

OCEANIC IRON ORE CORP.

Suite 3083 – 595 Burrard Street

Vancouver, BC, V7X 1L3

Tel: (604) 566-9080

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the Shareholders of **OCEANIC IRON ORE CORP.** (hereinafter called the "**Company**") will be held on **Thursday, December 8, 2022**, at Suite 3083 – 595 Burrard Street, Vancouver, British Columbia, V7X 1L3 at the hour of 10 a.m. (Vancouver time) (the "**Meeting**"), for the following purposes:

1. To receive and consider the audited financial statements of the Company for the year ended December 31, 2021 and the Auditor's Report thereon;
2. To determine the number of directors and to elect the directors to serve until the Company's next annual general meeting;
3. To appoint Saturna Group Professional Chartered Accountants LLP, as the Company's auditor until the Company's next annual general meeting and to authorize the directors to fix the remuneration to be paid to the auditor;
4. To ratify, confirm and re-approve the Company's Amended and Restated Stock Option Plan;
5. To ratify, confirm and approve the potential creation of Steven Dean as a new Control Person; and
6. To transact such other business as may properly come before the Meeting or any adjournment thereof.

Accompanying this Notice is an Information Circular and a Proxy Form with notes to Proxy.

The Company intends to hold the Meeting in person. However, due to the COVID-19 pandemic, to mitigate risk to the health and safety of our communities, shareholders and employees, the Company requests that shareholders not attend the Meeting in person. The Company encourages shareholders to instead vote their shares in advance of the Meeting via mail, telephone or online. No management presentation will be made at the Meeting.

If any shareholder does wish to attend the Meeting in person, please contact (604) 566-9080 or info@oceanicironore.com in order for arrangements to be made that comply with all recommendations, regulations and orders related to the COVID-19 pandemic. No shareholder who is experiencing any symptoms of COVID-19, including fever, cough or difficulty breathing will be permitted to attend the Meeting in person.

The Company may take additional precautionary measures in relation to the Meeting as necessary in response to further developments related to the COVID-19 pandemic and shall comply with all applicable recommendations, regulations and orders related thereto. In the event it is not possible or advisable to hold the Meeting in person, the Company will announce alternative arrangements for the Meeting as promptly as practicable, which may include holding the Meeting entirely by electronic means.

A shareholder who is unable to attend the Meeting in person and who wishes to ensure that such shareholder's shares will be voted at the Meeting is requested to complete, date and sign the enclosed form of proxy and deliver it in accordance with the instructions set out in the form of proxy and in the information circular.

The enclosed Proxy is solicited by Management, and you may amend it, if you so desire, by striking out the names listed therein and inserting in the space provided the name of the person you wish to represent you at the Meeting.

DATED at Vancouver, British Columbia, this 9th day of November, 2022.

BY ORDER OF THE BOARD,

"Steven Dean"
Steven Dean,
Executive Chairman & Director