

**FORM 51-102F3**

**MATERIAL CHANGE REPORT**

**Item 1 Name and address of the Company**

**Opus One Resources Inc.**  
(formerly GFK Resources Inc.) (the "Company")  
14 – 3650 Hammonds Plains Road, Suite 348  
Upper Tantallon, Nova Scotia B3Z 4R3

**Item 2 Date of material change**

August 3, 2017

**Item 3 News release**

The press release was issued and distributed via Marketwire on August 3, 2017.

**Item 4 Summary of material change**

The Company closed the second and final tranche of a non-brokered private placement for gross proceeds of \$315,750.

**Item 5 Full description of material change**

Opus One Resources Inc. (formerly GFK Resources Inc.) announced the completion of the second and final closing of its previously announced private placement of 10 million units and 10 million flow-through shares (the "Offering") (see Company's news release dated June 22, 2017 for more details). In total, the Company issued at the second and final closing 2,800,000 units (the "Units") at a price of \$0.10 per Unit (\$280,000) and 275,000 flow-through common shares (the "Flow-Through Shares") at a price of \$0.13 per Flow-Through Share (\$35,750). Each Unit consists of one common share of the Company and one common share purchase warrant (a "Warrant"), each Warrant entitling the purchaser to acquire one additional common share of the Company at a price of \$0.15 per share until February 3, 2019 (18 months following the closing).

In connection with the second and final closing of Offering, the Company paid finders' fees of \$20,880 in cash and issued 204,000 non-transferable share purchase warrants, each warrant entitling the holder thereof to purchase one common share of the Company at a price of \$0.10 per share until February 3, 2019. The securities issued under the second and final closing are subject to a four month hold period ending December 4, 2017.

The proceeds of the Offering will be used by the Company to advance its exploration projects within Quebec and for general working capital. The Offering remains subject to the final approval of the TSX Venture Exchange.

**Item 6**      **Reliance on subsection 7.1(2) of National Instrument 51-102**

N/A

**Item 7**      **Omitted Information**

None

**Item 8**      **Executive Officer**

Louis Morin  
Chief Executive Officer  
Tel.: 514-591-3988

**Item 9**      **Date of Report**

August 8, 2017