

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

1. NAME AND ADDRESS OF COMPANY

China Gold International Resources Corp. Ltd. (the “Company”)
One Bentall Centre
Suite 660, 505 Burrard Street
Vancouver, British Columbia V7X 1M4

2. DATE OF MATERIAL CHANGE

July 6, 2017

3. NEWS RELEASE

A news release with respect to the material change referred to in this report was disseminated on July 6, 2017 and subsequently filed under the Company’s profile on the System for Electronic Document Analysis and Retrieval (“SEDAR”).

4. SUMMARY OF MATERIAL CHANGE

On July 6, 2017, the Company, through its wholly-owned subsidiary, Skyland Mining (BVI) Limited (the “Issuer”), successfully completed the issuance of bonds (the “Offer”, or the “Bonds”) in an aggregate principal amount of US\$500 million. The Bonds were issued at a price of 99.663%, bearing a coupon of 3.25% per annum with a maturity date of July 6, 2020 and were rated BBB- by Standard & Poor’s. The Bonds are listed on the Stock Exchange of Hong Kong Limited and are unconditionally and irrevocably guaranteed by the Company. The net proceeds of the Offer will be used for repaying existing indebtedness, working capital and general corporate purposes of the Company.

5.1 FULL DESCRIPTION OF MATERIAL CHANGE

For additional information please see the attached news release dated July 6, 2017.

5.2 DISCLOSURE FOR RESTRUCTURING TRANSACTIONS

Not applicable.

6. RELIANCE ON SUBSECTION 7.1(2) OF NATIONAL INSTRUMENT 51-102

Not applicable.

7. OMITTED INFORMATION

No information has been intentionally omitted from this form.

8. EXECUTIVE OFFICER

For further information about this material change, please contact Jerry Xie, Executive Vice President and Corporate Secretary, at (604) 695-5034 or by email at jerryx@chinagoldintl.com.

9. DATE OF REPORT

DATED at Vancouver, British Columbia this 13th day of July, 2017.



**China Gold International Resources Successfully Completes the Issuance of
US\$500 Million Corporate Bond.**

VANCOUVER, July 6, 2017 – China Gold International Resources Corp. Ltd. (TSX: CGG; HKEx: 2099) (the “**Company**”, the “**Guarantor**” or “**China Gold International Resources**”) is pleased to announce that on July 6, 2017, the Company, through its wholly-owned subsidiary, Skyland Mining (BVI) Limited (the “**Issuer**”), and with the assistance of Joint Lead Managers as defined in the previous news release dated June 28, 2017, has successfully completed the issuance of bonds (the “**Offer**”, or the “**Bonds**”) in an aggregate principal amount of US\$500 million.

Referring to the previous news release dated June 28, 2017, the Company informs that all the conditions precedent to the issue of the Bonds as set out in the Subscription Agreement have been satisfied. The Bonds are expected to be listed on The Stock Exchange of Hong Kong Limited on July 7, 2017.

The Bonds were issued at a price of 99.663%, bearing a coupon of 3.25% per annum with a maturity date of July 6, 2020 and were rated BBB- by Standard & Poor’s. The Bonds are unconditionally and irrevocably guaranteed by the Company. The net proceeds of the Offer will be used for repaying existing indebtedness, working capital and general corporate purposes of the Company.

Mr. Bing Liu, CEO of the Company, noted that the transaction was noteworthy on several accounts. Mr. Liu said “the successful 2017 offering adds to our track record and reflects the support for the Company’s financing efforts in the global capital markets. The placement of the Bonds represents a validation of the Company’s business plan and past results.”

The Bonds have not been sold, issued, delivered or offered directly or indirectly in Canada or to, or for the benefit of, any resident of Canada, or for others to resale, directly or indirectly, in Canada or to, or for the benefit of, any resident of Canada, except as otherwise permitted under applicable Canadian laws and regulations. An application was made to The Stock Exchange of Hong Kong Limited for the listing of, and permission to deal in the Bonds by way of debt issues to qualified professional investors only and such permission is expected to become effective on July 7, 2017. The Bonds and the guarantee have not been and will not be registered under the Securities Act and may not be offered or sold within the United States except in certain transactions exempt from, or not subject to, the registration requirements of the Securities Act. Furthermore, none of the Bonds were or will be offered to the public in Hong Kong other than to “professional investors” as defined in the Securities and Futures Ordinance (Cap. 571) of Hong Kong.



About China Gold International Resources

China Gold International Resources Corp. Ltd. is based in Vancouver, BC, Canada and operates both profitable and growing mines, the CSH Gold Mine in Inner Mongolia, and the Jiama Copper-Gold Polymetallic Mine in Tibet Autonomous Region of the People's Republic of China. The Company's objective is to continue to build shareholder value by growing production at its current mining operations, expanding its resource base, and aggressively acquiring and developing new projects internationally. The Company is listed on the Toronto Stock Exchange (TSX: CGG) and the Main Board of The Stock Exchange of Hong Kong Limited (HKEx: 2099).

For further information on China Gold International Resources Corp. Ltd., please refer to its SEDAR profile at www.sedar.com or contact Tel: 604-609-0598, Email: info@chinagoldintl.com, Website: www.chinagoldintl.com.

Cautionary Note About Forward-Looking Statements

Certain information regarding China Gold International Resources contained herein may constitute forward-looking statements within the meaning of applicable securities laws. Forward-looking statements may include estimates, plans, expectations, opinions, forecasts, projections, guidance or other statements that are not statements of fact. Although China Gold International Resources believes that the expectations reflected in such forward-looking statements are reasonable, it can give no assurance that such expectations will prove to have been correct. China Gold International Resources cautions that actual performance will be affected by a number of factors, most of which are beyond its control, and that future events and results may vary substantially from what China Gold International Resources currently foresees. Factors that could cause actual results to differ materially from those in forward-looking statements include market prices, exploitation and exploration results, continued availability of capital and financing and general economic, market or business conditions. The forward-looking statements are expressly qualified in their entirety by this cautionary statement. The information contained herein is stated as of the current date and subject to change after that date.