OCEANUS
RESOURCES CORPORATION

2019 Annual Report

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Background

This Management Discussion and Analysis (MD&A) of Oceanus Resources Corporation ("Oceanus" or "the Corporation") is dated July 29, 2019 and provides an analysis of the financial operating results for the year ended March 31, 2019. This MD&A should be read in conjunction with the audited consolidated financial statements and accompanying notes for the years ended March 31, 2019 and March 31, 2018 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 and technical reports 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** and on the OTCQB under the symbol **OCNSF**. 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 (as defined herein) 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, 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.

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 and commodity prices and marketability of minerals; title to properties; local residential 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; no history of paying dividends and no intention of paying dividends in the near future; 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. Refer to the section titled "Risks and Uncertainties".

Company Overview

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

Oceanus is a gold and silver exploration company operating in Mexico, with 100-per-cent ownership of the 35-kilometer-long, royalty-free El Tigre property located in Sonora State. A maiden resource estimate for the El Tigre property was reported on September 13, 2017, and filed on SEDAR on October 26, 2017, containing indicated resources of 661,000 gold equivalent ounces at 0.77 gram per tonne (21 g/t silver and 0.51 g/t gold) and inferred resources of 341,000 gold equivalent ounces at 1.59 g/t (88 g/t silver and 0.52 g/t gold).

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. El Tigre also holds one additional 0.32 square kilometers claim, known as the San Juan Property, separate from the El Tigre Silver Property, also located in Sonora State, Mexico.

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 (Craig, 2012). 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 the El Tigre Property 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.

Oceanus carried out an infill gap sampling program on the legacy diamond drill core at the El Tigre Property during 2016 followed by an infill drilling program which was completed in May 2017. Oceanus released its' maiden resource estimate for El Tigre in September 2017 (see section titled "Mineral Resource Estimate").

Oceanus 2016 Infill Gap Sampling Program

During the first half of calendar 2016 Oceanus carried out an infill gap sampling program on the legacy diamond drill core at the El Tigre Property. Oceanus disclosed the results from 53 drill holes over a strike length of 1,675 meters, located between Sections 4975N and 3300N, in press releases dated March 7, 2016, May 16, 2016 and June 28, 2016.

The goals of the sampling program are to "twin" several of the high-grade intersections identified by the original sampling in 2013 and to assay sections of the core not previously sampled to provide complete assay coverage over the length of the holes.

These assay results indicate a broader halo of gold and silver mineralization than was previously recognized. Due to the slope of the hillside, many of the legacy drill holes are collared on the mineralization.

After Oceanus included the new assay results for the legacy diamond drill holes, the mineralized intercepts for select holes are as follows:

- Hole ET-13-051 - 127.0 meters of 2.16 g/t gold equivalent consisting of 1.80 g/t gold and 27.5 g/t silver; including 33.0 meters of 4.73 g/t gold equivalent consisting of 4.48 g/t gold and 18.5 g/t silver

- Hole ET-13-066 – 97.7 meters of 1.80 g/t gold equivalent consisting of 0.90 g/t gold and 67.5 g/t silver; including 3.5 meters of 34.33 g/t gold equivalent consisting of 15.99 g/t gold and 1,375.6 g/t silver
- Hole ET-13-075 – 104.0 meters of 1.01 g/t gold equivalent consisting of 0.53 g/t gold and 36.1 g/t silver
- Hole ET-13-077 – 139.1 meters of 1.02 g/t gold equivalent consisting of 0.94 g/t gold and 6.6 g/t silver
- Hole ET-10-031 – 92.9 meters of 0.80 g/t gold equivalent consisting of 0.39 g/t gold and 30.4 g/t silver; including 7.5 meters of 2.07 g/t gold equivalent consisting of 1.11 g/t gold and 72.6 g/t silver.
- Hole ET-10-033 – 48.6 meters of 1.46 g/t gold equivalent consisting of 0.61 g/t gold and 63.9 g/t silver; including 9.5 meters of 5.46 g/t gold equivalent consisting of 1.80 g/t gold and 274.5 g/t silver.

Complete assay results for the infill gap sampling program are included in appendices to press releases dated March 7, 2016, May 16, 2016 and June 28, 2016 which are available on SEDAR and the Corporation's website.

Oceanus 2016-2017 Drill Program

Oceanus completed the 2016-17 infill drilling program at El Tigre in May 2017 having drilled a total of 62 diamond drill holes totalling 11,923.1 meters. The purpose of this drill program was to support a NI 43-101 resource estimation for the El Tigre Property. The results from the Oceanus drilling, prior drilling and other data will be incorporated into the resource estimation being completed by P&E Mining Consultants Inc.

The initial phase of the drill program consisted of drilling several new holes near drill holes ET-13-051 and ET-13-064 to cross the entire width of the mineralized zone and end in the barren footwall rock; drilling several holes to test the extension of the high grade clavos; and completing a fence of drill holes across the entire mineralized zone consisting of the Sooy Vein in the hanging wall, the central El Tigre Vein and the Seitz-Kelly Vein in the footwall.

Assay results from this drilling program are included in press releases dated September 14, 2016, October 18, 2016, December 14, 2016, March 6, 2017, May 25, 2017, June 7, 2017 and June 29, 2017. These drill results demonstrated wide oxidized zones of precious-metals mineralization at El Tigre that outcrop at surface.

Highlight results from drilling at the Main Deposit include the following:

- Hole ET-16-083 – 121.1 meters of 1.38 g/t gold equivalent consisting of 1.02 g/t gold and 27.0 g/t silver
- Hole ET-16-085 – 89.7 meters of 1.02 g/t gold equivalent consisting of 0.62 g/t gold and 30.3 g/t silver
- Hole ET-16-092 – 95.6 meters of 1.35 g/t gold equivalent consisting of 1.17 g/t gold and 13.2 g/t silver
- Hole ET-16-096 – 74.2 meters of 0.96 g/t gold equivalent consisting of 0.80 g/t gold and 11.6 g/t silver
- Hole ET-16-108 – 110.0 meters of 0.79 g/t gold equivalent consisting of 0.60 g/t gold and 14.5 g/t silver
- Hole ET-16-109 – 20.4 meters of 3.23 g/t gold equivalent consisting of 0.40 g/t gold and 212 g/t silver
- Hole ET-16-110 – 102.0 meters of 0.67 g/t gold equivalent consisting of 0.50 g/t gold and 13.4 g/t silver
- Hole ET-17-118 – 32.9 meters of 1.02 g/t gold equivalent consisting of 0.27 g/t gold and 56.7 g/t silver
- Hole ET-17-133 – 67.6 meters of 1.49 g/t gold equivalent consisting of 1.24 g/t gold and 19.1 g/t silver

Oceanus Step-out Drilling Results (2017)

A number of step-out drill holes completed at the end of the 2016-2017 drill program returned encouraging results 400 meters to the South and 800 meters to the North of the old El Tigre mine.

Highlights from the 2017 step-out drilling to the South of the old El Tigre Mine include the following:

- Hole ET-17-133 – 67.6 meters of 1.49 g/t gold equivalent from 78.5 meters to 146.1 meters consisting of 1.24 g/t gold and 19.1 g/t silver, including 23.4 meters of 3.31 g/t gold equivalent consisting of 2.77 g/t gold and 40.5 g/t silver

- Hole ET-17-139 – 5.2 meters of 0.98 g/t gold equivalent from 10.6 meters to 15.8 meters consisting of 0.96 g/t gold and 1.7 g/t silver

- Hole ET-17-140 – 9.0 meters of 1.86 g/t gold equivalent from 35.0 meters to 44.0 meters consisting of 0.18 g/t gold and 125.5 g/t silver, including 1.5 meters of 9.54 g/t gold equivalent consisting of 0.43 g/t gold and 683.2 g/t silver, in a step out hole approximately 400 meters to the south of the Main Deposit past Gold Hill

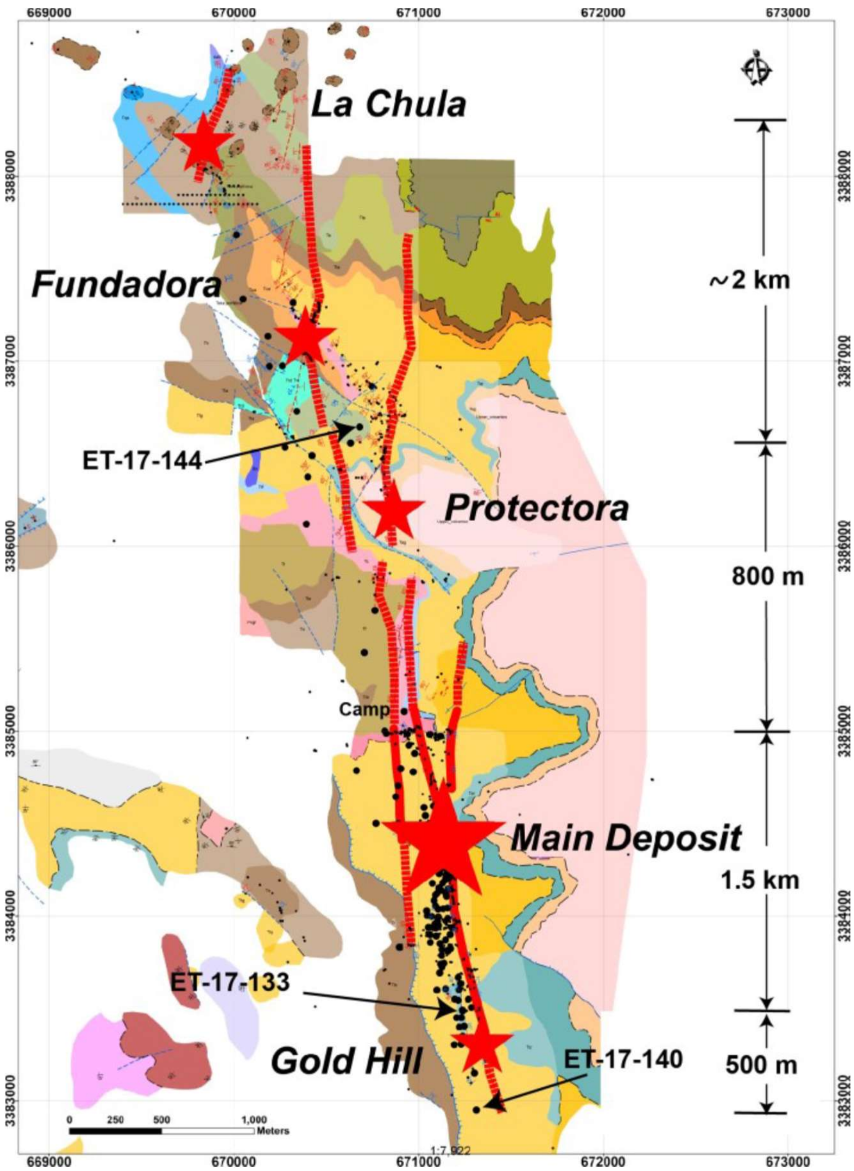
Step-out hole ET-17-144 intersected high-grade gold and silver mineralization in the Protectora vein located 800 meters to the North of the old El Tigre Mine.

- Hole ET-17-144 returned 3.15 meters of 36.6 g/t gold equivalent from a depth of 88.25 meters to 91.40 meters consisting of 10.1 g/t gold and 1990.9 g/t silver. This intercept included 0.85 meters of 135.1 g/t gold equivalent consisting of 37.2 g/t gold and 7,338.9 g/t silver. The 0.85 meter intercept also returned 2.84% copper, 4.06% zinc and 1.38% lead.

- Hole ET-17-144 also returned 1,107.36 g/t silver and 0.024 g/t gold over 1.5 meters from a depth of 188.65 meters to 190.15 meters

The true width has not been calculated for the drilled intercepts, but is generally estimated at 75-90% of drilled width. Drill assays were composited by length-weighted averaging into intersections using a 0.2 g/t gold equivalent cut-off grade. The gold equivalent ratio is based on a gold-to-silver price ratio of 1:75.

The map below shows the location of these step-out drill holes.



Mineral Resource Estimate (September 2017)

In September 2017, Oceanus announced an independent Mineral Resource Estimate for the El Tigre Property completed by P&E Mining Consultants Inc. ("P&E") which is detailed in the table below. The El Tigre Property includes the El Tigre[1], Fundadora[2] and El Tigre Tailings[3] Deposits. The El Tigre Mineral Resource Estimate includes extensions of the historical El Tigre and Seitz Kelly Veins[1], as well as the mineralized breccia halo around the El Tigre Vein. The Fundadora Mineral Resource Estimate includes the Aquila, Fundadora, Protectora and Caleigh Veins[2]. A copy of the NI 43-101 Technical Report supporting the Mineral Resource Estimate is available at Sedar.com under the Corporation's profile.

Resource Area	Class	AuEq g/t Cut-Off	Tonnes (000's)	Ag (g/t)	Ag ozs (000's)	Au (g/t)	Au ozs (000's)	AuEq (g/t)	AuEq ozs (000's)
El Tigre Constrained Pit[1]	Indicated	0.20	25,170	15	11,906	0.51	416	0.69	559
	Inferred	0.20	2,791	12	1,093	0.38	34	0.52	47
El Tigre Underground[1]	Indicated	1.50	207	156	1,041	0.46	3	2.33	16
	Inferred	1.50	11	82	29	1.27	0	2.26	1
Fundadora Constrained Pit[2]	Indicated	0.20	451	167	2,428	0.93	14	2.94	43
	Inferred	0.20	1,774	150	8,554	0.69	39	2.49	142
Fundadora Underground[2]	Indicated	1.50	80	118	306	1.03	3	2.45	6
	Inferred	1.50	2,003	140	9,044	0.60	38	2.28	147
Sub Total Indicated		**0.20, 1.50**	**25,908**	**19**	**15,681**	**0.52**	**436**	**0.75**	**624**
Sub Total Inferred		**0.20, 1.50**	**6,579**	**89**	**18,720**	**0.52**	**111**	**1.59**	**337**
El Tigre Tailings[3]	Indicated	0.37	939	78	2,345	0.27	8	1.21	37
	Inferred	0.37	101	79	254	0.27	1	1.22	4
Total Indicated		**0.20,0.37,1.50**	**26,847**	**21**	**18,026**	**0.51**	**444**	**0.77**	**661**
Total Inferred		**0.20,0.37,1.50**	**6,680**	**88**	**18,974**	**0.52**	**112**	**1.59**	**341**

Notes to Mineral Resource Estimate Table:

(1) El Tigre Deposit Mineral Resources are comprised of the El Tigre and Seitz Kelly Veins.
(2) Fundadora Deposit Mineral Resources are comprised of the Aquila, Fundadora, Protectora and Caleigh Veins.
(3) El Tigre Tailings Deposit Mineral Resources are comprised of the tailings from the former El Tigre operation.
(4) Mineral Resources are reported within a constraining pit shell.
(5) The Mineral Resource Estimate is reported in accordance with the Canadian Securities Administrators National Instrument 43-101 and has been estimated using the CIM "Estimation of Mineral Resources and Mineral Reserves Best Practice Guidelines and CIM "Definition Standards for Mineral Resources and Mineral Reserves.
(6) Au:Ag ratio = ($1250/$17)/(70% Ag Rec/80% Au Rec)= 84:1 Therefore, AuEq=(Ag/84) + Au
(7) Mineral Resources in this estimate are based on approx. two year trailing average metal prices of US$1,250 oz Au and US$17 /oz Ag, estimated process recoveries 80% Au and 70% Ag, US$5.70/t process cost and US$0.80/t G&A cost. Mining costs of US$1.55/t for open pit and $45/t for underground and tailings mining costs of US$5.50/t were used to derive the respective Mineral Resource Estimate AuEq cut-offs of 0.20 g/t and 1.5 g/t and 0.37g/t. Pit optimization slopes were 50 degrees.
(8) The Mineral Resource Estimate uses drill hole data available as of September 1, 2017.
(9) Totals may not add correctly due to rounding.
(10) An Inferred Mineral Resource has a lower level of confidence than that applying to an Indicated Mineral Resource and must not be converted to a Mineral Reserve. It is reasonably expected that the majority of Inferred Mineral Resources could be upgraded to Indicated Mineral Resources with continued exploration.
(11) Mineral Resources which are not Mineral Reserves do not have demonstrated economic viability. The estimate of Mineral Resources may be materially affected by environmental, permitting, legal, title, taxation, sociopolitical, marketing or other relevant issues.

Fall 2017 Drilling Program

The fall 2017 program comprised 600 meters of diamond drilling in seven holes to define the strike and dip of the high-grade Caleigh vein and the low-grade alteration zone in the hanging wall. Hole ET-17-145, the first hole in the fall 2017 program, returned **0.75 meters of 48.7 grams per tonne gold equivalent from a depth of 28.50 to 29.25 meters consisting of 10.91 g/t gold and 2,830.4 g/t silver**. This hole also encountered the low-grade hanging wall alteration zone adjacent to the Caleigh vein. The overall intersection returned 25.75 meters of 1.88 g/t gold equivalent from a depth of 3.50 to 29.25 meters consisting of 0.65 g/t gold and 91.9 g/t silver. Hole ET-17-148 returned **0.50 meters of 40.0 g/t gold equivalent from a depth of 90.10 meters to 90.60 meters consisting of 10.0 g/t gold and 2,247.1 g/t silver**. The true width has not been calculated for the drilled intercepts, but is generally estimated at 75-

90% of drilled width. Drill assays were composited by length-weighted averaging into intersections using a 0.2 g/t gold equivalent cut-off grade. The gold equivalent ratio is based on a gold-to-silver price ratio of 1:75.

The high gold and silver grades intersected in drill holes ET-17-144, ET-17-145 and ET -17-148 are reminiscent of the bonanza silver and gold grades mined underground in the 1920's and 1930's at the old El Tigre mine which is 800 meters to the south. Surface mapping shows that the Protectora vein and alteration zone, that has not been mined, extends along strike to the north from the old El Tigre mine for 2,000 meters. This 2,000 meter long extension presents a new exploration target to find additional near surface mineralization

2018 Exploration Activities

The Company carried out a regional prospecting and mapping program during 2018 with the objective of identifying extensions of the El Tigre Formation. The El Tigre Formation is the is the rock package that hosts the historic El Tigre mine. The Phase 1 prospecting and mapping program was carried out to the south of Gold Hill and demonstrated that the El Tigre Formation continues along strike in a southeasterly direction for an additional 5 kilometers to the Lluvia de Oro prospect. Tunnels exposing quartz veins with the same alterations and mineralization as observed in the existing El Tigre area, and assays, demonstrated significant potential for additional near-surface mineralization in this newly defined area. The El Tigre Formation was also identified a further 3 kilometers to the south at La Mancha where old workings were located.

The Phase 2 prospecting and mapping program was carried out on the eastern side of the mountain. The team located several historic underground workings in this area (Santa Maria) that followed mineralized quartz veins similar to the old El Tigre Mine, as well as, outcropping of vein mineralization. Given the positive results from this program, the Company submitted application in March 2018 to acquire an additional 4,465 hectares. This represents an increase of 20% for a total land package of 26,307 hectares.

The Phase 3 prospecting and mapping program was carried out to north-east of the resource area on the new claims and identified outcropping of the El Tigre Formation in several areas.

2019 Exploration Program

Oceanus has now identified in excess of 10 kilometers of favorable host stratigraphy with several areas of mineralization identified to the south, east and north-east of the old El Tigre Mine. The Company plans to send the exploration team back to the property in 2019 to continue prospecting and mapping as well as sampling. The objective of this program will be to establish drill targets.

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 year ended March 31, 2019.

Selected Financial Information

Oceanus' consolidated net loss for the year ended March 31, 2019 was $1,219,141 ($0.01 per share) compared to a net loss of $1,306,731 ($0.01 per share) for the year ended March 31, 2018 and a net loss of $10,166,843 ($0.09 per share) for the year ended March 31, 2017. The loss for the year ended March 31, 2017 includes an impairment charge of $8,131,183 ($0.07 per share) for the write-down of the La Lajita Property.

The following table contains selected financial information for three most recent fiscal years

	Year ended March 31, 2019	Year ended March 31, 2018	Year ended March 31, 2017
Revenue	$ -	$ -	$ -
Net loss and comprehensive loss	$ 1,219,141	$ 1,306,731	$ 10,166,843
Total assets	$ 18,073,833	$ 16,831,420	$ 15,385,272
Working capital (deficiency)	($ 2,404,250)	($ 1,371,045)	($ 473,353)
Shareholder equity	$ 15,562,398	$ 15,360,810	$ 13,415,116
Loss per share	$ 0.01	$ 0.01	$ 0.09

Results of Operations – Three Months Ended March 31, 2019

For the three month period ended March 31, 2019, the Corporation incurred a net loss of $332,412 compared to a net loss of $359,210 for the three month period ended March 31, 2018.

The expenses and income incurred during the three month periods ended March 31, 2019 and 2018, are detailed in the following table.

	3 months ended March 31, 2019	3 months ended March 31, 2018
Consulting fees	$ 39,670	$ 153,572
Dues and fees	$ 6,352	$ 4,386
Foreign exchange (gain) loss	($ 11,707)	($ 3,738)
Insurance	$ 19,361	$ 9,250
Office and other	$ 8,627	$ 29,711
Professional fees	$ 48,032	$ 31,534
Shareholder communication	$ 27,411	$ 37,367
Stock-based compensation	$ 213,000	$ 11,000
Travel	$ 4,051	$ 25,148
Wages and benefits	($ 22,385)	$ 61,065
Total operating expenses	**$ 332,412**	**$ 359,295**
Interest income	$ -	($ 85)
Net loss for the period	**$ 332,412**	**$ 359,210**

For the three month period ended March 31, 2019, the Corporation recorded non-cash stock-based compensation expense of $213,000 compared to $11,000 for the prior year period. The current year expense is comprised of; (i) $203,000 relating to the issuance of 2,600,000 stock options having an exercise price of $0.10 per common share and (ii) $10,000 relating to the issuance of 900,000 deferred share units priced at $0.10 per common share and vesting over a period of three years, compared to an expense of $11,000 in the prior year period relating to the vesting of 46,876 stock options. In determining the stock-based compensation expense, the fair value of stock options and deferred share units issued is estimated using the Black-Scholes option pricing model.

For the three month period ended March 31, 2019, the Corporation incurred consulting fees of $39,760 compared to $153,572 in the prior year comparable period. The reduction in consulting fees is primarily related to the reversal of an over accrued amount of $110,000 relating to consulting services provided by an arm's length consultant.

For the three month period ended March 31, 2019, the Corporation incurred a recovery of wages and benefits expense of $22,385 compared to an expense of $61,605 in the prior year comparable period. The recovery resulted from the reversal of wage accruals aggregating $50,000 relating to the acquisition of El Tigre Silver Corporation in 2016 which were determined in the current quarter to be no longer required. Additionally, the departure of the Corporation's VP Investor Relations at the end of December 2018 resulted in lower wages and benefits expense being incurred in the three month period ended March 31, 2019 compared to the prior year period.

Results of Operations – Year Ended March 31, 2019

For the year ended March 31, 2019, the Corporation incurred a net loss of $1,219,141 compared to a net loss of $1,306,731 for the year ended March 31, 2019.

The expenses and income incurred during the years ended March 31, 2019 and 2018 are detailed in the following table.

	Year ended March 31, 2019	Year ended March 31, 2018
Consulting fees	$ 457,620	$ 564,095
Dues and fees	$ 42,864	$ 47,517
Foreign exchange (gain) loss	($ 9,426)	$ 30,809
Insurance	$ 67,171	$ 48,605
Office and other	$ 115,855	$ 115,222
Professional fees	$ 64,794	$ 77,686
Shareholder communication	$ 73,105	$ 172,852
Stock-based compensation	$ 246,000	$ 12,500
Travel	$ 25,268	$ 104,157
Wages and benefits	$ 135,890	$ 145,716
Total operating expenses	**$ 1,219,141**	**$ 1,319,159**
Interest income	$ -	$ (12,428)
Net loss for the period	**$ 1,219,141**	**$ 1,306,731**

For the year ended March 31, 2019, the Corporation recorded non-cash stock-based compensation expense of $246,000 compared to $12,500 for the prior year period. The current year expense is comprised of; (i) $203,000 relating to the issuance of 2,600,000 stock options having an exercise price of $0.10 per common share, (ii) $33,000 relating to the vesting of 135,417 stock options having an exercise price of $0.27 per common share during the year compared to $12,500 relating to vesting of 54,687 stock options in the prior year period and (iii) $10,000 relating to the issuance of 900,000 deferred share units priced at $0.10 per common share and vesting over a period of three years. In determining the stock-based compensation expense, the fair value of stock options and deferred share units issued is estimated using the Black-Scholes option pricing model.

For the year ended March 31, 2019, the Corporation incurred a foreign exchange gain of $9,426 compared to a foreign exchange loss of $30,809. A significant portion of the Corporation accounts payable and accrued liabilities are denominated in Mexican Pesos and to a lesser extend in US dollars. The gain in the current year period was primarily the result of an increase in the value of the Canadian Dollar against the Mexican Pesos which resulted in a gain on the period end revaluation of Pesos denominated accounts payable.

Other significant year over year variations in operating expenses included a $99,747 reduction in shareholder communication expense, a $78,889 reduction in travel expenses and a $106,475 reduction in consulting fees. The reduction in shareholder communication and travel expenses is a result of management attending fewer investment conferences and shareholder meeting events during the year. The reduction in consulting fees is primarily related to the reversal of an over accrued amount during the year of $110,000 relating to consulting services provided by an arm's length consultant.

Summary of Quarterly Results

The following 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
June 30, 2017	Nil	$ 264,046	$15,012,738	($1,561,635)	$13,174,881	$0.002
September 30, 2017	Nil	$ 361,355	$17,063,880	$ 156,347	$15,762,547	$0.003
December 31, 2017	Nil	$ 322,120	$16,897,123	($ 588,998)	$15,607,020	$0.002
March 31, 2018	Nil	$ 359,210	$16,831,420	($1,371,045)	$15,360,810	$0.003
June 30, 2018	Nil	$ 235,698	$16,935,833	($1,288,898)	$15,534,112	$0.002
September 30, 2018	Nil	$ 351,454	$17,377,738	($1,529,236)	$15,596,387	$0.003
December 31, 2018	Nil	$ 299,577	$17,542,120	($1,562,714)	$15,659,810	$0.002
March 31, 2019	Nil	$ 332,412	$18,073,833	($2,404,250)	$15,562,398	$0.002

Liquidity and Capital Resources

At March 31, 2019, the Corporation reported total current assets of $107,185, current liabilities of $2,511,435 and a working capital deficiency of $2,404,250.

During the year ended March 31, 2019, the Corporation received aggregate gross proceeds of $398,000 from the exercise of warrants, $750,000 from the September 2018 units financing and $10,000 from the exercise of stock options.

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. Readers should refer to the "Going Concern" disclosure in the Risks and Uncertainties section of this MD&A.

Subsequent to March 31, 2019, the Corporation completed a non-brokered private placement raising aggregate gross proceeds of $750,000 with the issuance of 12,500,000 common shares at a price of $0.06 per common share. Certain officers and directors of Oceanus subscribed for an aggregate of 1,483,332 common shares.

Recoverability of Mexican VAT

Management's assumptions regarding the recoverability of Value Added Tax ("VAT") receivable in Mexico, at the end of each reporting period, are made using all relevant facts available, including past collectability, the development of VAT policies and the general economic environment of the country to determine if a write-down of the VAT is required. Collection of the amount receivable depends on processing and payment of the claims by the government in Mexico. The Corporation has approximately $746,000 of VAT receivable at March 31, 2019 (March 31, 2018 - $717,000). While the Corporation is still pursuing collection, with the delay in processing and collection, management determined that it is appropriate to classify this amount to the resource property to which the VAT paid related. The timing and amount of the VAT ultimately collectible could be materially different from the amount recorded in the consolidated financial statements.

Off-Balance Sheet Arrangements

The Corporation has no off-balance sheet arrangements.

Related Party Transactions

Administrative consulting services were provided during the year ended March 31, 2019 by a company owned by the Chief Executive Officer of the Corporation. The cost of these consulting services during the period was $250,000 (2018 - $200,000). The Corporation recorded these costs to consulting fees.

Administrative consulting services were provided during the year ended March 31, 2019 by a company owned by the Chief Financial Officer of the Corporation. The cost of these consulting services during the period was $105,000 (2018 - $98,750). The Corporation recorded these costs to consulting fees.

Geological consulting services were provided during the year ended March 31, 2019 by a company owned by the Vice President Exploration of the Corporation. The cost of these consulting services during the period was $69,750 (2018 - $93,000). The Corporation recorded these costs to resource properties.

During the year ended March 31, 2019, officers and directors subscribed to an aggregate of 504,615 units (2018 – 1,002,668 units) issued by the Corporation pursuant to equity financings for aggregate subscription proceeds of $65,600 (2018 - $300,800).

Disclosure for Venture Issuers without Significant Revenue

During the years ended March 31, 2019 and 2018, the Corporation incurred expenses related to the following:

	Year ended March 31, 2019	Year ended March 31, 2018
Capitalized exploration and property costs	$1,234,793	$2,766,001
Operating expenses excluding write-down of resource properties and resource property amounts expensed	$1,219,141	$1,319,159

Outstanding Share Data

At March 31, 2019, the Corporation had 143,916,357 common shares issued and outstanding.

At March 31, 2019, the Corporation had 14,140,000 stock options outstanding as summarized in the following table.

No. of Options	Exercise Price	Expiry date
900,000	$0.10	December 13, 2020
420,000	$0.20	May 18, 2022
1,170,000	$0.20	May 16, 2023
795,000	$0.25	October 7, 2023
650,000	$0.43	May 30, 2024
50,000	$0.44	June 9, 2019
575,000	$0.40	November 3, 2024
385,000	$0.21	June 1, 2025
3,870,000	$0.17	December 22, 2025
2,600,000	$0.25	October 31, 2026
125,000	$0.23	January 17, 2027
2,600,000	$0.10	January 4, 2029

At March 31, 2019, all of the stock options had vested.

At March 31, 2019, the Corporation had 2,884,612 warrants outstanding with an exercise price of $0.17 and expiring September 17, 2020. These warrants were issued in connection with the September 2018 private placement financing.

Subsequent to March 31, 2019, the Corporation completed a non-brokered private placement raising aggregate gross proceeds of $750,000 with the issuance of 12,500,000 common shares at a price of $0.06 per common share, and 100,000 stock options with an exercise price of $0.10 per common share were exercised for aggregate proceeds of $10,000.

At July 29, 2019, the Corporation had 156,516,357 common shares issued and outstanding. If all stock options and warrants were exercised, the number of common shares of the Corporation outstanding at July 29, 2019 would be 173,440,969.

Risk Factors

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 consolidated financial statements for the year ended March 31, 2019 have been prepared using International Financial Reporting Standards ("IFRS") applicable to a going concern, which assumes the realization of assets and settlement of liabilities in the normal course of business as they come due. As at March 31, 2019, the Corporation had an accumulated deficit of $19.2 million and a working capital deficiency of $2.4 million (March 31, 2018 - $17.9 million and $1.4 million respectively). The Corporation has no income or cash flow from operations. In addition to its working capital requirements, the Corporation must secure sufficient funding to maintain legal title to its resource properties, to fund its exploration and development activities and to fund its general and administrative costs. Such circumstances cause material uncertainties that may cast significant doubt as to the ability of the Corporation to meet its obligations as they come due and, accordingly, the appropriateness of the use of accounting principles applicable to a going concern. Management is evaluating alternatives to secure additional financing, including the closing of a private placement financing subsequent to year end in the amount of $750,000, so that the Corporation can continue to operate as a going concern. Nevertheless, there is no assurance that these initiatives will be successful or sufficient.

The Corporation's ability to continue as a going concern is dependent upon its ability to fund its working capital and exploration requirements and eventually to generate positive cash flows, either from operations or sale of properties. The consolidated financial statements for the year ended March 31, 2019 do not reflect the adjustments to the carrying value of assets and liabilities and the reported expenses and consolidated statements of financial position classifications that would be necessary were the going concern assumption inappropriate, and these adjustments could be material.

Mineral Exploration, Development and Operating Risks

The business of mineral exploration and development is highly speculative in nature, generally involves a high degree of risk and is frequently non-productive. The La Lajita Property is in the exploration and development stage, and there is no assurance that exploration efforts will be successful or that expenditures to be made by the Corporation will result in discoveries of commercial quantities of minerals or profitable commercial mining operations. Resource acquisition, exploration, development, and operation involves significant financial and other risks over an extended period of time, which even a combination of careful evaluation, experience, and knowledge may not eliminate. Significant expenses are required to locate and establish economically viable mineral deposits, to acquire equipment, and to fund construction, exploration and related operations, and few mining properties that are explored are ultimately developed into producing mines. Success in establishing an economically viable project is the result of a number of factors, including the quantity and quality of minerals discovered, proximity to infrastructure, metal and mineral prices, which are highly cyclical, costs and efficiencies of the recovery methods that can be employed, the quality of management, available technical expertise, taxes, royalties, environmental matters, government regulation (including land tenure, land use and import/export regulations) and other factors. Even in the event that mineralization is discovered on a given property, it may take several years in the initial phases of drilling until production is possible, during which time the economic feasibility of production may change as a result of such factors. The effect of these factors cannot be accurately predicted, but the combination of these factors may result in the Corporation not receiving an adequate return on its invested capital, and no assurance can be given that any exploration program of the Corporation will result in the establishment or expansion of resources or reserves. The Corporation's operations are subject to all the hazards and risks normally encountered in the exploration and development of mineral resource properties, including hazards relating to the discharge of pollutants or hazardous chemicals, unusual or unexpected adverse geological or geotechnical formations, unusual or unexpected adverse operating conditions, seismic activity, fire, explosions and natural phenomena and 'acts of God' such as inclement weather conditions, floods, earthquakes or other conditions, any of which could result in damage to, or destruction of, mineral properties, personal injury or death, damage to property, environmental damage, unexpected delays, monetary payments and possible legal liability, which could have a material adverse impact upon the Corporation. In addition, any future mining operations will be subject to the risks inherent in mining, including adverse fluctuations in fuel prices, commodity prices, exchange rates and metal prices, increases in the costs of constructing and operating mining and processing facilities, availability of energy and water supplies, access and transportation costs, delays and repair costs resulting from equipment failure, changes in the regulatory environment, and industrial accidents and labour actions or unrest. The occurrence of any of these risks could materially and adversely affect the development of a project or the operations of a facility, which could have a material adverse impact upon 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 any 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.

Limited Operating History

The Corporation has no history of an operating 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 will take several years to achieve any cash flow from operations.

Capital Requirements, Liquidity and Risks to Shareholders

Additional funds for the establishment of the Corporation's current and planned exploration and development 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. 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.

Trading Price and Volatility of the Common Shares

The market price of the common shares experiences fluctuations which may not necessarily be related to the financial condition, operating performance, underlying asset values or prospects of the Corporation. It may be anticipated that any market for the common shares will be subject to market trends generally, and the value of the common shares on the TSXV or such other stock exchange as the common shares may be listed from time to time, may be negatively affected by such volatility.

Global Financial Volatility

Global financial conditions are volatile from time to time. Global economic volatility may impact domestic markets and the ability of the Corporation to obtain equity or debt financing to continue its operations and, if obtained, on terms favourable to the Corporation. Market volatility and turmoil could adversely impact the Corporation's operations and the value and the trading price of the Corporation's common shares.

Commodity Prices

Factors beyond the control of the Corporation may affect the marketability and price of minerals discovered, if any. Commodity and metal prices have fluctuated widely in recent years and months and are affected by numerous factors beyond the control of the Corporation, including international, economic and political trends, market intervention by state actors, expectations of inflation, currency exchange fluctuations, interest rates, global or regional consumptive patterns, speculative activities and increased production due to new extraction developments and improved extraction and production methods. The effect of these factors cannot be accurately predicted. Periods of depressed metal prices may negatively affect the ability of the Corporation to obtain required financing, and have a material adverse effect on the Corporation.

Foreign Operations

The Corporation's principal assets are located in Mexico and the Corporation's operations are therefore subject to Mexican federal and state laws and regulations. The risks normally associated with the conduct of business in foreign countries include various levels of political, regulatory, economic, social and other risks and uncertainties. Such risks may include, but are not limited to: local economic instability, high rates of inflation, emerging resource nationalism, restrictions on foreign ownership and activities, expropriation and nationalization, renegotiation or nullification of existing concessions, licenses, permits and contracts, limitations on repatriation of earnings or other currency controls, limitations on commodity exports, labour unrest, invalidation of governmental orders and permits, corruption, sovereign risk, war (including neighbouring states), military repression, civil disturbances, terrorist activity, hostage taking, unanticipated changes in laws or policies, the failure of foreign parties to honour contractual relations, foreign taxation, delays or inability to obtain necessary governmental permits, and opposition to mining from environmental or other non-governmental organizations.

The Corporation believes the attitude of the current Mexican government toward mineral resource development activities and foreign investment to be favourable, however, any deterioration in economic conditions or other factors could result in a change in government policies at either the national or state level. In addition, no assurance can be given that new rules and regulations will not be enacted or that existing laws, rules and regulations will not be applied in a manner which could limit or curtail the Corporation's activities.

Mexico's legal and regulatory requirements in connection with companies conducting mineral exploration and mining activities, banking system and controls as well as local business culture and practices are, in particular, different from those in Canada. While the Corporation believes its exploration and development activities are currently carried out in material compliance with all applicable rules and regulations, the officers and directors of the Corporation must rely, to a great extent, on the Corporation's Mexican legal counsel and local consultants retained by the Corporation in order to keep abreast of material legal, regulatory and governmental developments as they pertain to and affect the Corporation's operations. The Corporation also relies, to some extent, on those members of management and directors of the Corporation who have previous experience working and conducting business in Mexico in order to enhance its understanding of and appreciation for the local business culture and practices in Mexico. Any developments or changes in such legal, regulatory or governmental requirements or in local business practices in Mexico are beyond the control of the Corporation and may adversely affect its business.

Limited Market for Securities

The Common Shares are currently listed on the TSXV, however there can be no assurance that an active and liquid market for the Common Shares will be maintained and an investor may find it difficult to resell securities of the Corporation.

Conflicts of Interest

Certain directors and officers of the Corporation are or may become associated with other mineral resource exploration companies which may give rise to conflicts of interest. In accordance with applicable Canadian corporate law, directors who have a material interest in any person who is a party to a material contract or a proposed material contract with the Corporation are required, subject to certain exceptions, to disclose that interest and generally abstain from voting on any resolution to approve the contract. In addition, the directors and the officers are required to act honestly and in good faith with a view to the best interests of the Corporation. Certain of the directors and officers of the Corporation have either other full-time employment or other business or time restrictions placed on them and, accordingly, the Corporation will not be the only business enterprise of these directors and officers.

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.

Infrastructure

Mineral resource development and exploration activities depend on adequate infrastructure. Reliable roads, bridges, power sources and water supply are important requirements, which affect capital and operating costs. Unusual or infrequent weather, phenomena, sabotage, government or other interference in the maintenance or provision of such infrastructure could have a material adverse impact on the Corporation and its operations.

Litigation

Defense and settlement costs of legal claims can be substantial, even with respect to claims that have no merit. At any time, the Corporation is subject to the threat of litigation and may be involved in disputes with other parties in the future which may result in litigation or other proceedings. The results of litigation or any other proceedings cannot be predicted with certainty. If the Corporation is unable to resolve these disputes favourably, it could have a material adverse effect on the Corporation and its financial position, operations or development.

Safety and Security

The Corporation's property interests are located in the central portion of the Sierra Madre Occidental province, Mexico. Criminal activities in the region, or the perception that activities are likely, may disrupt the Corporation's operations, hamper the Corporation's ability to hire and keep qualified personnel and impair the Corporation's access to sources of capital. Risks associated with conducting business in the region include risks related to personnel safety and asset security. Risks may include, but are not limited to: kidnappings of employees and contractors, exposure of employees and contractors to local crime related activity and disturbances, exposure of employees and contractors to drug trade activity, and damage or theft of the Corporation's or personal assets. These risks may result in serious adverse consequences including personal injuries or death, property damage or theft, limiting or disrupting operations, restricting the movement of funds, impairing contractual rights and causing the Corporation to shut down operations, all of which may expose the Corporation to costs as well as potential liability. Such events could have a material adverse impact on the Corporation and make it more difficult for the Corporation to obtain required financing. Although the Corporation actively attempts to mitigate such risks, there is no assurance that the Corporation's efforts will be effective in safeguarding personnel and the Corporation's property effectively.

Other Information

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