

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 31, 2011

Item 3 News Release

A press release disclosing the material change was issued through Marketwire on January 4, 2012.

Item 4 Summary of Material Change

GDV Resources Inc. A. Thomas Griffis, Global Gold Limited and Michael Campbell (collectively, the “**Investors**”) have acquired in private transactions an aggregate of 3,000,000 common shares in the capital of the Company from GC-Global Capital Corp., at a price of \$0.025 per common share for aggregate consideration of \$75,000.

A. Thomas Griffis now holds 1,500,000 common shares representing approximately 24.72% of the issued and outstanding common shares of the Company, Global Gold Limited now holds 1,000,000 common shares representing 16.48% of the issued and outstanding common shares of the Company, and Michael Campbell now holds 500,000 common shares representing approximately 8.24% of the issued and outstanding common shares of the Company.

After giving effect to the transaction, the Investors together will directly own or control approximately 49.45% of the total outstanding common shares of the Company. The Investors acquired the above-noted common shares of the Company for investment purposes and they may, individually or acting jointly, depending on market and other conditions, increase their individual or joint beneficial ownership, control or direction over the common shares or other securities of the Company, through market transactions, private agreements, treasury issuances, exercise of convertible securities or otherwise.

The Company also announced that A. Thomas Griffis, Elia Crespo and Michael Campbell have been appointed as the directors of the Company and that A. Thomas Griffis and Chris Carmichael have been appointed Chief Executive Officer and Chief Financial Officer, respectively, of the Company. Gordon Ewart, Andrew Hilton and Alec Regis have resigned

from the Board of Directors and Gordon Ewart and Andrew Hilton have resigned as Chief Executive Officer and Chief Financial Officer, respectively.

Item 5 Full Description of Material Change

See press release dated January 4, 2012 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:

Chris Carmichael, Chief Financial Officer.
416-350-3775

Item 9 Date of Report

January 4, 2011

SCHEDULE 1

INVESTORS ACQUIRE COMMON SHARES OF GDV RESOURCES INC.

January 4, 2012

PRESS RELEASE

FOR IMMEDIATE RELEASE

TORONTO, ONTARIO, January 4, 2012 – GDV Resources Inc. (NEX Board of the TSXV: GDV.H) (the “**Company**”) has announced that A. Thomas Griffis, Global Gold Limited and Michael Campbell (collectively, the “**Investors**”) have acquired in private transactions an aggregate of 3,000,000 common shares in the capital of the Company from GC-Global Capital Corp., at a price of \$0.025 per common share for aggregate consideration of \$75,000.

A. Thomas Griffis now holds 1,500,000 common shares representing approximately 24.72% of the issued and outstanding common shares of the Company, Global Gold Limited now holds 1,000,000 common shares representing 16.48% of the issued and outstanding common shares of the Company, and Michael Campbell now holds 500,000 common shares representing approximately 8.24% of the issued and outstanding common shares of the Company.

After giving effect to the transaction, the Investors together will directly own or control approximately 49.45% of the total outstanding common shares of the Company. The Investors acquired the above-noted common shares of the Company for investment purposes and they may, individually or acting jointly, depending on market and other conditions, increase their individual or joint beneficial ownership, control or direction over the common shares or other securities of the Company, through market transactions, private agreements, treasury issuances, exercise of convertible securities or otherwise.

The Company also announced that A. Thomas Griffis, Elia Crespo and Michael Campbell have been appointed as the directors of the Company and that A. Thomas Griffis and Chris Carmichael have been appointed Chief Executive Officer and Chief Financial Officer, respectively, of the Company. Gordon Ewart, Andrew Hilton and Alec Regis have resigned from the Board of Directors and Gordon Ewart and Andrew Hilton have resigned as Chief Executive Officer and Chief Financial Officer, respectively.

For more information on the Company please contact the following:

Chris Carmichael

55 York Street, Suite 201

Toronto, ON

M5J1R7

416 350-3775

For more information on the Investors please contact the following:

A. Thomas Griffis 70 York Street, Suite 1410 Toronto, Ontario M5J 1S9	Global Gold Limited Craigmuir Chambers, P.O. Box 71, Road Town, Tortola BVI	Michael Campbell 70 York Street, Suite 1410, Toronto, Ontario M5J 1S9
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