September 26, 2022 TSX Venture Exchange: FEO

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PRESS RELEASE

OCEANIC ANNOUNCES COMPLETION OF NON-BROKERED CONVERTIBLE DEBENTURE FINANCING, REPLACEMENT OF PREVIOUSLY ISSUED SERIES A CONVERTIBLE DEBENTURES, AMENDMENTS TO PREVIOUSLY ISSUED SERIES B AND C CONVERTIBLE DEBENTURES AND ANNOUNCES THE SETTLEMENT OF INTEREST FOR COMMON SHARES

Vancouver, BC - Oceanic Iron Ore Corp. – September 26, 2022 (**TSX-V: FEO**) ("**Oceanic**", or the "**Company**") is pleased to announce the completion of a non-brokered financing in an aggregate amount of $1,220,000 (the "**Financing**"), following the original announcement of the Financing on September 8, 2022.

The subscribers to the Financing were issued 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 in cash or common shares in the capital of the Company ("**Common Shares**"), at the election of the Company, at the market price of the Common Shares at the time of settlement.

The principal amount of the Debentures will be convertible to units (each a "**Unit**") during the Term at the election of the subscriber. The conversion price during the first year of the term is $0.07 per Unit, increasing to $0.10 per Unit for the remainder of the term. Each Unit will consist of 1 common share of the Company and 1 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 for a period of 5 years after closing of the Financing.

The Debentures are secured with a first ranking charge at any time against the assets of the Company, ranking pari-passu with the current secured debenture holders and holders of the Replacement Debentures (as defined below).

The Company intends to use the proceeds of the Financing for ongoing negotiations with potential strategic partners, general claims maintenance, and corporate and working capital purposes.

The Debentures and any Units acquired on conversion thereof are subject to a hold period expiring on January 26, 2023. No finder's fees were paid in connection with the Financing.

Insiders of the Company were issued Debentures with a principal amount in aggregate of $1,145,500, 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 Company's market capitalization.

Replacement of Existing Series A Debentures

The Company also announces that it entered into agreements with holders of the Company's previously issued Series A convertible debentures (the "**Series A Debentures**") to replace the Series A Debentures with new debentures (the "**Replacement Debentures**") maturing on September 26, 2027.

The Series A Debentures were convertible to units (each a "**Series A Unit**") at the election of the holder at a price of $0.10 per Series A Unit. Each Series A Unit consists of 1 Common Share and 1 common 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 $0.10 per Common Share.

The terms of the Replacement Debentures are the same as the Series A Debentures, other than (i) the conversion price during the first year of the term is $0.07 per Unit, increasing to $0.10 per Unit for the remainder of the term; (ii) the warrant exercise price will be $0.07; (iii) the maturity date, which is September 26, 2027; and (iv) accrued interest payable under the Replacement Debentures may be settled in cash or Common Shares quarterly, at the election of the Company, at the market price of the Common Shares at the time of settlement.

Amendments to Existing Series B and C Debentures

The Company also announces that it amended the Company's previously issued Series B and C convertible debentures (the "**Series B and C Debentures**"). The terms of the amended Series B and C Debentures (the "**Amendments**") are the same as the Series B and C Debentures, other than the accrued interest payable under the amended Series B and C Debentures may be settled in cash or Common Shares quarterly, at the election of the Company, at the market price of the Common Shares at the time of settlement.

Settlement of Interest Under the Replacement Debentures

The Company also announces that it intends to settle $67,045 in accrued interest due under the Replacement Debentures on September 30, 2022 (the "**Settlement Date**") by issuing Common Shares at a price per Common Share equal to the market price of the Common Shares on the Settlement Date (the "**Interest Settlement**").

The Interest Settlement is subject to the approval of the TSX Venture Exchange.

Early Warning Disclosure – Steven Dean

Pursuant to the Financing, Sirocco Advisory Services Ltd., a company controlled by Steven Dean, acquired Debentures of the Company in the aggregate principal amount of $296,000, which is convertible into 4,228,571 common shares and 4,228,571 warrants if converted in the first year, as well as replaced the Company's previously issued Series A Debentures with Replacement Debentures.

In addition to the Debenture, Mr. Steven Dean, directly and indirectly, now owns and/or controls, in aggregate, 4,265,403 common shares, representing 4.4% of the current issued and outstanding common shares of the Company, a $33,000 Series A convertible debenture of the Company, convertible into 471,428 common shares and 471,428 warrants, a $375,250 Series C convertible debenture of the Company, convertible into 1,975,000 common shares and 1,975,000 warrants, 133,334 restricted share units, 2,798,000 options and 2,300,000 warrants.

Prior to the completion of the Financing and issuance of the Replacement Debentures, Mr. Steven Dean would have held, directly and indirectly, or had control or direction over, an aggregate of 14,106,737 shares of the Company, representing approximately 13.2% of the issued and outstanding shares on a partially diluted basis assuming the conversion of the Series A Debenture, conversion of the Series C Debenture, conversion of restricted share units, exercise of the stock options and exercise of the underlying warrants.

Following the completion of the Financing and issuance of the Replacement Debentures, and assuming conversion of the convertible debentures, exercise of the underlying and existing warrants and options and conversion of the restricted share units, Mr. Steven Dean would own and/or control, directly and indirectly, 22,846,735 common shares, representing 19.8% of the issued and outstanding common shares of the Company on a partially diluted basis.

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

<u>Early Warning Disclosure – Chris Batalha</u>

Pursuant to the Financing, Chris Batalha acquired Debentures of the Company in the aggregate principal amount of $171,000, which is convertible into 2,442,857 common shares and 2,442,857 warrants if converted in the first year, as well as replaced the Company's previously issued Series A Debentures with Replacement Debentures.

In addition to the Debenture, Mr. Chris Batalha directly now owns, in aggregate, 1,473,150 common shares, representing 1.5% of the current issued and outstanding common shares of the Company, a $22,000 Series A convertible debenture of the Company, convertible into 314,285 common shares and 314,285 warrants, a $186,960 Series C convertible debenture, which is convertible into 984,000 common shares and 984,000 warrants, 1,455,000 options and 1,200,000 warrants.

Prior to the completion of the Financing and issuance of the Replacement Debentures, Mr. Chris Batalha would have held directly an aggregate of 6,536,150 shares of the Company, representing approximately 6.4% of the issued and outstanding shares on a partially diluted basis assuming the conversion of the Series A Debenture, conversion of the Series C Debenture, exercise of the stock options and exercise of the underlying warrants.

Following the completion of the Financing and issuance of the Replacement Debentures, and assuming conversion of the convertible debentures and exercise of the underlying and existing warrants and options, Mr. Chris Batalha would own directly, 11,610,434 common shares, representing 10.9% of the issued and outstanding common shares of the Company on a partially diluted basis.

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

Early Warning Disclosure – Gordon Keep

Pursuant to the Financing, Gordon Keep and Fiore Management & Advisory Corp., a company controlled by Mr. Gordon Keep, acquired Debentures of the Company in the aggregate principal amount of $141,000, which is convertible into 2,014,284 common shares and 2,014,284 warrants if converted in the first year, as well as replaced the Company's previously issued Series A Debentures with Replacement Debentures.

In addition to the Debenture, Mr. Gordon Keep, directly and indirectly, now owns and/or controls, in aggregate, 2,453,000 common shares, representing 2.5% of the current issued and outstanding common shares of the Company, a $50,000 Series A convertible debenture of the Company, convertible into 714,285 common shares and 714,285 warrants and a $196,369 Series C convertible debenture, which is convertible into 1,033,521 common shares and 1,033,521 warrants, 950,000 options and 1,000,000 warrants.

Prior to the completion of the Financing and issuance of the Replacement Debentures, Mr. Gordon Keep would have held, directly and indirectly, or had control or direction over, an aggregate of 7,470,042 shares of the Company, representing approximately 7.3% of the issued and outstanding shares on a partially diluted basis assuming the conversion of the Series A Debenture, conversion of the Series C Debenture, exercise of the stock options and exercise of the underlying warrants.

Following the completion of the Financing and issuance of the Replacement Debentures, and assuming conversion of the convertible debentures and exercise of the underlying and existing warrants and options, Mr. Gordon Keep would own and/or control, directly and indirectly, 11,927,180 common shares, representing 11.2% of the issued and outstanding common shares of the Company on a partially diluted basis.

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

Early Warning Disclosure – Frank Giustra

Pursuant to the Financing, Sestini and Co. Pension Trustees Ltd., an investment account controlled by Mr. Frank Giustra, acquired Debentures of the Company in the aggregate principal amount of $205,000, which is convertible into 2,928,571 common shares and 2,928,571 warrants if converted in the first year, as well as replaced the Company's previously issued Series A Debentures with Replacement Debentures.

In addition to the Debenture, Mr. Frank Giustra, directly and indirectly, now owns and/or controls, in aggregate, 18,051,350 common shares, representing 18.7% of the current issued and outstanding common shares of the Company, a $200,000 Series A convertible debenture of the Company, convertible into 2,857,142 common shares and 2,857,142 warrants, a $267,330 Series C convertible debenture of the Company, convertible into 1,407,000 common shares and 1,407,000 warrants, as well as 10,000,000 warrants.

Prior to the completion of the Financing and issuance of the Replacement Debentures, Mr. Frank Giustra would have held, directly and indirectly, or had control or direction over, an aggregate of 34,865,350 shares of the Company, representing approximately 30.7% of the issued and outstanding shares on a partially diluted basis assuming the conversion of the Series A Debenture, conversion of the Series C Debenture and exercise of the underlying warrants.

Following the completion of the Financing and issuance of the Replacement Debentures, and assuming conversion of the convertible debentures and exercise of the underlying and existing warrants, Mr. Frank Giustra would own and/or control, directly and indirectly, 42,436,776 common shares, representing 35.0% of the issued and outstanding common shares of the Company on a partially diluted basis.

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

Copies of the Early Warning Report filed by Mr. Steven Dean, Mr. Chris Batalha, Mr. Gordon Keep and Mr. Frank Giustra may be obtained from the Company's CFO, Chris Batalha (+1 604-566-9080).

OCEANIC IRON ORE CORP. (www.oceanicironore.com)

On behalf of the Board of Directors

"*Steven Dean*"

Chairman

+1 (604) 566-9080

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 the Financing, the use of proceeds from the Financing, the Interest Settlement and the price of the Common Shares to be issued on the Settlement Date 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", "intends", "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) the Company will be able to complete the Interest Settlement; (2) there being no significant disruptions affecting operations, whether due to labour/supply disruptions, damage to equipment or otherwise; (3) permitting, development, expansion and power supply proceeding on a basis consistent with the Company's current expectations; (4) certain price assumptions for iron ore; (5) prices for availability of natural gas, fuel oil, electricity, parts and equipment and other key supplies remaining consistent with current levels; (6) the accuracy of current mineral resource estimates on the Company's property; and (7) labour and material costs increasing on a basis consistent with the Company's current expectations. 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 Company's most recently filed MD&A (a copy of which is publicly available on SEDAR at www.sedar.com under the Company'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 Company to complete the Financing and *issuance of the Replacement Debentures on the terms set out in this news release; the ability of the Company to obtain 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.*

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.