

FORM 51-102F3

Material Change Report

Item 1 Name and Address of Company

GDV Resources Inc.
55 York Street, Suite 1400
Toronto, Ontario
M5J 1R7

Item 2 Date of Material Change

December 22, 2011

Item 3 News Release

A press release disclosing the material change was issued through Canada News Wire on December 22, 2011.

Item 4 Summary of Material Change

GDV Resources Inc. announced that its controlling shareholder GC-Global Capital Corp. has agreed to sell 3,000,000 common shares of its 3,025,022 common shares of the Company in a private transaction. The sale is expected to occur on December 31, 2011. A. Thomas Griffis, Global Gold Limited and Michael Campbell will be purchasing 1,500,000, 1,000,000 and 500,000 common shares, respectively. The Company currently has 6,066,796 common shares issued and outstanding.

Item 5 Full Description of Material Change

See press release dated December 22, 2011 attached as Schedule 1.

Item 6 Reliance on subsection 7.1(2) or (3) of National Instrument 51-102

Not applicable.

Item 7 Omitted Information

No significant facts remain confidential in, and no information has been omitted from, this report.

Item 8 Executive Officer

The executive officer of the Company who is knowledgeable about this material change is:

Gordon Ewart, Chief Executive Officer.
416-488-7760

Item 9 Date of Report

December 22, 2011

SCHEDULE 1

December 22, 2011

GDV Resources Inc. Announces a Change of Control and Private Placement

TORONTO, ONTARIO – GDV Resources Inc. (NEX Board of the TSXV: GDV.H) (the “Company”) has announced that its controlling shareholder GC-Global Capital Corp. has agreed to sell 3,000,000 common shares of its 3,025,022 common shares of the Company in a private transaction. The sale is expected to occur on December 31, 2011. A. Thomas Griffis, Global Gold Limited and Michael Campbell will be purchasing 1,500,000, 1,000,000 and 500,000 common shares, respectively. The Company currently has 6,066,796 common shares issued and outstanding. Subsequent to the sale the Company will seek to adjust to composition of its board of directors and its officers.

The Company also advises that it plans to complete a 4,000,000 common share private placement financing at a price of \$0.05 per share for gross proceeds of \$200,000. The private placement is subject to the approval of the NEX Board of the TSX Venture Exchange and other regulatory approvals.

For more information, please contact Mr. Gordon Ewart at (416) 488-7760.

Neither the TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.