

**Form 51-102F3
Material Change Report**

1. Name and Address of Company

Gem International Resources Inc. (the "Company")
306 - 595 Howe Street
Vancouver, BC
V6C 2T5

2. Date of Material Change

October 1, 2010

3. News Release

A news release was issued on October 1, 2010 and disseminated through Canada Stockwatch and Market News.

4. Summary of Material Change

See attached news release.

5.1 Full Description of Material Change

See attached news release.

5.2 Disclosure for Restructuring Transaction

Not applicable.

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

Not applicable

7. Omitted Information

Not applicable

8. Executive Officer

Simon Tam, Director, is knowledgeable about the material change set forth herein and can be reached at (604) 871-9916.

9. Date of Report

October 4, 2010

GEM INTERNATIONAL RESOURCES INC.

300 – 595 Howe Street, Vancouver, B.C. V6C 2T5

Tel: (604) 871-9916 Fax: (604) 871-9926

TSX-V: GI

October 1, 2010

NEWS RELEASE

Gem International Resources Inc. (the “Company”) has appointed Derrick Strickland, P. Geo to its Board of Directors. Mr. Strickland replaces Denis Hayes as director, as Mr. Hayes has resigned to focus on his own personal business interests. In connection therewith, Simon Tam who has served as a director to the Company since August 1996 will be replacing Mr. Hayes, as president and chief executive officer of the Company. The Company would like to thank Mr. Hayes for his contribution and wishes him well in his future interests.

Mr. Strickland, P. Geo, MBA, is a geological consultant with more than 20 years of industry experience. This experience includes management of exploration projects in remote locations, instituting quality assurance programs, providing geological technical expertise and leadership to resource companies at the board level.

His international geological experience encompasses a wide range of commodities – gold, uranium, diamonds, potash and copper, in addition to other specialty minerals and deposit types. Mr. Strickland has exposure to geological and cultural environments in China, Mongolia, North America and European jurisdictions. His project management includes consensus building and training while working in cross-cultural environments.

Gem International Resources Inc.

“Simon Tam”

Simon Tam

Director

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