

FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

GeoNovus Media Corp. (the "Issuer")
Suite 1240 – 789 West Pender Street
Vancouver, British Columbia V6C 1H2

Item 2 Date of Material Change

February 9, 2016

Item 3 News Release

A news release was issued and disseminated on February 9, 2016 and filed with SEDAR and the Canadian Securities Exchange.

Item 4 Summary of Material Change(s)

The Issuer announced that it had entered into a binding letter of intent with Triton Films Inc. ("Triton") for options to acquire percentages of Triton's interest in up to 6 feature film projects (the "LOI").

The Issuer has agreed to exercise 5 of the options by making the payments set out in the table below to Triton within 30 days' of executing the LOI to acquire the following percentages of Triton's interest in 5 films:

| Payment Value (CAD) | Form of Payment | Percentage of Triton's Interest in a Feature Film Project Acquired by the Issuer |
|------------------------|--------------------------|---|
| \$25,000 | Common Shares | 12.5% |
| \$14,000 | Common Shares | 40% |
| \$13,500 | Common Shares | 12.5% |
| \$10,000 | Common Shares or cash | 25% |
| \$17,500 | Cash | 17.5% |

With the exception of one of the films, for which the full purchase price is \$35,000 payable by the issuance of common shares of the Issuer to Triton, the purchase price to exercise each of the options is payable in increments and exercisable upon the achievement of certain milestones. If the Issuer fully exercises any of the options, the Issuer will provide bonus payments to Triton upon the occurrence of certain milestones.

Triton is owned by Gabriel Napora, a director of the Issuer. Therefore, the LOI constitutes a related party transaction. The Issuer will obtain minority shareholder approval if required to do by *Multilateral Instrument 61-101 - Protection of Minority Security Holders in Special Transactions*.

The initial exercise of the options will not require shareholder approval but if the Issuer is required to issue securities or pay a sum of money that would result in the fair market value of the transaction being more than 25% of the Issuer's market capitalization, then the Issuer will be required to obtain approval from the majority of its minority shareholders. There can be no assurance that the majority of the minority shareholders will approve the transaction.

The completion of the acquisition of Triton's interest in the feature film projects is subject to a number of conditions, including the payment of cash and the issuance of common shares upon the occurrence of certain milestones. The Issuer is not obliged to acquire the percentages of Triton's interest in the 6 feature film projects outlined above. Furthermore, there is no guarantee that any of the feature film projects will be completed.

Item 5 *Full Description of Material Change*

5.1 Full Description of Material Change

Please see the Issuer's news release dated February 9, 2016 and the LOI which is available at www.sedar.com.

5.2 Disclosure for Restructuring Transactions

Not applicable.

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

Not applicable.

Item 7 *Omitted Information*

No information has been omitted on the basis that it is confidential information.

Item 8 *Executive Officer*

Joseph Wowk, Director
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Item 9 *Date of Report*

February 9, 2016