

**FORM 51-102F3
Material Change Report**

ITEM 1. NAME AND ADDRESS OF COMPANY

New Dimension Resources Ltd. (the "Issuer")
Suite #860 – 625 Howe Street
Vancouver, British Columbia
V6C 2T6

ITEM 2. DATE OF MATERIAL CHANGE

May 8, 2009

ITEM 3. NEWS RELEASE

May 8, 2009

ITEM 4. SUMMARY OF MATERIAL CHANGE

The Issuer intends to complete a non-brokered private placement of up to 6,000,000 Units at a price of \$0.05 per Unit. Each Unit shall be comprised of one common share and one warrant. Each warrant will entitle the holder to acquire one common share of New Dimension for 24 months from the closing date at a price of \$0.10 in the 12 months immediately following the closing date and \$0.20 thereafter.

ITEM 5. FULL DESCRIPTION OF MATERIAL CHANGE

See attached press release.

ITEM 6. RELIANCE ON SUBSECTION 7.1(2) or (3) OF NATIONAL INSTRUMENT 51-102

This report is not being filed on a confidential basis.

ITEM 7. OMITTED INFORMATION

There are no significant facts required to be disclosed herein which have been omitted.

ITEM 8. EXECUTIVE OFFICER

Contact: Fred Hewett, President
Telephone: 604-687-7545

ITEM 9. DATE OF REPORT

May 11, 2009

May 08, 2009

#09-02

**NOT FOR DISTRIBUTION TO UNITED STATES NEWSWIRE SERVICES OR FOR
DISSEMINATION IN THE UNITED STATES**

New Dimension \$300,000 Private Placement

New Dimension Resources Ltd. (TSXV: NDR) (the “Company” or “New Dimension”) intends to complete a non-brokered private placement of up to 6,000,000 Units at a price of \$0.05 per Unit. Each Unit shall be comprised of one common share and one warrant. Each warrant will entitle the holder to acquire one common share of New Dimension for 24 months from the closing date at a price of \$0.10 in the 12 months immediately following the closing date and \$0.20 thereafter. The warrants will be subjected to an accelerated exercise provision if the share price of New Dimension trades at or above \$0.35 for 10 or more consecutive trading days.

New Dimension shall pay a finders fee in respect of purchasers of securities introduced to the Company by the Finder. The finders’ fee shall equal 7% of the aggregate amount paid by purchasers, to be paid by cash or the issue of Units of the Company at the election of the Company. The Finder may also receive broker warrants (the “Broker Warrants”) equal to 7% of the Units issued pursuant to this Offering. The Broker Warrants will have the same terms as the Units and be exercisable into common shares for 24 months from the closing date at a price of \$0.10 in the 12 months immediately following the closing date and \$0.20 thereafter.

Net proceeds of this private placement will be used to further the Company’s exploration projects, fund possible new acquisitions and for general working capital.

The Units will be offered and sold by way of private placement exemptions in all provinces and jurisdictions of Canada, other than Quebec, as to be mutually agreed to by the Company and the Agent, into the United States via Rule 144A or in such other manner as not to require registration under the United States Securities Act of 1933, as amended, and into jurisdictions outside of Canada and the US.

This private placement share offering is subject to, among other things, receipt by New Dimension of all necessary regulatory approvals, including the approval of the TSX Venture Exchange and a hold period of 4 months for all issued securities.

ON BEHALF OF THE BOARD

NEW DIMENSION RESOURCES LTD.

“Fred G. Hewett”

**Fred G. Hewett, P.Eng.
President & CEO**

**For further information please contact Fred Hewett or Chris Curran
at (604)687-7545 or (888)338-2200**

**** INTERNET ADDRESS: www.newdimensionresources.com ** Email:
info@northair.com**

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 news release.

This news release may contain forward looking statements which are not historical facts, such as ore reserve estimates, anticipated production or results, sales, revenues, costs, or discussions of goals and exploration results, and involves a number of risks and uncertainties that could cause actual results to differ materially from those projected. These risks and uncertainties include, but are not limited to, metal price volatility, volatility of metals production, project development, ore reserve estimates, future anticipated reserves and cost engineering estimate risks, geological factors and exploration results. See New Dimension's filings for a more detailed discussion of factors that may impact expected results.

This news release does not constitute an offer to sell or solicitation of an offer to sell any securities in the United States. The securities have not been and will not be registered under the United States Securities Act of 1933, as amended (the "U.S. Securities Act") or any state securities laws and may not be offered or sold within the United States or to U.S. Persons unless registered under the U.S. Securities Act and applicable state securities laws or an exemption from such registration is available.