

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 1400, Toronto, Ontario M5J 1R7.

Item 2 Date of Material Change

The material changes occurred on April 4, 2011.

Item 3 News Release

A press release in connection with the material change was issued in Ontario on April 4, 2011, a copy of which as issued is annexed hereto as Schedule "A".

Item 4 Summary of Material Change

The Issuer has entered into a loan agreement with a non-arms length party. The \$32,000 loan has a term of three months and bears interest at a rate of 15% per annum. GDV will use the proceeds of the loan for general working capital purposes.

Item 5 Full Description of Material Change

The Issuer has entered into a loan agreement with a non-arms length party. The \$32,000 loan has a term of three months and bears interest at a rate of 15% per annum. GDV will use the proceeds of the loan for general working capital purposes.

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 Andrew Hilton, Chief Financial Officer of the Company, at: (416) 488-7760.

Item 9 Date of Report

DATED at Toronto, Ontario this 4th day of April, 2011.

GDV Resources Inc.

(signed Andrew Hilton)

Per:

Andrew Hilton
Chief Financial Officer

Schedule “A”

GDV RESOURCES, INC.
55 York Street
Suite 1400
Toronto, Ontario M5J 1R7
(416) 488-7760

April 4, 2011

GDV Resources Inc. Enters Into Loan Agreement

TORONTO, ONTARIO – GDV Resources Inc. (NEX Board of the TSXV: GDV.H) (the “Company”) has entered into a loan agreement with a non-arms length party. The \$32,000 loan has a term of three months and bears interest at a rate of 15% per annum. The Company will use the proceeds of the loan for general working capital purposes.

For more information, please contact Mr. Andrew Hilton, CFO at (416) 488-7760.

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.