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:*

October 31, 2016

4. *News Release:*

A news release was issued and disseminated on October 31, 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 an agreement (the “Agreement”) with Mackie Research Capital Corporation (“Mackie”) to provide market making services to Oceanus in compliance with regulatory guidelines. Mackie will provide market stabilization and liquidity services of the Oceanus shares on the TSX Venture Exchange.

In consideration for their services provided pursuant to the Agreement, Oceanus agrees to pay Mackie $3,000 per month. The Agreement will continue in effect unless terminated by either party with a written notice of 30 days. There are no performance factors contained in the Agreement and Mackie will not receive any shares or options from Oceanus as compensation for services it will render. Oceanus and Mackie are unrelated and unaffiliated entities, but Mackie may provide investment banking services to Oceanus and Mackie and/or its clients may have an interest, directly or indirectly, in the securities of Oceanus. The Agreement is subject to regulatory approval.

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:

October 31, 2016

Dated at Halifax, Nova Scotia this 31st day of October, 2016.

OCEANUS RESOURCES CORPORATION

(signed " Glenn Holmes")
Per: _____
CFO

SCHEDULE "A"

NEWS RELEASE

Oceanus Signs Agreement with Mackie Research Capital

HALIFAX, NOVA SCOTIA – October 31, 2016 – Oceanus Resources Corporation (TSXV:OCN) ("Oceanus" or the "Company") is pleased to announce an agreement (the "Agreement") with Mackie Research Capital Corporation ("Mackie") to provide market making services to Oceanus in compliance with regulatory guidelines. Mackie will provide market stabilization and liquidity services of the Oceanus shares on the TSX Venture Exchange.

In consideration for their services provided pursuant to the Agreement, Oceanus agrees to pay Mackie $3,000 per month. The Agreement will continue in effect unless terminated by either party with a written notice of 30 days. There are no performance factors contained in the Agreement and Mackie will not receive any shares or options from Oceanus as compensation for services it will render. Oceanus and Mackie are unrelated and unaffiliated entities, but Mackie may provide investment banking services to Oceanus and Mackie and/or its clients may have an interest, directly or indirectly, in the securities of Oceanus. The Agreement is subject to regulatory approval.

Mackie is one of Canada's largest independent full service investment firms, and proudly traces its roots back to 1921. Mackie is privately owned by many of its 300 employees. As a fully integrated national investment dealer, Mackie offers a full complement of capital markets and wealth management services to private clients, institutions and growth companies.

On September 12, 2016, Oceanus announced that it had closed a $1,750,000 Private Placement and paid a finder's fee of $105,000. Oceanus paid a finder's fee for this Private Placement of $90,000, not $105,000.

The Board of Directors of Oceanus has approved the issuance of 2,600,000 stock options to employees, officers, directors and consultants of the Company at an exercise price of $0.25 per common share.

About Oceanus Resources Corporation

Oceanus Resources Corporation is a gold exploration company operating in Mexico. Oceanus is managed by a team of mine finders with extensive experience in exploring and developing large hydrothermal gold projects in Mexico. Oceanus is currently focusing on the El Tigre Property in the Sierra Madre Occidental.

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.

(Not for distribution to US wire services or for dissemination in the United States of America)