

**Form 51-102F3
Material Change Report**

Item 1 Name and Address of Company

GeoNovus Minerals Corp.
(the "**Company**")
Suite 1220 - 789 West Pender Street
Vancouver, British Columbia V6C 1H2

Item 2 Date of Material Change

December 28, 2012

Item 3 Date of News Release

The Company disseminated the news release on December 28, 2012, via Stockwatch and filed it via SEDAR with the British Columbia, Alberta and Ontario Securities Commissions and the TSX Venture Exchange.

Item 4 Summary of Material Change

The Company announced that further to its news releases dated November 28, 2012 and December 13, 2012, it has completed the first tranche of a non-brokered private placement of 4,923,000 non flow-through units at a price of \$0.065 per unit for gross proceeds of approximately \$319,995.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

Please see attached news release.

5.2 Disclosure for Restructuring Transactions

N/A

Item 6 Reliance on subsection 7.1(2) or (3) of National Instrument 51-102

N/A

Item 7 Omitted Information

N/A

Item 8 Executive Officer

Michael England, President, CEO and Director, (604) 683-3995
Email: englandcommunications@shaw.ca

Item 9 Date of Report

The foregoing accurately discloses the material change referred to herein.

DATED at Vancouver, British Columbia, this 28th day of December, 2012.

GEONOVUS MINERALS CORP.

"Michael England"

Per: Michael England



Suite 1220, 789 West Pender St. Vancouver, British Columbia
Phone: 604-683-3995/ Toll Free: 888-945-4770/Fax: 604-683-3988

GEONOVUS ANNOUNCES CLOSING OF FIRST TRANCHE OF PRIVATE PLACEMENT

December 28, 2012, VANCOUVER, B.C. – **GEONOVUS MINERALS CORP. (TSX-V:GNM)** (“**GeoNovus**” or the “**Company**”) is pleased to announce that further to its news releases dated November 28, 2012 and December 13, 2012, it has completed the first tranche of a non-brokered private placement of 4,923,000 non flow-through units at a price of \$0.065 per unit (the “**NFT Units**”) for gross proceeds of \$319,995 (the “**Offering**”).

Each NFT Unit consists of one common share (the “**Shares**”) and one Share purchase warrant of the Company (a “**Warrant**”). Each Warrant will entitle the holder to purchase one Share (a “**Warrant Share**”) for a period of 18 months from the closing date at an exercise price of \$0.10 per Warrant Share.

The Company issued to the finders under the Offering a total of 140,000 Share purchase warrants to purchase up to 140,000 Shares at a price of \$0.10 per Share for a period of 12 months. In addition, the Company paid cash commissions to the finders totalling \$9,100.

The Shares and Warrants issued pursuant to the private placement and any Shares issued on exercise of the Warrants are subject to a four-month resale restriction that expires on April 22, 2013.

Any proceeds raised from the FT Private Placement will be used for exploration expenditures on the Company’s Canadian mineral projects. The proceeds raised from the offering of NFT Units will be used for general corporate purposes and advancing its various properties.

GeoNovus Minerals Corp. is a junior exploration company actively seeking mineral opportunities for the benefit of all of its stakeholders, with three active porphyry copper exploration projects in Arizona.

ON BEHALF OF THE BOARD

Signed “Michael England”

Michael England, President

FOR FURTHER INFORMATION PLEASE CONTACT:

Telephone: 1-604-683-3995; Toll Free: 1-888-945-4770; Facsimile: 1-604-683-3988, www.geonovusminerals.com

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