Oceanic Iron Ore Corp.

Unaudited Condensed Interim Financial Statements
For the nine months ended December 31, 2016 and 2015
(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 Chartered Professional Accountants of Canada for a review of interim financial statements by an entity's auditor.

Oceanic Iron Ore Corp.
Statements of Financial Position

		December 31, 2016		March 31, 2016
Assets				
Current assets				
Cash and cash equivalents	$	**663,109**	$	607,446
Receivables (Note 3)		**19,329**		88,038
Prepaid expenses and deposits		**3,133**		136,159
Restricted cash		**34,500**		34,500
		720,071		866,143
Equipment		**26,831**		111,488
Mineral properties (Note 4)		**41,861,984**		40,966,820
	$	**42,608,886**	$	41,944,451
Liabilities				
Current liabilities				
Accounts payable and accrued liabilities	$	**229,553**	$	43,353
Due to related parties (Note 8)		**19,033**		20,131
Current portion of advance royalty payable (Note 4(b))		**266,750**		262,841
Convertible debenture - liability component (Note 5)		**1,801,371**		121,520
		2,316,707		447,845
Non-current portion of advance royalty payable (Note 4(b))		**424,497**		361,765
Non-current portion of convertible debenture (Note 5)		**-**		1,514,831
		2,741,204		2,324,441
Shareholders' equity				
Share capital (Notes 6(a),4(b))		**57,705,900**		56,372,208
Contributed surplus (6(b), 6(c),6(d), 6(e))		**9,868,224**		10,012,094
Convertible debenture - equity component (Note 5)		**339,739**		339,739
Deficit		**(28,046,182)**		(27,104,031)
		39,867,682		39,620,010
	$	**42,608,886**	$	41,944,451

Nature of operations and going concern (Note 1)
Commitments (Note 7)
Subsequent Events (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.

Statements of Loss and Comprehensive Loss
For the three and nine months ended December 31, 2016 and 2015

	Three months ended December 31, 2016	Three months ended December 31, 2015	Nine months ended December 31, 2016	Nine months ended December 31, 2015
Expenses				
Consulting and management fees	$ **43,750**	$ 56,250	$ **131,250**	$ 168,750
Directors' fees	**7,500**	7,500	**22,500**	22,500
Investor relations and corporate development	**21,782**	23,360	**54,912**	71,348
License and insurance	**5,105**	7,512	**15,302**	24,370
Office and general	**5,502**	7,981	**16,578**	25,640
Professional fees	**25,517**	8,973	**39,678**	26,520
Rent	**8,750**	8,767	**25,969**	60,245
Share-based payments (Note 6(c)(d))	**13,168**	122,889	**129,529**	273,379
Transfer agent and regulatory	**8,731**	18,011	**10,205**	16,719
Travel	**3,791**	2,024	**5,219**	2,921
Wages and benefits	**84,459**	106,002	**236,757**	318,505
Loss from operations	**228,054**	369,269	**687,899**	1,010,897
Other income (expenses)				
Interest and other income (expense)	**1,256**	(24,112)	**1,908**	(17,562)
Interest and other financing expense	**(88,136)**	(140,271)	**(256,160)**	(453,943)
Net loss before income taxes	**(314,935)**	(533,652)	**(942,150)**	(1,482,402)
Deferred income tax recovery	**-**	125,020	**-**	125,020
Net loss and comprehensive loss for the period	$ **(314,935)**	$ (408,632)	$ **(942,150)**	$ (1,357,382)
Loss per common share - basic and diluted	$ **(0.01)**	$ (0.01)	$ **(0.02)**	$ (0.04)
Weighted average number of common shares outstanding	**47,997,993**	38,047,088	**45,134,525**	36,044,138

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

Oceanic Iron Ore Corp.

Statements of Changes in Equity
For the nine months ended December 31, 2016 and 2015

	Share capital									
	Number of shares		Amount		Contributed surplus		Convertible debenture		Deficit		Total equity
Balance - April 1, 2016	**42,308,124**	**$**	**56,372,208**	**$**	**10,012,094**	**$**	**339,739**	**$**	**(27,104,031)**	**$**	**39,620,010**
Private placement - September 13, 2016	4,925,000		985,000		-		-		-		985,000
Share issue costs	-		(24,706)		-		-		-		(24,706)
Share-based payments recognized	-		-		129,529		-		-		129,529
Settlement of Advance Royalty Payment	500,000		100,000		-		-		-		100,000
Settlement of Restricted Share Units	1,829,689		273,399		(273,399)		-		-		-
Net loss for the period	-		-		-		-		(942,150)		(942,150)
Balance - December 31, 2016	**49,562,813**	**$**	**57,705,900**	**$**	**9,868,224**	**$**	**339,739**	**$**	**(28,046,181)**	**$**	**39,867,682**

	Share capital										
	Number of shares		Amount		Contributed Surplus		Convertible debenture		Deficit		Total equity
Balance - April 1, 2015	**35,048,136**	**$**	**55,331,590**	**$**	**9,091,588**	**$**	**562,011**	**$**	**(25,364,008)**	**$**	**39,621,181**
Share-based payments recognized	-		-		273,379		-		-		273,379
Partial settlement of Convertible debenture (Note 5)	6,835,000		974,671		-		-		-		974,671
Extinguishment of Convertible debenture (Note 5)	-		-		562,011		(562,011)				-
Recognition of New Convertible debenture (Note 5)	-		-		-		464,759		-		464,759
Deferred income tax on convertible debenture (Note 5)	-		-		-		(125,020)		-		(125,020)
Partial settlement of Advanced Royalty Payment (Note 4b)	318,674		50,000		-		-		-		50,000
Settlement of Restricted Share Units	106,314		15,947		(15,947)		-		-		-
Net loss for the period	-		-		-		-		(1,357,382)		(1,357,382)
Balance - December 31, 2015	**42,308,124**	**$**	**56,372,208**	**$**	**9,911,031**	**$**	**339,739**	**$**	**(26,721,390)**	**$**	**39,901,588**

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

Oceanic Iron Ore Corp.

Statement of Cash Flows

For the three and nine months ended December 31, 2016 and 2015

	Three Months ended December 31, 2016	Three Months ended December 31, 2015	Nine Months ended December 31, 2016	Nine Months ended December 31, 2015
Operating activities				
Net loss for the period	$ (314,935)	$ (408,632)	$ (942,151)	$ (1,357,382)
Adjustments for:				
Deferred income tax (recovery)	-	(125,020)	-	(125,020)
Share-based payments	13,168	122,889	129,529	273,379
Other (income) expense	(1,256)	24,112	(1,908)	17,562
Interest and financing expense	88,136	140,271	256,160	453,943
Net changes in non-cash working capital balances:				
Prepaid expenses and deposits	15,760	(36,810)	53,275	22,377
Receivables	6,804	(8,205)	85,967	92,496
Accounts payable and accrued liabilities	34,967	2,748	17,332	(69,867)
Due to related parties	(1,181)	1,955	(1,098)	(764)
	(158,536)	(286,692)	(402,894)	(693,275)
Investing activities				
Mineral property expenditures	(128,798)	(40,971)	(410,596)	(168,062)
Interest income received	-	-	-	-
	(128,798)	(40,971)	(410,596)	(168,062)
Financing activities				
Interest paid on convertible debenture (Note 5)	(30,380)	(45,000)	(91,140)	(135,000)
Proceeds from Private Placement net of issuance costs (Note 6(b))	-	-	960,293	-
	(30,380)	(45,000)	869,153	(135,000)
Change in cash and cash equivalents during the period	(317,714)	(372,663)	55,663	(996,338)
Cash and cash equivalents, beginning of period	980,823	1,320,835	607,446	1,944,510
Cash and cash equivalents, end of period	$ 663,109	$ 948,172	$ 663,109	$ 948,172
Cash and cash equivalents are comprised of the following:				
Cash	$ 663,109	$ 48,172	$ 663,109	$ 48,172
Term deposits	$ -	$ 900,000	$ -	$ 900,000
	$ 663,109	$ 948,172	$ 663,109	$ 948,172
Non cash investing and financing activities				
Accretion on debt portion of convertible debenture	88,136	140,271	256,160	453,943
Accretion on advance royalty payable	201,520	32,007	266,642	78,785
Change in mineral property expenditures in accounts payable	52,531	7,965	168,866	1,175
Depreciation of equipment charged to mineral properties	25,268	29,857	84,657	89,245

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/records office is located at 1500 – 1055 West Georgia Street, 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 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, certain conditions and events result in a material uncertainty casting significant doubt on the validity of this assumption. For the nine months ended December 31, 2016, the Company reported a loss of $942,150 and as at that date had an accumulated deficit of $28,046,182 and working capital deficit of $1,596,636. Despite the private placement financing that completed in September 2016, the Company will need to raise additional 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, 2016. 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, 2016.

The Board of Directors approved these condensed interim financial statements on February 23, 2017.

3. RECEIVABLES

	December 31, 2016	March 31, 2016
Input tax credits	$ 17,902	$ 14,934
Refundable exploration tax credits	-	70,109
Interest and other receivables	1,427	2,995
	$ 19,329	**$ 88,038**

4. MINERAL PROPERTIES - UNGAVA BAY

a) Acquisition costs

	Nine months ended December 31, 2016	Nine months ended December 31, 2015
Balance - Beginning of Period	**$ 18,598,530**	$ 18,489,528
Additions		
Accretion of advance royalty payable	266,642	78,785
Balance - End of Period	**$ 18,865,172**	$ 18,568,313

b) Exploration costs

	Nine months ended December 31, 2016	Nine months ended December 31, 2015
Cumulative exploration costs - Beginning of Period	**$ 22,368,290**	$ 22,010,710
Expenditures during the Period		
Permitting & claims	**59,028**	33,424
Fieldwork & geology	**50,536**	-
Consultants	**84,354**	2,600
Equipment, supplies & rentals	**40,037**	113,457
Office and accomodation	**258,742**	104,414
Transportation	**66,449**	200
Equipment depreciation	**84,657**	89,245
Exploration tax credit refund claim	**(15,521)**	1,853
Exploration expenditures for the Period	**628,522**	345,193
Cumulative exploration costs - End of Period	**$ 22,996,812**	**$ 22,355,903**
Grand total - mineral properties	**$ 41,861,984**	$ 40,924,216

Under the terms of the acquisition of the Property, the Company must pay advance net smelter return ("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 Vendors until the estimated date of commencement of commercial production.

4. MINERAL PROPERTIES - UNGAVA BAY (continued)

b) Exploration costs (continued)

On September 29, 2015, the Company signed an amendment to the royalty agreement with 154619 Canada Inc., whereby the annual advance royalty payment of $100,000, originally due November 30, 2015, will be deferred, at the discretion of the Company, by a period of up to one year. In September 2016, the 2015 deferred advance royalty payment was repaid. Subsequent to September 30, 2016, 154619 Canada Inc. agreed to defer the 2016 annual $100,000 advance royalty payment due November 30, 2016, under the same terms as the 2015 deferral. 154619 Canada Inc. is a corporation controlled by Mr. Peter Ferderber, who assigned his original 1% NSR to the numbered company in 2012. On February 1, 2017, the Company settled the $100,000 2016 NSR advance royalty payment to 154619 Canada Inc. through the issuance of 400,000 common shares.

The remaining 1% NSR advance royalty payment is due to SPG Royalties Inc. (“SPG”), the assignee of the late Mr. John Patrick Sheridan. On November 4, 2015, the Company signed an amendment in respect of its royalty agreement with SPG, whereby the Company settled the $100,000, 2015 advance royalty payment by making a partial cash payment of $50,000, with the remainder of the balance settled through the issuance of common shares of the Company. The price at which the common shares were issued was $0.1569. As such, a total of 318,674 common shares were issued to SPG on November 30, 2015.

On December 14, 2016, the Company settled the $100,000 2016 NSR advance royalty payment to SPG through the issuance of 500,000 shares.

The Company discounted the advance NSR payments using a discount rate of 20%, representing the estimated rate of return of similar investments at the date of acquisition. 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. During the period, management revised its estimate on the timeline for reaching commercial production, extending the number of advance NSR payments to be paid by the Company, which resulted in an increase in the Advance Royalty payable.

The total estimated future undiscounted NSR payment as at December 31, 2016 is $1,100,000 (March 31, 2016: $900,000) (Note 7). For the three and nine month period ended December 31, 2016, accretion of the advance royalty payable totaled $201,520 and $266,642, respectively (2015: $32,007 and $78,785, respectively). At December 31, 2016, the total Advance Royalty payable was $591,247 (March 31, 2016: $624,606), with $166,750 (March 31, 2016: $262,841) recognized as a current liability and $424,497 recognized as a long term liability (March 31, 2016: $361,765).

5. CONVERTIBLE DEBENTURE

	Liability component	Equity component	Total
Opening balance - April 1, 2015	**$ 2,707,066**	**$ 562,011**	**$ 3,269,077**
Amortization of issuance costs	40,653	-	**40,653**
Accretion of discount	493,442	-	**493,442**
Partial settlement of convertible debenture	(974,671)	-	**(974,671)**
Extinguishment of convertible debenture (Old)	(2,025,329)	(562,011)	**(2,587,340)**
Recognition of convertible debenture (New)	1,560,570	464,759	**2,025,329**
Deferred income tax liability	-	(125,020)	**(125,020)**
Interest payments	(165,380)	-	**(165,380)**
Balance - March 31, 2016	**$ 1,636,351**	**$ 339,739**	**$ 1,976,090**
Accretion of discount	256,160	-	**256,160**
Interest payments	(91,140)	-	**(91,140)**
Balance - December 31, 2016	**$ 1,801,371**	**$ 339,739**	**$ 2,141,110**

On September 22, 2015, the Company signed an amending agreement to its convertible debenture with Sino-Canada. Pursuant to the amending agreement, on November 23, 2015, the Company made a partial repayment on the convertible debenture through the issuance of common shares of the Company. The partial repayment of the principal amount and the number of commons shares issued, were determined such that the number of common shares issued resulted in Sino-Canada holding, in the aggregate following conversion, 19.9% of the issued and outstanding common shares of the Company. The conversion price and resulting reduction in the principal owing on the debenture was determined based on the volume weighted average trading price of the Company's common shares on the TSXV for the 20 trading days ended on November 20, 2015, which was $0.1426. As such, a total of 6,835,000 shares were issued to Sino-Canada on November 23, 2015, thereby reducing the principal balance of the debenture by $974,671 to $2,025,329.

Pursuant to the amending agreement, the maturity date of the remaining principal amount of the convertible debenture was extended to November 23, 2017, an extension of 24 months from the original maturity date, and the conversion price for the remaining principal amount of the convertible debenture was reduced from $1.60 per share to $0.43 per share.

Accretion and other financing expense on the Company's convertible debenture for the three and nine months ended December 31, 2016 was $88,136 and $256,160, respectively (2015: $140,271 and $453,943).

6. SHARE CAPITAL

(a) Share Capital

Unlimited common and preferred shares without par value

(b) Issued and fully paid common shares

On November 4, 2015, the Company signed an amendment in respect of its royalty agreement with SPG, whereby the Company settled its 2015 advance royalty payment by making a partial settlement through the issuance of common shares of the Company. Refer to Note 4(b) above.

On November 23, 2015, the Company made a partial repayment on its convertible debenture through the issuance of common shares of the Company. Refer to Note 5 above.

On September 13, 2016, the Company completed a non-brokered private placement issuing 4,925,000 units at $0.20 per unit for aggregate gross proceeds of $985,000. Each unit consisted of one common share of the Company and one common share purchase warrant. Each whole warrant entitles the holder to acquire one common share of the Company at a price of $0.30 per share until September 13, 2018. The Company incurred cash share issue costs in the amount of $24,706 in connection with the private placement. The share capital was valued using the closing stock price of the Company on the announcement date of the private placement.

On December 14, 2016, the Company signed an amendment in respect of its royalty agreement with SPG, whereby the Company settled its 2016 advance royalty payment through the issuance of common shares of the Company. Refer to Note 4(b) above.

c) Restricted Share Units ("RSUs")

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 3,491,057. 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, 2015	1,481,835
Granted	1,233,333
Settled	(106,314)
Forfeited	(12,500)
RSUs outstanding - March 31, 2016	2,596,354
Settled	(1,829,689)
RSUs outstanding - December 31, 2016	**766,665**

6. SHARE CAPITAL (continued)

c) *Restricted Share Units ("RSUs") - continued*

On December 2, 2015, the Company granted a total of 1,233,333 RSUs to directors and officers of the Company. The vesting period for the RSUs granted is as follows: 1/3 on the grant date, 1/3 on the twelve month anniversary date, and 1/3 on the twenty four month anniversary date. Each RSU has a fair value of $0.15 which was the closing share price at the grant date.

RSU expense for the three and nine months ended December 31, 2016 was $7,708 and $96,769, respectively (December 31, 2015: $44,665 and $124,211) which was recorded within Share-based payment expense in the Statement of Loss and Comprehensive Loss.

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.

As at December 31, 2016 and March 31, 2016, the Company had a total of 3,675,950 stock options outstanding with a weighted average exercise price of $0.17.

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

	Options	Weighted average
Options outstanding - April 1, 2015	3,404,350	0.18
Expired	(413,400)	0.05
Granted	840,000	0.15
Options outstanding - March 31, 2016	3,830,950	0.17
Expired	(155,000)	0.20
Options outstanding - December 31, 2016	**3,675,950**	**$ 0.17**
Options exerciseable - December 31, 2016	3,675,950	0.17

6. SHARE CAPITAL (continued)

(d) Stock options

The following table summarizes information about stock options outstanding at December 31, 2016:

Number of Options outstanding	Exercise Price CAD	Expiry Date	Options Exercisable
392,350	0.20	November 30, 2020	392,350
250,000	0.20	January 5, 2021	250,000
30,000	0.20	January 11, 2021	30,000
10,000	0.20	April 5, 2021	10,000
110,600	0.20	May 18, 2021	110,600
205,000	0.20	December 16, 2021	205,000
100,000	0.20	May 25, 2022	100,000
150,000	0.20	October 18, 2022	150,000
223,000	0.20	January 18, 2023	223,000
1,340,000	0.155	November 25, 2024	1,340,000
25,000	0.155	December 15, 2024	25,000
840,000	0.15	December 2, 2025	840,000
3,675,950			3,675,950

(e) Share purchase warrants

As at December 31, 2016 the Company had a total of 20,173,750 share purchase warrants outstanding with a weighted average exercise price of $0.30.

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

	Number		Weighted average exercise price
Balance - April 1, 2015	19,032,500		2.11
Expired	(3,496,250)		9.34
Balance March 31, 2016	15,536,250		0.48
Private Placement - September 13, 2016	4,925,000		0.30
Expired	(287,500)		10.00
Balance December 31, 2016	**20,173,750**	**$**	**0.30**

6. SHARE CAPITAL (continued)

(e) Share purchase warrants

The following table summarizes information about share purchase warrants outstanding at December 31, 2016:

Outstanding and exercisable	Weighted average exercise price	Expiry date	Weighted average remaining contractual life (years)
15,248,750	0.30	April 9, 2017	0.3
4,925,000	0.30	September 13, 2018	1.7
20,173,750	**$ 0.30**		**0.6**

7. 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, 2017. 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 office space in Montreal, Québec. The agreement expires on January 31, 2023, but the Company may terminate the agreement effective December 31, 2016 with prior notice. In September 2016, the Company provided notice to early terminate the agreement. Subsequent to September 30, 2016, the Company signed a lease amending agreement, whereby the Company committed to a month to month lease term in the Montreal office space from the period January 1, 2017 onward, with a two month termination notice provision.

As part of the acquisition of the Ungava Bay mineral properties, commencing on November 30, 2011, Oceanic must pay advance net smelter royalty ("NSR") payments of $200,000 per year, which will be credited against all future NSR payments payable from production. Please refer to Notes 4(b) as it pertains to payments made during the period.

The committed charges for the Company are as follows:

December 31,	**Vancouver office rent**	**Montreal office rent**	**NSR payments**	**Total commitments**
2017	33,942	57,490	300,000	391,432
2018	8,624	-	200,000	208,624
Thereafter	-	-	600,000	600,000
	$ 42,566	$ 57,490	$ 1,100,000	$ 1,200,056

8. 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, 2016	Three months ended December 31, 2015	Nine months ended December 31, 2016	Nine months ended December 31, 2015
Wages and benefits	**$ 58,750**	$ 85,250	**180,450**	$ 247,750
Directors' fees	**7,500**	7,500	**22,500**	22,500
Share-based payments	**10,308**	70,427	**118,780**	218,421
	$ 76,558	$ 163,177	**$ 321,730**	$ 488,671

b) Payments for services by related parties

During the three and nine months ended December 31, 2016, the Company incurred corporate consulting fees of $28,750 and $86,250, respectively (2015: $41,250 and $123,750), to Sirocco Advisory Services Ltd., a company controlled by a director and officer of the Company.

As disclosed in Note 7, the Company is charged shared lease, overhead, and service costs by Atlantic Gold Corporation, a company with a director and officer in common. For the three and nine month period ended December 31, 2016, the Company incurred $18,128 and $55,735 (2015: $18,386 and $109,591, respectively) in shared lease, overhead, and service costs. Refer to Note 7 for a listing of future commitments in respect of such lease costs.

Amounts due to related parties at December 31, 2016 amounted to $19,033 (March 31, 2016: $20,131). 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.

9. FAIR VALUE OF FINANCIAL INSTRUMENTS

Fair value is based on available public market information or, when such information is not available, estimated using present value techniques and assumptions concerning the amount and timing of future cash flows and discount rates which factor in the appropriate credit risk. The carrying values of cash and cash equivalents, receivables, accounts payable, accrued liabilities, advance royalty payable, and due to related parties approximate their fair values due to their short term nature.

10. SUBSEQUENT EVENTS

a) On January 20, 2017, the Company granted 1,280,000 stock options to directors, officers, and consultants of the Company. The options are exercisable at a price of $0.25 per share, expiring on January 20, 2027.

b) On February 1, 2017, the Company settled its $100,000 2016 advance royalty payment to 154619 Canada Inc. through the issuance of 400,000 common shares (Note 4b).