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

September 8, 2010

Item 3 Date of News Release

The Company disseminated the news release on September 8, 2010, 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 announced it has acquired an option to earn a 100% interest in a 445 hectare claim block adjacent to Richfield Ventures Corp.'s Blackwater Deposit property located approximately 100 kilometres south of Vanderhoof, B.C. The Company has also acquired an option to earn a 100% interest in 14,100 hectares of ground in the Chilcotin region of south central British Columbia, approximately 110 kilometres southwest of Williams Lake, B.C.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

Please see the attached news release.

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 9th day of September, 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 ACQUIRES BC GROUND ADJACENT TO RICHFIELD VENTURES' BLACKWATER DEPOSIT PLUS GROUND IN VICINITY OF PROSPERITY MINE

September 8, 2010, *VANCOUVER, B.C.* **– GEO MINERALS LTD. (GM-TSX:V)** ("Geo" or the "Company") announces it has acquired an option to earn a 100% interest in a 445 hectare claim block adjacent to Richfield Ventures Corp.'s (V.RVC) Blackwater Deposit property located approximately 100 kilometres south of Vanderhoof, B.C. Geo has also acquired an option to earn a 100% interest in 14,100 hectares (34,800 acres) of ground in the Chilcotin region of south central British Columbia, approximately 110 kilometres southwest of Williams Lake, B.C.

The Vanderhoof claim block is within 2.5 kilometres, west-northwest, of recent drilling by Richfield Ventures, where Richfield has reported on September 2, 2010 that it intersected 281.8 metres @ 1.4g/t Gold in drill hole BW-71.

The Chilcotin ground is adjacent to Amarc Resources Ltd's. (V.AHR) joint ventured Newton Property and several claim blocks are within Amarc's 100% owned ground. Amarc's exploration program is focusing on discovering large-scale, open-pit style gold systems on approximately 3,300 square kilometres, with over $4 million budgeted for exploration (see Amarc new release dated May 27, 2010). Several claim blocks that Geo Minerals has under option were initially acquired to cover historic Minfile and ARIS database occurrences of multi-elemental geochemical anomalies, similar to those disclosed by Amarc in its December 8th, 2009 news release. Some of the Company's optioned claim blocks are surrounded by Amarc and are also in proximity to the Prosperity porphyry copper-gold deposit, which has recently received Provincial Government Mine Approval, and is owned by Taseko Mines, (T.TKO), (800 million tons average 0.23% Cu, 0.41g/t Au- Taseko Mines website).

One of the Chilcotin claim blocks optioned by Geo covers the historic 'Mike' Minfile occurrence, 092O057. Geochemical surveys completed on the claim area in 1970 delineated several anomalies of coincident copper and zinc (Assessment Report 2964, Tri-Con Exploration Surveys Ltd., report reviewed by W.G. Stevenson 1970).

Another three of the Chilcotin claim blocks, one of which is adjacent to Amarc's Newton joint venture, had alteration zones with associated geochemical anomalies identified previously during exploration work conducted in 1985. The alteration consisted of silicification, argillic alteration, calcite veining and intense fracturing.

Amarc Resources announced (see Amarc news release dated December 8th, 2009) an important new gold discovery in south-central British Columbia with drill results including 189 metres averaging 1.56g/t Au. Another press release by Amarc (see Amarc news release dated July 26, 2010) stated:

"*Previous work at Newton has shown that the most intensively developed mineralization is associated with disseminated sulphides that appear to be preferentially localized by pervasively altered volcaniclastic and epiclastic rock units. These preferred host rocks have a high permeability and an anticipated wide areal distribution -- features that are representative of a permissive environment for the development of a bulk tonnage-style mineralized system.*"

Subsequently Amarc announced on August 18, 2010 that several multi-elemental geochemical anomalies on separate areas of their 3,300 square kilometre land position had been identified.

To earn its 100% interest in the 14,545 hectares, Geo will be required to pay $20,000 and issue 1.5 million shares upon TSX Venture Exchange approval plus a further $40,000 and 1.5 million shares on or before the first anniversary date. A work program for Q3 of this year is presently being formulated. The acquisition remains subject to TSX Venture Exchange approval.

The technical contents of this release were approved by Geo's board member and qualified person as defined by National Instrument 43-101, Marvin Mitchell, P. Eng.

Geo Minerals is a junior exploration company actively seeking mineral opportunities in both British Columbia and Arizona for the benefit of all its stakeholders. For further information we invite you to visit us at www.geominerals.ca.

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

Neither 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.