MATERIAL CHANGE REPORT

1. *Name and Address of Reporting Issuer:*
2.

Oceanus Resources Corporation
1969 Upper Water Street, Suite 2108
Halifax, NS B3J 3R7

3. *Date of Material Change:*

September 12, 2016

4. *News Release:*

A news release was issued and disseminated on September 12, 2016 and filed on SEDAR. See Schedule "A" attached hereto for a copy of the news release.

5. *Summary of Material Change:*

Oceanus Resources Corporation (the "Company" or "Oceanus"), announced it has closed the non-brokered private placement announced on September 8, 2016 and has raised $1,750,000 through the issuance of 7,000,000 common shares at a price of $0.25 per share. The common shares issued pursuant to this private placement are subject to a 4 month hold period that expires on January 13, 2017. In connection with the private placement, a finder's fee of $105,000 will be paid.

The proceeds from the private placement will be used for exploration at Oceanus' El Tigre Property in Sonora, Mexico and for general working capital purposes. The private placement remains subject to final acceptance by the TSX Venture Exchange.

Oceanus also announces that Glenn Jessome, President and CEO, and David Duncan, V.P. Exploration, will be attending the Beaver Creek Precious Metals Summit being held from September 14 to 16, 2016. Mr. Jessome will be presenting to the Summit attendees on Friday, September 16th. A webcast of the presentation will be available on the Oceanus website (www.oceanusresources.ca).

6. *Full Description of Material Change:*

Please see Schedule "A" attached hereto for a copy of the news release.

7. *Reliance on subsection 7.1(2) or (3) of National Instrument 51-102:*

Not applicable.

8. *Omitted Information:*

None.

9. Executive Officer:

For further information, please contact:
Glenn A. Holmes
CFO
Phone (902) 798-4536
Fax (902) 446-2001

10. Date of Report:

September 12, 2016

Dated at Halifax, Nova Scotia this 12th day of September, 2016.

OCEANUS RESOURCES CORPORATION

(signed " Glenn Holmes")
Per: _____
CFO

SCHEDULE "A"

NEWS RELEASE

Oceanus Closes $1,750,000 Private Placement and Annouces it Will be Presenting at the Beaver Creek Precious Metals Summit

HALIFAX, NOVA SCOTIA – September 12, 2016 – Oceanus Resources Corporation (TSXV:OCN) ("Oceanus") has closed the non-brokered private placement announced on September 8, 2016 and has raised $1,750,000 through the issuance of 7,000,000 common shares at a price of $0.25 per share. The common shares issued pursuant to this private placement are subject to a 4 month hold period that expires on January 13, 2017. In connection with the private placement, a finder's fee of $105,000 will be paid.

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For further information, please contact:

Glenn Jessome
President and CEO
(902) 492-0298
jessome@oceanusresources.ca

CAUTIONARY STATEMENT:

Neither TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.

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