

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:*

December 23, 2015

4. *News Release:*

A news release was issued and disseminated on December 23, 2015 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 has closed a previously announced non-brokered private placement financing to raise \$2,600,000 through the issuance of 16,250,000 units. Each unit is comprised of one common share of the Company and one common share purchase warrant. Each warrant entitles the holder to acquire one common share of the Company for \$0.24 for a period of thirty-six (36) months from the Closing Date. All securities are subject to a four-month hold that expires April 24, 2016.

The Company issued 381,750 finder's warrants to finders acting on behalf of the company in connection with the private placement. A total of 375,000 finder's warrants were issued to PI Financial, 3,000 finder's warrants to Richardson GMP and 3,750 finder's warrants to Global Maxfin Capital. Each finder's warrant is exercisable into one common share of the Company at \$0.24 per share for a period of 24 months from the closing date.

Certain officers and directors of the Company subscribed for an aggregate of 2,500,000 units.

The company has granted 4,015,000 incentive stock options to certain directors, officers, consultants and employees of the Company to purchase common shares of the Company at a price of \$0.17 per share for a period of 10 years.

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:

Glenn A. Holmes

CFO

Phone (902) 482-2308

Fax (902) 446-2001

10. *Date of Report:*

December 23, 2015

Dated at Halifax, Nova Scotia this 23rd day of December, 2015.

OCEANUS RESOURCES CORPORATION

(signed "Glenn Holmes")

Per: _____
CFO



NEWS RELEASE

Oceanus Closes \$2,600,000 Non-Brokered Private Placement

HALIFAX, NOVA SCOTIA – December 23, 2015 – Oceanus Resources Corporation (TSXV:OCN) ("Oceanus" or the "Company") has closed the previously announced non-brokered private placement to raise \$2,600,000 through the issuance of 16,250,000 units.

Each unit is comprised of one common share of the Company and one common share purchase warrant. Each warrant entitles the holder to acquire one common share of the Company for \$0.24 for a period of 36 months from the closing date.

All securities issued in connection with the private placement, including the finder's warrants, are subject to a four-month hold period that expires on April 24, 2016. The proceeds from the private placement will be used for exploration at Oceanus' resource properties in Mexico and for general working capital purposes. The private placement remains subject to final approval of the TSX Venture Exchange.

The Company issued 381,750 finder's warrants to finders acting on behalf of the Company in connection with the private placement. A total of 375,000 finder's warrants were issued to PI Financial, 3,000 finder's warrants to Richardson GMP and 3,750 finder's warrants to Global Maxfin Capital. Each finder's warrant is exercisable into one common share of the Company at \$0.24 per share for a period of 24 months from the closing date.

Certain officers and directors of the Company subscribed for an aggregate of 2,500,000 units.

The Company has granted 4,015,000 incentive stock options to certain directors, officers, consultants and employees of the Company to purchase common shares of the Company at a price of \$0.17 per share for a period of 10 years. The options will be granted in accordance with the Company's stock option plan and in accordance with TSX Venture Exchange policy.

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.

For further information, please contact:

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To be included in Oceanus' email database for Company updates please visit our website www.oceanusresources.ca and select the "Contact" menu item.

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