

FORM 12

**NOTICE OF PROPOSED STOCK CONSOLIDATION
OR RECLASSIFICATION**

Name of Listed Issuer: GeoNovus Media Corp. (the "Issuer")

Trading Symbol: GNM

Date: July 9, 2015

This form is to be used to report a proposed reclassification, which is any change to the terms of a listed security other than a stock split or dividend.

1. Provide full details of the reclassification

Proposed Consolidation of common shares on a basis of up to ten (10) existing shares for one (1) new share.

2. Number of securities outstanding and reserved for issuance following the reclassification

12,224,272 shares issued & out and 4,036,930 reserved for issuance.

3. Describe the anticipated impact of the reclassification on the liquidity of the market for the listed security and on voting and equity rights of public shareholders

There will be no impact on voting and equity rights of public shareholders and the share consolidation will provide greater shareholder value.

4. Date of shareholders' meeting to approve the reclassification

N/A – the Issuer's Articles allow the directors to approve a share consolidation by way of an ordinary resolution.

5. Record date for the reclassification

July 22, 2015

6. 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. As of the date hereof there is no material information concerning the Issuer which has not been publicly disclosed.
3. 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).
4. All of the information in this Form 12 Notice of Proposed Stock Consolidation or Reclassification is true.

Dated July 15, 2015

John Masters
Name of Director or Senior
Officer


Signature

CFO & Secretary
Official Capacity