

**Early Warning Report pursuant to National Instrument 62-103
in compliance with applicable securities legislation in
British Columbia, Alberta, Nova Scotia and Ontario**

1. NAME AND ADDRESS OF THE OFFEROR

GC-Global Capital Corp.
Suite 1400 - 55 York St.
Toronto Ontario M5J 1R7

2. DESIGNATION AND NUMBER OR PRINCIPAL AMOUNT OF SECURITIES AND THE OFFEROR'S SECURITYHOLDING PERCENTAGE IN THE CLASS OF SECURITIES WHICH THE OFFEROR ACQUIRED OWNERSHIP OR CONTROL IN THE TRANSACTION OR OCCURRENCE GIVING RISE TO THE OBLIGATION TO FILE A NEWS RELEASE.

On February 18, 2011, the Offeror received 1,500,000 common shares (the "Issued Shares") in the capital of GDV Resources Inc. (the "Corporation"), representing 24.7% of the issued and outstanding common shares of the Corporation (the "Common Shares").

3. DESIGNATION AND NUMBER OR PRINCIPAL AMOUNT OF SECURITIES AND THE OFFEROR'S SECURITYHOLDING PERCENTAGE IN THE CLASS OF SECURITIES IMMEDIATELY AFTER THE TRANSACTION OR OCCURRENCE GIVING RISE TO THE OBLIGATION TO FILE A NEWS RELEASE.

After giving effect to the transactions noted above, the Offeror now owns 3,025,022 Common Shares representing 49.9% of the issued and outstanding Common Shares.

4. DESIGNATION AND NUMBER OR PRINCIPAL AMOUNT OF SECURITIES AND THE PERCENTAGE OF THE OUTSTANDING SECURITIES OF THE CLASS OF SECURITIES REFERRED TO IN PARAGRAPH 3 OVER WHICH:

(a) the Offeror, either alone or together with joint actors, has ownership and control

After giving effect to the transactions noted above, the Offeror, together with joint actors, will directly own or control an aggregate of 3,477,022 Common Shares representing 57.3% of the issued and outstanding Common Shares.

(b) the Offeror, either alone or together with joint actors, has ownership but control is held by other persons or companies other than the offeror or any joint actor

N/A

(c) the Offeror, either alone or together with joint actors, has exclusive or shared control but does not have ownership.

N/A

5. **THE NAME OF THE MARKET IN WHICH THE TRANSACTION OR OCCURRENCE THAT GAVE RISE TO THE NEWS RELEASE TOOK PLACE.**

Private transaction.

6. **THE PURPOSE OF THE OFFEROR AND ANY JOINT ACTORS IN EFFECTING THE TRANSACTION OR OCCURRENCE THAT GAVE RISE TO THE NEWS RELEASE INCLUDING ANY FUTURE INTENTION TO ACQUIRE OWNERSHIP OF, OR CONTROL OVER, ADDITIONAL SECURITIES OF THE REPORTING ISSUER.**

The Offeror received the Issued Shares to settle debt outstanding in the amount of \$75,000.00.

The Offeror may purchase additional Common Shares in the open market, by private agreement or otherwise subject to their availability at attractive prices, market conditions, applicable laws and other relevant factors.

7. **THE GENERAL NATURE AND MATERIAL TERMS OF ANY AGREEMENT, OTHER THAN LENDING ARRANGEMENTS, WITH RESPECT TO SECURITIES OF THE REPORTING ISSUER ENTERED INTO BY THE OFFEROR, OR ANY JOINT ACTOR, AND THE ISSUER OF THE SECURITIES OR ANY OTHER ENTITY IN CONNECTION WITH THE TRANSACTION OR OCCURRENCE GIVING RISE TO THE NEWS RELEASE, INCLUDING AGREEMENTS WITH RESPECT TO THE ACQUISITION, HOLDING, DISPOSITION OR VOTING OF ANY OF THE SECURITIES.**

N/A

8. **NAMES OF ANY JOINT ACTORS IN CONNECTION WITH THE REQUIRED DISCLOSURE.**

Gordon Ewart

9. **IN THE CASE OF A TRANSACTION OR OCCURRENCE THAT DID NOT TAKE PLACE ON A STOCK EXCHANGE OR OTHER MARKET THAT REPRESENTS A PUBLISHED MARKET FOR THE SECURITIES, INCLUDING AN ISSUANCE FROM TREASURY, THE NATURE AND VALUE OF THE CONSIDERATION PAID BY THE OFFEROR.**

The Offeror received the Issued Shares to settle debt outstanding in the amount of \$75,000.00.

DATED this 24th day of February, 2011.

GC-GLOBAL CAPITAL CORP.

(signed Andrew Hilton)_____

By: Andrew Hilton
Chief Financial Officer