

## 51-102F3 Material Change Report

### Item 1 Name and Address of Company

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

### Item 2 Date of Material Change

May 6, 2013

### Item 3 News Release

The news release dated May 6, 2013 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

May 10, 2013

**GOLDEN DORY ADOPTS ADVANCE NOTICE POLICY**

**TSX.V-GDR**

**FOR IMMEDIATE RELEASE**

**GANDER, NEWFOUNDLAND – May 6, 2013** – Golden Dory Resources Corp. ("Golden Dory" or the "Company") announces that its board of directors has adopted an advance notice policy (the "Policy") in order to facilitate an orderly and efficient annual general meeting or, where the need arises, special meeting, to ensure that all shareholders receive adequate notice of director nominations and sufficient information with respect to all nominees, and to allow shareholders to register an informed vote having been afforded reasonable time for appropriate deliberation.

The Policy, among other things, fixes a deadline by which holders of record of common shares must submit director nominations to the Secretary of the Company prior to any annual or special meeting of shareholders and sets forth the specific information that a shareholder must include in the written notice to the Secretary of the Company for an effective nomination to occur. No person will be eligible for election as a director of the Company unless nominated in accordance with the provisions of the Policy.

In the case of an annual meeting of shareholders, notice to the Company must be made not less than 30 nor more than 65 days prior to the date of the annual meeting; provided, however, that in the event that the annual meeting is to be held on a date that is less than 50 days after the date on which the first public announcement of the date of the annual meeting was made, notice may be made not later than the close of business on the 10th day following such public announcement.

In the case of a special meeting of shareholders (which is not also an annual meeting), notice to the Company must be made not later than the close of business on the 15th day following the day on which the first public announcement of the date of the special meeting was made.

The Policy is in full force and effect as of April 4, 2013. In accordance with the terms of the Policy, the Policy will be put to shareholders of the Company for approval at the next annual general and special meeting (the "Meeting"), which is scheduled for May 15, 2013. If the Policy is not confirmed at the Meeting, the Policy will terminate and be of no further force and effect following the termination of the Meeting.

About Golden Dory Resources Corp.

Golden Dory Resources Corp. (TSX.V-GDR) is primarily focused on iron ore exploration at the Iron Horse Project in Newfoundland & Labrador, Canada; and in the Long Canyon district (Pequop South), and Reef properties in the state of Nevada, USA.

This news release has been reviewed and approved by Timothy Froude, P. Geo., a "Qualified Person" under National Instrument 43-101. For further information, please contact Kevin D. Keats, President and CEO of Golden Dory at (709) 256-4201, or Jeremy Hill, CHF Investor Relations at (416) 868-1079.

Neither the 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.

*Investors are cautioned that trading in the securities of the Company 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.*