

FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

The name of the reporting company is GDV Resources Inc. (the "Issuer" or "GDV"). Its registered office is 70 York Street, Suite 1410, Toronto, Ontario M5J 1S9.

Item 2 Date of Material Change

The material changes occurred on February 1, 2012.

Item 3 News Release

A press release in connection with the material change was issued in Ontario on February 1, 2012, a copy of which as issued is annexed hereto as Schedule "A".

Item 4 Summary of Material Change

The Issuer announces that it has completed a private placement financing for gross proceeds of \$111,000. The Company has issued 2,220,000 common shares at a price of \$0.05 per share. The Company plans to complete a second financing of 1,780,000 shares for additional gross proceeds of \$89,000. All common shares issued will be subject to a four-month hold period expiring June 1, 2012. The proceeds of the financing will be used for general working capital purposes.

Item 5 Full Description of Material Change

The Issuer announces that it has completed a private placement financing for gross proceeds of \$111,000. The Company has issued 2,220,000 common shares at a price of \$0.05 per share. The Company plans to complete a second financing of 1,780,000 shares for additional gross proceeds of \$89,000. All common shares issued will be subject to a four-month hold period expiring June 1, 2012. The proceeds of the financing will be used for general working capital purposes.

Item 6 & 7 Reliance on subsection 7.1(2) or (3) of National Instrument 51-102 and Omitted Information

The Company is not relying on 7.1(2) or (3) of National Instrument 51-102 for the filing of this report nor is any information being omitted in reliance thereon.

Item 8 Executive Officer

For further information with respect to this report, please contact Chris Carmichael, Chief Financial Officer of the Company, at: (416) 350-3775.

Item 9 Date of Report

DATED at Toronto, Ontario this 1st day of February, 2012.

GDV Resources Inc.

(signed Chris Carmichael)

Per:

Chris Carmichael
Chief Financial Officer

Schedule “A”

GDV RESOURCES, INC.
70 York Street
Suite 1410
Toronto, Ontario M5J 1S9
(416) 350-3775

February 1, 2012

GDV Resources Inc. Completes Private Placement

TORONTO, ONTARIO – GDV Resources Inc. (NEX Board of the TSXV: GDV.H) (the “Company”) announces that it has completed a private placement financing for gross proceeds of \$111,000. The Company has issued 2,220,000 common shares at a price of \$0.05 per share. The Company plans to complete a second financing of 1,780,000 shares for additional gross proceeds of \$89,000.

The Financing is subject to final approval from the TSX Venture Exchange. All common shares issued will be subject to a four-month hold period expiring June 1, 2012. The proceeds of the financing will be used for general working capital purposes.

For more information, please contact Mr. Chris Carmichael, CFO at (416) 350-3775.

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.