equipment or spare parts are interrupted or their prices increase, or the Company's existing suppliers cease to supply the Company on acceptable terms, the Company's business, financial condition and results of operations could be materially and adversely affected.

Electricity and water are the main utilities used in the Company's exploration and mining. Because the Company's mines are situated in remote locations in China, the Company faces a relatively higher risk of an interruption or shortage in the Company's electricity supply, which could materially and adversely affect the Company's production and production safety by disrupting operations such as water pumping and

ventilation. For example, the remote location and harsh climate at the Jiama Project make it susceptible to power shortages during the winter months which have disrupted production in the past.

**The Company is inexperienced in the acquisition and development of mining assets outside of China and the Company may not be able to acquire and operate gold or other non-ferrous mines outside of China in the future.**

The Company has a mandate from China National Gold to focus on international mineral opportunities; however, all of the Company's current mining assets are located in China currently. The Company is relatively inexperienced in identifying, acquiring and integrating assets outside of China, and has no experience in developing assets outside of China. As a result, the Company's future efforts to acquire and develop mining assets outside of China may not be successful and the Company may not be able to acquire and operate gold or other non-ferrous mines outside of China in the future, which in turn may materially and adversely affect the Company's growth prospects and results of operations.

The Company intends to continue to acquire high-quality mineral resources as part of its strategy, but may not identify suitable acquisition opportunities. Even if the Company identifies suitable opportunities, it may not be able to complete those transactions on terms commercially acceptable to it or at all. The inability to identify suitable acquisition targets or the inability to complete such transactions could materially and adversely affect the Company's competitiveness and growth prospects. In the event that the Company successfully completes an acquisition, it could face difficulties in integrating the acquisition with its operations or fail to achieve the strategic purpose of such an acquisition. IMPM and Huatailong, are all located in the PRC. Although the Company has established a set of internal control mechanisms to manage its subsidiaries, including personnel management policies, internal control policies, as well as internal audit strengthening the control of its subsidiaries, its internal control mechanisms may be insufficient to adapt to increasingly complicated circumstances. Difficulties in integrating acquisitions or failures of internal controls relating to the management of the Company's subsidiaries could disrupt its ongoing business, distract its management and employees, and increase its expenses, any of which could materially and adversely affect the Company's business and results of operations and financial condition.

**The Company's operations are governed by extensive and increasingly stringent environmental and other laws and regulations.**

The Company's operations are subject to extensive PRC environmental laws and regulations relating to air and water quality, waste management and public health and safety. To comply with these laws and regulations, China Gold International incurs significant costs associated with the Company's production facilities, production process and the installation of pollution control equipment. The Company must undergo inspections by relevant PRC environmental authorities and maintain various environmental permits. Failure to comply with relevant PRC environmental laws and regulations could materially and adversely affect the Company's business and results of operations.

In addition, PRC environmental legislation is evolving in a manner that will require stricter standards and enforcement, increased fines and penalties for non-compliance, more stringent environmental assessments of proposed mines and a heightened degree of responsibility for companies and their officers, directors and employees. Amendments to current PRC laws and regulations governing operations and activities of mining companies or more stringent implementation thereof could have a material adverse impact on the Company and cause increases in capital expenditure, production costs or reductions in levels of production at producing properties or require abandonment or delays in the development of new mining properties.



**The Company's indebtedness and the conditions and restrictive covenants imposed on the Company by its financing agreements could materially and adversely affect the Company's business and results of operations.**

The Company holds debt facilities related to the capital development of its mines and may, in the future, incur significant debt to fund its acquisition and expansion plans. The Company's ability to meet regularly scheduled interest and principal payments on its indebtedness will depend on the Company's future operating performance and cash flow, which in turn will depend on prevailing economic and political conditions and other factors, many of which may be beyond the Company's control. Furthermore, a high level of indebtedness will expose the Company to interest rate risks which could substantially affect the Company's ability to generate cash or make a profit.

In addition, the Company's financing agreements include various conditions and covenants that require China Gold International to obtain lenders' consents prior to carrying out certain activities and entering into certain transactions, such as incurring additional debt, creating additional charges on Company assets, and providing additional guarantees or disposing of certain assets. In connection with the Company's borrowings and other financing arrangements, the Company has agreed to comply with various financial and other covenants.

**The Company's ability to pay dividends or other distributions on the Common Shares may be limited due to conditions imposed under financing agreements.**

In addition, the Company may also be significantly restricted in its ability to raise additional capital through bank borrowings and debt and equity issuances or to engage in some transactions that China Gold International expects to be of benefit to the Company. The inability to meet these conditions and covenants or obtain lenders' consent to carry out restricted activities could materially and adversely affect the business and results of operations of China Gold International.

**The Company may incur substantial additional indebtedness, including guarantee of third parties' indebtedness, in the future, which could adversely affect its financial condition and ability to generate sufficient cash to satisfy its outstanding and future debt obligations.**

The Company may from time to time incur substantial additional indebtedness and guarantee third parties' indebtedness in its normal course of business. If it incurs additional debt or guarantee third parties' indebtedness, the risks that it could face as a result of such indebtedness and leverage could increase. The increase in the amount of the Company's indebtedness, including guarantee of third parties' indebtedness, could adversely affect its financial condition and ability to generate sufficient cash to satisfy its outstanding and future debt obligations.

**The Company's mining operations have a limited life and eventual closure of these operations will entail costs and risks regarding ongoing monitoring, rehabilitation and compliance with environmental standards.**

The Company's existing mining operations have a limited life. The key costs and risks for mine closures are: (i) long-term management of permanent engineered structures (such as tailings dams) and acid drainage; (ii) achievement of environmental closure standards (such as rehabilitation requirements); (iii) orderly retrenchment of employees and third-party contractors; and (iv) relinquishment of the sites with associated permanent structures and community development infrastructure and programs to new owners. The consequences of a closure range from increased closure costs and handover delays to ongoing monitoring and environmental rehabilitation costs and damage to the Company's reputation if desired outcomes cannot be achieved. In the event of a difficult closure, the Company's business and results of operations could be materially and adversely affected.

In an effort to address mine closure and other geological environment issues, a mining company is required to submit rehabilitation undertakings and pay rehabilitation deposits to the relevant government authorities under applicable PRC laws and regulations. China Gold International has submitted the rehabilitation undertakings and paid the instalments of rehabilitation deposits that have become due with respect to the CSH Gold Project and the Jiama Project, however, in the event of non-compliance of applicable rehabilitation undertakings or a default in paying required rehabilitation deposits in the future, the Company could be subject to a variety of penalties and other administrative actions, including inability to proceed with certain administrative procedures relating to mining permits (including annual inspection, renewal, alteration and mortgage registration), suspension of mining permits or ceasing of operations.

**The Company may not pass the annual inspection of the mining rights to the CSH Gold Project and the Jiama Project.**

China Gold International's mining rights for the CSH Gold Project and Jiama Project are subject to annual inspection by the Department of Land and Resources of Inner Mongolia, Tibet and China, respectively. In the annual inspection, the relevant authorities will consider whether the Company's mining activities in the past year have been in compliance with the relevant laws and regulations. If the Company fails to meet the relevant requirements or materially breach any laws or regulations, it may not pass the inspection, in which case the Company may be penalized according to the relevant laws and regulations, or given a deadline to rectify the deficiencies, or, in serious cases, have its mining rights revoked. While the Company has passed the annual inspections in the past, there can be no assurance that the Company will be able to pass the annual inspection in the future. Should its mining rights be suspended or revoked or the Company fail to pass the annual inspection, the Company's business and results of operations will be materially and adversely affected.

**The Company may not be able to obtain further financing to fund the expansion and development of its business.**

The Company is in a capital-intensive industry and has relied on a mixture of equity capital and debt financing to fund its operations. The Company has in the past funded its capital expenditures primarily by cash generated from the Company's operations, the issuance of equity and debt securities and credit facilities. The Company expects to use its available cash to meet its business growth objectives, including further development of the Company's existing exploration, mining and processing operations, development of new properties and future acquisitions. Any required additional funding may be sought through the debt and equity markets or through project participation arrangements with third parties, but there is no assurance that the Company will be able to obtain sufficient funding or obtain funding at all when it is required and that such additional funding will be available on commercially acceptable terms. If any such additional funding is obtained, it may be on terms that are highly dilutive or otherwise adverse to the Company's existing stockholders. Failure to obtain the funding or obtain the funding on commercially acceptable terms that the Company needs when it is required could have a material and adverse effect on the Company's business and results of operations.

**The Company relies on third-party contractors to conduct a substantial portion of the Company's exploration, mine construction and mining activities.**

The Company outsources all of its mining and exploration engineering work (such as drilling) and most of the Company's mine construction work to third-party contractors. The Company maintains supervision over these contractors and amends the outsourcing agreements from time to time to better address cost and quality controls. However, notwithstanding these efforts, the Company's contractors may take actions contrary to the Company's instructions or requests, or be unable or unwilling to fulfill their obligations. In such event, the Company may have disputes with its contractors, which could lead to additional expense,

distractions and potentially loss of production time and additional costs, any of which could materially and adversely affect the Company's business and results of operations.

In addition, under the relevant PRC laws and regulations, an owner of an exploration or mining permit has a statutory obligation to ensure safe production. In the event of any production safety-related accident involving a contractor, the Company may be held directly liable or liable for compensation to the extent of its fault regardless of any contractual provisions to the contrary. Any of such liabilities could have a material and adverse effect on the Company's financial condition and results of operations.

**The Company's risk management and internal control systems may not be adequate or effective.**

China Gold International's directors together with the Company's senior management are responsible for overseeing the Group's internal control policies and procedures. The Company has established risk management and internal control systems consisting of relevant organizational framework policies, procedures and risk management methods that the Company believes are appropriate for China Gold International's business operations.

China Gold International believes that the Company has a proper internal control and risk management system in place. However, due to the inherent limitations in the design and implementation of these systems, there is a risk that these systems will not be sufficiently effective in identifying and preventing a deficiency in internal controls. In addition, as some of the risk management and internal control policies and procedures are relatively new, the Company may need to establish and implement additional policies and procedures to further improve the Company's systems from time to time. Since the Company's risk management and internal controls depend on implementation by Company employees, there is a risk that such implementation will involve human errors or mistakes. If the Company fails to implement its policies and procedures in a timely manner, or fails to identify risks that affect the Company's business, the Company's business, results of operations and financial condition could be materially and adversely affected.

**The Company may not be able to retain or secure key qualified personnel, key senior management or other personnel for its operations.**

Recruiting and retaining qualified personnel is critical to the Company's success. China Gold International depends on certain key qualified personnel, key senior management and other employees. As the Company's business grows, the Company may recruit additional management and other personnel. There is no assurance that the key qualified personnel that the Company recruits in the future will continue to provide services to the Company or will honour the agreed terms and conditions of their employment or contracts. Any loss of key personnel or failure to recruit and retain personnel for the Company's future operations and development could have a material adverse effect on the Company's business and results of operations.

**The Company may not be adequately insured against losses and liabilities arising from the Company's operations.**

Exploration, development and production operations on mineral properties involve numerous risks, including unexpected or unusual geological conditions, rock bursts or slides, fire, floods, earthquakes or other environmental occurrences and political and social instability. These risks can result in, among other things, damage to and destruction of mineral properties or production facilities, personal injury, environmental damage, delays in mining, monetary losses and legal liability.

The Company has maintained insurance within ranges of coverage consistent with industry practice in the PRC. However, in line with industry practice in the PRC, the Company has elected not to insure against

certain risks as a result of high premiums or other reasons or has agreed to policy limits on certain coverage that may not cover all potential liabilities for similar reasons.

China Gold International cannot provide assurance that the Company will be able to maintain its current insurance coverage at economically reasonable premiums (or at all) in the future, or that any coverage that the Company obtains will be adequate and available to cover the extent of any claims against the Company. In the event that the Company suffers a significant liability for which the Company is not insured or for which the Company's insurance coverage is inadequate to cover the entire liability, the Company's business and results of operation could be materially and adversely affected.

**The Company faces increasing domestic and foreign competition.**

The Company faces increasing competition from both domestic and international metal producers. The Company's major competitors are large international mining companies. The Company's competitors may have certain advantages over the Company, including greater financial, technical and raw materials resources, greater economies of scale, broader name recognition and more established relationships in certain markets. Increased competition may prevent the Company from acquiring new properties and ultimately may have a material adverse impact on its business, results of operation and growth prospects.

**The Company faces risks relating to related party transactions.**

The Company purchases raw materials from, sells products to and provides gold refining services to its related parties on ordinary commercial terms, and the transactions with its affiliates are offset in the Company's consolidated financial statements. In the event of unfair related party transactions, it could undermine the Company's competitiveness and its independence, which could materially and adversely affect its business, result of operations and financial condition.

**Failure to discover new reserves, maintain or enhance existing reserves, develop new operations or expand the Company's current operations could negatively affect its business and results of operations.**

Mining exploration is unpredictable in nature. The success of any mining exploration program depends on various factors including, among other things, (i) whether ore bodies can be located; (ii) whether the location of ore bodies are economically viable to mine; (iii) whether appropriate metallurgical processes can be developed and appropriate mining and processing facilities can be economically constructed; and (iv) whether necessary governmental permits, licenses and consents can be obtained.

In order to maintain gold and other non-ferrous metal production beyond the life of the current proved and probable reserves, the Company must identify further reserves capable of economical exploitation. However, due to the unpredictable and speculative nature of the gold mining industry, there is no assurance that any exploration program will result in the discovery of valuable resources. If a valuable resource is discovered, it could take several years and require significant capital expenditure to complete the initial phases of exploration before production commences, and during this period, the capital cost and economic feasibility may change. There is also no assurance that reported resources can be converted into reserves. Furthermore, actual results upon production may differ from those anticipated at the time of discovery.

To access additional reserves in explored areas, the Company will need to successfully complete development projects, including extending existing mines and developing new mines. The Company typically conducts feasibility studies to determine whether to undertake significant construction projects. Actual results may differ significantly from those anticipated by such feasibility studies. Accordingly, there is no assurance that any future exploration activities or development projects will extend the life of our existing mining operations or result in any new economical mining operations.

**Company's failure to obtain and maintain required government approvals, permits and licenses for the Company's exploration and mining activities or renewals thereof could materially and adversely affect the Company's business and results of operations.**

Under relevant PRC laws, the Company is required to obtain certain government approvals, permits and licenses for each of the Company's mines, among which exploration permits, mining permits, production safety permits and gold operating permits are crucial to the Company's business operations. In particular, the Company may not have obtained and maintained the necessary licenses to enable it to be lawfully qualified to do business in the jurisdictions in which it operates. Under the PRC laws and regulations, if there are residual reserves in a property when the mining permit in respect of such property expires, the holder of the expiring mining permit will be entitled to apply for an extension for an additional term. The Company believes that there will be no material substantive obstacle in renewing such permits. Nevertheless, there can be no assurance as to whether the current relevant PRC laws and regulations, as well as the current mining industry policy, will remain unchanged at the time of the extension application of such permits, nor can there be any assurance that the competent authorities will not use their discretion to deny or delay the renewal or the extension of relevant mining permits due to factors outside the Company's control. Therefore, there can be no assurance that the Company will successfully renew its mining permits on favourable terms, or at all, once such permits expire.

Any failure to obtain or any delay in obtaining or retaining any required governmental approvals, permits or licenses could subject the Company to a variety of administrative penalties or other government actions and adversely impact the Company's business operations. The relevant state and provincial authorities in China do not allow exploration permit renewal applications to be submitted earlier than 30 days before the permit expiration date and a delay of 2 to 3 months for permit application processing times is not uncommon. The relevant state and provincial authorities in China do not issue formal documentation to guarantee permit renewal while processing renewal applications. If any administrative penalties and other government actions are imposed on or taken against the Company due to the Company's failure to obtain, or delay in obtaining or retaining, any required governmental approvals, permits or licenses, the Company's business, financial condition and results of operations could be materially and adversely affected.

**The Company's business may be affected by conflicts of interest with its controlling shareholder or a breakdown in its relationship with its controlling shareholder.**

China National Gold holds approximately 40.01% of the Company's outstanding Common Shares. The Company also has a deep connection to China National Gold through cross-management, shared directors, the CNG Non-Compete and the CGG Non-Compete. There is a risk that China National Gold may, in the future, exercise its influence over the Company as a controlling shareholder in a manner inconsistent with the best interests of the Company's other shareholders. If that occurs, the Company may lose some of its competitive advantages and the Company's business and results of operations may be materially and adversely affected.

**The Company owns the CSH Gold Project through a CJV company, which is established pursuant to a CJV agreement. Therefore, the Company is subject to risks relating to operations through CJV companies.**

China Gold International has entered into a CJV agreement in relation to the CSH Gold Project. Although under the existing CJV agreement, the Company is entitled to appoint a majority of the directors of the CJV company and appoint the general manager of the CJV company (who is responsible for the day-to-day operation and management of the CJV company and implementing resolutions of the board), certain members of the management and board of directors of the CJV company are nominated by Brigade 217, the Company's CJV partner. Under the CJV law and the CJV agreement, certain decisions require unanimous consent of the directors present at a meeting of the board, such as: (i) amendment to the articles

of association of the CJV company, (ii) increase or reduction of the registered capital of the CJV company; (iii) dissolution of the CJV company; (iv) mortgage of the assets of the CJV company; or (v) merger or division of the CJV company or a change in its form of organization; and to the extent unanimous consent cannot be obtained, there is a risk that the Company will not be able to affect these matters despite the Company's desire to do so.

In addition, the Company's CJV agreement with the Company's CJV partner involves a number of risks, including: (i) disputes with the Company's CJV partner as to the performance or scope of each party's obligations under the CJV agreement, (ii) financial difficulties encountered by a CJV partner affecting its ability to perform its obligations under the CJV agreement or other contracts with the Company, and (iii) conflicts between the policies or objectives adopted by the Company's CJV partner and those adopted by the Company. If a dispute or disagreement arises between the Company's CJV partner and the Company, it could be time-consuming, costly and distracting for the Company to resolve such dispute or any legal proceedings that develop from the dispute or disagreement. Furthermore, if China Gold International receives an adverse decision in any such legal proceeding, the Company may be required to pay compensation or damages to the Company's CJV partner. As a result, the Company's business and results of operations could be materially and adversely affected.

**Limitations on the ability of the Company's PRC subsidiaries or CJVs to pay dividends to the Company could have a material adverse effect on the Company's ability to conduct business.**

Relevant PRC laws, rules and regulations permit payments of dividends by each of the Company's PRC subsidiaries only out of the subsidiaries' retained earnings, if any, determined in accordance with PRC accounting standards and regulations. Under PRC laws, rules and regulations, each of the entities incorporated in the PRC is required to set aside a portion of its net income each year to fund certain reserves and to make up for previously accumulated losses before it can distribute dividends to its shareholders. These reserves, together with the registered equity of these entities, are not distributable as cash dividends. As a result of these PRC laws, rules and regulations, the Company's PRC subsidiaries are restricted in their ability to distribute dividends to their shareholders. Limitations on the ability of its PRC subsidiaries to pay dividends to the Company could negatively impact the Common Share price.

**Some of the Company's directors and officers are directors and officers of other mineral resource companies. The Company cannot assure you that these directors and officers will not encounter conflicts of interests with the Company.**

Some of the Company's directors and officers are directors or officers of other mineral resource companies. To the extent that such other companies may participate in ventures in which the Company may participate, these directors and officers may have a conflict of interest in negotiating and concluding terms with respect to the extent of such participation. Such other companies may also compete with the Company for the acquisition of mineral property rights.

In the event that any such conflict of interest arises, a director or officer who has such a conflict is required to disclose the conflict to a meeting of the Company's board of directors. If the conflict involves a director, the director is required to abstain from voting for or against the approval of such participation or such terms. In appropriate cases, the Company will establish a special committee of independent directors to review a matter in which several directors, or management, may have a conflict. In accordance with the provisions of the BCBCA, the Company's directors and officers are required to act honestly and in good faith, with a view to the Company's best interests.

**Changes to the PRC regulatory regime for the mining industry may materially and adversely affect the Company's business and results of operations.**

The PRC local, provincial and central authorities exercise a substantial degree of control over the mining industry in the PRC. The Company's operations are subject to a range of PRC laws, regulations, policies, standards and requirements in relation to, among other things, mine exploration, development, production, taxation, labour standards, occupational health and safety, waste treatment and environmental protection, and operation management. Any changes to these laws, regulations, policies, standards and requirements or to the interpretation or enforcement thereof may increase the Company's operating costs and thus adversely affect the Company's results of operations.

Although the Company seeks to comply with all new PRC laws, regulations, policies, standards and requirements applicable to the mining industry or all changes in existing laws, regulations, policies, standards and requirements, the Company may not be able to comply with them economically or at all. Furthermore, any such new PRC laws, regulations, policies, standards and requirements or any such change in existing laws, regulations, policies, standards and requirements may also constrain the Company's future expansion plans and adversely affect its profitability.

**PRC political, economic and social conditions and government policies could affect the Company's business.**

China is, and for the foreseeable future is expected to remain, the country in which the Company concentrates most of its business activities and financial resources. Currently, all of the Company's operating assets are located in the PRC and all of the Company's revenue is derived from its operations in the PRC. The Company's results of operations and prospects are subject, to a significant degree, to economic, political and social developments in the PRC. The economy of the PRC differs from the economies of most developed countries in many respects, including the extent of governmental involvement, the level of development, the growth rate and government control of foreign exchange. The PRC is an emerging market jurisdiction and the Company's business may face unique risks associated with its operations in an emerging market jurisdiction. These risks include risks related to political factors such as government instability and changing governmental policy that may affect legal rights such as property ownership, legal and regulatory framework given that emerging market jurisdictions may have less developed legal or regulatory systems, the movement and conversion of currency out of the foreign jurisdiction which could hinder the repatriation of profits to investors and legal title to assets.

**The Company's business could be negatively affected by changes and uncertainties in the PRC legal system.**

The PRC legal system is based on civil law system. Unlike a common law system, prior legal decisions and judgments have limited significance for guidance. The PRC is still in the process of developing a comprehensive statutory framework. Since 1979, the PRC government has established a commercial law system, and has made significant progress in promulgating laws and regulations relating to economic affairs and matters such as corporate organization and governance, foreign investment, commerce, taxation and trade. However, many of these laws and regulations are relatively new. The implementation and interpretation of these laws and regulations remain uncertain in many areas and may not be consistent with long-standing local conventions and customs. As a result, there may be ambiguities, inconsistencies and anomalies in the agreements that the Company is a party to or the legislation upon which these agreements are based, which are atypical of more developed legal systems and may affect the interpretation and enforcement of the Company's rights and obligations. Furthermore, the PRC legal system is based in part on government policies and administrative rules that the Company may not be aware of. Moreover, the legal protections available to the Company under these laws, rules and regulations may be limited. Any

litigation or regulatory enforcement action may be protracted and could result in substantial costs and diversion of resources and management attention.

In addition, there are several levels of government with influence over the Company's mineral exploration, development and production activities. A loss of support for one or more of the Company's mines by a government authority at any level could result in substantial disruption in the Company's ability to continue operations. Such a loss of support could occur on a national level, including, for example, a change in government policy. It may also occur at a provincial or local level. As a result, the Company's ability to conduct operations could be hindered by aggressive or capricious application of jurisdiction within the control of a particular level of government.

**The Company may be unable to enforce its legal rights in certain circumstances.**

China Gold International is incorporated in British Columbia. In the event of a dispute arising from or in respect of the Company's operations in the PRC, the Company may be subject to the exclusive jurisdiction of PRC courts or may not be successful in subjecting foreign persons to the courts in Canada, Hong Kong or other jurisdictions. China Gold International may also be hindered or be prevented from enforcing the Company's rights with respect to a governmental entity or instrumentality because of the doctrine of sovereign immunity.

**The Company depends on its two operating mines, namely, the CSH Gold Project and the Jiama Project, for substantially all of its revenue and cash flow from operating activities for the foreseeable future. Failure to obtain the expected economic benefits from these mines could materially and adversely affect its business, financial condition and results of operations.**

The Company's operations are exposed to uncertainties in relation to its operating mines. The CSH Gold Project and the Jiama Project are the Company's only operating mines now and the Company will continue to depend on them for substantially all of its operating revenue and cash flow for the foreseeable future. If the Company fails to derive the expected economic benefits from these mines due to a delay or difficulty encountered in the progress or development of these mines, an occurrence of any event that causes these two mines to operate at less than optimal capacity or for other results, the Company's business, financial condition and results of operations could be materially and adversely affected.

**The Company's future acquisitions may prove to be difficult to integrate and manage or may not be successful.**

China Gold International intends to pursue the acquisition of high-quality mineral projects as part of its strategy, but the Company may not identify suitable acquisition opportunities. Even if the Company does identify suitable opportunities, it may not be able to complete those transactions on terms commercially acceptable to the Company or at all. The inability to identify suitable acquisition targets or the inability to complete such transactions could materially and adversely affect the Company's competitiveness and growth prospects. In the event the Company successfully completes an acquisition, the Company could face difficulties in integrating the acquisition with the Company's operations or fail to achieve the strategic purpose of such an acquisition. Such difficulties or failures could disrupt the Company's ongoing business, distract the Company's management and employees, and increase the Company's expenses, any of which could materially and adversely affect the Company's business and results of operations.

**The Company faces certain risks relating to the real properties that the Company owns, uses or leases.**

China Gold International could potentially be subject to challenges, lawsuits or other actions taken against the Company with respect to the properties owned, used or leased with which the Company or relevant



lessors do not hold valid title certificates. If any of the properties the Company owns or leases were successfully challenged, the Company may be forced to relocate the affected operations. If the Company fails to find suitable replacement sites on terms acceptable to the Company for a significant number of the affected operations, or if the Company is subject to any material liability resulting from third parties' challenges to the Company's ownership, usage or lease of properties with which the Company or its lessors do not hold valid titles, the Company's business, financial condition and results of operations could be materially and adversely affected.

### **CSH Gold Project**

The following is primarily based on the summary of the CSH Technical Report on the CSH Gold Property. The CSH Technical Report is available for review under the Company's profile on the SEDAR database at [www.sedar.com](http://www.sedar.com). The following summary is derived from the CSH Technical Report and is qualified by reference to the CSH Technical Report in its entirety. Readers are encouraged to review the CSH Technical Report.

### **Property Description and Location**

The CSH Gold Project is located approximately 60 km northeast ("NE") of Wulate Zhongqi County Town, Inner Mongolia, or about 7 km north of Xinhure Sumu of Wulate Zhongqi County, at geographic coordinates 41° 39' 01" - 41° 41' 01" North and 109° 11' 27" - 109° 16' 57" East.

The CSH Gold Project includes one mining license with number C1000002009104110041024 (from December 29, 2017 to June 29, 2026) and one exploration licence with number T1500002008114010018362 (from April 24, 2022 to April 23, 2027), both of which are under the name of the Inner Mongolia Pacific Mining Co., Ltd., and were issued by the Ministry of Natural Resources of the People's Republic of China ("MNR").

The mine construction began in March 2004, and the trial production at a capacity of 20,000 tonnes per day ("tpd") or 6.6 million tonnes per annum ("Mtpa") commenced in July 2007, and the capacity was then expanded by adding a new crushing facility reaching 30,000 tpd or 9.9 Mtpa in March 2010. The Company completed Phase II expansion construction by adding another 30,000 tps or 9.9 Mtpa crushing facilities and entered into commercial production in October 2014. As part of the Phase II expansion, a second heap leach pad was created with a valley between the initial Phase I heap leach pad and the newly created Phase II heap leach pad. Since the commencement of Phase II commercial production, CSH has increased its processing capacity from 30,000 tpd to 60,000 tpd or 19.8 Mtpa. In July 2019, CSH updated its mine plan based on a result of latest ultimate limit optimization, in which the production rate was reduced to 40,000 tpd or 13.2 Mtpa with a life of mine ("LoM") of seven years as of 2019. In June 2020, the southwest ("SW") pit was closed.

The mine infrastructure now includes NE open pit, heap leach pad, desorption workshop for gold-loaded carbon with smelting accessory, and facilities of mine camp and administration office.

### **The Property Geology and Mineralization**

It demonstrates the folding structure in the Property area composed of one tight syncline trending east-northeast ("ENE") to NE to the north, and one tight anticline trending east-west to the south. The core of the tight syncline consists of rocks of Bilute Formation with lower Halahougete Formation as limbs, where the core of tight anticline consists of Jianshan Formation with upper Halahougete Formation as limbs. Mapping data indicate that the folding structure was emplaced by Permian granite and granodiorite.

The fault structures are well developed with various trends, which sound dominating by trends of NE, east-west, and NW, respectively. CGME believes that these faults were initially generated during Pt<sub>2</sub> orogeny, being reactive during the Permian orogeny and even the post-Permian period.

The gold mineralization zone of the CSH gold deposit is mainly hosted in the second Member of Bilute Formation at the southeast (“SE”) limb of the syncline structure. In lithology, the Bilute Formation is mainly composed of slate and phyllite where the underlying Halahougete Formation mainly consists of limestone and meta-sandstone. Local geologists believe that the gold mineralization is controlled by brittle-ductile shear structure, which is easily developed along the contact between physical hard rocks and soft rocks, but preferentially within the soft horizon. The host structure is characterised by parallel quartz veins and various dykes including lamprophyre, diabase, diorite, aplite and pegmatite. Logging data indicate that these quartz veins and various dykes mainly developed along the bedding structure and cutting across the bedding structure at minor angle locally. The alteration of gold mineralization is very weak in general, but high-grade mineralization is always associated with stockwork quartz veinlets and pyrite veinlets.

The gold mineralization zone of the CSH Project strikes NE 55–70° overall for a length of 4,400 m, dipping down to NW at the angle of 70–90°, and the elevation of the domain ranges from 1,688 m to 230 m above sea level (“ASL”).

A total of 18 gold mineralization domains were defined in Project area, where two sub-zones were named as NE zone, and SW zone, covering NE open pit, and SW open pit, respectively. NE zone accounts for 78% of the total mineral resources of the CSH gold deposit, where SW zone occupies 22% only. The Mineralized zone N1 is the largest of NE zone, accounting for about 98% of the total mineral resources of the NE zone. The zone W1 accounts for about 99% of the total mineral resources of the SW zone.

**Gold mineralization domain N1:** The largest size of gold domain at cross section of exploration line 8,800 to 11,100 was defined in the CSH deposit area, with an irregular tabular shape, and controlled by bedding-like shear structures. The mineralised domain is totally hosted in the second Member of Bilute Formation, Mesoproterozoic Bayan Obo Group, with most parts outcropped on the surface. It strikes NE 55° to 65° overall, plunging NW at a dip of 70–85°. So far, a total of 645 diamond drillholes on a grid of 25–100 m (strike) by 25–100 m (dip) have delineated the domain for a length of 2,346 m along the strike and a plunge extension of 1,100–1,540 m, with a horizontal thickness of 70–400 m. The elevation of the domain ranges from 1,677 m to 230 m ASL. The domain N1, accounting for about 76.5% of the total mineral resources of the CSH Gold Deposit, is dominated by gold mineralization grading 0.57 g/t Au.

**Gold mineralization domain W1:** The second largest size of gold domain at cross section of exploration line 6,700 to 9,100 was defined in the CSH gold deposit area, with a strata-bound shape, and controlled by bedding shear structures. The mineralised domain is totally hosted in the second Member of Bilute Formation, Mesoproterozoic Bayan Obo Group, with most parts outcropped on the surface. One post-mineralization fault offset the mineralized zone at the exploration line 7,300 to 7,500. It strikes NE 65–70° overall, dipping NW with the angle of 85–90°. A total of 277 diamond drillholes on a grid of 50–100 m (strike) by 50–100 m (plunge) have delineated the domain for a length of 2,400 m along the strike and a dip extension of 610–750 m, with a horizontal thickness of 90–116 m. The elevation of the domain ranges from 1,655 m to 905 m ASL. The domain W1, accounting for about 21.6% of the total mineral resources of the CSH Gold Deposit, and is dominated by gold mineralization grading 0.56 g/t Au.

## Deposit Types

CSH gold deposit is of an orogenic type mineralization, hosted in Mesoproterozoic low metamorphic horizon and characterised by bulk tonnage and low-grade gold mineralization.

## Exploration and Drilling

Since December 2011, diamond drilling programs were carried out consistently, and Beijing Jinyou Geology and Exploration Corp. Ltd. (“**Jinyou Geology**”) was commissioned for the entire exploration program. As such, a total of additional 68 diamond drilling holes for a cumulative length of 55,292.9 m was completed. As of December 31, 2024, a total of 375 diamond drilling holes were completed. On the surface, the gold mineralised zone was delineated by exploration lines being nearly perpendicular to the mineralization strike. The exploration lines are oriented NW over the entire deposit area with an overall exploration line interval of 50–100 m along the strike. For most parts of current mineralised zone, the borehole grid reached 50 m (along strike) by 50–100 m (down dip) with local grid of 25–50 m (along strike) by 25–50 m (down dip).

An exploration report on zones along boundary and at depth was reviewed by the Evaluation Centre for Mineral Resources and Mineral Reserves of the Ministry of Natural Resources in November 2021 and registered in the Ministry of Natural Resources in January 2022. The data was submitted to the Geology Archives Centre for Inner Mongolia Autonomous Region in May 2022, obtaining the Certificate of Submission, signifying an end of this stage of exploration and providing a basis for development studies of mineral resources at depth. An updated NI 43-101 Technical Report was disclosed on August 19, 2022. Compilation of the verification report on mineral resources and mineral reserves was completed based on the Chinese Code in June 2023 and has submitted to the Natural Resources Bureau of Inner Mongolian Autonomous Region. A renewed Exploration License was issued by the local natural resources authority in April 2022.

## **Mineral Processing and Metallurgical Testing**

To complete the analysis of the existing metallurgical data CGME has referred to the following reports and the operations review during the site visit in June 2022:

Expansion Project of Inner Mongolia Pacific Mining Co., Ltd, Feasibility Study (draft report), July 2012, Changchun Gold Design Institute;

Jinshan Gold Mines Inc., Throughput Expansion Update Technical Report, K D Engineering, Tucson; and

Changchun Gold Research Institute, Processing Mineralogy Studies on Gold Mineralization Below 1,132 m ASL of the CSH Gold Deposit, December 2021.

Heap leach operations for CSH project were commissioned in April 2007 with the first gold poured in July 2007. Initially the heap leach targeted run-of-mine oxide ore where the mineralized materials had been classified into oxide ore and sulphide ore. The initial approach to defining the ore was that if there was oxide presented in the ore it was considered suitable for the ROM leaching. In 2008 there was a significant decline in gold recovery, and it was then realized that the leach properties of the partially oxidized ore (transitional ore) were very similar to those of the sulphide ore. A metallurgical program was completed at this time with the recommendation for the addition of a 3-stage crushing plant to generate -9 mm ore to feed the leach pads. The crushing plant commissioning began in the 4th quarter 2009 with the full operation in April 2010.

The metallurgical test work that has been completed for the CSH Gold Project was summarized in the Throughput Expansion Technical Report that was issued in February 2010. This included the details of the work concluded by METCON Research in November 2009.

The following review of the metallurgical test work focuses on the heap leach test programs on which the design of the processing facility has been based.

Brigade 217 of the Nuclear Northwestern Geological Bureau (“Brigade 217”) began exploration and mining operation activities at the CSH property in 1995. Three test heaps of run-of-mine ore were constructed and leached for 32 days. Gold recovery averaged approximately 65 percent. In 2001 Brigade 217 expanded the test program to include agitation leach and column tests. Meanwhile, the International Metallurgical and Environmental Inc. (“IME”) completed a test program that included mineralogical examination, gravity concentration and bottle rollcyanidation studies. In 2003 SGS Lakefield initiated a program on drill samples that included Bond Work Index determination, gravity concentration, cyanidation and a leaching test to determine potential gold losses due to preg-robbing. In 2003 and 2004, SGS Lakefield completed additional tests on oxide and sulphide composite samples. In 2004 Jinshan Gold Mines conducted two demonstration heap leach tests each containing approximately 50,000 tonnes of oxide. One test was run-of-mine, and the second was crushed through 125 mm. In 2005 and 2006 oxide and sulphide column leach studies were conducted at the Baogang Technical Institute in Baotou, Inner Mongolia supervised by METCON Research.

Mineral processing and metallurgical testing and research work of CSH mineralized materials have been carried out in Canada and China from 1995 up to now. The tests include agitating leaching, heap leaching, leaching of gravity concentrate and separate gravity separation. After comprehensive analysis, the heap leaching is considered the most economically viable.

In order to ensure the recovery of gold in sulphide ore, it is necessary to carry out a three-stage crushing. In addition, the material size of heap leaching feed needs to be strictly controlled, with the final feeding material size of not more than 9 mm.

## Mineral Resources

CSH Gold Mine Mineral Resources by category at December 31, 2024 under NI 43-101 are listed below:

**Mineral Resource Statement for the CSH Gold Deposit as of December 31, 2024**

Location	Mineral Resource Category	Tonnage (x1,000 t)	Au (g/t)	Au Metal (t)	Au Metal (Moz)
Remaining within the open pit limit at a cut-off grade of 0.28 g/t Au	Measured	12,538	0.63	7.89	0.25
	Indicated	12,002	0.69	8.25	0.27
	Measured+Indicated	24,540	0.66	16.13	0.52
	Inferred	2,576	0.41	1.04	0.03
Underground at a cut-off grade of 0.30 g/t Au	Measured	88,200	0.67	58.66	1.89
	Indicated	89,850	0.58	52.07	1.67
	Measured+Indicated	178,050	0.62	110.72	3.56
	Inferred	62,090	0.49	30.68	0.99

**Notes:**

Mineral Resources are reported in relation to a conceptual open-pit mining and underground block caving mining. Mineral Resources are not Mineral Reserves and do not have demonstrated economic viability. All figures are rounded to reflect the relative accuracy of the estimate. Raw assays have been capped. Mineral Resources include Mineral Reserves.

Mineral Resources are reported at a cut-off grade of 0.28 g/t Au for open-pit mining, based on the following parameters: the heap leaching & metallurgical recovery of 60% and gold bullion market price of USD 1,980 per ounce. Additional Mineral Resources are reported at a cut-off grade of 0.30 g/t Au for underground block caving mining, based on the following parameters: the heap leaching & metallurgical recovery of 60% and gold bullion market price of USD 1,980 per ounce. USD 1.0000=RMB 6.3457 dated in April 2022, and one troy ounce is equal to 31.1035 grams.

The mineral resource estimates include Au only. CGME Consulting limited (**CGME**) has estimated the mineral resources of the CSH gold deposit based on a cut-off grade of 0.28 g/t Au within the optimized ultimate open-pit limit and a cut-off grade of 0.30 g/t Au below the open pit limit on April 1, 2022. The resource estimate was conducted using Ordinary Kriging, validated by Inversed Distance Squared method, and Micromine modelling software.

CGME considers that blocks estimated for the first estimation pass with an average anisotropic distance to samples of less than 45 m can be classified as Measured Mineral Resources, and blocks estimated for the second estimation pass with an average anisotropic distance to samples of less than 80 m can be classified as Indicated Mineral Resources, and blocks estimated for the third estimation pass with an average anisotropic distance to samples of not more than 150 m can be categorised as Inferred Mineral Resources. For those Measured and Indicated Mineral Resource blocks, CGME considers that the degree of confidence is sufficient to allow an appropriate application of technical and economic parameters to support mine planning and to allow evaluation of the economic viability of the deposit, which is also adequate to support the open pit mining operations.

In CGME's opinion, the upper portions of gold mineralization at the CSH Gold Project are amenable to extraction by open pit mining with a cut-off grade optimised of 0.28 g/t Au, and the block caving mining operation would be the choice for extraction below the optimized open pit limits with a cut-off grade of 0.30 g/t Au in this estimation based on a Reasonable Prospect for Eventual Economic Extraction ("RPEEE"). It is noted that the partial mineral resources outside of the open pit limit but above the bottom

plane may not be amenable to extraction in the future. Meanwhile, the mineral resources located below 840 m ASL at NE zone and 1,250 m ASL at SW zone may not be amendable to extraction in the future due to either excessive depth or high dilution. These mineral resources that may not be amendable to extraction in the future are excluded from the Mineral Resource Statement in this Report.

Block model quantity and grade estimates for the CSH gold deposit were classified according to the CIM Definition Standards for Mineral Resources and Mineral Reserves (May 2014) by Yuan Chen, MSc., MAIG (M4014)/RPGEO (10262) (April 2022), an independent Qualified Person for the purposes of National Instrument 43-101 and updated by Mr. Yingting Guo, PGeo., an independent Qualified Person for the purposes of National Instrument 43-101 on December 31, 2024.

## Mineral Reserves

Mineral Reserve Statement for the CSH Gold Deposit as of December 31, 2024

Category	t (x 1,000)	Diluted Au (g/t)	Au (t)	Au (Moz)
Proven	11,989	0.61	7.34	0.24
Probable	11,477	0.67	7.69	0.25
<b>Total</b>	<b>23,466</b>	<b>0.64</b>	<b>15.02</b>	<b>0.48</b>

Notes:

Mineral Reserves are reported based on the optimized ultimate open pit limit. All figures are rounded to reflect the relative accuracy of the estimate. Mineral Reserves are included in Mineral Resources.

Mineral Reserves are reported at a cut-off grade of 0.28 g/t Au for open-pit mining, based on the following parameters: the heap leaching & metallurgical recovery of 60% and gold bullion market price of USD 1,568 per ounce. USD 1.0000=RMB 6.3457 dated in April 2022, and one troy ounce is equal to 31.1035 grams.

The Proven Mineral Reserves are 11.99 Mt at a grade of 0.61 g/t Au for the gold content of 7.34 t or 0.24 Moz, and the Probable Mineral Reserves are 11.48 Mt at a grade of 0.67 g/t Au for the gold content of 7.69 t or 0.25 Moz, totaling Mineral Reserves of 23.47 Mt at a grade of 0.64 g/t Au for the gold content of 15.02 t or 0.48 Moz.

The Mineral Reserves for the CSH gold deposit were estimated according to the CIM Definition Standards for Mineral Resources and Mineral Reserves (May 2014) by Guangpian Zhang, AusIMM, a full time Principal Mining Engineer for CGME and a Qualified Person for the purposes of National Instrument 43-101.

## Current Mine Operations

CSH Mine actually mined 8.56 million tonnes in 2024, with a grade of 0.579g/t, and stripped 10.55 million tonnes of rock waster, with a stripping ratio of 1.23. In 2024, CSH Mine produced 3,131.55 kg gold with a recovery rate of 56.32%.

The mine infrastructure now includes NE open pit, heap leach pads, desorption workshop for gold-loaded carbon with smelting accessory, and facilities of mine camp and administration office.

Initial official approval of the Environmental Impact Assessment (“EIA”) of CSH Gold Project was obtained in March 13, 2006 covering mining operation, waste dump, heap leaching, and smelting at a capacity of 6.6 Mtpa. Additional official approval of EIA at a capacity of 6.6 Mtpa was achieved on August

12, 2015. In addition, the safety production permit for mining operation at NE open pit was renewed on March 2, 2020.

In 2024, the Company invested 2.4 million RMB to prepare the "2024 Mine Geological Environment Management and Land Reclamation Plan for CSH Mine". After approval from the Natural Resources Bureau of Wulate Zhongqi County, the ecological restoration work was carried out. A total of 1.14 million square meters of land ecological restoration was completed, completing 100% of the annual plan. The company has spent 300,000 yuan to support the infrastructure construction of Shihaha Village and support the rural revitalization of Wulate Zhongqi County

The feasibility study is in progress for the utilizing in-depth resources at CSH mine based on the resources estimation in 2022.

### **Jiama Project**

The following is the primarily based on the executive summary of the technical report entitled "NI 43-101 Technical Report – Jiama Phase 2 Expansion Project" dated January 2014 (the "**Jiama Technical Report**") prepared by Mining One Pty Ltd. ("**Mining One**").

Mineral Resource and Mineral Reserve estimations have been prepared in accordance with the Canadian Institute of Mining, Metallurgy and Petroleum ("**CIM**") Definition Standards – On Mineral Resources and Mineral Reserves (2011) as incorporated by reference NI 43-101.

The Jiama Technical Report is available for review under the Company's profile on the SEDAR database at [www.sedar.com](http://www.sedar.com). The following summary is derived from the Jiama Technical Report and is qualified by reference to the Jiama Technical Report in its entirety. Readers are encouraged to review the Jiama Technical Report.

### **Introduction**

The Jiama Project is a large copper-gold polymetallic deposit containing Copper, Molybdenum, Gold, Silver, Lead and Zinc. Phase I of the Jiama Project commenced commercial production in September 2010 and included the development of the Tongqianshan and Niumatang open cut pits. Jiama Phase II expansion consisted of two series, with each series having a mining and mineral processing capacity of 22,000 tonnes of ore per day. Completion of the entire Phase II expansion project achieved commercial production on July 1, 2018. The full design capacity of ore processing at Jiama Project has increased to 50,000 tonnes of ore per day.

This technical report incorporates all Resources for the Jiama Project. The Reserve Estimate considers the Phase II expansion areas which incorporate the Jiaoyan and South Pit open pit mines as well as the Phase II underground mine. Conventional mining methods have been proposed for the open pit and underground operations.

### **Property Description and Location**

The Jiama Copper-Polymetallic Project (Jiama) is located in Metrokongka County, Tibet Autonomous Region, the Peoples' Republic of China. The mine lies approximately 68 km east-northeast of Lhasa, the capital city of Tibet Autonomous Region.

Huatailong holds Jiama mining licence with number C5400002011113220119758 (from October 13, 2023 to October 13, 2043) and Jiama surrounding area exploration license with number T5400002008073050010972 (from September 30, 2021 to September 30, 2026) and Bayi Ranch

exploration license with number T5400002008073050010979 (from September 30, 2021 to September 26, 2026) in the area. The Jiama mining licence is in the centre of the Jiama exploration licence while the Bayi Ranch licence is located southwest of the current mining activities.

The Jiama Expansion Project was implemented in two stages, Series I reached commercial production in December 2017, and Series II reached commercial production in July 2018, for a combined total of approximately 50,000 tbd mineral processing capacity in each stage. Two source pits are ready to provide ore feed.

The Jiama Project is located within the Gangdese Yanshanian epi-continental arc on the central southern portion of the Gangdese-Nianqing Tanggula Terrain. At the tenement scale, rock types are typically passive epi-continental clastics and carbonates. The stratigraphy is dominated by marbles and limestones of the Upper Jurassic Duodigou Formation and sandstones, slates and hornfels belonging to the Lower Cretaceous Linbuzong Formation. Some mafic and intermediate to felsic dykes have been mapped in outcrop and drill core, the intrusive granitic body responsible for the wide spread contact metamorphism and copper-polymetallic mineralisation has been identified. A number of thrust faults and shears concentrated between major geological contacts and a large detachment fault (Gliding Nappe Fault) have also been observed. Locally bedrock units are overlain by unconsolidated Quaternary colluvium and alluvium.

Three types of Copper-polymetallic mineralisation are recognised in the project area, these include skarn, hornfels and porphyry deposits.

The Jiama Project deposit is a structurally controlled skarn--porphyry-hornfel type copper-polymetallic system. The majority of high grade mineralisation is skarn type which associates with shear zone contacts between the Duodigou and Linbuzong formations and shear related folding. The zone of mineralisation within the fault hosted skarn alteration measures kilometres in both strike and dip and remains open at depth to the northeast.

Mineralisation in the granite porphyry dykes occurs in the 'Duodigou Formation' and within the overlying hornfels of the Linbuzong formation. Although mineralization in both granite porphyry and hornfels is of lower grade than that of the skarn type, the mineralisation is very large and is of larger economic value.

## **Exploration**

In the fourth quarter of 2020, the Company continued the diamond drilling program, focusing on the well mineralized zones as outlined based on the drilling program in 2019. Eight projected surface drill holes were completed, totaling 7,973.48+/-m, given six drill holes intersecting skarn deposit. The mineralization interceptions and sample assaying of 2020 drilling results will be analyzed together with 2019 exploration results to evaluate mineralization prospects.

The 2021 exploration program at Jiama Mine consists of 12 drill holes for 17,418 m, focused on the extremities of Jiama deposit. As of the fourth quarter of 2021, totalling three drill holes for 2,811.72 m have been completed, with basic assay of 971 samples, given the rest nine holes awaiting the leasing approval of land to serve as temporary exploration roads.

The 2021 exploration program at Jiama Mine consists of 12 drill holes for 17,418 m, focused on extremities of Jiama deposit, in which the remaining nine drill holes for 14,606 m was needed to be completed in 2022. By the end of Q4 2022, a total of 11,775.86 m drilling was completed, with borehole logs of 11,775.86 m and samples of 2,194 pieces. In addition, the other exploration program with eight holes for 10,222 m concentrated on the boundary of the Jiama deposit was planned early this year. As of December 2022, the



bidding, approval of the woodland leasing, and plan of rehabilitation and conservation of water and soil had been completed. Third, to delineate one to two new target areas, a prospecting program at Bayi meadow was initiated in Q1 2022, with geological investigation of 37.31 km<sup>2</sup>, soil and rock survey of 26 km<sup>2</sup> respectively, and 12 drill holes for 5,168 m. As of December 2022, the tendering, approval of the woodland leasing, and plan of rehabilitation and conservation of water and soil had been ended.

Jiama Mine has planned the following exploration program in 2023 which includes surface drilling of 15,370 meters/20 holes, geological mapping of 37.31 square kilometers, soil geochemical survey of 26 square kilometers, rock geochemistry survey of 26 square kilometers. Affected by the "tailing over flow incident" in the tailings pond in the first quarter of 2023, the 2023 exploration plan was cancelled.

In 2024, Jiama Mine has resumed the previous planned exploration program and has completed the construction of roads and drilling sites for the drilling projects around the Jiama mining area, and new drilling contractors have been engaged through bidding, with more than 200 meters drilled in the end of 2024; Jiama Mine has also conducted geological exploration and mapping of 30.7 square kilometers, 17 square kilometers soil sampling and 18.3 square kilometers rock sampling at Bayi Ranch Exploration area. A total investment of 6.57 million RMB yuan has been completed.

Since the consolidation of mineral rights in Jiama area, Jiama Mine has completed a total of 267,400 meters of drilling with 581 holes.

### **Mineral Processing and Metallurgical Testing**

Sufficient testing has been carried out for plant design and construction to proceed. In the meantime, process optimization could continue as research and development (R&D), and as part of a Continuous Improvement Program. This is normal in any plant after commissioning and could include items described below.

Further metallurgical testing should be carried out on both skarn and hornfels ores to improve the molybdenum and precious metal recoveries, especially in lower grade ore. Take Skarn samples from the deeper parts of the orebody underground to confirm recoveries. Test Hornfels ore from the Jiaoyan pit, to improve copper-molybdenum separation efficiency. Studies should be made into the molybdenum grade variability in the various ores to optimise the grade and recovery of molybdenum. Carry out more Copper-Molybdenum selective flotation tests to optimise the reagent regime, determine molybdenum cut-off grades to help decide whether to process lower grade molybdenum ores. Set up routine metallurgical testing to optimise process performance, provide information circuit changes and additions.

### **Mineral Resources**

The Mineral Resource estimate was originally independently completed by Runge Pincock Minarco (RPM) Global dated 12th November 2012. Mining One was provided with the block model and all files related to construction of the model. The information contained within this report is based on information provided to Mining One, which has been verified and in some instances refined by Mining One. The Resource estimate is based on three dimensional geological and mineralisation models that were informed by the drill hole data set.

The Resource is based on three main geological domains that represent Skarn, Hornfels and Porphyry lithologies; mineralisation is hosted within each of these domains. Domain boundaries were constructed using a combination of the geology domains and a 0.1% Cu equivalent cut-off for the mineralisation. Standard wireframing procedures were used in relation to extrapolation of polygons half the drill spacing distance past known data points and tapering of zone thickness on the periphery of the domains.

Mining One Pty Ltd. noted that gold and silver mineralization within the ore body had a significantly higher spatial variability than the other elements. This classification takes into account the proposed large scale mining techniques where Au and Ag will only be credits to the overall products from the operations. Mining One Pty Ltd has assumed that Au and Ag will not be assigned a single cut-off grade for a selected mining block and will be mined in conjunction with the other elements.

### **Jiama Project - Cu, Mo, Pb, Zn ,Au, and Ag Mineral Resources under NI 43-101** Reported at a 0.3% Cu Equivalent Cut off grade\*, as of December 31, 2024

Class	Quantity Mt	Cu %	Mo %	Pb %	Zn %	Au g/t	Ag g/t	Cu Metal (kt)	Mo Metal (kt)	Pb Metal (kt)	Zn Metal (kt)	Au Moz	Ag Moz
Measured	91.12	0.38	0.04	0.04	0.02	0.07	5.04	346.86	33.42	33.3	16.7	0.21	14.76
Indicated	1304.0	0.40	0.03	0.05	0.03	0.10	5.48	5164.3	448.51	609.51	377.78	4.15	229.63
M+I	1395.1	0.40	0.03	0.05	0.03	0.10	5.45	5511.16	481.93	642.81	394.48	4.36	244.39
Inferred	406.1	0.31	0.03	0.08	0.04	0.10	5.13	1258.91	121.83	324.88	175.0	1.31	66.98

Note: Figures reported are rounded which may result in small tabulation errors.  
The prices of Cu, Mo, Pb, Zn, Au and Ag are US\$2.9/lbs; US\$15.5/lbs; US\$2.9/lbs; US\$0.95/lbs; US\$1,300/oz and \$20/oz  
The Copper Equivalent basis for the reporting of resources has been compiled on the following basis:  
 $CuEq\ Grade = (Ag\ Grade * Ag\ Price + Au\ Grade * Au\ Price + Cu\ Grade * Cu\ Price + Pb\ Grade * Pb\ Price + Zn\ Grade * Zn\ Price + Mo\ Grade * Mo\ Price) / Copper\ Price$   
The Mineral Resources include the Mineral Reserves

Resource Estimate by Runge Pincock Minarco on 12th November of 2012 and updated by Mining One Pty Ltd. In 2014 and by Tony Guo, P.Geo, a Qualified Person as defined by NI 43-101 in 2024.

## **Mineral Reserves**

The selected mining strategies developed by CGDI in conjunction with China Gold consider conventional truck shovel mining for the Jiaoyan and South open pits. Various mining methods have been proposed for the Phase II Expansion Underground Mine with the primary method being Sub Level Stopping with fill (Primary/Secondary/(Tertiary)).

The reserve estimate for the Jiama Project underground mine is based on a combination of Sub Level Open Stopping with Paste fill, Room and Pillar and Cut and Fill. The mineral reserve estimate is summarised below which are inclusive of the modifying factors for mining recovery and dilution.

### **Jiama Project Statement of NI 43-101 Mineral Reserve Estimate as of December 31, 2024**

Class	Quantity Mt	Cu %	Mo %	Pb %	Zn %	Au g/t	Ag g/t	Cu Metal (kt)	Mo Metal (kt)	Pb Metal (kt)	Zn Metal (kt)	Au Moz	Ag Moz
Proven	17.14	0.60	0.05	0.02	0.02	0.19	7.66	102.54	8.63	3.91	2.64	0.11	4.22
Probable	330.62	0.60	0.03	0.13	0.07	0.16	10.38	1972.02	113.69	417.82	230.75	1.69	110.36
P+P	347.76	0.60	0.04	0.12	0.07	0.16	10.25	2074.56	122.32	421.73	233.38	1.79	114.58

Notes:

- All Mineral Reserves have been estimated in accordance with the JORC code and have been reconciled to CIM standards as prescribed by the NI 43-101.
- Mineral Reserves were estimated using the following mining and economic factors:
  - Open Pits:
    - 5% dilution factor and 95% recovery were applied to the mining method;
    - an overall slope angle of 43 degrees;
    - a copper price of US\$ 2.9/lbs;
    - an overall processing recovery of 88 - 90% for copper
  - Underground:

- a) 10% dilution added to all Sub-Level Open Stopping;
  - b) Stope recovery is 87% for Sub-Level Open Stopping;
  - c) An overall processing recovery of 88 – 90% for copper.
3. The cut-off grade for Mineral Reserves has been estimated at copper equivalent grades of 0.3% Cu (NSR) for the open pits and 0.45% Cu (NSR) for the underground mine.
4. Mineral Reserves have been estimated by Runge Pincock Minarco on 12th November of 2012 and updated by Mining One Pty Ltd. In 2014 and by Tony Guo, P.Geo, a Qualified Person as defined by NI 43-101 in 2024.

## **Current Mine Operations**

On May 30, 2024, the mining operations was resumed with a processing capacity of 34,000 tpd at the Phase II processing plant. The Phase I processing plant ceased operation since then. The annual ore processing volume in 2024 was 8.2 million tons, producing 47,900 tons of copper metals, 1,693.56 kilograms of gold, 100.56 tons of silver, 354.12 tons of molybdenum, 27,896.12 tons of lead and 14,663.11 tons of zinc. The total recovery rates for Cu, Au, Ag, Mo, Pb and Zn are 81.98%, 70.44%, 62.21%, 25.31%, 75.45% and 72.49% respectively. The total sales revenue is 3.597 billion RMB yuan and a profit is 124 million RMB yuan for the year of 2024.

## **Human Resources**

By the end of 2024, a total number of the Company employees was 2027, including 412 females and 483 ethnic minorities. There are 253 female staff at all levels of management. We have no part-time employee. Our employees are from 27 provinces, municipalities and autonomous regions such as Tibet Autonomous Region, Jilin, Henan, Sichuan and Liaoning Province.

## **DESCRIPTION OF CAPITAL STRUCTURE**

China Gold International's authorized capital consists of an unlimited number of Common Shares without par value. As of March 27, 2025, China Gold International had **396,413,753** Common Shares issued and outstanding. All of the issued Common Shares are fully paid and are not subject to any future call or assessment. All of the issued Common Shares rank equally as to voting rights, participation and distribution of China Gold International's assets upon liquidation, dissolution or winding-up and the entitlement to dividends. Holders of Common Shares are entitled to receive notice of, attend and vote at all meetings of shareholders of China Gold International. Each Common Share carries one vote at such meetings. Holders of Common Shares are entitled to dividends if and when declared by the directors and, upon liquidation, to receive such portion of the assets of China Gold International as may be distributable to such holders.

## **DIVIDENDS**

The company did not distribute dividends for the fiscal year 2023 due to the significant financial impact resulting from a tailing pond overflow. The incident incurred substantial costs, including temporary suspension of certain operations, regulatory penalties and maintenance, led to a negative financial outcome for the year. As a result, the company reported a net loss, making it financially imprudent to allocate funds for dividend distribution.

The decision not to pay dividends by the board of directors was made to safeguard the company's financial stability and prioritize long-term sustainability over short-term distributions.

The Company is committed to providing sustainable returns to its shareholders. The Board of Directors determine dividends on an annual basis based on among other things, the results of operations, cash flows and financial conditions, operating and capital requirements, the rules promulgated by the regulators affecting dividends in both Canada and China and at both the TSX and HKSE, and the amount of distributable profits and other relevant factors.

## **MARKET FOR SECURITIES**

Our Common Shares are traded on the TSX under the symbol CGG and the HKSE under the stock code 2099. Information concerning the trading prices and volumes on the TSX during the year ended December 31, 2024, is set out below.

The following sets forth the high and low market prices and the volume of the Common Shares traded on the TSX monthly during the periods indicated (stated in Canadian dollars):

<b>Date (2024)</b>	<b>High</b>	<b>Low</b>	<b>Volume</b>
January	6.03	5.42	90,600
February	6.52	5.23	141,200
March	8.65	6.5	381,800
April	9.12	7.88	278,400
May	9.76	7.86	336,000
June	9.50	8.58	228,000
July	9.50	7.04	350,300
August	7.71	6.33	184,800
September	6.46	5.00	170,500
October	6.96	5.67	304,500
November	7.62	5.60	184,100
December	7.54	6.49	140,000

The closing price of our Common Shares on the TSX on March 26, 2025 was Cdn\$9.55 and on the HKSE on March 26, 2025 was HK\$51.95.

## **DIRECTORS AND OFFICERS**

The name, province or state and country of residence and position with the Company of each director and executive officer of the Company, and the principal business or occupation in which each director or executive officer has been engaged during the immediately preceding five years, effective on the date of this AIF, is as follows:

Name, Province and Country of Residence and Position with Company <sup>(1)</sup>	Present and Principal Occupation during the last five years	Date of Appointment as Director
Chenguang Hou Chairman, Chief Executive Officer Beijing, China	<p>Mr. Hou, age 45, appointed as Chairman, Executive Director and CEO of the Company, effected November 14, 2024.</p> <p>Mr. Hou, aged 45, has over 20 years of experience in the mining sector, including expertise in corporate management, financial management, audit, legal and compliance management. Since July 2001, Mr. Hou has held several senior executive roles with the controlling shareholder of the Company, China National Gold Group Co., Ltd. (“CNG”). From October 2014 to August 2020, he served successively as deputy general manager and senior manager of CNG’s finance department. From November 2020 to November 2024, he held the roles of deputy general manager and general manager of CNG’s audit and legal department. Since November 2024, he has been appointed as Chairman and general manager of China National Gold Group Hong Kong Limited. In addition, Mr. Hou has held senior management positions in several mining companies and is familiar with the production processes and operating practices of listed companies, bringing extensive experience in executive management.</p> <p>Mr. Hou has participated in merger and acquisitions of various mining projects, and has extensive experience in assets injection, financial due diligence, valuation, and legal and compliance matters of listed companies. He led the establishment of a comprehensive compliance system of China Gold, presided over economic responsibility audits for multiple mining companies. Additionally, he has maintained strong working relationships with CNG, as well as domestic and international financial institutions and regulatory institutions.</p> <p>Mr. Hou is a senior accountant with a Bachelor’s Degree in Accounting from Beijing Wuzi University and enrolled in part-time graduate studies in business administration at Asia International Open University (Macao).</p>	November 14, 2024
Yuanhui Fu <sup>(5)</sup> Director, Vice President Beijing, China	<p>Mr. Fu, aged 45, is a senior geologist and has over 20 years of experience in the mining industry. Since December 2021, he has served as Chairman of Tibet Huatailong Mining Development Co., Ltd.. From 2018 to 2021, Mr. Fu served as Deputy Manager of the Mineral Resources &amp; International Cooperation Department of CNG. From 2014 to 2018, Mr. Fu was Deputy Manager of CNG’s Resource Company Ltd. and Chairman of Aoyoute Mining Ltd., Wulantaolegai Mining Ltd., Xingyuan Non-Ferrous Metal Ltd. and Daolundaba Copper Ltd.. Mr. Fu was the deputy manager of Tibet Huatailong between 2012 and 2014. Before 2012, Mr. Fu also held a key role in Strategic Development Department in CNG.</p> <p>Mr. Fu holds a master’s degree in geochemistry and a bachelor’s degree in Resource Exploration &amp; Engineering from the China University of Geosciences (Beijing).</p>	October 27, 2022

Name, Province and Country of Residence and Position with Company <sup>(1)</sup>	Present and Principal Occupation during the last five years	Date of Appointment as Director
Weibin Zhang <sup>(3)</sup> Director Beijing, China	<p>Mr. Zhang, age 61, joined Inner Mongolia Pacific Mining Co., Limited ("Inner Mongolia Pacific") in March 2018 as Chairman and General Manager. From October 2017 to March 2018, he served as Executive Director and General Manager of Changchun Gold Design Institute Co., Ltd.. From March 2014 to October 2017, Mr. Zhang served as the Principle of Changchun Gold Design Institute Co., Ltd.. From March 2011 to March 2014, he served as Vice President of China National Gold Engineering Corporation.</p> <p>Starting in 1985 through March 2014, Mr. Zhang held numerous senior executive roles at the Changchun Gold Design Institute Co., Ltd. and Yunnan Gold LLC.</p> <p>Mr. Zhang is a senior professional mining engineer and has over 39 years of experience in the mining industry. Mr. Zhang holds a college diploma in Mining Engineering from Shenyang Gold College.</p> <p>Mr. Zhang retired as Chairman and General Manager of Inner Mongolia Pacific on December 4, 2024.</p>	June 17, 2020
Na Tian Director Beijing, China	<p>Ms. Tian, age 44, acted as Deputy General Manager of the Audit and Legal Compliance Department of CNG since February 2021. She joined CNGHK as Legal Deputy Manager of the General Administration Office in September 2018. Since February 2012, Ms. Tian has worked in the Division of Corporate Secretary Affairs of the Company and was promoted to Deputy Director in September 2017. In July 2017, she was appointed as a director of Skyland Mining (BVI) Limited, a wholly owned subsidiary of the Company. From July 2008 to May 2011, Ms. Tian was an auditor at Ernst &amp; Young Hua Ming LLP. In 2008, Ms. Tian passed PRC national judicial examination and obtained the Legal Professional Qualification.</p> <p>Ms. Tian holds a master's degree in Law from Peking University Law School. She also holds double bachelor's degrees and majored in law and business English from Guangdong University of Foreign Studies.</p>	June 17, 2020

Name, Province and Country of Residence and Position with Company <sup>(1)</sup>	Present and Principal Occupation during the last five years	Date of Appointment as Director
Wanming Wang <sup>(4)</sup> Non-Executive Director Beijing, China	<p>Mr. Wang, aged 58, has 37 years of experience in finance and financial administration. Currently, he is the CFO of CNGHK, before that he served as the General Manager of the financial department in CNGHK since October 2018. In the past three decades, Mr. Wang has also served as head of finance departments both at the CNG's head office and its subsidiaries with responsibilities including asset management, capital management, budgeting, accounting as well as asset securitization. Mr. Wang served as a member of the Board of Supervisors in the following companies: Tibet Huatailong since 2020, and Tibet Jia Ertong Mining Development Co. Ltd. since 2020. Mr. Wang also served as a director of the Board of Soremi Investments Ltd. since 2017, CNG Buqiuke Ltd. since 2019 and Zhongxin International Financial Leasing Co. Ltd. since 2016.</p> <p>Mr. Wang is a senior accountant and holds an MBA degree from Asia International Open University.</p>	October 27, 2022
Yingbin Ian He <sup>(2)(3)(4)(5)</sup> Lead Independent Director BC, Canada	<p>Mr. He, age 63, joined the Company as an Independent Non-Executive Director in May 2000. He is appointed as Chairman of the Audit Committee since October 2009 and as Lead Independent Non-Executive Director since November 2018. Mr. He's career in the mining industry has spanned nearly 40 years, with extensive senior executive and board experience. Mr. He is Director and Chairman of Vatukoula Gold Mines since 2013. From 1995 and 2006, Mr. He served as President and Director of Spur Ventures Inc. (listed on TSX Venture Exchange, now Atlantic Gold Corp. part of St Barbara Ltd). From 2003 to 2006 and from 2011 to 2016, Mr. He served as Director and General Manager of Yichang Mapleleaf Chemicals Inc., former subsidiary of Spur Ventures Inc. Mr. He has served as director of several public companies including SouthGobi Resources Ltd., dually listed on the Hong Kong Stock Exchange and the TSX Venture Exchange; Director of PT Bumi Resources Tbk, listed on the Indonesia Stock Exchange, and Director of Tri-River Ventures Inc., listed on the TSX Venture Exchange. In his early career, Mr. He worked as Senior Metallurgical Engineer with Process Research Associates (now part of Bureau Veritas) (1992 to 1995), Mineral Process Engineer (1990 and 1992) with Teck Resources, and Lecturer (1982-1985) with Heilongjiang Institute of Mining and Technology (now Heilongjiang University of Science and Technology).</p> <p>Mr. He obtained his PhD (1994) and Master of Applied Science (1990) degrees in Mineral Process Engineering from the University of British Columbia, Canada, and Bachelor of Engineering degree (1982) from Heilongjiang Institute of Mining and Technology, China. Mr. He is a member of the Canadian Institute of Mining, Metallurgy and Petroleum and the Canadian Institute of Corporate Directors.</p>	May 31, 2000

Name, Province and Country of Residence and Position with Company <sup>(1)</sup>	Present and Principal Occupation during the last five years	Date of Appointment as Director
Wei Shao <sup>(2)(3)(4)(5)</sup> Director BC, Canada	<p>Mr. Shao, age 70, is elected as an Independent Non-Executive Director as well as Chairman of the Nominating &amp; Corporate Governance Committee since June 2019. He is a partner and the National China Service Co-Leader at Dentons Canada LLP and specializes in international business transactions focusing on China. Mr. Shao has over 30 years of extensive experience in mergers and acquisitions, corporate and project financing, cross-border counseling and general corporate and commercial transactions. Mr. Shao is actively involved in community and non-profit organizations. Prior to his legal career, Mr. Shao worked for the United Nations in New York. Mr. Shao is an interpreter accredited by the United Nations and by the federal government of Canada.</p> <p>Mr. Shao holds an LLB from the University of Toronto, BA from Xi'an Foreign Languages Institute and U.N Accreditation of Simultaneous Interpretation from the Beijing University of Foreign Studies.</p>	June 25, 2019
Bielin Shi <sup>(2)(3)(4)(5)</sup> Director Stirling, Australia	<p>Mr. Shi, age 69, is elected as an Independent Non-Executive Director as well as Chairman of the Health, Safety and Environmental Committee since June 2019. He is a leading mining executive and geologist who specializes in investment management, mining geology, geostatistics, resource estimation and optimisation, exploration and project development. Mr. Shi has over 39 years of experience as a geologist with high level experience in investment management, applied geostatistics, resource estimation and mining geology, and worldwide operational expertise in exploration and mining projects. He also has expertise with independent technical reviews, due diligence audits and expert technical reporting in compliance with the JORC Code, NI43-101 and Hong Kong Stock Exchange standards.</p> <p>Mr. Shi is a Competent Person under the JORC Code and holds equivalent credentials in respect of Canadian and Hong Kong's Mineral Resources/Reserves reporting standards. Mr. Shi has published numerous papers on the application of geostatistics in resource estimation.</p> <p>Mr. Shi's recent work has included investment management, audit and reviews of resources for multiple commodity mining projects.</p> <p>Mr. Shi has been a Post-Doctoral Research Fellow in Geostatistics from Edith Cowan University, Western Australia from 1998 to 2000. Mr. Shi holds a PhD from the University of Melbourne since 1995 and is an AusIMM Chartered Professional since 2018.</p>	June 25, 2019



Name, Province and Country of Residence and Position with Company <sup>(1)</sup>	Present and Principal Occupation during the last five years	Date of Appointment as Director
Ruxia Han <sup>(2)(3)(4)(5)</sup> Director Hong Kong, China	<p>Ms. Han, age 41, is elected as an Independent Non-Executive Director as well as Chairwoman of the Compensation and Benefit Committee since June 2019. She is currently a Partner of the PE Investment Department at Harvest Global Capital Investments Limited since April 2024 and an independent Non-Executive Director of Jinchuan Group International Resource Co. Ltd (HKEX Stock Code: 2362) since July 2022. Before joining Harvest Global Capital Investments Limited, Ms. Han was Deputy CEO and Executive Director of Mason Group Holdings Limited (HKEX Stock Code: 0273) until the privatization of the said Company was completed on 13 November 2023. Previously, from early 2014 to late 2019, Ms. Han was Head of Operations and Risk of MEC Advisory Limited, which was the sole Investment Advisor to the Can-China Global Resource Fund. Prior to MEC, Ms. Han was an Investment Manager at The Export-Import Bank of China. Ms. Han obtained her Ph.D degree of Economics (Finance), Master's degree in Applied Economics (Venture Capital) and Bachelor's degree of Economics (Finance) from Renmin University of China.</p>	June 25, 2019
Jerry Xie Executive Vice President & Corporate Secretary BC, Canada	<p>Mr. Xie, age 64, joined the Company in March 2009 and serves as Executive Vice President and Corporate Secretary. Mr. Xie is responsible for overseeing corporate secretarial matters and managing compliance and plays an important role in business development, project evaluation, investor relations as well as public relations. Mr. Xie served as Vice President and Secretary to the Board of the Company from March 2009 to October 2009 at which time he was promoted to Executive Vice President and Corporate Secretary. After joining the Company, Mr. Xie was involved in the Company's HK IPO process, evaluation of the Company's Jiama Mine, merger and acquisitions and bond issuance, as further described below. Mr. Xie has over 33 years in experience of Engineering and Project Management in the petro-chemical and oil-sand industry and mining industry. Prior to joining the Company, Mr. Xie worked as Project Manager, Project Engineer and Senior Piping Stress Analyst for LPEC/SINOPEC, Fluor, Bantrel, Tri-Ocean and WorleyParsons Canada Ltd., resource and energy engineering companies in China and Canada, from February 1982 to March 2009.</p> <p>Mr. Xie holds a Master's Degree in Mechanical Engineering from the University of Calgary in Canada, a Master's Degree in Mining Engineering from the Beijing University of Science &amp; Technology and a diploma from the Mechanical Department of Shanghai Institute of Chemical Industry.</p>	N/A

<b>Name, Province and Country of Residence and Position with Company<sup>(1)</sup></b>	<b>Present and Principal Occupation during the last five years</b>	<b>Date of Appointment as Director</b>
Zheng Wang Chief Financial Officer	<p>Ms. Wang, aged 53, was appointed as Chief Finance Officer on May 15, 2023. Ms. Wang joined the Company in August 2012 and has served consecutively as staff accountant and accounting manager responsible for corporate financial management. Ms. Wang has extensive experience in financial reporting, internal control and corporate financing. Prior to joining the Company, Ms. Wang worked as business analyst and accounting manager for China Minmetals Corporation and IL CPA Society.</p> <p>Ms. Wang holds the title of Accredited Senior Accountant in China and is a Certified Public Accountant in the United States. Ms. Wang obtained a Master's Degree in Business Administration from the University of Wisconsin-Madison, USA and a Bachelor's degree in English from North China University of Technology.</p>	May 15, 2023

Notes:

- (1) The information as to country of residence and principal occupation has been furnished by the respective directors and officers individually.
- (2) Denotes member of the Audit Committee.
- (3) Denotes member of the Compensation and Benefits Committee.
- (4) Denotes member of the Nominating and Corporate Governance Committee.
- (5) Denotes member of the Health, Safety and Environmental Committee.

Each director's term of office expires at the next annual general meeting of China Gold International.

#### *Shareholdings of Directors and Senior Officers*

As of March 27, 2025, the directors and executive officers, as a group, beneficially owned, directly or indirectly, or exercised control or direction over 100,000 Common Shares of China Gold International, representing approximately 0.0252% of the outstanding Common Shares of China Gold International.

<b>Name</b>	<b>Position</b>	<b>Company</b>	<b>Number of shares held</b>	<b>Nature of interest</b>	<b>Approximate percentage of interest in the company</b>
Yingbin Ian He	Independent Director	China Gold International Resources Corp. Ltd.	100,000	Personal	0.0252%

Note: Information relating to share ownership provided by each Director.

#### *Corporate Cease Trade Orders, Bankruptcies, Penalties or Sanctions*

No director, officer or promoter of China Gold International has, within the last ten years: (i) been a director, officer or promoter of any reporting issuer that, while such person was acting in that capacity, was the subject of a cease trade or similar order or an order that denied China Gold International access to any statutory exemption for a period of more than 30 consecutive days; (ii) was subject to an order that was issued after the director, executive officer or promoter ceased to be a director, executive officer or promoter in the relevant company which resulted from an event that occurred while that person was acting in that capacity that denied the relevant company access to any statutory exemption for a period of more than 30 consecutive days; (iii) was declared bankrupt or made a voluntary assignment in bankruptcy, made a proposal under any legislation relating to bankruptcy or been subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver-manager or trustee appointed to hold

the assets of that person; or (iv) been subject to any penalties or sanctions imposed by a court or securities regulatory authority relating to trading in securities, promotion or management of a publicly traded issuer or theft or fraud, except as noted below.

Mr. Yingbin Ian He is a director of SouthGobi Resources Ltd. ("**SouthGobi**") which was subject to a cease trade order issued by the British Columbia Securities Commission on June 19, 2020 as a result of SouthGobi's failure to file (i) annual audited financial statements, annual management's discussion and analysis, and certification of annual filings for the year ended December 31, 2019; and (ii) interim unaudited financial statements, interim management's discussion and analysis, and certification of interim filings for the interim period ended March 31, 2020. The cease trade order was lifted on February 8, 2021.

SouthGobi was also subject to a management cease trade order issued by the British Columbia Securities Commission on April 1, 2022 as a result of SouthGobi's failure to file annual audited financial statements, annual management's discussion and analysis, and annual information form for the year ended December 31, 2021. The management cease trade order was lifted on June 08, 2022.

Mr. Yingbin Ian He was a director of Huaxing Machinery Corp. ("**Huaxing**") from January 2011 to December 2016. On February 26, 2015, the British Columbia Securities Commission issued a cease trade order requiring all persons to cease trading in the securities of Huaxing until Huaxing files amended and restated audited financial information for the financial years ended December 31, 2013 and 2012.

On June 9, 2015, the Alberta Securities Commission issued a cease trader order which required that all trading or purchasing cease in respect of the securities of Huaxing as a result of the failure by Huaxing to file: (i) annual audited financial statements, annual management's discussion and analysis, and certification of annual filings for the year ended December 31, 2014; and (ii) interim unaudited financial statements, interim management's discussion and analysis, and certification of interim filings for the interim period ended March 31, 2015.

The Company was notified by Dr. Bielin Shi, a nominee for Director at the Meeting, of an investigation and decision (the "**Decision**") by the Shanghai Stock Exchange (the "**SSE**") against Shandong Tyan Home Co., Ltd. ("**Tyan**") together with its controlling shareholder and 21 current and former directors and officers of Tyan pertaining to certain breaches of continuous disclosure requirements in Tyan's Annual and Semi-Annual reports for the periods 2014 through and including 2018. Dr. Shi served as Deputy General Manager of Tyan for a short period from July 2017 to March 2019. Dr. Shi was responsible for mineral exploration and investments held by Tyan. He did not have any responsibility for financial disclosure and was not involved with Tyan during most of the periods for which incorrect financial disclosure was filed, but was implicated in the Decision by virtue of serving as an officer of Tyan during the period in which financial reporting was filed for such periods in question. The Decision did not relate to any business or operations of Tyan in which Dr. Shi was involved in. Dr. Shi received a formal warning from the SSE and the China Securities Regulatory Commission and was given a fine of 30,000 RMB.

Dr. Shi resigned as Deputy General Manager Tyan in March 2019 and was not involved in the regulatory proceeding against Tyan.

To the knowledge of the Company, no other director, officer or promoter of the Company, or a shareholder holding sufficient securities of China Gold International to affect materially the control of China Gold International, or a personal holding company of any such persons, has, within the 10 years preceding the date of this AIF, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or been subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold the assets of the individual, has been subject

to any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority, or has been subject to any other penalties or sanctions imposed by a court or regulatory body.

#### *Conflicts of Interest*

Directors and officers of China Gold International may, from time to time, be involved with the business and operations of other mining companies, in which case a conflict may arise. See "Description of the Business – Risk Factors" for more details.

#### *Audit Committee Information*

Information Concerning the Audit Committee of the Company, as required by NI 52-110, is provided in Schedule B to this Annual Information Form.

### **INTERESTS OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS**

China Gold International is unaware of any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, of (i) any director or executive officer of China Gold International, (ii) a person or company that is, as of the date hereof, the direct or indirect beneficial owner of, or who exercises control or direction over, more than 10% of any class or series of China Gold International's outstanding securities, and (iii) any associate or affiliate of any person or company referred to in either (i) or (ii) above, in any transaction within the three most recently completed financial years or during the current financial year which has materially affected or would materially affect China Gold International or any of its subsidiaries other than the following interests of China National Gold in:

1. The Fourth Supplemental Contract for Purchase and Sale of Doré. See "General Development of the Business – Three Year History – 2023".
2. The Fourth Supplemental Product and Service Framework Agreement. See "General Development of the Business – Three Year History – 2023".
3. The Financial Services Agreement. See "General Development of the Business – Three Year History – 2024".

In addition China National Gold provides support to mining and exploration operations at the CSH Gold Project and the Jiama Project from time to time, the Company has entered into additional non-material contracts with China National Gold and affiliates of China National Gold in connection with the ongoing expansions of the CSH Gold Project and the Jiama Project.

### **TRANSFER AGENT AND REGISTRAR**

The Company's principal transfer agent and share registrar is TSX Trust Company of Suite 1200, 1 Toronto Street, Toronto, Ontario, Canada M5C 2V6 and the Company's transfer agent and share registrar in Hong Kong is Computershare Hong Kong Investor Services Limited, of Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.

### **MATERIAL CONTRACTS**

Below are the particulars of each contract, other than those entered into in the ordinary course of business, that is material to China Gold International and was entered into between January 2024 and the date of this

AIF or was entered into before that date but is still in effect. No disclosure is made regarding any contract that was entered into prior to January 1, 2002.

1. On April 5, 2002, a joint venture agreement between Brigade 217 and Pacific Gold Mining Inc. was entered to establish IMPM as a CJV. This is the joint venture agreement that relates to the CSH Gold Project and grants to China Gold International a 96.5% interest in the CJV.
2. On December 1, 2010, CNG Non-Compete and the CGG Non-Compete was granted by China National Gold in which China National Gold agrees to not compete with the Company, nor allow its Controlled Entities to compete with the Company in the International Mining Business and by the Company to China National Gold in which it undertakes not to compete with China National Gold and its Controlled Entities in respect of gold and nonferrous mineral prospects in PRC.
3. On November 3, 2015, Huatailong entered into a Loan Facility Agreement with a syndicate of banks led by the Bank of China for the aggregate principal amount of RMB3.98 billion, approximately US\$627 million. The full maturity and repayment of the loan is November 2029. The proceeds of the Loan Facility are to be used for the development of the Company's Jiamia Copper-Gold Polymetallic Mine.
4. Contract for Purchase and Sale of Doré between IMPM and China National Gold dated May 7, 2014, as supplemented by the Second Supplemental Contract for Purchase and Sale of Doré dated May 26, 2017, as supplemented by the Third Supplemental Contract for Purchase and Sale of Doré dated May 6, 2020 and as further supplemented by the Fourth Supplemental Contract for Purchase and Sale of Doré dated May 11, 2023. The Fourth Supplemental Contract for Purchase and Sale of Dore extends the term to December 31, 2026. See "General Development of the Business – Three Year History – 2023".
5. Product and Service Framework Agreement between the Company and China National Gold dated April 26, 2013, as supplemented by the First Supplemental Product and Service Framework Agreement dated May 29, 2015, as supplemented by the Second Supplemental Product and Service Framework Agreement dated May 26, 2017, as supplemented by the Third Supplemental Product and Service Framework Agreement dated May 6, 2020 and as supplemented by the Fourth Supplemental Product and Service Framework Agreement dated May 11, 2023 to further extend the term to December 31<sup>st</sup>, 2026. See "General Development of the Business – Three Year History – 2023".
6. On May 8, 2024, CGG and China Gold Finance entered into the 2024 Financial Services Agreement pursuant to which China Gold Finance agreed to provide the Company with a range of financial services including (a) the Deposit Service, (b) the Lending Services, (c) the Settlement Services and (d) the Other Financial Services. The Agreement will be effective until 31 December 2026.

## **INTERESTS OF EXPERTS**

### **Names of Experts**

The following persons, firms and companies are named as having prepared or certified a report, valuation statement or opinion described or included in a filing, or referred to in a filing, made under NI 51-102 by the Company during, or relating to, its most recently completed financial year and whose profession or business gives authority to the report, valuation statement or opinion made by the person, firm or company:

Name	Description
Deloitte Touche Tohmatsu	Independent Auditor, Auditors' Report dated March 26, 2025 for the year ended December 31, 2024.
Guangpian Zhang, AusIMM Yuan Chen, MSc, MAIG, RPGeo Qiang Ji, AusIMM	Authors of the "NI 43-101 Technical Report for the Chang Shan Hao (CSH) Gold Property Inner Mongolia, the People's Republic of China" dated August 19, 2022.
Bin Guo, MAIG Anthony Cameron (AusIMM)	Authors of the Technical Report entitled "Jiama Phase II Expansion Project Mineral Resources and Reserves" dated January 30, 2014.
Yingting Guo	Qualified Person for NI 41-101 of the Canadian Securities Administrators of the Company Since 2024.

### Interests of Experts

Deloitte Touche Tohmatsu is the independent auditor of China Gold International. Deloitte Touche Tohmatsu is independent of the Company in accordance with the regulation and ethical requirements that are relevant to the audit of the financial statements in Canada.

To the Company's knowledge, none of the other experts named in the foregoing section had, at the time they prepared or certified such report, valuation statement or opinion, received after such time or will receive any registered or beneficial interest, directly or indirectly, in any securities or other property of the Company.

None of such experts and no director, officer or employee of such experts is or is expected to be elected, appointed or employed as a director, officer or employee of the Company or of any associate or affiliate of the Company.

### ADDITIONAL INFORMATION

Additional information, including information related to directors' and officers' remuneration and indebtedness, principal holders of China Gold International's securities, options to purchase securities, and interests of insiders in material transactions, is contained in China Gold International's information circular for the 2024 Annual General Meeting of Shareholders held on June 27, 2024. Such information for the current year will be included in China Gold International's information circular for its upcoming Annual General Meeting of Shareholders, which will be scheduled on June 27, 2025. Additional financial information is provided in China Gold International's audited financial statements and MD&A for the fiscal period ended December 31, 2024. Copies of the information circulars, financial statements and MD&A can be obtained upon request from China Gold International at Suite 660, One Bentall Centre, 505 Burrard Street, Box 27, Vancouver, British Columbia, Canada, V7X 1M4, Attention: Corporate Secretary, or on SEDAR at [www.sedarplus.com](http://www.sedarplus.com).

## SCHEDULE A - GLOSSARY AND CONVERSION FACTORS

### Conversion Factors

For ease of reference, the following conversion factors are provided:

Imperial Measure	=	Metric Unit	Metric Unit	=	Imperial Measure
2.47 acres		1 hectare	0.4047 hectares		1 acre
3.28 feet		1 metre	0.3048 metres		1 foot
0.62 miles		1 kilometre	1.609 kilometres		1 mile
0.032 ounces (troy)		1 gram	31.1 grams		1 ounce (troy)
2.205 pounds		1 kilogram	0.454 kilograms		1 pound
1.102 tonnes (short)		1 tonne	0.907 tonnes		1 ton
0.029 ounces (troy)/ton		1 gram/tonne	34.28 grams/tonne		1 ounce (troy)/ton

### Glossary of Geological and Mining Terms

**andalusite:** an aluminum-silicate metamorphic mineral found in high-temperature, low pressure metamorphic terranes.

**assay:** the chemical analysis of an ore, mineral or concentrate to determine the number of valuable species.

**breccia:** rock consisting of more or less angular fragments in a matrix of finer-grained material.

**carbonaceous:** containing carbon or coal, especially shale or other rock containing small particles of carbon distributed throughout the whole mass.

**diabase:** a fine-grained intrusive igneous rock.

**diorite:** intermediate coarse grained igneous rock.

**footwall:** the underlying side of a fault, ore body, or mine working; particularly the wall rock beneath an inclined vein or fault.

**formation:** a persistent body of igneous, sedimentary, or metamorphic rock, having easily recognizable boundaries that can be traced in the field without recourse to detailed palaeontologic or petrologic analysis, and large enough to be represented on a geologic map as a practical or convenient unit for mapping and description.

**granitoid:** pertaining to or composed of granite.

**hanging wall:** the overlying side of an ore body, fault, or mine working, especially the wall rock above an inclined vein or fault.

**igneous rock:** rock that is magmatic in origin.

**indicated mineral resource:** that part of a mineral resource for which quantity, grade or quality, densities, shape and physical characteristics can be estimated with a level of confidence sufficient to allow the appropriate application of technical and economic parameters to support mine planning and evaluation of the economic viability of the deposit. The estimate is based on detailed and reliable exploration and test information gathered through appropriate techniques from locations such as outcrops, trenches, pits,

workings and drill holes that are spaced closely enough for geological and grade continuity to be reasonably assumed.

**inferred mineral resource:** that part of a mineral resource for which the quantity and grade or quality can be estimated on the basis of geological evidence and limited sampling and reasonably assumed, but not verified, geological and grade continuity. The estimate is based on limited information and sampling gathered through appropriate techniques from locations such as outcrops, trenches, pits, workings and drill holes.

**intercalated:** said of layered material that exists or is introduced between layers of a different character; especially said of relatively thin strata of one kind of material that alternates with thicker strata of some other kind, such as beds of shale intercalated in a body of sandstone.

**kriging:** A weighted, moving-average interpolation method in which the set of weights assigned to samples minimizes the estimation variance, which is computed as a function of the variogram model and locations of the samples relative to each other, and to the point or block being estimated.

**lamprophyre:** a group of dark-coloured, porphyritic, medium grained igneous rocks usually occurring as dykes or small intrusions.

**leach:** to dissolve minerals or metals out of ore with chemicals.

**measured mineral resource:** that part of a mineral resource for which quantity, grade or quality, densities, shape and physical characteristics are so well established that they can be estimated with confidence sufficient to allow the appropriate application of technical and economic parameters to support production planning and evaluation of the economic viability of the deposit. The estimate is based on detailed and reliable exploration, sampling and testing information gathered through appropriate techniques from locations such as outcrops, trenches, pits, workings and drill holes that are spaced closely enough to confirm both geological and grade continuity.

**meta:** a prefix that, when used with the name of a sedimentary or igneous rock, indicates that the rock has been metamorphosed.

**mineral reserve:** the economically mineable part of a measured or indicated mineral resource demonstrated by at least a preliminary feasibility study. This study must include adequate information on mining, processing, metallurgical, economic and other relevant factors that demonstrate, at the time of reporting, that economic extraction can be justified. A mineral reserve includes diluting materials and allowances for losses that may occur when the material is mined.

**mineral resource (deposit):** a concentration or occurrence of natural, solid, inorganic or fossilized organic material in or on the earth's crust in such form and quantity and of such a grade or quality that it has reasonable prospects for economic extraction. The location, quantity, grade, geological characteristics and continuity of a mineral resource (deposit) are known, estimated or interpreted from specific geological evidence and knowledge.

**oxide:** a compound of ore that has been subjected to weathering and alteration as a result of exposure to oxygen for a long period of time.

**Pegmatite:** a very coarse-grained igneous rock that has a grain size of 20 mm or more.

**phyllite:** a regional metamorphic rock, intermediate in grade between slate and schist. Minute crystals of sericite and chlorite impart a silky sheen to the surfaces of cleavage.



**probable reserve:** the economically mineable part of an indicated and, in some circumstances, a measured mineral resource demonstrated by at least a preliminary feasibility study. This study must include adequate information on mining, processing, metallurgical, economic and other relevant factors that demonstrate, at the time of reporting, that economic extraction can be justified.

**run-of-mine:** ore in its natural state as it is removed from the mine that has not been subjected to additional size reduction.

**schist:** a strongly foliated crystalline rock, which readily splits into sheets or slabs as a result of the planar alignment of the constituent crystals. The constituent minerals are commonly specified (e.g. "quartz-muscovite-chlorite schist").

**shear zone:** a tabular zone of rock that has been crushed and brecciated by parallel fractures due to "shearing" along a fault or zone of weakness. These can be mineralized with ore-forming solutions.

**strike:** the direction, or course or bearing of a vein or rock formation measured on a level surface.

**strip (or stripping) ratio:** the tonnage or volume of waste material that must be removed to allow the mining of one tonne of ore in an open pit.

**sulfides:** compounds of sulfur with other metallic elements.

**tailing:** material rejected from a mill after the recoverable valuable minerals have been extracted.

**vein:** sheet-like body of minerals formed by fracture filling or replacement of host rock.

## SCHEDULE B - AUDIT COMMITTEE MATTERS

### Mandate

The mandate of the Audit Committee is to oversee China Gold International's financial reporting obligations, systems and disclosure, including monitoring the integrity of China Gold International's financial statements, monitoring the independence and performance of China Gold International's external auditors and acting as a liaison between the Board of Directors and China Gold International's auditors. The activities of the Audit Committee typically include reviewing interim financial statements and annual financial statements, ensuring that internal controls over accounting and financial systems are maintained and that accurate financial information is disseminated to shareholders, reviewing the results of internal and external audits and any change in accounting procedures or policies, and evaluating the performance of China Gold International's auditors. The Audit Committee communicates directly with China Gold International's external auditors in order to discuss audit and related matters whenever appropriate.

#### *1. Audit Committee Charter*

### **I. Purpose**

The primary objective of the Audit Committee (the "**Committee**") of China Gold International Resources Corp. Ltd. (the "**Company**") is to act as a liaison between the Board and the Company's independent auditors (the "**Auditors**") and to assist the Board in fulfilling its oversight responsibilities with respect to (a) the financial statements and other financial information provided by the Company to its shareholders, the public and others, (b) the Company's compliance with legal and regulatory requirements, (c) the qualification, independence and performance of the Auditors and (d) the Company's risk management and internal financial and accounting controls, and management information systems.

Although the Committee has the powers and responsibilities set forth in this Charter, the role of the Committee is oversight. The members of the Committee are not full-time employees of the Company and may or may not be accountants or auditors by profession or experts in the fields of accounting or auditing and, in any event, do not serve in such capacity. Consequently, it is not the duty of the Committee to conduct audits or to determine that the Company's financial statements and disclosures are complete and accurate and are in accordance with International Financial Reporting Standards ("**IFRS**"). These are the responsibilities of management and the Auditors.

The responsibilities of a member of the Committee are in addition to such member's duties as a member of the Board.

### **II. Organization**

The Committee shall comprise a minimum of three non-executive directors of the Company, a majority of which must be independent non-executive directors of the Company. At least one member of the Committee, who is an independent non-executive director of the Company, shall have appropriate professional qualifications or accounting or related financial management expertise.

The Committee membership shall satisfy the laws governing the Company and the independence, financial literacy, expertise and experience requirements under applicable securities law, stock exchange and any other regulatory requirements applicable to the Company.

The members of the Committee and the Chair of the Committee shall be appointed by the Board on the recommendation of the Nominating & Corporate Governance Committee. 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. Matters decided by the Committee shall be decided by majority votes. The chair of the Committee shall have an ordinary vote.

No member of the Committee shall have been a partner of or otherwise have had a financial interest in the Auditors during the past year.

Any member of the Committee may be removed or replaced at any time by the Board and shall cease to be a member of the Committee as soon as such member ceases to be a director.

The Committee may form and delegate authority to subcommittees when appropriate.

### **III. Meetings**

The Committee shall meet as frequently as circumstances require, but not less frequently than four times per year. The Committee shall meet at least quarterly with management, the Company's financial and accounting officer(s) and the Auditors in separate executive sessions to discuss any matters that the Committee or each of these groups believe should be discussed privately.

The Chair of the Committee shall be an independent chair who is not Chair of the Board. In the absence of the appointed Chair of the Committee at any meeting, the members shall elect a chair from those in attendance at the meeting. The Chair, in consultation with the other members of the Committee, shall set the frequency and length of each meeting and the agenda of items to be addressed at each upcoming meeting.

The Committee will appoint a Secretary who will keep full minutes of all meetings. The Secretary may also be the Chief Financial Officer, the Company's Corporate Secretary or another person who does not need to be a member of the Committee. The Secretary for the Committee can be changed by simple notice from the Chair.

Draft and final versions of the meeting minutes should be sent to all members of the Committee within a reasonable time following such meetings.

The Chair shall ensure that the agenda for each upcoming meeting of the Committee is circulated to each member of the Committee as well as the other directors in advance of the meeting.

The Committee may invite, from time to time, such persons as it may see fit to attend its meetings and to take part in discussion and consideration of the affairs of the Committee. The Company's accounting and financial officer(s) and the Auditors shall attend any meeting when requested to do so by the Chair of the Committee.

### **IV. Authority and Responsibilities**

The Board, after consideration of the recommendation of the Committee, shall nominate the Auditors for appointment by the shareholders of the Company in accordance with applicable law. The Auditors report directly to the Audit Committee. The Auditors are ultimately accountable to the Committee and the Board as representatives of the shareholders.

The Committee shall have the following responsibilities:

**(a) Auditors**

1. Recommend to the Board the independent auditors to be nominated for appointment or reappointment as Auditors of the Company at the Company's annual meeting and the remuneration to be paid to the Auditors for services performed during the preceding year; approve all auditing services to be provided by the Auditors; be responsible for the oversight of the work of the Auditors, including the resolution of disagreements between management and the Auditors regarding financial reporting; and recommend to the Board and the shareholders the termination of the appointment of the Auditors, if and when advisable.
2. When there is to be a change of the Auditor, (i) review all issues related to the change, including any notices required under applicable securities law, stock exchange or other regulatory requirements, and the planned steps for an orderly transition; and (ii) be primarily responsible for questions relating to such change.
3. Review the Auditor's audit plan and discuss the Auditor's scope, staffing, materiality, and general audit approach.
4. Review and monitor the Auditors' independence and objectivity and the effectiveness of the audit process in accordance with applicable standards. The Committee should discuss with the Auditors the nature and scope of the audit and reporting obligations prior to the commencement of the audit.
5. Review on an annual basis the performance of the Auditors, including the lead audit partner.
6. Take reasonable steps to confirm the independence of the Auditors, which include:
  - (a) Ensuring receipt from the Auditors of a formal written statement in accordance with applicable regulatory requirements delineating all relationships between the Auditors and the Company;
  - (b) Considering and discussing with the Auditors any disclosed relationships or services, including non-audit services, that may impact the objectivity and independence of the Auditors;
  - (c) Developing and implementing policy on the provision of non-audit related services provided by the Auditors to the Company and approving in advance any non-audit related services provided by the Auditors to the Company, and the fees for such services, with a view to ensuring independence of the Auditors, and in accordance with applicable regulatory standards, including applicable stock exchange requirements with respect to approval of non-audit related services performed by the Auditors. For the purpose of this Part IV(a)(6)(c), "Auditors" include any entity that is under common control, ownership or management with the Auditors or any entity that a reasonable and informed third party knowing all the relevant information would reasonably conclude to be part of the Auditors, nationally or internationally); and
  - (d) As necessary, taking or recommending that the Board take appropriate action to oversee the independence of the Auditors.

7. Review and approve any disclosures required to be included in periodic reports under applicable securities laws, rules and regulations and stock exchange and other regulatory requirements with respect to non-audit services provided by the Auditors.
8. Confirm with the Auditors and receive written confirmation at least once per year as to (i) the Auditor's internal processes and quality control procedures; and (ii) disclosure of any material issues raised by the most recent internal quality control review, or per review within the preceding five years respecting independent audit carried out by the Auditors or investigations or government or professional enquiries, reviews or investigations of the Auditors within the last five years.
9. Consider the tenure of the lead audit partner on the engagement in light of applicable securities law, stock exchange or applicable regulatory requirements.
10. Review all reports required to be submitted by the Auditors to the Committee under applicable securities laws, rules and regulations and stock exchange or other regulatory requirements.
11. Receive all recommendations and explanations which the Auditors place before the Committee.
12. Ensure any provision of non-audit related services by the Auditors does not impair their independence or objectivity and develop and implement any necessary policies in that regard.

**(b) Financial Statements and Financial Information**

13. Review and discuss with management, the financial and accounting officer(s) and the Auditors, the Company's annual audited financial statements, including disclosures made in management's discussion and analysis, prior to filing or distribution of such statements and recommend to the Board, if appropriate, that the Company's audited financial statements be included in the Company's annual reports distributed and filed under applicable laws and regulatory requirements.
14. Review and discuss with management, the financial and accounting officer(s) and the Auditors, the Company's interim financial statements, including management's discussion and analysis, and the Auditor's review of interim financial statements, prior to filing or distribution of such statements.
15. Review any earnings press releases of the Company before the Company publicly discloses this information.
16. Be satisfied that adequate procedures are in place for the review of the Company's disclosure of financial information and extracted or derived from the Company's financial statements and periodically assess the adequacy of these procedures.
17. Discuss with the Auditor and review the matters required to be discussed by applicable auditing standards requirements relating to the conduct of the audit including:
  - (a) the adoption of, or changes to, the Company's significant auditing and accounting principles and practices;
  - (b) the management letter provided by the Auditors and the Company's response to that letter;
  - (c) any difficulties encountered in the course of the audit work, including any restrictions on the scope of activities or access to requested information, or personnel and any significant disagreements with management; and

- (d) any material queries raised by the Auditors to management about accounting records, financial accounts or systems of control and management's response.
18. Ensure that the Board will provide a timely response to the issues raised in the management letter provided by the Auditors.
  19. Discuss with management and the Auditors major issues regarding accounting principles used in the preparation of the Company's financial statements, including any significant changes in the Company's selection or application of accounting principles. Review and discuss analyses prepared by management and/or the Auditors setting forth significant financial reporting issues and judgments made in connection with the preparation of the financial statements, including analyses of the effects of alternative approaches under IFRS.
  20. Prepare any report under applicable securities law, stock exchange or other regulatory requirements, including any reports required to be included in statutory filings, including in the Company's annual proxy statement.
- (c) **Ongoing Reviews and Discussions with Management and Others**
21. Obtain and review an annual report from management relating to the accounting principles used in the preparation of the Company's financial statements, including those policies for which management is required to exercise discretion or judgments regarding the implementation thereof.
  22. Periodically review separately with each of management, the financial and accounting officer(s) and the Auditors; (a) any significant disagreement between management and the Auditors in connection with the preparation of the financial statements, (b) any difficulties encountered during the course of the audit, including any restrictions on the scope of work or access to required information and (c) management's response to each.
  23. Periodically discuss with the Auditors, without management being present, (a) their judgments about the quality and appropriateness of the Company's accounting principles and financial disclosure practices as applied in its financial reporting and (b) the completeness and accuracy of the Company's financial statements.
  24. Liaise with the Board and management and meet with the Auditors at least twice a year to monitor the integrity of the Company's financial statements and annual report and accounts, half-year report and, if prepared for publication, quarterly reports, and review significant financial reporting judgments contained therein. In reviewing such reports before submission to the Board, the Committee's review shall include a review of:
    - (a) any changes in accounting policies and practices;
    - (b) major judgmental areas;
    - (c) significant adjustments resulting from audit;
    - (d) going concern assumptions and any qualifications;
    - (e) compliance with accounting standards; and
    - (f) compliance with applicable stock exchange regulations and other legal requirements relating to financial reporting.

25. Consider and approve, if appropriate, significant changes to the Company's accounting principles and financial disclosure practices as suggested by the Auditors or management and the resulting financial statement impact. Review with the Auditors or management the extent to which any changes or improvements in accounting or financial practices, as approved by the Committee, have been implemented.
26. Review and discuss with management, the Auditors and the Company's independent counsel, as appropriate, any legal, regulatory or compliance matters that could have a significant impact on the Company's financial statements, including applicable changes in accounting standards or rules, or compliance with applicable laws and regulations, inquiries received from regulators or government agencies and any pending material litigation.
27. Enquire of the Company's financial and accounting officer(s) and the Auditors on any matters which should be brought to the attention of the Committee concerning accounting, financial and operating practices and controls and accounting practices of the Company and give due consideration to such matters.
28. Review the principal control risks to the business of the Company, its subsidiaries and joint ventures; and verify that effective control systems are in place to manage and mitigate these risks.
29. Review and discuss with management any earnings press releases, including the use of "pro forma" or "adjusted " non-IFRS information, as well as any financial information and earnings guidance provided to analysts and rating agencies. Such discussions may be done generally (i.e. discussion of the types of information to be disclosed and the types of presentations made).
30. Review and discuss with management any material off-balance sheet transactions, arrangements, obligations (including contingent obligations) and other relationships of the Company with unconsolidated entities or other persons, that may need to be reflected in the financial reports or accounts of the Company, or may have a material current or future effect on financial condition, changes in financial condition, results of operations, liquidity, capital resources, capital reserves or significant components of revenues or expenses. Obtain explanations from management of all significant variances between comparative reporting periods.
31. Review and discuss with management the Company's major risk exposures and the steps management has taken to monitor, control and manage such exposures, including the Company's risk assessment and risk management guidelines and policies.

**(d) Risk Management and Internal Controls**

32. Act as the key representative body for overseeing the Company's relations with the Auditors.
33. Review, based upon the recommendation of the Auditors and management, the scope and plan of the work to be done by the Company's financial and accounting group and the responsibilities, budget and staffing needs of such group.
34. Discuss the internal control system with management to ensure that management has performed its duty to have an effective internal control system. Such discussions should include the adequacy of resources, staff qualifications and experience, training programmes and budget of the Company's accounting and financial reporting function.

35. Ensure that management has designed and implemented effective systems of risk management and internal controls and, at least annually, review the effectiveness of the implementation of such systems.
36. Approve and recommend to the Board for adoption policies and procedures on risk oversight and management to establish an effective system for identifying, assessing, monitoring and managing risk.
37. In consultation with the Auditors and management, review the adequacy of the Company's internal control structure and procedures designed to ensure compliance with laws and regulations, and discuss the responsibilities, budget and staffing needs of the Company's financial and accounting group.
38. Establish procedures for (a) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters and (b) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.
39. Review arrangements employees of the Company can use, in confidence, to raise concerns about possible improprieties in financial reporting, internal control or other matters. The Committee should ensure that proper arrangements are in place for fair and independent investigation of such matters and for appropriate follow-up action.
40. Establish a whistleblowing policy and system for employees of the Company and those who deal with the Company (e.g. customers and suppliers) to raise concerns, in confidence, with the Committee about possible improprieties in any matter related to the Company.
41. Ensure coordination between the internal auditors and the Auditors and ensure that the internal auditor function is adequately resourced and has appropriate standing within the Company, and review and monitor its effectiveness.
42. Review the internal control reports prepared by management, including management's assessment of the effectiveness of the Company's internal control structure and procedures for financial reporting and (ii) the Auditors' attestation, and report, on the assessment made by management.
43. Consider major investigation findings on internal control matters as delegated by the Board or on its own initiative and management's response to such findings.
44. Review the appointment of the chief financial officer and any key financial executives involved in the financial reporting process and recommend to the Board any changes in such appointment.
- (e) **Other Responsibilities**
45. Create an agenda for the ensuing year.
46. Review and approve related-party transactions if required under applicable securities law, stock exchange or other regulatory requirements.
47. Review and approve (a) any change or waiver in the Company's code of ethics applicable to senior financial officers and (b) any disclosures made under applicable securities law, stock exchange or other regulatory requirements regarding such change or waiver.



48. Establish, review and approve policies for the hiring of employees, partners, former employees or former partners of the Company's Auditors.
49. Review and reassess the duties and responsibilities set out in this Charter annually and recommend to the Nominating and Corporate Governance Committee and to the Board any changes deemed appropriate by the Committee.
50. Review its own performance annually, seeking input from management and the Board.
51. Perform any other activities consistent with this Charter, the Company's constating documents and governing law, as the Committee or the Board deems necessary or appropriate.

## **V. Reporting**

The Committee shall report regularly to the Board, including on matters set out in applicable stock exchange regulations, and shall submit the minutes of all meetings of the Committee to the Board (which minutes shall ordinarily be included in the papers for the next full board meeting after the relevant meeting of the Committee). The Committee shall also report to the Board on the proceedings and deliberations of the Committee at such times and in such manner as the Board may require. The Committee shall review with the full Board any issues that have arisen with respect to quality or integrity of the Company's financial statements, the Company's compliance with legal or regulatory requirements, the performance or independence of the Auditors or the performance of the Company's financial and accounting group.

## **VI. Resources and Access to Information**

The Committee shall be provided with sufficient resources to perform its duties.

The Committee shall have the authority to retain independent legal, accounting and other consultants to advise the Committee.

The Committee has the authority to conduct any investigation appropriate to fulfilling its responsibilities. The Committee has direct access to anyone in the organization and may request any officer or employee of the Company or the Company's outside counsel or the Auditors to attend a meeting of the Committee or to meet with any members of, or consultants to, the Committee with or without the presence of management. In the performance of any of its duties and responsibilities, the Committee shall have access to any and all books and records of the Company necessary for the execution of the Committee's obligations.

The Committee shall consider the extent of funding necessary for payment of compensation to the Auditors for the purpose of rendering or issuing the annual audit report and recommend such compensation to the Board for approval. The Audit Committee shall determine the funding necessary for payment of compensation to any independent legal, accounting and other consultants retained to advise the Committee.

### **2. Composition of the Audit Committee**

China Gold International's Committee consists of Yingbin Ian He, Wei Shao, Bielin Shi and Ruixia Han. Yingbin Ian He is the Chairman of the Committee. The Board of Directors has determined that all members of the Audit Committee are "independent" and all members are "financially literate" as defined in *National Instrument 52-110 - Audit Committees* ("NI 52-110").

### 3. *Relevant Education and Experience*

Yingbin Ian He holds a Masters' Degree in Applied Science and a PhD in Metallurgy. Wei Shao holds an LLB from the University of Toronto, BA from Xian Foreign Languages Institute and U.N Accreditation of Simultaneous Interpretation from the Beijing University of Foreign Studies. Bielin Shi has a Post-Doctoral Research Fellow in Geostatistics from Edith Cowan University, Western Australia; PhD in Geology from The University of Melbourne, Australia; and MSc in Geology from Guizhou University of Technology, China. Ruixia Han obtained her PhD degree in Economics (Finance), Master degree in Economics (Venture Capital) and Bachelor degree of Economics (Finance) and has a double bachelor degree of Journalism from Renmin University of China. Each of the members of the Audit Committee has had several years of experience as a senior executive. In the course of their duties, each of the members of the Committee has gained expertise in analyzing and reviewing financial statements, understanding the basis upon which accounting principles are applied, the process of preparing financial statements and the nature of internal controls and procedures.

### 4. *Reliance on Certain Exemptions*

Other than as otherwise disclosed herein, at no time since the commencement of China Gold International's most recently completed financial year has China Gold International relied on (i) the exemption under section 2.4 (*De Minimus Non-audit Services*); (ii) the exemption in section 3.2 (*Initial Public Offerings*); (iii) the exemption in section 3.4 (*Events Outside Control of Member*); (iv) the exemption in section 3.5 (*Death, Disability or Resignation of Audit Committee Member*); or (v) any exemption, in whole or in part, granted under part 8 of NI 52-110.

### 5. *Reliance on Exemption in Subsection 3.3(2) or Section 3.6*

Other than as otherwise disclosed herein, at no time since the commencement of China Gold International's most recently completed financial year has China Gold International relied on the exemption in subsection 3.3(2) (*Controlled Companies*) or section 3.6 (*Temporary Exemption for Limited and Exceptional Circumstances*).

### 6. *Reliance on Section 3.8*

Other than as otherwise disclosed herein, at no time since the commencement of China Gold International's most recently completed financial year has China Gold International relied on the exemption in section 3.8 (*Acquisition of Financial Literacy*).

### 7. *Audit Committee Oversight*

At no time since the commencement of China Gold International's most recently completed financial year has a recommendation of the Committee to nominate or compensate an external auditor not been adopted by the Board.

### 8. *Pre-Approval Policies and Procedures*

All services to be performed by China Gold International's independent auditor must be approved in advance by the Committee or a designated member of the Committee (the "**Designated Member**").

The Committee has considered whether the provision of services other than audit services is compatible with maintaining the auditors' independence and has adopted a policy governing the provision of these services. This policy requires the pre-approval by the Committee or the Designated Member of all audit and non-audit services provided by the external auditor, other than any *de minimus* non-audit services

allowed by applicable law or regulation. The decision of the Designated Member to pre-approve a permitted service needs to be reported to the Committee at its regularly scheduled meetings.

Pre-approval from the Committee or the Designated Member can be sought for planned engagements based on budgeted or committed fees. No further approval is required to pay pre-approved fees. Additional pre-approval is required for any increase in scope or in final fees.

9. *External Auditor Service Fees (By Category)*

The auditor of China Gold International is Deloitte Touche Tohmatsu of Hong Kong. Deloitte Touche Tohmatsu was first appointed as auditor of China Gold International on April 1, 2010. The Company continues to use the services of Deloitte Advisory (Hong Kong) Ltd. from time to time for tax compliance advice relating to transactions and proposed transactions of the Company and its subsidiaries. The aggregate fees billed by the auditors in fiscal 2024 and fiscal 2023 are detailed below:

	2024 (US\$)	2023 (US\$)
Audit Fees		
● Audit	428,000	428,000
● Assurance engagement on continuing connected transactions for the year ended December 31	(included in the annual audit fee)	(included in the annual audit fee)
<b>Total audit fees</b>	428,000	428,000
<b>Audit-related Fees</b>		
● Review of interim unaudited condensed financial statements	255,000	255,000
● Working capital sufficiency	53,500	53,500
● Tax fees <i>Note: tax fees paid to Deloitte Advisory (Hong Kong) Ltd.</i>	30,676	0
<b>TOTAL Fees:</b>	767,176	736,500