MATERIAL CHANGE REPORT

1. **Name and Address of Reporting Issuer:**

   Georox Resources Inc. (the "**Company**" or "**Georox**")
   Suite 206, 507 Baker Street
   Nelson, British Columbia V1L 4J2

2. **Date of Material Change:**

   April 2, 2009

3. **News Release:**

   A press release dated April 2, 2009 disclosing in detail the material summarised in this material change report was issued by the Company on April 2, 2009 and disseminated through the facilities of a recognized news service and would have been received by the securities commissions where the Company is a reporting issuer in the normal course of its dissemination.

4. **Summary of Material Change:**

   On April 2, 2009, the Company announced that it has decided not to make annual concession payments on any of its mining concessions in Ecuador. Consequently, all of the Company's mining concessions will lapse.

5. **Full Description of Material Change:**

   5.1 Full Description of Material Change:

   On April 2, 2009, the Company announced that it has decided not to make annual concession payments on any of its mining concessions in Ecuador. Consequently, all of the Company's mining concessions will lapse. The Company’s concessions have been significantly adversely affected by the Government of Ecuador’s implementation of changes to the country’s constitution and mining law on January 29, 2009 and general political and business climate in Ecuador and the Company has determined that it is uneconomic for it to continue operations in Ecuador.

   The Company has begun to look for new opportunities in order to expand or change Georox's business. The Company will rely on the expertise of management and the Board of Directors of Georox as it carries out this review and will obtain shareholder approval of any changes in business or acquisition of assets, if required by the TSX Venture Exchange and/or applicable law.

   5.2 Disclosure for Restructuring Transactions:

   Not Applicable.

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

   Not Applicable.

7. **Omitted Information:**

   Not Applicable.

8. **Senior Officer:**

   For further information, please contact:

   Burkhard Franz, President and Chief Executive Officer of the Company
   Tel: (250) 352-9923 Fax: (250) 352-9926

9. **Date of Report:**

   April 3, 2009

Cautionary Statement:

This material change report includes certain "forward looking statements". All statements other than statements of historical fact, included in this material change report, including, without limitation, statements regarding potential mineralization and reserves, exploration results, and future plans and objectives of the Company, are forward looking statements that involve risks and uncertainties. There can be no assurance that such statements will prove to be accurate and actual results and future events could differ materially from those anticipated in such statements. Important factors that could cause actual results to differ materially from the Company's expectations are exploration risks detailed from time to time in the filings made by the Company with securities regulations.