Form 51-102F3

Material Change Report

1. **REPORTING ISSUER**

Jinshan Gold Mines Inc. (the "Company")
654 – 999 Canada Place
Vancouver, British Columbia
V6C 3E1

2. **DATE OF MATERIAL CHANGE**

June 26, 2007

3. **PRESS RELEASE**

The press release was issued on June 26, 2007 and was disseminated through the facilities of recognized newswire services.

4. **SUMMARY OF MATERIAL CHANGE**

The Company's previously announced private placement financing (the "Placement") has closed. The financing placed 20,000 units (the "Units") at a price of $1,000 per Unit for gross proceeds of $20,000,000. The Placement was first announced on June 4, 2007.

5. **FULL DESCRIPTION OF MATERIAL CHANGE**

The Company's previously announced Placement has closed. The financing placed 20,000 Units at a price of $1,000 per Unit for gross proceeds of $20,000,000. The Placement was first announced on June 4, 2007.

The Company, together with Haywood Securities Inc., acting as selling agent, conducted the placement of 12,500 Units to certain exempt purchasers resident in British Columbia, Ontario and Europe (the "Haywood Portion"). The remaining 7,500 Units were sold to Ivanhoe Mines Ltd. (the "Ivanhoe Portion"). Each Unit consisted of: (i) one Cdn.$1,000 senior unsecured par value promissory note, which under its terms pays quarterly coupon interest at a rate of 12% per annum for a period of three years (the "Promissory Note"), subject to the Note Redemption (as defined below); and (ii) 200 transferable share purchase warrants (the "Warrants"), with each Warrant exercisable by its holder to purchase one common share ("Common Share") of the Company for a period of 24 months, subject to the Warrant Acceleration (as defined below), from the closing date of the Placement at an exercise price of Cdn. $2.50 per Common Share.

The Company may redeem the Promissory Notes issued as part of the Haywood Portion in full or in $5,000,000 increments, at par plus any accrued interest, at any time after eighteen months from the closing date of the private placement. The Company may redeem the Promissory Notes issued as part of the Ivanhoe Portion in full or in part, at par plus any accrued interest, at any time after six months from the closing date of the private placement (the "Note Redemption").

The Company may accelerate the expiry date of the Warrants to a 30-day period following delivery of a notice of acceleration if, at any time following 18 months after the closing date of the private placement, the volume weighted average share price of the Common Shares equals or exceeds Cdn.$4.25 for 20 consecutive trading days (the "Warrant Acceleration").

Net proceeds of the offering will principally be used on the Company's exploration properties in China, corporate development opportunities in China and for working capital and general corporate purposes

6. **RELIANCE ON SUBSECTION 7.1(2) OR (3) OF NATIONAL INSTRUMENT 51-102**

Not applicable.

7. **OMITTED INFORMATION**

No information has been intentionally omitted from this form.

8. EXECUTIVE OFFICER

The name and business number of the executive officer of the Company who is knowledgeable of the material change and this report is:

Beverly Bartlett
654 – 999 Canada Place
Vancouver, British Columbia
V6C 3E1

Telephone: (604) 609-0598

9. **DATE OF REPORT**

DATED at Vancouver, British Columbia this 4th day of June, 2007.