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

May 11, 2010.

Item 3 Date of News Release

The Company disseminated the news release on May 11, 2010, issued in Vancouver, British Columbia, 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 announced completion of the geophysical surveys at Red Hills and Middle Mountain, Arizona with drilling scheduled to target coincident structural and geophysical features. The news release summarized the preliminary results of these geophysical surveys and additional geological mapping, which resulted in 31 additional claims being staked at Red Hills and the better anomalies projected at Middle Mountain will be tested in a drill program.

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

Not applicable.

Item 6 Reliance on subsection 7.1(2) or (3) of National Instrument 51-102

Not applicable.

Item 7 Omitted Information

Not applicable.

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 July, 2010.

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 MINERALS COMPLETES GEOPHYSICAL SURVEYS AT THE RED HILLS AND MIDDLE MOUNTAIN PORPHYRY COPPER PROJECTS, ARIZONA

May 11, 2010, *VANCOUVER, B.C.* – **GEO MINERALS LTD. (GM-TSX:V)** ("GEO" or the "Company") is pleased to announce completion of their geophysical surveys at Red Hills and Middle Mountain, Arizona, with drilling scheduled to target coincident structural and geophysical features. Geo Minerals has two separate option agreements with Inmet Mining Corp. to explore these porphyry copper projects (*see news release, Nov. 17, 2009*). Inmet has the option to earn a 70-per-cent interest in the Red Hills property and a 70-per-cent interest in the Middle Mountain property by making cumulative cash payments of $675,000 and exploration expenditures of $2-million over five years on each of the projects. Geo Minerals holds its interest in the projects under mining lease and option agreements with Bronco Creek Exploration Inc., a US subsidiary of Eurasian Minerals Inc., with Bronco Creek Exploration Inc. acting as manager for the work programs at both projects.

The Red Hills and Middle Mountain porphyry copper projects are located in a southwest-trending belt of porphyry-copper mineralization that includes operating mines such as Ray, Copper Cities, Miami-Inspiration, Carlotta, and the Resolution deposit with over 20 million tonnes of contained copper (JORC compliant inferred resource of 1,341 Mtonnes @ 1.51% Cu) that is presently under pre-feasibility assessment by Rio Tinto. Drilling in 2009 at Middle Mountain intersected intervals of intense alteration, with zonation consistent with a structural model of a 90 degree rotated and dismembered porphyry copper hydrothermal system. At Red Hills, drilling in 2009 included an intersection of exotic copper oxide mineralization (*see news release, Jan. 8, 2009*).

Induced polarization (IP) surveys were conducted using the Quantec Titan 24 imaging methodology, which is designed to provide resolution of targets to depths of 700 meters. A total of 36.7 line kilometers were run at Red Hills, and 16.8 line kilometers were completed at Middle Mountain. At Red Hills, three anomalies were identified of which two may merit follow-up drilling. Based on the results of the geophysical surveys and additional geological mapping, 31 additional claims at Red Hills were staked, increasing the property to 253.2 hectares (625.7 acres). At Middle Mountain, three geophysical lines generated a weak to moderate IP anomaly where target rocks were projected to depth using the existing geology and previous drill intercepts. The better anomalies will be tested in a drill program which has been approved and scheduled to begin in the coming weeks.

The technical contents of this release were approved by Dr. Tom McCandless, Technical Advisor to Geo Minerals and qualified person as defined by National Instrument 43-101.

Geo Minerals is a junior exploration company actively seeking mineral and energy opportunities for the benefit of all our stakeholders, with four active porphyry copper projects in Arizona.

Inmet Mining Corporation is a Canadian-based global mining company that produces copper, zinc and gold, with operations in Turkey, Finland, Canada and Spain.

Bronco Creek Exploration is a wholly-owned subsidiary of Eurasian Minerals with exploration properties in key mining districts of Arizona, Nevada, and Wyoming.

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

Forward-Looking Statement:

Some of the statements in this news release contain forward-looking information that involves inherent risk and uncertainty affecting the business of Geo Minerals Inc. Actual results may differ materially from those currently anticipated in such statements. Neither the TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.