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

June 19, 2015

Item 3 - News Release

News release was disseminated on June 19, 2015 in respect of the material changes referenced in this report. A copy 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 private placement consisting of 1,311,112 units (the “Units“) at a subscription price of $0.18 per Unit and 2,608,000 flow-through shares (each a “Flow-Through Share“) at a subscription price of $0.23 per Flow-Through Share for gross proceeds of $835,840.

Item 5 - Full Description of Material Change

Geomega announced the closing of a first tranche of a private placement consisting of 1,311,112 units (the “Units“) at a price of $0.18 per Unit and 2,608,000 flow-through shares (each a “Flow-Through Share“) at a price of $0.23 per Flow-Through Share for aggregate gross proceeds of $835,840 (the “Private Placement”). The Company anticipates to close the final tranche of the offering on or about June 30, 2015.

The Company will use the proceeds of the Private Placement for surface exploration on its gold projects portfolio 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 $0.23 per share for a period of twenty-four (24) months from June 19, 2015 (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 from the closing date except as permitted by applicable securities legislation and the rules of TSX Venture Exchange.

The Company has the right to force the exercise of the Warrants if, after the hold period of four months plus one day, the volume weighted average price (VWAP) of the Common Share exceeds $0.50 for at least 10 days. Holders of Warrants shall have 30 days to exercise the Warrants following notification by the Company, failing which the Warrants will automatically expire.

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

June 25, 2015.

Schedule A

NEWS RELEASE
For immediate distribution

First Tranche Closing of a Private Placement

Montreal, June 19, 2015 – Geomega Resources Inc. ("**GéoMégA**" or the "**Company**") (TSX.V: GMA) announces the closing of a first tranche of a private placement consisting of 1,311,112 units (the "**Units**") at a price of $0.18 per Unit and 2,608,000 flow-through shares (each a "**Flow-Through Share**") at a price of $0.23 per Flow-Through Share for aggregate gross proceeds of $835,840 (the "**Private Placement**"). The Company anticipates to close the final tranche of the offering on or about June 30, 2015.

The Company will use the proceeds of the Private Placement for surface exploration on its gold projects portfolio 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 $0.23 per share for a period of twenty-four (24) months from June 19, 2015 (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 from the closing date except as permitted by applicable securities legislation and the rules of TSX Venture Exchange.

The Company has the right to force the exercise of the Warrants if, after the hold period of four months plus one day, the volume weighted average price (VWAP) of the Common Share exceeds $0.50 for at least 10 days. Holders of Warrants shall have 30 days to exercise the Warrants following notification by the Company, failing which the Warrants will automatically expire.

About GéoMégA (www.geomega.ca)
GéoMégA is a mineral exploration and evaluation company focused on the discovery and sustainable development of economic deposits of metals 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.

60,908,672 common shares of GéoMégA are currently 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 ext. 4

Kiril Mugerman
Director of Corporate Development
GéoMégA
450-465-0099 ext.3

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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 forecasted 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.