

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

**Item 1            Name and Address of Company**

Gold Bullion Development Corp. (the Company")  
PO Box 847, 48 Ferland Avenue  
Haileybury, Ontario P0J 1K0

**Item 2            Date of Material Change**

December 24, 2009.

**Item 3            News Release**

News release was disseminated on December 24, 2009 through the services of Stockwatch and Market News.

**Item 4            Summary of Material Change**

The Company announces that it has closed the non-brokered private placement announced on December 8, 2009 through the issuance of 13,735,042 units in the capital of the Company for gross proceeds of \$961,452.94. The Company also retained Progressive I.R. Consultants Corp. to provide investor relations services to the Company at a monthly retainer of \$7,500 plus the grant of 500,000 stock options. A further 325,000 stock options were granted to another consultant.

**Item 5            Full Description of Material Change**

**5.1            Full Description of Material Change**

*Private Placement*

The Company announces that it has closed the non-brokered private placement announced on December 8, 2009. Although originally announced as an offering of up to \$950,000, the private placement was oversubscribed and the Company raised gross proceeds of \$961,452.94 through the issuance of 13,735,042 units (the "Units") at a price of \$0.07 per Unit. Each Unit consists of one common share in the capital of the Company and one transferable share purchase warrant, each warrant entitling the holder to purchase one additional common share in the capital of the Company for a period of two years from the date of issuance, at a purchase price of \$0.10 per share if exercised on or before December 21, 2010 and \$0.12 per share if exercised from December 22, 2010 to December 21, 2011.

Pursuant to the Company's press releases of December 8, 2009, an aggregate of 2,000,000 Units were subscribed for by a director of the Company and his spouse.

In connection with certain subscriptions of the private placement, the Company paid cash finders' fees to Jordan Capital Markets Inc., Union Securities Ltd. and Element and Associates in an aggregate amount of \$69,924.30, representing 10% of the gross proceeds raised through them in the private placement. In addition, the Company issued 742,850 non-transferable broker warrants to Jordan Capital Markets Inc. Each broker warrant entitles the holder to purchase one common share of the Company for a period of two years from the date of issuance, at a purchase price of \$0.10 per share if exercised on or before December 21, 2010 and \$0.12 per share if exercised from December 22, 2010 to December 21, 2011.

All securities issued by the Company pursuant to the private placement are subject to a hold period of four months and one day and cannot be resold until April 23, 2010.

Proceeds of the private placement will be used for the development of the Company's Granada Gold Mine and Castle Silver Mine.

#### Investor Relations

The Company announces that it has retained Progressive IR Consultants Corp., a company doing business as Progressive Investor Relations ("Progressive"), as its investor relations service provider. Progressive is a Vancouver based investor relations consulting company owned and managed by Kris Kottmeier. Pursuant to the terms of the agreement, Progressive will assist the Company with the development and implementation of an investor and shareholder relations and communications program.

The agreement between the Company and Progressive is for an initial period of six months, with an option to renew for a further term at the mutual agreement of both parties.

Progressive will receive a monthly retainer of \$7,500 plus GST during the term of the agreement, for an aggregate consideration of \$45,000 plus GST. The Company has also granted an option to purchase up to 500,000 common shares to Progressive, exercisable for a period of two years at an exercise price of \$0.10 per share. The options are granted pursuant to the Company's Stock Option Plan and will vest in accordance with the provisions therein and the policies of the TSX Venture Exchange, which require that options granted to a consultant providing investor relations services must vest in stages over 12 months with no more than one-quarter of the options vesting in any three month period.

The IR Agreement is subject to review and approval by the TSX Venture Exchange.

#### Stock Options

The Company also announces that it has granted stock options to a consultant to purchase up to an aggregate of 325,000 common shares of the Company, exercisable at a price of \$0.10 per share for one year, subject to regulatory approval. The options are granted in accordance with the Company's Stock Option Plan and will vest in accordance with the provisions therein and the policies of the TSX Venture Exchange.

### **5.2 Disclosure for Restructuring Transactions**

Not applicable.

#### **Item 6 Reliance on subsection 7.1(2) of National Instrument 51-102**

Not applicable.

#### **Item 7 Omitted Information**

Not applicable.

**Item 8            Executive Officer**

Frank Basa  
President and Chief Executive Officer  
Gold Bullion Development Corp.  
Tel: (416) 625-2342

**Item 9            Date of Report**

January 4, 2010