

**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 13, 2011.

**Item 3 News Release**

A press release in connection with the material change was issued in Ontario on April 13, 2011, a copy of which as issued is annexed hereto as Schedule "A".

**Item 4 Summary of Material Change**

The Issuer is pleased to announce that the TSX Venture Exchange has agreed to trade GDV's shares in Canadian dollars. Effective at the opening, April 14, 2011, the Issuer's shares will trade in Canadian dollars and the Issuer's trading symbol will remain unchanged as GDV.H. All bids and offers will be quoted in Canadian dollars and all trades will be settled in Canadian dollars.

**Item 5 Full Description of Material Change**

The Issuer is pleased to announce that the TSX Venture Exchange has agreed to trade GDV's shares in Canadian dollars. Effective at the opening, April 14, 2011, the Issuer's shares will trade in Canadian dollars and the Issuer's trading symbol will remain unchanged as GDV.H. All bids and offers will be quoted in Canadian dollars and all trades will be settled in Canadian dollars.

**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 14<sup>th</sup> day of April, 2011.

**GDV Resources Inc.**

(signed Andrew Hilton)

Per:

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Andrew Hilton  
Chief Financial Officer

**Schedule “A”**

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

April 13, 2011

**GDV Resources Inc. Shares to Begin Trading in Canadian Dollars**

TORONTO, ONTARIO – GDV Resources Inc. (NEX Board of the TSXV: GDV.H) (the “Company”) announces that the TSX Venture Exchange has agreed to trade the Company's shares in Canadian dollars. Effective at the opening, April 14, 2011, the Company's shares will trade in Canadian dollars and the Company's trading symbol will remain unchanged as GDV.H. All bids and offers will be quoted in Canadian dollars and all trades will be settled in Canadian dollars.

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.*