

**FORM 9**

**NOTICE OF PROPOSED ISSUANCE OF LISTED SECURITIES  
(or securities convertible or exchangeable into listed securities<sup>1</sup>)**

Please complete the following:

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

Trading Symbol: GNM.

Date: April 9, 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: 76,892,724.

Date of News Release Announcing Private Placement: January 6, 2015.

Closing Market Price on Day Preceding the Issuance of the News Release: \$0.04

**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 relationship to Issuer (2)

(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.

<sup>1</sup>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: \_\_\_\_\_ .
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. \_\_\_\_\_ .
3. Provide particulars of any proceeds which are to be paid to Related Persons of the Issuer: \_\_\_\_\_  
\_\_\_\_\_ .
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 \_\_\_\_\_ .
  - (b) Number \_\_\_\_\_ .
  - (c) Price per security \_\_\_\_\_ .
  - (d) Voting rights \_\_\_\_\_
6. Provide the following information if Warrants, (options) or other convertible securities are to be issued:
  - (a) Number \_\_\_\_\_ .
  - (b) Number of securities eligible to be purchased on exercise of Warrants (or options) \_\_\_\_\_  
\_\_\_\_\_ .
  - (c) Exercise price \_\_\_\_\_ .
  - (d) Expiry date \_\_\_\_\_ .
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.

\_\_\_\_\_ .

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..

**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: The issuer is acquiring all of the assets of Greenstock Publishing Ltd.

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: The issuer entered into an Asset Purchase Agreement (the "Agreement") on January 5, 2015 with Greenstock Publishing Ltd. (the "Vendor"). The Vendor is arm's length to the Issuer.

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: 10 million common shares .
- (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).

The purchase price was determined by arm's-length negotiations.

5. Provide details of any appraisal or valuation of the subject of the acquisition known to management of the Issuer: N/A

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:

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)
Aboriginal Import Export Ltd., 422 West 4th St., North Vancouver, BC V7M 1J1	1,650,000	\$0.05		s. 2.3(1) of NI 45-106	0	April 9, 2015	
Dean Kruger, 5539 Norfolk St., Burnaby, BC V5G 1G3	1,650,000	\$0.05		s. 2.3(1) of NI 45-106	0	April 9, 2015	
Guy Brenner, 4051 Sefton Street, Port Coquitlam, BC V3B 3S5	400,000	\$0.05		s. 2.3(1) of NI 45-106	0	April 9, 2015	
Joe Wowk, 11660 Glenhurst, Maple Ridge, BC V2X 2K6	400,000	\$0.05		s. 2.3(1) of NI 45-106	319,000	April 9, 2015	
Colin Wiebe, 6239 Brodie Road, Delta, BC V4K 2B8	400,000	\$0.05		s. 2.3(1) of NI 45-106	101,000	April 9, 2015	
Maxence Gagne-Godbout, 304 Montarville St., Longueuil, QC J4H 2L7	250,000	\$0.05		s. 2.3(1) of NI 45-106	900,000	April 9, 2015	
Sebastien Plouffe, 155 Voltaire, St-Jean-sur-Richelieu, QC J2W 3C9	100,000	\$0.05		s. 2.3(1) of NI 45-106	0	April 9, 2015	
Damien Lowry, #802-700 Chilco St., Vancouver, BC V6G 2R1	200,000	\$0.05		s. 2.3(1) of NI 45-106	200,000	April 9, 2015	

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Mike Flowerdew, PI Financial Corp., c/o Bryan Henry, 1900- 666 Burrard Street, Vancouver, BC V6C 3N1	50,000	\$0.05		s. 2.3(1) of NI 45-106	0	April 9, 2015	
Jeff Flowerdew, PI Financial Corp., c/o Bryan Henry, 1900- 666 Burrard Street, Vancouver, BC V6C 3N1	50,000	\$0.05		s. 2.3(1) of NI 45-106	0	April 9, 2015	
Sutton Ventures Ltd., 44486 Monte Vista Dr., Chilliwack, BC V2R 5T2	250,000	\$0.05		s. 2.3(1) of NI 45-106	1,200,000	April 9, 2015	
7561571 Canada Corp. 961 Bexhill Rd Mississauga ON L5H 3L3	100,000	\$0.05		s. 2.3(1) of NI 45-106	0	April 9, 2015	
Amanda Weber, 183 Wollny Court, Anmore, BC V3H 0G3	100,000	\$0.05		s. 2.3(1) of NI 45-106	0	April 9, 2015	
Martin Kramer, 10331 Steveston Highway, Richmond, BC V7A1N3	100,000	\$0.05		s. 2.3(1) of NI 45-106	0	April 9, 2015	
Greg Schultz, 2919 Rosewood Street, Port Coquitlam, BC V3B 3L8	100,000	\$0.05		s. 2.3(1) of NI 45-106	229,500	April 9, 2015	
Kenneth Zak, 24 - 2166 Lougheed Hwy, Maple Ridge, BC V2X 2S1	50,000	\$0.05		s. 2.3(1) of NI 45-106	0	April 9, 2015	
Marco Tambasco, 1080 Windward Drive, Coquitlam, BC V3C 5S6	100,000	\$0.05		s. 2.3(1) of NI 45-106	0	April 9, 2015	

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Frank Baker, 4968 203A Street, Langley, BC V3A 6E1	100,000	<b>\$0.05</b>		s. 2.3(1) of NI 45-106	0	<b>April 9, 2015</b>	
Pina Evans, 20 Berkshire Place, Ancaster, ON L9K 0A5	500,000	<b>\$0.05</b>		s. 2.3(1) of NI 45-106	300,000	<b>April 9, 2015</b>	
Ron Adolf, 1516 Dayton St., Coquitlam, BC V3E 0J6	1,200,000	<b>\$0.05</b>		s. 2.3(1) of NI 45-106	0	<b>April 9, 2015</b>	
Hamza Majdi 3839 Loiselle, St Hubert, Quebec, Canada, J3Y 7t5	500,000	<b>\$0.05</b>		s. 2.3(1) of NI 45-106	1,100,000	<b>April 9, 2015</b>	
Jerome Cliché, 163 Olivier Morel, Carignan, QB J3L 5S8	200,000	<b>\$0.05</b>		s. 2.3(1) of NI 45-106	200,000	<b>April 9, 2015</b>	
Robert Gerling, 1530 Oxford St. North Vancouver, BC V7J 1E5	100,000	<b>\$0.05</b>		s. 2.3(1) of NI 45-106	0	<b>April 9, 2015</b>	
3 Oaks Investments Inc 1075 Old Mohawk Road, Ancaster Ontario L9G 3K9	1,000,000	<b>\$0.05</b>		s. 2.3(1) of NI 45-106	0	<b>April 9, 2015</b>	
David Kessler 849 Paisley Ave. Port Coquitlam BC V3B 2K8	100,000	<b>\$0.05</b>		s. 2.3(1) of NI 45-106	0	<b>April 9, 2015</b>	
Nadine Smail 13371 Balsom Street Maple Ridge BC v4r 2w7	100,000	<b>\$0.05</b>		s. 2.3(1) of NI 45-106	0	<b>April 9, 2015</b>	
Rick Ducharme, 13074 Harris Road, Pitt Meadows, BC V3Y 2S1	100,000	<b>\$0.05</b>		s. 2.3(1) of NI 45-106	0	<b>April 9, 2015</b>	

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Gary Grace UNIT 24 1260 Riverside Drive Port Coquitlam BC V3B 8C7	50,000	\$0.05		s. 2.3(1) of NI 45-106	0	April 9, 2015	
Paul Fitzgerald, 6239 174B St., Surrey BC V3S 5K8	100,000	\$0.05		s. 2.3(1) of NI 45-106	100,000	April 9, 2015	

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(2) 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: The Issuer is relying on the representations and warranties listed in the Agreement.

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.): N/A

(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. \_\_\_\_\_



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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. \_\_\_\_\_

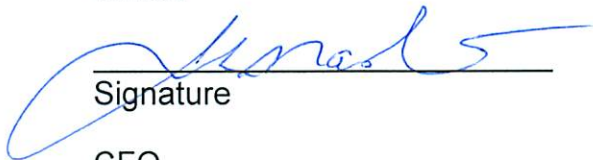
**Certificate Of Compliance**

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 April 9, 2015

John Masters  
Name of Director or Senior  
Officer

  
Signature

CFO  
Official Capacity