

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 18, 2018

4. *News Release:*

A news release was issued and disseminated on September 19, 2018 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 that it has closed a non-brokered private placement raising \$750,000 through the issuance of 5,769,227 units at a price of \$0.13 per unit. Each unit consists of one common share and one-half warrant of the Company ("Unit"). Every two one-half common share purchase warrants of the Company entitles the subscriber to acquire one common share of the Company for \$0.17 for a period of twenty-four months from the closing date. The Units issued pursuant to this private placement are subject to a 4 month hold period that expires on January 19, 2019.

Certain officers and directors of Oceanus subscribed for an aggregate of 504,615 Units.

The proceeds from the private placement will be used for 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.

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 19, 2018

Dated at Halifax, Nova Scotia this 19th day of September, 2018.

OCEANUS RESOURCES CORPORATION

Signed ("Glenn Holmes")

Per: _____
CFO

SCHEDULE "A"



NEWS RELEASE

Oceanus Closes Private Placement

HALIFAX, NOVA SCOTIA – September 19, 2018 Oceanus Resources Corporation (TSXV:OCN) ("Oceanus" or the "Company") has closed a non-brokered private placement raising \$750,000 through the issuance of 5,769,227 units at a price of \$0.13 per unit. Each unit consists of one common share and one-half warrant of the Company ("Unit"). Every two one-half common share purchase warrants of the Company entitles the subscriber to acquire one common share of the Company for \$0.17 for a period of twenty-four months from the closing date. The Units issued pursuant to this private placement are subject to a 4 month hold period that expires on January 19, 2019.

Certain officers and directors of Oceanus subscribed for an aggregate of 504,615 Units.

The proceeds from the private placement will be used for 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.

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)