

**FORM 51-102F3
MATERIAL CHANGE REPORT**

Item 1. Name and Address of Company

Gem International Resources Inc.
25th Floor, 700 West Georgia Street
Vancouver, BC V7Y 1B3

Item 2. Date of Material Change

December 27, 2019.

Item 3. News Release

The press release attached as Schedule "A" was released by GlobeNewswire on December 27, 2019.

Item 4. Summary of Material Change

The material change is described in the press release attached as Schedule "A". This material change report is being filed less than 21 days before the transactions described in the press release. In the view of the Company, such shorter period was reasonable and necessary in the circumstances as the Company wished to complete the transactions in a timely manner.

Item 5. Full Description of Material Change

The material change is described in the press release attached as Schedule "A".

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

Not applicable.

Item 7. Omitted Information

Not applicable.

Item 8. Executive Officer

John W. Barr
Interim Chief Executive Officer
Tel: +61 0 418 912 885

Item 9. Date of Report

December 27, 2019.

**GEM INTERNATIONAL RESOURCES INC. CLOSSES SECOND AND FINAL TRANCHE OF
NON-BROKERED PRIVATE PLACEMENT AND CLOSSES DEBT SETTLEMENT**

Toronto, Ontario – (December 27, 2019) – Gem International Resources Inc. (the “**Company**”) (NEX:GLH) is pleased to announce that, in connection with its previously announced non-brokered private placement (the “**Offering**”), the Company has completed the second and final tranche (“**Second Tranche**”) of the Offering. The Offering is comprised of the sale of 8,000,000 common shares in the capital of the Company (“**Shares**”) at a price of \$0.05 per Share. The first tranche of the Offering consisted of the sale of 7,000,000 Shares for aggregate gross proceeds of \$350,000 and the Second Tranche consisted of the sale of 1,000,000 Shares for aggregate gross proceeds of \$50,000.

The Company intends to use the net proceeds from the Offering for general corporate and working capital purposes. Completion of the Offering is subject to certain conditions including, but not limited to, the receipt of all necessary approvals, including the approval of the TSX Venture Exchange and applicable securities regulatory authorities. The Common Shares issued pursuant to the Offering will be subject to a four month and one day statutory hold period.

The Company also announces that it has completed a debt settlement of an aggregate of \$262,750 owing to certain officers, directors, and service providers to the Company through the issuance of up to 5,255,000 Common Shares at an implied issue price of \$0.05 per Common Share (the “**Debt Settlement**”).

The amount to be settled includes \$140,000 of accrued directors' fees owing to the Company's directors, representing the maximum amount owing that may be settled in shares without first obtaining disinterested shareholder approval.

The participation by the insiders in the Debt Settlement is considered a “related party transaction” as defined under Multilateral Instrument 61-101 (“MI 61-101”). The issuer intends to rely on the exemptions set forth in MI 61-101 Section 5.5(b) and 5.7(1) (b) from the formal valuation and minority shareholder approval requirements, respectively, as (i) no securities of the Company are listed or quoted on the markets specified in section 5.5(b) of MI 61-101; (ii) the fair market value of the Common Shares to be issued in respect of the Debt Settlement does not exceed \$2,500,000; (iii) the Company has one or more independent directors in respect of the Debt Settlement who are not employees of the Company; and (iv) Debt Settlement with each related party was unanimously approved by the Company’s independent directors. In addition, neither the Company nor, to the knowledge of the Company after reasonable inquiry, the related parties, have knowledge of any material information concerning the Company or its securities that has not been generally disclosed.

For further information, please contact:

John W. Barr
Interim Chief Executive Officer
T: + 61 0 418 912 885

Neither the TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release. No stock exchange, securities commission or other regulatory authority has approved or disapproved the information contained herein.

This press release does not constitute an offer to sell or a solicitation of an offer to buy any of the securities in the United States. The securities have not been and will not be registered under the United States Securities Act of 1933, as amended, or any state securities laws and may not be offered or sold within the United States or to or for the account or benefit of a U.S. person (as defined in Regulation S under the United States Securities Act) unless registered under the U.S. Securities Act and applicable state securities laws or an exemption from such registration is available.

Caution concerning forward-looking statements: The information in this release may contain forward-looking information under applicable securities laws which is not comprised of historical facts. This forward-looking information is subject to known and

unknown risks, uncertainties and other factors that may cause actual results to differ materially from those implied by the forward-looking information. Forward-looking information in this news release may include statements made herein with respect to, among other things, the Company's objectives, goals or future plans, potential corporate and/or property acquisitions, exploration results, potential mineralization, exploration and mine development plans, timing of the commencement of operations, and estimates of market conditions. Factors that may cause actual results to vary include, but are not limited to, inability to complete the Offering, inaccurate assumptions concerning the exploration for and development of mineral deposits, political instability, currency fluctuations, unanticipated operational or technical difficulties, changes in laws or regulations, the risks of obtaining necessary licenses and permits, changes in general economic conditions or conditions in the financial markets and the inability to raise additional financing, as well as those risks set out in the Company's public disclosure documents filed on SEDAR.. Readers are cautioned not to place undue reliance on this forward-looking information. The Company does not assume the obligation to revise or update his forward-looking information after the date of this release or to revise such information to reflect the occurrence of future unanticipated events except as may be required under applicable securities laws.

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