

BC FORM 53-901F
SECURITIES ACT
MATERIAL CHANGE REPORT UNDER
SECTION 85(1) OF THE ACT

ITEM 1 **REPORTING ISSUER**

INTER-CITIC MINERALS INC.

ITEM 2 **DATE OF MATERIAL CHANGE**

January 8, 2004

ITEM 3 **PRESS RELEASE**

Press release dated January 8, 2004, through the facilities of the TSX Venture Exchange.

ITEM 4 **SUMMARY OF MATERIAL CHANGE**

Dachang Gold Project Exploration Results.

ITEM 5 **FULL DESCRIPTION OF MATERIAL CHANGE**

The Company announced results from the 2003 exploration program on its Dachang Gold Project in Qinghai Province, China.

The Dachang Gold project consists of four exploration licenses covering 218.6 square kilometres, and hosts seven large gold geochemical anomalies covering an area of approximately 150 square kilometres. Historical work by the Qinghai Geological Survey Institute ("QGSI"), Inter-Citic's joint venture partner, including exploration done in 2003, has been confined to approximately 25% of Anomaly #1, which covers an area of 125 square kilometres and contains 28 significant gold zones.

As discussed in the Company's December 3 press release, Inter-Citic was awaiting receipt from QGSI of the results from QGSI's 2003 exploration program, which ran from May to November.

The 2003 exploration program included 3,500 metres of diamond drilling, the sinking of 10 prospect shafts and 2.5 kilometres of trenching at Dachang which, according to Dr. George Cargill, Inter-Citic's independent Qualified Person, "...is a Carlin type deposit exhibiting exceptional continuity along strike and encouraging widths and grade."

Significant drill results include hole ZK-11101 which intersected multiple mineralized zones. Assays include 5.3 g/t gold over 58.2 metres, which includes 9.4 g/t gold over 25.1 metres. This latter interval includes two very high-grade zones averaging 21.4 g/t gold over 4.3 metres and 20.6 g/t gold over 1.9 metres.

Results of the 2003 Dachang exploration program are summarized below.

Diamond Drilling Program

QGSi completed the 2003 diamond drilling program between May and October. The primary objective of the program was to further define gold zones of Anomaly #1, focusing on gold zones 9, 10 and 11. These three gold zones had been exposed by trenching and intersected by limited diamond drilling along a 5,000 metre strike length. All three gold zones remain open in both directions along strike.

A total of 3,556.84 metres of diamond drilling in 31 holes were completed in 2003. All holes have been logged and sampled. Assays have been received for 23 holes, of which 21 intersected multiple gold zones. Assay results for the remaining eight holes are expected before the end of March.

The results from the 2003 diamond drilling program are extremely encouraging. The depth and continuity of the gold zones, which was inferred from very limited and widely spaced (200 metres) drill holes, has been confirmed. The drill intersections also indicate wider zones of mineralization characterized by a prominent gold geochemical halo of greater than 1.0 g/t gold, which contains several higher-grade gold zones.

Some of the more significant intersections are summarized below:

Hole No.	From (m)	To (m)	Interval (m)	Assay (g/t Au)
ZK-11101	20.40	78.62	58.22	5.3
<i>This interval includes the following higher grade intersections:</i>				
	20.4	27.24	6.84	6.4
	20.40	21.40	1.00	6.08
	21.40	22.08	0.68	6.16
	22.08	23.10	1.02	0.07
	23.10	24.10	1.00	7.06
	24.10	25.24	1.14	10.70
	25.24	25.82	0.58	0.09
	25.82	27.24	1.42	9.80
	37.24	38.56	1.32	6.3
	43.19	45.28	2.09	9.8
	43.19	44.19	1.00	8.27
	44.19	45.28	1.09	11.20
	53.55	78.62	25.07	9.4
	53.55	54.55	1.00	5.93
	54.55	55.34	0.79	5.90
	55.34	56.25	0.91	0.12
	56.25	57.33	1.08	5.24
	57.33	58.06	0.73	0.14
	58.06	59.06	1.00	6.63
	59.06	59.63	0.57	6.06
	59.63	60.63	1.00	1.46
	60.63	61.63	1.00	1.08
	61.63	62.63	1.00	15.40

	62.63	63.63	1.00	35.70
	63.63	64.63	1.00	15.20
	64.63	65.89	1.26	23.60
	65.89	66.89	1.00	8.58
	66.89	67.89	1.00	4.18
	67.89	68.89	1.00	6.91
	68.89	70.33	1.44	6.45
	70.33	71.33	1.00	0.76
	71.33	72.33	1.00	8.45
	72.33	73.33	1.00	7.46
	73.33	74.33	1.00	24.60
	74.33	75.25	0.92	14.10
	75.25	76.25	1.00	8.34
	76.25	77.25	1.00	7.95
	77.25	78.62	1.37	7.17
ZK-9501	49.24	121.42	72.18	1.3
<i>This interval includes the following higher grade intersections:</i>				
	53.71	57.01	3.30	8.9
	63.24	69.85	6.61	5.2
ZK-10302	91.23	124.25	33.02	2.3
<i>This interval includes the following higher grade intersections:</i>				
	91.23	100.04	8.81	2.4
	104.04	124.25	20.21	2.7
ZK-9502	50.45	58.45	8.00	6.8
<i>This interval includes the following higher grade intersections:</i>				
	51.45	57.45	6.00	8.3
ZK-11902	54.03	69.03	15.00	3.0
<i>This interval includes the following higher grade intersections:</i>				
	54.03	57.03	3.00	5.0
	63.03	65.03	2.00	4.6

Given the limited drilling and apparent complexity of the structure, Inter-Citic estimates that the true width of the mineralized zones is approximately 75% of the core intersections reported above.

The 2003 drilling program was carried out by QGSI using a standard drill (no wire line technology) with a large diameter (P or Q) core barrel on much smaller diameter drill rods (B). The core was split by a QGSI technician, logged by a QGSI geologist and sent to the QGSI laboratory for analysis.

Prospecting Shaft Sinking Program

In order to test known or inferred gold zones at depth, QGSI sank 10 prospect shafts at various locations in Anomaly #1. Assay results of vertical channel samples have been received from eight of the shafts; the results from the remaining two shafts are expected before the end of March. The shafts are approximately 1.0 metres square and range in depth from 9.0 to 15.6

metres, averaging 13.5 metres. Significant assay results from three shafts are summarized below:

Shaft No.	From (m)	To (m)	Interval (m)	Assay (g/t Au)
QJ-3301	0	2.4	2.4	11.7
<i>This interval includes the following higher grade intersections:</i>				
	0	1.1	1.1	10.60
	1.1	2.4	1.3	12.70
QJ-7901	0	4.2	4.2	6.5
<i>This interval includes the following higher grade intersections:</i>				
	0	1	1	16.40
	1	2	1	3.84
	2	3.2	1.2	3.90
	3.2	4.2	1	2.18
QJ-8701	4.3	14.3	10	11.40
<i>This interval includes the following higher grade intersections:</i>				
	4.3	5.3	1	36.30
	5.3	6.3	1	22.20
	6.3	7.3	1	13.80
	7.3	8.3	1	5.60
	8.3	9.3	1	4.87
	9.3	10.3	1	2.68
	10.3	11.3	1	1.14
	11.3	12.3	1	8.86
	12.3	13.3	1	10.60
	13.3	14.3	1	7.93

Shaft QJ-3301 is located in Anomaly #1 and was collared in mineralization on gold zone 1, about 2.2 kilometres north of gold zones 9, 10 and 11. Six trenches, spaced 60 metres apart along strike, expose gold zone 1. A trench assay (TC-21) collected in 2002 and reported by QGSI, graded 14.9 g/t gold over 7.8 metres. Although the geochemical results suggest this gold zone is offset by several northeasterly faults, it can be traced for 1.8 kilometres. QGSI believes this zone may dip north, in which case the prospecting shaft intersected a limited part of the zone before hitting the footwall. Inter-Citic believes the true width of the zone should be similar to the width of the zone in the trenches.

Shaft QJ-7901, is collared in mineralization exposed in trench TC-7902 (excavated in 2002) on Anomaly #1 gold zone 9 and was sunk to a depth of 12.9 metres. Trench TC-7902 exposed gold mineralization averaging 5.7 g/t gold over 24.6 metres. This interval included 7.7 g/t gold over 7.7 metres, 12.5 g/t gold over 5.0 metres and 8.9 g/t gold over 5.3 metres. Inter-Citic believes the prospecting shaft intersected a limited part of the zone, reporting 16.4 g/t gold over 1.0 metres before hitting the footwall.

Shaft QJ-8701 is 120 metres west of QJ-7901. It was collared in overburden to test the western extension of gold zone 9 and was sunk to 15.3 metres. The assay results are very significant, averaging 11.4 g/t gold over 10 metres. This interval includes 24.2 g/t gold over 3.0 metres. The

assays over this interval are similar in magnitude to those reported by QGSI in TC-7902 located 120 metres to the east. Inter-Citic believes QJ-8701 was sunk in the heart of the gold zone 9.

Trenching Program

A total of 33 one-metre wide trenches were excavated between May and November 2003 for a total length of 2,521.7 metres (2.5 kilometres). The majority of trenches were designed to test, and successfully demonstrate, the continuity of the 9, 10 and 11 gold zones. Of the 33 trenches, 20 exposed multiple gold zones exhibiting grades of greater than 1.0 g/t Au over 1.0 metre. Six trenches did not reach bedrock or encountered low gold values. Assays are pending for samples from the remaining seven trenches.

The following summarizes significant trench assays:

Trench No.	From (m)	To (m)	Interval (m)	Grade (g/t Au)
TC-0806	41.0	49.4	8.4	5.5
TC-2309	96.1	99.8	3.7	6.0
	182.4	186.1	3.4	5.4
TC-9101	63.0	71.0	8.0	4.9
TC-14301	4.0	8.0	4.0	5.7
TC-26401	113.0	116.8	3.8	4.7
TC-15103	13.5	21.0	7.5	3.3

Sampling & Analysis

Sampling and analysis was carried out by QGSI in accordance with ISO 9000 standards. Geologists selected the intervals to be sampled. Samples from drill core are half the core split with a Longyear-type splitter. The samples are 1.0 metre long and weigh between 5.0 and 8.0 kilograms. Samples from trenches and shafts were taken from channels (10 cm x 5 cm) cut in the rock with a hammer and moil. Sample lengths range from 1.0 metres to 1.5 metres, and weigh approximately 10.0 kilograms. After being weighed and registered on a sample transfer list, the samples were sent to the QGSI laboratory in Xining, the capital of Qinghai Province.

At the QGSI laboratory, the samples were dried and crushed to 10 mm to 20 mm by a jaw crusher. The crushed samples were then reduced to < 1 mm by a double-roll crusher and then quartered after thorough mixing. The next step was pulverizing to < 200 mesh in a plate pulverizer. A 20 gram sample of the pulverized material was used for analysis using wet chemical methods.

ITEM 6 RELIANCE ON SECTION 85(2) OF THE ACT

N/A

ITEM 7 OMITTED INFORMATION

N/A

ITEM 8 **SENIOR OFFICERS**

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ITEM 9 **STATEMENT OF SENIOR OFFICER**

The foregoing accurately discloses the material change referred to herein.

Dated at Toronto, this 9th day of March, 2004.

“Lou Pasubio”

Lou Pasubio, Vice-President, Finance