FORM 51-102F3
MATERIAL CHANGE REPORT

ITEM 1 NAME AND ADDRESS OF COMPANY

Geo Minerals Ltd.
(the "Company")
Suite 1220 - 789 West Pender Street
Vancouver, British Columbia
V6C 1H2

Item 2 Date of Material Change

April 3, 2008

Item 3 News Release

The Company disseminated the news release on April 3, 2008, via Stockwatch and Market News, and filed it via SEDAR with the British Columbia, Alberta and Ontario Securities Commissions and the TSX Venture Exchange.

Item 4 Summary of Material Change

The Company announces that it has signed a letter of agreement to acquire the right to lease 100% of the state mineral exploration permits and federal lode mining claims known as the Middle Mountain property .

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

Please see attached news release for further details.

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

None.

Item 8 Executive Officer

Mike England, President, CEO and Director, (604) 683-3995.

Item 9 Date of Report

The foregoing accurately discloses the material change referred to herein.

DATED at Vancouver, British Columbia, this 3rd day of April, 2008.

GEO MINERALS LTD.

Mike England, President, CEO and Director

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Suite 1220, 789 West Pender St. Vancouver, British Columbia
Phone: 604-683-3995/ Toll Free: 888-945-4770/Fax: 604-683-3988

GEO ACQUIRES MIDDLE MOUNTAIN COPPER TARGET IN ARIZONA

April 3rd, 2008, VANCOUVER, B.C. – **GEO MINERALS LTD. ("Geo" or the "Company") (GM-TSX:V)** is pleased to announce it has signed a letter of agreement to acquire the right to lease 100% of the State -Mineral Exploration Permits and federal lode mining claims known as the "Middle Mountain" property located in south-central Arizona granted to the privately-held Bronco Creek Exploration, Inc. ("BCE"). Pursuant to the letter of agreement, Geo will acquire a grant of all of BCE's interests and the exclusive right to mine the Middle Mountain property for a term of 20 years or longer so long as the exploration or mining activity is being conducted.

The Middle Mountain property covers approximately 7,070 acres and represents a porphyry Cu exploration target along a well-established belt of Cu mineralization that extends from the Globe-Miami district, through the Ray area and Florence in south-central Arizona.

Along the east side of the Middle Mountain Property, porphyry-Cu style alteration (intense quartz-sericite-pyrite alteration) is developed in streambed bedrock exposures over a considerable area (700 m by 1 km in dimension). The acid alteration is developed in Precambrian granites that have been locally intruded by diabase sills and Laramide-aged porphyritic intrusions and dike swarms. Copper oxide minerals are developed in some locations on the Middle Mountain property, and a previous exploration program identified a significant Cu anomaly in vegetation and enzyme leach surveys across large portions of the property. Much of the area is covered by a thin veneer of gravel; previous drilling and water well holes adjacent to the property intercepted bedrock at depths of less than 30 m.

In 2006, BCE recognized the exposures of intense, sulfide-rich QSP- style alteration in multiple locations on the property. These zones of alteration commonly represent the upper levels of productive porphyry Cu deposits. In accordance with BCE's understanding of tilting and faulting of bedrock exposures (and hosted hydrothermal systems), the core of the potential porphyry system or systems would lie beneath the shallow gravel cover to the west. Preliminary work by BCE suggests that more than one hydrothermal system was generated in the immediate area, and BCE has identified several exploration targets on the property. BCE has control over 7,070 acres of mineral rights in the area, and the BCE land position covers all of the significant target areas.

Upon approval of the TSX Venture Exchange Geo will pay US$30,000 and issue 50,000 shares to BCE. In addition, the Company will pay a further US$675,000 in advanced royalty payments and issue a further 750,000 shares over a 5 year period. BCE will retain a 2.5% NSR on the property with 0.5% available to buy back for US$1 million before year 7 of the agreement.

The technical contents of this release were approved by Geo Minerals director and qualified person as defined by National Instrument 43-101, Marvin Mitchell.

This agreement is subject to approval by the TSX Venture Exchange.

For further information we invite you to visit us at www.geominerals.ca.

Geo Minerals is a junior mineral exploration company actively seeking global opportunities with a focus on gold, base metals and uranium, for the benefit of all our stakeholders.

ON BEHALF OF THE BOARD

Signed "Michael England"

Michael England, President

FOR FURTHER INFORMATION PLEASE CONTACT:

Telephone: 1-604-683-3995

Toll Free: 1-888-945-4770
Facsimile: 1-604-683-3988

Some statements in this news release contain forward-looking information, including without limitation statements as to planned expenditures and exploration programs. These statements address future events and conditions and, as such, involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by the statements. Such factors include without limitation the completion of planned expenditures, the ability to complete exploration programs on schedule and the success of exploration programs.