Form 62-103F1

Required Disclosure under the Early Warning Requirements

Item 1 – Security and Reporting Issuer

1.1 State the designation of securities to which this report relates and the name and address of the head office of the issuer of the securities.

Common shares of Nautilus Minerals Inc. (the "**Issuer**"), head office located at Level 3, 33 Park Road, Milton, Queensland 4064 Australia.

1.2 State the name of the market in which the transaction or other occurrence that triggered the requirement to file this report took place.

Not applicable.

Item 2 – Identity of the Acquiror

2.1 State the name and address of the acquiror.

Mawarid Offshore Mining Ltd. (the "**Acquiror**")
Palm Grove House, P.O. Box 438
Road Town, Tortola, British Virgin Islands

Jurisdiction of incorporation: British Virgin Islands
Principal business: Metal and Mining

2.2 State the date of the transaction or other occurrence that triggered the requirement to file this report and briefly describe the transaction or other occurrence.

On August 21, 2016, the Issuer entered into a subscription agreement with the Acquiror and Metalloinvest Holding (Cyprus) Limited ("**Metallo**" and together with the Acquiror, the "**Purchasers**"), whereby common shares of the Issuer (the "**Common Shares**") will be purchased by the Acquiror and Metallo on a private placement basis and will close in tranches, on a monthly basis, during the period from December 1, 2016 through November 30, 2017 (the "**Financing Period**"), at the election of the Issuer (the "**Transaction**"). The Issuer will determine the amount of funds to be raised under each tranche during each month of the Financing Period, subject to the limitations of receiving maximum subscription proceeds of US$2,000,000 per month and an aggregate maximum total amount of US$20,000,000 during the entire Financing Period.

Common Shares will be issued under each tranche at a price that is equal to the volume weighted average trading price of the Issuer's Common Shares on the Toronto Stock Exchange for the five day period immediately prior to the date the Issuer issues to the Acquiror and Metallo a notice that the tranche will proceed.

Unless the Acquiror and Metallo agree to a different allocation, the aggregate purchase price and corresponding number of Common Shares of each tranche shall be equally divided between the Acquiror and Metallo.

On the following dates:

February 17, 2017, the Issuer issued a financing notice to the Purchasers that, in respect of March 2017, the Purchasers will pay to the Issuer aggregate subscription proceeds of US$2,000,000 for a total of 16,221,118 Common Shares at C$0.161 per Common Share. Pursuant to the financing notice, on March 9, 2017, the Acquiror acquired 8,110,559 Common Shares.

March 22, 2017, the Issuer issued a financing notice to the Purchasers that, in respect of April 2017, the Purchasers will pay to the Issuer aggregate subscription proceeds of US$2,000,000 for a total of 12,507,042 Common Shares at C$0.213 per Common Share. Pursuant to the financing notice, on April 10, 2017, the Acquiror acquired 6,253,521 Common Shares.

In total the Acquiror acquired 14,364,080 Common Shares since the last early warning report dated December 15, 2016 filed by the Acquiror.

2.3 State the names of any joint actors.

Not applicable.

Item 3 – Interest in Securities of the Reporting Issuer

3.1 State the designation and number or principal amount of securities acquired or disposed of that triggered the requirement to file this report and the change in the acquiror's securityholding percentage in the class of securities.

On March 9, 2017 and April 10, 2017, the Acquiror acquired an aggregate of 14,364,080 Common Shares, representing approximately a 2.1% of the issued and outstanding Common Shares.

3.2 State whether the acquiror acquired or disposed ownership of, or acquired or ceased to have control over, the securities that triggered the requirement to file this report.

Since the last filing of an early warning report by the Acquiror dated December 15, 2016, the Acquiror has acquired ownership of 14,364,080 Common Shares and may acquire additional Common Shares as described in Item 2.2.

3.3 If the transaction involved a securities lending arrangement, state that fact.

Not applicable.

3.4 State the designation and number or principal amount of securities and the acquiror's securityholding percentage in the class of securities, immediately before and after the transaction or other occurrence that triggered the requirement to file this report.

Prior to the acquisition of 14,364,080 Common Shares on March 9, 2017 and April 10, 2017, the Acquiror held 173,685,800 Common Shares of the Issuer, representing approximately 27.0% of the issued and outstanding Common Shares (including the calculation Common Shares which have been issued under, and remain subject to the terms and conditions of, the Issuer's Share Loan Plan) as of the date of the last early warning report filed by the Acquiror being December 15, 2016. The Acquiror currently holds 188,049,880 Common Shares of the Issuer (including 195,400 Common Shares owned by an affiliate, MB Holding Company LLC), representing approximately 28.1% of the issued and outstanding Common Shares (including in the calculation Common Shares which have been issued under, and remain subject to the terms and conditions of, the Issuer's Share Loan Plan).

3.5 State the designation and number or principal amount of securities and the acquiror's securityholding percentage in the class of securities referred to in Item 3.4 over which

(a) the acquiror, either alone or together with any joint actors, has ownership and control,

(b) the acquiror, either alone or together with any joint actors, has ownership but control is held by persons or companies other than the acquiror or any joint actor, and

(c) the acquiror, either alone or together with any joint actors, has exclusive or shared control but does not have ownership.

The Acquiror currently has ownership and control of 188,049,880 Common Shares of the Issuer (including 195,400 Common Shares owned by an affiliate, MB Holding Company LLC). The Acquiror's current securityholding percentage in the Common Shares of the Issuer is 28.1% (including in the calculation Common Shares which have been issued under, and remain subject to the terms and conditions of, the Issuer's Share Loan Plan).

3.6 If the acquiror or any of its joint actors has an interest in, or right or obligation associated with, a related financial instrument involving a security of the class of securities in respect of which disclosure is required under this item, describe the material terms of the related financial instrument and its impact on the acquiror's securityholdings.

Not applicable.

3.7 If the acquiror or any of its joint actors is a party to a securities lending arrangement involving a security of the class of securities in respect of which disclosure is required under this item, describe the material terms of the arrangement including the duration of the arrangement, the number or principal amount of securities involved and any right to recall the securities or identical securities that have been transferred or lent under the arrangement.

State if the securities lending arrangement is subject to the exception provided in section 5.7 of NI 62-104.

Not applicable.

3.8 If the acquiror or any of its joint actors is a party to an agreement, arrangement or understanding that has the effect of altering, directly or indirectly, the acquiror's economic exposure to the security of the class of securities to which this report relates, describe the material terms of the agreement, arrangement or understanding.

Not applicable.

Item 4 – Consideration Paid

4.1 State the value, in Canadian dollars, of any consideration paid or received per security and in total.

The Acquiror paid C$0.161 (March 9, 2017) and C$0.213 (April 10, 2017) respectively per Common Share for a total consideration of US$2,000,000 to the Issuer. See section 2.2 above.

4.2 In the case of a transaction or other occurrence that did not take place on a stock exchange or other market that represents a published market for the securities, including an issuance from treasury, disclose the nature and value, in Canadian dollars, of the consideration paid or received by the acquiror.

The Acquiror paid C$0.161 (March 9, 2017) and C$0.213 (April 10, 2017) respectively per Common Share for a total consideration of US$2,000,000 to the Issuer. See section 2.2 above.

4.3 If the securities were acquired or disposed of other than by purchase or sale, describe the method of acquisition or disposition.

Not applicable.

Item 5 – Purpose of the Transaction

State the purpose or purposes of the acquiror and any joint actors for the acquisition or disposition of securities of the reporting issuer. Describe any plans or future intentions which the acquiror and any joint actors may have which relate to or would result in any of the following:

(a) the acquisition of additional securities of the reporting issuer, or the disposition of securities of the reporting issuer;

(b) a corporate transaction, such as a merger, reorganization or liquidation, involving the reporting issuer or any of its subsidiaries;

(c) a sale or transfer of a material amount of the assets of the reporting issuer or any of its subsidiaries;

(d) a change in the board of directors or management of the reporting issuer, including any plans or intentions to change the number or term of directors or to fill any existing vacancy on the board;

(e) a material change in the present capitalization or dividend policy of the reporting issuer;

(f) a material change in the reporting issuer's business or corporate structure;

(g) a change in the reporting issuer's charter, bylaws or similar instruments or another action which might impede the acquisition of control of the reporting issuer by any person or company;

(h) a class of securities of the reporting issuer being delisted from, or ceasing to be authorized to be quoted on, a marketplace;

(i) the issuer ceasing to be a reporting issuer in any jurisdiction of Canada;

(j) a solicitation of proxies from securityholders;

(k) an action similar to any of those enumerated above.

See section 2.2 above for more information. The Acquiror has no future intentions to purchase more Common Shares other than in connection with the Transaction.

Item 6 – Agreements, Arrangements, Commitments or Understandings With Respect to Securities of the Reporting Issuer

Describe the material terms of any agreements, arrangements, commitments or understandings between the acquiror and a joint actor and among those persons and any person with respect to securities of the class of securities to which this report relates, including but not limited to the transfer or the voting of any of the securities, finder's fees, joint ventures, loan or option arrangements, guarantees of profits, division of profits or loss, or the giving or withholding of proxies. Include such information for any of the securities that are pledged or otherwise subject to a contingency, the occurrence of which would give another person voting power or investment power over such securities, except that disclosure of standard default and similar provisions contained in loan agreements need not be included.

Other than as described herein, the Acquiror is not party to any other agreements, arrangements, commitments or understandings with respect to the securities of the Issuer.

Item 7 – Change in Material Fact

If applicable, describe any change in a material fact set out in a previous report filed by the acquiror under the early warning requirements or Part 4 in respect of the reporting issuer's securities.

Except as set forth in section 2.2, there have been no changes to any material fact set out in a previous report filed by the Acquiror under the early warning requirements or Part 4 in respect of the reporting issuer's securities.

Item 8 – Exemption

If the acquiror relies on an exemption from requirements in securities legislation applicable to formal bids for the transaction, state the exemption being relied on and describe the facts supporting that reliance.

Not applicable.

Item 9 – Certification

The acquiror must certify that the information in this report is true and complete in every respect. In the case of an agent, the certification is based on the agent's best knowledge, information and belief but the acquiror is still responsible for ensuring that the information filed by the agent is true and complete.

This report must be signed by each person on whose behalf the report is filed or his or her authorized representative.

It is an offence to submit information that, in a material respect and at the time and in the light of the circumstances in which it is submitted, is misleading or untrue.

Certificate

I, as the acquiror, certify, or I, as the agent filing this report on behalf of an acquiror, certify to the best of my knowledge, information and belief, that the statements made in this report are true and complete in every respect.

Dated this 12 day of April, 2017.

MAWARID OFFSHORE MINING LTD.

Per: *"Tariq Mohammed Ali Al Barwani"*

Tariq Mohammed Ali Al Barwani