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:*

   July 21, 2014

4. *News Release:*

   A news release was issued and disseminated on July 21, 2014 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 it intends to conduct a non-brokered private placement financing to raise up to $3,000,000 at a price of $0.35 per share (the "Private Placement"). The proceeds from the Private Placement will be used for exploration of Oceanus' La Lajita gold property located in Durango, Mexico. The common shares from this Private Placement will be subject to a 4 month hold period.

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) 798-4536
   Fax (902) 446-2001

10. *Date of Report:*

    July 21, 2014

Dated at Halifax, Nova Scotia this 21st day of July , 2014.

OCEANUS RESOURCES CORPORATION

Signed "Richard Gordon"

Per: ______________________________

PRESIDENT & CEO

OCEANUS

RESOURCES CORPORATION

NEWS RELEASE

Oceanus Resources Corporation Announces Private Placement

HALIFAX, NOVA SCOTIA – July 21, 2014 – Oceanus Resources Corporation (TSXV:OCN) ("Oceanus" or the "Company") announces that it intends to complete a non-brokered private placement financing to raise up to $3,000,000 at a price of $0.35 per share (the "Private Placement"). The Private Placement will close on or before Friday, July 25, 2014. The proceeds from the Private Placement will be used for exploration of Oceanus' La Lajita gold property located in Durango. The common shares from this Private Placement will be subject to a 4-month hold period. The Private Placement is subject to TSX Venture Exchange and other required regulatory approval.

For further information, please contact:

Richard Gordon
Chief Executive Officer, Oceanus Resources Corporation
(902) 798-4536
info@oceanusresources.ca