

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 55 York Street, Suite 201, Toronto, Ontario M5J 1R7.

Item 2 Date of Material Change

The material changes occurred on April 25, 2012.

Item 3 News Release

A press release in connection with the material change was issued in Ontario on April 25, 2012, a copy of which as issued is annexed hereto as Schedule "A".

Item 4 Summary of Material Change

The Issuer announced that it has received a demand letter for a payment on a guaranty executed on January 25, 2007 by the Issuer for a loan payable from its former subsidiary Global Development Resources, Inc. The payment demands on the loan are from an individual and two trusts and total US\$6,359,630.

The Issuer has agreed to retract the two recently announced private placement financings for gross proceeds of \$200,000 due to the representations and warranties of the private placement subscription agreement. On February 1, 2012 and February 17, 2012, the Issuer announced that it had issued a total of 4,000,000 common shares at a price of \$0.05 per share, which have now been cancelled (the "Retracted Shares").

The Issuer also announced that 6330533 Canada Inc., a company controlled by Chris Carmichael, has acquired in private transactions an aggregate of 3,000,000 common shares in the capital of the GDV from A. Thomas Griffis, Global Gold Limited and Michael Campbell, at a price of \$0.025 per common share for aggregate consideration of \$75,000. The acquisition of shares is subject to regulatory approvals.

After giving effect to cancellation of the above Retracted Shares, 6330533 Canada Inc. now holds 3,000,000 shares and Chris Carmichael owns 594,633 shares, representing in the aggregate approximately 59.3% of the issued and outstanding common shares of the Issuer. 6330533 Canada Inc. acquired the above-noted common shares of the Issuer for investment purposes and it may and Chris Carmichael may, depending on market and other conditions, increase their ownership, control or direction over the common shares or other securities of the Issuer, through market transactions, private agreements, treasury issuances, exercise of convertible securities or otherwise.

The Issuer also announced that Chris Carmichael, Andrew Hilton and Carl DiPlacido have been appointed to the Board of Directors of GDV. Chris Carmichael has been appointed Chairman and Chief Executive Officer and is no longer Chief Financial Officer of GDV. Andrew Hilton has been appointed Chief Financial Officer and Corporate Secretary of GDV. A. Thomas Griffis, Elia Crespo and Michael Campbell have resigned as directors of GDV and Mr. Griffis has resigned as Chief Executive Officer of GDV.

The retraction of the private placement financings is subject to final approval from the NEX Board of the TSX Venture Exchange.

Item 5 Full Description of Material Change

The Issuer announced that it has received a demand letter for a payment on a guaranty executed on January 25, 2007 by the Issuer for a loan payable from its former subsidiary Global Development Resources, Inc. The payment demands on the loan are from an individual and two trusts and total US\$6,359,630.

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The retraction of the private placement financings is subject to final approval from the NEX Board of the TSX Venture Exchange.

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: (647) 352-4900.

Item 9 Date of Report

DATED at Toronto, Ontario this 26th day of April, 2012.

GDV Resources Inc.

(signed Chris Carmichael)

Per:

Chris Carmichael
Chief Executive Officer

Schedule “A”

GDV RESOURCES, INC.

55 York Street

Suite 201

Toronto, Ontario M5J 1R7

(647) 352-4900

April 25, 2012

GDV Resources Inc. Announces Potential Liability, Retracts Private Placement and Board and Management Changes

TORONTO, ONTARIO – GDV Resources Inc. (NEX Board of the TSXV: GDV.H) (the “Company”) announces that it has received a demand letter for a payment on a guaranty executed on January 25, 2007 by the Company for a loan payable from its former subsidiary Global Development Resources, Inc. The payment demands on the loan are from an individual and two trusts and total US\$6,359,630.

The Company has agreed to retract the two recently announced private placement financings for gross proceeds of \$200,000 due to the representations and warranties of the private placement subscription agreement. On February 1, 2012 and February 17, 2012, the Company announced that it had issued a total of 4,000,000 common shares at a price of \$0.05 per share, which have now been cancelled (the “Retracted Shares”).

The Company also announces that 6330533 Canada Inc., a company controlled by Chris Carmichael, has acquired in private transactions an aggregate of 3,000,000 common shares in the capital of the Company from A. Thomas Griffis, Global Gold Limited and Michael Campbell, at a price of \$0.025 per common share for aggregate consideration of \$75,000. The acquisition of shares is subject to regulatory approvals.

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The Company also announced that Chris Carmichael, Andrew Hilton and Carl DiPlacido have been appointed to the Board of Directors of the Company. Chris Carmichael has been appointed Chairman and Chief Executive Officer of the Company and is no longer Chief Financial Officer of the Company. Andrew Hilton has been appointed Chief Financial Officer and Corporate Secretary of the Company. A. Thomas Griffis, Elia Crespo and Michael Campbell have resigned as directors of the Company and Mr. Griffis has resigned as Chief Executive Officer of the Company.

The retraction of the private placement financings is subject to final approval from the NEX Board of the TSX Venture Exchange.

For more information, please contact Mr. Chris Carmichael, CEO at (647) 352-4900.

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.