

**GDV Resources Inc.**  
**(formerly Global Development Resources, Inc.)**

**Consolidated Condensed Interim Financial Statements (Unaudited)**

**March 31, 2011 and 2010**  
(Expressed in Canadian dollars)

## Notice to Reader

Under National Instrument 51-102, Part 4, subsection 4.3(3)(a), if an auditor has not performed a review of the interim financial statements, they must be accompanied by a notice indicating that the financial statements have not been reviewed by an auditor.

The accompanying unaudited consolidated condensed interim financial statements of the Company have been prepared by and are the responsibility of the Company's management.

The Company's independent auditor has not performed a review of these consolidated condensed interim financial statements in accordance with standards established by the Canadian Institute of Chartered Accountants for a review of interim financial statements by an entity's auditor.

Signed: "**Gordon Ewart**"  
Chief Executive Officer

Signed: "**Andrew Hilton**"  
Chief Financial Officer

Toronto, Ontario  
June 28, 2011

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**GDV Resources Inc. (formerly Global Development Resources, Inc.)**

Consolidated Condensed Interim Statements of Financial Position (unaudited)

(Expressed in Canadian dollars)

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|   | March 31<br>2011<br>\$ | December 31<br>2010<br>\$ | January 1<br>2010<br>\$ |
|---|------------------------|---------------------------|-------------------------|
| <b>Assets</b>   |                        |                           |                         |
| Cash  | 993                    | 1,089                     | 9,142                   |
|   | <u>993</u>             | <u>1,089</u>              | <u>9,142</u>            |
| <b>Liabilities</b>  |                        |                           |                         |
| Accounts payable and accrued liabilities (notes 6(b) and 8) | 150,416                | 244,115                   | 140,874                 |
| <b>Shareholders' (Deficiency)</b>                           |                        |                           |                         |
| Share capital (note 6(b))                                   | 7,948,310              | 7,824,460                 | 7,824,460               |
| Contributed surplus   | 15,341,539             | 15,341,539                | 15,341,539              |
| Deficit   | (23,439,272)           | (23,409,025)              | (23,297,731)            |
|   | <u>(149,423)</u>       | <u>(243,026)</u>          | <u>(131,732)</u>        |
|   | <u>993</u>             | <u>1,089</u>              | <u>9,142</u>            |

Going concern (note 1); Liquidity risk (note 9); Subsequent events (note 10)

On Behalf of the Board

Signed: "Gordon Ewart"

\_\_\_\_\_, Director

Signed: "Andrew Hilton"

\_\_\_\_\_, Director

The accompanying notes are an integral part of these consolidated condensed interim financial statements

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**GDV Resources Inc. (formerly Global Development Resources, Inc.)**

Consolidated Condensed Interim Statements of Changes in Equity (Unaudited)

**For the three months ended March 31, 2011 and 2010**(Expressed in Canadian dollars)

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|                                 | <b>Share<br/>Capital</b> | <b>Contributed<br/>Surplus</b> | <b>Deficit</b>      | <b>Total</b>     |
|---------------------------------|--------------------------|--------------------------------|---------------------|------------------|
|                                 | \$                       | \$                             | \$                  | \$               |
| <b>Balance, January 1, 2010</b> | 7,824,460                | 15,341,539                     | (23,297,731)        | (131,732)        |
| Net (loss)                      | -                        | -                              | (13,761)            | (13,761)         |
| <b>Balance, March 31, 2010</b>  | <u>7,824,460</u>         | <u>15,341,539</u>              | <u>(23,311,492)</u> | <u>(145,493)</u> |

|                                    | <b>Share<br/>Capital</b> | <b>Contributed<br/>Surplus</b> | <b>Deficit</b>      | <b>Total</b>     |
|------------------------------------|--------------------------|--------------------------------|---------------------|------------------|
|                                    | \$                       | \$                             | \$                  | \$               |
| <b>Balance, January 1, 2011</b>    | 7,824,460                | 15,341,539                     | (23,409,025)        | (243,026)        |
| Net (loss)                         | -                        | -                              | (30,247)            | (30,247)         |
| Shares issued in exchange for debt | 123,850                  | -                              | -                   | 123,850          |
| <b>Balance, March 31, 2011</b>     | <u>7,948,310</u>         | <u>15,341,539</u>              | <u>(23,439,272)</u> | <u>(149,423)</u> |

The accompanying notes are an integral part of these consolidated condensed interim financial statements

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**GDV Resources Inc. (formerly Global Development Resources, Inc.)**  
Consolidated Condensed Interim Statements of Comprehensive (Loss) Income (Unaudited)  
**For the three months ended March 31, 2011 and 2010**  
(Expressed in Canadian dollars)

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| <b>Revenue</b>   | <b>2011</b>                | <b>2010</b>                 |
|--|----------------------------|-----------------------------|
| Consulting (note 8)  | \$ <u>          -</u>      | \$ <u>      27,302</u>      |
|  | <u>                  -</u> | <u>              27,302</u> |
| <br><b>Expenses</b>  |                            |                             |
| General office and administration (note 8)                 | 30,235                     | 41,043                      |
| Foreign exchange loss                                      | <u>          12</u>        | <u>          20</u>         |
|  | <u>      30,247</u>        | <u>      41,063</u>         |
| <br>Net (loss) before income taxes                         | (30,247)                   | (13,761)                    |
| Income taxes   | <u>          -</u>         | <u>          -</u>          |
| <br><b>Net (loss) and comprehensive (loss)</b>             | \$ <u>      (30,247)</u>   | \$ <u>      (13,761)</u>    |
| <br><b>Basic and diluted net (loss) per share (note 7)</b> | \$ (0.01)                  | \$ (0.00)                   |
| <br><b>Weighted average number of shares outstanding</b>   | 4,745,279                  | 3,589,796                   |

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The accompanying notes are an integral part of these consolidated condensed interim financial statements

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**GDV Resources Inc. (formerly Global Development Resources, Inc.)**

Consolidated Condensed Interim Statements of Cash Flows

**For the three months ended March 31, 2011 and 2010**(Expressed in Canadian dollars)

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|   | 2011              | 2010            |
|---|-------------------|-----------------|
| <b>Operating activities</b>                                       |                   |                 |
| Net (loss) income for the period                                  | \$ (30,247)       | \$ (13,761)     |
| Changes in accounts payable and accrued liabilities               | <u>30,151</u>     | <u>11,398</u>   |
| <b>Net cash flows (used in) generated by operating activities</b> | <u>(96)</u>       | <u>(2,363)</u>  |
| <b>Decrease in cash</b>   | (96)              | (2,363)         |
| <b>Cash</b> , beginning of period                                 | <u>1,089</u>      | <u>9,142</u>    |
| <b>Cash</b> , end of period                                       | \$ <u>993</u>     | \$ <u>6,779</u> |
| <b>Supplemental cash flow information</b>                         |                   |                 |
| Common shares issued in exchange for debt                         | \$ <u>123,850</u> | \$ <u>-</u>     |

The accompanying notes are an integral part of these consolidated condensed interim financial statements

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## **GDV Resources Inc. (formerly Global Development Resources, Inc.)**

Notes to Consolidated Condensed Interim Financial Statements

**For the three months ended March 31, 2011 and 2010**

(Expressed in Canadian dollars)

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### **1. Nature of Business and Going Concern**

GDV Resources Inc. (formerly Global Development Resources, Inc.) ("the Company" or "GDV") was a merchant bank that assumed the role of participating lender in the acquisition, development, sales and management of real estate properties that met a predetermined set of guidelines within North American markets. On September 30, 2009 the Company ceased its operations upon the sale of its wholly owned subsidiary Global Development Resources, Inc. (USA) ("GDR USA"). As a result of the sale of GDR USA, the Company no longer has continuing operations.

GDV is a publicly traded company incorporated and domiciled in Ontario. The Company's registered office is as follows: 1400-55 York Street, Toronto, ON M5J 1R7. The Company's common shares are listed on the NEX under the symbol GDV.H.

Since inception, the Company has incurred losses and net cash outflows from operations and has funded operations through common stock issuances and debt in order to meet its strategic objectives. However, as at March 31, 2011 the Company has only \$993 in cash to satisfy liabilities of \$150,416. As a result of the foregoing, there exists substantial doubt about the Company's ability to continue as a going concern. Management is continuing to pursue additional financing and other business opportunities in order to secure sufficient working capital to meet its operational requirements and be able to pay its existing liabilities. However, there can be no assurance that the Company will be able to obtain sufficient funds to continue to fund its operations. Accordingly, these consolidated financial statements do not include any adjustments that might be necessary if the going concern assumption was not appropriate.

### **2. Basis of Presentation**

#### *Statement of Compliance*

These consolidated condensed interim financial statements, including comparative periods, have been prepared using International Financial Reporting Standards ("IFRS"), as issued by the International Accounting Standards Board ("IASB"). As these financial statements represent the Company's initial presentation of its results and financial position under IFRS, they were prepared in accordance with International Accounting Standard 34, Interim Financial Reporting ("IAS 34") and with IFRS 1, First-Time Adoption of IFRS. As these financial statements are the Company's first using IFRS, certain disclosures, and the recognition and measurement of certain balances and transactions may differ from the financial statements previously reported under Canadian generally accepted accounting principles ("Canadian GAAP").

Reconciliations from Canadian GAAP to IFRS for certain comparative periods, with explanations for significant differences, are included in Note 12. These financial statements should be read in conjunction with the Company's 2010 audited annual consolidated condensed statements.

These financial statements are prepared using IFRSs in effect at June 28, 2011, the date of the Board of Directors approving the financial statements. Significant accounting policies used in the preparation of the financial statements are described in Note 3. However, as new IFRS pronouncements and interpretations are issued by the IASB, the actual accounting standards and policies adopted as at December 31, 2011 may differ from those used therein.

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## **GDV Resources Inc. (formerly Global Development Resources, Inc.)**

Notes to Consolidated Condensed Interim Financial Statements

**For the three months ended March 31, 2011 and 2010**

(Expressed in Canadian dollars)

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### **3. Summary of Significant Accounting Policies**

These consolidated condensed interim financial statements have been prepared by management in accordance with IFRS. Outlined below are those policies considered particularly significant for the Company.

#### Basis of Consolidation

All significant intercompany transactions and balances have been eliminated.

##### (i) Subsidiaries

The accompanying consolidated financial statements include the accounts of the Company and its wholly-owned subsidiaries: Eco Logic Chemical Technologies Inc. and Eco Logic Solutions Inc., both of which are inactive.

#### Use of Estimates

The preparation of these consolidated condensed interim financial statements in accordance with IFRS requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities at the date of the consolidated condensed financial statements and the reported amount of revenues and expenses during the period. While management believes that the estimates and assumptions are reasonable, actual results may differ materially from those estimates.

#### Provisions

The Company recognizes provisions, typically for asset retirement obligations and employee benefits, when a legal or constructive obligation exists as a result of past events, when it is probable that there will be an outflow of economic benefits from the entity, and a reliable estimate of the amount of the obligation can be made. When a provision is expected to settle beyond the immediate term, the provision is measured at the present value of future cash flows, discounted at prevailing market interest rates. With the passage of time, a finance expense is recorded as the provision accretes.

#### Foreign Currency Translation

As further described in Note 5, the United States dollar had been the functional and reporting currency of the Company's business and the consolidated financial statements for periods up to December 31, 2010 were expressed in United States dollars. On January 1, 2011, to reflect the changed circumstances of the Company, the Company's functional currency changed to the Canadian dollar and the Company decided to change its reporting currency to the Canadian dollar. Accordingly, these consolidated financial statements are expressed in Canadian dollars.

Monetary assets and liabilities denominated in currencies other than Canadian dollars are translated into Canadian dollars at the rate of exchange in effect at the end of the reporting period. Revenues and expenses are translated at the transaction exchange rate. Foreign currency gains and losses resulting from translation are reflected in net income of the period.

Assets and liabilities of integrated foreign subsidiary operations are translated into Canadian dollars at exchange rates prevailing at the transaction date for non-monetary items and at the rate in effect at the end of the reporting period for monetary items. Revenues and expenses are converted at the average exchange rate for the year. Gains or losses on translation are reflected in net income of the period.



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## **GDV Resources Inc. (formerly Global Development Resources, Inc.)**

Notes to Consolidated Condensed Interim Financial Statements

**For the three months ended March 31, 2011 and 2010**

(Expressed in Canadian dollars)

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### **3. Summary of Significant Accounting Policies - continued**

#### Stock-based Compensation Plan

The Company from time to time may grant stock options to employees, officers and directors. The board of directors grant such options with lives up to 5 years, with vesting periods determined at its discretion and at exercise prices equal to or greater than the Company's closing common share price on the date preceding that of the grant date.

The Company determines the fair value of options granted using the Black-Scholes option pricing model. The fair value of options granted incorporates an assumption for expected option forfeitures and is determined on the grant date. The fair value of options on each vesting date is recognized as stock-based compensation expense over the vesting period.

#### Financial Instruments

Financial assets must be classified into one of four categories: fair value through profit or loss, held-to-maturity, loans and receivables and available for sale; financial liabilities must be classified into one of two categories: fair value through profit or loss and other financial liabilities. The subsequent treatment of changes in fair value depends on their initial classification, as follows: fair value through profit or loss financial assets are measured at fair value and changes in fair value are recognized in net income; available for sale financial assets are measured at fair value with changes in fair value recorded in other comprehensive income until the investment is derecognized or impaired at which time the amounts are recorded in net income.

Cash and short-term investments are designated as at fair value through profit or loss. Accounts payable and accrued liabilities are designated as other financial liabilities which are measured at amortized cost.

#### Income Taxes

Income tax expense comprises current and deferred components.

Current income tax expense is the expected tax payable for the current year's taxable income based on rates enacted or substantively enacted at the period end and any adjustments to previous estimates.

Deferred income taxes are calculated using the asset and liability method. Accordingly, deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts and the tax bases of existing assets and liabilities. Deferred tax assets and liabilities are measured using enacted or substantively enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities from a change in expected future tax rates is recognized in net (loss) income in the period that includes the date of substantive enactment of the revised tax rates. Deferred tax assets are recognized to the extent that it is probable that they will be realized.

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## **GDV Resources Inc. (formerly Global Development Resources, Inc.)**

Notes to Consolidated Condensed Interim Financial Statements

**For the three months ended March 31, 2011 and 2010**

(Expressed in Canadian dollars)

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### **3. Summary of Significant Accounting Policies - continued**

#### Earnings (loss) per Share

Basic earnings (loss) per share are calculated using the weighted average number of common shares outstanding during the period.

Diluted earnings per share is calculated by dividing net earnings available to common shareholders for the period by the diluted weighted average number of common shares outstanding during the period. The diluted weighted average number of shares includes the potential dilution from common shares issuable through stock options, if dilutive, using the treasury stock method. The treasury stock method assumes that the proceeds from any shares issued on the exercise of stock options are used by the Company to repurchase and cancel shares at the average market price of the Company's share price for the period. As such, where the strike price of stock options exceeds the average market price of the Company's shares for the reporting period, the inclusion of these shares under the treasury stock method would be anti-dilutive, so these shares are excluded from the calculation of the weighted average number of diluted common shares.

In periods that the Company reports a net loss, loss per share is not presented on a diluted basis, as the result would be anti-dilutive.

### **4. New and Revised IFRS'S in Issue but Not Yet Effective**

A number of new standards and issued amendments to standards and interpretations are not yet effective for the year ending December 31, 2011, and have not been applied when preparing these consolidated condensed interim financial statements. Management is currently assessing the impact of these standards and amendments on its financial statements.

#### IFRS 7 – Financial Instruments: Disclosure

The Accounting Standards Board ["AcSB"] approved the incorporation of the IASB's amendments to IFRS 7 Financial Instruments: Disclosures and the related amendment to IFRS 1 First-time Adoption of International Financial Reporting Standards into Part I of the Handbook. These amendments were made to Part I in January 2011 and are effective for annual periods beginning on or after July 1, 2011. Earlier application is permitted. The amendments relate to required disclosures for transfers of financial assets to help users of the financial statements evaluate the risk exposures relating to such transfers and the effect of those risks on an entity's financial position. The Company has not fully assessed the impact of adopting IFRS 7; however, it anticipates that the impact will be limited.

#### IFRS 9 - Financial instruments

IFRS 9, "Financial instruments" ["IFRS 9"] was issued by the IASB on November 12, 2009 and will replace IAS 39, "Financial Instruments: Recognition and Measurement" ["IAS 39"]. IFRS 9 replaces the multiple rules in IAS 39 with a single approach to determine whether a financial asset is measured at amortized cost or fair value and a new mixed measurement model for debt instruments having only two categories: amortized cost and fair value. The approach in IFRS 9 is based on how an entity manages its financial instruments in the context of its business model and the contractual cash flow characteristics of the financial assets. The new standard also requires a single impairment method to be used, replacing the multiple impairment methods in IAS 39. IFRS 9 is effective for annual periods beginning on or after January 1, 2013. The Company is assessing the impact of IFRS 9 on consolidated financial statements.

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## **GDV Resources Inc. (formerly Global Development Resources, Inc.)**

Notes to Consolidated Condensed Interim Financial Statements

**For the three months ended March 31, 2011 and 2010**

(Expressed in Canadian dollars)

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### **4. New and Revised IFRS'S in Issue but Not Yet Effective - continued**

#### IFRS 10 - Consolidated Financial Statements

IFRS 10, "Consolidated Financial Statements" (IFRS 10) was issued by the IASB on May 12, 2011 and will replace portions of IAS 27 Consolidated and Separate Financial Statements and interpretation SIC-12 Consolidated - Special Purpose Entities. IFRS 10 incorporates a single model for consolidating all entities that are controlled and revises the definition of control to be "An investor controls an investee when it is exposed, or has rights, to variable returns from its involvement with the investee and has the current ability to affect those returns through its power over the investee". Along with control, the new standard also focuses on the concept of power, both of which will include a use of judgment and continuous reassessment as facts and circumstances change. IFRS 10 is effective for annual periods beginning on or after January 1, 2013, with early adoption permitted. The Company is assessing the impact of IFRS 10 on its consolidated financial statements.

#### IFRS 11 – Joint Arrangements

IFRS 11, "Joint Arrangements" (IFRS 11) was issued by the IASB on May 12, 2011 and will replace IAS31, Interest in Joint Ventures. The new standard will apply to the accounting for interest in joint arrangements where there is joint control. Joint arrangements will be separated into joint ventures and joint operations. The structure of the joint arrangement will no longer be the most significant factor on classifying a joint arrangement as either a joint operation or a joint venture. Proportionate consolidations will be removed and replaced with equity accounting. IFRS 11 is effective for annual periods beginning on or after January 1, 2013, with early adoption permitted. The Company is assessing the impact of IFRS11 on its consolidated financial statements.

#### IFRS 12 – Disclosure of Interest in Other Entities

IFRS 12, Disclosure of Interest in Other Entities was issued by the IASB on May 12, 2011. The new standard includes disclosure requirements about subsidiaries, joint ventures and associates, as well as unconsolidated structured entities and replaces existing disclosure requirements. IFRS 12 is effective for annual periods beginning on or after January 1, 2013, with early adoption permitted. The Company is assessing the impact of IFRS 12 on its consolidated financial statements.

#### IFRS 13 – Fair Value Measurement

IFRS 13, Fair Value Measurement was issued by the IASB on May 12, 2011. The new standard converges IFRS and US GAAP on how to measure fair value and the related fair value disclosures. The new standard creates a single source of guidance for fair value measurements, where fair value is required or permitted under IFRS, by not changing how fair value is used but how it is measured. The focus will be on an exit price. IFRS 13 is effective for annual periods beginning on or after January 1, 2013, with early adoption permitted. The Company is assessing the impact of IFRS 13 on its consolidated financial statements.

### **5. Change of Functional and Reporting Currency**

Effective January 1, 2011, the Company's functional currency changed to the Canadian dollar, and accordingly, the Company decided to change its reporting currency to the Canadian dollar. Prior to January 1, 2011, the Company's functional was the U.S. dollar and the Company used the U.S. dollar as its reporting currency. With the completion of the sale of the Company's U.S. subsidiary, the Company's assets, liabilities, revenues and expenses are predominantly denominated in Canadian dollars and, accordingly, the use of the U.S. dollar to measure and report the Company's results of operations and financial position became inappropriate. Under the current rate method for comparative periods presented, all assets and liabilities of the Company's operations were translated from their U.S. dollar functional currency into Canadian dollars using the exchange rates in effect at the end of the reporting period presented and revenues, expenses and cash flows were translated at the average rates during the reporting periods presented.

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**GDV Resources Inc. (formerly Global Development Resources, Inc.)**

Notes to Consolidated Condensed Interim Financial Statements

**For the three months ended March 31, 2011 and 2010**(Expressed in Canadian dollars)

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**6. Share Capital**

## a) Authorized

Unlimited (December 31, 2010 – unlimited) common shares

Unlimited (December 31, 2010 – unlimited) preferred shares

## b) Shares issued and outstanding

|   | <b>Number of<br/>Shares</b> | <b>Amount</b> |
|---|-----------------------------|---------------|
| <b>Common shares</b>                    |                             |               |
| <b>Balance, January 1, 2010</b>         | 10,769,387                  | \$ 7,824,460  |
| 1:3 consolidation (i)                   | (7,179,591)                 | -             |
| <b>Balance, December 31, 2010</b>       | 3,589,796                   | 7,824,460     |
| Shares issued in exchange for debt (ii) | 2,477,000                   | 123,850       |
| <b>Balance, March 31, 2011</b>          | 6,066,796                   | \$ 7,948,310  |

(i) Pursuant to a resolution passed by shareholders on November 24, 2010, the company consolidated its capital on a one-new-for-three-old basis. The consolidation took effect on December 21, 2010.

(ii) On February 18, 2011, pursuant to a resolution passed by disinterested shareholders on November 24, 2010, the Company issued 2,477,000 common shares at a price of five cents per share to settle debt in the amount of \$123,850. This amount includes 1.5 million shares to settle \$75,000 due to GC-Global Capital Corp., a related party as a result of common officers and share ownership, 525,000 shares to settle \$26,250 due to Chris Carmichael, the company's former chief financial officer and director, and 452,000 shares to settle \$22,600 due to a company controlled by Gordon Ewart, the company's chief executive officer. Subsequent to the issuance of shares the parties' ownership percentages are 49.9 per cent, 10.95 per cent and 7.45 per cent, respectively. The shares issued are subject to a four-month hold period expiring June 18, 2011.

## c) Stock Options Outstanding

GDV has a stock option plan (the "Plan") which was approved by the Board of Directors of GDV. The total amount of shares reserved for issuance under the Plan is equal to 10% of the outstanding common shares.

The Plan is for the benefit of the employees, officers and directors and certain consultants of GDV and its subsidiaries. The Plan is administered by the Compensation Committee of the Board of Directors of GDV. The Compensation Committee may from time to time designate individuals to whom options to purchase shares of the capital stock of GDV may be granted and the number of shares to be optioned to each. The option price per share which is the subject of any option shall be fixed by the Board of Directors when such option is granted. The option price can be discounted according to the rules of the Exchange at the time the option is granted. It is GDV's policy that options vest fully upon issuance. The period during which an option is exercisable shall not exceed five years from the date the option is granted. The options may not be assigned, transferred or pledged. Subject to any grace period allowed under the policies of the Exchange, the options will expire upon the termination of the employment or office with GDV or any of its subsidiaries or death of an individual. The total number of shares to be optioned to any one individual cannot exceed five percent of the total of the issued and outstanding shares.

The Company did not have any stock option activity during the period ended March 31, 2011. In the first quarter of 2010 the Company's outstanding 1,300,000 options were cancelled pursuant to the sale of its subsidiary, GDR USA. The options were exercisable at \$0.30 per share.

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**GDV Resources Inc. (formerly Global Development Resources, Inc.)**

Notes to Consolidated Condensed Interim Financial Statements

**For the three months ended March 31, 2011 and 2010**(Expressed in Canadian dollars)

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**7. Net (Loss) per Share**

Net income (loss) per share has been calculated using the weighted average number of common shares outstanding during the year. Diluted income (loss) per share is calculated in a similar manner, except that the weighted average number of common shares outstanding is increased to include potential common shares from the assumed exercise of stock options, if dilutive. The basic and diluted income per share for the periods ended March 31, 2011 and 2010 have been adjusted to account for the 3:1 consolidation on December 21, 2010.

**8. Related Party Transactions**

GC-Global Capital Corp. ("GC-Global") holds approximately 49.9% of GDV's issued and outstanding common stock and shares common management, directors and officers with GDV.

- a) General office and administration expenses include management fees in the amount of \$16,950 (March 31, 2010 - \$27,303) which were charged by companies controlled by current directors of the Company.
- b) During the three month periods ended March 31, 2011 and 2010, GC-Global provided bookkeeping services and office space to GDV at no cost. The value of such bookkeeping and office space is considered immaterial and therefore no amounts have been recorded in the accompanying consolidated condensed interim financial statements.
- c) During the period the Company earned consulting fees in the amount of \$Nil (March 31, 2010 - \$27,302) from companies with common officers or directors.
- d) At March 31, 2011 accounts payable included \$68,359 (December 31, 2010 - \$125,279) payable to companies with common officers or directors. On February 18, 2011, pursuant to a resolution passed by disinterested shareholders on November 24, 2010, the Company issued 2,477,000 common shares at a price of five cents per share to settle debt in the amount of \$123,850 as more fully described in note 6(b).

Related party transactions are in the normal course of operations and are measured at the exchange amount which is the amount of consideration established and agreed to by the related parties.

**Compensation of key management personnel**

The remuneration expense of directors and other members of key management personnel during the period was as follows:

|                       | <b>March 31,<br/>2011</b> | <b>March 31,<br/>2010</b> |
|-----------------------|---------------------------|---------------------------|
| Salaries and benefits | 16,950                    | -                         |

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**GDV Resources Inc. (formerly Global Development Resources, Inc.)**

Notes to Consolidated Condensed Interim Financial Statements

**For the three months ended March 31, 2011 and 2010**(Expressed in Canadian dollars)

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**9. Risk Management and Financial Risks***Capital Management*

The Company manages its common shares as capital. The Company's objective when managing capital is to safeguard the Company's ability to continue as a going concern in order to pursue project opportunities for the benefit of its shareholders. The Company manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. The Company may attempt to issue new shares or debt, or adjust the amount of cash. There can be no assurance that the Company will be able to obtain debt or equity capital in the case of operating cash deficits. The Company is not subject to any externally imposed capital requirements.

*Financial Risks*

The Company's risk exposures and the impact on The Company's financial instruments are summarized below:

*Liquidity risk*

The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. As at March 31, 2011, the Company has a deficiency in working capital. The Company had a cash balance of \$993 (December 31, 2010 - \$1,089) to settle current liabilities of \$150,416 (December 31, 2010 - \$244,115). All of the Company's financial liabilities have contractual maturities of less than 30 days and are subject to normal trade terms.

**10. Subsequent Events**

- a) On April 4, 2011 the Company announced that it has entered into a loan agreement with a non-arm's-length party. The \$32,000 loan has a term of three months and bears interest at a rate of 15 per cent per annum. The Company will use the proceeds of the loan for general working capital purposes.
- b) On April 13, 2011 the Company announced 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 began trading in Canadian dollars. The Company's trading symbol remains unchanged as GDV.H. All bids and offers are quoted in Canadian dollars, and all trades are settled in Canadian dollars.

**11. Comparative Figures**

Certain comparative figures have been reclassified to conform to the current period's presentation.

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**GDV Resources Inc. (formerly Global Development Resources, Inc.)**

Notes to Consolidated Condensed Interim Financial Statements

**For the three months ended March 31, 2011 and 2010**(Expressed in Canadian dollars)

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**12. Transition to IFRS**

The Company has adopted IFRS effective January 1, 2011 and the financial statements for the year ending December 31, 2011 will be the first annual financial statements reported under IFRS, with an IFRS transition date of January 1, 2010. Prior to January 1, 2011, the Company prepared its financial statements under Canadian generally accepted accounting principles ("Canadian GAAP").

These financial statements have been prepared in accordance with the IFRS's and accounting policies that the Company expects to apply on December 31, 2011. However, the presentation of future reporting periods may differ as new IFRS's become effective.

**a) Exceptions and exemptions from retrospective application of IFRS**

Generally, IFRS 1, *First Time Adoption of International Reporting Standards*, requires retrospective application of IFRS with all cumulative adjustments to the previous Canadian GAAP balances reflected in the transition date statement of financial position as at January 1, 2010. However, IFRS 1 provides certain mandatory exemptions and optional exemptions to retrospective application of IFRS of which the Company has applied the following:

- i) Stock based compensation - IFRS 1 encourages, but does not require, early application of IFRS 2, *Share-based Payment*, to stock options granted after November 7, 2002, and which vested before the IFRS transition date. The Company has elected not to apply IFRS 2 to stock options vested prior to January 1, 2010.
- ii) Business Combinations – In accordance with IFRS transitional provisions, the Company elected to apply IFRS relating to business combinations prospectively from January 1, 2010. As such, Canadian GAAP balances relating to business combinations entered into before that date have been carried forward without adjustment.
- iii) Estimates – IFRS 1 does not permit retrospective application of other reporting standards with the benefit of hindsight. Consequently, all retrospective changes have been made using estimates consistent with those used in prior financial statements under Canadian GAAP.

**b) Reconciliations from Canadian GAAP to IFRS**

As management had anticipated, given the inactive nature of the Company and given the limited number of transactions that the Company has entered into since the transition date, the impact on the adoption of IFRS had no impact on the Company's financial position, financial performance and cash flows.

**Transition date unaudited consolidated condensed statement of financial position**

The Company's transition date IFRS unaudited statement of financial position is included as comparative information in the unaudited condensed interim statements of financial position in these financial statements. The changes in accounting policies resulting from the Company's adoption of IFRS had no impact on the unaudited interim statement of financial position as at the transition date of January 1, 2010.

**Comparative unaudited condensed financial statements**

The changes in accounting policies resulting from the Company's adoption of IFRS had no impact on the unaudited statement of financial position as at December 31, 2010.

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**GDV Resources Inc. (formerly Global Development Resources, Inc.)**

Notes to Consolidated Condensed Interim Financial Statements

**For the three months ended March 31, 2011 and 2010**(Expressed in Canadian dollars)

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**12. Transition to IFRS - continued****Reconciliation of comprehensive loss and equity**

## (a) Comprehensive loss

**Consolidated Condensed Statement of Comprehensive Loss for the Three Months Ended March 31, 2010**

|   |          |
|---|----------|
|   | \$       |
| Comprehensive loss under Canadian GAAP          | (13,761) |
| Adjustments for differing accounting treatments | -        |
| Comprehensive loss under IFRS                   | (13,761) |

**Consolidated Condensed Statement of Comprehensive Loss for the Year Ended December 31, 2010**

|   |           |
|---|-----------|
|   | \$        |
| Comprehensive loss under Canadian GAAP          | (111,294) |
| Adjustments for differing accounting treatments | -         |
| Comprehensive loss under IFRS                   | (111,294) |

## (b) Shareholder's Deficiency

|  | December 31<br>2010 | March 31<br>2010 | January 1<br>2010 |
|--|---------------------|------------------|-------------------|
|  | \$                  | \$               | \$                |
| Total Shareholders' Deficiency under Canadian GAAP | (243,026)           | (145,493)        | (131,732)         |
| Adjustments for differing accounting treatments    | -                   | -                | -                 |
| Total Shareholder's Deficiency under IFRS          | (243,026)           | (145,493)        | (131,732)         |