Oceanic Iron Ore Corp.

Unaudited Condensed Interim Financial Statements
For the three and nine months ended December 31, 2013 and 2012
(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.

Condensed Interim Statements of Financial Position (unaudited)

	December 31, 2013	March 31, 2013
Assets		
Current assets		
Cash and cash equivalents	**$ 3,055,302**	$ 2,303,324
Receivables (Note 4)	**79,429**	4,827,780
Marketable securities	**-**	54,429
Prepaid expenses and deposits	**244,766**	251,534
Restricted cash	**34,500**	184,500
	3,413,997	7,621,567
Equipment	**377,928**	467,174
Mineral properties (Note 5)	**38,678,525**	36,443,347
	$ 42,470,450	$ 44,532,088
Liabilities		
Current liabilities		
Accounts payable and accrued liabilities	**$ 243,371**	$ 369,050
Due to related parties (Note 11)	**44,921**	41,511
Demand loan (Note 6)	**-**	3,123,190
Current portion of advance royalty payable	**166,750**	175,227
	455,042	3,708,978
Advance royalty payable	**340,861**	358,190
Convertible debenture - liability component (Note 7)	**2,149,135**	-
Deferred income tax liability	**432,884**	692,469
	3,377,922	4,759,637
Shareholders' equity		
Share capital (Notes 8(a),8(b))	**52,719,225**	52,719,225
Contributed surplus (Notes 8(c),8(d), 8(e))	**8,530,320**	7,710,507
Convertible debenture - equity component (Note 7)	**562,011**	-
Deficit	**(22,719,028)**	(20,657,281)
	39,092,528	39,772,451
	$ 42,470,450	$ 44,532,088

Nature of operations and going concern (Note 1)

Commitments (Note 10)

Approved by the Board:

" Steven Dean " Director

" Gordon Keep " Director

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

Oceanic Iron Ore Corp.

Condensed Interim Statements of Loss and Comprehensive Loss for the three and nine months ended December 31, (unaudited)

	Three months ended December 31, 2013	Three months ended December 31, 2012	Nine months ended December 31, 2013	Nine months ended December 31, 2012
Expenses				
Consulting and management	**$ 137,500**	$ 227,500	**$ 412,500**	$ 781,468
Directors' fees	**7,500**	8,000	**28,500**	27,000
Investor relations and corporate development	**115,635**	185,600	**246,142**	441,231
License and insurance	**14,545**	11,623	**40,736**	34,974
Office and general	**47,181**	36,103	**110,024**	116,084
Professional fees	**131,971**	46,288	**245,217**	121,916
Rent	**24,517**	14,914	**71,923**	74,120
Share-based payments (Notes 8(c), 8(d))	**281,907**	203,338	**797,477**	356,374
Transfer agent and regulatory	**36,745**	23,641	**52,443**	59,173
Travel	**5,805**	2,629	**18,385**	26,752
Wages and benefits	**111,890**	122,256	**327,025**	387,348
Loss from operations	**915,196**	881,892	**2,350,372**	2,426,440
Other income (expenses)				
Interest income	**10,176**	10,855	**77,234**	33,066
Gain on marketable securities	**-**	48,700	**1,685**	48,700
Income relating to renounced exploration expenditures	**-**	-	**-**	198,830
Interest and other financing expense (Note 9)	**(86,439)**	(23,617)	**(261,277)**	(59,522)
Other income	**1,250**	1,405	**4,583**	8,413
Net loss before income taxes	**(990,209)**	(844,549)	**(2,528,146)**	(2,196,953)
Deferred income tax recovery	**201,384**	170,793	**466,399**	310,534
Net loss and comprehensive loss for the period	**$ (788,825)**	$ (673,756)	**$ (2,061,747)**	$ (1,886,419)
Loss per common share - basic and diluted	**$ (0.004)**	$ (0.003)	**$ (0.010)**	$ (0.010)
Weighted average number of common shares outstanding	**196,618,231**	194,478,285	**196,618,231**	181,219,679

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

Oceanic Iron Ore Corp.

Condensed Interim Statements of Changes in Equity

For the periods ended December 31, 2013 and 2012 (unaudited)

	Share capital					
	Number of shares	Amount	Contributed surplus	Convertible debenture	Deficit	Total equity
Balance - April 1, 2013	**196,618,231**	**$ 52,719,225**	**$ 7,710,507**	**$ -**	**$ (20,657,281)**	**$ 39,772,451**
Convertible debenture - equity portion (Note 7)	-	-	-	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	**196,618,231**	**$ 52,719,225**	**$ 8,530,320**	**$ 562,011**	**$ (22,719,028)**	**$ 39,092,528**

	Share capital					
	Number of shares	Amount	Contributed Surplus	Convertible debenture	Deficit	Total equity
Balance - April 1, 2012	**173,961,564**	**$ 49,382,158**	**$ 7,030,759**	**$ -**	**$ (18,028,958)**	**$ 38,383,959**
Private placement - October 10, 2012	21,875,000	3,500,000	-	-	-	3,500,000
Share issue costs	-	(342,660)	-	-	-	(342,660)
Warrants exercised	781,667	85,307	(7,140)	-	-	78,167
Share-based payments recognized	-	-	385,825	-	-	385,825
Net loss for the period	-	-	-	-	(1,886,419)	(1,886,419)
Tax recovery of share issuance costs	-	92,176	-	-	-	92,176
Balance - December 31, 2012	**196,618,231**	**$ 52,716,981**	**$ 7,409,444**	**$ -**	**$ (19,915,377)**	**$ 40,211,048**

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

Oceanic Iron Ore Corp.

Condensed Interim Statements of Cash Flows

For the three and nine months ended December 31, (unaudited)

	Three months ended December 31, 2013	2012	Nine months ended December 31, 2013	2012
Operating activities				
Net loss for the period	**$ (788,825)**	$ (673,756)	**$ (2,061,747)**	$ (1,886,419)
Adjustments for:				
Deferred income tax (recovery)	**(201,384)**	(170,793)	**(466,399)**	(310,534)
Share-based payments	**281,907**	203,338	**797,477**	356,374
Interest income	**(10,176)**	(10,855)	**(77,234)**	(33,066)
Gain on marketable securities	**-**	(48,700)	**(1,685)**	(48,700)
Income relating to renounced exploration expenditures	**-**	-	**-**	(198,830)
Interest and financing expense	**86,439**	23,617	**261,277**	59,522
Net changes in non-cash working capital balances:				
Prepaid expenses and deposits	**12,889**	(12,454)	**13,443**	11,940
Receivables	**28,852**	307,271	**16,644**	288,083
Accounts payable and accrued liabilities	**127,538**	(99,989)	**33,097**	(50,221)
Due to related parties	**11,240**	(29,418)	**3,410**	(376,477)
	(451,520)	(511,739)	**(1,481,717)**	(2,188,328)
Investing activities				
Mineral property expenditures	**(636,461)**	(1,754,000)	**(2,255,555)**	(6,113,561)
Refundable exploration tax credit received	**-**	-	**4,678,315**	-
Equipment additions	**-**	-	**-**	(301,824)
Interest income received	**13,313**	4,396	**71,328**	32,351
Net proceeds from sale of marketable securities	**-**	-	**56,114**	-
	(623,148)	(1,749,604)	**2,550,202**	(6,383,034)
Financing activities				
Private placement, net of share issue costs (Note 8(b))	**-**	3,157,340		3,157,340
Convertible debenture proceeds, net of issuance costs (Note 7)	**-**	-	**2,789,552**	-
Interest paid on convertible debenture (Note 7)	**(45,000)**	-	**(90,000)**	-
Demand loan proceeds (Note 6)	**-**	-	**-**	1,792,977
Demand loan proceeds held as restricted cash (Note 6)	**-**	-	**150,000**	-
Demand loan repayment (Note 6)	**-**	-	**(3,123,190)**	-
Interest and other financing fees paid on demand loan (Note 6)	**-**	(23,617)	**(42,869)**	(59,522)
Exercise of warrants (Note 8(e))	**-**	-	**-**	78,167
	(45,000)	3,133,723	**(316,507)**	4,968,962
Change in cash and cash equivalents during the period	**(1,119,668)**	872,380	**751,978**	(3,602,400)
Cash and cash equivalents, beginning of period	**4,174,970**	2,493,380	**2,303,324**	6,968,160
Cash and cash equivalents, end of period	**$ 3,055,302**	$ 3,365,760	**$ 3,055,302**	$ 3,365,760
Cash and cash equivalents are comprised of the following:				
Cash	**$ 2,255,302**	$ 365,760	**$ 2,255,302**	$ 365,760
Term deposits	**$ 800,000**	$ 3,000,000	**$ 800,000**	$ 3,000,000
	$ 3,055,302	$ 3,365,760	**$ 3,055,302**	$ 3,365,760
Non cash investing and financing activities				
Repayment on demand loan (Note 6)	**-**	-	**-**	358,611
Accretion on debt portion of convertible debenture	**66,830**	-	**218,408**	-
Accretion on advance royalty payable	**32,730**	31,061	**174,194**	94,938
Tax recovery of convertible debenture issuance	**-**	-	**206,814**	-
Change in mineral property expenditures in accounts payable	**(131,418)**	(1,133,844)	**(158,776)**	(655,061)

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 and 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" as well as the OTCQX in the United States under the symbol "FEOVF".

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, 2013, the Company reported a loss of $2,061,747 and as at that date had an accumulated deficit of $22,719,028 and a working capital balance of $2,958,955. 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, 2013. 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, 2013, except for the adoption of new standards as described in note 3(a) of the unaudited condensed interim financial statements for the three months ended June 30, 2013 and 2012.

The date the Board of Directors approved these condensed interim financial statements on February 26, 2014.

3. RECENTLY ISSUED ACCOUNTING STANDARDS

a) Recently issued and applied accounting standards

As of April 1, 2013, the Company adopted several new and amended IFRS pronouncements in accordance with the transitional provisions outlined in the respective standards as listed in note 3(a) of the unaudited condensed interim financial statements for the three months ended June 30, 2013 and 2012.

b) Accounting standards recently issued but not yet applied

IFRS 9 – Financial instruments

In November 2009, the IASB issued IFRS 9 Financial Instruments as the first step in its project to replace IAS 39 Financial Instruments: Recognition and Measurement. IFRS 9 retains but simplifies the mixed measurement model and establishes two primary measurement categories for financial assets: amortized cost and fair value. The basis of classification depends on an entity's business model and the contractual cash flows of the financial asset. Classification is made at the time the financial asset is initially recognized, namely when the entity becomes a party to the contractual provisions of the instrument. IFRS 9 amends some of the requirements of IFRS 7 Financial Instruments: Disclosures, including added disclosures about investments in equity instruments measured at fair value in OCI, and guidance on the measurement of financial liabilities and derecognition of financial instruments.

In July 2013, the IASB tentatively decided to defer the mandatory effective date of IFRS 9. The IASB agreed that the mandatory effective date should no longer be annual periods beginning on or after January 1, 2015 but rather be left open pending the finalization of the impairment and classification and measurement requirements. The Company has not yet begun assessing the impact of adopting IFRS 9 on its financial statements, including the applicability of early adoption.

4. RECEIVABLES

	December 31, 2013	March 31, 2013
Input tax credits	$ 71,128	$ 77,562
Refundable exploration tax credits	-	4,737,613
Interest and other receivables	8,301	12,605
	$ 79,429	**$ 4,827,780**

Refer to note 6 for additional disclosure on refundable exploration tax credits.

5. MINERAL PROPERTIES - UNGAVA BAY

a) Acquisition costs

	Nine months ended December 31, 2013	Nine months ended December 31, 2012
Balance - Beginning of period	**$ 18,007,341**	$ 17,886,597
Additions		
Accretion of advance royalty payable	174,194	94,938
Balance - End of period	**$ 18,181,535**	$ 17,981,535

b) Exploration costs

	Nine months ended December 31, 2013	Nine months ended December 31, 2012
Cumulative exploration costs - Beginning of period	**$ 18,436,006**	$ 12,631,952
Expenditures during the period		
Permitting & claims	**138,229**	164,516
Drilling	**22,000**	207,999
Fieldwork & geology*	**652,364**	1,092,058
Consultants	**302,939**	1,969,632
Salaries*	**175,525**	181,207
Fuel	**3,223**	169,424
Mapping & imagery	**10,154**	73,847
Assays & metallurgy	**70,014**	896,488
Equipment & supplies	**83,719**	227,741
Accomodation	**121,189**	156,846
Transportation	**333,084**	796,495
Exploration tax credit refund claim	**59,298**	-
Other	**89,246**	81,448
Exploration expenditures for the period	**2,060,984**	6,017,701
Cumulative exploration costs - End of period	**$ 20,496,990**	**$ 18,649,653**
Grand total - mineral properties	**$ 38,678,525**	$ 36,631,188

* Includes a portion of the share-based payments of $22,336 (2012: $29,451).

6. DEMAND LOAN

The Company is eligible to receive a refundable tax credit of 38.75% of eligible exploration expenditures incurred in Québec ("Exploration tax credits"). The refundable tax credit can only be claimed in conjunction with the filing of the Company's annual corporate tax return.

In order to monetize the expected refundable tax credits due for the year ended March 31, 2012, the Company entered into a demand loan agreement with National Bank of Canada ("National Bank") on December 5, 2011 to borrow up to $4,500,000, representing a proportion of the estimated Québec Exploration refundable tax credits receivable from Revenu Québec based on the Company's eligible expenditures to March 31, 2012.

The Company provided the bank security by way of charges on its 2011 and 2012 Québec Exploration tax credits receivable, a general assignment of the Company's personal and movable property and a $150,000 cash pledge to Investissement Québec, the guarantor of the loan. The loan was scheduled to be repaid on the earlier of (a) August 31, 2013 or (b) upon collection of the Québec Exploration tax credits, which were assigned to Investissement Québec. The demand loan bears interest at National Bank's prime rate payable on a monthly basis. Interest expense for the three and nine months ended December 31, 2013 was $nil (2012: $23,617) and $42,869 (2012: $59,522) respectively.

In August 2013, the National Bank of Canada extended the maturity date of the demand loan to September 30, 2013. The guarantee provided by Investissement Québec relating to the demand loan expired the earlier of September 30, 2013 and the date on which the demand loan is repaid.

On September 9, 2013, the Company received Exploration tax credits in the amount of $4,678,315 and $3,123,190 of the Exploration tax credits received were used to pay the demand loan in full.

		December 31, 2013		December 31, 2012
Demand loan - Beginning of period	**$**	**3,123,190**	$	1,688,824
Proceeds		**-**		1,792,977
Less: Repayment of loan		**(3,123,190)**		(358,611)
Demand loan - End of period	**$**	**-**	**$**	**3,123,190**

7. 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 $0.16 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 $0.16 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 amortized 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, 2013 was $86,439 (2012: $nil) and $218,408 (2012: $nil) 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)**
Deferred income tax liability	-	(206,814)	**(206,814)**
Amortization of issuance costs	35,572	-	**35,572**
Accretion of discount	182,836	-	**182,836**
Interest payment	(90,000)	-	**(90,000)**
Balance - December 31, 2013	**$ 2,149,135**	**$ 562,011**	**$ 2,711,146**

8. SHARE CAPITAL

(a) Share Capital

Unlimited common and preferred shares without par value

(b) Issued and fully paid common shares

	Number of shares	Amount
Balance, April 1, 2012	173,961,564	$49,382,158
Private placement - October 10, 2012	21,875,000	3,500,000
Share issue costs, cash	-	(339,589)
Exercise of share purchase warrants (Note 8(e))	781,667	85,307
Tax recovery on share issuance costs	-	91,349
Balance, March 31, 2013 and December 31, 2013	**196,618,231**	**$52,719,225**

On October 10, 2012, the Company completed a brokered private placement comprising 21,875,000 common shares, at a price of $0.16 per common share for gross proceeds of $3,500,000. The Company incurred cash share issue costs in the amount of $339,589 in connection with the private placement.

Shares in escrow

All remaining shares held in escrow were released on December 3, 2013.

(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 19,661,823. The RSUs have vesting conditions determined by the Board of Directors.

A summary of the changes in RSUs is as follows:

	Number of RSUs
Balance - April 1, 2013	-
Granted	4,764,063
RSUs outstanding - December 31, 2013	**4,764,063**
RSUs exercisable - December 31, 2013	**-**

8. SHARE CAPITAL (continued)

(c) Restricted Share Units *(continued)*

Subsequent to the approval of the RSU plan by shareholders, on November 28, 2013, the Company granted a total of 4,764,063 RSUs to directors, officers and employees of the Company. The vesting period for the RSUs granted is as follows: 1/3 on the first anniversary, 1/3 on the second anniversary, and 1/3 on the third anniversary. Each RSU has a fair value of $0.10 which was the closing share price at grant date. The fair value of the RSUs in the amount of $476,406 will be recognized over the same periods as the vesting periods of the RSUs.

RSU expense for the three and nine months ended December 31, 2013 was $13,356 (2012: $Nil).

(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.

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

	Options		Weighted average exercise price
Options outstanding - April 1, 2012	15,438,500	$	0.48
Granted	5,805,000		0.22
Forfeited	(1,600,000)		0.53
Options outstanding - March 31, 2013 and December 31, 2013	**19,643,500**	**$**	**0.16**

On November 28, 2013, the Company re-priced a total of 19,643,500 stock options, with original exercise prices ranging from $0.19 to $0.83 and expiry dates ranging from May 28, 2017 to January 18, 2023, to $0.16 per option. The incremental fair value granted as a result of the modification was $272,624 and was expensed during the three and nine months ended December 31, 2013. 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.

The weighted average fair value of the options granted for the nine months ended December 31, 2012 was $0.17 per option. The exercise price for all stock option grants during the nine months ended December 31, 2012 was equal to the market price at the time of grant.

8. SHARE CAPITAL (continued)

(d) Stock Options *(continued)*

The following table summarizes information about stock options outstanding at December 31, 2013:

	Options outstanding		Options exerciseable
Weighted average exercise price ($)	Number	Expiry date	Number
0.16	250,000	May 28, 2017	250,000
0.16	5,263,500	November 30, 2020	5,263,500
0.16	3,500,000	January 5, 2021	3,500,000
0.16	300,000	January 11, 2021	300,000
0.16	100,000	April 5, 2021	100,000
0.16	1,500,000	May 18, 2021	1,500,000
0.16	3,175,000	December 16, 2021	3,175,000
0.16	1,000,000	May 25, 2022	1,000,000
0.16	1,500,000	October 18, 2022	1,500,000
0.16	3,055,000	January 18, 2023	2,049,166
0.16	**19,643,500**		**18,637,666**

(e) Share purchase warrants

At December 31, 2013, the Company had outstanding share purchase warrants exercisable to acquire 37,837,500 shares as follows:

	Number	Weighted average exercise price	Expiry date
Balance - April 1, 2012	38,619,167	$ 0.92	-
Exercised	(781,667)	(0.10)	June 9, 2012
Balance, March 31, 2013 and December 31, 2013	**37,837,500**	**$ 0.94**	

The following table summarizes information about share purchase warrants outstanding at December 31, 2013:

Outstanding and exercisable	Weighted average exercise price	Expiry date
6,562,500	$ 0.65	November 30, 2015
28,400,000	1.00	November 30, 2015
2,875,000	1.00	December 22, 2016
37,837,500	**$ 0.94**	

9. INTEREST AND OTHER FINANCING EXPENSE

	Three months ended December 31, 2013	Three months ended December 31, 2012	**Nine months ended December 31, 2013**	Nine months ended December 31, 2012
Interest expense on demand loan	**$ -**	$ 20,685	**$ 42,869**	$ 35,905
Accretion of discount on convertible debenture	**71,194**	-	**182,836**	-
Amortization of issuance costs on convertible debenture	**15,245**	-	**35,572**	-
	$ 86,439	$ 20,685	**$ 261,277**	$ 35,905

10. 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, but 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 new 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 NSR payments of $200,000 per year, which will be credited against all future NSR payments payable from production. The Company made its third payment to the Vendors on November 8, 2013.

The committed charges for the Company are as follows:

March 31,	**Vancouver office rent**	**Montreal office rent**	**NSR payments**	**Total commitments**
2014	$ 34,120	$ 32,165	$ -	$ 66,285
2015	-	130,784	200,000	330,784
2016	-	132,973	200,000	332,973
Thereafter	-	175,761	400,000	575,761
	$ 34,120	$ 471,683	$ 800,000	$ 1,305,803

11. 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, 2013	Three months ended December 31, 2012	**Nine months ended December 31, 2013**	Nine months ended December 31, 2012
Wages and benefits	**$ 68,750**	$ 73,205	**$ 206,250**	$ 163,814
Directors' fees	**7,500**	7,500	**28,500**	26,500
Share-based payments	**278,581**	190,963	**752,142**	282,051
	$ 354,831	$ 271,668	**$ 986,892**	$ 472,365

b) Payments for services by related parties

During the three and nine months ended December 31, 2013, the Company incurred corporate consulting fees of $82,500 (2012: $82,500) and $247,500 (2012: $247,500) respectively, to Sirocco Advisory Services Ltd., a company controlled by a director and officer of the Company.

During the three and nine months ended December 31, 2013, the Company incurred corporate consulting fees of $40,000 (2012: $40,000) and $120,000 (2012: $120,000) respectively, to Shariff Advisory Services Ltd., a company controlled by an officer of the Company.

During the three and nine months ended December 31, 2013, the Company incurred corporate consulting fees of $15,000 (2012: $15,000) and $45,000 (2012: $45,000) respectively, to Fiore Management and Advisory Corp., a company of which a director of the Company is an officer.

As disclosed in note 10, the Company is charged shared lease and overhead, and service costs by Spur Ventures Inc., a Company with a director and officer in common. For the three and nine months ended December 31, 2013, the Company incurred $33,959 (2012: $26,413) and $102,086 (2012: 90,589) in shared lease and overhead, and service costs respectively. Refer to note 10 for a listing of future commitments in respect of such lease costs.

Amounts due to related parties at December 31, 2013 amounted to $44,921 (March 31, 2013: $41,511). 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.

12. FAIR VALUE OF FINANCIAL INSTRUMENTS

The carrying amount of cash and cash equivalents, receivables, restricted cash, accounts payable and accrued liabilities and demand loan approximates fair value due to their short term nature.