FORM 51-102F3
MATERIAL CHANGE REPORT

1. NAME AND ADDRESS OF COMPANY

China Gold International Resources Corp. Ltd. (the "Company")
One Bentall Centre
Suite 1030, 505 Burrard Street
Vancouver, British Columbia
V7X 1M5

2. DATE OF MATERIAL CHANGE

August 25, 2011

3. NEWS RELEASE

The news release was issued on August 25, 2011 and was disseminated through the facilities of recognized newswire services. A copy of the news release was filed on SEDAR.

4. SUMMARY OF MATERIAL CHANGE

The Company announced the results of an independent resource estimate prepared by Behre Dolbear Asia, Inc. for its Jiama copper-gold mine located in the Tibet Autonomous Region of the People's Republic of China.

5. FULL DESCRIPTION OF MATERIAL CHANGE

Please see the attached news release dated August 25, 2011.

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

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

Jerry Xie
Executive Vice President and Corporate Secretary
One Bentall Centre
Suite 1030, 505 Burrard Street
Vancouver, British Columbia
V7X 1M5
Telephone: 011 852 9858 7512 (Hong Kong) or 604 695 5034 (Vancouver)

9. DATE OF REPORT

DATED at Vancouver, British Columbia this 2nd day of September, 2011.

China Gold International Resources Corp. Ltd.

Suite 1030, One Bentall Centre
505 Burrard Street, Box 31
Vancouver, BC
Canada V7X 1M5

CHINA GOLD INTERNATIONAL ANNOUNCES A 443% INCREASE IN THE MEASURED AND INDICATED RESOURCE AT ITS JIAMA COPPER GOLD MINE AND WILL PROCEED WITH PLANNING TO SUPPORT A MAJOR MINE EXPANSION

Vancouver, British Columbia, August 25, 2011 - China Gold International Resources Corp. Ltd. (TSX: CGG, HK: 2099) (the "Company") is pleased to report that a Resource Update Report on the Jiama Copper-Polymetallic Project located in Tibet Autonomous Region of China was completed by the globally recognized mining advisory company, Behre Dolbear Asia, Inc., a wholly owned subsidiary of Behre Dolbear Group, Inc. Denver Colorado, United States of America.

The Company's 2010 drilling program (please refer to the Company's News Release dated January 5, 2011) has successfully expanded the overall resource for the Jiama Project through in-fill and step out drilling and has upgraded a significant amount of the Inferred resources to Measured and Indicated resources. The total Measured and Indicated resource has increased from 185.1 million tons averaging 0.74 percent copper and containing 1.38 million tons of copper, to 1,006.0 million tons averaging 0.41 percent copper containing 4.08 million tons of copper, or a 443% increase in tonnage. The resource increase is a result of adding tonnage to the previously reported skarn deposit, upgrading the mineral resource classification of the low grade hornfels and by adding a new low grade porphyry deposit. The Jiama Project is now comprised of three types of mineralized bodies - Skarn, Hornfels and Porphyry. All three remain open along strike and down dip.

The updated mineral resource estimate was prepared by the Mineral Resource Research Institute of the Chinese Academy of Geological Sciences and then reviewed by Behre Dolbear Asia, Inc. for compliance with reporting standards. The authors of the current resource update report have reviewed original assay certificates and the check assay work. It is the authors' opinion that the drilling data have been adequately verified for the purposes of a JORC or NI 43-101 mineral resource estimate.

The updated mineral resource estimate will be used for a new conceptual mine model and studies for a proposed major expansion of the Jiama Project's production facilities. It will be the basis for the ongoing Phase II Production Expansion Feasibility which is due for release in 2012.

The 443% increase in mineral resources also justifies the continuation of our local and regional geological work. This program has been designed to gather more geotechnical information to support mining activities and to further expand the overall Jiama copper-gold poly-metallic deposit mineral resource base.

This new mineral resource estimate is based on 51,362 assay results from a total of 300 holes with 120,196.92 m drilling. It includes molybdenum (Mo), gold (Au), silver (Ag), lead (Pb) and zinc (Zn) credits and is reported as a Measured and Indicated Mineral Resource of 1,006 million tonnes at 0.41% Cu, 0.044 % Mo, 5 g Ag per tonne, 0.10 g Au per tonne, 0.02% Pb, and 0.02% Zn and an Inferred resource of 170.1 M tons at 0.51% Cu, 0.048 % Mo, 9.48 g Ag per tonne, 0.17 g Au per tonne, 0.07% Pb and 0.04% Zn. Details of the updated mineral resources at the Jiama Copper-Gold poly-metallic project are shown in Table 1 and Table 2.

Table 1

Measured and Indicated Mineral Resources

Estimates for the Jiama Project, August 2011

(Cutoff grade for the resource estimate is 0.3% Cu, or 0.03% Mo, or 1% Pb, or 1% Zn.)

Model	Category	Tonnes	Average grade						Contained Metal					
		(kt)	Cu	Mo	Au	Ag	Pb	Zn	Cu	Mo	Au	Ag	Pb	Zn
			(%)	(%)	(g/t)	(g/t)	(%)	(%)	(kt)	(kt)	(t)	(t)	(kt)	(kt)
Shallow Skarn	Measured	60,579	0.82	0.057	0.33	15.47	0.04	0.03	497	35	20	937	24	18
	Indicated	210,722	0.75	0.061	0.29	14.07	0.03	0.02	1580	129	61	2965	63	42
	Meas+Ind	271,301	0.77	0.060	0.30	14.38	0.03	0.03	2089	163	81	3901	81	81
Steep Skarn	Measured	4,012	0.76	0.031	0.27	17.59	0.31	0.18	30	1	2	71	12	7
	Indicated	18,971	0.76	0.032	0.26	17.62	0.30	0.17	144	7	5	334	57	32
	Meas+Ind	22,983	0.76	0.032	0.26	17.61	0.30	0.17	175	7	6	405	69	40
Hornfels	Measured	0	0.00	0.000	0.00	0.00	0.00	0.00	0	0	0	0	0	0
	Indicated	655,089	0.27	0.037	0.03	1.04	0.01	0.01	1769	242	20	681	66	66
	Meas+Ind	655,089	0.27	0.037	0.03	1.04	0.01	0.01	1769	242	20	681	66	66
Porphyry	Measured	0	0.00	0.000	0.00	0.00	0.00	0.00	0	0	0	0	0	0
	Indicated	56,596	0.11	0.056	0.01	0.74	0.01	0.01	62	32	1	42	6	6
	Meas+Ind	56,596	0.11	0.056	0.01	0.74	0.01	0.01	62	32	0	42	6	6
Subtotal	Measured	64,591	0.82	0.055	0.33	15.60	0.06	0.04	527	36	22	1008	37	25
Subtotal	Indicated	941,378	0.38	0.043	0.09	4.27	0.02	0.02	3556	409	86	4022	191	146
2011	**Total M&I**	**1,005,969**	**0.41**	**0.044**	**0.10**	**5.00**	**0.02**	**0.02**	**4083**	**444**	**107**	**5031**	**228**	**171**
Note: M&I in IPO in 2010		***185.10***	***0.74***	***0.04***	***0.26***	***14.70***	***0.08***	***0.06***	***1379***	***77***	***47***	***2179***	***153***	***94***

Table 2

Inferred Mineral Resource Estimates

for the Jiama Project as of August 2011

(Cutoff grade for the resource estimate is 0.3% Cu, or 0.03% Mo, or 1% Pb, or 1% Zn.)

Model	Category	Tonnes	Average grade						Contained Metals					
		(kt)	Cu	Mo	Au	Ag	Pb	Zn	Cu	Mo	Au	Ag	Pb	Zn
			(%)	(%)	(g/t)	(g/t)	(%)	(%)	(kt)	(kt)	(t)	(t)	(kt)	(kt)
Shallow Skarn	Inferred	94,325	0.61	0.056	0.23	11.66	0.02	0.02	575	53	22	1100	19	19
Steep Skarn	Inferred	26,012	0.71	0.026	0.21	17.88	0.35	0.15	185	7	5	465	91	39
Hornfels	Inferred	39,460	0.23	0.039	0.03	1.02	0.01	0.01	91	15	1	40	4	4
Porphyry	Inferred	10,356	0.13	0.058	0.01	0.74	0.01	0.01	13	6	0	8	1	1
All Models	**Total**	**170,153**	**0.51**	**0.048**	**0.17**	**9.48**	**0.07**	**0.04**	**864**	**81**	**28**	**1613**	**115**	**63**
Note: IPO in 2010														
Skarn	Inferred	165,763	0.64	0.053	0.21	13.1	0.14	0.06	1,068	89	35	2,179	239	107
Hornfels	Inferred	655,000	0.23	0.045	0.02	1.17	0	0.01	1,500	290	13	770	-	-
All Models	**Total**	**820,763**	**0.31**	**0.05**	**0.06**	**3.58**	**0.03**	**0.02**	**2568**	**379**	**48**	**2949**	**239**	**107**

Notes:
1. Mineral resources which are not mineral reserves do not have demonstrated economic viability. The estimate of mineral resources may be materially affected by environmental, permitting, legal, title, taxation, sociopolitical, marketing, or other relevant issues.
2. The quantity and grade of reported Inferred resources in this estimation are conceptual in nature and there has been insufficient exploration to define these inferred resources as an Indicated or Measured mineral resource and it is uncertain if further exploration will result in upgrading them to an Indicated or Measured mineral resource category.
The mineral resources in this press release were estimated using the Canadian Institute of Mining, Metallurgy and Petroleum (CIM), CIM Standards on Mineral Resources and Reserves, Definitions and Guidelines prepared by the CIM Standing Committee on Reserve Definitions and adopted by CIM Council December 11, 2005 and revised on July 1, 2011.

Dr. Xin Song, CEO of the Company commented: "We are very pleased with the upgrade and increase of the resources at Jiama and this will support the Company's phase II production feasibility study. CGG purchased the Jiama project with our management's and board's confidence in the significant expansion potential of Jiama's resource and future production levels. This Updated Resource Estimate, begins to formally demonstrate and continues the rapid delivery of that expansion potential to our shareholders and to the market place. The increase in resources and production at Jiama is one of the cornerstones underlying the significant organic growth in resources on owned projects that the Company is experiencing. The Company will continue to drill in 2011 and expect to expand the overall resources with the deposit, in which all three types of mineralized bodies remain open along their strike and down dips. We are especially excited to begin exploring a standalone gold deposit and other porphyry deposits within the Jiama deposit area in 2011."

Dr. Robert E Cameron, a "Qualified Person" as defined under Canadian National Instrument 43-101 and a senior associate of Behre Dolbear, has reviewed and verified the technical information on the mineral resources contained in this news release.

About China Gold International Resources Corp. Ltd.:
The Company is a mineral development company focused on acquisitions, exploration, development, mining and processing of gold and other non-ferrous metals. The Company is listed on the Toronto Stock Exchange (TSX: CGG) and the Main Board of the Stock Exchange of Hong Kong Limited (HK: 2099). The Company has been designated as the overseas flagship vehicle of China National Gold, the only gold producer in China directly controlled by the State-owned Assets Supervision and Administration Commission of the State Council.

For additional information:
China Gold International Resources Corp. Ltd.
Investor Relations
Tel: +1.604.695.5032
Email: info-chinagoldintl@chinagoldintl.com
Website: www.chinagoldintl.com

Forward-looking statements
Certain statements made herein, and other statements relating to matters that are not historical facts and statements of our beliefs, intentions and expectations about developments, results and events which will or may occur in the future, constitute "forward-looking information" within the meaning of applicable securities legislation. Forward-looking information and statements are typically identified by words such as "anticipate", "could", "should", "expect", "seek", "may", "intend", "likely", "plan", "estimate", "will", "believe" and similar expressions suggesting future outcomes or statements regarding an outlook. All such forward-looking information and statements are based on certain assumptions and analysis made by China Gold International Resources Corp. Ltd.'s management in light of their experience and perception of historical trends, current conditions and expected future developments, as well as other factors management believes are appropriate in the circumstances. These statements, however, are subject to a variety of risks and uncertainties

and other factors that could cause actual events or results to differ materially from those projected in the forward-looking information or statements. Important factors that could cause actual results to differ from these forward-looking statements include those described under the heading "Risks and Uncertainties" elsewhere in the Company's MD&A filed at www.SEDAR.com. The reader is cautioned not to place undue reliance on forward-looking information or statements. Except as required by law the Company does not assume the obligation to revise or update these forward looking statements after the date of this document or to revise them to reflect the occurrence of future, unanticipated events.