

EARLY WARNING REPORT

PURSUANT TO NATIONAL INSTRUMENT 62-103

1. Name and address of the offeror:

Chris Carmichael
55 York Street, Suite 201
Toronto, Ontario
M5J 1R7
(the “Offeror”)

2. The designation and number or principal amount of securities and the offeror’s security holding percentage in the class of securities of which the offeror acquired ownership or control in the transaction or occurrence giving rise to the obligation to file the report, and whether it was ownership or control that was acquired in those circumstance:

The Offeror acquired 1,000,000 common shares (“**Common Shares**”) in the capital of GDV Resources Inc. (the “**Company**”) for an aggregate purchase price of CDN\$50,000. The Offeror acquired full ownership and control of the Common Shares.

The percentage amount of Common Shares acquired by the Offeror is 14.2%.

3. The Designation and number or principal amount of securities and the offeror’s securityholding percentage in the class of securities immediately after the transaction or occurrence giving rise to obligation to file the report:

After giving effect to the transactions noted above, the Offeror now owns in the aggregate 1,594,633 Common Shares in the capital stock of the Company, representing approximately 22.6% of the total Common Shares outstanding.

4. The Designation and number or principal amount of securities and the percentage of outstanding securities of the class of securities referred to in paragraph 3 over which:

(i) the offeror, either alone or together with any joint actors, has ownership and control:

6330533 Canada Inc., owned 100% by Chris Carmichael, owns 3,000,000 Common Shares in the capital stock of the Company, representing approximately 42.5% of the total Common Shares outstanding.

After giving effect to the transactions noted above, Chris Carmichael, will directly own or control an aggregate of 4,594,633 Common Shares, representing approximately 65.0% of the total outstanding Common Shares.

- (ii) **the offeror, either alone or together with any joint actors, has ownership but control is held by other persons or companies other than the offeror or any joint actor:**

Not Applicable

- (iii) **the offeror, either alone or together with any joint actors, has exclusive or shared control but does not have ownership.**

Not Applicable

- 5. The name of the market in which the transaction or occurrence that gave rise to the news release took place:**

The 1,000,000 Common Shares were acquired by a private placement financing in GDV Resources Inc.

- 6. The value, in Canadian dollars, of any consideration offered per security if the Offeror acquired ownership of a security in the transaction or occurrence giving rise to the obligation to file a news release.**

\$0.05 per Common Share.

- 7. The purpose of the offeror and any joint actors in effecting the transaction or occurrence that gave rise to the news release, including any future intention to acquire ownership of, or control over, additional securities of the reporting issuer.**

The Offeror acquired the securities for investment purposes and they may make additional investment in or dispositions of securities of the Company in the open market, by private agreement or otherwise, depending on price, availability and general market conditions.

- 8. The general nature and the material terms of any agreement, other than lending arrangements, with respect to securities of the reporting issuer entered into by the offeror, or any joint actor, and the issuer of the securities or any other entity in connection with the transaction or occurrence giving rise to the news release, including agreements with respect to the acquisition, holding, disposition or voting of any of the securities.**

The Offeror acquired the Common Shares pursuant to a private placement offering dated December 13, 2012 on the terms as described in item 2 above.

- 9. The names of any joint actors in connection with the disclosure required by this form.**

Not Applicable

- 10. In the case of a transaction or occurrence that did not take place on a stock exchange or other market that represents a published market for the securities,**

including an issuance from treasury, the nature and value of the consideration paid by the offeror.

Not Applicable.

- 11. If applicable, a description of any change in any material fact set out in a previous report by the entity under the early warning requirements or Part 4 in respect of the reporting issuer's securities.**

Not Applicable

- 12. If applicable, a description of the exemption from securities legislation being relied on by the offeror and the facts supporting that reliance.**

The Offeror acquired the purchased shares in reliance on National Instrument 45-106 Prospectus and Registration Exemptions. Chris Carmichael is the CEO of GDV Resources Inc.

DATED this 13th day of December, 2012.

Per: (signed Chris Carmichael)
Chris Carmichael