

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:*

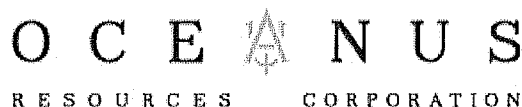
July 21, 2014

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

OCEANUS RESOURCES CORPORATION

Signed "Richard Gordon"

Per: _____
PRESIDENT & CEO



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

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.

(Not for distribution to US wire services or for dissemination in the United States of America)