

**CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS**

For the three months ended  
March 31, 2026 and 2025

Unaudited - Expressed in Canadian Dollars, unless otherwise noted



**NOTICE OF DISCLOSURE OF NON-AUDITOR REVIEW OF THE CONDENSED CONSOLIDATED  
INTERIM FINANCIAL STATEMENTS**

Pursuant to National-Instrument 51-102, Part 4, subsection 4.3(3)(a) issued by the Canadian Securities administrators, if an auditor has not performed a review of the interim financial statements, the interim financial statements must be accompanied by a notice indicating that the interim financial statements have not been reviewed by an auditor.

The accompanying condensed consolidated interim financial statements of Oceanic Iron Ore Corp. (the "Company") have been prepared in accordance with IFRS Accounting Standards as issued by the International Accounting Standards Board ("IFRS Accounting Standards") including International Accounting Standard 34 - *Interim Financial Reporting* ("IAS 34") and are the responsibility of the Company's management.

The Company's independent auditor has not performed a review of these condensed consolidated interim financial statements.

# Oceanic Iron Ore Corp.

## Condensed Consolidated Interim Statements of Financial Position (Unaudited – Expressed in Canadian Dollars)

	Notes	As at March 31, 2026	As at December 31, 2025
<b>Assets</b>			
<b>Current</b>			
Cash		\$ 50,577,726	\$ 918,209
Receivables		76,540	34,731
Prepaid expenses and deposits		16,145	4,051
		<b>50,670,411</b>	<b>956,991</b>
Mineral properties	5	45,488,275	45,364,707
<b>Total assets</b>		<b>\$ 96,158,686</b>	<b>\$ 46,321,698</b>
<b>Liabilities</b>			
<b>Current</b>			
Accounts payable and accrued liabilities		\$ 490,853	\$ 312,381
Due to related parties	9	386,489	457,691
Current portion of advance royalty payable	5	175,227	166,750
Convertible debentures	6	-	39,452,031
		<b>1,052,569</b>	<b>40,388,853</b>
Non-current portion of advance royalty payable	5	437,445	416,282
<b>Total liabilities</b>		<b>1,490,014</b>	<b>40,805,135</b>
<b>Shareholders' equity</b>			
Share capital	7	181,114,235	93,800,998
Reserves	7	60,834,938	37,770,279
Deficit		(147,280,501)	(126,054,714)
<b>Total shareholders' equity</b>		<b>94,668,672</b>	<b>5,516,563</b>
<b>Total liabilities and shareholders equity</b>		<b>\$ 96,158,686</b>	<b>\$ 46,321,698</b>
Commitments	8		
Subsequent event	11		

### Approved by the Board:

" Steven Dean "	Director
" Gordon Keep "	Director

# Oceanic Iron Ore Corp.

## Condensed Consolidated Interim Statements of Loss and Comprehensive Loss (Unaudited – Expressed in Canadian Dollars except per share and share amounts)

	<i>Notes</i>	<b>Three months ended March 31, 2026</b>	Three months ended March 31, 2025
<b>Expenses</b>			
Consulting and management fees	9	\$ 167,115	\$ 85,480
Directors' fees	9	18,417	7,500
Insurance		6,404	5,284
Office and general		3,225	5,920
Investor relations and corporate development		23,330	2,191
Professional fees		78,905	44,260
Rent		2,667	2,667
Share-based compensation	7b, 7c	133,500	43,807
Transfer agent and regulatory		24,644	15,017
<b>Loss from operations</b>		<b>(458,207)</b>	<b>(212,126)</b>
<b>Other (expenses) income</b>			
Loss on change in fair value of derivative liabilities	6	(20,743,750)	(6,020,177)
Convertible debenture accretion expense	6	(101,970)	(217,312)
Interest income		78,140	-
<b>Total other expenses</b>		<b>(20,767,580)</b>	<b>(6,237,489)</b>
<b>Net loss and comprehensive loss</b>		<b>\$ (21,225,787)</b>	<b>\$ (6,449,615)</b>
<b>Net loss per common share</b>			
Basic and Diluted		\$ (0.10)	\$ (0.06)
<b>Weighted average number of common shares outstanding</b>			
Basic and Diluted		208,921,813	114,817,612

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

# Oceanic Iron Ore Corp.

## Condensed Consolidated Interim Statements of Changes in Equity (Unaudited – Expressed in Canadian Dollars except share amounts)

	<i>Notes</i>	<b>Shares</b>	<b>Share capital</b>	<b>Reserves</b>	<b>Deficit</b>	<b>Total equity</b>
<b>Balance - January 1, 2026</b>		<b>153,586,481</b>	<b>\$ 93,800,998</b>	<b>\$ 37,770,279</b>	<b>\$ (126,054,714)</b>	<b>\$ 5,516,563</b>
Exercise of warrants	<i>7d</i>	7,479,621	7,170,795	(5,749,667)	-	1,421,128
Share-based payments - stock options and RSUs	<i>7b, 7c</i>	-	-	133,500	-	133,500
Conversion of convertible debenture at fair value	<i>6, 7a, 7d</i>	32,892,521	31,576,820	28,680,826	-	60,257,646
Shares issued on the private placement	<i>7a</i>	66,666,800	50,000,100	-	-	50,000,100
Shares issuance costs on the private placement	<i>7a</i>	-	(1,434,478)	-	-	(1,434,478)
Net loss for the period		-	-	-	(21,225,787)	(21,225,787)
<b>Balance - March 31, 2026</b>		<b>260,625,423</b>	<b>\$ 181,114,235</b>	<b>\$ 60,834,938</b>	<b>\$ (147,280,501)</b>	<b>\$ 94,668,672</b>

	<i>Notes</i>	<b>Shares</b>	<b>Share capital</b>	<b>Reserves</b>	<b>Deficit</b>	<b>Total equity</b>
<b>Balance - January 1, 2025</b>		<b>114,334,691</b>	<b>\$ 63,162,558</b>	<b>\$ 11,465,192</b>	<b>\$ (38,549,071)</b>	<b>\$ 36,078,679</b>
Exercise of warrants	<i>7d</i>	430,000	54,100	-	-	54,100
Share-based payments - stock options and RSUs	<i>7b, 7c</i>	-	-	43,807	-	43,807
Shares issued on settled debenture interest	<i>6</i>	776,676	139,802	-	-	139,802
Conversion of convertible debenture at fair value	<i>6</i>	200,000	20,000	-	-	20,000
Net loss for the period		-	-	-	(6,449,615)	(6,449,615)
<b>Balance - March 31, 2025</b>		<b>115,741,367</b>	<b>\$ 63,376,460</b>	<b>\$ 11,508,999</b>	<b>\$ (44,998,686)</b>	<b>\$ 29,886,773</b>

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

# Oceanic Iron Ore Corp.

## Condensed Consolidated Interim Statements of Cash Flows (Unaudited – Expressed in Canadian Dollars)

	Notes	Three months ended March 31, 2026	Three months ended March 31, 2025
<b>Operating activities</b>			
Net loss		\$ (21,225,787)	\$ (6,449,615)
Adjustments for:			
Share-based compensation	7b, 7c	133,500	43,807
Loss on change in fair value of derivative liabilities	6	20,743,750	6,020,177
Convertible debenture accretion expense	6	101,970	217,312
Net changes in non-cash working capital balances:			
Receivables		(33,159)	8,334
Prepaid expenses and deposits		(12,094)	(31,778)
Accounts payable and accrued liabilities		42,296	39,519
Due to related parties		(71,202)	75,984
Cash used in operating activities		(320,726)	(76,260)
<b>Investing activities</b>			
Mineral property expenditures	5	(164,511)	(24,622)
Cash used in investing activities		(164,511)	(24,622)
<b>Financing activities</b>			
Proceeds from private placement	7a	50,000,100	-
Payments related to shares issuance costs	7a	(1,236,370)	-
Proceeds from exercise of warrants	7d	1,421,128	54,100
Interest payment on convertible debentures	6	(40,104)	-
Cash from financing activities		50,144,754	54,100
Change in cash		49,659,517	(46,782)
Cash, beginning of period		918,209	1,420,984
<b>Cash, end of period</b>		<b>\$ 50,577,726</b>	<b>\$ 1,374,202</b>
<b>Non-cash investing and financing activities</b>			
Non-cash changes in working capital in mineral properties		(70,583)	-
Accretion of advance royalty payable		29,640	29,640
Fair value of convertible debenture transferred to equity upon conversion		60,257,646	20,000
Shares issued on settlement of convertible debenture interest		-	139,802
Reclassification of reserves from exercise of share purchase warrants		5,749,667	-

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

# Oceanic Iron Ore Corp.

## Notes to the Condensed Consolidated Interim Financial Statements

For the three months ended March 31, 2026 and 2025

(Unaudited – Expressed in Canadian Dollars, unless otherwise noted)

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### 1. NATURE OF OPERATIONS

Oceanic Iron Ore Corp. (“Oceanic” or the “Company”) is a development-stage company engaged in the acquisition, exploration and development 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 1133 Melville Street, Suite 3500, The Stack, 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 engineering, technical and environmental studies on the Property. The Property comprises three project areas: Hopes Advance (or the “Hopes Advance Project”), Morgan Lake and Roberts Lake, which cover over 36,040 hectares and 848 mineral claims with iron formation and are located within 20 to 50 km from tidewater. The Company operates as a single reportable segment, being the exploration of the Property. All of the Company’s non-current assets are located in Canada.

These condensed consolidated interim financial statements (“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.

### 2. BASIS OF PRESENTATION

These Interim Financial Statements have been prepared in accordance with IAS 34. These Interim Financial Statements do not include all disclosures required by IFRS Accounting Standards for annual audited financial statements. Accordingly, they should be read in conjunction with the notes to the Company’s audited annual consolidated financial statements (the “Annual Financial Statements”) as at and for the years ended December 31, 2025 and 2024. The accounting policies applied in these Interim Financial Statements are the same as those applied in Note 3 of the Company’s Annual Financial Statements.

These Interim Financial Statements have been prepared on a historical cost basis, except for certain financial instruments which have been measured at fair value. In addition, these Interim Financial Statements have been prepared using the accrual basis of accounting, except for cash flow information. These Interim Financial Statements are presented in Canadian dollars, which is the functional currency of the Company and its subsidiary. Certain prior period amounts have been reclassified to conform to the presentation in the current period. These Interim Financial Statements include the accounts of the Company and its inactive subsidiary incorporated in Canada.

These Interim Financial Statements were approved by the board of directors on May 20, 2026.

# Oceanic Iron Ore Corp.

Notes to the Condensed Consolidated Interim Financial Statements

For the three months ended March 31, 2026 and 2025

(Unaudited – Expressed in Canadian Dollars, unless otherwise noted)

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## 3. MATERIAL ACCOUNTING POLICY INFORMATION

### Accounting standards adopted as of January 1, 2026

Amendments to IFRS 9 and IFRS 7, *Amendments to the Classification and Measurement of Financial Instruments* (“**Amendments to IFRS 9 and IFRS 7**”): In May 2024, the IASB issued Amendments to IFRS 9 and IFRS 7 which clarify the date of recognition and derecognition of some financial assets and liabilities with a new exception for some financial liabilities settled through an electronic cash transfer system, clarify and add further guidance for assessing whether a financial asset meets the solely payments of principal and interest criterion, add new disclosures for certain instruments with contractual terms that can change cash flows such as instruments with features linked to the achievement of environment, social and governance targets; and update the disclosures for equity instruments designated at FVOCI. Amendments to IFRS 9 and IFRS 7 are effective for periods beginning on or after January 1, 2026, with early adoption permitted. For financial liabilities settled in cash using an electronic payment system, we applied the election to deem these financial liabilities to be discharged before the settlement date. The amendment has been applied retrospectively with no restatement of comparative information, in accordance with transition requirements on initial application of IFRS 9, and adoption did not have a material impact on our condensed consolidated interim financial statements. The Company has determined the other amendments did not have a material impact.

### Accounting standards issued but not yet adopted

IFRS 18, *Presentation and Disclosure in Financial Statements* (“**IFRS 18**”): In April 2024, the IASB issued IFRS 18, which will replace IAS 1. IFRS 18 is effective for periods beginning on or after January 1, 2027, with early adoption permitted. IFRS 18 will require defined categories and subtotals in the statement of income or loss, require disclosure about management-defined performance measures, and adds new principles for aggregation and disaggregation of information. The Company is assessing the impact of this standard on its disclosures. Due to the classification of income and expenses as operating, investing, or financing under IFRS 18, the Company expects changes to its subtotals on the statements of income or loss. The Company continues to assess the impact of IFRS 18 on its consolidated financial statements.

## 4. SIGNIFICANT ACCOUNTING JUDGMENTS AND ESTIMATES

The Company’s interim results are not necessarily indicative of its results for a full year. The significant accounting policy judgments and areas of estimation uncertainty that applied in the preparation of these Interim Financial Statements are consistent with those applied and disclosed in Note 4 of the Annual Financial Statements.

# Oceanic Iron Ore Corp.

Notes to the Condensed Consolidated Interim Financial Statements

For the three months ended March 31, 2026 and 2025

(Unaudited – Expressed in Canadian Dollars, unless otherwise noted)

## 5. MINERAL PROPERTIES - UNGAVA BAY

### a) Acquisition costs

	<b>Three months ended</b>	Year ended
	<b>March 31, 2026</b>	December 31, 2025
<b>Acquisition costs - beginning of period</b>	<b>\$ 20,656,956</b>	\$ 20,456,957
<b>Additions during the period</b>		
Additional advance royalty payable	-	75,421
Accretion of advance royalty payable	<b>29,640</b>	124,578
<b>Acquisition costs - end of period</b>	<b>\$ 20,686,596</b>	\$ 20,656,956

### b) Exploration costs

	<b>Three months ended</b>	Year ended
	<b>March 31, 2026</b>	December 31, 2025
<b>Exploration costs - beginning of period</b>	<b>\$ 24,707,751</b>	\$ 24,442,477
<b>Expenditures during the period</b>		
Permitting and claims	<b>9,840</b>	74,550
Fieldwork and geology	<b>1,951</b>	53,902
Mapping & imagery	<b>70,188</b>	5,250
Assays & metallurgy	<b>7,750</b>	124,971
Equipment, supplies & rentals	<b>4,199</b>	6,601
<b>Exploration costs - end of period</b>	<b>\$ 24,801,679</b>	\$ 24,707,751
<b>Total - mineral properties</b>	<b>\$ 45,488,275</b>	\$ 45,364,707

Under the terms of the acquisition of the Property, the Company must pay advance net smelter royalty (“NSR”) payments of \$200,000 per year until the commencement of commercial production. The aggregate advance NSR payments will then be credited against all future NSR payments payable from production. The advance NSR payments included in the purchase price represent the present value of advance payments to the royalty holders until the estimated date of commencement of commercial production.

# Oceanic Iron Ore Corp.

## Notes to the Condensed Consolidated Interim Financial Statements

For the three months ended March 31, 2026 and 2025

(Unaudited – Expressed in Canadian Dollars, unless otherwise noted)

### 5. MINERAL PROPERTIES - UNGAVA BAY (CONTINUED)

A 1% NSR is payable to 154619 Canada Inc. ("154619") and a 1% NSR is payable to SPG Royalties Inc. ("SPG"). The Company discounted the advance NSR payments using a discount rate of 20% per annum, representing the estimated rate of return of similar investments. The advance royalty liability will be accreted up to the date of ultimate NSR advance payment, resulting in an increase to mineral property acquisition costs and the advance royalty payable.

The total estimated future undiscounted NSR payments as at March 31, 2026 and December 31, 2025 was \$1,000,000. For the three months ended March 31, 2026 and 2025, accretion of the advance royalty payable totaled \$29,640. As at March 31, 2026, the total advance royalty payable was \$612,672 (December 31, 2025: \$583,032), with \$175,227 (December 31, 2025: \$166,750) recognized as a current liability and \$437,445 (December 31, 2025: \$416,282) recognized as a non-current liability.

### 6. CONVERTIBLE DEBENTURES

The following tables summarize the changes to the convertible debentures:

	Series A Debentures	Series B Debenture	Series C Debentures	Series D Debentures	Series E Debentures	Total
<b>Balance - December 31, 2025</b>	\$ 8,516,556	\$ 10,509,154	\$ 8,070,673	\$ 12,355,648	\$ -	\$ 39,452,031
Interest expense and accretion	12,573	14,918	13,065	19,237	-	59,793
Amortization of transaction costs	-	28,933	1,277	11,967	-	42,177
Payments for interest settlements	(6,905)	(8,503)	(14,155)	(10,541)	-	(40,104)
Full redemption of convertible debenture	(12,638,327)	(15,629,521)	(12,698,050)	(19,291,749)	-	(60,257,647)
Loss on change in fair value of derivative liabilities	4,116,103	5,085,019	4,627,190	6,915,438	-	20,743,750
<b>Balance - March 31, 2026</b>	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
<b>Balance - December 31, 2024</b>	\$ 2,038,648	\$ 2,227,272	\$ 1,775,260	\$ 2,016,233	\$ 1,067,634	\$ 9,125,047
Interest expense and accretion	112,391	120,371	117,287	163,335	230,497	743,881
Amortization of transaction costs	-	9,919	7,662	7,183	69,767	94,531
Interest settlements through share iss	(63,029)	(71,188)	(124,044)	(92,080)	(141,787)	(492,128)
Partial and full redemption of convertible debenture	(1,538,083)	-	(648,355)	(797,160)	(52,414,046)	(55,397,644)
Loss on change in fair value of derivative liabilities	7,966,629	8,222,780	6,942,863	11,058,137	51,187,935	85,378,344
<b>Balance - December 31, 2025</b>	\$ 8,516,556	\$ 10,509,154	\$ 8,070,673	\$ 12,355,648	\$ -	\$ 39,452,031

# Oceanic Iron Ore Corp.

## Notes to the Condensed Consolidated Interim Financial Statements

For the three months ended March 31, 2026 and 2025

(Unaudited – Expressed in Canadian Dollars, unless otherwise noted)

### 6. CONVERTIBLE DEBENTURES (CONTINUED)

The following tables summarize the components of the convertible debentures:

	Series A Debentures	Series B Debenture	Series C Debentures	Series D Debentures	Series E Debentures	Total
Convertible debenture liability	-	-	-	-	-	-
Deferred loss convertible debenture liability	-	-	-	-	-	-
Derivative liability	-	-	-	-	-	-
<b>Balance - March 31, 2026</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ -</b>
Convertible debenture liability	580,018	594,506	1,393,735	873,084	-	3,441,343
Deferred loss convertible debenture liability	-	-	(85,100)	(632,328)	-	(717,428)
Derivative liability	7,936,538	9,914,648	6,762,038	12,114,892	-	36,728,116
<b>Balance - December 31, 2025</b>	<b>\$ 8,516,556</b>	<b>\$ 10,509,154</b>	<b>\$ 8,070,673</b>	<b>\$ 12,355,648</b>	<b>\$ -</b>	<b>\$ 39,452,031</b>

On February 12, 2026, all outstanding Series A, B, C, and D Debentures were converted by debenture holders into units resulting in the issuance of 32,892,521 common shares and 32,892,521 share purchase warrants.

The convertible debentures were secured with a first ranking charge at any time against the assets of the Company, ranking pari-passu with the current secured debenture holders. Interest on the convertible 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 the interest settlement. During the three months ended March 31, 2026, the interest of \$40,104 related to the convertible debentures was cash settled. During the three months ended March 31, 2025, the Company settled \$139,802 of debenture interest by issuing 776,676 common shares.

On September 26, 2022, the Company issued Series A Debentures, with an original face value of \$760,000, which were convertible into units of the Company at a conversion price of \$0.07 per unit during the first year of the debenture, and \$0.10 per unit thereafter. Each unit was 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. The Series A Debentures bore interest at 8.5% per annum, with a maturity date of September 26, 2027. During the three months ended March 31, 2026, holders fully converted \$680,000 (2025: \$nil) of Series A Debentures, of which \$305,000 (2025 – nil) was converted by an officer, a director and a company controlled by a director or a significant shareholder of the Company.

On November 29, 2023, the Company issued a Series B Debenture, with an original face value of \$837,500, which were convertible into units of the Company at a conversion price of \$0.10 per unit. Each unit was 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. The Series B Debenture bore interest at 8.5% per annum, with a maturity date of November 29, 2028. During the three months ended March 31, 2026, holders fully converted \$837,500 (2025: \$nil) of Series B Debentures.

# Oceanic Iron Ore Corp.

## Notes to the Condensed Consolidated Interim Financial Statements

For the three months ended March 31, 2026 and 2025

(Unaudited – Expressed in Canadian Dollars, unless otherwise noted)

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### 6. CONVERTIBLE DEBENTURES (CONTINUED)

On March 10, 2021, the Company issued Series C Debentures, with an original face value of \$1,557,548, which were convertible into units of the Company at a conversion price of \$0.19 per unit. Each unit was 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. The Series C Debentures bore interest at 8.5% per annum with a maturity date of March 10, 2026. During the three months ended March 31, 2026, holders fully converted \$1,394,129 (2025: \$nil) of Series C Debentures outstanding, of which \$1,025,909 (2025: \$nil) was converted by an officer, a director and companies controlled by directors or a significant shareholder of the Company.

On September 26, 2022, the Company issued Series D Debentures, with an original face value of \$1,220,000, which were convertible into units of the Company at a conversion price of \$0.07 per unit during the first year of the debenture, and \$0.10 per unit thereafter. Each unit was 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. The Series D Debentures bore interest at 8.5% per annum with a maturity date of September 26, 2027. During the three months ended March 31, 2026, holders fully converted \$1,038,000 (2025: \$20,000) of Series D Debentures, of which \$718,000 (2025: 20,000) was converted by an officer, a director, a significant shareholder and a company controlled by a director of the Company.

Upon conversion of the debentures, the carrying value of the convertible debentures liability and the fair values of the derivative liabilities (as remeasured at the respective conversion dates) were transferred to equity.

During the three months ended March 31, 2026, the loss on change in fair value of derivative liabilities of \$20,743,750 (2025: \$6,020,177) included the amortization of deferred loss of \$717,428 (2025: \$596,559).

In accordance with IFRS 9 – *Financial Instruments* (“IFRS 9”), it has been determined that the respective convertible debentures are hybrid debt instruments which contain non-cash embedded derivative liabilities associated with the conversion features of the debentures into units. IFRS 9 further determines that the debenture is to be measured at amortized cost and the non-cash embedded derivative is to be measured at fair value. The Company used a binomial option pricing model to fair value the derivative liability components.

# Oceanic Iron Ore Corp.

Notes to the Condensed Consolidated Interim Financial Statements

For the three months ended March 31, 2026 and 2025

(Unaudited – Expressed in Canadian Dollars, unless otherwise noted)

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## 7. SHARE CAPITAL

### a) Share capital

Unlimited common and preferred shares without par value.

During the three months ended March 31, 2026, the Company issued:

- On February 12, 2026, the Company closed a private placement for 66,666,800 units of the Company at a price of \$0.75 per unit for aggregate gross proceeds of \$50,000,100, of which 5,207,200 common shares were issued to officers and companies controlled by a director, an officer and a significant shareholder of the Company for gross proceeds of \$3,905,400. Each unit is comprised of one common share and one-half of one share purchase warrant of the Company. Each whole share purchase warrant will be exercisable to purchase one common share at an exercise price of \$0.95 per common share, expiring on February 12, 2029. The Company incurred share issuance costs of \$1,434,478 related to this private placement. The Company applied the residual value approach to allocate the proceeds received from the unit offering to their respective components (shares and warrants). Using this approach, the Company attributed no fair value to the warrant portion of the units issued to investors;
- 32,892,521 common shares from conversion of convertible debentures with a face value of \$3,949,629, of which 15,629,521 common shares were issued to an officer, directors, and companies controlled by directors, an officer or a significant shareholder of the Company for conversion of \$2,048,909 of convertible debentures. The fair value of units issued was \$60,257,646, of which \$28,680,826 were allocated to the fair value of share purchase warrants using residual value method; and
- 7,479,621 common shares from the exercise of share purchase warrants for proceeds of \$1,421,128, of which 5,541,621 common shares were issued to an officer, a director, and a company controlled by a director of the Company for proceeds of \$1,052,908. The fair value of share purchase warrants exercised of \$5,749,667 was transferred from reserves to share capital.

### b) Restricted Share Units (“RSUs”)

During the three months ended March 31, 2026, the Company recognized share-based compensation expense of \$330 (2025: \$726) with a corresponding increase to reserves.

	<b>Number of RSUs</b>
<b>RSUs outstanding - December 31, 2024</b>	<b>50,000</b>
Settled	(16,666)
<b>RSUs outstanding - December 31, 2025 and March 31, 2026</b>	<b>33,334</b>

# Oceanic Iron Ore Corp.

## Notes to the Condensed Consolidated Interim Financial Statements

For the three months ended March 31, 2026 and 2025

(Unaudited – Expressed in Canadian Dollars, unless otherwise noted)

### 7. SHARE CAPITAL (CONTINUED)

#### c) Stock options

Under the Company's stock option plan, the Company may grant stock options to its directors, officers, employees and consultants to acquire a maximum number of common shares equal to 10% of the total issued common shares of the Company exercisable for a period of up to 10 years from the date of grant, subject to vesting conditions.

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

	Number of options	Weighted average exercise price
<b>Options outstanding - December 31, 2024</b>	<b>9,615,000</b>	<b>\$ 0.12</b>
Granted	1,940,000	\$ 0.47
Exercised	(1,145,000)	\$ 0.12
<b>Options outstanding - December 31, 2025 and March 31, 2026</b>	<b>10,410,000</b>	<b>\$ 0.18</b>
<b>Options exercisable - December 31, 2025</b>	<b>9,116,667</b>	<b>\$ 0.14</b>
<b>Options exercisable - March 31, 2026</b>	<b>9,763,335</b>	<b>\$ 0.17</b>

The following tables summarize information about stock options outstanding and exercisable:

					March 31, 2026				
Total options outstanding					Total options exercisable				
Range of exercise price	Number	Weighted average remaining contractual life (years)	Weighted average exercise price	Number	Weighted average remaining contractual life (years)	Weighted average exercise price	Number	Weighted average exercise price	
\$0.05-\$0.10	4,400,000	6.6	\$ 0.08	4,400,000	6.6	\$ 0.08			
\$0.11-\$0.15	2,725,000	4.6	\$ 0.14	2,725,000	4.6	\$ 0.14			
\$0.16-\$0.20	700,000	8.7	\$ 0.18	700,000	8.7	\$ 0.18			
\$0.21-\$0.25	645,000	1.8	\$ 0.24	645,000	1.8	\$ 0.24			
\$0.26-\$0.47	1,940,000	9.4	\$ 0.47	1,293,335	9.4	\$ 0.47			
	<b>10,410,000</b>	<b>6.4</b>	<b>\$ 0.18</b>	<b>9,763,335</b>	<b>6.2</b>	<b>\$ 0.17</b>			

					December 31, 2025				
Total options outstanding					Total options exercisable				
Range of exercise price	Number	Weighted average remaining contractual life (years)	Weighted average exercise price	Number	Weighted average remaining contractual life (years)	Weighted average exercise price	Number	Weighted average exercise price	
\$0.05-\$0.10	4,400,000	6.9	\$ 0.08	4,400,000	6.9	\$ 0.08			
\$0.11-\$0.15	2,725,000	4.8	\$ 0.14	2,725,000	4.8	\$ 0.14			
\$0.16-\$0.20	700,000	8.9	\$ 0.18	700,000	8.9	\$ 0.18			
\$0.21-\$0.25	645,000	2.0	\$ 0.24	645,000	2.0	\$ 0.24			
\$0.26-\$0.47	1,940,000	9.6	\$ 0.47	646,667	9.6	\$ 0.47			
	<b>10,410,000</b>	<b>6.7</b>	<b>\$ 0.18</b>	<b>9,116,667</b>	<b>6.3</b>	<b>\$ 0.14</b>			

During the three months ended March 31, 2026, the Company recorded share-based compensation expense of \$133,170 (2025: \$43,081) related to vesting of stock options granted in August 2025.

# Oceanic Iron Ore Corp.

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## 7. SHARE CAPITAL (CONTINUED)

### d) Share purchase warrants

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

	Number of share purchase warrants	Weighted average exercise price
<b>Balance - December 31, 2024</b>	<b>765,285</b>	<b>\$ 0.14</b>
Issued	33,984,099	0.08
Exercised	(2,475,000)	0.10
<b>Balance - December 31, 2025</b>	<b>32,274,384</b>	<b>\$ 0.08</b>
Issued	66,225,921	0.53
Exercised	(7,479,621)	0.19
<b>Balance - March 31, 2026</b>	<b>91,020,684</b>	<b>\$ 0.39</b>

As March 31, 2026, the share purchase warrants outstanding had a weighted average remaining life of 2.7 years. During the three months ended March 31, 2026, conversions of Series A, B, C, and D convertible debentures resulted to issuance of 32,892,521 share purchase warrants with fair value of \$28,680,826 (Note 6). On February 12, 2026, closing of the private placement resulted to issuance of 33,333,400 share purchase warrants with nil fair value (Note 7a).

## 8. COMMITMENTS

As part of the acquisition of the Ungava Bay mineral properties, commencing on November 30, 2011, Oceanic must pay advance NSR payments of \$200,000 per year, which will be credited against all future NSR payments payable from production (Note 5). These payments are estimated to continue for a rolling five-year period.

The Company's undiscounted contractual commitments were as follows:

	March 31, 2026			
	Less than 1 year	1 -3 years	More than 3 years	Total
Accounts payable and accrued liabilities	\$ 490,853	\$ -	\$ -	\$ 490,853
Due to related parties	386,489	-	-	386,489
Advance royalty payable	200,000	400,000	400,000	1,000,000
	<b>\$ 1,077,342</b>	<b>\$ 400,000</b>	<b>\$ 400,000</b>	<b>\$ 1,877,342</b>

  

	December 31, 2025			
	Less than 1 year	1 -3 years	More than 3 years	Total
Accounts payable and accrued liabilities	\$ 312,381	\$ -	\$ -	\$ 312,381
Due to related parties	457,691	-	-	\$ 457,691
Convertible debenture - liability component	3,989,733	-	-	\$ 3,989,733
Advance royalty payable	200,000	400,000	400,000	\$ 1,000,000
	<b>\$ 4,959,805</b>	<b>\$ 400,000</b>	<b>\$ 400,000</b>	<b>\$ 5,759,805</b>

# Oceanic Iron Ore Corp.

## Notes to the Condensed Consolidated Interim Financial Statements

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(Unaudited – Expressed in Canadian Dollars, unless otherwise noted)

### 9. 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 also presented in the table below:

	Three months ended		Three months ended	
	March 31, 2026		March 31, 2025	
Directors' fees	\$	18,417	\$	7,500
Consulting, short-term incentives, and management fees		159,689		80,000
Share-based compensation*		118,810		42,747
	\$	296,916	\$	130,247

\*Share-based compensation is valued based on the fair value of stock options and RSUs granted to individuals

#### b) Payments for services by related parties

During the three months ended March 31, 2026, the Company incurred consulting fees of \$41,667 (2025: \$25,000), to Sirocco Advisory Services Ltd. ("Sirocco"), a company controlled by a director of the Company. As at March 31, 2026, the Company owed \$33,333 (December 31, 2025: \$76,933) to Sirocco relating to unpaid consulting fees.

During the three months ended March 31, 2026, the Company incurred consulting fees of \$41,667 (2025: \$25,000) to the Company's Chief Executive Officer. As at March 31, 2026, the Company owed \$54,690 (December 31, 2025: \$18,498) to the Chief Executive Officer relating to unpaid consulting fees and expenses.

During the three months ended March 31, 2026 and 2025, the Company incurred consulting fees of \$15,000 to Timbavati Consult Inc. ("Timbavati"), a company controlled by the Chief Financial Officer. As at March 31, 2026, the Company owed \$10,000 (December 31, 2025: \$80,000) to Timbavati relating to unpaid consulting fees.

During the three months ended March 31, 2026 and 2025, the Company incurred consulting fees of \$15,000 to Fiore Management & Advisory Corp. ("Fiore"), a company controlled by a director of the Company. As at March 31, 2026, the Company owed \$10,000 (December 31, 2025: \$80,000) to Fiore relating to unpaid consulting fees.

As at March 31, 2026, the Company owed \$91,917 (December 31, 2025: \$73,500) 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. For the three months ended March 31, 2026, the Company incurred \$11,433 (2025: \$5,151) in shared lease, overhead, and service costs. As at March 31, 2026, the Company owed \$140,193 (December 31, 2025: \$128,760) to Artemis.

As at March 31, 2026, the Company also accrued \$46,356 (December 31, 2025: \$nil) related to bonuses associated with key management.

# Oceanic Iron Ore Corp.

Notes to the Condensed Consolidated Interim Financial Statements

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(Unaudited – Expressed in Canadian Dollars, unless otherwise noted)

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## 10. FINANCIAL RISK MANAGEMENT

The board of directors has overall responsibility for the establishment and oversight of the Company's risk management framework.

### ***Financial instrument risk exposure***

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.

The Company's financial instruments consist of cash, accounts payable and accrued liabilities, amounts due to related parties, and advance royalty payable. These financial instruments are designated as follows: cash is a financial asset measured at amortized cost, accounts payable and accrued liabilities and amounts due to related parties are financial liabilities measured at amortized cost, the measurement of the advance royalty payable is disclosed in Note 5.

### *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, 2026 are presented in Note 8.

The recoverability of the amounts shown for mineral properties is dependent upon the existence of economically recoverable reserves, the 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.

# Oceanic Iron Ore Corp.

Notes to the Condensed Consolidated Interim Financial Statements

For the three months ended March 31, 2026 and 2025

(Unaudited – Expressed in Canadian Dollars, unless otherwise noted)

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## 10. FINANCIAL RISK MANAGEMENT (CONTINUED)

### *Financial instrument risk exposure (continued)*

#### 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. 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. Based on amounts outstanding as at March 31, 2026, a 1% change in interest rates on the Company's cash in bank accounts would result in a change of approximately \$506,000 in interest earned on an annualized basis.

#### **Fair Value**

A three-level hierarchy for fair value measurements exists based upon the significance of inputs used in making fair value measurements:

- Level 1 – Unadjusted quoted prices in active markets for identical assets or liabilities;
- Level 2 – Inputs other than quoted prices that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices); and
- Level 3 – Inputs for the asset or liability that are not based on observable market data.

Fair value is based on available public market information or, when such information is not available, estimated using fair valuation techniques (including option pricing models and present value models) which include assumptions concerning the amount and timing of future cash flows and/or debt conversions, discount rates which factor in the appropriate credit risk, as well as historical volatility rate assumptions as applicable. The carrying values of cash, receivables, prepaid expenses and deposits, accounts payable and accrued liabilities, amounts due to related parties, and advance royalty payable approximate their fair values due to their short-term nature.

## 11. SUBSEQUENT EVENT

- a) Subsequent to the period ended March 31 2026, the Company granted 2,688,000 stock options to directors, officers and consultants of the Company, exercisable at a weighted average price of \$0.77 per share for a period of 5 years.