

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 June 18, 2013.

Item 3 News Release

A press release in connection with the material change was issued in Ontario on June 18, 2013, 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 regulatory approval and has closed a \$125,000 private placement of common shares ("Shares") at a price of \$0.05 per Share. As detailed in the June 4, 2013 press release, Chris Carmichael, Chief Executive Officer of the Company subscribed for the 2,500,000 common shares of the Company. The Shares are subject to a four-month hold period ending on October 18, 2013. The proceeds of the financing will be used for general working capital purposes.

Item 5 Full Description of Material Change

The issuer announced that it has received regulatory approval and has closed a \$125,000 private placement of common shares ("Shares") at a price of \$0.05 per Share. As detailed in the June 4, 2013 press release, Chris Carmichael, Chief Executive Officer of the Company subscribed for the 2,500,000 common shares of the Company. The Shares are subject to a four-month hold period ending on October 18, 2013. The proceeds of the financing will be used for general working capital purposes.

The Company also announces that it plans to apply for reactivation of its merchant banking operations with the TSX Venture Exchange (the "TSXV"). The Company has scheduled a special meeting of its shareholders for August 7, 2013 where the Company will seek approval for a name change and a change to its board of directors. Subject to a financing, the Company's merchant banking operations will primarily be to provide secured bridge loans or secured convertible loans of up to \$500,000 to micro-cap companies listed on the TSXV. Completion of the reactivation is subject to a number of conditions, including but not limited to, TSXV acceptance and a debt or equity financing. There can be no assurance that the reactivation will be completed as proposed or at all.

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 18th day of June, 2013.

GDV Resources Inc.

(signed Chris Carmichael)

Per:

Chris Carmichael
Chief Financial Officer

June 18, 2013

GDV Resources Inc. closes private placement and announces reactivation plans

TORONTO, ONTARIO – GDV Resources Inc. (NEX Board of the TSXV: GDV.H) (the “Company”) today announced that it has received regulatory approval and has closed a \$125,000 private placement of common shares (“Shares”) at a price of \$0.05 per Share. As detailed in the June 4, 2013 press release, Chris Carmichael, Chief Executive Officer of the Company subscribed for the 2,500,000 common shares of the Company. The Shares are subject to a four-month hold period ending on October 18, 2013. The proceeds of the financing will be used for general working capital purposes.

The Company also announces that it plans to apply for reactivation of its merchant banking operations with the TSX Venture Exchange (the “TSXV”). The Company has scheduled a special meeting of its shareholders for August 7, 2013 where the Company will seek approval for a name change and a change to its board of directors. Subject to a financing, the Company’s merchant banking operations will primarily be to provide secured bridge loans or secured convertible loans of up to \$500,000 to micro-cap companies listed on the TSXV.

Completion of the reactivation is subject to a number of conditions, including but not limited to, TSXV acceptance and a debt or equity financing. There can be no assurance that the reactivation will be completed as proposed or at all.

Investors are cautioned that, except as disclosed in the filing statement to be prepared in connection with the reactivation, any information released or received with respect to the reactivation may not be accurate or complete and should not be relied upon. Trading in the securities of an inactive company listed on the NEX Board of the TSX Venture Exchange should be considered highly speculative.

The TSX Venture Exchange Inc. has in no way passed upon the merits of the proposed reactivation and has neither approved nor disapproved the contents of this press release.

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING INFORMATION: This news release includes certain "forward-looking statements" under applicable Canadian securities legislation. Forward-looking statements include, but are not limited to, statements with respect to: the terms and conditions of the proposed reactivation; use of funds; and the business and operations of the Corporation after the proposed transaction. Forward-looking statements are necessarily based upon a number of estimates and assumptions that, while considered reasonable, are subject to known and unknown risks, uncertainties, and other factors which may cause the actual results and future events to differ materially from those expressed or implied by such forward-looking statements. Such factors include, but are not limited to: general business, economic, competitive, political and social uncertainties; delay or failure to receive board, shareholder or regulatory approvals. There can be no assurance that such statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements. The Corporation disclaims any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by law.

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.