

MANAGEMENT'S DISCUSSION AND ANALYSIS

For the three months ended March 31, 2024

Oceanic Iron Ore Corp.

Dated May 27, 2024



Oceanic Iron Ore Corp.

Management's Discussion and Analysis of Financial Condition and Results of Operations For the three months ended March 31, 2024

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 unaudited condensed consolidated interim financial statements and related notes for the three months ended March 31, 2024 and 2023 (the "Interim Financial Statements"), as well as the audited consolidated financial statements and related notes for the years ended December 31, 2023 and 2022 (the "Annual Financial Statements"). The Company reports its financial statements in accordance with IFRS Accounting Standards as issued by the International Accounting Standards Board ("IFRS"). 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 May 27, 2024.

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 ore properties (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 33,159 hectares and 795 claim cells with iron ore formations and are located within 20 to 50 km from tidewater. The Company has a 100% interest, subject to a 2% net smelter returns royalty ("NSR") in the Property. The Company's two 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 (the "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 ten defined deposits from Hopes Advance in order to reduce the up-front capital required to bring the Project to commercial production. 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, and obtaining cash flow through other forms of financing. The success of raising such funds cannot be assured.

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.

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Discussion of Operations

The following information for the three months ended March 31, 2024 and 2023 ("Q1 2024" and "Q1 2023", respectively) was derived in conjunction with the Interim Financial Statements which are available on SEDAR+ at www.sedarplus.ca.

	Q1 2024	Q1 2023
Expenses		
Consulting and management fees	\$ 73,750	\$ 73,750
Directors' fees	7,500	7,500
License and insurance	4,420	6,575
Office and general	4,824	5,411
Professional fees	22,975	3,933
Rent	2,667	2,667
Share-based compensation	9,438	-
Transfer agent and regulatory	11,590	6,253
Wages and benefits	1,975	2,720
Loss from operations	(139,139)	(108,809)
Other expenses		
Loss on change in fair value of derivative liabilities	(253,524)	(988,873)
Convertible debenture accretion expense	(116,391)	(133,175)
Total other expenses	(369,915)	(1,122,048)
Net loss and comprehensive loss	\$ (509,054)	\$ (1,230,857)
Basic and diluted loss per common share	\$ (0.00)	\$ (0.01)

The most significant factor affecting the change in net loss for the periods presented included:

Loss on change in fair value of derivative liabilities

The derivative liabilities of the Company are carried at fair value, which fair value is derived by the use of binomial option pricing models. The loss on change in fair value of derivative liabilities decreased in Q1 2024 compared to Q1 2023 as the increase in the Company's share price from the beginning of Q1 2023 to the end of Q1 2023 was greater than the increase in the Company's share price from the beginning of Q1 2024 to the end of Q1 2024.

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Summary of Quarterly Results

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

	March 31, 2024	December 31, 2023	September 30, 2023	June 30, 2023
Revenues	\$ -	\$ -	\$ -	\$ -
Share-based compensation	\$ (9,438)	\$ (32,686)	\$ (32,924)	\$ (43,660)
Loss from operations	\$ (139,139)	\$ (162,287)	\$ (145,185)	\$ (154,855)
(Loss) gain on change in fair value of derivative liabilities	\$ (253,524)	\$ (52,668)	\$ 1,181,978	\$ 1,021,577
Net (loss) income	\$ (509,054)	\$ (350,370)	\$ 900,783	\$ 732,041
Basic (loss) income per share	\$ (0.00)	\$ (0.00)	\$ 0.01	\$ 0.01
Diluted (loss) income per share	\$ (0.00)	\$ (0.00)	\$ 0.01	\$ 0.01

	March 31, 2023	December 31, 2022	September 30, 2022	June 30, 2022
Revenues	\$ -	\$ -	\$ -	\$ -
Share-based compensation	\$ -	\$ (4,482)	\$ (6,720)	\$ (17,018)
Loss from operations	\$ (108,809)	\$ (178,226)	\$ (131,574)	\$ (134,193)
(Loss) gain on change in fair value of derivative liabilities	\$ (988,872)	\$ 325,317	\$ (325,725)	\$ 887,306
Net (loss) income	\$ (1,230,856)	\$ 15,297	\$ (580,904)	\$ 652,936
Basic (loss) income per share	\$ (0.01)	\$ 0.00	\$ (0.01)	\$ 0.01
Diluted (loss) income per share	\$ (0.01)	\$ 0.00	\$ (0.01)	\$ 0.01

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 embedded derivative liability component contained in the convertible debentures. The Company uses binomial option pricing models to value the embedded derivative component of the convertible debentures which relies on a combination of observable and unobservable market inputs (including changes in the Company's share price from one period-end to another).

Fluctuations in loss from operations correlate largely 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.

Liquidity, Capital Resources and Going Concern

While the Interim 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. During Q1 2024, the Company had no revenues and had negative cash flows from operations. As at March 31, 2024, the Company had an accumulated deficit of \$34,380,541, and a working capital deficit of \$4,630,324.

While the Company completed a non-brokered private placement in the amount of \$1,220,000 by way of issuance of the Series D Debentures during the year ended December 31, 2022, and also successfully replaced its previously issued Series B Debenture with a maturity date of November 29, 2023, with a new Series B Debenture that matures on November 29, 2028, 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

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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.

Factors that could affect the availability of financing include the Company's performance, the state of international debt and equity markets, investor perceptions and expectations, the retention of key executive management and the state of global financial and metals markets.

	As at March 31, 2024	As at December 31, 2023
Assets		
Cash	217,015	269,513
Other current assets	17,086	19,871
Current assets	234,101	289,384
Mineral properties	44,499,871	44,453,858
TOTAL ASSETS	44,733,972	44,743,242
Liabilities		
Current liabilities	4,864,425	4,488,245
Non-current financial liabilities	445,167	423,652
TOTAL LIABILITIES	5,309,592	4,911,897
NET ASSETS	39,424,380	39,831,345
WORKING CAPITAL DEFICIT ⁽¹⁾	(4,630,324)	(4,198,861)

⁽¹⁾ Working capital is calculated as current assets less current liabilities

The change in total assets as at March 31, 2024 compared to December 31, 2023 was predominantly the result of cash used for the Company's operating activities and mineral property expenditures.

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

	Q1 2024	Q1 2023
Cash used in operating activities	\$ (42,744)	\$ (56,021)
Cash used in investing activities	(9,754)	(28,631)
Cash used in financing activities	-	-
Change in cash during the period	(52,498)	(84,652)
Cash, beginning of period	269,513	662,818
Cash, end of period	\$ 217,015	\$ 578,166

The Company's undiscounted commitments as at March 31, 2024 were as follows:

	Less than 1 year	1 -3 years	More than 3 years	Total
Accounts payable and accrued liabilities	\$ 323,252	\$ -	\$ -	\$ 323,252
Due to related parties	525,911	-	-	525,911
Convertible debenture - liability component	463,255	2,155,330	2,962,904	5,581,489
Advance royalty payable	250,000	400,000	400,000	1,050,000
	\$ 1,562,418	\$ 2,555,330	\$ 3,362,904	\$ 7,480,652

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Contractual commitments related to the convertible debenture – liability component represent principal and interest payments. The convertible debentures are assumed to be held to maturity.

As at March 31, 2024, the convertible debentures and non-cash embedded derivative liabilities have a combined carrying value of \$3,787,114, representing the discounted face value of the debentures of \$3,505,830, fair value of the non-cash embedded derivative liabilities of \$2,412,356, partially offset by a deferred loss balance of \$2,131,072.

The total future cash outflows associated with the repayment of the principal of the Series A Debentures (\$760,000), Series B Debenture (\$837,500), Series C Debentures (\$1,557,548) and Series D Debentures (\$1,205,000) cannot exceed the combined amount of principal of \$4,360,048 plus any accrued interest.

Interest associated with the debentures above can be settled in cash or common shares quarterly at the election of the Company.

On January 2, 2024, the Company elected to settle \$92,651 in accrued interest payable under the Company's previously issued convertible debentures through the issuance of 1,544,185 common shares of the Company, at a price of \$0.06 per share.

The fair value of the non-cash embedded derivative does not represent a future cash liability to the Company.

The debentures are secured with a first ranking charge against the assets of the Company, ranking *pari-passu* with all other secured debenture holders.

Off-Balance Sheet Arrangements

As at March 31, 2024, the Company had no off-balance sheet arrangements.

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.

In January 2020, the IASB issued *Classification of Liabilities as Current or Non-current (Amendments to IAS 1)*, which amended IAS 1, *Presentation of Financial Statements* ("IAS 1"). The Company accounts for its convertible debentures as derivative liabilities and not as equity instruments.

Prior to the amendment, IAS 1 stipulated that the terms of a liability that could, at the option of the counterparty, result in the settlement of the liability by the issue of equity instruments of the Company, did not affect the classification of the liability (as either current or non-current). This stipulation was removed from IAS 1 as part of the amendment and rather the amended IAS 1 focuses on the Company's right to defer settlement (whether by repayment or conversion by the counterparty) for at least twelve months following the relevant reporting date.

Prior to the amendment to IAS 1, the Company classified its convertible debentures as non-current liabilities as the maturity dates of these instruments were at least twelve months beyond the relevant reporting dates and the ability of the counterparties to convert the debentures into equity instruments of the Company would not impact the classification under the former IAS 1. However, with the removal of the stipulation (described above) from IAS 1, and because the conversion of the convertible debentures may occur at the sole discretion of the counterparties, the Company is considered to not have the right to defer settlement (by conversion into equity instruments of the Company) for at least 12 months.

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The amendments became effective January 1, 2024 and were applied retrospectively. As a result of the adoption of the amendments to IAS 1, the Company reclassified the carrying value of its convertible debentures (for both the current and prior periods) from non-current derivative liabilities to current derivative liabilities.

Financial Instruments and Other Instruments

Financial Risk Management

The Company is exposed in varying degrees to a variety of financial instrument related risks. The Company's Board of Directors 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 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 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 March 31, 2024 are included in the "*Liquidity, Capital Resources and Going Concern*" 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.

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.

Interest rate risk is the risk that the future cash flows from a financial instrument will fluctuate due to changes in market interest rates. The Company holds its cash in bank accounts that earn variable interest rates. A 1% change in interest rates would not have a significant impact on the Company's 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, receivables, accounts payable and accrued liabilities, amounts due to related parties, advance royalty payable, and convertible debentures approximate their fair values due to their short-term nature. The

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embedded derivative liabilities included in the convertible debentures are measured under a level 3 hierarchy due to certain inputs that are not based on observable market data.

Related Party Transactions and Key Management Compensation

Key management compensation

Key management includes the Company's directors (Messrs. Steven Dean, Gordon Keep, Hon. John D. Reynolds P.C., Thomas Lau and Ms. Cathy Chan), Chief Executive Officer (Mr. Bing Pan) and Chief Financial Officer (Mr. Gerrie van der Westhuizen). Compensation awarded to key management is presented in the table below:

	Q1 2024	Q1 2023
Directors' fees	\$ 7,500	\$ 7,500
Consulting and management fees	73,750	73,750
Share-based payments*	8,600	-
	\$ 89,850	\$ 81,250

*Share-based payments based on the fair value of stock options granted to individuals

Payments for services by related parties

During the three months ended March 31, 2024 and 2023, the Company incurred corporate consulting fees of \$28,750 to Sirocco Advisory Services Ltd. ("Sirocco"), a company controlled by a director of the Company. As at March 31, 2024, the Company owed \$172,500 (December 31, 2023: \$143,750) to Sirocco relating to unpaid consulting fees.

During the three months ended March 31, 2024 and 2023, the Company incurred corporate consulting fees of \$15,000 to Sinocan Consultant Hong Kong Ltd. ("Sinocan"), a company controlled by the Chief Executive Officer. As at March 31, 2024, the Company owed \$nil (December 31, 2023: \$20,000) to Sinocan relating to unpaid consulting fees.

During the three months ended March 31, 2024 and 2023, the Company incurred corporate consulting fees of \$15,000 to Timbavati Consult Inc. ("Timbavati"), a company controlled by the Chief Financial Officer. As at March 31, 2024, the Company owed \$75,000 (December 31, 2023: \$60,000) to Timbavati relating to unpaid consulting fees.

During the three months ended March 31, 2024 and 2023, the Company incurred corporate consulting fees of \$15,000 to Fiore Management & Advisory Corp. ("Fiore"), a company controlled by a director of the Company. As at March 31, 2024, the Company owed \$90,000 (December 31, 2023: \$75,000) to Fiore relating to unpaid consulting fees.

As at March 31, 2024, the Company owed \$95,000 (December 31, 2023: \$87,500) in directors' fees to certain directors of the Company.

The Company was charged shared lease, overhead, and service costs by Artemis Gold Inc. ("Artemis"), a company with common management and directors. During the three months ended March 31, 2024, the Company incurred \$3,971 (2023: \$4,908) in shared lease, overhead, and service costs. As at March 31, 2024, the Company owed \$93,411 (December 31, 2023: \$89,440) to Artemis.

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

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Outstanding Share Data

As at the date of this MD&A, there were 109,487,238 common shares issued and outstanding and 9,845,000 stock options and 214,285 common share purchase warrants outstanding.

As at the date of this MD&A, the Company also had the following convertible debentures outstanding:

- Series A Debentures - \$760,000 convertible into units at a conversion price of \$0.10 per unit. The conversion price during the first year of the term was \$0.07 per unit, following which (on September 26, 2023) increased to \$0.10 per unit for the remainder of the term. Each unit will consist of one common share of the Company and one common share purchase warrant of the Company, with each whole warrant entitling the holder to purchase one common share at a price of \$0.07 per common share and mature on September 26, 2027.
- Series B Debenture - \$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 \$0.07 per common share and mature on November 29, 2028.
- Series C 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 and mature on March 10, 2026.
- Series D Debentures - \$1,205,000 convertible into units at a conversion price of \$0.10 per unit. The conversion price during the first year of the term was \$0.07 per unit, following which (on September 26, 2023) increased to \$0.10 per unit for the remainder of the term. Each unit will consist of one common share of the Company and one common share purchase warrant of the Company, with each whole warrant entitling the holder to purchase one common Share at a price of \$0.07 per common share and mature on September 26, 2027.

Subsequent Events

On April 1, 2024, the Company elected to settle an aggregate of \$92,651 in accrued interest payable under the Company's previously issued convertible debentures through the issuance of 1,425,400 common shares of the Company, at a price of \$0.065 per share.

On April 26, 2024, the Company granted 1,570,000 incentive stock options to directors, officers and consultants of the Company, exercisable at a weighted average price of \$0.05 per share for a period of 10 years expiring on April 26, 2034.

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 Company is subject to significant risks. For details of these risks, refer to the risk factors set forth in the Company's most recently filed Annual Financial Statements, which can be found under the Company's corporate profile on SEDAR+ at www.sedarplus.ca. Management is not aware of any significant changes to the risks identified in the Company's most recently filed Annual Financial Statements nor has the Company's mitigation of those risks changed significantly during the three months ended March 31, 2024. These risks and the risk factor described below could materially affect the Company's business, future prospects and share price and could cause actual events

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to differ materially from those described in forward-looking statements relating to the Company. Additional risks and uncertainties not presently known to the Company or that the Company currently considers immaterial may also impair the business, future prospects and share price of the Company. If any of the risks actually occur, the business of the Company may be harmed, and its financial condition and results of operations may suffer significantly.

Going Concern

The Interim 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, Capital Resources and Going Concern* 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.

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 the MD&A for the year ended December 31, 2023. 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.sedarplus.ca.