

51-102F3 Material Change Report [F]

Published December 29, 2006

Effective December 29, 2006

Item 1 Name and Address of Company

Golden Dory Resources Corp.
50 McCurdy Drive
Gander, NFLD A1V 1A2

Item 2 Date of Material Change

April 24, 2009

Item 3 News Release

The news release dated April 24, 2009 was disseminated through Canada Stockwatch and Market News under section 7.1 of National Instrument 51-102.

Item 4 Summary of Material Change

Please refer to attached news release.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

Please refer to attached news release.

5.2 Disclosure for Restructuring Transactions

N/A

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

N/A

Item 7 Omitted Information

N/A

Item 8 Executive Officer

Kevin Keats, President and CEO, Golden Dory Resources Corp.

Item 9 Date of Report

April 27, 2009

PRESS RELEASE

Golden Dory Resources Corporation Closes Non-brokered Private Placement

TSX.V-GDR

FOR IMMEDIATE RELEASE

GANDER, NEWFOUNDLAND – April 24, 2009 – Kevin Keats, President of Golden Dory Resources Corporation reports that it has closed a non-brokered private placement. The private placement consists of 1,200,000 Units at \$0.05 per Unit for gross proceeds of \$60,000. Each Unit consists of one common share and one-half non-transferable common share purchase warrant, with each whole warrant entitling the holder to acquire one common share of the Company at an exercise price of \$0.10 for a period of two years following the issuance date.

An insider purchased 200,000 units. There were no finder's fees. The gross proceeds from the issue will be used for general working capital.

About Golden Dory Resources Corporation

Golden Dory is focused on gold, uranium and base metal exploration in Newfoundland and Labrador, Canada. Golden Dory has 100% interests in the Brady and Little Rattling Brook gold properties, the Sterling copper/cobalt property, and the Burin uranium property. The company has a 50% interest in the Sims Ridge uranium property in western Labrador, and a 20% interest in the Portage Lake nickel/copper property in western Newfoundland and the company can earn up to a 70% interest in the recently optioned Huxter Lane gold property. Golden Dory is seeking partners to jointly explore most of its mineral properties.

This news release has been reviewed and approved by Timothy Froude, P. Geo., a "Qualified Person" under National Instrument 43-101.

For further information contact Kevin D. Keats, President and CEO of Golden Dory at (709) 256-4201.

Investors are cautioned that trading in the securities of the Corporation should be considered highly speculative. The TSX Venture Exchange Inc. has neither approved nor disapproved the contents of this press release. Except for historical information contained herein, this news release contains forward-looking statements that involve risks and uncertainties. Actual results may differ materially. Golden Dory will not update these forward-looking statements to reflect events or circumstances after the date hereof. More detailed information about potential factors that could affect financial results is included in the documents filed from time to time with the Canadian securities regulatory authorities by Golden Dory.

(Not for dissemination in the United States of America)