

FORM 51-102F3
MATERIAL CHANGE REPORT

Item 1 ***Name and Address of Company***

Boyuan Construction Group, Inc.
Boyuan Building, No. 6
East Road, Jiaxing Port
Zhejiang, PRC 314201

Item 2 ***Dates of Material Change***

June 18, 2012.

Item 3 ***News Release***

The press release was disseminated via CNW Group on June 18, 2012.

Item 4 ***Summary of Material Change***

Boyuan Construction Group, Inc., (TSX: BOY, BOY.DB, BOY.DB.A) a fast-growing construction company in China of commercial, residential and municipal infrastructure projects, announced today that it has accepted the resignation of Mr. David Horsley from the board of directors and the audit committee.

Item 5 ***Full Description of Material Change***

See Schedule A attached.

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

This report is not being filed on a confidential basis.

Item 7 ***Omitted Information***

No information has been omitted on the basis that it is confidential.

Item 8 ***Executive Officer***

Paul Law, Chief Financial Officer
(852) 9329 5088
paullaw@zjboyuan.com.cn

Item 9 ***Date of Report***

June 19, 2012

Schedule A

Boyuan Announces Director Resignation

Toronto, Ontario – June 18, 2012 – [Boyuan Construction Group, Inc.](#), (TSX: [BOY](#), [BOY.DB](#), [BOY.DB.A](#)) a fast-growing construction company in China of commercial, residential and municipal infrastructure projects, announced today that it has accepted the resignation of Mr. David Horsley from the board of directors and the audit committee.

"We would like to express our sincere thanks to David," said Mr. Cai Liang Shou, Chairman of Boyuan Construction Group. "He has made a number of significant contributions to the Company over the past three years as a director and as chair of the audit committee."

Prof. Fang Lixin will join the audit committee as a member and Mr. Francis Leong will take over as chair of the audit committee.

About Boyuan Construction Group, Inc.

Based in Jiaxing City, China, Boyuan Construction Group, Inc. is in the business of commercial building and residential construction, municipal infrastructure and engineering projects. In its last three fiscal years ending June 30, 2011, Boyuan completed more than 80 projects for a number of private and public sector clients. Boyuan's current project backlog includes residential, commercial, industrial and mixed-use developments. From its operating bases in Zhejiang Province and in Hainan Province, Boyuan focuses on construction projects in China's fast-growing regions of the Yangtze River Delta, Hainan Province and Shandong Province. For more information visit www.boyuanguroup.com.

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