

**Form 51-102F3
Material Change Report**

1. Name and Address of Company

Gem International Resources Inc. (the "Company")
3467 Commercial Street
Vancouver, BC
V5N 4E8

2. Date of Material Change

September 15, 2017

3. News Release

A news release was issued on September 15, 2017 and disseminated through Canada Stockwatch and Market News.

4. Summary of Material Change

The Company arranges share consolidation and financing.

5. Full Description of Material Change

Pursuant to the articles of the Company, which were adopted by way of directors resolutions of the Company on September 15, 2017, the Board of Directors of the Company have decided to proceed with a share consolidation on a basis of ten (10) old shares for one (1) new share.

The Company also wishes to announce that it intends to carry out a private placement of up to 5,000,000 post-consolidation units at a price of \$0.11 per unit. Each unit will consist of one (1) post-consolidation common share and one (1) non-transferable post-consolidation share purchase warrant for the purchase of one (1) further post-consolidation common share of the Company within two (2) years of the date of grant at the price of \$0.18 per share.

The funds shall be used for the Company's unallocated working capital and investigation of future projects. The foregoing transactions are subject to regulatory approval. The maximum allowable finder's fee shall be paid in cash, shares or warrants in accordance with the policies of the TSX Venture Exchange.

6. Reliance on subsection 7.1(2) of National Instrument 51-102

Not applicable

7. Omitted Information

Not applicable

8. Executive Officer

Denis Hayes, CEO
(604) 871-9916

9. Date of Report

September 19, 2017