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 4, 2009

Item 3 Date of News Release

The Company disseminated the news release on November 4, 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 closed its $400,000 flow-through private placement announced in a news release dated October 9, 2009, as well as its $200,000 non-flow-through private placement announced in a news release dated October 26, 2009.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

Please see the attached news release for further information.

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 4th day of November, 2009.

GEO MINERALS LTD.

"*Michael England*"

Per: Michael England

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

GEO ANNOUNCES CLOSES PRIVATE PLACEMENTS

November 4, 2009, VANCOUVER, B.C. **– GEO MINERALS LTD. (**"**Geo**" or the "**Company**"**)** (GM-TSX:V) is pleased to announce that it has closed its $400,000 private placement (the "**First Private Placement**") first announced in a news release dated October 9, 2009. Pursuant to the First Private Placement, the Company issued 4,000,000 flow-through units (the "**FT Units**") at a price of $0.10 per FT Unit, for aggregate gross proceeds of $400,000. Each FT Unit is comprised of one flow-through common share (an "**FT Share**") and one non-transferable common share purchase warrant (a "**Warrant**"). Each whole Warrant entitles the holder to purchase one non flow-through common share (a "**Share**") at a price of $0.15 per Share for a period of two years from the date of issuance.

Finders' fees consisting of 297,500 broker warrants (the "**Broker Warrants**") and $29,750 in cash were paid in accordance with the policies of the TSX Venture Exchange. Each Broker Warrant will entitle the holder to purchase one Share of the Company for a period of 12 months from the date of issuance at a price of $0.10 per Share.

All securities issued pursuant to the First Private Placement are subject to a hold period expiring February 24, 2010.

The Company also announces that is has closed its $200,000 private placement (the "**Second Private Placement**") first announced in a news release dated October 26, 2009. Pursuant to the Second Private Placement, the Company issued 2,000,000 non flow-through units (the "**Units**") at a price of $0.10 per Unit, for aggregate gross proceeds of $200,000. Each Unit is comprised of one Share and one Warrant. The Warrants are on the same terms as the Warrants issued under the First Private Placement.

Finders' fees consisting of 200,000 Broker Warrants and $20,000 in cash were paid in accordance with the policies of the TSX Venture Exchange.

All securities issued pursuant to the Second Private Placement are subject to a hold period expiring March 1, 2010.

About Geo Minerals Ltd.

Geo Minerals Ltd. 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.

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

GEO MINERALS LTD.

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Michael England, President, CEO and Director

Contact:

Company Phone Number: 604-683-3995