# FORM 9

## NOTICE OF PROPOSED ISSUANCE OF LISTED SECURITIES (or securities convertible or exchangeable into listed securities[1])

Please complete the following:

Name of CNSX Issuer: GeoNovus Minerals Corp. (the "Issuer").

Trading Symbol: GNM .

Date: March 11, 2015 .

Is this an updating or amending Notice: ☐Yes ✓No

If yes provide date(s) of prior Notices: ______________________.

Issued and Outstanding Securities of Issuer Prior to Issuance: 61,442,724 .

Date of News Release Announcing Private Placement: March 11, 2015 .

Closing Market Price on Day Preceding the Issuance of the News Release: $0.015

**1. Private Placement (if shares are being issued in connection with an acquisition (either as consideration or to raise funds for a cash acquisition), proceed to Part 2 of this form)**

| Full Name & Residential Address of Placee | Number of Securities Purchased or to be Purchased | Purchase price per Security (CDN$) | Conversion Price (if Applicable) | Prospectus Exemption | No. of Securities, directly or indirectly, Owned, Controlled or Directed | Payment Date(1) | Describe relations-hip to Issuer (2) |
|---|---|---|---|---|---|---|---|
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(1) Indicate date each placee advanced or is expected to advance payment for securities. Provide details of expected payment date, conditions to release of funds etc. Indicate if the placement funds been placed in trust pending receipt of all necessary approvals.

(2) Indicate if Related Person.

[1]An issuance of non-convertible debt does not have to be reported unless it is a significant transaction as defined in Policy 7, in which case it is to be reported on Form 10.

1. Total amount of funds to be raised: $250,000.

2. Provide full details of the use of the proceeds. The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the transaction without reference to any other material. Short term payables and general working capital.

3. Provide particulars of any proceeds which are to be paid to Related Persons of the Issuer: 10% cash & 10% broker warrants. Terms of the broker warrants are the same as the client warrants, exercisable at $0.05 for a 12 month term.

4. If securities are issued in forgiveness of indebtedness, provide details and attach the debt agreement(s) or other documentation evidencing the debt and the agreement to exchange the debt for securities.

5. Description of securities to be issued:

   (a) Class Common Shares.

   (b) Number 12.5 million.

   (c) Price per security $0.02.

   (d) Voting rights Yes

6. Provide the following information if Warrants, (options) or other convertible securities are to be issued:

   (a) Number 6,250,000 warrants.

   (b) Number of securities eligible to be purchased on exercise of Warrants (or options) 6,250,000.

   (c) Exercise price $0.05 per Warrant Share.

   (d) Expiry date 12 months from date of issue.

7. Provide the following information if debt securities are to be issued:

   (a) Aggregate principal amount ______________________________ .

   (b) Maturity date ______________________________ .

   (c) Interest rate ______________________________ .

   (d) Conversion terms ______________________________ .

   (e) Default provisions ______________________________ .

8. 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 placement (including warrants, options, etc.):

   (a) Details of any dealer, agent, broker or other person receiving compensation in connection with the placement (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): ___ .

   (b) Cash ______________________________ .

   (c) Securities ______________________________ .

   (d) Other ______________________________ .

   (e) Expiry date of any options, warrants etc. ____________________ .

   (f) Exercise price of any options, warrants etc. ____________________ .

9. State whether the sales agent, broker, dealer or other person receiving compensation in connection with the placement is Related Person or has any other relationship with the Issuer and provide details of the relationship ____

   ______________________________________________________________ .

10. Describe any unusual particulars of the transaction (i.e. tax "flow through" shares, etc.).

   ______________________________________________________________ .

11. State whether the private placement will result in a change of control.

   No ______________________________________________________________ .

12. Where there is a change in the control of the Issuer resulting from the issuance of the private placement shares, indicate the names of the new controlling shareholders. ______________________________________

______________________________________

______________________________________.

13. Each purchaser has been advised of the applicable securities legislation restricted or seasoning period. All certificates for securities issued which are subject to a hold period bear the appropriate legend restricting their transfer until the expiry of the applicable hold period required by Multilateral Instrument 45-102. Yes

## 2. Acquisition

1. Provide details of the assets to be acquired by the Issuer (including the location of the assets, if applicable). 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 ______________________

______________________________________.

2. Provide details of the acquisition including the date, parties to and type of agreement (eg: sale, option, license etc.) and relationship to the Issuer. The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the acquisition without reference to any other material: __ N/A ______________________________________

3. Provide the following information in relation to the total consideration for the acquisition (including details of all cash, securities or other consideration) and any required work commitments:

   (a) Total aggregate consideration in Canadian dollars: ____________.

   (b) Cash: ______________________________________.

   (c) Securities (including options, warrants etc.) and dollar value: ____

   ______________________________________.

   (d) Other: ______________________________________.

   (e) Expiry date of options, warrants, etc. if any: __________________.

   (f) Exercise price of options, warrants, etc. if any: ________________.

   (g) Work commitments: ______________________________________.

4. State how the purchase or sale price was determined (e.g. arm's-length negotiation, independent committee of the Board, third party valuation etc).

5. Provide details of any appraisal or valuation of the subject of the acquisition known to management of the Issuer:______________________________
______________________________________________________________.

6. The names of parties receiving securities of the Issuer pursuant to the acquisition and the number of securities to be issued are described as follows:

| Name of Party (If not an individual, name all insiders of the Party) | Number and Type of Securities to be Issued | Dollar value per Security (CDN$) | Conversion price (if applicable) | Prospectus Exemption | No. of Securities, directly or indirectly, Owned, Controlled or Directed by Party | Describe relationship to Issuer (1) |
|---|---|---|---|---|---|---|
| | | | | | | |
| | | | | | | |

(1) Indicate if Related Person

7. Details of the steps taken by the Issuer to ensure that the vendor has good title to the assets being acquired: ______________________________
______________________________________________________________.

8. 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 acquisition (including warrants, options, etc.):

(a) Details of any dealer, agent, broker or other person receiving compensation in connection with the acquisition (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): _____
______________________________________________________.

(b) Cash ______________________________________________.

(c) Securities __________________________________________.

(d) Other ______________________________________________.

(e) Expiry date of any options, warrants etc. ____________________

(f) Exercise price of any options, warrants etc. ____________________ .

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

10. If applicable, indicate whether the acquisition is the acquisition of an interest in property contiguous to or otherwise related to any other asset acquired in the last 12 months. ______________________________________________
______________________________________________________________________
______________________________________________________________________ .

**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 on behalf of the Issuer.

2. As of the date hereof there is not material information concerning the Issuer which has not been publicly disclosed.

3. The undersigned hereby certifies to CNSX 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 CNSX Requirements (as defined in CNSX Policy 1).

4. All of the information in this Form 9 Notice of Private Placement is true.

Dated March 11, 2015 __________________.

Mike England
Name of Director or Senior Officer

M England
Signature

CEO, President and Director
Official Capacity