

FORM 51-102F3
Material Change Report

ITEM 1. Name and Address of Corporation

Geodex Minerals Ltd.
Suite 450, 800 West Pender Street
Vancouver, B.C.
V6C 2V6
Telephone: (604) 689-7771

(the "Corporation")

ITEM 2. Date of Material Change

October 3, 2008

ITEM 3. News Release

The Corporation's news release dated October 7, 2008 was issued in Vancouver, British Columbia.

ITEM 4. Summary of Material Change

The Corporation received final TSX Venture Exchange approval for its non-brokered private placement offering of 1,805,000 flow-through common shares at \$0.30 per share for total proceeds of \$541,500.

ITEM 5. Full Description of Material Change

The Corporation has received final TSX Venture Exchange approval for its non-brokered private placement which closed October 3, 2008. The private placement consisted of 1,805,000 flow-through common shares at \$0.30 per share for total proceeds of \$541,500. This closing of 1,805,000 flow-through common shares is the second tranche of a total placement of 4,304,998 flow-through common shares.

Proceeds of this private placement will be used for ongoing exploration and development of the Corporation's Sisson Brook and Mount Pleasant properties in New Brunswick including costs associated with the Corporation's pre-feasibility study which is currently underway. Cash commissions in the amount of \$14,490 were paid to third parties who assisted in placing a portion of the private placement. The private placement did not result in a change of control of the Corporation.

The hold period on the private placement shares expires on February 4, 2009.

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

Not Applicable

ITEM 7. **Omitted Information**

No material information has been omitted.

ITEM 8. **Executive Officer**

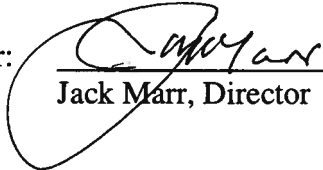
Additional information respecting the Corporation or the material changes disclosed under this form may be obtained by contacting Mr. Jack Marr at (604) 689-7771.

ITEM 9. **Date of Report**

Dated at Vancouver, British Columbia, this 14th day of October, 2008.

Geodex Minerals Ltd.

Per:



Jack Marr, Director