

FORM 10

NOTICE OF PROPOSED SIGNIFICANT TRANSACTION (not involving an issuance or potential issuance of a listed security)¹

Name of Listed Issuer: **GeoNovus Media Corp.** (the “Issuer”).

Trading Symbol: **GNM**

Issued and Outstanding Securities of the Issuer Prior to Transaction: **23,394,932**

Date of News Release Fully Disclosing the Transaction: **April 21, 2016**

1. Transaction

1. Provide details of the transaction including the date, description and location of assets, if applicable, parties to and type of agreement (eg: sale, option, license, contract for Investor Relations Activities etc.) and relationship to the Issuer. The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the transaction without reference to any other material:

The Issuer entered into an asset purchase agreement dated April 20, 2016 with Fast Creative Inc. (the “Vendor”) (the “Agreement”) to purchase from the Vendor, all rights, title, and interest of the following assets:

- **Intellectual property pertaining to the Vendor’s brand, Imagination Park, as set out in the Agreement (the “Intellectual Property”); and**
- **Books and records as set out in the Agreement;**

(altogether, the “Assets”).

In exchange for the Assets, the Vendor will receive an aggregate of \$25,000 plus GST, payable by the issuance of 525,000 common shares in the capital of the Company (each a “Share”), at a deemed price of \$0.05 per Share.

The Agreement provides that Vendor shall have the sole and exclusive option to repurchase the Assets, which are the subject of the Agreement, if there is a change of control of the Issuer and the Issuer no longer intends to use those Assets. The amount payable by the Vendor to repurchase the assets will be equivalent to the value of 300,000 common shares of the Issuer on the date the

¹ If the transaction involved the issuance of securities, other than debt securities that are not convertible into listed securities use Form 9.

Issuer provides notice to the Vendor under the option, meaning that the Vendor could satisfy the payment by returning 300,000 shares of the Issuer to treasury for cancellation.

2. Colin Wiebe, the President, interim CEO and a director of the Issuer, is a controlling shareholder and the President of the Vendor. The Agreement is therefore a “related party transaction” for the purposes of Multilateral Instrument 61-101 *Protection of Minority Security Holders in Special Transactions* (“MI 61-101”). The Issuer is relying on an exemption from the minority approval and formal valuation requirements of MI 61-101 as the value of the Assets does not represent greater than 25% of the Issuer’s market capitalization. Provide the following information in relation to the total consideration for the transaction (including details of all cash, non-convertible debt securities or other consideration) and any required work commitments:

- (a) Total aggregate consideration in Canadian dollars: **\$26,250 (\$25,000 plus GST)**
- (b) Cash: **N/A**
- (c) Other: **525,000 Shares at a deemed price of \$0.05 per Share.**
- (d) Work commitments: **N/A**

3. State how the purchase or sale price and the terms of any agreement were determined (e.g. arm’s-length negotiation, independent committee of the Board, third party valuation etc).

The consideration payable by the Issuer to the Vendor was determined by negotiation between the Issuer and the Vendor. McMillan Strategies also assisted the Issuer in the negotiation of the terms of the Agreement. The Agreement is a related party transaction as Colin Wiebe, the President, interim CEO and a director of the Issuer, is a controlling shareholder and the President of the Vendor.

4. Provide details of any appraisal or valuation of the subject of the transaction known to management of the Issuer: **N/A**

5. If the transaction is an acquisition, details of the steps taken by the Issuer to ensure that the vendor has good title to the assets being acquired: **Due diligence of documents pertaining to the Assets purchased pursuant to the Agreement.**

6. Provide the following information for any agent's fee, commission, bonus or finder's fee, or other compensation paid or to be paid in connection with the transaction (including warrants, options, etc.):

(a) Details of any dealer, agent, broker or other person receiving compensation in connection with the transaction (name, address. If a corporation, identify persons owning or exercising voting control over 20% or more of the voting shares if known to the Issuer):

McMillan Strategies, 703 – 838 Howe Street, Vancouver, BC V6Z 2X2 – a sole proprietorship of Chad McMillan.

(b) Cash:

N/A

(c) Other: **McMillan Strategies will receive a bonus fee payable in the issuance of 26,250 Shares.**

7. State whether the vendor, sales agent, broker or other person receiving compensation in connection with the transaction is a Related Person or has any other relationship with the Issuer and provide details of the relationship.

McMillan Strategies is the Issuer's Senior Strategic Advisor.

8. If applicable, indicate whether the transaction is the acquisition of an interest in property contiguous to or otherwise related to any other asset acquired in the last 12 months. **N/A**

2. **Development**

Provide details of the development. The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the transaction without reference to any other material: **N/A**

3. Certificate Of Compliance

The undersigned hereby certifies that:

1. The undersigned is a director and/or senior officer of the Issuer and has been duly authorized by a resolution of the board of directors of the Issuer to sign this Certificate of Compliance.
2. To the knowledge of the Issuer, at the time an agreement in principle was reached, no party to the transaction had knowledge of any undisclosed material information relating to the Issuer, other than in relation to the transaction.
3. As of the date hereof there is no material information concerning the Issuer which has not been publicly disclosed.
4. The undersigned hereby certifies to the Exchange that the Issuer is in compliance with the requirements of applicable securities legislation (as such term is defined in National Instrument 14-101) and all Exchange Requirements (as defined in CNSX Policy 1).
5. All of the information in this Form 10 Notice of Proposed Significant Transaction is true.

Dated **April 21, 2016**

Joe Wowk
Name of Director or Senior
Officer

/s/ Joe Wowk
Signature

Director
Official Capacity