

COMMUNICATIONS DVR INC.

MATERIAL CHANGE REPORT (Form 51-102F3)

Item 1: Name and address of Reporting Issuer

Communications DVR Inc.
1235, 3rd avenue
Val d'Or, Quebec
J9P 6C3
(the "Corporation")

Item 2: Date of Material Change

July 30, 2010

Item 3: News release

A news release announcing the material change referred to in this report was issued through SEDAR on July 30 2010.

Item 4: Summary of Material Change

On July 30, 2010, pursuant to a qualifying transaction the Corporation acquired all of the issued and outstanding shares of Ressources Aurtois inc. ("Aurtois") from Aurtois Shareholders. Concurrently, the Corporation completed a private placement of an aggregate of 294 class A units and 766 class B units for an aggregate gross proceeds to the Corporation of \$849 350.

Item 5: Full Description of Material Change

On July 30, 2010, the Corporation has closed its previously announced Qualifying Transaction (see press dated May 14th, 2010) with Aurtois, the whole in accordance with TSX Venture Exchange ("TSX-V") policy 2.4 concerning Capital Pool Companies and subject to the TSX-V final approval.

Pursuant to the Qualifying Transaction, the Corporation acquired all of the issued and outstanding shares of Aurtois or rights thereof from Aurtois shareholders and Jordan Resources inc. in exchange for the issuance of an aggregate of (i) 8,290,000 common shares in the capital of the Corporation at a deemed price of \$0.10 per share to the Aurtois

Shareholders on a *pro rata* basis and (ii) 1 250 000 shares to Jordan Resources Inc. for a aggregate of 9 540 000 shares of the Corporation.

Of the foregoing total 1, 540, 000 shares are subjected to a security escrow agreement entered into among the Corporation, Computershare Trust Company of Canada and certain Aurtois shareholders pursuant to which such shares will be held in escrow for a period of three years from the date f the TSX-V issues its Final Exchange Bulletin for the Qualifying Transaction subject to the release provisions set out in the escrow agreement.

An individual was granted of 200,000 common shares of the Corporation at a deemed price of \$ 0.10 per share and a cash payment of \$27, 750 as finder's fee.

Currently with the closing of the Qualifying Transaction, the Corporation completed a private placement of an aggregate of 294 class A units at a price of \$1,000 per unit and 766 class B units at a price of \$725 per unit, for aggregate gross proceeds to the Corporation of \$849,350. Each of the A unit being compromised of 8,000 common shares and 8,000 share purchase warrants, each purchase warrant entitles the holder thereof to acquire one additional common share at an exercise price of \$0.175 per share for a period of 24 months from the closing of the private placement. Each of the B unit being compromised of 1,000 common shares and 4,000 "flow-through" common shares of the Corporation at a price of \$0.15 per share.

The net proceeds of the private placement will be used primarily to explore and develop the property and to further the stated business objectives of Aurtois, as described under the heading "Available Funds and Principal Purposes" in the Corporation's Amended Filing Statement dated April 30, 2010, a copy of wich is available under the Corporation's issuer profile on SEDAR (www.sedar.com).

The private placement was led by Jones, Gable and Company Limited ("JGCL"). In connection with the closing of the private placement, JGCL and certain sub-agents received an aggregate cash compensation of \$61,487 and were issued an aggregate of 106 non-transferable agent's options entitling the holders thereof to acquire up to an aggregate of 106 units of the Corporation at an exercise price of \$1,000 per unit for a period of 24 months from the closing of the private placement. Each unit consists of 8,000 common shares and 8,000 non-transferable common share purchase warrants. Each whole warrant entitles the holder thereof to acquire one additional common share at an exercise price of \$0.175 per share for a period of 24 months from the closing of the private placement.

In addition, JGCL was granted an aggregate of 500, 000 warrants entitling it to acquire up to an aggregate of 500,000 common shares at an exercise price of \$ 0.10 per share for a period of 24 months from the closing of the private placement.

Under applicable securities legislation and the policies of the Exchange, all of foregoing securities issued pursuant to the private placement as well as the 200,000 common shares issued to the finder are subject to a "hold period" expiring on December 1, 2010.

In connection with the closing of the Qualifying Transaction Gus Berdebes, Marc Duplessis, Marc Evrand, Marc Lafontaine and Georges Vacher resigned as directors of the Corporation as well as Jean-Luc Calonne as president and Mario Bisson, Christian Caplette, Jacques Brunelle, Gordon Neil Hendrickson, André Dumont et Pierre Bertrand were appointed to the Board of Directors of the Corporation.

Mario Bisson is the President and Chief Executive of the Corporation, Christian Caplette is the Chief Financial Officer of the Corporation and Pierre Barnard is the Corporate Secretary of the Corporation.

Item 6: Reliance on: Subsection 7.1(2) Regulations 51-102

Non Applicable

Item 7: Omitted Information

No information has been omitted in respect of the material change

Item 8: Executive Officer

Further information with respect to the material change described in this material change report may be obtained from:

Communications DVR. Inc.

Mario Bisson, President

(819) 874-2115

res.aurtois@hotmail.fr

Item 9 : Date of Report

This 4th day of July 2010

COMMUNICATIONS DVR INC. ANNOUNCES CLOSING OF QUALIFYING TRANSACTION WITH RESSOURCES AURTOIS AND CONCURRENT FINANCING

NEX: DVR.H

MONTREAL, July 30, 2010 - Communications DVR Inc. (the "Corporation" or "DVR") (NEX: DVR.H), a capital pool company, is pleased to announce that it has closed its previously-announced Qualifying Transaction (see press release dated May 14, 2010) with Ressources Aurtois Inc. ("Aurtois"), the whole in accordance with TSX Venture Exchange (the "Exchange") Policy 2.4 concerning Capital Pool Companies and subject to the Exchange final approval.

Mario Bisson, the newly-appointed President and Chief Executive Officer of the Corporation, stated, "I am very pleased to announce the closing of the Qualifying Transaction, together with the \$849,350 equity raise. I look forward to updating our shareholders in the near future regarding the company's exploration and development activities."

Share Acquisition

Pursuant to the Qualifying Transaction, the Corporation acquired all of the issued and outstanding common shares in the capital of Aurtois or rights thereof from Aurtois Shareholders and Jourdan Resources Inc. in exchange for the issuance of an aggregate of (i) 8,290,000 common shares in the capital of the Corporation (each, a "DVR Shares"), at a deemed price of \$0.10 per DVR Shares, to the Aurtois Shareholders on a pro-rata basis, based on each Aurtois Shareholder's shareholding in Aurtois; and (ii) 1,250,000 DVR Shares to Jourdan Resources Inc., for an aggregate of 9,540,000 DVR Shares. Of the foregoing total 1,540,000 DVR Shares are subject to a Tier 2 value security escrow agreement entered into among DVR, Computershare Trust Company of Canada and certain Aurtois Shareholders pursuant to which such shares will be held in escrow for a period of three years from the date the Exchange issues its Final Exchange Bulletin for the Qualifying Transaction (which will be accelerated to eighteen months should Kermode graduates to become a Tier 1 Issuer on the Exchange), subject to the release provisions set out in the agreement.

An individual was granted an aggregate of 200,000 common share of the corporation at a deemed price of \$0.10 per share and a cash payment of \$27,750 as finder's fee.

Private Placement

Concurrently with the closing of the Qualifying Transaction, DVR completed a private placement of an aggregate of 294 class a units (the "A Units") at a price of \$1,000 per unit and 766 class B units (the "B Units") at a price of \$725 per unit, for aggregate gross proceeds to DVR of \$849,350. Each of the A Unit being comprised of 8,000 DVR Shares and 8,000 share purchase warrants (the "Warrants"), each Warrant entitles the holder thereof to acquire one additional common share at an exercise price of \$0.175 per share for a period of 24 months from the closing of the private placement. Each of the B Unit being comprised of 1,000 DVR Shares and 4,000 "flow-through" common shares of the Corporation at a price of \$0.15 per share

The net proceeds of the private placement will be used primarily to explore and develop the property and to further the stated business objectives of Aurtois, as described under the heading "Available Funds and Principal Purposes" in DVR's Amended Filing Statement dated April 30, 2010, a copy of which is available under DVR's issuer profile on SEDAR (www.sedar.com).

The private placement was led by Jones, Gable and Company Limited ("JGCL"). In connection with the closing of the private placement, JGCL and certain sub-agents received an aggregate cash compensation of \$61,487 and were issued an aggregate of 106 non-transferable agent's options entitling the holders thereof to acquire up to an aggregate of 106 units of DVR at an exercise price of \$1,000 per unit for a period of 24 months from the closing of the private placement. Each unit consists of 8,000 DVR Shares and 8,000 non-transferable common share purchase warrants. Each whole warrant entitles the holder thereof to acquire one additional common share at an exercise price of \$0.175 per share for a period of 24 months from the closing of the private placement.

In addition, JGCL was granted an aggregate of 500,000 warrants entitling it to acquire up to an aggregate of 500,000 common shares at an exercise price of \$0.10 per share for a period of 24 months from the closing of the private placement.

Under applicable securities legislation and the policies of the Exchange, all of foregoing securities issued pursuant to the private placement as well as the 200,000 common shares issued to the finder are subject to a "hold period" expiring on December 1, 2010.

Board of Directors and Officers

In connection with the closing of the Qualifying Transaction, Gus Berdebes, Marc Duplessis, Marc Evrard, Marc Lafontaine and Georges Vacher resigned as directors of DVR as well as Jean-Luc Calonne as president and Mario Bisson, Christian Caplette, Jacques Brunelle, Gordon Neil Hendrickson, André Dumont et Pierre Barnard were appointed to the Board of Directors of DVR.

Mario Bisson is the President and Chief Executive of DVR, Christian Caplette is the Chief Financial Officer of DVR and Pierre Barnard is the Corporate Secretary of DVR.

The Corporation

The common shares of DVR will continue to be listed on the Exchange under the trading symbol "ROD", and are expected to recommence trading in the coming days. As a result of the closing of the Qualifying Transaction and the concurrent private placement, there are 18,752,000 common shares of DVR issued and outstanding.

DVR's business will consist, from now on, of operating its 100% subsidiary, Ressources Aurtois Inc., a mineral exploration company, whose head office is located in Val-d'Or, Québec, that hold a 100% interest in two mining properties located in Abitibi and Témiscamingue; the "Belleterre Extrême Est" property, located near the former Belleterre mine, and the "Stella" property, located in the Tavernier township.

For further information:

Communications DVR Inc.

1235, 3^e Avenue

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Canada J9P 6C3

Attention : Mario Bisson, president

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Neither 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.

The securities offered pursuant to the private placement have not been and will not be registered under the United States Securities Act of 1933, as amended (the "U.S. Securities Act"), or the securities laws of any state of the United States and these securities may not be offered or sold, directly or indirectly, within the United States or to or for the account or benefit of a U.S. person (as defined in Regulation S under the U.S. Securities Act) without registration under the U.S. Securities Act and any applicable state securities laws unless an exemption from registration is available. This news release is not an offer to sell or the solicitation of an offer to buy the securities in any jurisdiction.