

**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)**

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**Chris Carmichael**  
Chief Executive Officer and Director