

Form 45-106F6

British Columbia Report of Exempt Distribution

This is the form required under section 6.1 of National Instrument 45-106 for a report of exempt distribution in British Columbia.

Issuer/underwriter information

Item 1: Issuer/underwriter name and contact information

A. State the following:

- the full name of the issuer of the security distributed. Include the former name of the issuer if its name has changed since this report was last filed;
- the issuer's website address; and
- the address, telephone number and email address of the issuer's head office.

GeoNovus Minerals Corp. (the "Issuer")

Suite 1220 – 789 West Pender Street, Vancouver, BC, V6C 1H2

Website: www.geonovusminerals.com

Telephone: (604) 683-3995

B. If an underwriter is completing this report, state the following:

- the full name of the underwriter;
- the underwriter's website address; and
- the address, telephone number and email address of the underwriter's head office.

Not applicable

Item 2: Reporting issuer status

A. State whether the issuer is or is not a reporting issuer and, if reporting, each of the jurisdictions in which it is reporting.

The Issuer is a reporting issuer in British Columbia, Alberta and Ontario.

B. If the issuer is an investment fund managed by an investment fund manager registered in a jurisdiction of Canada, name the investment fund manager and state the jurisdiction(s) where it is registered.

Not applicable

Item 3: Issuer's industry

Indicate the industry of the issuer by checking the appropriate box below.

- | | |
|---|---|
| <input type="checkbox"/> Bio-tech | Mining |
| <input type="checkbox"/> Financial Services | <input checked="" type="checkbox"/> exploration/development |
| <input type="checkbox"/> investment companies and funds | <input type="checkbox"/> production |
| <input type="checkbox"/> mortgage investment companies | <input type="checkbox"/> Oil and gas |
| <input type="checkbox"/> Forestry | <input type="checkbox"/> Real estate |
| <input type="checkbox"/> Hi-tech | <input type="checkbox"/> Utilities |
| <input type="checkbox"/> Industrial | <input type="checkbox"/> Other (describe) |
-

Item 4: Insiders and promoters of non-reporting issuers

If the issuer is an investment fund managed by an investment fund manager registered in a jurisdiction of Canada, do not complete this table.

If the issuer is not a reporting issuer in any jurisdiction of Canada, complete the following table by providing information about each insider and promoter of the issuer. If the insider or promoter is not an individual, complete the table for directors and officers of the insider or promoter.

Information about insiders and promoters			
Full name, municipality and country of principal residence	All positions held (e.g., director, officer, promoter and/or holder of more than 10% of voting securities)	Number and type of securities of the issuer beneficially owned or, directly or indirectly controlled, on the distribution date, including any securities purchased under the distribution	Total price paid for all securities beneficially owned or, directly or indirectly controlled, on the distribution date, including any securities purchased under the distribution (Canadian \$)
Not applicable			

Details of distribution**Item 5: Distribution date**

State the distribution date. If this report is being filed for securities distributed on more than one distribution date, state all distribution dates.

September 3, 2014

Item 6: Number and type of securities

For each security distributed:

- describe the type of security; **Units**
- state the total number of securities distributed. If the security is convertible or exchangeable, describe the type of underlying security, the terms of exercise or conversion and any expiry date; and

11,545,000 units (the "Units") at a price of \$0.05 per Unit. Each Unit consisting of one common share (a "Share") and one Share purchase warrant (a "Warrant") of the Issuer. Each Warrant entitling the holder to purchase one additional Share in the capital of the Issuer at a price of \$0.10 per warrant share until September 3, 2016, subject to the Acceleration (as defined below). After four months have elapsed from the date of issuance of the Units, the Issuer has the right to accelerate the expiry date of the Warrants if the average trading price of the Shares of the Issuer on the TSX Venture Exchange equals or exceeds \$0.15 per share for a period of 20 consecutive trading days (the "Acceleration").

- if the issuer is an investment fund managed by an investment fund manager registered in a jurisdiction of Canada, state the exemption(s) relied on. If more than one exemption is relied on, state the amount raised using each exemption.

Not applicable

Item 7: Geographical information about purchasers

Complete the following table for each Canadian and foreign jurisdiction where purchasers of the securities reside. Do not include in this table information about securities issued as payment of commissions or finder's fees disclosed under item 9 of this report. The information provided in this table must reconcile with the information provided in item 8 and Schedules I and II.

Each Canadian and foreign jurisdiction where purchasers reside	Number of purchasers	Price per security (Canadian \$) ¹	Total dollar value raised from purchasers in the jurisdiction (Canadian \$)
British Columbia	22	\$0.05 per unit	\$436,500
Ontario	2	\$0.05 per unit	\$65,750
Bangladesh	1	\$0.05 per unit	\$5,000
Singapore	1	\$0.05 per unit	\$50,000

Each Canadian and foreign jurisdiction where purchasers reside	Number of purchasers	Price per security (Canadian \$) ¹	Total dollar value raised from purchasers in the jurisdiction (Canadian \$)
New Zealand	1	\$0.05 per unit	\$20,000
Total number of Purchasers	27		
Total dollar value of distribution in all jurisdictions (Canadian \$)			\$577,250.00

Note 1: If securities are issued at different prices, list the highest and lowest price for which the securities were sold.

Item 8: Information about purchasers

Instructions

A. If the issuer is an investment fund managed by an investment fund manager registered in a jurisdiction of Canada, do not complete this table.

B. Information about the purchasers of securities under the distribution is required to be disclosed in different tables in this report. Complete

- the following table for each purchaser that is not an individual, and
- the tables in Schedules I and II of this report for each purchaser who is an individual.

Do not include in the tables information about securities issued as payment of commissions or finder's fees disclosed under item 9 of this report.

C. An issuer or underwriter completing this table in connection with a distribution using the exemption in subparagraph 6.1(1)(j) [*TSX Venture Exchange offering*] of National Instrument 45-106 *Prospectus and Registration Exemptions* may choose to replace the information in the first column with the total number of purchasers, whether individuals or not, by jurisdiction. If the issuer or underwriter chooses to do so, then the issuer or underwriter is not required to complete the second column or the tables in Schedules I and II.

Information about non-individual purchasers					
Full name and address of purchaser and name and telephone number of a contact person	Indicate if the purchaser is an insider (I) of the issuer or a registrant (R)	Number and type of securities purchased (Units)	Total purchase price (Canadian \$)	Exemption relied on	Date of distribution (yyyy-mm-dd)

Information about non-individual purchasers					
Full name and address of purchaser and name and telephone number of a contact person	Indicate if the purchaser is an insider (I) of the issuer or a registrant (R)	Number and type of securities purchased (Units)	Total purchase price (Canadian \$)	Exemption relied on	Date of distribution (yyyy-mm-dd)
Marksman Geological Ltd., 1550 Palmerston Avenue, West Vancouver, BC, V7V 4R1 Telephone no.: 604-312-1964 Contact: Daniel Terrett	N/A	1,000,000 Units	\$50,000	s. 2.3(1) of NI 45-106	2014-09-03
Avarice Investments Pte Ltd., 10 Anson Road, #19-15 International Plaza, Singapore, 079903 Telephone no.: +65-6220-6418 Contact: Contact: S.M. Arshad Amin	N/A	1,000,000 Units	\$50,000	s. 2.3(1) of NI 45-106 BCI 72-503	2014-09-03
Asia Asset Management Inc., Suite 303 - 570 Granville Street, Vancouver, BC, V6C 3P1 Telephone no.: 604-687-2580 Contact: Munir Ali	N/A	600,000 Units	\$30,000	s. 2.3(1) of NI 45-106	2014-09-03

Information about non-individual purchasers					
Full name and address of purchaser and name and telephone number of a contact person	Indicate if the purchaser is an insider (I) of the issuer or a registrant (R)	Number and type of securities purchased (Units)	Total purchase price (Canadian \$)	Exemption relied on	Date of distribution (yyyy-mm-dd)
Armstrong Mifflin Investments Inc., 5430 - 12th Concession Road, Maidstone, ON, N2K 1K0 Telephone no.: 514-737-3734 Contact: Arlen Mifflin	N/A	115,000 Units	\$5,750	s. 2.3(1) of NI 45-106	2014-09-03
Canary Capital Corp., 150 - 666 Burrard Street, Vancouver, BC, V6C 2X8 Telephone no.: 1-800-574-0901 Contact: Kyle Johnston	N/A	400,000 Units	\$20,000	s. 2.3(1) of NI 45-106	2014-09-03
LD Thompson Holding Co., 5330 Seaside Place, West Vancouver, BC, V7W 3E2 Telephone no.: 604-913-4353 Contact: Blair Sadler	N/A	200,000 Units	\$10,000	s. 2.3(1) of NI 45-106	2014-09-03
Eurasia Trust, 90 Ngahere Drive, Whangarei 0110, New Zealand Telephone no.: +64-21-682330 Contact: Manfred Schauer	N/A	400,000 Units	\$20,000	s. 2.3(1) of NI 45-106 BCI 72-503	2014-09-03

Information about non-individual purchasers					
Full name and address of purchaser and name and telephone number of a contact person	Indicate if the purchaser is an insider (I) of the issuer or a registrant (R)	Number and type of securities purchased (Units)	Total purchase price (Canadian \$)	Exemption relied on	Date of distribution (yyyy-mm-dd)
Canadian Financial Press Inc., 700 - 510 West Hastings Street, Vancouver, BC, V6B 1L8 Telephone no.: 1-877-750-5510 Contact: Carson Seabolt	N/A	540,000 Units	\$27,000	s. 2.3(1) of NI 45-106	2014-09-03
Acklo Diamond Drilling Ltd., 95 Fraser Street, Connaught, ON, P0N 1A0 Telephone no.: 705-363-1166 Contact: Philip Black	N/A	1,200,000 Units	\$60,000	s. 2.3(1) of NI 45-106	2014-09-03
D Cross Ltd., #510-580 Hornby Street, Vancouver, BC, V6C 2E7 Telephone no.: 604-558-4300 Contact: Dave Cross	N/A	172,000 Units	\$8,600	s. 2.5(1) of NI 45-106	2014-09-03
England Communications Ltd., 1220 - 789 West Pender Street, Vancouver, BC, V6C 1H2 Telephone no.: 604-683-3995 Contact: Mike England	I	1,200,000 Units	\$60,000	s. 2.5(1) of NI 45-106	2014-09-03

Information about non-individual purchasers					
Full name and address of purchaser and name and telephone number of a contact person	Indicate if the purchaser is an insider (I) of the issuer or a registrant (R)	Number and type of securities purchased (Units)	Total purchase price (Canadian \$)	Exemption relied on	Date of distribution (yyyy-mm-dd)
West Star Holdings Ltd., 2544 East 8th Avenue, Vancouver, BC, V5M 1W2 Telephone no.: 604-830-5748 Contact: Gerry Franco	N/A	50,000 Units	\$2,500	s. 2.3(1) of NI 45-106	2014-09-03
Total		6,877,000 Units	\$343,850.00		

Commissions and finder's fees

Item 9: Commissions and finder's fees

Instructions

A. Complete the following table by providing information for each person who has received or will receive compensation in connection with the distribution(s). Compensation includes commissions, discounts or other fees or payments of a similar nature. Do not include information about payments for services incidental to the distribution, such as clerical, printing, legal or accounting services.

B. If the securities being issued as compensation are or include convertible securities, such as warrants or options, add a footnote describing the terms of the convertible securities, including the term and exercise price. Do not include the exercise price of any convertible security in the total dollar value of the compensation unless the securities have been converted.

Full name and address of the person being compensated	Indicate if the person being compensated is an insider	Compensation paid or to be paid (cash and/or securities)		
		Cash	Securities	Total dollar

	(I) of the issuer or a registrant (R)	(Canadian \$)	Number and type of securities issued	Price per security (Canadian \$)	Exemption relied on and date of distribution (yyyy-mm-dd)	value of compensation (Canadian \$)
Leede Financial Markets Inc., 1800 - 1140 West Pender Street, Vancouver, BC, V6E 4G1	R	\$1,740	34,800 Finder's Warrants	\$0.10 per Finder's Warrants	s. 2.3(1) of NI 45-106 2014-09-03	\$1,740

(1) *Each Finder's Warrant is exercisable into one common share of the Issuer at a price of \$0.10 per Finder's Warrant for a period of 12 months from the date of issuance, subject to the Acceleration.*

Certificate

On behalf of the issuer, I certify that the statements made in this report are true.

Date: September 4, 2014

GeoNovus Minerals Corp.

Name of issuer (please print)

Michael B. England, President and CEO (604) 683-3995

Print name, title and telephone number of person signing

"Michael B. England"

Signature

Instruction

The person certifying this report must complete the information in the square brackets by deleting the inapplicable word. For electronic filings, substitute a typewritten signature for a manual signature.

Item 10: Contact information

State the name, title and telephone number of the person who may be contacted with respect to any questions regarding the contents of this report, if different than the person signing the certificate.

IT IS AN OFFENCE TO MAKE A MISREPRESENTATION IN THIS REPORT.

Notice - Collection and use of personal information

The British Columbia Securities Commission collects and uses the personal information required to be included in this report for the administration and enforcement of the *Securities Act*. If you have any questions about the collection and use of this information, contact the British Columbia Securities Commission at the following address:

British Columbia Securities Commission

P.O. Box 10142, Pacific Centre
701 West Georgia Street
Vancouver, British Columbia V7Y 1L2
Telephone: (604) 899-6500
Toll free across Canada: 1-800-373-6393
Facsimile: (604) 899-6581