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

June 13, 2008

Item 3 News Release

The Company disseminated the news release on June 13, 2008, via Stockwatch and MarketNews, 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 agreement to acquire potash rights.

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 16th day of June, 2008.

GEO MINERALS LTD.

"*Mike England*"

Mike England, President, CEO and Director

GEO MINERALS

Suite 1220, 789 West Pender St. Vancouver, British Columbia
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GEO MINERALS LTD AND ALIX RESOURCES CORP ACQUIRE POTASH RIGHTS

INCLUDING LAND BORDERING POTASH NORTH RESOURCE CORP.

June 13th, 2008, VANCOUVER, B.C. – GEO MINERALS LTD. ("Geo" or the "Company") (GM-TSX:V) and ALIX RESOURCES CORP ("Alix")(AIX-TSX:V) have signed an agreement with General Resources Inc, a private Saskatchewan company, to obtain the exclusive potash rights to a total of 84 assorted locations of freehold minerals in highly prospective potash areas of Saskatchewan. These properties total approximately 14,000 acres.

Included in this package are approximately 4,200 acres of land located 20 kilometers west of the town of Esterhazy, and approximately 25 kilometers west of the operating Esterhazy K1 and K2 underground potash mines owned by Mosaic Potash Esterhazy.

Also included are 640 acres in Manitoba along the border of Potash North Resource Corp (PON-TSX: V) and located approximately 20 kilometers north-east of Potash Corporation (POT – TSX) of Saskatchewan's Bredenbury potential Greenfield Potash Mine.

President Mike England states "We are delighted that we have been able to assemble this exceptional package of properties as part of our stated objective of creating value for all of our stakeholders. We will be providing more details, including maps and any historical data, as we obtain them."

Geo and Alix are now approaching neighboring stake holders to assemble larger land packages. In addition, the companies will be researching the database of historic drilling maintained by the Saskatchewan government and other agencies to gather any historical data available with respect to the lands contained in this agreement.

Deal terms:

A combined total of 600,000 common shares, $100,000, 60,000 warrants are payable over the two year term, evenly divided by both Geo and Alix. A 5% royalty has been granted to the vendor as well.

A finders fee will be payable in accordance with the rules of the TSX Venture Exchange.

This transaction is subject to TSX Venture Exchange approval.

About Geo Minerals Ltd.

Geo Minerals Ltd. is a Canada based mineral exploration company. The company actively seeks global opportunities with a focus on precious and base metals, as well as coal, for the benefit of all our stakeholders.

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

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GEO MINERALS LTD.
"*Michael England*"
President

FOR FURTHER INFORMATION PLEASE CONTACT:
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The TSX Venture Exchange has not reviewed and does not accept responsibility for the adequacy or accuracy of this release.