

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

Item 1 - Name and Address of Company

Geomega Resources Inc. (“**Geomega**” or the “**Corporation**”)
75, boul. de Mortagne
Boucherville, Québec
J4B 6Y4

Item 2 - Date of Material Change

September 19, 2017

Item 3 - News Release

News release was disseminated on September 19, 2017, in respect of the material changes referenced in this report. Copies of the news release is attached hereto as schedule “A”.

Item 4 - Summary of Material Change

Geomega announced the results of the development of the separation technology that are being developed by it’s private subsidiary Innord Inc. The company processed an industrial residue to produce a high purity REE concentrate (99% TREO) and 99.8% cobalt hydroxide. Nd and Dy were separated to 95% purity with recovery of up to 90% in a single run. Ree concentration per unit volume was 1,250 times higher than that in 2016 and the total capacity has reached 1kg of REO per run.

Item 5 - Full Description of Material Change

5.1 Full Description of Material Change

Please refer to Schedule A for details.

5.2 Disclosure for Restructuring Transactions

Not applicable.

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

Not applicable.

Item 7 - Omitted Information

Not applicable.

Item 8 - Executive Officer

Kiril Mugerman
President and CEO
Tel: 450-641-5119 ext.5653

kmugerman@geomega.ca

Item 9 - Date of Report

September 21, 2017.



NEWS RELEASE
For immediate distribution

GéoMégA subsidiary Innord Separates Nd and Dy with 95% Purity in addition to 99.8% Purity Cobalt from Industrial Residue

HIGHLIGHTS:

- An industrial residue was processed to produce a high purity REE concentrate (99% TREO) and 99.8% cobalt hydroxide
- Nd and Dy oxides separated with purity of up to 95% REE and recovery of up to 90% in a single run prior to recirculation and reprocessing
- REE concentration per unit volume 1,250 times higher than that in 2016
- Total capacity of prototypes approximately 1 kg of REO per run

Montreal, September 19, 2017 – Geomega Resources Inc. (“**GéoMégA**” or the “**Corporation**”) (TSX.V: GMA) is pleased to announce that Innord Inc. (“**Innord**”), a private subsidiary controlled by GéoMégA, successfully processed an industrial residue and produced a high purity rare earth elements concentrate (“**REE**”), a high purity cobalt product and is advancing separation of Neodymium and Dysprosium using its proprietary technology based on electrophoresis which has reached to date 95% purity for each oxide.

The industrial residue that has been successfully processed, has been identified to date in North America, Europe and Asia and is running on average, depending on the source, at grades between 40% and 50% TREO and between 1% and 2% cobalt. The residues typically contain up to 4 different REE, the main ones being Neodymium (Nd) and Dysprosium (Dy), which are critical in the production of permanent magnets. The Corporation is continuing to search for additional sources of this industrial residue and other residues for continued testing of its technology.

The REE concentrate produced achieved high purities of 99% TREO. Cobalt by-product was isolated in the form of cobalt hydroxide ($\text{Co}(\text{OH})_2$) with a purity of 99.8%, typical market grade cobalt material. The Corporation will be contacting several end-users to validate whether the cobalt by-product could be qualified as battery grade purity.

Separation of Nd and Dy oxides from the REE concentrate and scale up of the technology has been just as successful. Currently, the grade achieved for each oxide is in the 95% range with a single run recovery of up to 90%. Work is ongoing to reach 99% purity and ultimately the Corporation hopes to achieve

commercial grades in the near future. If commercial grades are achieved, samples will be submitted for validation with end users that the Corporation has been in discussions with. In terms of scale up, the progress relative to the June 21, 2016 press release has been exponential. The process has been significantly simplified, which management believes will allow for a more cost-effective scaling to pilot size in the future. The concentration of REE per unit volume increased significantly and is now at least 1,250 times higher than that reported in 2016 which may result in further reduction in costs and footprint. All these process modifications resulted in the total capacity of the prototypes reaching approximately 1kg of REO per run.

The process has been tested on commercial mine concentrate containing all the 14 elements (the same concentrate that was used for tests in spring of 2014) for the purpose of initial group separation. Initial trials have been successful and further tests will be conducted to produce high purity individual oxides.

The following table presents the comparison and the progress from 2014 to 2017:

	Winter 2014	Summer 2016	Fall 2017
Number of separation units	1 in Germany	3, in-house	3, in-house
Total Capacity of prototypes, g_{REO}/run	< 1	≈ 10	≈ 1,000
Approx. Cost of the prototypes (\$)	150,000	15,000	15,000
Type of sample separated	Synthetic	Synthetic	Industrial Residue*
Purity (% in solution) of separated REE	94 to 98	85 to 90	85 to 95
Single run recovery (%)**	70 to 90	40 to 55	60 to 90

*Due to higher capacity, synthetic samples may become expensive and are less representative

**No recirculation of the output has been considered in this information. Please note that the data has been provided for the sake of comparison only and does not reflect the recovery or the purity limit of the technology. The recirculation and reprocessing of the unreacted material is an important part of many chemical processes to maintain high recovery rates and will be used here, if needed, to increase recovery and purity.

“Industrial residues are the ideal feed for developing, calibrating and optimizing our proprietary technology and to prepare it for the mining industry all the while potentially producing cash flow for the company and helping recycle valuable natural resources which are going today to waste piles. Our technology addresses all the environmental concerns that rare earths separation entails today – flexible that it can process various rare earth feeds, sustainable and most importantly no organic solvents used. Having found rare earth residues that contained an interesting quantity of cobalt was an unexpected yet very welcome bonus. Cobalt is a highly sought after element today with high demand for lithium ion batteries which are used together with permanent-magnet AC (PMAC) motors in electric vehicles. Establishing a market presence through a product range of Nd, Dy and Co from industrial residues is a perfect fit for the Montviel project which will be primarily focused on the Nd market as well.

Two years ago, we knew what the main challenges were and we tackled them one by one. The high concentration conditions that we operate in today give us an enormous flexibility for scale up. We used off the shelf equipment that we adapted to our process and as a result we have what we believe to be an easily scalable technology that we will be demonstrating one module at a time. Our next objective is to reach 99% grade for Nd and Dy oxides from this residue and then move on to separation from other residues that are enriched in other REE including neighbor elements. All this data will be then used to complete an engineering study for the initial industrial / pilot unit which will provide reliable capital and operating cost estimates.” commented Kiril Mugerman, President and CEO of GéoMégA and Innord.

All the sample analyses have been performed internally by Innord Inc. using ICP-OES.

All the experiments and the technology development have been conducted and supervised by Dr. Pouya Hajiani, CTO of Geomega and he approves the technical information in this press release.

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 Inc.

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 statements that may constitute “forward-looking information” or “forwardlooking statements” within the meaning of applicable Canadian securities legislation. Forward-looking information and statements may include, among others, statements regarding future plans, costs, objectives or performance of the Corporation, or the assumptions underlying any of the foregoing. In this news release, words such as “may”, “would”, “could”, “will”, “likely”, “believe”, “expect”, “anticipate”, “intend”, “plan”, “estimate” “target” and similar words and the negative form thereof are used to identify forward-looking statements. Forward-looking statements should not be read as guarantees of future performance or results, and will not necessarily be accurate indications of whether, or the times at or by which, such future performance will be achieved. No assurance can be given that any events anticipated by the forward-looking information will transpire or occur, including additional closings of the private placement referred to above, or if any of them do so, what benefits the Corporation will derive. Forward-looking statements and information are based on information available at the time and/or management's good-faith belief with respect to future events and are subject to known or unknown risks, uncertainties, assumptions and other unpredictable factors, many of which are beyond the Corporation's control. These risks, uncertainties and assumptions include, but are not limited to, those described under “Risk Factors” in the Corporation's annual management's discussion and analysis for the fiscal year ended May 31, 2017, which is available on SEDAR at www.sedar.com; they could cause actual events or results to differ materially from those projected in any forward-looking statements. The Corporation does not intend, nor does the Corporation undertake any obligation, to update or revise any forward-looking information or statements contained in this news release to reflect subsequent information, events or circumstances or otherwise, except if required by applicable laws.