

**Form 51-102F3
Material Change Report**

Item 1. Name and address of Company

Geomega Resources Inc. (« Geomega »)
475, avenue Victoria
Saint-Lambert (Québec) J4P 2J2
Tel : (450) 465-0099

Item 2. Date of Material Change

April 28, 2011.

Item 3. News Release

A news release was issued on April 28, 2011 at Montreal (Quebec) and disseminated via CNW Telbec.

Item 4. Summary of Material Change

Geomega proves continuity of REE mineralization between section 2+00 W and 5+00 W with 1.29% TREO over 489.6 m (1,606 feet) in MVL-11-07 and 1.38% TREO over 480.9 m (1,578 feet) in MVL-11-08.

Item 5. Full description of Material Change

Geomega reported the assay results from drill holes MVL-11-07 and MVL-11-08 proving the continuity of the rare earth mineralization between section 2+00 W and 5+00 W in the ferro-carbonatite core zone at Montviel.

Hole MVL-11-07 (azimuth 330°, dip -55°; depth: 531 m) was collared on strike, approximately 100 meters east of hole MVL-11-03 (see press release dated February 14, 2011), on section 4+00 West. The hole intersected 1.29% TREO over 489.6 m (1,606 feet) from 29.4 m to 519 m, including 1.91% TREO over 41.4 m (136 feet) from 151.9 m to 193.3 m. The hole intersected an ultramafic unit at 519 m marking the northern limit of the mineralized carbonatite body. Significant phosphate mineralization was intersected in hole MVL-11-07 with 5.31% P₂O₅ over 43.85 m (144 feet) from 29.4 m to 73.25 m. In addition, niobium oxide was intersected with 0.129% Nb₂O₅ over 489.6 m (1,606 feet), including 0.208% Nb₂O₅ over 108.8 m (357 feet) from 318 m to 426.8 m.

Hole MVL-11-08 (azimuth 323°, dip -55°; depth: 501 m) was collared on strike, approximately 100 meters west of hole MVL-11-01 (see press release dated February 8, 2011), on section 3+00 West. The hole intersected 1.38% TREO over its entire 480.9 m (1,578 feet) core length from 20.1 m to 501 m, including 2.00% TREO over 73.1 m (240 feet) from 348.6 m to 421.7 m. The hole ended in mineralization with 2.06% TREO over the last 39 m (128 feet) from 462 m to 501 m. Significant niobium oxide was intersected in hole MVL-11-08 with 0.285% Nb₂O₅ over 26.8 m (88 feet) from 351 m to 377.8 m. The mineralisation remains open West of section 5+00W, East of section 2+00W, to the South and at depth.

The Phase 1 drilling program ended on April 21, 2011 for spring break up. A total of 19 holes, totalling 9,567 meters of drilling, have now been completed in the ferro-carbonatite core zone at Montviel covering an area of approximately 700 m (2,296 feet) on strike by 400 m (1,312 feet) width and to a vertical depth up to 450 m (1,476 feet). Assay results for the remaining 12 holes are pending.

Item 6. Reliance on subsection 7.1 of National Instrument 51-102

Not applicable.

Item 7. Omitted Information

No significant facts remain confidential and no information has been omitted in this report.

Item 8. Executive Officer Knowledgeable About This Report

Name of Executive Officer: Simon Britt, President and CEO

Telephone Number: 450-465-0099

Item 9. Date of Report

May 4, 2011

(signed) "André Lacroix"

André Lacroix, Corporate Secretary

Name and Position of Signatory