MATERIAL CHANGE REPORT
FORM 51-102F3

Item 1 – Name and Address of Company

Geomega Resources Inc. ("**Geomega**" or the "**Corporation**")
475 Victoria Avenue
Saint-Lambert, Québec J4P 2J1

Item 2 - Date of Material Change

May 21, 2014.

Item 3 - News Release

News releases were disseminated on May 21, 2014, in respect of the material changes referenced in this report. Copies of the news releases are attached hereto as schedule "A" was filed with the securities regulatory authorities in the Provinces of Alberta, British Columbia, Ontario and Québec.

Item 4 - Summary of Material Change

Geomega announces that its Chief Financial Officer, Mr. Erik H. Martin, has resigned from the Company to pursue other opportunities.

Item 5 - Full Description of Material Change

Geomega announces that its Chief Financial Officer, Mr. Erik H. Martin, has resigned from the Company to pursue other opportunities. GéoMégA would like to thank Mr. Martin for his important contribution to the Company and wishes him the best with future endeavours.

The Company will immediately start the search in order to fill the vacancy.

About GéoMégA (www.geomega.ca)
GéoMégA, which owns 100% of the Montviel rare earth elements/niobium project located in Québec, is a mineral exploration and development company focused on the discovery and sustainable development of economic deposits of metals, such as rare earth elements, niobium and graphite, in Québec. GéoMégA is committed to meeting the Canadian mining industry standards and distinguishing itself with innovative engineering, stakeholders engagement and dedication to local transformation benefits.

Item 6 – Reliance on Section 7.1(2) of Regulation 51-102

Not applicable.

Item 7 - Omitted Information

Not applicable.

Item 8 - Executive Officer

For further information, please contact Simon Britt, President and Chief Executive Officer of Geomega at (450) 465-0099.

Item 9 - Date of Report

May 28, 2014.

Schedule A

PRESS RELEASE
For immediate distribution

GéoMégA ANNOUNCES CFO RESIGNATION

Montreal, May 21, 2014 – Geomega Resources Inc. ("**GéoMégA**" or the "**Company**") (TSX.V: GMA) announces that its Chief Financial Officer, Mr. Erik H. Martin, has resigned from the Company to pursue other opportunities. GéoMégA would like to thank Mr. Martin for his important contribution to the Company and wishes him the best with future endeavours.

The Company will immediately start the search in order to fill the vacancy.

About GéoMégA (www.geomega.ca)
GéoMégA, which owns 100% of the Montviel rare earth elements/niobium project located in Québec, is a mineral exploration and development company focused on the discovery and sustainable development of economic deposits of metals, such as rare earth elements, niobium and graphite, in Québec. GéoMégA is committed to meeting the Canadian mining industry standards and distinguishing itself with innovative engineering, stakeholders engagement and dedication to local transformation benefits.

49,001,283 common shares of GéoMégA are currently issued and outstanding.

Neither the TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.

For further information please contact:
Simon Britt
President and CEO
GéoMégA
(450) 465-0099
info@ressourcesgeomega.ca