

**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

December 16, 2010

Item 3 Date of News Release

The Company disseminated the news release on December 16, 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 two additional mineral claims both adjacent to, and in the 100% owned West Blackwater property, located approximately 150 kilometers south of Vanderhoof, 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 17th day of December, 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 EXPANDS WEST BLACKWATER PROPERTY

December 16th, 2010, VANCOUVER, B.C. – **GEO MINERALS LTD. (GM-TSX:V; 8G3 – FRANKFURT)** (“Geo” or the “Company”) reports it has acquired two additional mineral claims both adjacent to, and in the vicinity of, the 100 per cent owned West Blackwater property located approximately 150 kilometers south of Vanderhoof, B.C.

Claim number 834998 comprises 426.3 hectares and is contiguous on the eastern boundary with the Company’s West Blackwater property. The Company has uncovered significant soil geochemical anomalies (see PR dated December 14th, 2010) within 150 meters of the common boundary.

Claim number 834367 comprises 484.1 hectares and is located north of the West Blackwater property, separated by a narrow (450 meter) claim owned by Richfield Venture Ltd. (RVC-TSX:V), which follows the access road.

To acquire 100% of the properties Geo will pay the vendor \$25,000 plus issue 100,000 common shares.

A finders fee will be payable.

This transaction is subject to TSX Venture approval.

Geo Minerals is a junior exploration company actively seeking mineral opportunities in North America 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

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