

**GDV RESOURCES INC.
NOTICE OF ANNUAL & SPECIAL MEETING**

NOTICE IS HEREBY given that the Annual & Special Meeting (the "Meeting") of the holders (the "Shareholders") of the common shares of GDV Resources Inc. (the "Corporation" or "GDV") will be held on Wednesday, August 7, 2013 at the hour of 10:00 a.m., at 55 York St., Suite 201, Toronto, Ontario M5J 1R7. The purpose of the meeting is to:

1. TO RECEIVE the 2012 Report of the Directors, the financial statements of the Corporation for the year ended December 31, 2012 and the auditor's report thereon;
2. TO APPOINT MSCM LLP, Toronto, Ontario as auditors of the Corporation and to authorize the directors to fix the remuneration of the auditors;
3. TO ELECT five directors to hold office until the next Annual General Meeting;
4. TO CONSIDER and, if thought fit, to pass an ordinary resolution approving the Corporation's Stock Option Plan as more fully set forth in the accompanying Information Circular;
5. TO CONSIDER and, if thought fit, to pass a special resolution authorizing the name change of the Corporation to Cardinal Capital Partners Inc., as more particularly described in the accompanying Information Circular;
6. TO CONSIDER and, if thought fit, to pass an ordinary resolution changing the By-Laws of the Corporation to adoption the Advance Notice By-Law, as more fully set forth in the accompanying Information Circular.

The accompanying Information Circular provides additional information relating to the matters to be dealt with at the Meeting and forms part of this Notice.

A form of proxy accompanies this Notice. If you are a registered holder of the shares of the Corporation, whether or not you are able to attend the meeting in person, the accompanying form of proxy should be completed, signed, dated and returned at your earliest convenience in the envelope provided. To be effective, the proxy must be returned to Equity Financial Trust Company, 200 University Avenue, Suite 400, Toronto, Ontario M5H 4H1, Attention: Proxy Department, not later than 4:00 p.m. on Monday, August 5, 2013. Late proxies may be accepted or rejected by the Chairman of the Meeting in his discretion, and the Chairman is under no obligation to accept or reject any particular late proxy. If you are able to attend the Meeting, sending your proxy will not prevent you from voting in person.

If you are a non-registered holder of the shares of the Corporation and receive these materials through your broker or through another intermediary, please complete and return the form of proxy in accordance with instructions provided to you by your broker or such other intermediary. If you are a non-registered holder of the shares, and the Corporation or its agent has sent these materials directly to you, your name and address and information about your holdings of securities, have been obtained in accordance with applicable securities regulatory requirements from the intermediary holding on your behalf.

BY ORDER OF THE BOARD OF DIRECTORS

Dated June 24, 2013

(signed Chris Carmichael)

Chris Carmichael
Chief Executive Officer and Director

GDV RESOURCES INC.

INFORMATION CIRCULAR (as at June 24, 2013, except as indicated)

SOLICITATION OF PROXIES

This Information Circular is furnished in connection with the solicitation of proxies by and on behalf of the Management of GDV Resources Inc. (the "Corporation" or "GDV") for use at the Annual & Special Meeting of the Corporation (the "Meeting") to be held on August 7, 2013 at the place and time and for the purpose set forth in the Notice of Meeting and at any adjournments thereof. The cost of solicitation of proxies will be borne by the Corporation.

APPOINTMENT OF PROXY HOLDERS AND REVOCATION OF PROXIES

The persons named in the enclosed form of proxy with this Information Circular are directors of the Corporation. **Any shareholder desiring to appoint some other person, who need not be a shareholder of the Corporation, to represent them at the meeting may do so** by inserting such other person's name in the blank space provided in the form of proxy and depositing the completed proxy with the Corporation c/o Equity Financial Trust, 200 University Avenue, Suite 400, Toronto, Ontario M5H 4H1, Attention: Proxy Department before 4:00 p.m. on June 25, 2013. Late proxies may be accepted or rejected by the Chairman of the meeting in his discretion, and the Chairman is under no obligation to accept or reject any particular late proxy. A proxy can be executed by the shareholder or his attorney duly authorized in writing, or, if the shareholder is a corporation, by an officer or attorney thereof duly authorized.

A shareholder has the right to revoke a proxy by delivering an instrument in writing, executed by the shareholder or by the shareholder's attorney authorized in writing or, where the shareholder is a corporation, by a duly authorized officer or attorney of the corporation and delivered either to the registered office of the Corporation at any time up to and including the last business day preceding the day of the Meeting, or any adjournment thereof, at which the proxy is to be used, or with the Chairman of the Meeting prior to commencement of the Meeting, or any adjournment thereof before any vote in respect of which the proxy to be used shall have been taken, or in any other manner provided by law.

VOTING OF PROXIES

A shareholder may direct the manner in which his or her GDV shares are to be voted by marking the form of proxy accordingly. If the instructions in a proxy given to management are certain, the GDV shares represented by the proxy will be voted on any poll, and where a choice with respect to the resolution has been specified in the proxy, the GDV shares will be voted on any poll in accordance with the specification so made. **Where no choice is so specified or in the absence of certain instructions, the GDV shares represented by a proxy will be voted in respect of the appointment of auditors and the election of directors and all other matters which will be voted on at the Meeting.**

EXERCISE OF DISCRETION BY PROXY HOLDERS

The enclosed form of proxy confers discretionary authority upon the proxy holders named therein with respect to amendments or variations to matters identified in the Notice of Annual General Meeting and other matters not so identified which may properly be brought before the Meeting. At the date of this Information Circular, the management of the Corporation knows of no such amendments, variations or other matters to come before the Meeting. **If any other matter comes before the Meeting, the persons named in the proxy will vote in accordance with their judgement on such matter.**

INTERESTS OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON

Except as otherwise set out herein, no director or senior officer of the Corporation or any proposed nominee of Management of the Corporation for election as a director of the Corporation, nor any associate or affiliate of the foregoing persons has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in matters to be acted upon at the Meeting other than the election of directors.

VOTING SECURITIES AND PRINCIPAL HOLDERS THEREOF

As of June 24, 2013, the Corporation had outstanding 9,566,579 Common Shares (the "Shares"). The holders of the Shares are entitled to one vote for each Share held. In order to be effective, each ordinary resolution to be submitted to shareholders at the Meeting must be approved by the affirmative vote of at least 50% of the votes cast thereon and each special resolution must be approved by the affirmative vote of at least 66 2/3% of the votes cast thereon.

The Board of Directors of the Corporation has fixed the close of business on June 24, 2013 as the record date for the purposes of determining the holders of GDV shares entitled to receive notice of and to vote at the Meeting. In accordance with the provisions of the Business Corporations Act (*Ontario*), the Corporation has prepared a list of the holders of GDV shares on the record date. All shareholders of record as at the close of business on the record date will be entitled to vote at the Meeting, except to the extent that (a) the shareholder has transferred any of his GDV shares after the date on which the list was prepared, and (b) the transferee of those GDV shares produces properly endorsed share certificates or otherwise establishes that he owns such GDV shares and demands not later than ten (10) days before the Meeting that the Corporation recognize the transferee as the person entitled to vote his shares at the Meeting.

To the knowledge of the directors and senior officers of the Corporation, as at June 24, 2013, no persons or company known to GDV, its directors and officers to beneficially own, directly or indirectly, or exercises control or direction over shares carrying more than 10% of the outstanding common shares except for Chris Carmichael who owns 2,612,633 common shares being 27.3% of the issued and outstanding shares.

STATEMENT OF CORPORATE GOVERNANCE PRACTICES

The Board of Directors of the Corporation has adopted corporate governance practices that comply with National Policy 58-201 "Corporate Governance Guidelines", to the extent applicable. The Board of Directors will include at least two independent directors. The Chairman of the Board of Directors is an independent Director.

As part of the overall stewardship responsibility, the Board of Directors assumes responsibility for the following matters:

- (i) adoption of a strategic planning process;
- (ii) the identification of the principal risks of the Corporation's business and ensuring the implementation of appropriate systems to manage these risks;
- (iii) the succession planning, including appointing, training and monitoring senior management;
- (iv) a communications policy for the Corporation;
- (v) the integrity of the Corporation's internal control and management information systems; and
- (vi) the evaluation of the performance of the directors individually and their performance in the various committees.

Additional Disclosure:

Board of Directors (the "Board")

The Board facilitates its exercise of independent supervision over management by having four directors serve as 'independent' directors. Jeff Lowe, Remo DiFranzo, Peter MacLean and Josh Almario will be independent directors, if voted in at the Meeting. Chris Carmichael is not independent. Current Board member Carl DiPlacido is independent and Andrew Hilton is not independent.

Directorships

Certain of the directors of the Corporation are also directors of other reporting issuers (or equivalent) in a jurisdiction or a foreign jurisdiction as follows:

Chris Carmichael – Bison Gold Resources Inc. (TSXV)

Orientation and Continuing Education

The Board encourages directors to participate in continuing education programs.

Nomination of Directors

Directors are recruited by recommendations from current or former Directors or by members of its industry. New candidates are screened and interviewed and their qualifications considered. A short list is prepared and submitted to the Board. Upon approval by the Board the committee nominates the proposed director to the Board.

Compensation

Compensation of management and the Board is determined by the Compensation Committee of the Board. Compensation is determined by reference to the market and the personal contribution of each individual to the Corporation.

Committees

There are three committees of the Board: the Audit Committee, the Corporate Governance Committee and the Compensation Committee. The Charter of the Audit Committee is set out in this Information Circular as Appendix "A".

Assessments

The Board reviews individual director performance periodically.

The Board has created an audit committee and a compensation committee. The audit committee is responsible for reviewing in detail the Corporation's financial statements and financial reporting and for ensuring that management designs and implements an effective system of internal control. The compensation committee administers the employee stock option incentive plan and makes recommendations concerning salaries and incentive compensation for executive officers.

AUDITOR DISCLOSURE

Audit Committee

The Corporation is required to have an audit committee comprised of not less than three directors, one of which is independent. Current audit committee members Andrew Hilton and Carl DiPlacido are not a part of the Directors slate being voted at the Meeting. If and when the current slate of Directors is voted at the meeting the audit committee will consist of a majority of directors whom are not officers or employees of the Corporation or of an affiliate of the Corporation. The Corporation's current audit committee consists of Chris Carmichael, Andrew Hilton and Carl DiPlacido.

Audit Committee Charter

The text of the audit committee's charter is attached as Appendix A to this Circular.

Independence

National Instrument 52-110 *Audit Committees*, ("NI 52-110") provides that a member of an audit committee is "independent" if the member has no direct or indirect material relationship with the issuer, which could, in the view of the issuer's board of directors, reasonably interfere with the exercise of the member's independent judgment.

Carl DiPlacido is the independent member of the audit committee.

Financial Literacy

NI 52-110 provides that an individual is "financially literate" if he or she has the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Corporation's financial statements.

All of the members of the audit committee of the Corporation are financially literate as that term is defined.

Audit Committee Oversight

Since the commencement of the Corporation's most recently completed financial year, the audit committee of the Corporation has not made any recommendations to nominate or compensate an external auditor which were not adopted by the board of directors of the Corporation.

Reliance on Certain Exemptions

Since the commencement of the Corporation's most recently completed financial year, the Corporation has not relied on:

- (a) the exemption in section 2.4 (*De Minimis Non-audit Services*) of NI 52-110; or
- (b) an exemption from NI 52-110, in whole or in part, granted under Part 8 (*Exemptions*).

Pre-Approval Policies and Procedures

The audit committee has not adopted any specific policies and procedures for the engagement of non audit services.

Audit Fees

The following table sets forth the fees paid by the Corporation to MSCM LLP, for services rendered in the last two fiscal years:

	<u>2012</u>	<u>2011</u>
Audit fees	\$8,984	\$13,967
Audit-related fees	nil	nil
Tax fees	1,130	2,036
All other fees	<u>nil</u>	<u>nil</u>
Total	<u>\$10,114</u>	<u>\$16,003</u>

The Corporation is a "venture issuer" as defined in NI 52-110 and is relying on the exemption in section 6.1 of NI 52-110 relating to Parts 3 (*Composition of Audit Committee*) and 5 (*Reporting Obligations*).

SHAREHOLDER COMMUNICATION

Management is available to shareholders to respond to questions and concerns on a prompt basis. The Board believes that its communications with shareholders and others interested in the Corporation are responsive and effective.

Shareholders can request to receive a copy of the Corporation's 2012 year-end financial statements including MD&A, information circular or quarterly financial statements free of charge by mailing a request to GDV Resources Inc., 55 York Street, Suite 201, Toronto, ON M5J 1R7.

MATTERS TO BE ACTED UPON AT THE MEETING

ELECTION OF DIRECTORS

The directors of the Corporation are elected at each Annual General Meeting and hold office until the next Annual General Meeting or until their successors are appointed. In the absence of instructions to the contrary, the enclosed proxy will be voted for the nominees herein listed. Management does not contemplate that any of the nominees will be unable to serve as a director. Management of the Corporation proposes to nominate each of the following persons for election as a director.

Unless otherwise specifically instructed, the persons named in the enclosed form of proxy intend to vote at the meeting **FOR** the election of the nominees herein listed as directors.

Name, Municipality of Residence and Position ⁽¹⁾	Principal Occupation, Business or Employment	Director Since	Shares Beneficially Owned, Directly Or Indirectly, or Controlled Or Directed
Chris Carmichael ^(2,3 & 4) Toronto, Ontario Chief Executive Officer and Director	CEO GDV Resources Inc.	April 2012	2,612,633
Jeff Lowe Toronto, Ontario Director	CFO at Oremex Silver Inc. and Oremex Gold Inc.	Nominee	Nil
Peter MacLean Vancouver, British Columbia Director	President YVentures	Nominee	Nil
Remo DiFranzo Toronto, Ontario Director	Senior Account Manager HSBC Bank Canada	Nominee	Nil
Josh Almario Calgary, Alberta Director	Associate Lawyer Olser	Nominee	Nil

Notes:

- (1) The information as to municipality of residence, principal occupation, securities beneficially owned or over which a director or officer exercises control or direction has been furnished by the respective persons individually.
- (2) Member of Audit Committee.
- (3) Member of Compensation Committee.
- (4) Member of the Corporate Governance Committee.

Unless such authority is withheld, the persons named in the form of proxy accompanying this Circular intend to vote for the election of the foregoing individuals as directors until the close of the next Annual General Meeting of the Shareholders or until their successors are elected.

Except as otherwise disclosed, to the knowledge of the Corporation, no proposed director:

- (a) is, as at the date of this Circular, or has been, within ten years before the date of this Circular, a director or executive officer of any company (including the Corporation) that, while that person was acting in that capacity,
 - (i) was the subject to an order that was issued while the proposed director was acting in the capacity as director, chief executive officer, or chief financial officer; or
 - (ii) was subject to an order that was issued after the proposed director ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer, or chief financial officer;
- (b) is, as at the date of the information circular, or has been within 10 years before the date of this information circular, a director or executive officer of any company (including the Corporation) that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or
- (c) has, within the ten years before the date of the information circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the proposed director.

Biographical Information

Chris Carmichael. Mr. Carmichael is a Certified General Accountant and has been the CEO of GDV Resources Inc. since April 2012. Mr. Carmichael is currently the President of CRIS Inc., a company that provides a range of financial reporting, corporate secretarial and other services to TSX, TSX Venture Exchange, CNSX and pre-public companies. From 2003 to 2010, Mr. Carmichael was the CFO of GC-Global Capital Corp., a Canadian publicly listed merchant bank. Mr. Carmichael has been on a number of Board of Directors and has been an officer for a number of TSX Venture Exchange companies.

Jeff Lowe. Mr. Lowe has an MBA and is a Certified General Accountant. During the period of 2007 to 2013, Mr. Lowe was the CFO of the TSX Venture Exchange listed companies: Homeland Energy Group and Royal Coal Corp. From 2005 to 2006, Mr. Lowe was the Treasurer at Centerra Gold Inc. From 2001 to 2005, Mr. Lowe was the Vice President and Treasurer of Alderwoods Group Inc., (Loewen).

Peter MacLean. Mr. MacLean has been the President of YVentures, a Vancouver-based corporation advisory firm, providing C-level management, growth and fundraising services to pre-public and TSX-V microcap companies, since April 2000. Mr. MacLean was a Director of AM Gold Inc. from 2009 to 2010 and was a Founder, Officer and Director of Abode Mortgage Corporation from 2004 to 2008.

Remo DiFronzo. Mr. DiFronzo is completing his MBA from the Ivey School of Business and has been a senior account manager at HSBC Bank since 2011. Mr. DiFronzo was a regional sales director at CIBC Asset Management from 2010 to 2011. Mr. DiFronzo was the Vice President of Sales at ROI Capital from 2006 to 2010.

Josh Almario. Mr. Almario has been an associate lawyer at Olser since 2010. From 2006 to 2009, Mr. Almario was an associate lawyer at Burnet, Duckworth & Palmer LLP. Mr. Almario's practice is focused on securities and corporate finance with experience in a variety of securities transactions including public offerings, private placements and mergers and acquisitions and advises clients on TSX and TSX Venture Exchange requirements, corporate governance and continuous disclosure obligations.

STATEMENT OF EXECUTIVE COMPENSATION

The following table contains information about the compensation paid to, or earned by individuals who were acting as, or were acting in a similar capacity to, the Corporation's Chief Executive Officer or Chief Financial Officer and each of the other three most highly compensated executive officers of the Corporation whose salaries for services in all capacities to the Corporation exceeded \$150,000 during the last

financial year (the "Named Executive Officers"). Based on the foregoing, Chris Carmichael and Andrew Hilton were the only Named Executive Officers of the Corporation as at December 31, 2012.

SUMMARY COMPENSATION TABLE

Name and Principal Position	Year	Salary (\$)	Share-based Awards (\$)	Option-based Awards ⁽²⁾ (\$)	Non-Equity Incentive Plan Compensation		Pension value (\$)	All Other Compensation (\$)	Total Compensation (\$)
					Annual incentive plans	Long-term incentive plans			
CEO									
Chris Carmichael	2012	-	-	-	-	-	-	-	-
Gordon Ewart	2011	50,850	-	-	-	-	-	-	50,850
Gordon Ewart	2010	66,836	-	-	-	-	-	-	66,836
CFO									
Andrew Hilton	2012	-	-	-	-	-	-	-	-
Andrew Hilton	2011	-	-	-	-	-	-	-	-
Andrew Hilton	2010	-	-	-	-	-	-	-	-

LONG-TERM INCENTIVE PLAN AWARDS

Long-term incentive plans ("LTIPs") means any plan providing compensation intended to serve as an incentive for performance to occur over a period longer than one financial year, whether performance is measured by reference to financial performance of an issuer or an affiliate of an issuer, or the price of the issuer's shares, but does not include option or stock appreciation rights plans or plans for compensation through restricted shares or units.

INCENTIVE PLAN AWARDS

OUTSTANDING SHARE BASED AWARDS AND OPTION BASED AWARDS

None.

INCENTIVE PLAN AWARDS – VALUE VESTED OR EARNED DURING THE YEAR

None.

Narrative Discussion

The Corporation has a stock option plan (the "Plan") under which the directors of the Corporation may grant options to qualified directors, officers and consultants of the Corporation. The exercise price of the options cannot be less than the closing price of the Corporation's Common Shares on the trading day preceding the date of grant and the maximum term of any option cannot exceed five years. One sixth of the options will vest every three months over an eighteen month period. The maximum aggregate number of common shares under option at any time under the Plan cannot exceed 10% of the issued and outstanding shares.

During 2012, Corporation issued no options to the Named Executive Officer's listed above.

TERMINATION OF EMPLOYMENT, CHANGE IN RESPONSIBILITIES AND EMPLOYMENT CONTRACTS

None.

COMPENSATION OF DIRECTORS

The Corporation has no standard arrangement pursuant to which directors are compensated for their services as directors, except for the granting from time to time of incentive stock options under the Corporation's Stock Option Plan. Directors are entitled to be reimbursed for their out-of-pocket expenses incurred in connection with their duties as directors. During the year 2012, there was no compensation paid or payable to members of the Board of Directors.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)	Weighted-average exercise price of outstanding options, warrants and rights (b)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (c)
Equity compensation plans approved by security holders	none	n/a	956,658
Equity compensation plans not approved by security holders	n/a	n/a	n/a

The Corporation has a 10% rolling stock option plan (the "Plan"). Under the Plan, 10% of the Corporation's Shares outstanding from time to time are reserved for the issuance of stock options pursuant to the Corporation's incentive Stock Option Plan which was initially approved by the shareholders of the Corporation on August 5, 2008. As at the end of the Corporation's most recent financial year, the aggregate number of Common Shares reserved for issuance under the Stock Option Plan was 7,066,579 Common Shares (representing 10% of the Common Shares outstanding at December 31, 2012), of which nil had been issued and 7,066,579 were available for issuance. As at the date hereof, nil options are outstanding under the Stock Option Plan and 956,658 are available for future issuance. Stock options granted may be for a maximum term of five (5) years. The Stock Option Plan of the Corporation and the granting of stock options are also subject to the additional restrictions and requirements pursuant to all applicable policies of the TSX Venture Exchange (the "TSXV").

The Plan is for the benefit of the employees, officers and directors and certain consultants of the Corporation. The Plan is administered by the Compensation Committee of the Board of Directors of the Corporation. The Compensation Committee may from time to time designate individuals to whom options to purchase shares of the capital stock of the Corporation may be granted and the number of shares to be optioned to each. The option price per share which is the subject of any option shall be fixed by the Board of Directors when such option is granted. The option price can be discounted according to the rules of the TSXV, being the applicable stock exchange, at the time the option is granted. The period during which an option is exercisable shall not exceed five years from the date the option is granted. The options may not be assigned, transferred or pledged. Subject to any grace period allowed under the policies of the TSXV, the options will expire upon the termination of the employment or office with the Corporation or death of an individual. The total number of shares to be optioned to any one individual cannot exceed five percent of the total of the issued and outstanding shares.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

AGGREGATE INDEBTEDNESS

As of the date hereof, no officer or director is indebted to the Corporation.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS UNDER SECURITIES PURCHASE AND OTHER PROGRAMS

At any time during 2012 no director, executive officer or senior officer of the Corporation was indebted to the Corporation with respect to a securities package or similar program.

INTERESTS OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Except as set out in this Information Circular, no informed person of the Corporation, any proposed director of the Corporation, or no associate or affiliate of the foregoing persons, has or has had any material interest, direct or indirect, in any transaction since the commencement of the Corporation's last completed financial year, or in any proposed transaction, which in either such case has materially affected or will materially affect the Corporation.

APPOINTMENT OF AUDITORS

Shareholders are requested by Management to approve an ordinary resolution appointing MSCM LLP, as the Corporation's auditors until the next annual meeting of shareholders and to authorize the directors to fix their remuneration.

Unless authority to do so is withheld, the persons named in the enclosed form of proxy intend to vote for the appointment of MSCM LLP, Toronto, Ontario, as auditors of the Corporation, to hold office until the next meeting of shareholders at remuneration to be fixed by the directors.

PARTICULARS OF OTHER MATTERS TO BE ACTED UPON

Stock Option Plan

Shareholders will be asked to consider and, if thought appropriate, to pass an ordinary resolution, with or without variation, approving the current Stock Option Plan (the "Plan"). The Plan's maximum number of common shares which are reserved for issuance are expressed as a percentage of the issued and outstanding common shares, rather than as a fixed number, and the Plan's aggregate reservation is restricted to 10%. As at the date hereof, 10% of the issued and outstanding common shares is 956,658 common shares.

The Board of Directors considers it advisable that the shareholders approve the Plan annually at the annual meeting. Accordingly, at the Meeting, the shareholders entitled to vote on the matter will be asked to consider, and if thought advisable, to pass an ordinary resolution, approving the renewal of the Stock Option Plan.

The ordinary resolution sought to be passed is: "BE IT RESOLVED THAT, the Stock Option Plan of the Corporation as described in the Information Circular dated June 24, 2013, be and the same is hereby approved for renewal."

Name Change

At the Meeting, Shareholders will be asked to consider and, if deemed appropriate, pass the special resolution to change the name of the Corporation to Cardinal Capital Partners Inc. or such other name the management decides for the Corporation.

The special resolution sought to be passed is:

"BE IT RESOLVED THAT, the name of the Corporation as described in the Information Circular dated June 24, 2013, be and the same is hereby approved to be changed to Cardinal Capital Partners Inc. or such other name the management decides for the Corporation."

Advance Notice By-Law

Background

Effective June 24, 2013, the Board of Directors adopted By-Law No. 3 (a by-law relating to the nomination of directors) (the "Advance Notice By-Law"), a copy of which is attached to this Management Information Circular as Appendix B. In order for the Advance Notice By-Law to remain in effect following the conclusion of the Meeting, it must be ratified and approved by the shareholders at the Meeting.

Purpose of the Advance Notice By-Law

The Corporation's Board of Directors is committed to facilitating an orderly and efficient process for the nomination of directors at shareholder meetings and ensuring that all shareholders receive adequate notice of director nominations and sufficient information with respect to all

nominees to register an informed vote.

The purpose of the Advance Notice By-Law is to provide shareholders, directors and management of the Corporation with a clear framework for nominating directors. The Advance Notice By-Law fixes a deadline prior to any shareholders' meeting called for the election of directors by which a registered shareholder may submit director nominations to the Corporation, and sets forth the information that the nominating shareholder must include in the notice to the Corporation in order for a nominee to be eligible for election.

Terms of the Advance Notice By-Law

Briefly, the Advance Notice By-Law:

- provides that advance notice to the Corporation must be given where nominations of persons for election to the board of directors are made by shareholders of the Corporation other than pursuant to: (i) a "proposal" made in accordance with section 99 of the Act; or (ii) a requisition made in accordance with section 105 of the Act;
- fixes a deadline by which a registered shareholder may submit director nominations to the Corporation prior to any annual or special general meeting and sets out the specific information that must be included in the written notice to the Corporation for an effective nomination to occur;
- provides that in the case of an annual meeting, notice to the Corporation must be given no fewer than 30 nor more than 65 days prior to the date of the meeting; provided that if the meeting is to be held on a date that is fewer than 50 days after the date on which the first public announcement of the date of the meeting was made, notice may be given no later than the close of business on the 10th day following such public announcement;
- provides that in the case of a special general meeting that is not also an annual meeting, notice to the Corporation must be made no later than the close of business on the 15th day following the day on which the first public announcement of the date of the special meeting was made; and
- provides that the Board of Directors, in its sole discretion, may waive any requirement of the Advance Notice By-Law.

Ratification & Approval of Advance Notice By-Law by Shareholders

If the Advance Notice By-Law is ratified and approved by the shareholders at the Meeting, it will be subject to an annual review by the Board of Directors, which will update it to reflect any changes required by securities regulatory authorities and applicable stock exchanges or as otherwise determined by the Board of Directors to be in the best interests of the Corporation and its shareholders.

If the Advance Notice By-Law is not ratified and approved at the Meeting, it will no longer be in effect after the conclusion of the Meeting.

Advance Notice By-Law Resolution

At the Meeting, the shareholders will be asked to approve the following ordinary resolution: "RESOLVED, as an ordinary resolution of the shareholders of the Corporation, that:

1. the Corporation's By-Law No. 2 (the "Advance Notice By-Law"), a copy of which is attached as Appendix B to the Management Information Circular of the Corporation dated June 24, 2013, be and is hereby ratified and approved;
2. the board of directors of the Corporation be and is authorized in its absolute discretion to administer the Advance Notice By-Law and to amend or modify the Advance Notice ByLaw to the extent needed to reflect changes required by securities regulatory authorities and applicable stock exchanges, or as otherwise determined to be in the best interests of the Corporation and its shareholders; and
3. any one director or officer of the Corporation be and is hereby authorized and directed to do all such acts and things and to execute and deliver all such documents, instruments and assurances as in the opinion of such director or officer may be necessary or desirable to give effect to the foregoing resolutions."

The Board recommends that Shareholders vote for the adoption of the resolution. In order to be effective, the resolution must be approved by one-half of the votes cast at the Meeting in respect of such resolution. Proxies received in favour of Management will be voted for the approval of the Ordinary Resolution approving the Consolidation, unless the shareholder has specified in the proxy that his or her common shares are to be voted against such resolution.

MANAGEMENT CONTRACTS

There are no management functions of the Corporation that are to any substantial degree performed other than by the directors and executive officers of the Corporation.

ADDITIONAL INFORMATION

Additional information relating to the Corporation is on SEDAR at www.sedar.com. Shareholders may contact the Corporation at 55 York St., Suite 201, Toronto, Ontario M5J 1R7, or call 647 352-4900, to request copies of the Corporation's financial statements and MD&A free of charge. Financial information is provided in the Corporation's comparative annual financial statements and MD&A for its most recently completed financial year.

APPROVAL BY DIRECTORS

This Information Circular and the mailing of same to shareholders have been approved by the Board of Directors of the Corporation.

BY ORDER OF THE BOARD OF DIRECTORS

Dated June 24, 2013

"Chris Carmichael"

Chris Carmichael

Chief Executive Officer and Director

APPENDIX A

AUDIT COMMITTEE CHARTER

GDV RESOURCES, INC. AUDIT COMMITTEE OF THE BOARD OF DIRECTORS CHARTER

I. PURPOSE

The Audit Committee is a committee of the Board of Directors. The primary function of the Audit Committee is to assist the Board of Directors in fulfilling its oversight responsibilities by:

- reviewing the financial reports and other financial information provided by the Corporation to any governmental body or the public and other relevant documents;
- recommending the appointment and reviewing and appraising the audit efforts of the Corporation's independent auditor and providing an open avenue of communication among the independent auditor, financial and senior management and the Board of Directors;
- serving as an independent and objective party to monitor the Corporation's financial reporting process and internal controls, the Corporation's processes to manage business and financial risk, and its compliance with legal, ethical and regulatory requirements;
- encouraging continuous improvement of, and fostering adherence to, the Corporation's policies, procedures and practices at all levels.

The Audit Committee will primarily fulfill these responsibilities by carrying out the activities enumerated in Section III of this Charter.

II. COMPOSITION AND MEETINGS

The Audit Committee shall be comprised of three or more directors as determined by the Board, the majority of whom shall be independent directors, and free from any relationship that, in the opinion of the Board, would interfere with the exercise of his or her independent judgment as a member of the Committee. All members of the Committee shall have a working familiarity with basic finance and accounting practices, and at least one member of the Committee shall have accounting or related financial management expertise. Committee members may enhance their familiarity with finance and accounting by participating in educational programs conducted by the Corporation or an outside consultant.

The members of the Committee shall be elected by the Board at the annual organizational meeting of the Board or until their successors shall be duly elected and qualified. Unless a Chair is elected by the full Board, the members of the Committee may designate a Chair by majority vote of the full Committee membership.

The Committee shall meet at least four times annually, or more frequently as circumstances require. The Committee shall meet within sixty (60) days following the end of the first three financial quarters to review and discuss the unaudited financial results for the preceding quarter and the related Management Discussion & Analysis and shall meet within 120 days following the end of the fiscal year end to review and discuss the audited financial results for the year and related Management Discussion & Analysis.

The Committee may ask members of management or others to attend meetings and provide pertinent information as necessary. For purposes of performing their audit related duties, members of the Committee shall have full access to all corporate information and shall be permitted to discuss such information and any other matters relating to the financial position of the Corporation with senior employees, officers and independent auditors of the Corporation.

As part of its job to foster open communication, the Committee should meet at least annually with management and the independent auditor in separate executive sessions to discuss any matters that the Committee or each of these groups believe should be discussed privately. In addition, the Committee or at least its Chair should meet with the independent auditor and management at least annually to review the Corporation's financial statements.

Quorum for the Sale of business at any meeting of the Audit Committee shall be a majority of the number of members of the Committee or such greater number as the Audit Committee shall by resolution determine.

Meetings of the Audit Committee shall be held from time to time and at such place as the Audit Committee or the Chairman of the Committee shall determine upon 48 hours notice to each of the members. The notice period may be waived by a quorum of the Committee. Each of the Chairman of the Committee, members of the Committee, Chairman of the Board, independent auditors, Chief Executive Officer, Chief Financial Officer or Secretary shall be entitled to request that the Chairman of the Audit Committee call a meeting which shall be held within 48 hours of receipt of such request.

III. RESPONSIBILITIES AND DUTIES

To fulfill its responsibilities and duties the Audit Committee shall:

1. Create an agenda for the ensuing year.
2. Review and update this Charter at least annually, as conditions dictate.
3. Describe briefly in the Corporation's annual report and more fully in the Corporation's Management Information Circular the Committee's composition and responsibilities and how they were discharged.
4. Submit the minutes of all meetings of the audit committee to the Board of Directors.

Documents/Reports Review

5. Review the organization's annual financial statements and any reports or other financial information submitted to any governmental body, or the public, including any certification, report, opinion, or review rendered by the independent auditor.
6. Review policies and procedures with respect to directors' and officers' expense accounts and management perquisites and benefits, including their use of corporate assets and expenditures related to executive travel and entertainment, and review the results of the procedures performed in these areas by the independent auditor, based on terms of reference agreed upon by the independent auditor and the Audit Committee.
7. Review with financial management and the independent auditor any filings with regulatory bodies such as securities commissions prior to filing or prior to the release of earnings. The Chair of the Committee may represent the entire Committee for purposes of this review.

Independent Auditor

8. Recommend to the Board of Directors the selection of the independent auditor, considering independence and effectiveness and approve the fees and other compensation to be paid to the independent auditor. Instruct the independent auditor that the Board of Directors, as the shareholders' representative is the independent auditor's client.
9. Monitor the relationship between management and the independent auditor including reviewing any management letters or other reports of the independent auditor and discussing any material differences of opinion between management and the independent auditor.
10. Review and discuss, on an annual basis, with the independent auditor all significant relationships they have with the Corporation to determine their independence.
11. Review and approve requests for any management consulting engagement to be performed by the independent auditor and be advised of any other study undertaken at the request of management that is beyond the scope of the audit engagement letter and related fees.

12. Review the performance of the independent auditor and approve any proposed discharge of the independent auditor when circumstances warrant. Consider with management and the independent auditor the rationale for employing accounting/auditing firms other than the principal independent auditor.
13. Periodically consult with the independent auditor out of the presence of management about significant risks or exposures, internal controls and other steps that management has taken to control such risks, and the fullness and accuracy of the organization's financial statements. Particular emphasis should be given to the adequacy of internal controls to expose any payments, transactions, or procedures that might be deemed illegal or otherwise improper.
14. Arrange for the independent auditor to be available to the Audit Committee and the full Board of Directors as needed.

Financial Reporting Processes

15. In consultation with the independent auditor review the integrity of the organization's financial reporting processes, both internal and external.
16. Consider the independent auditor's judgments about the quality and appropriateness, not just the acceptability, of the Corporation's accounting principles and financial disclosure practices, as applied in its financial reporting, particularly about the degree of aggressiveness or conservatism of its accounting principles and underlying estimates and whether those principles are common practices or are minority practices.
17. Consider and approve, if appropriate, major changes to the Corporation's accounting principles and practices as suggested by management with the concurrence of the independent auditor and ensure that the accountants' reasoning is described in determining the appropriateness of changes in accounting principles and disclosure.

Process Improvement

18. Establish regular and separate systems of reporting to the Audit Committee by each of management and the independent auditor regarding any significant judgments made in management's preparation of the financial statements and the view of each as to the appropriateness of such judgments.
19. Review the scope and plans of the independent auditor's audit and reviews prior to the audit and reviews being conducted. The Committee may authorize the independent auditor to perform supplemental reviews or audits as the Committee may deem desirable.
20. Following completion of the annual audit and quarterly reviews, review separately with each of management and the independent auditor any significant changes to planned procedures, any difficulties encountered during the course of the audit and reviews, including any restrictions on the scope of work or access to required information and the cooperation that the independent auditor received during the course of the audit and reviews.
21. Review any significant disagreements among management and the independent auditor in connection with the preparation of the financial statements.
22. Where there are significant unsettled issues the Committee shall ensure that there is an agreed course of action for the resolution of such matters.
23. Review with the independent auditor and management significant findings during the year and the extent to which changes or improvements in financial or accounting practices, as approved by the Audit Committee, have been implemented. This review should be conducted at an appropriate time subsequent to implementation of changes or improvements, as decided by the Committee.
24. Review activities, organizational structure, and qualifications of the chief financial officer and the staff in the financial reporting area and see to it that matters related to succession planning within the Corporation are raised for consideration at the full Board of Directors.

Ethical and Legal Compliance

25. Review and update periodically a Code of Ethical Conduct and ensure that management has established a system to enforce this Code. Review through appropriate actions taken to ensure compliance with the Code of Ethical Conduct and to review the results of confirmations and violations of such Code.
26. Review management's monitoring of the Corporation's system in place to ensure that the Corporation's financial statements, reports and other financial information disseminated to governmental organizations, and the public satisfy legal requirements.
27. Review, with the organization's counsel, legal and regulatory compliance matters, including corporate securities trading policies, and matters that could have a significant impact on the organization's financial statements.

Risk Management

28. Review management's program of risk assessment and steps taken to address significant risks or exposures, including insurance coverage.

General

29. Conduct or authorize investigations into any matters within the Committee's scope of responsibilities. The committee shall be empowered to retain independent counsel, accountants and other professionals to assist it in the conduct of any investigation.
30. Perform any other activities consistent with this Charter, the Corporation's By-laws and governing law, as the Committee or the Board deems necessary or appropriate.
31. Notwithstanding the foregoing and subject to applicable law, the Committee shall not be responsible to plan or conduct internal or external audits or to determine that the Corporation's financial statements are in accordance with generally accepted accounting principles as these are the responsibility of management and the independent auditor. Nothing contained in this Charter is intended to require the Committee to ensure the Corporation's compliance with applicable laws or regulations.

APPENDIX B

ADVANCE NOTICE BY-LAW BY-LAW NO. 2

A by-law relating to the nomination of directors

GDV RESOURCES INC. (the "Corporation")

INTRODUCTION

The Corporation is committed to: (i) facilitating an orderly and efficient annual or, where the need arises, special meeting, process; (ii) ensuring that all shareholders receive adequate notice of director nominations and sufficient information with respect to all nominees; (iii) allowing the Corporation and shareholders to evaluate all nominees' qualifications and suitability as a director of the Corporation; and (iv) allowing shareholders to cast an informed vote.

The purpose of this By-law No. 2 (the "**By-law**") is to provide shareholders, directors and management of the Corporation with guidance on the nomination of directors. This By-law is the framework by which the Corporation seeks to fix a deadline by which holders of record of common shares of the Corporation must submit director nominations to the Corporation prior to any annual or special meeting of shareholders and sets forth the information that a shareholder must include in the notice to the Corporation for the notice to be in proper written form.

It is the position of the Corporation that this By-law is beneficial to shareholders and other stakeholders. This By-law will be subject to an annual review, and will reflect changes as required by securities regulatory agencies or stock exchanges, or so as to meet industry standards.

NOMINATIONS OF DIRECTORS

1. **Nomination procedures** - Subject only to the *Business Corporations Act* (Ontario) (the "**Act**") and the articles of the Corporation (the "**Articles**"), only persons who are nominated in accordance with the following procedures shall be eligible for election as directors of the Corporation. Nominations of persons for election to the board of directors of the Corporation (the "**Board**") may be made at any annual meeting of shareholders, or at any special meeting of shareholders if one of the purposes for which the special meeting was called is the election of directors:
 - a. by or at the direction of the Board, including pursuant to a notice of meeting;
 - b. by or at the direction or request of one or more shareholders pursuant to a proposal made in accordance with the provisions of the Act, or a requisition of the shareholders made in accordance with the provisions of the Act; or
 - c. by any person (a "**Nominating Shareholder**"): (A) who, at the close of business on the date of the giving of the notice provided for below in this By-law and on the record date for notice of such meeting, is entered in the securities register as a holder of one or more shares carrying the right to vote at such meeting or who beneficially owns shares that are entitled to be voted at such meeting; and (B) who complies with the notice procedures set forth below in this By-law.
2. **Timely notice** - In addition to any other applicable requirements, for a nomination to be made by a Nominating Shareholder, the Nominating Shareholder must have given timely notice thereof in proper written form to the Secretary of the Corporation at the principal executive offices of the Corporation.
3. **Manner of timely notice** - To be timely, a Nominating Shareholder's notice to the Secretary of the Corporation must be made:
 - a. in the case of an annual meeting of shareholders, not less than 30 nor more than 65 days prior to the date of the annual meeting of shareholders; provided, however, that in the event that the annual meeting of shareholders is to be held on a date that is less than 50 days after the date (the "**Notice Date**") on which the first public announcement of the date of the annual

meeting was made, notice by the Nominating Shareholder may be made not later than the close of business on the tenth (10th) day following the Notice Date; and

- b. in the case of a special meeting (which is not also an annual meeting) of shareholders called for the purpose of electing directors (whether or not called for other purposes), not later than the close of business on the fifteenth (15th) day following the day on which the first public announcement of the date of the special meeting of shareholders was made. In no event shall any adjournment or postponement of a meeting of shareholders or the announcement thereof commence a new time period for the giving of a Nominating Shareholder's notice as described above.

4. Proper form of timely notice - To be in proper written form, a Nominating Shareholder's notice to the Secretary of the Corporation must set forth:

- a. as to each person whom the Nominating Shareholder proposes to nominate for election as a director: (A) the name, age, business address and residential address of the person; (B) the principal occupation or employment of the person; (C) the class or series and number of shares in the capital of the Corporation which are controlled or which are owned beneficially or of record by the person as of the record date for the meeting of shareholders (if such date shall then have been made publicly available and shall have occurred) and as of the date of such notice; and (D) any other information relating to the person that would be required to be disclosed in a dissident's proxy circular in connection with solicitations of proxies for election of directors pursuant to the Act and Applicable Securities Laws (as defined below); and
- b. as to the Nominating Shareholder giving the notice, any proxy, contract, arrangement, understanding or relationship pursuant to which such Nominating Shareholder has a right to vote any shares of the Corporation and any other information relating to such Nominating Shareholder that would be required to be made in a dissident's proxy circular in connection with solicitations of proxies for election of directors pursuant to the Act and Applicable Securities Laws (as defined below).

The Corporation may require any proposed nominee to furnish such other information, including a written consent to act, as may reasonably be required by the Corporation to determine the eligibility of such proposed nominee to serve as an independent director of the Corporation or that could be material to a reasonable shareholder's understanding of the independence, or lack thereof, of such proposed nominee.

5. Eligibility for nomination as a director - No person shall be eligible for election as a director of the Corporation unless nominated in accordance with the provisions of this By-law; provided, however, that nothing in this By-law shall be deemed to preclude discussion by a shareholder (as distinct from the nomination of directors) at a meeting of shareholders of any matter in respect of which it would have been entitled to submit a proposal pursuant to the provisions of the Act. The Chairman of the meeting shall have the power and duty to determine whether a nomination was made in accordance with the procedures set forth in the foregoing provisions and, if any proposed nomination is not in compliance with such foregoing provisions, to declare that such defective nomination shall be disregarded.

6. Terms - For purposes of this By-law:

- a. "**public announcement**" shall mean disclosure in a press release reported by a national news service in Canada, or in a document publicly filed by the Corporation under its profile on the System of Electronic Document Analysis and Retrieval at www.sedar.com; and
- b. "**Applicable Securities Laws**" means the applicable securities legislation of each relevant province and territory of Canada, as amended from time to time, the rules, regulations and forms made or promulgated under any such statute and the published national instruments, multilateral instruments, policies, bulletins and notices of the securities commission and similar regulatory authority of each province and territory of Canada.

7. Delivery of notice - Notwithstanding any other provision of this By-law, notice given to the Secretary of the Corporation pursuant to this By-law may only be given by personal delivery, facsimile transmission or by email (at such email address as stipulated from time to time by the Secretary of the Corporation for purposes of this notice), and shall be deemed to have been given and made only at the time it is served by personal delivery, email (at the aforesaid address) or sent by facsimile transmission (provided that receipt of confirmation of such transmission has been received) to the Secretary at the address of the principal executive offices of

the Corporation; provided that if such delivery or electronic communication is made on a day which is not a business day or later than 5:00 p.m. (Toronto time) on a day which is a business day, then such delivery or electronic communication shall be deemed to have been made on the subsequent day that is a business day.

8. **Board Discretion** - Notwithstanding the foregoing, the Board may, in its sole discretion, waive any requirement in this By-law.

Adopted by the Board on June 24, 2013 and ratified by the Shareholders on August 1, 2013.