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

November 20, 2014

Item 3 - News Release

News release was disseminated on November 20, 2014, in respect of the material changes referenced in this report. Copies of the news release is 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 announced the closing of a final private placement consisting of 777,778 units (the "Units") at a price of $0.18 per Unit and 2,000,000 flow-through shares (each a "Flow-Through Share") at a price of $0.25 per Flow-Through Share for aggregate gross proceeds of $640,000 (the "Private Placement").

Item 5 - Full Description of Material Change

Geomega announced the closing of a final private placement consisting of 777,778 units (the "Units") at a price of $0.18 per Unit and 2,000,000 flow-through shares (each a "Flow-Through Share") at a price of $0.25 per Flow-Through Share for aggregate gross proceeds of $640,000 (the "Private Placement").

The Company will use the proceeds of the Private Placement for the initial drilling campaign on the Anik gold project and working capital purposes.

Each Unit consists of one common share (a "Common Share") and one-half of one share purchase warrant (each whole warrant, a "Warrant"). Each whole Warrant entitles the holder thereof to acquire one additional common share at a price of $0.25 per share for a period of twenty-four (24) months from November 20, 2014 (the "Closing Date").

The Common Shares, Warrants and Flow-Through Shares acquired by the subscribers are subject to a hold period of four months plus one day and may not be traded until March 21, 2015 except as permitted by applicable securities legislation and the rules of TSX Venture Exchange.

The flow-through private placement was completed with the assistance of finder. Accordingly, the Company paid cash commission of $40,000 and issued 160,000 non-transferable options to acquire such number of common shares at a price of $0.25 exercisable for a period of twenty-four (24) months from the Closing Date.

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

November 21, 2014.

<u>**Schedule A**</u>

PRESS RELEASE
For immediate distribution

Final Private Placement Closing

Montreal, November 20, 2014 – Geomega Resources Inc. ("**GéoMégA**" or the "**Company**") (TSX.V: GMA) announces the closing of a final private placement consisting of 777,778 units (the "**Units**") at a price of $0.18 per Unit and 2,000,000 flow-through shares (each a "**Flow-Through Share**") at a price of $0.25 per Flow-Through Share for aggregate gross proceeds of $640,000 (the "**Private Placement**").

The Company will use the proceeds of the Private Placement for the initial drilling campaign on the Anik gold project and working capital purposes.

Each Unit consists of one common share (a "**Common Share**") and one-half of one share purchase warrant (each whole warrant, a "**Warrant**"). Each whole Warrant entitles the holder thereof to acquire one additional common share at a price of $0.25 per share for a period of twenty-four (24) months from November 20, 2014 (the "**Closing Date**").

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The flow-through private placement was completed with the assistance of finder. Accordingly, the Company paid a cash commission of $40,000 and issued 160,000 non-transferable options to acquire such number of common shares at a price of $0.25 exercisable for a period of twenty-four (24) months from the Closing Date.

About the Anik gold project
The Anik property is located 40 km south of the town of Chapais, in Québec and consists of 151 mining claims covering an area of approximately 8,452 hectares. The project benefits from a permanent access, public infrastructure and an experienced workforce in the immediate vicinity.

The area exhibits strong potential for gold-bearing mineralization with the Joe Mann mine (4.75 Mt at 8.26 g/t Au), Phillibert (1.4 Mt at 5.3 g/t Au) and Lake Meston (1.2 Mt at 6.25 g/t Au) deposits and several new gold discoveries made by Iamgold/TomaGold (at Monster Lake), Vanstar (at Nelligan) and Northern Superior (at Surprise Lake) within a few kilometers of the property.

NI 43-101 Disclosure
Alain Cayer, P. Geo., MSc., Vice-President Exploration of GéoMégA, is the Qualified Person under NI 43-101 guidelines who supervised and approved the preparation of the technical information in this news release.

About GéoMégA (www.geomega.ca)
GéoMégA is a mineral exploration company focused on the discovery and sustainable development of economic deposits of metals in Québec. GéoMégA is committed to meeting Canadian mining industry standards and distinguishing itself with its innovative engineering, stakeholders engagement and its dedication to local transformation benefits.

GéoMégA currently has 56,989,560 common shares issued and outstanding.

Neither 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

Cautions Regarding Forward-Looking Statements
This news release contains forward-looking statements regarding our intentions and plans. The forward-looking statements that are contained in this news release are based on various assumptions and estimates by the Company and involve a number of risks and uncertainties. As a consequence, actual results may differ materially from results forecast or suggested in these forward-looking statements and readers should not place undue reliance on forward-looking statements. We caution you that such forward-looking statements involve known and unknown risks and uncertainties, as discussed in the Company's filings with Canadian securities agencies. Various factors may prevent or delay our plans, including but not limited to, contractor availability and performance, weather, access, mineral prices, success and failure of the exploration and development carried out at various stages of the program, and general business, economic, competitive, political and social conditions. The Company expressly disclaims any obligation to update any forward- looking statements, except as required by applicable securities laws.