

**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**

June 22, 2009

**ITEM 3. NEWS RELEASE**

June 22, 2009

**ITEM 4. SUMMARY OF MATERIAL CHANGE**

The Issuer announces that it has closed its non-brokered private placement with the issuance of 9,505,000 Units at a price of \$0.05 per Unit for gross proceeds of \$475,250. The financing was over-subscribed.

**ITEM 5. FULL DESCRIPTION OF MATERIAL CHANGE**

See attached press release for further details.

**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**

June 25, 2009

June 22, 2009

#09-04

**New Dimension Completes Oversubscribed Non Brokered Private Placement**

**New Dimension Resources Ltd. (TSXV: NDR) (the “Company” or “New Dimension”)** announces that it has closed its non-brokered private placement with the issuance of 9,505,000 Units at a price of \$0.05 per Unit for gross proceeds of \$475,250 representing an oversubscription of \$175,250 from the previously announced amount of \$300,000. Each Unit is comprised of one common share and one common share purchase 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 for the 12 months immediately following the closing date and \$0.20 thereafter. The warrants will be subject 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.

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.

New Dimension paid finders fees in respect of certain purchasers of securities introduced to the Company by the finder, all of whom are at arms length. The finders fees equaled 7% of the aggregate amount subscribed to by those purchasers (which totaled 8,300,000) and were paid as to 7% in Units, with these Units having the same terms as the Units issued to the placees. The finders were also issued 581,000 broker’s warrants, which may be exercisable into common shares for 24 months from the closing date at a price of \$0.10 for the 12 months immediately following the closing date and \$0.20 thereafter.

The common shares issued and the common shares underlying the warrants are subject to a four month hold period that expires on October 19, 2009.

ON BEHALF OF THE BOARD

**NEW DIMENSION RESOURCES LTD.**

*“Fred G. Hewett”*

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**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](http://www.newdimensionresources.com) \*\***

**Email: [info@northair.com](mailto:info@northair.com)**

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*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.*