

Form 51-102F3
Material Change Report

PART 1 CONTENT OF MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

State the full name of your company and the address of its principal office in Canada.

Dynamic Resources Corp.
PO Box 370184, Suite 200
Las Vegas, Nevada
89137

Item 2 Date of Material Change

State the date of the material change.

May 4, 2009

Item 3 News Release

State the date and method(s) of dissemination of the news release issued under section 7.1 of National Instrument 51-102.

The press release was issued at Calgary, Alberta by Stockwatch and MacReport on May 4, 2009.

Item 4 Summary of Material Change

Dynamic today announced that it has engaged Clayton Capital Partners, Inc. ("Clayton"), of St. Louis, Missouri, to provide advice and assistance in the possible sale of all of the shares or all or substantially all of the assets of the Company.

Item 5 Full Description of Material Change

Dynamic today announced that it has engaged Clayton Capital Partners, Inc. ("Clayton"), of St. Louis, Missouri, to provide advice and assistance in the possible sale of all of the shares or all or substantially all of the assets of the Company.

Given the continued success of the Company at its Sentell Field project in Bossier Parish, Louisiana, management feels that this may be an opportune time to explore the sale of the Company with a view of maximizing shareholder value.

The Company owns a 20% working interest in approximately 5,300 acres in the Sentell Field, located in the heart of the known Cotton Valley trend north of Shreveport, Louisiana. To date, the Company has drilled ten successful tests of the Cotton Valley sands, six of which are connected to the market and producing revenues, with one more expected to produce revenue in

the second quarter of 2009. Completion options are currently being evaluated for the remaining three wells, which all successfully tested the Haynesville Shale formation.

Item 6 Reliance on subsection 7.1(2) or (3) of National Instrument 51-102

If this Report is being filed on a confidential basis in reliance on subsection 7.1(2) or (3) of National Instrument 51-102, state the reasons for such reliance.

Not Applicable.

INSTRUCTION

Refer to subsections 7.1 (4), (5), (6) and (7) of National Instrument 51-102 concerning continuing obligations in respect of reports filed under subsection 7.1(2) or (3) of National Instrument 51-102.

Item 7 Omitted Information

State whether any information has been omitted on the basis that it is confidential information.

None.

Item 8 Executive Officer

Give the name and business telephone number of an executive officer of your company who is knowledgeable about the material change and the Report, or the name of an officer through whom such executive officer may be contacted.

Robert Fedun, President
702-743-1343

Item 9 Date of Report

May 5, 2009.