



November 29, 2018

TSX Venture Exchange: FEO

## PRESS RELEASE

### **OCEANIC ANNOUNCES COMPLETION OF NON-BROKERED CONVERTIBLE DEBENTURE FINANCING**

Vancouver, BC - Oceanic Iron Ore Corp. (TSX-V: FEO) (“Oceanic”, or the “Issuer”) is pleased to announce the completion of a non-brokered financing in an aggregate amount of \$1,812,500 (the “Financing”).

The subscribers to the Financing will be issued Series B convertible debentures (the “Debentures”) which will earn interest at a rate of 8.5% per annum over a 60 month term (the “Term”), payable quarterly.

The principal amount of the Debentures will be convertible to units (“Unit”) during the Term at the election of the subscriber. The conversion price during the first year of the term is \$0.05 per Unit, increasing to \$0.10 per Unit for the remainder of the Term. Each Unit will consist of one common share of the Issuer and one share purchase warrant of the Issuer, with each whole warrant entitling the holder to purchase one common share of the Issuer at a price of \$0.05 per common share, expiring November 29, 2023.

The Debentures will be secured with a first ranking charge against the assets of the Issuer, ranking pari-passu with the current secured debenture holders.

The Debentures and any Units acquired on conversion thereof are subject to a hold period expiring on March 30, 2019. No finder’s fees were paid in connection with the Financing.

The Issuer intends to use the proceeds of the Financing to fund a revised and re-scoped National Instrument 43-101 Preliminary Economic Assessment in respect of the Issuer’s Hopes Advance Project (the “Study”), as previously announced on November 1, 2018. The Study will revise the profile and production schedule of Hopes Advance in order to reduce the up-front capital required to bring the project to commercial production. The proceeds from the Financing will also be used to fund ongoing negotiations with potential strategic partners, general claims maintenance, and corporate and working capital purposes.

Insiders of the Issuer were issued Debentures with a principal amount in aggregate of \$725,000, and, accordingly, the private placement is a “related party transaction” within the meaning of Multilateral Instrument 61-101 Protection of Minority Security Holders in Special Transactions (“MI 61-101”). The issuance of Debentures to insiders is exempt from the valuation requirements and the minority approval requirements of MI 61-101 by virtue of the exemptions in sections 5.5(a) and 5.7(a) of MI 61-101, since the fair market value of the consideration for the Debentures issued to insiders did not exceed 25% of the Issuer’s market capitalization.

### Early Warning Disclosure – Frank Giustra

Pursuant to the Financing, Canada Life Ltd., an investment account controlled and directed by Mr. Frank Giustra, acquired a Debenture of the Issuer in the principal amount of \$500,000 which is convertible into 10,000,000 common shares and 10,000,000 warrants if converted in the first year. In addition to the Debenture, Mr. Giustra, directly and indirectly, now owns and/or controls, in aggregate, 7,714,850 common shares, representing 11.24% of the current issued and outstanding common shares of the Issuer and a \$200,000 Series A convertible debenture of the Issuer convertible into 2,000,000 common shares and 2,000,000 warrants. Assuming conversion of both the Series A convertible debenture and the Debenture and the exercise of the underlying warrants, Mr. Giustra would own and/or control, directly and indirectly, 31,714,850 common shares, representing 34.24% of the issued and outstanding common shares of the Issuer on a partially diluted basis.

The Issuer has been advised that Mr. Giustra acquired the Debenture for investment purposes and may in the future acquire or dispose of securities of the Issuer, through the market, privately or otherwise, as circumstances or market conditions warrant.

### Early Warning Disclosure – Steven Dean

Pursuant to the Financing, Sirocco Advisory Services Ltd., a corporation owned and controlled by Steven Dean, acquired a Debenture in the principal amount of \$115,000. The Debenture is convertible into 2,300,000 units of the Issuer of a price of \$0.05 per unit until November 29, 2019 and thereafter into 1,150,000 units of the Issuer at a price of \$0.10 per unit until November 29, 2023. Each unit will consist of one common share of the Issuer and one warrant, each warrant entitling the holder to purchase one common share of the Issuer at a price of \$0.05 per share from the date of issuance until November 29, 2023.

Prior to acquiring the Debenture, the Mr. Dean held, directly and indirectly, or had control or direction over, over an aggregate of 1,239,804 common shares of the Issuer representing approximately 1.81% of the issued and outstanding common shares of the Issuer, 1,641,700 stock options of the Issuer, a Series A Debenture in the principal amount of \$33,000 convertible into 330,000 units of the Issuer, each unit consisting of one common share and one warrant of the Issuer, and restricted share units convertible into 333,333 common shares of the Issuer.

Mr. Dean would have held, directly and indirectly, or had control or direction over, an aggregate of 3,874,837 common shares of the Issuer, representing approximately 5.44% of the issued and outstanding shares on a partially diluted basis assuming the exercise of the stock options, conversion of the Series A Debenture and exercise of the underlying warrants, and conversion of the restricted share units.

Following acquisition of the Debenture, Mr. Dean holds, directly and indirectly, or has control or direction over, an aggregate of 1,239,804 common shares of the Issuer, representing approximately 1.81% of the issued and outstanding common shares of the Issuer, 1,641,700 stock options of the Issuer, a Series A Debenture in the principal amount of \$33,000 convertible into 330,000 units of the Issuer, each unit consisting of one common share and one warrant of the Issuer, restricted share units convertible into 333,333 common shares of the Issuer, and the Debenture convertible into 2,300,000 units of the Issuer of a price of \$0.05 per unit until November 29, 2019 and thereafter into 1,150,000 units of the Issuer at a price of \$0.10 per unit until November 29, 2023, each unit consisting of one common share of the Issuer and one warrant, each warrant entitling the holder to purchase one common share of the Issuer at a price of \$0.05 per share from the date of issuance until November 29, 2023.

Mr. Dean would hold 8,474,837 common shares of the Issuer, representing approximately 11.17% of the issued and outstanding common shares on a partially diluted basis assuming the exercise of the stock options, conversion of the Series A Debenture and exercise of the underlying warrants, conversion of the restricted share units and conversion of the Debenture at a price of \$0.05 per unit and exercise of the underlying warrants.

The Issuer has been advised that Mr. Dean acquired the securities for investment purposes and may in the future acquire or dispose of additional securities of the Issuer through the market, privately, or otherwise, as circumstances or market conditions warrant.

Copies of the Early Warning Reports filed by Mr. Giustra and Mr. Dean may be obtained from the Issuer's CFO, Chris Batalha (604-566-9080).

OCEANIC IRON ORE CORP. ([www.oceanicironore.com](http://www.oceanicironore.com))

On behalf of the Board of Directors

"Steven Dean"

Chairman

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*This news release 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 Oceanic Iron Ore Corp. ("Oceanic", or the "Issuer"), 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 Issuer 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 Issuer'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 Issuer's property; and (6) labour and material costs increasing on a basis consistent with the Issuer's current expectations. Important factors that could cause actual results to differ materially from the Issuer's expectations are disclosed under the heading "Risks and Uncertainties" in the Issuer's MD&A filed November 22, 2018 (a copy of which is publicly available on SEDAR at [www.sedar.com](http://www.sedar.com) under the Issuer's profile) and elsewhere in documents filed from time to time, including MD&A, with the TSX Venture Exchange and other regulatory authorities. Such factors include, among others, risks related to the ability of the Issuer 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 Issuer undertakes no obligation to publicly*

*update or revise Forward-Looking Statements, whether as a result of new information, future events or otherwise.*

*Neither the TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.*