

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:*

June 4, 2014

4. *News Release:*

A news release was issued and disseminated on June 4, 2014 through CNW 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 the Company has commenced the Phase II diamond drilling program at the high-grade Santo Nino gold prospect on its wholly owned La Lajita gold property in Durango, Mexico. Drilling contractor "Oretest SpA Drilling Services" has mobilized to site and will begin a 3,000 meter diamond drill program to test the downdip extension of the high grade clavos at depths between 100 and 300 meters.

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:
Richard Gordon
President and CEO
Phone (902) 441-6700
Fax (902) 446-2001

10. *Date of Report:*

June 4, 2014

Dated at Halifax, Nova Scotia this 4th day of June, 2014.

OCEANUS RESOURCES CORPORATION

Signed "Richard Gordon"

Per: _____
PRESIDENT & CEO

NEWS RELEASE

Oceanus Resumes Drilling at La Lajita High-Grade Gold Prospect in Mexico

HALIFAX, NOVA SCOTIA – June 4, 2014 – Oceanus Resources Corporation (TSXV:OCN) ("Oceanus" or the "Company") last week commenced the Phase II diamond drilling program at the high-grade Santo Nino gold prospect on the La Lajita gold property in Durango, Mexico. Oretest SpA Drilling Services is conducting a 3,000 meter diamond drill program for Oceanus to test the downdip extension of the high grade clavos at depths between 100 and 300 meters.

In September, 2013 Oceanus completed a 1,000 meter diamond drill program on the Santo Nino and Dos Hermanos gold and silver prospects. The high-grade gold and silver mineralization, associated with a distinct greenish colored quartz observed on surface in a hematite breccia zone, was intersected in all of the holes. The highlight result from the 2013 drill program was **7.1 grams per tonne gold and 48.8 grams per tonne silver over a core length of 20 meters**, including 18.9 g/t gold and 71.3 g/t silver over a core length of 6.5 meters, in diamond drill hole OCN-13-005 at the Santo Nino Zone (see press released dated September 24, 2013). Visible gold was present in and is associated with the high-grade interval in hole OCN-13-005.

The 2014 diamond drilling program will focus on the high-grade Santa Nino and the Dos Hermanos zones, both of which returned excellent results from the first round of drilling in 2013. The objective of the Phase II program is to test the down dip extension of the clavos in the vicinity of where it intersects the contact with the Lower Volcanic Sequence.

The company has identified a number of epithermal, low-sulphidation gold and silver prospects along the NW-SE trending fault which has been traced for over 3 kilometers of strike length on the property. Mapping, prospecting and channel sampling programs will be carried out to assess the potential for trenching and drilling targets.

Quality Assurance/Quality Control and Data Verification

Quality assurance and quality control procedures include the systematic insertion of blanks, standards and duplicates into the sample strings. The results of the assaying of the QA/QC material included in each batch are tracked to ensure the integrity of the assay data. All results stated in this announcement have passed Oceanus's quality assurance and quality control ("QA/QC") protocols.

David R. Duncan, P. Geo., a director of the Company, is the Qualified Person for Oceanus as defined under National Instrument 43-101. Mr. Duncan has reviewed the scientific and technical information in this press release.

For further information, please contact:

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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.

This News Release includes certain "forward-looking statements". All statements other than statements of historical fact, included in this release, including, without limitation, statements regarding potential mineralization and reserves, exploration results, and future plans and objectives of Oceanus, are forward-looking statements that involve various risks and uncertainties. There can be no assurance that such statements will prove to be accurate and actual results and future events could differ materially from those anticipated in such statements. Important factors that could cause actual results to differ materially from Oceanus's expectations are exploration risks detailed herein and from time to time in the filings made by Oceanus with securities regulators.

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