



**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

November 18, 2019

3. NEWS RELEASE

A news release with respect to the material change referred to in this report was disseminated on November 15, 2019 and subsequently filed under the Company’s profile on the System for Electronic Document Analysis and Retrieval (“SEDAR”).

4. SUMMARY OF MATERIAL CHANGE

The Company announced the resignation of Mr. Xin SONG as Chairman of the Board of Directors and Executive Director effective November 14, 2019.

5.1 FULL DESCRIPTION OF MATERIAL CHANGE

For additional information please see the attached news release dated November ___, 2019.

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) 609-0598 or by email at jerryx@chinagoldintl.com.

9. DATE OF REPORT

DATED at Vancouver, British Columbia this 18th day of November, 2019.



China Gold International Reports Change in Board Composition

VANCOUVER, November 15, 2019- China Gold International Resources Corp. Ltd. (TSX: CGG; HKEx: 2099) (the “**Company**” or “**China Gold International Resources**”) announces that, effective immediately, its board of directors (the “**Board**”) has accepted the following change in the Board composition.

The board of directors of the Company (the “**Board**”) hereby announces that Mr. SONG Xin (先生) has resigned as the Chairman and Executive Director of the Company with effect from November 14, 2019, Vancouver time. Mr. SONG tendered his resignation in order to assume and devote his time to his new position as Chairman of China Energy Conservation and Environmental Protection Group Co. Ltd.

Mr. SONG has confirmed that he has no disagreement with the Board and there are no matters relating to his resignation that need to be brought to the attention of the shareholders of the Company in respect of his resignation.

The Company offers its sincere gratitude and the highest respect to Mr. Song for his dedicated leadership, services and for the valuable contributions he made during his tenure and wishes him every success in his new endeavour.

China Gold International Resources will issue a further announcement in relation to appointment of the new Chairman as and when appropriate.

Analysts, investors, media and general public are encouraged to visit the Company’s website at www.chinagoldintl.com, The Stock Exchange of Hong Kong Limited’s website at www.hkex.com.hk or SEDAR at www.sedar.com to view the complete set of the financial statements and MD&A or contact the Company with any questions.

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-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 the Company, please refer to its SEDAR profile at www.sedar.com or: Telephone: 604-609-0598, Email: info@chinagoldintl.com, Website: www.chinagoldintl.com.



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Vancouver, BC
Canada V7X 1M4

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.