**FORM 51-102F3**
***MATERIAL CHANGE REPORT***

**Item 1 Name and Address of Company**

Canuc Resources Corporation (the "**Company**" or "**Canuc**")
1612 – 44 Victoria Street
Toronto, ON
M5C 1Y2

**Item 2 Date of Material Change**

March 5, 2018

**Item 3 News Release**

A news release in respect of the material change was issued on March 5, 2018 via Newsfile Corp.

**Item 4 Summary of Material Change**

The Company announced that it has closed a private placement financing, not previously announced, for gross proceeds of $1,105,000.

**Item 5 Full Description of Material Change**

The Company announced that it has closed on private placement financing for gross proceeds of $1,105,000. Canuc has issued 4,420,000 units ("**Units**") priced at 25 cents per Unit. Each Unit consists of one common share ("**Common Share**") and one-half of one warrant ("**Warrant**") to purchase one Common Share. Each whole Warrant is exercisable into one Common Share at a price of 40 cents for a period of two years from March 5, 2018. The hold period for the Units issued will be four months and one day after March 5, 2018.

There were no finder's fees or warrants associated with the private placement. In addition there were no insider subscriptions with respects to the private placement.

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

The report is not being filed in reliance on section 7.1(2) of National Instrument 51-102.

**Item 7 Omitted Information**

No information has been omitted.

**Item 8 Executive Officer**

The name and business telephone number of an executive officer of the Company who is knowledgeable about the material change and this report is:

Christopher Berlet
President & Chief Executive Officer
(416) 548 - 9749

**Item 9 Date of Report**

March 5, 2018

FOR IMMEDIATE RELEASE
March 5th, 2018

TSX-V: CDA | CNUCF | WKN: A14 ZX4
Shares Outstanding: 50,134,150
ISIN: CA1389093040

# Canuc Closes Private Placement

Canuc Resources Corporation ("**Canuc**" or the "**Company**") (TSX-V: CDA) announces that it has closed a non-brokered private placement financing with gross proceeds of $1,105,000 resulting in the issue of 4,420,000 units ("**Units**") at a price of $0.25 per Unit.

Each Unit consists of one common share ("**Common Share**") of Canuc and one-half of one warrant to purchase one Common Share. Each whole warrant ("**Warrant**") entitles the holder to purchase one additional Common Share at a price of $0.40 per Common Share for two years from the closing date of the private placement.

The private placement is subject to final acceptance by the TSX Venture Exchange. Neither the 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 of this release.

## About Canuc

Canuc is a junior resources company whose principal focus is exploration and development of the San Javier Silver-Gold Project located 146 km east of Hermosillo in Sonora State, Mexico. The company also generates cash flow from natural gas production in Central West Texas, where Canuc has an interest in nine producing gas wells, and has rights for further in field developments.

For further information please contact Canuc Resources Corporation:
(416) 548 – 9748
cberlet@canucresources.ca

*Disclaimer and Forward-Looking Statements*

***Forward-Looking Statements: This news release contains forward-looking statements that include risks and uncertainties. When used in this news release, the words "estimate", "project", "anticipate", "expect", "intend", "believe", "hope", "may" and similar expressions, as well as "will", "shall" and other indications of future tense, are intended to identify forward-looking statements. The forward-looking statements are based on current expectations and apply only as of the date on which they were made. The factors that could cause actual results to differ materially from those indicated in such forward-looking statements include changes in the prevailing price of gold, the prevailing price of natural gas, the Canadian-United States exchange rate, amount of gas produced that could affect revenues and production costs. Other factors such as uncertainties regarding government regulations could also affect the results. Other risks may be set out in the Company's annual financial statements and MD&A.***