

**MATERIAL CHANGE REPORT
FORM 51-102F3**

Item 1 - Name and Address of Company

Geomega Resources Inc. (“Geomega” or the “Corporation”)
75, De Mortagne blvd
Boucherville, Québec J4B 6Y4

Item 2 - Date of Material Change

May 24, 2017

Item 3 - News Release

A News release was disseminated on May 25, 2017 in respect of the material change referenced in this report. Copy of the news release is attached hereto as schedule “A” 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 Ms. Vicky Lavoie has resigned from the board of directors of the Corporation effective as of May 24, 2017.

Item 5 - Full Description of Material Change

Geomega announces that Ms. Vicky Lavoie has resigned from the board of directors of the Corporation effective as of May 24, 2017.

Ms. Lavoie is stepping down from her role as a director to devote more time to her other business interests. She expressed confidence in GéoMégA’s leadership and prospects and further indicated that she intends to remain an important shareholder of GéoMégA, through her control of Nexolia Investments Inc.

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 Kiril Mugerman, President and Chief Executive Officer of Geomega at 450-641-5119 ext.5653.

Item 9 - Date of Report

May 25, 2017

Schedule A



NEWS RELEASE
For immediate distribution

Geomega Resources announces Resignation of Director

Montréal, May 25, 2017 – Geomega Resources Inc. (“**GéoMégA**” or the “**Corporation**”) (TSX.V: GMA) announces that Ms. Vicky Lavoie has resigned from the board of directors of the Corporation effective as of May 24, 2017.

Ms. Lavoie is stepping down from her role as a director to devote more time to her other business interests. She expressed confidence in GéoMégA’s leadership and prospects and further indicated that she intends to remain an important shareholder of GéoMégA, through her control of Nexolia Investments Inc.

Kiril Mugerma, President & CEO commented that “Ms. Lavoie is a very active, enthusiastic and successful Quebec based entrepreneur that brought a different perspective to the company with her vast entrepreneurial experience. Her support and guidance have been an asset to Geomega and we wish her the best in her new and continued ventures.”

The management and board of directors would like to thank Ms. Lavoie for her valuable contribution to the Corporation and wish her all the best in her future endeavours.

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.

78,258,049 common shares of GéoMégA are currently issued and outstanding.

About Innord

Innord is a private subsidiary of GéoMégA of which GéoMégA owns 96.1%. The goal of Innord Inc. is to develop and optimize the proprietary separation process of rare earth elements based on electrophoresis, for which it holds all the rights. Electrophoresis is the migration of charged species (ions, proteins, particles) in solution in the presence of an electric field. Innord has filed patents in Canada and the United States to protect its novel separation process and is looking to file in other jurisdictions.

For further information, please contact:

Kiril Mugerman

President and CEO

GéoMégA

450-641-5119 ext.5653

kmugerman@geomega.ca

Cautions Regarding Forward-Looking Statements

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.

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 Corporation 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 Corporation'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 Corporation expressly disclaims any obligation to update any forward- looking statements, except as required by applicable securities laws.