

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 July 15, 2011.

Item 3 News Release

A press release in connection with the material change was issued in Ontario on July 15, 2011, a copy of which as issued is annexed hereto as Schedule "A".

Item 4 Summary of Material Change

The Issuer has amended and extended the loan previously announced on April 4, 2011. GDV has received an additional advance of \$5,000 from the spouse of Chairman Gordon Ewart, bringing the principal balance to \$37,000. The loan has been extended to January 14, 2012 and the interest rate has been changed from 15% to 20% per annum. The Issuer has entered into an additional loan agreement with Director Alec Regis for \$20,000. The loan is also due January 14, 2012 and bears interest at 20% per annum. The Issuer will use the proceeds of the loans for general working capital purposes.

Item 5 Full Description of Material Change

The Issuer has amended and extended the loan previously announced on April 4, 2011. GDV has received an additional advance of \$5,000 from the spouse of Chairman Gordon Ewart, bringing the principal balance to \$37,000. The loan has been extended to January 14, 2012 and the interest rate has been changed from 15% to 20% per annum. The Issuer has entered into an additional loan agreement with Director Alec Regis for \$20,000. The loan is also due January 14, 2012 and bears interest at 20% per annum. The Issuer will use the proceeds of the loans 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 15th day of July 15, 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

July 15, 2011

GDV Resources Inc. Arranges Loans

TORONTO, ONTARIO – GDV Resources Inc. (NEX Board of the TSXV: GDV.H) (the "Company") has amended and extended the loan previously announced on April 4, 2011. The Company has received an additional advance of \$5,000 from the spouse of Chairman Gordon Ewart, bringing the principal balance to \$37,000. The loan has been extended to January 14, 2012 and the interest rate has been changed from 15% to 20% per annum. The Company has entered into an additional loan agreement with Director Alec Regis for \$20,000. The loan is also due January 14, 2012 and bears interest at 20% per annum. The Company will use the proceeds of the loans for general working capital purposes.

For more information, please contact Mr. Gordon Ewart, CEO 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.