Background

This Management Discussion and Analysis (MD&A) of Oceanus Resources Corporation (Oceanus or the Corporation) is dated February 29, 2016 and provides an analysis of the financial operating results for the three and nine month periods ended December 31, 2015 and December 31, 2014. This MD&A should be read in conjunction with the unaudited interim financial statements and the accompanying notes for the three and nine month periods ended December 31, 2015 and December 31, 2014 and the audited financial statements and accompanying notes for the year ended March 31, 2015, which have been prepared in accordance with International Financial Reporting Standards ("IFRS") for financial statements. All amounts are in Canadian dollars unless otherwise specified. The financial statements and additional information, including news releases, the Filing Statement and technical report referenced herein, are available on the Canadian System for Electronic Document Analysis and Retrieval (SEDAR) at www.sedar.com under the Corporation's name.

The common shares of Oceanus are traded on the TSX Venture Exchange under the symbol **OCN**. Additional information can be found on the Corporation's website at **www.oceanusresources.ca**.

Forward-Looking Information

Certain statements in this MD&A are forward-looking statements or information (collectively "forward-looking statements"). The Corporation is hereby providing cautionary statements identifying important factors that could cause the actual results to differ materially from those projected in the forward-looking statements. Any statements that express, or involve discussions as to, expectations, beliefs, plans, objectives, assumptions or future events or performance (often, but not always, through the use of words or phrases such as "may", "is expected to", "anticipates", "estimates", "intends", "plans", "projection", "could", "vision", "goals", "objective" and "outlook") are not historical facts and may be forward-looking and may involve estimates, assumptions and uncertainties which could cause actual results or outcomes to differ materially from those expressed in the forward-looking statements. In making these forward-looking statements, the Corporation has assumed that the risks listed below will not adversely impact the business of the Corporation.

By their nature, forward-looking statements involve numerous assumptions, inherent risks and uncertainties, both general and specific, which contribute to the possibility that the predicted outcomes may not occur or may be delayed. The risks, uncertainties and other factors, many of which are beyond the control of the Corporation, that could influence actual results include, but are not limited to: limited operating history; exploration, development and operating risks; regulatory risks; substantial capital requirements and liquidity; financing risks and dilution to shareholders; competition; reliance on management and dependence on key personnel; fluctuating mineral prices and marketability of minerals; title to properties; local resident concerns; no mineral reserves or mineral resources; environmental risks; governmental regulations and processing licenses and permits; management inexperience in developing mines; conflicts of interest of management; uninsurable risks; exposure to potential litigation; dividends; and other factors beyond the control of the Corporation.

Further, any forward-looking statement speaks only as of the date on which such statement is made, and, except as required by applicable law, the Corporation undertakes no obligation to update any forward-looking statement to reflect events or circumstances after the date on which such statement is made or to reflect the occurrence of unanticipated events. New factors emerge from time to time, and it is not possible for management to predict all such factors and to assess in advance the impact of each such factor on the business of the Corporation or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statement. See "Risks and Uncertainties".

Company Overview

Oceanus was incorporated on June 14, 2010 under the Canada Business Corporations Act (CBCA). The registered office of the Corporation is located at Suite 2108, Purdy's Tower Two, 1969 Upper Water Street, Halifax, Nova Scotia B3J 3R7.

The Corporation completed a $500,000 Initial Public Offering ("IPO") in December 2010 with 5,000,000 shares being issued at a price of $0.10 per share. The common shares of Oceanus commenced trading on the TSX Venture Exchange ("Exchange") on December 17, 2010.

Oceanus was established as a "Capital Pool Company" ("CPC") and accordingly the principal focus of the Corporation during 2010 and 2011 was the completion of a "Qualifying Transaction". Qualifying Transaction means a transaction where a CPC acquires significant assets, other than cash, by way of purchase, amalgamation, merger or arrangement with another Company or by other means. Any Qualifying Transaction must be approved by the Exchange, and in the case of a Non-Arm's Length Qualifying Transaction, must also receive Majority of the Minority Approval, in accordance with the CPC Policy.

Oceanus entered into a definitive asset purchase agreement dated July 15, 2011 for the arm's length acquisition of the Lac Mégantic Gold-Base Metal Property (the "Transaction"). The Lac Mégantic Property is located about 70 kilometers southeast of the mining town of Thetford Mines and 210 kilometers east of Montreal in the Eastern Townships of the Province of Quebec. At time of acquisition the Property comprised 622 claims covering approximately 36,651 ha or 366.5 km^2.

The Transaction was completed on October 24, 2011 with Oceanus acquiring the Lac Mégantic Property in consideration for the issuance of 1,000,000 Oceanus common shares to the vendors and payment of $162,500. The vendors retained a net smelter royalty ("NSR") of 2%. Oceanus also paid a finder's fee of 125,000 of its common shares in connection with the acquisition.

The acquisition of the Lac Mégantic Property was approved by the TSX Venture Exchange as being the Corporation's Qualifying Transaction. Concurrently, the Corporation completed a private placement of flow-through common shares priced at $0.40 for gross proceeds of $500,000. The flow-through common shares entitle the purchasers to certain benefits under the Income Tax Act.

Trading of the common shares of Oceanus on the Exchange was halted from March 29, 2011, the date on which the Corporation press released its Qualifying Transaction. Trading of the common shares of Oceanus resumed on the TSX Venture Exchange on November 1, 2011 under the symbol "OCN".

On April 25, 2012 the Corporation completed a non-brokered private placement financing and issued a total of one million common shares at a price of $0.25 per share for gross proceeds of $250,000.

On October 24, 2012 the Corporation entered into a binding letter of intent to acquire all of the issued and outstanding securities of Lunar Gold Holdings Incorporated ("LGH"), a Canadian company, in consideration of the issuance of 11 million common shares of Oceanus ("LGH Acquisition"). LGH and LGH's wholly owned Canadian subsidiary, LGHI Holdings Incorporated ("LGHI"), together own 100% of Minera Pueblo de Oro S.A. de C.V., a Mexican company, ("MPO"). MPO is a party to three option agreements under which it can earn a 100-per-cent interest in twelve (12) Mexican mining concession titles, collectively known as the La Lajita Property, covering approximately 3,200 hectares in Durango, Mexico. Pursuant to Exchange Policy 5.3 trading of Oceanus's stock was halted on October 24, 2012 and remained halted until completion of the transaction.

On March 13, 2013 Oceanus completed the LGH Acquisition together with a private placement financing pursuant to which the Corporation issued 8,846,141 common shares at a price of $0.26 per share for gross proceeds of $2.3 million. Trading of Oceanus' common shares resumed on March 15, 2013.

On March 7, 2014 the Corporation completed a non-brokered private placement financing and issued 6,003,622 common shares at a price of $0.22 per share for gross proceeds of $1.3-million.

On July 25, 2014 the Corporation completed a non-brokered private placement financing and issued 8,000,000 common shares at a price of $0.35 per share for gross proceeds of $2.8 million.

On June 19, 2015 the Corporation completed a non-brokered private placement financing and issued 6,250,000 units at $0.20 per unit for gross proceeds of $1.25 million. Each unit consists of one common share and one-half of one common share purchase warrant. Each whole share purchase warrant entitles the holder to acquire one common share of the Corporation for $0.30 for a period of 18 months from the closing date of the offering.

On September 15, 2015 the Corporation announced that it entered into an arrangement agreement ("Arrangement Agreement") with El Tigre Silver Corp. ("El Tigre") to combine the respective companies by way of a statutory plan of arrangement pursuant to the Business Corporations Act (British Columbia), under which the Corporation would acquire all of the outstanding common shares of El Tigre in exchange for common shares of Oceanus on the basis of 0.2839 of one Oceanus share for each El Tigre share (the "Transaction"). El Tigre holds a100% interest in the El Tigre Silver and Gold Property located in Sonora State, Mexico. The El Tigre Property is comprised of 8 mining concessions totaling 215 square kilometers and includes the historic El Tigre Mine and tailings.

On November 13, 2015, following the receipt of the final order of the Court on November 10, 2015, Oceanus and El Tigre completed the Arrangement Agreement. A total of 17,856,140 Oceanus Shares were issued to the El Tigre shareholders. In connection with the Transaction, all outstanding warrants and options to purchase El Tigre shares were cancelled as they were not "in-the-money".

Following the completion of the Arrangement Agreement, Oceanus Shares continue to trade on the TSX Venture Exchange (the "TSXV"), while El Tigre Shares have been delisted from the TSXV and El Tigre has ceased to be a reporting issuer.

On December 23, 2015 the Corporation completed a non-brokered private placement financing and issued 16,250,000 units at $0.16 per unit for gross proceeds of $2.6 million. Each unit consists of one common share and one common share purchase warrant. Each share purchase warrant entitles the holder to acquire one common share of the Corporation for $0.24 for a period of 36 months from the closing date of the offering.

El Tigre Property, Mexico

El Tigre holds eight Mexican Federal mining concessions, located in north-eastern Sonora State and totaling 215 square kilometers, collectively referred to as the El Tigre Gold and Silver Property ("El Tigre Property"). The concessions are 100% held by El Tigre through its wholly owned subsidiary, Pacemaker Silver Mining SA de CV and its wholly owned subsidiary, Compãnia Minera Talaman SA de CV.

The El Tigre Property is located in the Sierra El Tigre of north-eastern Sonora State, 90 kilometers south-southeast of the border towns of Agua Prieta, Mexico and Douglas, Arizona. The Property covers the historic El Tigre Mine and Tailings as well as additional targets. Discovered in 1900 by the Lucky Tiger Combination Gold Mining Company of Kansas City, Missouri, the El Tigre Mine originally began as a gold producer but quickly shifted to silver when it was discovered that the silver was more plentiful than gold. From 1903 to 1938 mine production was estimated at 70 to 75 million ounces of silver and an estimated 325,000 to 350,000 ounces of gold. The El Tigre Mine's reported production through 1927 was 1,198,447 tonnes averaging 1,308 grams of silver and 7.54 grams of gold per tonne with 0.4% copper, 1.1% lead and 1.4% zinc. This is equivalent to 50.4 million ounces of silver and 290,543 ounces of gold. The mine was shut down in 1938, primarily due to low metal prices, and remained dormant until 1981 when Anaconda Minerals Company ("Anaconda") commenced exploration on the Property.

From 1981 to 1984, Anaconda Minerals Company ("Anaconda") completed an extensive district scale exploration program including geological mapping, test work on the tailings as well as drilling 7,812 meters in 22 holes. From 2011 to 2013 El Tigre drilled a total of 59 diamond core holes totaling 9,411 meters of drill length.

In accordance with the Canadian Securities Administrators National Instrument 43-101 ("NI 43-101"), Standards of Disclosure for Mineral Projects, Hard Rock Consulting, LLC of Lakewood, Colorado ("HRC") completed a NI 43-101 report, filed August 15, 2013, which defines a reserve calculation of the tailings stockpile and defines an in-situ resource at the El Tigre Property. Details of this NI 43-101 report were announced in an El Tigre news release dated July 5, 2013.

El Tigre In-Situ Mineral Resources (2013)

The mineral resource estimate for in-situ material is based on 9,468 meters drilled in 61 diamond core holes conducted in three phases over three years. The mineral resources for the in-situ portion of the El Tigre Project are estimated by HRC to be 9.875 million tonnes grading an average of 0.630 g/t Au and 39.7 g/t Ag classified as indicated mineral resources with an additional 7.042 million tonnes grading an average of 0.589 g/t Au and 36.1 g/t Ag classified as inferred mineral resources. The base case estimated mineral resource is based on a 50 g/t silver equivalent ("AgEq") cut-off.

The mineral resources are reported at a cut-off grade to reflect reasonable prospects for economic extraction. HRC considers that significant portions of the El Tigre Project are amenable to open pit extraction. The "reasonable prospects for economic extraction" requirement referred to in NI 43-101 was tested by designing a series of conceptual open pit shells using CAE Mining's Maxipit Software. HRC selected parameters to represent a reasonable expectation reflecting the intent that the resource captured within the pit shell meets the test of reasonable prospect for economic extraction and can be declared a mineral resource. The mineral resource is not inclusive of the mineral reserves.

This mineral resource estimate is based on a 3D geologic model constructed using geologic and assay data from 9,468 meters of drilling in 61 drill holes. The assay data has been examined for the presence of high grade outlier data which could potentially adversely impact the grade estimation. Based on this analysis, all gold and silver assays were capped at 12.5 g/t and 290.0 g/t, respectively. The capped assay data were then composited into 2.0m downhole lengths for use in grade estimation. Block grades were estimated using a single indicator ordinary kriging interpolation method and are presented in the table below.

Indicated Resources							
Cutoff	Tonnage	AgEq	Ag	Au	Contained Metal (x1000 ounces)		
					AgEq	Ag	Au
gpt	Tonnes(x1000)	gpt	gpt	gpt	t.oz.	t.oz.	t.oz.
100	1,500	126.4	67.6	0.980	6,097	3,259	47
75	4,203	99.8	53.6	0.771	13,486	7,241	104
50	**9,875**	**77.8**	**39.7**	**0.630**	**24,713**	**12,614**	**200**
30	15,538	63.6	32.4	0.527	31,794	16,202	263
Inferred Resources							
100	516	122.0	63.8	0.974	2,024	1,058	16
75	2,322	92.0	49	0.719	6,868	3,658	54
50	**7,042**	**71.0**	**36.1**	**0.589**	**16,075**	**8,173**	**133**
30	13,520	56.0	26.4	0.493	24,342	11,476	214

Notes:

(1) Mineral Resources are not Mineral Reserves and do not have demonstrated economic viability. There is no certainty that all or any part of the Mineral Resources estimated will be converted into Mineral Reserves.

(2) Indicated and Inferred Mineral Resources captured within the pit shell meet the test of reasonable prospect for economic extraction and can be declared a Mineral Resource.

(3) Pit optimization is based on assumed gold and silver prices of US$1,350/oz. and US$22.50/oz., respectively, metallurgical recoveries for gold and silver were assumed at 75%, and a mining, processing and G&A cost of US$7.15 per tonne.

(4) Mineral resource tonnage and contained metal have been rounded to reflect the accuracy of the estimate, and numbers may not add due to rounding.

(5) The Mineral Resource is not inclusive of the Mineral Reserves.

(6) Silver Equivalent stated using a ratio of 60:1 and ounces calculated using the following conversion rate: 1 troy ounce = 31.1035 grams. Metallurgical recoveries are not accounted for in the silver equivalent calculation.

La Lajita Property, Mexico

The La Lajita Property comprises 12 mining concessions located in the south-west corner of Durango State, Mexico, along the western flanks of the Sierra Madre Occidental, in one of the largest volcanic belts in the world. This area is recognized as an extremely prospective mineral belt for gold and silver deposits. Furthermore, this area is a virgin district having never been discovered or worked by the Spanish and there are no historic mining records. There are numerous pits, adits and small shafts that have been developed by local gambusinos during the 1900's, and the locals continue to mine in the area to this day.

The property is underlain by volcanic sequences and intrusive rocks disrupted by faulting. Gold and silver mineralization is found in a number of locations along the northwest trending La Lajita and La Lajita East structures over a strike length of 2 km. Small scale mining by pick and shovel is the oldest known work on the property and dates back approximately 50 years. Gold is hand panned after pulverization of the material mined from five areas on the property. The most significant mining took place at Mina la Guadalupe where the underground workings have followed the mineralization along strike for a distance of 150 metres.

During 2003 and 2004, certain of these mining concessions were the focus of an exploration program by International Northair Mines Ltd. ("Northair"). Geologic mapping, rock sampling and other field investigations by Northair led to the discovery of several significant gold and silver mineralized zones, and there remains potential for additional discoveries both parallel to and along strike. Mineralization generally occurs as veins, stockwork and breccia zones along and adjacent to fault zones. The presence of relatively minor amounts of sulphide minerals along with hematite (locally as specularite) within these alteration zones indicates association with a low-sulfidation type epithermal system. Visible gold is present within siliceous quartz and hematite breccia hosted by maroon colored andesitic pyroclastic host rocks. Drilling completed by Northair indicates that gold and silver mineralized zones extend at least 100 meters from surface with true widths up to 12 meters. Wider zones of high grade gold and silver mineralization may also occur in areas influenced by structural intersections.

The most significant mineralization found on the property consists of five zones hosted by the La Lajita fault. From north to south these are the La Esperanza, Las Zanjas, Santo Nino, Dos Hermanos and La Lajita Zones. Three other zones are located along a secondary fault, La Lajita East, that parallels the La Lajita fault, and are known as the La Guadalupe, Los Ratones and the Cerro de Sol Zones. The initial 2013 exploration program consisted of continued geological mapping, prospecting and sampling of these zones and their immediate extensions along strike.

Exploration Activities

In 2013 Oceanus completed a helicopter-borne magnetics and radiometric survey over the property to assist with the geological interpretation of the intrusive rocks and structures.

An initial sampling program was carried out and results were detailed in the Oceanus news releases dated May 8, May 29, June 12 and August 22, 2013. Highlighted assay results include the following;

La Guadalupe Zone

- 13.7 g/t gold and 71.5 g/t silver over a length of 8 meters from underground channel SPML-033
- 11.0 g/t gold and 65.1 g/t silver over a length of 13.5 meters from underground channel SPML-023

Dos Hermanos Zone

- 9.55 g/t gold and 108.5 g/t silver over a length of 15 meters from surface channel SPML-001
- 10.3 g/t gold and 87.6 g/t silver over a length of 10 meters from underground channel SPML-040

Santo Nino Zone

- 10.64 g/t gold and 41.0 g/t silver over a length of 10 meters from underground channel SPML-015
- 3.46 g/t gold and 42.3 g/t silver over a length of 16 meters from surface channel SPML-016

La Fortuna Zone

- 8.53 g/t gold and 31.7 g/t silver over a length of 12 meters from channel sample OLL-011
- 5.41 g/t gold and 113.0 g/t silver over a length of 6 meters from channel sample OLL-108

At the La Lajita Property epithermal, low sulphidation gold and silver associated with hematite and silica alteration is hosted along NNW-SSW trending fault/breccia structures cutting tuffs and ignimbrites of the Upper Volcanic Series over a strike length of 3 kilometers. The mineralization is exposed on surface, in small scale workings and in the underground development and stopes at the Mina la Guadalupe deposit. Mapping and sampling of the underground workings at the Mina la Guadalupe has confirmed the relationship between high grade gold and silver mineralization associated with green quartz veins along the hanging wall side of the fault breccia and the overall dip of the structure.

In light of these encouraging results, MPO contracted SPM Perforacion of Hermosillo, Mexico to carry out a 1,000 meter diamond drilling program. The program commenced in June 2013 with the objective of establishing the depth to the contact with andesitic rocks of the Lower Volcanic Complex. The majority of the large multi-million ounce gold and silver deposits in the Sierra Madre i.e. Ocampo, Pinos Altos, Tayoltita occur at or below this contact.

On September 24, 2013 Oceanus press released that diamond drilling had intersected high-grade gold and silver mineralization at both the Santo Nino and Dos Hermanos prospects. Significant assay results are detailed in the following table.

2013 La Lajita Diamond Drill Hole Intersections

Target	DDH #	Comment	From (m)	To (m)	Length* (m)	Au (g/t)	Ag (g/t)	EqAu50** (g/t)
Dos Hermanos	OCN-13-001		47.3	57.4	10.1	1.82	70.7	3.23
		including	49.4	56.3	6.9	2.59	94.1	4.47
Dos Hermanos	**OCN-13-002**		49.6	64.0	14.4	1.70	62.9	2.96
		including	**51.6**	**53.3**	**1.7**	**10.17**	**143.0**	**13.03**
Dos Hermanos	OCN-13-003		65.6	92.6	27.0	0.48	22.7	0.94
		including	66.3	69.3	3.0	2.58	46.8	3.52
Santo Nino	OCN-13-004		57.8	76.5	18.8	0.58	10.3	0.78
		including	57.8	59.5	1.8	3.29	25.9	3.81
Santo Nino	**OCN-13-005**		**66.6**	**86.6**	**20.0**	**7.09**	**48.8**	**8.07**
		including	**70.6**	**77.1**	**6.5**	**18.87**	**71.3**	**20.30**
Dos Hermanos	OCN-13-007		246.1	247.8	1.7	3.98	97.7	5.93

MPO subsequently completed a Phase II diamond drilling program at La Lajita in summer 2014. The 2014 diamond drilling program focused on the high-grade Santa Nino "clavos" and the Dos Hermanos prospect, both of which returned excellent results from the first round of drilling in 2013. Six holes totaling 1,143.9 meters were drilled at Santo Nino to test the down dip extension of the high-grade ore shoot intersected by the discovery hole OCN-13-005. Highlighted assay results from Santo Nino include the following:

- 3.13 g/t gold and 22.3 g/t silver over a core length of 26.0 meters, including
  7.42 g/t gold and 34.5 g/t silver over a core length of 10.5 meters in ddh OCN-14-026

- 2.08 g/t gold and 25.3 g/t silver over a core length of 28.0 meters, including
  5.92 g/t gold and 46.1 g/t silver over a core length of 8.9 meters in ddh OCN-14-008

- 1.50 g/t gold and 17.4 g/t silver over a core length of 25.3 meters, including
  11.80 g/t gold and 63.0 g/t silver over a core length of 2.5 meters in ddh OCN-14-027

Seven holes totaling 882.1 meters were drilled at the Dos Hermanos Prospect, four holes totaling 470.6 meters were also drilled at the northern strike extension of Dos Hermanos and four holes totaling 505.9 meters were also drilled at the southern strike extension at Dos Hermanos. This drilling has effectively doubled the strike length of the mineralized zone at Dos Hermanos to 225 meters. Highlighted assay results from the Dos Hermanos north extension include the following:

- 0.81 g/t gold and 18.5 g/t silver over a core length of 24.5 meters, including
  2.57 g/t gold and 27.8 g/t silver over a core length of 5.5 meters in ddh OCN-14-022

- 0.82 g/t gold and 21.6 g/t silver over a core length of 29.5 meters, including
  5.13 g/t gold and 42.8 g/t silver over a core length of 2.0 meter in ddh OCN-14-024

MPO subsequently completed a Phase III drill program in the later part of 2014 comprised of four diamond drill holes at the Santo Nino prospect. Geological mapping, prospecting and sampling were also completed along the La Lajita fault system. Stream sediment sampling was completed in the north-western area of the property to assess the gold potential along the north-west extension of the La Lajita fault system.

The Phase 3 drill program was focused to define the down dip extension of the mineralization along strike to the northwest. Highlights from the fall drilling program are detailed below:

- 1.5 grams per tonne gold and 35.8 grams per tonne silver over a core length of 8.8 meters from 110.0 to 118.8 meters, including 4.3 grams per tonne gold and 49.2 grams per tonne silver over 1.5 meters from 112.0 meters to 113.5 meters in hole OCN-14-028

- 1.6 grams per tonne gold and 36.8 grams per tonne silver over a core length of 8.8 meters from 123.9 meters to 132.7 meters, including 2.6 grams per tonne gold and 37.4 grams per tonne silver over 3.3 meters from 129.4 meters to 132.7 meters in hole OCN-14-029

Drill hole OCN-14-030 entered the breccia zone and intersected 2.0 grams per tonne gold and 51.7 grams per tonne silver over a 1 meter interval, however was then lost due to difficult drilling conditions.

At the Cerro del Sol prospect geologists observed local gambusinos performing small scale mining on an east-west trending epithermal breccia zone over a strike length of 50 meters and to a depth of 10 meters. The breccia consists of angular fragments of the wall rock supported by a siliceous, jasperoidal, green quartz with colloform textures. Geologists observed visible gold in the breccia with gold grains up to 1.0 mm in size.

Grab samples were collected on the basis of their interesting geological characteristics. Although visible gold was observed in the Cerro del Sol breccia, none was seen in the samples sent to the laboratory for analyses. Sampling of a jasperoidal breccia material graded 53.0 grams per tonne gold and 123.3 grams per tonne silver and a sample of green quartz breccia graded 39.4 grams per tonne gold and 138.7 grams per tonne silver. Company geologists have recommended a program of mapping, trenching, sampling and drilling to follow-up this new gold discovery.

Exploration activities carried out during 2015 included geological mapping and prospecting with the objective of identifying new gold showings along the La Lajita fault system in the area of the Cerro del Sol prospect located along the southern extension of the fault system, as well as to the north of the Esperanza prospect. These gold-silver prospects are two of a total of eight prospects that have been identified on the La Lajita fault system, which has been traced along surface for over three kilometers.

La Lajita Option Agreements

MPO is party to three separate option agreements covering the twelve mining concessions. The terms of the three option agreements are summarized below.

Ten of the mining concessions are subject to an option agreement dated October 4, 2012 that provides for aggregate cash option payments aggregating US$2,000,000. The remaining cash option payments as at March 31, 2015 are as follows:

- On or before October 4, 2015 US$300,000
- On or before October 4, 2016 US$300,000
- On or before October 4, 2017 US$500,000
- On or before October 4, 3018 US$500,000

MPO entered into an amending agreement effective October 1, 2015 whereby the US$300,000 option payment that was originally due not later than October 4, 2015 was replaced with three separate option payments of US$100,000 due on or before October 4, 2015, January 4, 2016 and March 4, 2016 respectively. As at February 29, 2016, the option payment that was due on or before January 4, 2016 remains outstanding.

The option agreement also provides for minimum optional exploration expenditures of US$150,000 in each of the first four years of the agreement. To the extent that MPO incurs exploration expenditures greater than US$150,000 in a given year, the excess amount may be carried forward and applied against the required expenditure amount of the following year.

In the event MPO establishes mineral production on any of the ten concessions it is obligated to pay the Optionors a 2% net smelter return if gold is valued at or less than $1,000 per ounce or a 2.5% net smelter return if gold is valued at greater than $1,000 per ounce at the time of production. MPO has the option to purchase 50% of the net smelter return for a cash payment of US$1,500,000.

One of the mining concessions is subject to an option agreement dated October 4, 2012, as amended May 9, 2013 and December 19, 2013, that provides for aggregate cash option payments of US$150,000 which have been paid.

In the event MPO establishes mineral production on this mining concession it is obligated to pay the Optionors a 2% net smelter return if gold is valued at or less than $1,000 per ounce or a 2.5% net smelter return if gold is valued at greater than $1,000 per ounce at the time of production. MPO has the option to purchase 50% of the net smelter return for a cash payment of US$200,000.

One of the mining concessions is subject to an option agreement dated October 15, 2012 that is for a term of 10 years and provides for monthly cash option payments of Mexican Pesos 15,000. In the event MPO establishes mineral production on this mining concession, the monthly cash option payment increases to Mexican Pesos 20,000.

Lac Mégantic Property, Canada

During fiscal 2014 the Corporation's exploration focus shifted wholly to the La Lajita Property. Given the Corporation has no intentions of incurring further exploration expenditures on the Lac Megantic Property, the carrying value of the property was written down to $nil in the fourth quarter of fiscal 2014.

Qualified Person

David Duncan, P. Geo., a qualified person as defined by National Instrument 43-101, has reviewed and approved the information provided in this Management Discussion and Analysis for the period ended December 31, 2015.

Selected Financial Information

Oceanus' consolidated net loss was $1,358,591 ($0.02 per share) for the nine month period ended December 31, 2015, $1,372,574 ($0.03 per share) for the year ended March 31, 2015 and $1,910,207 ($0.05 per share) for the year ended March 31, 2014. For the year ended March 31, 2014 the Corporation recorded a write-down of its Lac Megantic resource property in the amount of $0.9 million or $0.025 per share.

The following table contains selected financial information for the nine month period ended December 31, 2015 and the years ended March 31, 2015 and March 31, 2014.

	Period ended December 31, 2015	Year ended March 31, 2015	Year ended March 31, 2014
Revenue	$ -	$ -	$ -
Net loss and comprehensive loss	$ 1 ,358,591	$ 1,372,574	$ 1,910,207
Total assets	$ 18,423,911	$ 8,088,225	$ 5,815,527
Working capital (deficiency)	$ (163,392)	$ 341,534	$ 1,249,637
Shareholder equity	$ 16,248,508	$ 7,685,348	$ 5,639,267
Loss per share	$ 0.02	$ 0.03	$ 0.05

Results of Operations – Three Months Ended December 31, 2015

For the three month period ended December 31, 2015 the Corporation incurred a net loss of $844,936 as compared to a net loss of $388,253 for the three month period ended December 31, 2014. The current period net loss includes the operating expenses of El Tigre Silver Corp. for the period November 13, 2015 to December 31, 2015.

The expenses and income incurred during the three month periods ended December 31, 2015 and December 31, 2014 are detailed in the following table.

	3 months ended December 31, 2015	3 months ended December 31, 2014
Consulting fees	$ 57,500	$ 125,000
Dues and fees	$ 34,412	$ 6,981
Foreign exchange (gain) loss	$ 56,351	$ (36,074)
Insurance	$ 20,620	$ 12,914
Loan interest	$ 16,191	$ -
Office	$ 16,125	$ 11,325
Professional fees	$ 20,854	$ 19,252
Shareholder communication	$ 3,354	$ 9,597
Stock-based compensation	$ 481,000	$ 224,000
Travel	$ 11,936	$ 15,332
Wages and benefits	$ 127,589	$ 2,308
Total operating expenses	$ 845,932	$ 390,635
Interest income	$ (996)	$ (2,382)
Net loss for the period	$ 844,936	$ 388,253

The Corporation incurred consulting fees of $57,500 in the three month period ended December 31, 2015 compared to $125,000 in the prior year comparable period. The decrease in consulting fees recorded in the current quarter was primarily a result of a 33% reduction in the monthly consulting fees paid in respect of contract management services provided by the CEO with the change being made effective August 1, 2015.

For the three month period ended December 31, 2015 the Corporation incurred a net foreign exchange loss of $56,351compared to a net foreign exchange gain of $36,074 in the prior year comparable period. Mexican resource property expenditures are denominated in US dollars and Mexican Pesos and the Corporation's reporting currency is Canadian dollars, consequently foreign exchange gains and losses relating to cash balances, Mexican VAT receivable and current liabilities result with changes in the US dollar/Canadian exchange rate and the Mexican Pesos/Canadian exchange rate.

For the three month period ended December 31, 2015 the Corporation recorded non-cash stock-based compensation expense of $481,000 compared to $224,000 for the prior year comparable period. The number of stock options granted during the current three month period and expensed as stock-based compensation expense was 3,790,000 having an exercise price of $0.17 per share compared to 575,000 having an exercise price of $0.40 per share in the prior year comparable period. In determining the stock-based compensation expense, the fair value of stock options issued is estimated using the Black-Scholes option pricing model.

For the three month period ended December 31, 2015 the Corporation incurred wages and benefits of $127,589 compared to $2,308 in the prior year comparable period. The wage expense in the current period includes $120,000 of one-time change of control payments relating to the El Tigre acquisition

Results of Operations – Nine Months Ended December 31, 2015

For the nine month period ended December 31, 2015 the Corporation incurred a net loss of $1,358,591 as compared to a net loss of $1,183,999 for the nine month period ended December 31, 2014. The current period net loss includes the operating expenses of El Tigre Silver Corp. for the period November 13, 2015 to December 31, 2015.

The expenses and income incurred during the nine month periods ended December 31, 2015 and December 31, 2014 are detailed in the following table.

	9 months ended December 31, 2015	**9 months ended December 31, 2014**
Consulting fees	$ 284,745	$ 207,300
Dues and fees	$ 44,327	$ 20,878
Foreign exchange (gain) loss	$ 75,406	$ (50,864)
Insurance	$ 45,220	$ 33,782
Loan interest	$ 16,191	$ -
Office	$ 29,132	$ 27,180
Professional fees	$ 130,089	$ 258,201
Shareholder communication	$ 14,812	$ 35,363
Stock-based compensation	$ 533,000	$ 413,000
Travel	$ 34,704	$ 28,856
Wages and benefits	$ 154,354	$ 217,989
Total operating expenses	$ 1,361,980	$ 1,191,685
Interest income	$ (3,389)	$ (7,686)
Net loss for the period	$ 1,358,591	$ 1,183,999

The Corporation incurred consulting fees of $284,745 in the nine month period ended December 31, 2015 compared to $207,300 in the prior year comparable period. The increase in consulting fees was largely attributable to incurring nine months of contract management services provided by the CEO in the current period compared to only four months in the prior year comparable period.

For the nine month period ended December 31, 2015 the Corporation incurred a net foreign exchange loss of $75,406 compared to a net foreign exchange gain of $50,864 in the prior year comparable period. Mexican resource property expenditures are denominated in US dollars and Mexican Pesos and the Corporation's reporting currency is Canadian dollars, consequently foreign exchange gains and losses relating to cash balances, Mexican VAT receivable and current liabilities result with changes in the US dollar/Canadian exchange rate and the Mexican Pesos/Canadian exchange rate.

For the nine month period ended December 31, 2015 the Corporation incurred professional fees of $258,201 compared to $130,089 in the prior year comparable period. The decrease is attributed to a reduction in legal and professional services contracted.

For the nine month period ended December 31, 2015 the Corporation recorded non-cash stock-based compensation expense of $533,000 compared to $413,000 for the prior year comparable period. The number of stock options granted during the current nine month period and expensed as stock-based compensation expense was 4,125,000 having an average exercise price of $0.17 per share compared to 1,095,000 having an average exercise price of $0.42 per share in the prior year comparable period. In determining the stock-based compensation expense, the fair value of stock options issued is estimated using the Black-Scholes option pricing model.

For the nine month period ended December 31, 2015 the Corporation incurred wages and benefits of $154,354 compared to $217,989 in the prior year comparable period. The wage expense in the current period includes $120,000 of one-time change of control payments relating to the El Tigre acquisition. The wage expense in the prior year comparable period includes the compensation of the former CEO and the CFO up until August 31, 2014 at which time the former CEO resigned and the CFO services were converted to a consulting basis.

Summary of Quarterly Results

The following table table contains selected financial information for the Corporation for the past eight quarterly periods.

	Revenue	Net loss and comprehensive loss	Total assets	Working capital (deficiency)	Shareholder equity	Loss per Share
March 31, 2014	Nil	$1,111,837	$ 5,815,527	$1,249,637	$ 5,639,267	$0.05
June 30, 2014	Nil	$ 462,413	$ 6,034,314	$ 419,108	$ 5,694,154	$0.01
September 30, 2014	Nil	$ 333,333	$ 8,137,494	$2,041,046	$ 7,987,564	$0.01
December 31, 2014	Nil	$ 388,253	$ 8,113,001	$ 756,474	$ 7,865,311	$0.01
March 31, 2015	Nil	$ 188,575	$ 8,088,225	$ 341,534	$ 7,685,348	$0.004
June 30, 2015	Nil	$ 221,886	$ 9,197,208	$1,249,905	$ 8,683,309	$0.004
September 30, 2015	Nil	$ 291,769	$ 9,119,200	$ 536,455	$ 8,421,540	$0.004
December 31, 2015	Nil	$ 844,936	$18,423,911	$(163,392)	$16,248,508	$0.01

Liquidity and Capital Resources

As at December 31, 2015 the Corporation reported cash and cash equivalents of $1,278,385, total current assets of $2,012,011 and a working capital deficiency of $163,392.

Additionally, the transfer of subscription proceeds aggregating $564,096 from subscribers' accounts relating to the private placement financing that closed on December 23, 2015 remained outstanding at December 31, 2015. Subsequent to December 31, 2015 the Corporation received these subscription proceeds.

The Corporation finances its operations through the issuance of equity securities. The Corporation is dependent on raising additional funding through the issuance of equity securities in order to fund future exploration programs and to meet its ongoing general and administrative requirements and while management has been successful in obtaining funding in the past, there can be no assurance that it will be able to do so in the future. The reader should refer to the "Going Concern" disclosure in the Risks and Uncertainties section of this MD&A.

Off-Balance Sheet Arrangements

The Corporation has no off-balance sheet arrangements.

Related Party Transactions

All transactions with related parties are in the normal course of business.

Legal services were provided during the nine month period ended December 31, 2015 by a firm of which an officer of the Corporation is the sole lawyer practitioner. The cost of these legal services during the period was $112,530 (December 31, 2014 - $381,327). The Corporation recorded $46,750 (December 31, 2014 - $241,730) to professional fees expense and $65,780 (December 31, 2014 - $139,597) to share issue costs.

Geological consulting services were provided during the nine month period ended December 31, 2015 by a corporation owned by a non-executive director of the Corporation. The cost of these consulting services during the period was $48,000 (December 31, 2014 - $94,000) and was recorded to resource properties.

The Corporation incurred office rent expenses of $nil during the nine month period ended December 31, 2015 (December 31, 2014 - $2,400) relating to the rental of an office from a corporation owned by a non-executive director of the Corporation.

During the nine month period ended December 31, 2015, the Corporation settled $146,875 (December 31, 2014 - $240,000) of accounts payable that were due to the officers and companies owned by non-executive directors and officers through the issuance of share capital.

Outstanding Share Data

At December 31, 2015, and at February 29, 2016, the Corporation had 93,120,273 common shares issued and outstanding of which 3,525,600 were held in trust at December 31, 2015. The shares in trust pertain to the December 2015 private placement financing transaction whereby the transfer of subscription proceeds aggregating $564,096 from subscribers' accounts remained outstanding at December 31, 2015. The 3,525,600 units relating to these subscriptions were held in trust at December 31, 2015, and for accounting purposes 3,525,600 shares were excluded from the issued number of shares. Consequently, the issued number of shares at December 31, 2015 for accounting purposes was 89,594,673 shares. Subsequent to December 31, 2015 the Company received subscription proceeds aggregating $564,096 and the 3,525,600 units were released from trust.

At December 31, 2015 the Corporation had 9,210,000 stock options outstanding of which; 1,000,000 were granted to directors and officers having an exercise price of $0.10 per share and expire on December 13, 2020; 420,000 were granted to directors, officers and an employee having an exercise price of $0.20 per share and expire on May 18, 2022, 1,195,000 were granted officers, directors, employees and consultants having an exercise price of $0.20 per share and expire on May 16, 2023; 795,000 were granted to officers, directors, employees and consultants having an exercise price of $0.25 per share and expire on October 7, 2023; 700,000 were granted to directors, officers and consultants having an exercise price of $0.43 per share and expire on May 30, 2024; 50,000 were granted to an investor relations consultant having an exercise price of $0.44 per share and expire on June 9, 2019; 650,000 were granted to officers, directors and employees having an exercise price of $0.40 per share and expire on November 3, 2024; 385,000 were granted officers, directors and consultants having an exercise price of $0.21 per share and expire on June 1, 2025; and 4,015,000 were granted to officers, directors and employees having an exercise price of $0.17 per share and expire on December 22, 2025.

At December 31, 2015 the Corporation had 19,786,750 warrants outstanding of which; 30,000 have an exercise price of $0.30 per share and expire on June 19, 2016; 3,125,000 have an exercise price of $0.30 per share and expire on December 19, 2016; 381,750 have an exercise price of $0.24 per share and expire on December 22, 2017; and 16,250,000 have an exercise price of $0.24 per share and expire on December 22, 2018. As noted above, 3,525,600 units relating to the December 2015 private placement financing were held in trust at December 31, 2015, and accordingly for accounting purposes 3,525,600 warrants were excluded from the issued number of warrants.

The fully diluted number of common shares of the Corporation at December 31, 2015 and February 29, 2016 was 122,117,023.

Risks and Uncertainties

The following are certain factors relating to the business of the Corporation. These risks and uncertainties are not the only ones facing the Corporation. Additional risks and uncertainties not currently known to the Corporation, or that the Corporation currently deems immaterial, may also impair the operations of the Corporation. If any such risks actually occur, the financial condition, liquidity and results of operations of the Corporation could be materially adversely affected and the ability of the Corporation to implement its growth plans could be adversely affected.

The following is a description of certain risks and uncertainties that may affect the business of the Corporation.

Going concern

The Corporation's ability to continue as a going concern is dependent on its ability to successfully identify, evaluate and negotiate an acquisition of, a participation in or an interest in properties, assets or businesses. The Corporation will actively seek financing from time to time to finance its operations; however, the availability, amount and timing of this financing is not certain at this time.

Capital Requirements, Liquidity and Dilution to Shareholders

Additional funds for the establishment of the Corporation's current and planned mining operations will be required. No assurances can be given that the Corporation will be able to raise the additional funding that may be required for such activities, should such funding not be fully generated from operations. Mineral prices, environmental rehabilitation or restitution, revenues, taxes, transportation costs, capital expenditures, operating expenses and geological results are all factors which will have an impact on the amount of additional capital that may be required. To meet such funding requirements, the Corporation may be required to undertake additional equity financing, which would be dilutive to shareholders. Debt financing, if available, may also involve restrictions on financing and operating activities. There is no assurance that additional financing will be available on terms acceptable to the Corporation or at all. If the Corporation is unable to obtain additional financing as needed, it may be required to reduce the scope of its operations or anticipated expansion, and pursue only those development plans that can be funded through cash flows generated from its existing operations.

Limited Operating History

The Corporation is a relatively new company with limited operating history and no history of business or mining operations, revenue generation or production history. The Corporation was incorporated on June 14, 2010 and has yet to generate a profit from its activities. The Corporation will be subject to all of the business risks and uncertainties associated with any new business enterprise, including the risk that it will not achieve its growth objective. The Corporation anticipates that it may take several years to achieve positive cash flow from operations.

Competition

The Corporation will compete with many exploration companies that may have substantially greater financial and technical resources than the Corporation, as well as, for the recruitment and retention of qualified personnel.

Reliance on Key Individuals

The Corporation's success depends to a certain degree upon certain key members of the management. It is expected that these individuals will be a significant factor in its growth and success. The loss of the service of members of the management and certain key employees could have a material adverse effect on the Corporation.

Title to Properties

Acquisition of title to mineral properties is a very detailed and time-consuming process. Title to, and the area of, mineral properties may be disputed. The Corporation cannot give an assurance that title to its exploration properties will not be challenged or impugned. Mineral properties sometimes contain claims or transfer histories that examiners cannot verify. A successful claim that Oceanus does not have title to its exploration properties could cause the Corporation to lose any rights to explore, develop and mine any minerals on that property, without compensation for its prior expenditures relating to such property.

Other Information

Additional information regarding the Corporation is available on SEDAR at www.sedar.com.