

FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1 Name and address of the Company

Opus One Resources Inc. (the “**Company**”)
4710 Saint-Ambroise St., suite 308
Montreal, Québec H4C 2C7

Item 2 Date of material change

April 12, 2019

Item 3 News release

The press release was issued and distributed via Marketwire on April 12, 2019.

Item 4 Summary of material change

The Company enters into an agreement to acquire the Noyell Property along the Casa Berardi Break from Magna Terra Minerals Inc. (“**Magna Terra**”).

Item 5 Full description of material change

On April 12, 2019, the Company and Magna Terra announced that they have entered into an Option Agreement (the “**Agreement**”) regarding Magna Terra’s Noyell Property located along the Douay-Cameron deformation corridor (south of the Casa Berardi Break) near the currently producing Vezza gold mine (the “**Property**”).

The Property, which covers an area of 2,536 hectares, is currently 100% owned by Magna Terra (the “**Optionor**”). Under the terms of the Agreement; Opus One (the “**Optionee**”) can acquire a 100% interest in the Property by paying Magna Terra a total amount of \$500,000 (in cash, or in shares of the Optionee, or a combination of both at its sole discretion, subject to the issuance of a maximum of 7 million common shares of the Optionee) over a five (5) year period as follows:

- on or before the date that is ten (10) days after the receipt of the required regulatory approvals (the “**Effective Date**”), the Optionee will pay to the Optionor an amount of \$50,000;
- on or before the first anniversary of the Effective Date, the Optionee will pay to the Optionor an additional amount of \$50,000;
- on or before the second anniversary of the Effective Date, the Optionee will pay to the Optionor an additional amount of \$50,000;

- on or before the third anniversary of the Effective Date, the Optionee will pay to the Optionor an additional amount of \$50,000;
- on or before the fourth anniversary of the Effective Date, the Optionee will pay to the Optionor an additional amount of \$100,000; and
- on or before the fifth anniversary of the Effective Date, the Optionee will pay to the Optionor a final amount of \$200,000.

The Agreement remains subject to the 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

April 15, 2019.