

FORM 51-102F3 - MATERIAL CHANGE REPORT

1. **NAME AND ADDRESS OF COMPANY**

Arcus Development Group Inc.
1016 – 510 West Hastings Street
Vancouver, British Columbia V6B 1L8

2. **DATE OF MATERIAL CHANGE**

April 2, 2015

3. **NEWS RELEASE**

News release dated April 8, 2015 was disseminated via Marketwire.

4. **SUMMARY OF MATERIAL CHANGE**

Arcus Development Group Inc. (“Arcus”) announced that it has closed a non-brokered private placement with existing shareholders.

5. **FULL DESCRIPTION OF MATERIAL CHANGE**

Arcus announced that has closed the non-brokered private placement announced on January 23, 2015. Total proceeds raised were \$92,000. The placement consisted of a unit offering (the “Units”) to existing shareholders at a price of \$0.02 per Unit. Each Unit was comprised of one Arcus share and one share purchase warrant. Each warrant entitles the holder to purchase an additional Arcus share at a price of \$0.05 at any time prior to 5:00 p.m. (Vancouver time) on April 8, 2017.

The placement is subject to TSX Venture Exchange (“Exchange”) final acceptance. No finder’s fees or sales commissions were paid in respect of the placement. The Arcus securities issued as part of the placement are subject to a hold period expiring on August 9, 2015.

Use of Proceeds

The proceeds of the placement will be used by Arcus as future working capital. Arcus has no current debt and there are no outstanding amounts payable to any related parties. No portion of the Offering proceeds will be used to pay management fees or salaries. The \$92,000 proceeds from the placement will be used to fund working capital expenditures over the next 12 months, consisting of: (i) legal and transfer agent fees (\$15,000); (ii) financial audit (\$14,000); (iii) regulatory fees (\$6,000); (iv) general operating expenses (office rent, telephone, website, insurance) (\$30,000); and (v) unallocated working capital (\$27,000).

Existing Shareholder Exemption

The Units were sold in accordance with the provisions of the existing shareholder exemption (the “Existing Shareholder Exemption”) contained in Multilateral CSA Notice 45-313 and the various corresponding blanket orders and rules of participating jurisdictions (the Existing Shareholder Exemption is not available in Ontario or Newfoundland and Labrador). All placement investors were existing Arcus shareholders as of January 22, 2015, the record date for the purposes of

participating in the placement. No investment in the placement by any individual or company exceeded \$15,000. Three Arcus directors participated in the placement.

6. **RELIANCE ON SUBSECTION 7.1(2) OR (3) OF NATIONAL INSTRUMENT 51-102**

N/A

7. **OMITTED INFORMATION**

N/A

8. **EXECUTIVE OFFICER**

Ian J. Talbot, President and CEO
Tel: (604) 687-2522

9. **DATE OF REPORT**

April 10, 2015