

# Oceanic Iron Ore Corp.

## Management's Discussion and Analysis of Financial Condition and Results of Operations Years ended December 31, 2020 and 2019

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The following is management's discussion and analysis ("MD&A") of the results and financial condition of Oceanic Iron Ore Corp. ("Oceanic" or the "Company") and should be read in conjunction with the accompanying audited consolidated financial statements and related notes for the year ended December 31, 2020 (the "Annual Financial Statements"). The Annual Financial Statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board. All figures are reported in Canadian dollars unless otherwise indicated.

Certain information included in this discussion may constitute forward looking statements. Forward looking statements are based on current expectations and entail various risks and uncertainties. These risks and uncertainties could cause or contribute to actual results that are materially different from those expressed or implied. Please see the section entitled "Forward Looking Statements" of this document for further detail on forward looking statements. The effective date of this report is April 27, 2021.

### Description of Business

The Company was incorporated on March 8, 1986 under the British Columbia Business Corporations Act. Its common shares are traded on the TSX Venture Exchange (the "TSXV") under the symbol "FEO".

The Company is focused on the exploration and development of the Ungava Bay iron property (the "Property") in Nunavik, Québec, which the Company acquired in November 2010. The Property comprises three project areas: Hopes Advance (also referred to as the "Project" throughout), Morgan Lake and Roberts Lake, which cover over 35,999 hectares of iron formation and are located within 20 – 50 km of tidewater. The Company has a 100% interest, subject to a 2% net smelter returns royalty ("NSR") in the Property. The Company's NSR holders are each entitled to annual advance NSR payments of \$100,000 until the commencement of commercial production on the Company's Hopes Advance Project. Advanced royalty payments are deductible from actual royalty payments subsequent to the commencement of commercial production.

In December 2019, the Company announced the results of a revised and re-scoped National Instrument 43-101 Preliminary Economic Assessment in respect of the Company's Hopes Advance Project ("Study"). The objective of the Study was to rescope the Project profile and production scale using Measured and Indicated Mineral Resources estimated within three of the 10 defined deposits from Hopes Advance in order to reduce the up-front capital required to bring the Project to commercial production.

### Qualified Person

Eddy Canova, P.Geo., OGQ(403), a Qualified Person as defined by NI 43-101, has reviewed and is responsible for the technical information contained in this document.

### Highlights and key business developments

Since the prior quarter, the Company has:

- reached an agreement with 154619 Canada Inc. in respect of its 2018 and 2019 advance NSR payments of \$200,000 through the issuance of 1,131,221 common shares at a price of \$0.1768 per share. In addition, settlement of the 2020 advance NSR payment has been deferred to a date being on or before November 30, 2021, whereby the Company has the election to settle such payments either by cash payment or by way of issuance of common shares of the Company at a price per share equal to the volume weighted average trading price of the Company's common shares on the TSXV for the 20 trading days ending on November 26, 2021. The common shares issued will be subject to the statutory four-month hold period.

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- completed a non-brokered private placement of convertible debentures issued on March 10, 2021 in the amount of \$1,557,548 (the "Financing"). The subscribers to the Financing were issued Series C convertible debentures (the "2021 Debentures") which earn interest at a rate of 8.5% per annum over a 60-month term (the "Term"), payable quarterly. The principal amount of the 2021 Debentures is convertible to Units ("Unit") during the Term at the election of the subscriber at a price of \$0.19 per Unit. Each Unit will consist of 1 common share of the Company and 1 share purchase warrant of the Company, with each whole warrant entitling the holder to purchase one common share of the Company at a price of \$0.19 per common share until March 10, 2026. The 2021 Debentures are secured with a first ranking charge against the assets of the Company, ranking pari-passu with all other secured debenture holders. The 2021 Debentures and any Units acquired on conversion thereof are subject to a hold period expiring on July 10, 2021. No finder's fees were paid in connection with the Financing.

### Selected Annual Information

The following table presents selected annual information extracted from the relevant audited financial statements under IFRS:

	December 31, 2020 <b>(Note 1)</b>	December 31, 2019 <b>(Note 1)</b>	December 31, 2018 <b>(Note 1)</b>
Total Assets	\$ 43,664,476	\$ 43,774,328	\$ 43,986,486
Non-current financial liabilities	\$ 5,974,024	\$ 2,309,698	\$ 3,409,501
Net loss for the year	\$ (4,580,500)	\$ (839,492)	\$ (624,303)
Basic and diluted loss per share	\$ (0.05)	\$ (0.01)	\$ (0.01)
Weighted average number of common shares outstanding	92,761,760	70,398,314	68,220,243

**Note 1** – During 2018 the Company changed its financial year-end from March 31<sup>st</sup> to December 31<sup>st</sup>. The annual information at December 31, 2018 is for the nine-month period then ended.

**Note 2** – As the Company has yet to achieve commercial production from its mineral asset, the Company has no revenue to report during the financial reporting periods noted above. Nor has the Company declared any dividends in the past three fiscal years.

The decrease in total assets from December 31, 2019 to December 31, 2020 was predominantly the result of cash outflows from operating activities of \$150,234 associated with the cost of the Company's compliance with regulatory and public filing requirements. The increase in non-current financial liabilities was predominantly due to a \$3,573,688 change in fair value of non-cash the derivative liability component contained within convertible debentures, as a result of the increase in the Company's share price during the year.

Additional factors that have caused changes in results of operations from year ended December 31, 2019 to the year ended December 31, 2020 have been disclosed under the section entitled "Overall Performance and Results of Operations" below.

### Discussion of Operations and Fourth Quarter Results

The following information for the years ended December 31, 2020 and 2019 ("FY2020" and "FY2019", respectively) has been derived from the Annual Financial Statements and should be read in conjunction

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with the Company's Annual Financial Statements. The information for the three months ended December 31, 2020 and 2019 ("Q4 2020" and "Q4 2019", respectively) was derived in conjunction with the Unaudited Condensed Interim Financial Statements for the three months ended September 30, 2020 and 2019 which are available on [www.sedar.com](http://www.sedar.com).

	Q4 2020	Q4 2019	FY2020	FY2019
<b>Expenses</b>				
Consulting and management fees	\$ 58,750	\$ 58,750	\$ 235,000	\$ 235,000
Directors' fees	7,500	7,500	34,000	25,000
License and insurance	6,552	5,168	25,768	19,540
Office and general	11,205	21,963	27,585	40,842
Professional fees expense	29,434	48,884	41,705	79,271
Rent	2,816	2,893	11,223	28,123
Share-based payments	71,650	19,803	313,707	179,601
Transfer agent and regulatory	6,569	13,079	19,768	20,954
Wages and benefits	17,312	16,751	69,729	90,323
<b>Loss from operations</b>	<b>(211,789)</b>	<b>(194,791)</b>	<b>(778,485)</b>	<b>(718,654)</b>
<b>Other (expenses) income</b>				
(Loss) gain on convertible debenture derivative liability	(2,709,576)	1,563,568	(3,573,688)	226,273
Convertible debenture accretion expense	(58,526)	(100,785)	(228,327)	(347,111)
<b>Net loss and comprehensive loss for the year</b>	<b>\$ (2,979,890)</b>	<b>\$ 1,267,992</b>	<b>\$ (4,580,500)</b>	<b>\$ (839,492)</b>

The factors affecting the change in net loss for the periods presented included:

### *Share-based compensation*

Share-based compensation for Q4 2020 and FY2020 increased by \$51,846 and \$134,105, respectively, compared to Q4 2019 and FY2019. This was due to the fact that the Company granted an additional 3,405,000 stock options during FY2020 at a weighted average exercise price of \$0.14 per option, compared to 1,990,000 options granted during FY2019 at a weighted average exercise price of \$0.09 per option.

### *Expenses associated with convertible debentures*

Accretion expense for Q4 2020 and FY2020 decreased by \$42,259 and \$118,784, respectively, compared to Q4 2019 and FY2019. This was due to the partial conversion in FY2019 of \$1,087,501 convertible debentures (that were originally issued in 2018), which reduced the principal of convertible debentures carried at amortized costs (and which continues to be accreted back to face value).

During Q4 2020 and FY2020 the Company recorded fair value losses associated with the convertible debentures in the amount of \$2,709,575 and \$3,573,688, respectively. This compares to fair value gains recorded in Q4 2019 and FY2019. The negative fair value adjustments on convertible debentures were predominantly driven by increases in the Company's share price from \$0.09 per share to \$0.22 per share as at December 31, 2020. The convertible debentures issued in 2017 and 2018 are convertible into units at a price of \$0.10 per unit. Units related to the 2017 convertible debentures will be comprised of one common share and one warrant exercisable at \$0.10 per warrant. Units related to the 2018 convertible debentures will be comprised of one common share and one warrant exercisable at \$0.05 per warrant.

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### Liquidity and Capital Resources

While the financial statements have been prepared on the basis that the Company will continue as a going concern, which contemplates the realization of assets and settlement of liabilities in the normal course of business as they come due, certain conditions and events result in a material uncertainty casting significant doubt on the validity of this assumption. For FY2020, the Company incurred a net loss of \$4,580,500 and as at December 31, 2020 had an accumulated deficit of \$35,958,290. The Company's working capital deficit at December 31, 2020 was \$1,163,336.

The Company's ability to continue on a going concern basis for and beyond the next twelve months depends on its ability to successfully raise additional financing for continued operations and for the necessary capital expenditures required to achieve planned principal operations. The Company continues to pursue a number of options to improve its financial capacity, including securing a strategic partner to further advance the Hopes Advance project. While the Company has been successful in the past in obtaining financing, there is no assurance that it will be able to obtain adequate financing in the future or that such financing will be on terms acceptable to the Company. These material uncertainties cast significant doubt upon the Company's ability to continue as a going concern.

Factors that could affect the availability of financing include the Company's performance, the state of international debt and equity markets which may be adversely impacted by uncertainty arising from the ongoing novel coronavirus ("COVID-19") pandemic, investor perceptions and expectations, the retention of key executive management and the state of global financial and metals markets.

The Company's cash flow activities have been summarized as follows:

	Q4 2020	Q4 2019	FY2020	FY2019
Cash used in operating activities	\$ (31,283)	\$ (52,694)	\$ (150,234)	\$ (295,339)
Cash used in investing activities	-	(114,959)	(90,134)	(430,803)
Cash used in financing activities	(33,947)	(46,651)	(135,788)	(210,578)
Change in cash and cash equivalents during the year	(65,230)	(214,304)	(376,156)	(936,720)
Cash and cash equivalents, beginning of year	111,862	637,091	422,788	1,359,508
<b>Cash and cash equivalents, end of year</b>	<b>\$ 46,632</b>	<b>\$ 422,787</b>	<b>\$ 46,632</b>	<b>\$ 422,788</b>

The Company's undiscounted commitments as at December 31, 2020 were as follows:

	December 31, 2020			
	Less than 1 year	1 - 3 years	4 - 5 years	Total
Accounts payable and accrued liabilities	\$ 348,541	\$ -	\$ -	\$ 348,541
Due to related parties	501,613	-	-	501,613
Convertible debenture - liability component	135,788	1,780,249	-	1,916,038
Advance royalty payable	400,000	400,000	400,000	1,200,000
	\$ 1,385,942	\$ 2,180,249	\$ 400,000	\$ 3,966,192

Additionally, in order to maintain current rights of tenure to exploration tenements, the Company is required to incur minimal expenditures of \$77,653 in respect of claim renewal fees and minimum work requirements during 2021.

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As at December 31, 2020, the Company recorded the convertible debentures issued in 2017 and 2018 at a combined carrying value of \$5,548,487, representing the discounted face value of the debentures of \$744,147 and the fair value of the non-cash embedded derivative liability of \$4,804,340. However, the total future cash outflows associated with the repayment of the principal of the 2017 Debentures (\$760,000) and 2018 Debentures (\$837,500) cannot exceed the combined amount of principal of \$1,597,500 plus any accrued interest. Furthermore, provided that the Company's share price remains in excess of the prevailing conversion price of the 2017 Debentures and 2018 Debentures of \$0.10 per common share, management expects that the 2017 Debentures and 2018 Debentures will be converted into units (comprised of one common share and one share purchase warrant each) and that the future cash outflows associated with the redemption of convertible debentures would be as low as \$nil. The fair value of the non-cash embedded derivative liabilities does not represent a future cash liability to the Company.

In addition, management expects that the conversion of the 2017 Debentures and 2018 Debentures could in fact result in cash inflows to the Company as the associated warrants are exercisable at prices of \$0.10 per warrant and \$0.05 per warrant, respectively, both of which are lower than the Company's current prevailing share price.

On March 10, 2021, the Company completed the \$1,557,548 Financing.

### Off-Balance Sheet Arrangements

As at December 31, 2020, the Company had no off-balance sheet arrangements.

### Summary of Quarterly Results

Below is a summary of results for the eight most recently completed quarters in accordance with IFRS:

	December 31, 2020	September 30, 2020	June 30, 2020	March 31, 2020
Revenues (Note 1)	\$ -	\$ -	\$ -	\$ -
Share-based compensation	\$ (71,650)	\$ (88,045)	\$ (146,742)	\$ (7,270)
Loss from Operations	\$ (211,789)	\$ (191,512)	\$ (256,381)	\$ (118,806)
(Loss) gain on convertible debenture derivative liability	\$ (2,709,576)	\$ (507,102)	\$ (573,086)	\$ 216,076
Net (loss) income	\$ (2,979,890)	\$ (756,147)	\$ (886,053)	\$ 41,588
Basic and diluted (loss) income per share	\$ (0.03)	\$ (0.01)	\$ (0.01)	\$ 0.00

  

	December 31, 2019	September 30, 2019	June 30, 2019	March 31, 2019
Revenues (Note 1)	\$ -	\$ -	\$ -	\$ -
Share-based compensation	\$ (19,803)	\$ (33,932)	\$ (41,427)	\$ (84,439)
Loss from Operations	\$ (194,791)	\$ (152,206)	\$ (168,813)	\$ (202,843)
(Loss) gain on convertible debenture derivative liability	\$ 1,563,568	\$ 135,577	\$ (695,591)	\$ (777,281)
Net (loss) income	\$ 1,267,992	\$ (99,833)	\$ (946,570)	\$ (1,061,081)
Basic and diluted (loss) income per share	\$ 0.02	\$ (0.00)	\$ (0.01)	\$ (0.02)

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**Note 1** – As the Company has yet to achieve commercial production from its mineral related assets, the Company has no revenue to report during the financial reporting periods noted above.

As demonstrated in the above table, the differences in net loss (income) from one quarter to another is predominantly due to the non-cash losses or gains recognized on the fair value adjustments to the derivative liability component contained in the convertible debentures. The Company uses option pricing models to value the derivative component of the convertible debentures, and this relies on a combination of observable and unobservable market inputs (including changes in the Company's share price from one period-end to another).

The table above also reflects that the Company did not report material variances in loss from operations from one quarter to another and that (in all material respects), fluctuations correlate with changes in the amount of share-based compensation recognized in any particular period. The amount of share-based compensation varies predominantly based on (i) the number of stock options granted during a fiscal year and (ii) the price of the Company's common shares at the grant date.

### **Critical Accounting Policies and Critical Accounting Estimates**

Full disclosure of the Company's accounting policies and significant accounting judgments and estimation uncertainties in accordance with IFRS can be found in Note 3 of the Company's Annual Financial Statements.

### **Financial Instruments and Other Instruments**

#### *Financial Risk Management*

The Company is exposed in varying degrees to a variety of financial instrument related risks. The board approves and monitors the risk management processes.

#### Credit Risk

Credit risk arises from the potential for non-performance by counterparties of contractual financial obligations. The Company's exposure to credit risk is on its cash and cash equivalents and receivables. The Company has concentration of risk with respect to cash being held with one large Canadian financial institution. The Company's credit risk is mitigated by maintaining its financial liquid assets with highly reputable counterparties. The maximum exposure to credit risk is equal to the carrying value of the financial assets noted above.

#### Liquidity Risk

Liquidity risk is the risk that the Company cannot meet its obligations as they fall due. The Company's cash and cash equivalents are invested in business accounts and are available on demand. The Company manages liquidity risk by preparing and maintaining cash forecasts, which illustrate cash spent to date and the Company's cash needs over the short term. Contractual undiscounted cash flow requirements for financial liabilities as at December 31, 2020 are included in the "*Liquidity and Capital Resources*" section of this MD&A.

The Company's ability to continue operations in the normal course of business is dependent on several factors, including the ability to secure additional financing. In addition, the recoverability of the amounts shown for mineral properties are dependent upon the existence of economically recoverable reserves, the

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ability of the Company to obtain necessary financing to complete the development of those reserves and upon future profitable production, all of which are uncertain.

### Market Risk

Market risk is the risk that the fair market value of the Company's financial instruments will significantly fluctuate due to changes in market prices. The value of the financial instruments can be affected by changes in interest rates, foreign exchange rates and equity and commodity prices. The Company is exposed to market risk in its cash and cash equivalents. The Company manages market risk by investing funds with a reputable financial institution that provides competitive rates of return.

The Company's financial instruments are not subject to significant fluctuation due to changes in equity prices of investments included in commodity prices or foreign exchange rates.

The Company also invests surplus cash in fixed rate term deposits. It is the Company's policy to reduce interest rate risk over future cash flows through the use of instruments with a history of returns. A 1% change in interest rates would have a negligible impact on net loss and comprehensive loss.

### Fair value

Fair value is based on available public market information or, when such information is not available, estimated using present value techniques and assumptions concerning the amount and timing of future cash flows and discount rates which factor in the appropriate credit risk. The carrying values of cash and cash equivalents, receivables, restricted cash, accounts payable and accrued liabilities, and due to related parties approximate their fair values due to their short-term nature.

## **Related Party Transactions and Key Management Compensation**

### a) Key management compensation

Key management includes the Company's directors, Chief Executive Officer and Chief Financial Officer. Compensation awarded to key management is presented in the table below:

	<b>Year ended December 31, 2020</b>	Year ended December 31, 2019
Wages and benefits	<b>\$ 60,000</b>	\$ 60,000
Directors' fees	<b>34,000</b>	25,000
Share-based payments*	<b>301,622</b>	160,260
	<b>\$ 395,622</b>	\$ 245,260

*\*Share-based payments based on Options and RSUs granted to Individuals*

### b) Payments for services by related parties

During the year ended December 31, 2020, the Company incurred corporate consulting fees of \$115,000 (year ended December 31, 2019 - \$115,000), to Sirocco Advisory Services Ltd., a company controlled by a director and officer of the Company. As at December 31, 2020, the Company owed \$268,333 to Sirocco relating to unpaid consulting fees (December 31, 2019: \$153,333).

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During the year ended December 31, 2020, the Company incurred corporate consulting fees of \$60,000 (year ended December 31, 2019 - \$60,000) to Sinocan Consultant Hong Kong Ltd. ("Sinocan"), a company controlled by an officer of the Company. As at December 31, 2020, the Company owed \$5,000 to Sinocan relating to unpaid consulting fees (December 31, 2019: \$nil).

As at December 31, 2020, the Company owed \$66,500 in directors' fees to certain directors of the Company (December 31, 2019 - \$42,500). As at December 31, 2020, the Company owed unpaid salaries and benefits of \$80,000 to an officer of the Company (December 31, 2019 - \$80,000).

The Company was charged shared lease, overhead, and service costs by Artemis Gold Inc. ("Artemis"), a company with common management and directors. For the year ended December 31, 2020, the Company incurred \$20,293 (December 31, 2019 - \$54,270) in shared lease, overhead, and service costs. As at December 31, 2020, the Company owed \$21,779 to Artemis (December 31, 2019: \$nil).

In September 2017 and November 2018, the Company completed a non-brokered financing by way of issuance of convertible debentures, whereby \$330,000 of the debentures were issued to directors and officers of the Company (refer to notes 5(a) and 5(b) for terms of the convertible debentures). The convertible debentures are secured against the assets of the Company. As of December 31, 2020, \$105,000 of the 2017 Debentures is held by directors and officers of the Company.

All related party transactions were made on terms equivalent to those that prevail in arm's length transactions.

### Subsequent Events

- a) On March 10, 2021, the completed a non-brokered private placement in the amount of \$1,557,548. The 2021 Debentures bear interest at 8.5% per annum over a five-year term. The 2021 Debentures are convertible at the option of the subscribers into Units at a price of \$0.19 per Unit. Each Unit entitles the holder to one common share and one share purchase warrant, the latter which is exercisable into common shares at a price of \$0.19 per warrant until March 10, 2026.
- b) On March 23, 2021, the Company issued 93,999 common shares as a result of the settlement of RSUs.
- c) Subsequent to year-end, the Company settled a \$100,000 advance royalty payment that was due to SPG Royalties Inc.

### Outstanding Share Data

As at the date of this MD&A, there were 93,961,067 common shares issued and outstanding.

As at the date of this report, there were 7,708,600 stock options, 20,125,000 common share purchase warrants, and 360,160 RSUs outstanding. As at the date of this MD&A, the Company also the following convertible debentures outstanding:

- 2017 convertible debentures - \$760,000 convertible into units at a conversion price of \$0.10 per unit. Each unit will be comprised of one common share and one share purchase warrant exercisable into one common share of the Company at a price of \$0.10 per common share.
- 2018 convertible debentures - \$837,500 convertible into units at a conversion price of \$0.10 per unit. Each unit will be comprised of one common share and one share purchase warrant exercisable into one common share of the Company at a price of \$0.05 per common share.
- 2021 convertible debentures - \$1,557,548 convertible into units at a conversion price of \$0.19 per unit. Each unit will be comprised of one common share and one share purchase warrant exercisable into one common share of the Company at a price of \$0.19 per common share.



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### Risks and Uncertainties

The Company is in the business of acquiring, exploring and, if warranted, developing and exploiting natural resource properties. At present, the mineral properties owned by the Company are located in Québec, Canada. Due to the nature of the Company's proposed business and the present stage of exploration of its mineral properties (which are primarily exploration), the following risk factors, among others, will apply:

#### *COVID-19*

Since March 2020, several measures have been implemented in Canada and the rest of the world in response to the increased impact from COVID-19. The Company continues to operate its business at this time. While the impact of COVID-19 is expected to be temporary, the current circumstances are dynamic and the impacts of COVID-19 on the Company's business operations cannot be reasonably estimated at this time and could have an adverse impact on the Company's future business, results of operations, financial position, and cash flows in 2021. In particular, the valuation of the derivative liability which is measured at fair value using a combination of observable and unobservable market inputs, may be impacted.

#### *Going Concern*

The Annual Financial Statements have been prepared on a going concern basis, which assumes that the Company will continue in operation for the foreseeable future and will be able to realize its assets and discharge its liabilities in the normal course of business. Factors that may impact the Company's ability to continue as a going concern are described in the *Liquidity and Capital Resources* section of this MD&A. The financial statements do not reflect the adjustments to the carrying values of assets and liabilities and the reported expenses and statement of financial position classifications that would be necessary were the going concern assumption deemed to be inappropriate, and these adjustments could be material.

#### *Exploration and Development Risks*

The exploration for and development of mineral deposits involves significant risks which even a combination of careful evaluation, experience and knowledge may not eliminate. Few properties that are explored are ultimately developed into producing mines. Major expenses may be required to locate and establish mineral reserves, to develop metallurgical processes and to construct mining and processing facilities at a particular site. It is impossible to ensure that the exploration or development programs planned by the Company will result in a profitable commercial mining operation. Whether a mineral deposit will be commercially viable depends on a number of factors, some of which are: the particular attributes of the deposit, such as quantity and quality of the minerals and proximity to infrastructure; mineral prices, which are highly cyclical; and government regulations, including regulations relating to prices, taxes, royalties, land tenure, land use, importing and exporting of minerals and environmental protection. The exact effect of these factors cannot be accurately predicted but could have a material adverse effect upon the Company's operations.

There is no certainty that the expenditures made by the Company toward the search and evaluation of minerals will result in discoveries of mineral resources, Mineral Reserves or any other mineral occurrences.

#### *Political Stability and Government Regulation Risks*

The operations of the Company are currently conducted in Québec, Canada. As such, the operations of the Company are exposed to various levels of political, economic and other risks and uncertainties. These

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risks and uncertainties include, but are not limited to: terrorism; extreme fluctuations in currency exchange rates; and changing political conditions, currency controls and governmental regulations.

Changes, if any, in mining or investment policies or shifts in political attitudes in Québec or Canada more broadly may adversely affect the operations or profitability of the Company. Operations may be affected in varying degrees by government regulations with respect to, but not limited to, restrictions on production, price controls, export controls, currency remittance, income taxes, expropriation of property, foreign investment, maintenance of claims, environmental legislation, land use, land claims of local people, water use and mine safety. For example, in 2013 the Government of Québec announced proposed changes to Québec's Mining Act, which were subsequently defeated in the Legislature. It is possible that amended changes may be proposed at some future date. Failure to comply strictly with applicable laws, regulations and local practices relating to mineral rights applications and tenure could result in loss, reduction or expropriation of entitlements, or the imposition of additional local or foreign parties as joint venture partners with carried or other interests.

The occurrence of these various factors and uncertainties cannot be accurately predicted and could have an adverse effect on the operations or profitability of the Company.

### *Insurance and Uninsured Risks*

The business of the Company is subject to a number of risks and hazards in general, including adverse environmental conditions, industrial accidents, labor disputes, unusual or unexpected geological conditions, ground or slope failures, changes in the regulatory environment and natural phenomena such as inclement weather conditions, floods and earthquakes. Such occurrences could result in damage to mineral properties or facilities and equipment, personal injury or death, environmental damage to properties of the Company or others, delays in mining, monetary losses and possible legal liability.

Although the Company may maintain insurance to protect against certain risks in such amounts as it considers being reasonable, its insurance may not cover all the potential risks associated with a mining company's operations. The Company may also be unable to maintain insurance to cover these risks at economically feasible premiums. Insurance coverage may not be available or may not be adequate to cover any resulting liability. Moreover, insurance against risks such as environmental pollution or other hazards as a result of exploration and production is not generally available to the Company or to other companies in the mining industry on acceptable terms. The Company might also become subject to liability for pollution or other hazards which it may not be insured against or which the Company may elect not to insure against because of premium costs or other reasons. Losses from these events may cause the Company to incur significant costs that could have a material adverse effect upon its financial performance and results of operations.

### *Environmental Risks and Hazards*

All phases of the Company's operations are subject to environmental regulation in the jurisdictions in which it operates. These regulations mandate, among other things, the maintenance of air and water quality standards and land reclamation. They also set forth limitations on the generation, transportation, storage and disposal of solid and hazardous waste. Environmental legislation is evolving in a manner that will require stricter standards and enforcement and involve increased fines and penalties for non-compliance, more stringent environmental assessments of proposed projects, and a heightened degree of responsibility

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for companies and their officers, directors and employees. There is no assurance that future changes in environmental regulation, if any, will not adversely affect the Company's operations. Environmental hazards may exist on properties in which the Company holds interests which are unknown to the Company at present and which have been caused by previous or existing owners or operators of the properties.

Failure to comply with applicable laws, regulations and permitting requirements may result in enforcement actions there under, including orders issued by regulatory or judicial authorities causing operations to cease or be curtailed, and may include corrective measures requiring capital expenditures, installation of additional equipment or remedial actions. Parties engaged in mining operations or in the exploration or development of mineral properties may be required to compensate those suffering loss or damage by reason of the mining activities and may have civil or criminal fines or penalties imposed for violations of applicable laws or regulations.

Amendments to current laws, regulations and permits governing operations and activities of mining and exploration companies, or more stringent implementation thereof, could have a material adverse impact on the Company and cause increases in exploration expenses, capital expenditures or require abandonment or delays in development of new mining properties.

### *Fluctuations in Metal Prices*

The price of the common shares, and the financial results and exploration, development and mining activities of the Company, may in the future be significantly and adversely affected by declines in the prices of iron ore and other metals or minerals. The prices of iron ore and other metals or minerals fluctuate widely and are affected by numerous factors beyond the control of the Company such as the sale or purchase of commodities by various central banks and financial institutions, interest rates, exchange rates, inflation or deflation, fluctuations in the value of the United States dollar and other foreign currencies, global and regional supply and demand, the political and economic conditions and production costs of major mineral-producing countries throughout the world, the cost of substitutes, inventory levels and carrying charges. Future serious price declines in the market prices of iron ore or other metals or minerals could cause continued development of and commercial production from the properties in which the Company holds an interest to be impracticable. Depending on the prices of iron ore and other metals and minerals, cash flow from mining operations could not be sufficient and the Company may lose its interest in, or may be forced to sell, some of its properties. Future production from the Company's properties is dependent upon the prices of iron ore and other metals and minerals being adequate to make these properties economically viable.

In addition to adversely affecting the resource estimates of the Company and its financial condition, declining commodity prices can affect operations by requiring a reassessment of the feasibility of a particular project. Such a reassessment may be the result of a management decision or be required under financing arrangements related to a particular project. Even if a project is ultimately determined to be economically viable, the need to conduct such a reassessment may cause substantial delays or interrupt operations until the reassessment can be completed.

### *Key Personnel*

The Company is dependent upon the services of key executives, including the directors of the Company and a small number of highly skilled and experienced executives and personnel. Due to the relatively small

# Oceanic Iron Ore Corp.

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size of the Company, the loss of these persons or the inability of the Company to attract and retain additional highly-skilled employees may adversely affect its business and future operations.

### *Share Price Volatility and Liquidity*

Publicly quoted securities are subject to a relatively high degree of price volatility. It may be anticipated that the quoted market for our shares will be subject to market trends generally, notwithstanding any potential success of us in creating sales and revenues. In addition, our shareholders may be unable to sell significant quantities of shares into the public trading markets without a significant reduction in the price of their shares, if at all.

### **Forward Looking Statements**

This document includes certain "Forward-Looking Statements" as that term is used in applicable securities law. All statements included herein, other than statements of historical fact, including, without limitation, statements regarding potential mineralization and resources, exploration results, and future plans and objectives of the Company, are forward-looking statements that involve various risks and uncertainties. In certain cases, forward-looking statements can be identified by the use of words such as "plans", "expects" or "does not expect", "scheduled", "believes", or variations of such words and phrases or statements that certain actions, events or results "potentially", "may", "could", "would", "might" or "will" be taken, occur or be achieved. There can be no assurance that such statements will prove to be accurate, and actual results could differ materially from those expressed or implied by such statements. Forward-looking statements are based on certain assumptions that management believes are reasonable at the time they are made. In making the forward-looking statements in this presentation, the Company has applied several material assumptions, including, but not limited to, the assumption that: (1) there being no significant disruptions affecting operations, whether due to labour/supply disruptions, damage to equipment or otherwise; (2) permitting, development, expansion and power supply proceeding on a basis consistent with the Company's current expectations; (3) certain price assumptions for iron ore; (4) prices for availability of natural gas, fuel oil, electricity, parts and equipment and other key supplies remaining consistent with current levels; (5) the accuracy of current mineral resource estimates on the Company's property; (6) labour and material costs increasing on a basis consistent with the Company's current expectations; and (7) the ability to achieve the required financing from equity markets, debt markets and/or a strategic partner/off-taker to facilitate the development and eventual construction of the Company's projects. Important factors that could cause actual results to differ materially from the Company's expectations are disclosed under the heading "Risks and Uncertainties" in this MD&A. Such factors include, among others, risks related to the ability of the Company to obtain necessary financing and adequate insurance; the economy generally; fluctuations in the currency markets; fluctuations in the spot and forward price of iron ore or certain other commodities (e.g., diesel fuel and electricity); changes in interest rates; disruption to the credit markets and delays in obtaining financing; the possibility of cost overruns or unanticipated expenses; employee relations. Accordingly, readers are advised not to place undue reliance on Forward-Looking Statements. Except as required under applicable securities legislation, the Company undertakes no obligation to publicly update or revise Forward-Looking Statements, whether as a result of new information, future events or otherwise.

Additional information relating to the Company is available on SEDAR at [www.sedar.com](http://www.sedar.com).