



**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

June 25, 2019

3. NEWS RELEASE

A news release with respect to the material change referred to in this report was disseminated on June 25, 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 results of its annual general and special meeting of shareholders held on June 25, 2019 at which each of Shiliang Guan, Wei Shao, Bielin Shi and Ruxia Han were newly elected as directors of the Company which amended the constitution of the Company’s board of directors.

5.1 FULL DESCRIPTION OF MATERIAL CHANGE

For additional information please see the attached news release dated June 25, 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 26th day of June, 2019.



China Gold International Reports Results of its Annual General and Special Meeting of Shareholders

VANCOUVER, June 25, 2019 - China Gold International Resources Corp. Ltd. (TSX: CGG; HKEx: 2099) (the “Company” or “China Gold International Resources”) announces the results of its annual general and special meeting of shareholders (the “AGM”) held on June 25, 2019 (Vancouver time).

A total of 199,003,994 common shares, representing 50.2% of the issued and outstanding common shares of the Company, were present in person or by proxy at the meeting. The detailed results are presented below:

No.	Resolutions		Number of Votes		
			For	Against	Total
1.	To set the number of directors of the Company at nine (9);		For	Against	Total
			194,362,607	44,784	194,407,391
2.	To elect as directors:		For	Withheld	Total
	(i)	Xin Song	177,509,287	16,898,104	194,407,391
	(ii)	Liangyou Jiang	177,611,338	16,796,053	194,407,391
	(iii)	Yongqing Teng	177,478,637	16,928,754	194,407,391
	(iv)	Fuzhen Kang	177,506,487	16,900,904	194,407,391
	(v)	Shiliang Guan	177,614,638	16,792,753	194,407,391
	(vi)	Ian HE	183,593,872	10,813,519	194,407,391
	(vii)	Wei Shao	193,861,307	546,084	194,407,391
	(viii)	Bielin Shi	193,438,445	968,946	194,407,391
	(ix)	Ruixia Han	193,857,407	549,984	194,407,391
3.	To re-appoint Deloitte Touche Tohmatsu as the auditors of the Company and authorize the board of directors to fix their remuneration;		For	Withheld	Total
			198,924,978	80,101	199,005,079
4.	To grant to the board of directors a general mandate to allot, issue and otherwise deal with unissued shares not exceeding 20% of the aggregate number of issued shares of the Company as at the date of the passing of this resolution and the said approval shall be limited accordingly;		For	Against	Total
			161,799,106	32,608,285	194,407,391



5.	To grant to the board of directors a general mandate to repurchase shares not exceeding 10% of the aggregate number of issued shares of the Company as at the date of the passing of this resolution and the said approval shall be limited accordingly.	For	Against	Total
		193,370,874	36,517	194,407,391
6.	To extend the share allotment mandate by the addition thereto of the shares repurchased by the Company.	For	Against	Total
		161,789,940	32,617,451	194,407,391

The Company also announces that each of John Burns, Greg Hall, Yunfei Chen and Xiangdong Jiang have ceased to be directors of the Company following the AGM after they did not stand for re-election. “We are truly grateful for the array of experience and dedication that each of Mr. Jiang, Mr. Chen, Mr. Hall and Mr. Burns have brought to the Board over the years. They have provided sound, thoughtful guidance that has been instrumental to both overcoming the challenges and seizing the opportunities at China Gold International Resources during their long tenures,” stated Mr. Xin Song, Chairman of the Board. “On behalf of the entire Company, I would like to thank each of them for their many years of contributions which will serve as the foundation for the Company’s further growth and success.”

Mr. Song stated “We are very pleased to welcome the newly elected directors to the Board who will bring a range and depth of perspective and experience to support the Company’s continued growth opportunities”.

For additional 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

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).

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.