

**GDV RESOURCES, INC.**  
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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.

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 Company. 6330533 Canada Inc. acquired the above-noted common shares of the Company 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 Company, through market transactions, private agreements, treasury issuances, exercise of convertible securities or otherwise.

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.*