

香港交易及結算所有限公司及香港聯合交易所有限公司對本公告之內容概不負責，對其準確性或完整性亦不發表任何聲明，並表明概不就因本公告之全部或任何部份內容而產生或因倚賴該等內容而引致之任何損失承擔任何責任。



CHINA GOLD INTERNATIONAL RESOURCES CORP. LTD.

中國黃金國際資源有限公司

(根據加拿大英屬哥倫比亞法例成立的有限公司)

(香港股份代號：2099)

(多倫多股份代號：CGG)

海外監管公告

加拿大溫哥華 – 中國黃金國際資源有限公司（多倫多股份代號：CGG，香港股份代號：2099）於溫哥華時間 2014 年 11 月 14 日向加拿大 SEDAR (www.sedar.com) 提交了截至 2014 年 9 月 30 日九個月止的首席執行官及首席財務官中期備案確認函。

詳情請參閱隨附的公告。

承董事會命
中國黃金國際資源有限公司
主席
宋鑫先生

香港，2014年11月14日

於本公告日期，本公司董事會由執行董事宋鑫先生、劉冰先生、姜良友先生及江向東先生，非執行董事孫連忠先生，及獨立非執行董事Gregory Hall先生、赫英斌先生、John King Burns先生及陳雲飛先生組成。

Form 52-109F2
Certification of Interim Filings - Full Certificate
表格52-109F2
中期披露材料证明书

I, Bing Liu, Chief Executive Officer of China Gold International Resources Corp. Ltd. certify the following:
我，刘冰，作为中国黄金国际资源有限公司首席执行官，在此证明以下事宜：

1. **Review:** I have reviewed the interim financial report and interim MD&A (together, the “interim filings”) of China Gold International Resources Corp. Ltd. (the “issuer”) for the interim period ended September 30, 2014.
审阅: 我已审阅了中国黄金国际资源有限公司（简称“公司”）截至 2014 年 9 月 30 日的中期财务报告和中期管理层关于财务状况和运营结果的讨论与分析（统称“中期披露材料”）。
2. **No misrepresentations:** Based on my knowledge, having exercised reasonable diligence, the interim filings do not contain any untrue statement of a material fact or omit to state a material fact required to be stated or that is necessary to make a statement not misleading in light of the circumstances under which it was made, with respect to the period covered by the interim filings.
无不真实描述: 基于我的知识和严谨作风，中期披露材料中没有出现任何对在披露材料期间内发生的重要事实的不真实描述，也没有忽略说明一些当时为避免误导而必须澄清的重要事实。
3. **Fair presentation:** Based on my knowledge, having exercised reasonable diligence, the interim financial report together with the other financial information included in the interim filings fairly present in all material respects the financial condition, financial performance and cash flows of the issuer, as of the date of and for the periods presented in the interim filings.
公平陈述: 基于我的知识和严谨作风，“中期财务报告”连同其它中期披露材料中包含的财务信息公平地陈述了公司在中期披露材料涉及的时间和时间段内所有财务、经营和现金流的主要状况。
4. **Responsibility:** The issuer’s other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (DC&P) and internal control over financial reporting (ICFR), as those terms are defined in National Instrument 52-109 *Certification of Disclosure in Issuers’ Annual and Interim Filings*, for the issuer.
责任: 根据加拿大国标 52-109“发行公司年报和中期披露证明”中要求的条款，公司其它做证的高管和我本人负责为公司建立和维护“披露控制及程序”和“财务报告的内部控制”。
5. **Design:** Subject to the limitations, if any, described in paragraphs 5.2 and 5.3, the issuer’s other certifying officer(s) and I have, as at the end of the period covered by the interim filings
制定: 根据 5.2 和 5.3 中关于限定的描述，公司其它做证的高管和我本人在本财务年度内已经
 - a. designed DC&P, or caused it to be designed under our supervision, to reasonable assurance that
制定了或在我们监督下进行制定了“披露控制及程序”，以确保

- (i) material information relating to the issuer is made known to us by others, particularly during the period in which the interim filings are being prepared; and
其他人能够使我们了解与发行公司相关的特别是在准备中期披露材料期间内的重要信息，以及
- (ii) information required to be disclosed by the issuer in its annual filings, interim filings or other reports filed or submitted by it under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation; and
年报和中报或其它报告中披露的信息按证券法规进行记录，处理和总结，并且在规定的时间内发布；和

- b. designed ICFR, or caused it to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with the issuer's GAAP.
制定了或在我们监督下进行制定了“财务报告的内部控制”，以保障财务报告的可靠性并保证对外使用的财务报告是根据“公认会计准则”来制定的。

5.1 **Control framework:** The control framework the issuer's other certifying officer(s) and I used to design the issuer's ICFR is *Internal Control – Integrated Framework* (COSO Framework) published by the Committee of Sponsoring Organizations of the Treadway Commission.

控制框架: 公司其它做证的高管和我本人依据 Treadway 委员会的发起机构委员会出版的“内部控制-综合系统”来制定公司“财务报告的内部控制”的控制框架。

5.2 **ICFR – material weakness relating to design:** Not applicable.

财务报告的内部控制-设计制定的主要缺欠: 没有

5.3 **Limitation on scope of design:** Not applicable.

没有

6. **Reporting changes in ICFR:** The issuer has disclosed in its interim MD&A any change in the issuer's ICFR that occurred during the period beginning on July 1, 2014 and ended on September 30, 2014 that has materially affected, or is reasonably likely to materially affect, the issuer's ICFR.

公布财务报告的内部控制中的变化: 公司在中期管理层关于财务状况和运营结果的讨论与分析中已经公布了从 2014 年 7 月 1 日到 2014 年 9 月 30 日在“财务报告的内部控制”中的任何变化，这些变化会对“财务报告的内部控制”有重大影响或可能的重大影响。

Date: November 14, 2014

日期: 2014 年 11 月 14 日

“Bing Liu”

Bing Liu 刘冰

Chief Executive Officer 首席执行官

China Gold International Resources Corp. Ltd. 中国黄金国际资源有限公司

Form 52-109F2
Certification of Interim Filings - Full Certificate

I, Derrick Zhang, Chief Financial Officer of China Gold International Resources Corp. Ltd., certify the following:

1. **Review:** I have reviewed the interim financial report and interim MD&A (together, the “interim filings”) of China Gold International Resources Corp. Ltd. (the “issuer”) for the interim period ended September 30, 2014.
2. **No misrepresentations:** Based on my knowledge, having exercised reasonable diligence, the interim filings do not contain any untrue statement of a material fact or omit to state a material fact required to be stated or that is necessary to make a statement not misleading in light of the circumstances under which it was made, with respect to the period covered by the interim filings.
3. **Fair presentation:** Based on my knowledge, having exercised reasonable diligence, the interim financial report together with the other financial information included in the interim filings fairly present in all material respects the financial condition, financial performance and cash flows of the issuer, as of the date of and for the periods presented in the interim filings.
4. **Responsibility:** The issuer’s other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (DC&P) and internal control over financial reporting (ICFR), as those terms are defined in National Instrument 52-109 *Certification of Disclosure in Issuers’ Annual and Interim Filings*, for the issuer.
5. **Design:** Subject to the limitations, if any, described in paragraphs 5.2 and 5.3, the issuer’s other certifying officer(s) and I have, as at the end of the period covered by the interim filings
 - (a) designed DC&P, or caused it to be designed under our supervision, to provide reasonable assurance that
 - (i) material information relating to the issuer is made known to us by others, particularly during the period in which the interim filings are being prepared; and
 - (ii) information required to be disclosed by the issuer in its annual filings, interim filings or other reports filed or submitted by it under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation; and
 - (b) designed ICFR, or caused it to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with the issuer’s GAAP.
- 5.1 **Control framework:** The control framework the issuer’s other certifying officer(s) and I used to design the issuer’s ICFR is Internal Control – Integrated Framework (COSO)

Framework) published by the Committee of Sponsoring Organizations of the Treadway Commission.

5.2 **ICFR – material weakness relating to design:** Not applicable.

5.3 **Limitation on scope of design:** Not applicable.

6. **Reporting changes in ICFR:** The issuer has disclosed in its interim MD&A any change in the issuer's ICFR that occurred during the period beginning on July 1, 2014 and ended on September 30, 2014 that has materially affected, or is reasonably likely to materially affect, the issuer's ICFR.

Date: November 14, 2014

"Derrick Zhang"

Derrick Zhang
Chief Financial Officer
China Gold International Resources Corp. Ltd.