

FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

The name of the reporting company is Cardinal Capital Partners Inc. (formerly GDV Resources Inc.) (the "Issuer" or "Cardinal Capital"). Its registered office is 55 York Street, Suite 201, Toronto, Ontario M5J 1R7.

Item 2 Date of Material Change

The material changes occurred on August 28, 2013.

Item 3 News Release

A press release in connection with the material change was issued in Ontario on August 28, 2013, a copy of which as issued is annexed hereto as Schedule "A".

Item 4 Summary of Material Change

GDV Resources Inc. has announced that it has changed its name to Cardinal Capital Partners Inc. The ticker symbol for Cardinal Capital will be changed CCP.H, subject to final approval from the TSXV.

New Slate of Directors

Cardinal Capital also has announced that at its recent shareholder meeting, in addition to Chris Carmichael, the Issuer's CEO, Jeff Lowe, Peter MacLean, Remo DiFronzo and Denzil Solomon were nominated to the Board of Directors of the Cardinal Capital.

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).

Mr. MacLean has an MBA and 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.

Mr. DiFronzo has an 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.

Mr. Solomon has been the Director of Sales at Book4Time since May 2013. Mr. Solomon was Director of New Business Development at BPS Resolver from 2002 to 2012, a Governance, Risk Management, Compliance and Audit Business solution organization.

Bridge Loan Transaction

Cardinal Capital also announced that it has completed its first secured bridge loan transaction since 2009. The secured bridge loan was in the amount of \$100,000 of which \$50,000 was syndicated. The three month bridge loan, which was secured by real estate with a considerable loan to value ratio, had a 12% interest rate and 4% in fees.

Graduation to Tier 2 of the TSXV Update

As detailed in a press release on June 18, 2012, Cardinal Capital plans to apply for graduation to tier 2 of the TSXV. Completion of the graduation 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 graduation 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 graduation, any information released or received with respect to the graduation 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 graduation and has neither approved nor disapproved the contents of this report.

Item 5 Full Description of Material Change

GDV Resources Inc. has announced that it has changed its name to Cardinal Capital Partners Inc. The ticker symbol for Cardinal Capital will be changed CCP.H, subject to final approval from the TSXV.

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Item 6 & 7 Reliance on subsection 7.1(2) or (3) of National Instrument 51-102 and Omitted Information

The Issuer 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 Executive Officer of the Issuer, at: (647) 352-4900.

Item 9 Date of Report

DATED at Toronto, Ontario this 28th day of August, 2013.

Cardinal Capital Partners Inc.

(signed Chris Carmichael)

Per:

Chris Carmichael
Chief Executive Officer

Schedule “A”

CARDINAL CAPITAL PARTNERS INC.

55 York Street
Suite 201
Toronto, Ontario M5J 1R7
(647) 352-4900

August 28, 2013

GDV Resources Inc. changes name, approves new slate of Directors and completes its first bridge loan

TORONTO, ONTARIO – GDV Resources Inc. (NEX Board of the TSXV: GDV.H) (the “Company” or “Cardinal Capital”) today announced that it has changed its name to Cardinal Capital Partners Inc. The ticker symbol for Cardinal Capital will be changed CCP.H, subject to final approval from the TSXV.

New Slate of Directors

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The TSX Venture Exchange Inc. has in no way passed upon the merits of the proposed graduation 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 Company 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 Company 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.