

**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 20, 2014

3. NEWS RELEASE

The news release was issued on August 18, 2014 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 resignation of Mr. Zhanming Wu as Senior Executive Vice President and the appointment of Mr. Liangyou Jiang to the position of Senior Executive Vice President.

5. FULL DESCRIPTION OF MATERIAL CHANGE

Please see the attached news release dated August 18, 2014.

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
Telephone: 011 852 9858 7512 (Hong Kong) or 604 695 5034 (Vancouver)

9. DATE OF REPORT

DATED at Vancouver, British Columbia this 20th day of August, 2014.



China Gold International Resources Appoints Senior Executive Vice President.

VANCOUVER, August 18, 2014 - China Gold International Resources Corp. Ltd. (TSX: CGG; HKEx: 2099) (the “Company” or “China Gold International Resources”) is pleased to announce the appointment of Mr. Liangyou Jiang as Senior Executive Vice President effective immediately.

Mr. Jiang joined the Company in August 2010 as the General Manager of Tibet Huatailong Mining Development Corp. Ltd. (“Tibet Huatailong”), the Company’s wholly-owned subsidiary, and in February 2012 was appointed as the Chairman of Tibet Huatailong. From September 2007, Mr. Jiang served as the Head of the Engineering Management Division of the Investment Management Department of China National Gold Group, the Company’s principal shareholder and the largest gold producer in China, and in February 2008 he was appointed as a Manager of the Investment Management Department. Prior to joining China National Gold Group’s headquarters, Mr. Jiang served as a General Manager of China Kazakhstan Mining Corp. Ltd., a subsidiary of China National Gold Group. From August 1987 to March 2005, Mr. Jiang worked at Changchun Gold Design Institute. He was appointed as a Chief Engineer of the Institute in February 2000 and then as a Vice President and Chief Engineer of the Institute since April 2002. Mr. Jiang won more than 20 provincial-level scientific and technological achievement awards and numerous honorary titles from various agencies. In 2005, Mr. Jiang was awarded the special allowance by the State Council. Mr. Jiang is a senior professional engineer, holds a bachelor’s degree in mineral processing from Northeastern University, and is currently a Ph.D. candidate in mineral processing at Northeastern University.

As Senior Executive Vice President, Mr. Jiang replaces Mr. Zhanming Wu who resigned from the position. The Company is grateful to Mr. Wu for his excellent work and contributions to the company. Mr. Wu continues to serve as a Director of the Company.

Mr. Bing Liu, the Chief Executive Officer of the Company, commented, “We are fully certain that Mr. Jiang’s dedication to the Company, his vast industry experience and his in-depth understanding of all the strength and challenges of China Gold International will enable him and our other inspired executives to continue to build upon our successes and to keep growing our Company”.

Analysts, investors, media and general public are encouraged to visit the Company’s website, sedar.com or hkexnews.hk or contact the Company with any questions.

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 Jiamia Copper-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



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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).

For additional information:

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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.