



**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 16, 2020

3. NEWS RELEASE

A news release with respect to the material change referred to in this report was disseminated on June 16, 2020 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 16, 2020 at which each of Junhu Tong, Weibin Zhang and Tian Na 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 16, 2020.

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 16th day of June, 2020.



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

VANCOUVER, June 16, 2020 - 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 16, 2020 (Vancouver time).

A total of 278,188,889 common shares, representing 70.18% 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
		277,840,497	348,392	278,188,889
2.	To elect as directors:	For	Withheld	Total
	(i) Liangyou Jiang	247,144,595	31,044,294	278,188,889
	(ii) Shiliang Guan	264,146,304	14,042,585	278,188,889
	(iii) Weibin Zhang	264,176,924	14,011,965	278,188,889
	(iv) Junhu Tong	264,178,429	14,010,460	278,188,889
	(v) Na Tian	264,176,824	14,012,065	278,188,889
	(vi) Ian HE	275,537,481	2,651,408	278,188,889
	(vii) Wei Shao	273,903,392	4,285,497	278,188,889
	(viii) Bielin Shi	277,273,311	915,578	278,188,889
	(ix) Ruixia Han	277,273,331	915,558	278,188,889
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
		278,110,747	78,142	278,188,889
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
		247,340,663	30,848,226	278,188,889



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
		278,115,698	73,191	278,188,889
6.	To extend the share allotment mandate by the addition thereto of the shares repurchased by the Company.	For	Against	Total
		247,585,573	30,603,316	278,188,889
7.	To vote on an ordinary resolution of the independent shareholders of the Company approving the Supplemental Product and Services Framework Agreement, the Cap thereunder, and the transactions contemplated thereunder.	For	Against	Total
		122,302,114	91,945	122,394,059
8.	To vote on an ordinary resolution of the independent shareholders of the Company approving the Supplemental Contract for Purchase and Sale of Dore, the Cap thereunder, and the transactions contemplated thereunder.	For	Against	Total
		122,300,744	93,315	122,394,059

Each of the Supplemental Contract for Purchase and Sale of Dore and the Supplemental Product and Services Framework Agreement constitute “related party transactions” for purposes of Multilateral Instrument 61-101 – Protection of Minority Securityholders in Special Transactions (“MI 61-101”). Pursuant to MI 61-101, related party transactions are subject to formal valuation and minority shareholder approval requirements unless an exemption is available. The minority shareholder approval requirements are similar to those set out in the rules of the Hong Kong Stock Exchange, so since minority shareholder approval was received at the AGM, the Company has not considered applied exemptions which would be available under MI 61-101. Each of the Supplemental Contract for Purchase and Sale of Dore and the Supplemental Product and Services Framework Agreement are exempt from the valuation requirements of MI 61-101. The Supplemental Contract for Purchase and Sale of Dore is exempt pursuant to section 5.5(d) of MI 61-101 as it constitutes the sale of inventory of the Company in the ordinary course of business. The Supplemental Product and Services Framework Agreement is comprised of several components. The mining service component is not contemplated under MI 61-101 as constituting a related party transaction. The sale of copper concentrate is exempt pursuant to section 5.5(d) of MI 61-101 as it constitutes the sale of inventory in the ordinary course of business. The mining equipment product sale component is exempt as it is excluded from the definition of a related party transaction under MI 61-101 because under section (b) of the definition of a related party transaction, purchases of equipment from third parties only constitute a related party transaction if the proportion of the ownership interest is not equal to the proportion of the asset acquired from the third party. In the case of the Supplemental Product and Services Framework Agreement, the Company leverages the buying power of China National Gold to procure better pricing for mining equipment than it would be able to on its own.



China Gold International Resources Corp. Ltd.

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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.