

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 December 13, 2012.

Item 3 News Release

A press release in connection with the material change was issued in Ontario on December 13, 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 \$50,000. The Company has issued 1,000,000 common shares at a price of \$0.05 per share. All common shares issued will be subject to a four-month hold period expiring April 13, 2013. The proceeds of the financing will be used for general working capital purposes. Chris Carmichael now owns 65.0% of the common shares of GDV Resources Inc.

Item 5 Full Description of Material Change

GDV Resources Inc. announces that it has completed a private placement financing for gross proceeds of \$50,000. The Company has issued 1,000,000 common shares at a price of \$0.05 per share. 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 April 13, 2013. The proceeds of the financing will be used for general working capital purposes. Chris Carmichael individually and through 6330533 Canada Inc. owns 4,594,633 shares, representing in the aggregate approximately 65.0% of the issued and outstanding common shares of the Company. Chris Carmichael acquired the above-noted common shares of the Company for investment purposes and he may, depending on market and other conditions, increase his 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.

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 13th day of December, 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

December 13, 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 \$50,000. The Company has issued 1,000,000 common shares at a price of \$0.05 per share

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 April 13, 2013. The proceeds of the financing will be used for general working capital purposes.

Chris Carmichael individually and through 6330533 Canada Inc. owns 4,594,633 shares, representing in the aggregate approximately 65.0% of the issued and outstanding common shares of the Company. Chris Carmichael acquired the above-noted common shares of the Company for investment purposes and he may, depending on market and other conditions, increase his 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.

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.