

**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

November 5, 2008

Item 3 News Release

The Company disseminated the news release on November 5, 2008, via Stockwatch and MarketWire 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 and Alix Resources Corp. have entered in to an agreement with NuCoal Energy Corp. to acquire up to an 80% interest in a prospective coal 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 6th day of November, 2008.

GEO MINERALS LTD.

"Mike England"

Mike England, President, CEO and Director



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ALIX AND GEO ANNOUNCE AGREEMENT WITH NUCOAL ENERGY CORP. FOR PROSPECTIVE COAL PROPERTY ADJOINING GOLDSOURCES “BORDER” PROPERTY

November 5, 2008, VANCOUVER, B.C. – **ALIX RESOURCES CORP (AIX-TSX:V) and GEO MINERALS LTD. (GM-TSX:V) (The “Companies”)** announce today that an agreement has been signed with a Saskatchewan based private company, NuCoal Energy Corp, to acquire up to an 80% interest in 31,904 hectares (78,836.5 acres) of prospective coal ground adjoining Goldsource’s “Border Coal Discovery” property on the Manitoba side. The Companies will also have a first right of refusal to select up to 3 additional properties located in central-north portions of Saskatchewan from a select list of NuCoal’s portfolio.

“As an investor in both NuCoal Energy and Alix Resources, 49North Management believes this joint venture is a prime example of how partners can work together to develop Saskatchewan resources through the pooling of expertise and capital,” said Tom MacNeill, Fund Manager of 49 North Resource Fund.

Steve Halabura, P.Geo. President/CEO of North Rim Exploration and Director of NuCoal Energy adds, “Exploration for coal in northern Saskatchewan is at an early stage. The company believes that the discovery of coal by Goldsource, north of Hudson Bay, is not a unique occurrence and that further exploration is justified.”

“A critical part of advancing NuCoal’s northern properties is working with companies such as Alix and Geo. They have expertise and capabilities that are required for resource exploration and a focus on coal” Alan Cruickshank, President NuCoal Energy Corp.

Terms of the deal:

Alix and Geo will pay 1 million shares each, a total of \$250,000 cash and commit to spending \$2.5 million dollars over 3 years to obtain a 60% interest in the property. The issued shares will be subject to a 2 year escrow period. Upon a bankable feasibility study being completed the Companies will earn a further 20% to reach an 80% interest.

As part of the selection process for the 3 additional properties representatives from Alix and Geo will meet with Nucoal in the very near future to analyze all available data.

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

For further information we invite you to visit www.alixresources.com, www.geominerals.ca or www.nucoalenergy.ca.

ON BEHALF OF THE BOARD

Signed "Michael England"

Michael England, President Alix Resources

Signed "Michael England"

Michael England, President Geo Minerals

Signed "Alan Cruickshank"

Alan Cruickshank, President NuCoal Energy Corp.

ALIX/GEO - FOR FURTHER INFORMATION PLEASE CONTACT:

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NUCOAL - FOR FURTHER INFORMATION PLEASE CONTACT:

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Facsimile: 1-306-651-5196

E-mail: Allison@fapartners.ca

The TSX Venture Exchange has not reviewed nor does it accept responsibility for the adequacy or accuracy of this press release.