

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

November 10, 2008

ITEM 3. News Release

The Corporation's news release dated November 12, 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 6,865,000 units at \$0.10 per unit for total proceeds of \$686,500.

ITEM 5. Full Description of Material Change

The Corporation has received final TSX Venture Exchange approval for its non-brokered private placement which closed November 10, 2008. The private placement consisted of 6,865,000 units at \$0.10 per unit for total proceeds of \$686,500. Each unit is comprised of one common share and one share purchase warrant to purchase one additional common share at \$0.20 per share for two years following closing of the private placement. The Corporation may force conversion of the outstanding warrants on 30 days notice to the warrant holders in the event the Corporation's shares close at a trading price of \$0.50 or greater for 20 consecutive trading days.

Proceeds of this private placement will be used for operational expenses not qualifying as flow-through expenses associated with ongoing exploration and development of Geodex's Sisson Brook and Mount Pleasant properties in New Brunswick including costs associated with the Corporation's pre-feasibility study

which is currently underway. The private placement did not result in a change of control of the Corporation.

The hold period on the private placement shares expires on March 11, 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**

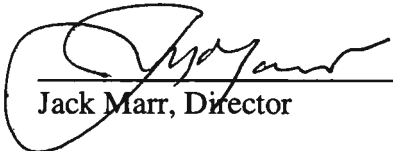
Additional information respecting the Corporation or the material changes disclosed under this form may be obtained by contacting Mr. Jack Marr at (604) 689-7771.

ITEM 9. **Date of Report**

Dated at Vancouver, British Columbia, this 18th day of November, 2008.

Geodex Minerals Ltd.

Per:



Jack Marr, Director