Oceanic Iron Ore Corp.

Unaudited Condensed Interim Financial Statements

For the three and nine months ended December 31, 2014 and 2013

(Stated in Canadian Dollars)

NOTICE OF NO AUDITOR REVIEW OF INTERIM FINANCIAL STATEMENTS

The accompanying unaudited condensed interim financial statements of Oceanic Iron Ore Corp. ("the Company") have been prepared by and are the responsibility of the Company's management.

The Company's independent auditor has not performed a review of these condensed interim financial statements in accordance with the standards established by the Canadian Institute of Chartered Accountants for a review of interim financial statements by an entity's auditor.

Oceanic Iron Ore Corp.

Statements of Financial Position

		December 31, 2014	March 31, 2014
Assets			
Current assets			
Cash and cash equivalents	$	**1,984,270**	$ 2,093,897
Receivables (Note 4)		**607,561**	695,994
Prepaid expenses and deposits		**120,388**	185,713
Restricted cash		**34,500**	34,500
		2,746,719	3,010,104
Equipment		**259,474**	348,720
Mineral properties (Note 5)		**40,257,154**	38,994,208
	$	**43,263,347**	$ 42,353,032
Liabilities			
Accounts payable and accrued liabilities	$	**97,775**	$ 718,977
Due to related parties (Note 9)		**16,457**	14,852
Current portion of advance royalty payable		**166,750**	175,227
Convertible debenture - liability component (Note 6)		**2,602,182**	-
		2,883,164	909,056
Advance royalty payable		**248,893**	358,190
Convertible debenture - liability component (Note 6)		**-**	2,312,720
Deferred income tax liability		**-**	246,758
		3,132,057	3,826,724
Shareholders' equity			
Share capital (Notes 7(a),7(b))		**55,331,591**	52,719,225
Contributed surplus (Notes 7(c),7(d))		**8,949,654**	8,308,310
Convertible debenture - equity component (Note 6)		**562,011**	562,011
Deficit		**(24,711,966)**	(23,063,238)
		40,131,290	38,526,308
	$	**43,263,347**	$ 42,353,032

Nature of operations and going concern (Note 1)
Commitments (Note 8)

Approved by the Board:

" Steven Dean " Director

" Gordon Keep " Director

The accompanying notes are an integral part of these financial statements

Oceanic Iron Ore Corp.

Statements of Loss and Comprehensive Loss for the three and nine months ended December 31, 2014 and 2013

	Three months ended December 31, 2014	Three months ended December 31, 2013	Nine months ended December 31, 2014	Nine months ended December 31, 2013
Expenses				
Consulting and management fees	**$ 114,367**	$ 137,500	**$ 389,367**	$ 412,500
Directors' fees	**7,500**	7,500	**22,500**	28,500
Investor relations and corporate development	**45,841**	115,635	**152,390**	246,142
License and insurance	**10,410**	14,545	**36,550**	40,736
Office and general	**17,515**	47,181	**56,578**	110,024
Professional fees	**25,872**	131,971	**107,286**	245,217
Rent	**25,772**	24,517	**77,040**	71,923
Share-based payments (Note 7(c)(d))	**195,592**	281,907	**269,660**	797,477
Transfer agent and regulatory	**21,327**	36,745	**49,393**	52,443
Travel	**3,222**	5,805	**6,273**	18,385
Wages and benefits	**100,718**	111,890	**318,452**	327,025
Loss from operations	**568,136**	915,196	**1,485,489**	2,350,372
Other income (expenses)				
Interest income	**5,708**	10,176	**14,465**	77,234
Gain on marketable securities	-	-	-	1,685
Interest and other financing expense	**(145,548)**	(86,439)	**(424,462)**	(261,277)
Other income	-	1,250	-	4,583
Net loss before income taxes	**(707,976)**	(990,209)	**(1,895,486)**	(2,528,146)
Deferred income tax recovery	**-**	201,384	**246,758**	466,399
Net loss and comprehensive loss for the period	**$ (707,976)**	$ (788,825)	**$ (1,648,728)**	$ (2,061,747)
Loss per common share - basic and diluted	**$ (0.02)**	$ (0.04)	**$ (0.07)**	$ (0.10)
Weighted average number of common shares outstanding	**33,619,945**	19,661,823	**24,297,549**	19,661,823

The accompanying notes are an integral part of these condensed interim financial statements

Oceanic Iron Ore Corp.

Statement of Changes in Equity

For the nine months ended December 31, 2014 and 2013

	Share capital					
	Number of shares	Amount	Contributed surplus	Convertible debenture	Deficit	Total equity
Balance - April 1, 2014	**19,661,822**	**$ 52,719,225**	**$ 8,308,310**	**$ 562,011**	**$ (23,063,238)**	**$ 38,526,308**
Share-based payments recognized	-	-	280,760	-	-	280,760
Settlement of Restricted Stock Units	137,564	20,635	(20,635)	-	-	-
Private Placement - October 9, 2014	15,248,750	2,668,531	381,219	-	-	3,049,750
Share issue costs	-	(76,800)	-	-	-	(76,800)
Net loss for the period	-	-	-	-	(1,648,728)	(1,648,728)
Balance - December 31, 2014	**35,048,136**	**$ 55,331,591**	**$ 8,949,654**	**$ 562,011**	**$ (24,711,966)**	**$ 40,131,290**

	Share capital					
	Number of shares	Amount	Contributed Surplus	Convertible debenture	Deficit	Total equity
Balance - April 1, 2013	**19,661,822**	**$ 52,719,225**	**$ 7,710,507**	**$ -**	**$ (20,657,281)**	**$ 39,772,451**
Convertible debenture - equity portion (Note 6)	-	-	-	768,825	-	768,825
Share-based payments recognized	-	-	819,813	-	-	819,813
Net loss for the period	-	-	-	-	(2,061,747)	(2,061,747)
Tax recovery of convertible debenture issuance	-	-	-	(206,814)	-	(206,814)
Balance - December 31, 2013	**19,661,822**	**$ 52,719,225**	**$ 8,530,320**	**$ 562,011**	**$ (22,719,028)**	**$ 39,092,528**

The accompanying notes are an integral part of these condensed interim financial statements

Oceanic Iron Ore Corp.

Statement of Cash Flows

For the nine months ended December 31, 2014 and 2013

	Three months ended December 31, 2014	2013	Nine months ended December 31, 2014	2013
Operating activities				
Net loss for the period	$ (707,976)	$ (788,825)	$ (1,648,728)	$ (2,061,747)
Adjustments for:				
Deferred income tax (recovery)	-	(201,384)	(246,758)	(466,399)
Share-based payments	195,592	281,907	269,660	797,477
Interest income	(5,708)	(10,176)	(14,465)	(77,234)
Gain on sale of marketable securities	-	-	-	(1,685)
Interest and financing expense	145,548	86,439	424,462	261,277
Net changes in non-cash working capital balances:				
Prepaid expenses and deposits	46,126	12,889	65,325	13,443
Receivables	26,360	28,852	94,610	16,644
Accounts payable and accrued liabilities	(171,351)	127,538	(125,293)	33,097
Due to related parties	3,417	11,240	1,605	3,410
	(467,992)	(451,520)	(1,179,582)	(1,481,717)
Investing activities				
Mineral property expenditures	(834,589)	(636,461)	(1,776,283)	(2,255,555)
Refundable exploration tax credit received	-	-	-	4,678,315
Interest income received	1,439	13,313	8,288	71,328
Net proceeds from sale of marketable securities	-	-	-	56,114
	(833,150)	(623,148)	(1,767,995)	2,550,202
Financing activities				
Convertible debenture proceeds, net of issuance costs (Note 6)	-	-	-	2,789,552
Interest paid on convertible debenture (Note 6)	(45,000)	(45,000)	(135,000)	(90,000)
Proceeds from Private Placement net of issuance costs (Note 7b)	2,972,950	-	2,972,950	-
Demand loan proceeds held as restricted cash	-	-	-	150,000
Demand loan repayment	-	-	-	(3,123,190)
Interest and other financing fees paid on demand loan	-	-	-	(42,869)
	2,927,950	(45,000)	2,837,950	(316,507)
Change in cash and cash equivalents during the period	1,626,808	(1,119,668)	(109,627)	751,978
Cash and cash equivalents, beginning of period	357,462	4,174,970	2,093,897	2,303,324
Cash and cash equivalents, end of period	$ 1,984,270	$ 3,055,302	$ 1,984,270	$ 3,055,302
Cash and cash equivalents are comprised of the following:				
Cash	$ (15,730)	$ 2,255,302	$ (15,730)	$ 2,255,302
Term deposits	$ 2,000,000	$ 800,000	$ 2,000,000	$ 800,000
	$ 1,984,270	$ 3,055,302	$ 1,984,270	$ 3,055,302
Non cash investing and financing activities				
Accretion on debt portion of convertible debenture	145,548	66,830	424,462	218,408
Accretion on advance royalty payable	26,612	32,730	82,226	174,194
Tax recovery of convertible debenture issuance	-	-	-	206,814
Change in mineral property expenditures in accounts payable	(487,899)	(131,418)	(495,910)	(158,776)

The accompanying notes are an integral part of these condensed interim financial statements

1. NATURE OF OPERATIONS AND GOING CONCERN

Oceanic Iron Ore Corp. ("Oceanic" or the "Company") is an exploration stage company engaged in the acquisition and exploration of iron ore properties in Québec, Canada. The Company was incorporated on March 8, 1986 under the British Columbia Business Corporations Act. The Company maintains its head office at 595 Burrard Street, Suite 3083, Vancouver, British Columbia. The Company's registered/records office is located at 1900-600 Granville Street, Vancouver, British Columbia. Its common shares are traded on the TSX Venture Exchange under the symbol "FEO".

The Company acquired a 100% interest in certain mining claims (the "Property") located near Ungava Bay, Québec, Canada in November, 2010. The Company is currently conducting exploration activity on the Property.

While these 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, there are certain conditions and events that may cast significant doubt on the validity of this assumption. For the nine months ended December 31, 2014, the Company reported a loss of $1,648,728 and as at that date had an accumulated deficit of $24,711,966 and a working capital deficit of $136,445. Although the Company completed a non-brokered private placement in October 9, 2014 as discussed in note 7, the Company will need to raise sufficient funds in order to finance ongoing exploration, development and administrative expenses over the coming 12 months. The success of raising such funds cannot be assured. 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. These 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.

2. BASIS OF PRESENTATION

These condensed interim financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") applicable to the preparation of interim financial statements, including International Auditing Standard 34, Interim Financial Reporting ("IAS 34") as issued by the International Accounting Standards Board. These condensed interim financial statements do not include all disclosures required for annual audited financial statements. Accordingly, they should be read in conjunction with the notes to the Company's audited annual financial statements for the year ended March 31, 2014. The accounting policies followed in these condensed interim financial statements are the same as those applied in note 3 of the Company's audited annual financial statements for the year ended March 31, 2014, except for the adoption of new standards as described in note 3 below.

The Board of Directors approved these condensed interim financial statements on February 25, 2015.

3. RECENTLY ISSUED ACCOUNTING STANDARDS

a) Recently issued and applied accounting standards

Pronouncements affecting accounting policies only

IFRIC 21, Levies ("IFRIC 21")

The Company adopted IFRIC 21 on April 1, 2014 with retrospective application. IFRIC 21 provides guidance on the accounting for a liability to pay a levy, if that liability is within the scope of IAS 37, Provisions, Contingent Liabilities and Contingent Assets. Levies are imposed by governments in accordance with legislation and do not include income taxes, which are accounted for under IAS 12, Income Taxes or fines or other penalties imposed for breaches of legislation.

The interpretation was issued to address diversity in practice around when the liability to pay a levy is recognized. An example of a common levy is property taxes. IFRIC 21 defines an obligating event as the activity that triggers the payment of the levy, as identified by legislation. A liability to pay a levy is recognized at the date of the obligating event, which may be at a point in time or over a period of time. The fact that an entity is economically compelled to continue to operate in the future, or prepares its financial statements on a going concern basis, does not create an obligation to pay a levy that will arise in a future period as a result of continuing to operate.

The adoption of IFRIC 21 did not affect the Company's financial statements or disclosures as the Company's analysis determined that no changes were required to the existing accounting treatment for levies.

b) Accounting standards recently issued but not yet applied

IFRS 9 – Financial instruments

The complete version of IFRS 9 was issued in July 2014. It replaces the guidance in IAS 39 that relates to the classification and measurement of financial instruments. IFRS 9 retains but simplifies the mixed measurement model and establishes three primary measurement categories for financial assets: amortized cost, fair value through OCI and fair value through profit and loss. The basis of classification depends on an entity's business model and the contractual cash flows of the financial asset. Investments in equity instruments are required to be measured at fair value through profit or loss with the irrevocable option at inception to present changes in fair value in OCI. There is now a new expected credit losses model that replaces the incurred loss impairment model used in IAS 39. For financial liabilities there were no changes to classification and measurement except for the recognition of changes in own credit risk in other comprehensive income, for liabilities designated at fair value through profit or loss. The standard is effective for accounting periods beginning on or after January 1, 2018. The Company has yet to commence assessing the impact of this new standard.

4. RECEIVABLES

	December 31, 2014	March 31, 2014
Input tax credits	$ 29,772	$ 102,912
Refundable exploration tax credits	566,363	591,000
Interest and other receivables	11,426	2,082
	$ 607,561	**$ 695,994**

5. MINERAL PROPERTIES - UNGAVA BAY

a) Acquisition costs

	Nine months ended December 31, 2014	Nine months ended December 31, 2013
Balance - Beginning of period	**$ 18,207,341**	$ 18,007,341
Additions		
Accretion of advance royalty payable	82,226	174,194
Balance - End of period	**$ 18,289,567**	$ 18,181,535

b) Exploration costs

	Nine months ended December 31, 2014	Nine months ended December 31, 2013
Cumulative exploration costs - Beginning of period	**$ 20,786,867**	$ 18,436,006
Expenditures during the period		
Permitting & claims	**149,591**	138,229
Drilling	**10,000**	22,000
Fieldwork & geology*	**69,152**	652,364
Consultants	**225,039**	302,939
Salaries*	**133,600**	175,525
Fuel	**9,145**	3,223
Mapping & imagery	**66,414**	10,154
Assays & metallurgy	**25,447**	70,014
Equipment, supplies & rentals	**65,177**	83,719
Accomodation	**121,236**	121,189
Transportation	**216,673**	333,084
Equipment depreciation	**89,246**	89,246
Exploration tax credit refund claim	**-**	59,298
Exploration expenditures for the period	**1,180,720**	2,060,984
Cumulative exploration costs - End of period	**$ 21,967,587**	**$ 20,496,990**
Grand total - mineral properties	**$ 40,257,154**	$ 38,678,525

* Includes a portion of share-based payments of $11,100 (2013: $22,336).

6. CONVERTIBLE DEBENTURE

On May 23, 2013, the Company completed a non-brokered financing of $3 million by way of issuance of a convertible debenture, which bears interest, payable quarterly, at a rate of 6% over a 30 month term.

The principal amount of the debenture is convertible to common shares of the Company at a price of $1.60 per share at the election of the subscriber. In addition, and subject to receipt of all required regulatory approvals, the Company has the right at any time to pay all or any part of the unpaid principal in respect of the debenture in common shares, where the issue price of each common share will be equal to the volume weighted average trading price for the 20 days prior to the date of notice of the conversion.

In the event that the volume weighted average trading price of common shares is equal to or greater than $1.60 per share for any 20 consecutive trading day period during the term of the debenture, the principal and interest owing under the debenture will be automatically converted into common shares of the Company.

For accounting purposes, the convertible debenture is separated into its liability and equity components using the effective interest rate method. The fair value of the liability component at the time of issue was calculated as the discounted cash flows for the convertible debenture assuming a 20% effective interest rate which was the estimated rate for a convertible debenture without a conversion feature. The fair value of the equity component (conversion feature) was determined at the time of issue as the difference between the face value of the convertible debenture and the fair value of the liability component, less a deferred income tax adjustment to reflect the book to tax difference in value of the convertible debenture at the time of issuance.

Issuance costs of $210,448 were incurred and have been recorded against the liability and equity components and are being accreted to the statements of loss and comprehensive loss over the life of the convertible debenture. Accretion and other financing expense for the three and nine months ended December 31, 2014 was $145,548 (2013: $86,439) and $424,462 (2013: $218,408), respectively.

	Liability component	Equity component	Total
Opening balance - April 1, 2013	$ -	$ -	$ -
Issued - amount at date of issue (May 23, 2013)	2,173,174	826,826	**3,000,000**
Issuance costs allocated	(152,447)	(58,001)	**(210,448)**
	-	(206,814)	**(206,814)**
Deferred income tax liability			
Amortization of issuance costs	50,816	-	**50,816**
Accretion of discount	376,177	-	**376,177**
Interest payment	(135,000)	-	**(135,000)**
Balance - March 31, 2014	**$ 2,312,720**	**$ 562,011**	**$ 2,874,731**
Amortization of issuance costs	45,734	-	**45,734**
Accretion of discount	378,728	-	**378,728**
Interest payment	(135,000)	-	**(135,000)**
Balance - December 31, 2014	**$ 2,602,182**	**$ 562,011**	**$ 3,164,193**

7. SHARE CAPITAL

(a) Share Capital

Unlimited common and preferred shares without par value

(b) Issued and fully paid common shares

On July 2, 2014, the Company's common shares were consolidated on the basis of one post-consolidated share for every ten pre-consolidated shares. All common share, share option, share purchase warrant, restricted share unit and per share amounts in these financial statements have been retrospectively restated to present post-consolidation amounts.

	Number of shares	Amount
Balance, April 1, 2013 and March 31, 2014	19,661,822	$ 52,719,225
Private placement - October 9, 2014	15,248,750	2,668,531
Share issue costs	-	(76,800)
Settlement of Restricted Stock Units	137,564	20,635
Balance, December 31, 2014	**35,048,136**	**$ 55,331,591**

On October 9, 2014, the Company completed a non-brokered private placement issuing 15,248,750 units at $0.20 per unit for aggregate gross proceeds of $3,049,750. Each unit consisted of one common share of the Company and one common share purchase warrant. Each whole warrant entitles the holder to acquire one common share of the Company at a price of $0.30 per share until April 9, 2017. The Company incurred cash share issue costs in the amount of $76,800 in connection with the private placement. The share capital was valued using the closing stock price of the Company on the completion date of the private placement, with the residual amount of $381,219 allocated to the warrants and recognized in contributed surplus.

(c) Restricted Share Units ("RSUs")

At the Company's annual general meeting held on November 28, 2013, the Company's shareholders approved the implementation of an RSU plan, whereby RSUs may be granted to directors, officers, or key employees at the discretion of the Board of Directors. The RSU plan provides for the issuance of common shares from treasury upon the exercise of vested RSUs at no additional consideration. The current maximum number of common shares authorized for issue under the RSU plan is 3,504,814. The RSUs have vesting conditions determined by the Board of Directors.

7. SHARE CAPITAL (continued)

(c) Restricted Stock Units ("RSUs") (continued)

A summary of the changes in RSUs is as follows:

	Number of RSUs
Balance - April 1, 2013	-
Granted	476,406
RSUs outstanding - March 31, 2014	476,406
Granted	1,225,806
Settled	(137,564)
Forfeited	(82,813)
RSUs exercisable - December 31, 2014	**1,481,835**

On November 25, 2014, the Company granted a total of 1,225,806 RSUs to directors and officers of the Company. The vesting period for the RSUs granted is as follows: 1/3 on the grant date, 1/3 on the twelve month anniversary date, and 1/3 on the twenty four month anniversary date. Each RSU has a fair value of $0.16 which was the closing share price at the grant date. The fair value of the RSUs in the amount of $196,129 will be recognized over the vesting periods of the RSUs. RSUs settled in the nine months ended December 31, 2014 were settled at a fair value of $0.15 per unit.

RSU expense for the three months ended December 31, 2014 was $44,665 (2013: $14,344), of which $43,747 (2013: $13,356) was recorded within Share-based payment expense in the Statement of Loss and Comprehensive Loss and $918 (2013: $988) was capitalized to mineral properties. RSU expense for the nine months ended December 31, 2014 was $124,211 (2013: $14,344), of which $117,814 (2013: $13,356) was recorded within Share-based payment expense in the Statement of Loss and Comprehensive Loss and $6,397 (2013: $988) was capitalized to mineral properties.

(d) Stock options

The Company has established a rolling stock option plan (the "Plan") in compliance with the TSX Venture Exchange's policy for granting stock options. Under the Plan, the maximum number of shares reserved for issuance may not exceed 10% of the total number of issued and outstanding common shares and the term of any option granted under the Plan may not exceed ten years. The exercise price of each option shall not be less than the market price of the Company's stock at the date of grant. Each option vesting period is determined on a grant by grant basis. Stock options are settled through the issuance of the Company's common shares.

As at December 31, 2014, the Company had a total of 3,404,350 stock options outstanding and exercisable with a weighted average exercise price of $0.18 (March 31, 2014: 1,964,350 options outstanding with a weighted average exercise price of $1.60).

7. SHARE CAPITAL (continued)

(d) Stock options *(continued)*

A summary of the changes in the stock options is as follows:

	Options		Weighted average exercise price
Options outstanding - April 1, 2014 and 2013	1,964,350		0.20
Granted	1,440,000		0.155
Options outstanding - December 31, 2014	**3,404,350**	**$**	**0.18**
Options exercisable - December 31, 2014	**2,436,017**		

On November 13, 2014, the Company re-priced a total of 1,964,350 stock options, with original exercise prices of $1.60 and expiry dates ranging from May 28, 2017 to January 18, 2023, to $0.20 per option. The incremental fair value granted as a result of the modification was $66,279 and $61,575 was expensed during the three months ended December 31, 2014 with $4,704 capitalized to mineral properties. The incremental fair value is the difference between the value of the options at the modification date calculated using the original exercise prices and the modified exercise price.

On November 25, 2014 and December 15, 2014, the Company granted stock options to directors, officers, employees, consultants and investor relations consultants. The weighted average fair value of the options granted for the nine months ended December 31, 2014 was $0.13 per option. The exercise price for all stock option grants during the nine months ended December 31, 2014 was equal to the market price at the time of grant.

The following assumptions were used in the valuation of the stock options granted in the period:

Risk-free interest rate	1.76%
Expected life	10 years
Annualized volatility	75%
Dividend rate	0.00%
Forfeiture rate	0.00%

7. SHARE CAPITAL (continued)

***(d) Stock options** (continued)*

The following table summarizes information about stock options outstanding at December 31, 2014:

		Options outstanding
Weighted average exercise price ($)	Number	Expiry date
0.20	25,000	May 28, 2017
0.20	526,350	November 30, 2020
0.20	350,000	January 5, 2021
0.20	30,000	January 11, 2021
0.20	10,000	April 5, 2021
0.20	150,000	May 18, 2021
0.20	317,500	December 16, 2021
0.20	100,000	May 25, 2022
0.20	150,000	October 18, 2022
0.20	305,500	January 18, 2023
0.155	1,415,000	November 25, 2024
0.155	25,000	December 15, 2024
0.18	**3,404,350**	

(e) Share purchase warrants

As at December 31, 2014 the Company had a total of 19,032,500 share purchase warrants outstanding with a weighted average exercise price of $2.11.

A summary of the changes in the share purchase warrants is as follows:

	Number		Weighted average exercise price	Expiry date
Balance - April 1, 2013 and 2014	3,783,750	$	9.39	-
Granted	15,248,750		0.30	April 9, 2017
Balance - December 31, 2014	**19,032,500**	**$**	**2.11**	

7. SHARE CAPITAL (continued)

(e) Share purchase warrants (continued)

The following table summarizes information about share purchase warrants outstanding at December 31, 2014:

Outstanding and exercisable	Weighted average exercise price	Expiry date	Weighted average remaining contractual life (years)
656,250	$ 6.50	November 30, 2015	0.9
2,840,000	10.00	November 30, 2015	0.9
287,500	10.00	December 22, 2016	2.0
15,248,750	0.30	April 9, 2017	2.3
19,032,500	**$ 2.11**		**2.0**

8. COMMITMENTS

Effective March 1, 2011 (amended on July 1, 2012); the Company entered into an agreement with an affiliated company, with a director and officer in common, in respect of shared lease, overhead and service costs. Under the agreement, the Company is billed quarterly for office rental and other services relating to its office in Vancouver. The agreement expires on September 29, 2015. Either party may terminate the agreement by providing 90 days' notice.

Effective May 25, 2012, the Company entered into an agreement with Monit International Inc. in respect of the leasing of office space in Montreal, Québec. The agreement expires on January 31, 2023, but the Company may terminate the agreement effective December 31, 2016 with six months' notice.

As part of the acquisition of the Ungava Bay mineral properties, commencing on November 30, 2011, Oceanic must pay advance net smelter royalty ("NSR") payments of $200,000 per year, which will be credited against all future NSR payments payable from production. The Company made its fourth annual payment on November 25, 2014.

The committed charges for the Company are as follows:

March 31,	**Vancouver office rent**	**Montreal office rent**	**NSR payments**	**Total commitments**
2015	72,853	65,392	200,000	338,245
2016	-	132,973	200,000	332,973
Thereafter	-	175,761	400,000	575,761
	$ 72,853	$ 374,126	$ 800,000	$ 1,246,979

9. RELATED PARTY TRANSACTIONS AND KEY MANAGEMENT COMPENSATION

a) Key Management Compensation

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

		Three months ended December 31, 2014		Three months ended December 31, 2013		Nine months ended December 31, 2014		Nine months ended December 31, 2013
Wages and benefits	**$**	**142,708**	$	68,750	**$**	**211,458**	$	206,250
Directors' fees		**15,000**		7,500		**22,500**		28,500
Share-based payments		**162,383**		278,581		**198,780**		752,142
	$	**320,091**	$	354,831	**$**	**432,738**	$	986,892

b) Payments for services by related parties

During the three and nine months ended December 31, 2014 the Company incurred corporate consulting fees of $55,000 (2013: $82,500) and $220,000 (2013: $247,500), respectively, to Sirocco Advisory Services Ltd., a company controlled by a director and officer of the Company. Effective November 1, 2014, in order to preserve the cash balance of the Company, Sirocco Advisory Services Ltd. entered into an amended consulting agreement which reflected a reduced consulting fee. The fees earned for the three and nine months ended December 31, 2014 incorporate the reduced fee.

During the three and nine months ended December 31, 2014, the Company incurred corporate consulting fees of $18,542 (2013: $40,000) and $98,542 (2013: $120,000), respectively, to Shariff Advisory Services Ltd., a company controlled by a former officer of the Company. Effective November 1, 2014, in order to preserve the cash balance of the Company, Shariff Advisory Services Ltd. entered into an amended consulting agreement which reflected a reduced consulting fee. The fees earned for the three and nine months ended December 31, 2014 incorporate the reduced fee.

As disclosed in note 8, the Company is charged shared lease, overhead, and service costs by Atlantic Gold Corporation (formerly Spur Ventures Inc.), a company with a director and officer in common. For the three and nine months ended December 31, 2014, the Company incurred $38,852 and $111,705, respectively (2013: $33,959 and $102,086, respectively) in shared lease, overhead, and service costs. Refer to note 8 for a listing of future commitments in respect of such lease costs.

Amounts due to related parties at December 31, 2014 amounted to $16,457 (March 31, 2014: $14,852). All related party transactions were made on terms equivalent to those that prevail in arm's length transactions. None of the amounts due to related parties are secured against assets of the Company.