**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**

March 26, 2009

**Item 3 Date of News Release**

The Company disseminated the news release on March 26, 2009, via Stockwatch 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 has arranged a non-brokered private placement of up to five million units at a price of 13 cents per unit for gross proceeds of up to $650,000.

**Item 5 Full Description of Material Change**

**5.1 Full Description of Material Change**

The Company has arranged a non-brokered private placement of up to five million units at a price of 13 cents per unit for gross proceeds of up to $650,000. Each unit consists of one common share and one-half common share purchase warrant. Each whole warrant entitles the holder to purchase one addition share at 15 cents per share for 12 months from date of issuance. The proceeds from the private placement will be used to pay for drilling and for working capital. A finder's fee will be payable on the private placement in accordance with the policies of TSX Venture Exchange.

**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**

N/A

**Item 8 Executive Officer**

Michael England, President, CEO and Director, (604) 683-3995
Email: englandcommunications@shaw.ca

**Item 9 Date of Report**

The foregoing accurately discloses the material change referred to herein.

DATED at Vancouver, British Columbia, this 26th day of March, 2009.

**GEO MINERALS LTD.**
*"Michael England"*

Per: Michael England

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