

Form 51-102F3
Material Change Report

Item 1. Name and Address of Company

Oceanic Iron Ore (the “Company”)
3083, 595 Burrard Street
Vancouver, BC, V7X 1L3

Item 2. Date of Material Change

November 29, 2018

Item 3. News Release

A news release dated November 29, 2018 was disseminated through Cision.

Item 4. Summary of Material Change

The Company has closed a non-brokered financing in an aggregate amount of \$1,812,500 (the “Financing”).

The subscribers to the Financing were issued convertible debentures (the “Debentures”) earning interest at a rate of 8.5% per annum over a 60-month term (the “Term”), payable quarterly.

The principal amount of the Debentures are convertible to units (“Units”) during the Term at the election of the subscribers. The conversion price during the first year of the Term is \$0.05 per Unit, increasing to \$0.10 per Unit for the remainder of the Term. Each Unit will consist of 1 common share of the Company and 1 share purchase warrant, with each warrant entitling the holder to purchase one common share of the Company at a price of \$0.05 per common share expiring November 29, 2023.

Item 5.1 Full Description of Material Change

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The Debentures are secured with a first ranking charge against the assets of the Company, ranking pari-passu with the current secured debenture holders.

The Issuer intends to use the proceeds of the Financing to fund a revised and re-scoped National Instrument 43-101 Preliminary Economic Assessment in respect of the Company’s Hopes Advance Project (the “Study”). The Study will revise the profile and production schedule of Hopes Advance in order to reduce the up-front capital required to bring the project to commercial production. The proceeds from the Financing will also be used to fund ongoing negotiations with potential strategic partners, general claims maintenance, and corporate and working capital purposes.

Pursuant to subscription agreements with the Company, which contained customary covenants, representations and warranties for a transaction of this type, insiders of the Company were issued Debentures with an aggregate principal amount of \$725,000 and, accordingly, the Financing constitutes a “related party transaction” within the meaning of Multilateral Instrument 61-101 Protection of Minority Security Holders in Special transactions (“MI 61-101”).

Gordon Keep, a director of the Company, was issued Debentures with a principal amount of \$50,000, which did not change the percentage of common shares of the Company he beneficially owns or controls. Chris Batalha, an executive officer of the Company, was issued Debentures with a principal amount of \$60,000, which did not change the percentage of common shares of the Company he beneficially owns or controls. Sirocco Advisory Services Ltd., a corporation controlled by Steven Dean, Chairman and a director of the Company, was issued Debentures with a principal amount of \$115,000, which did not change the percentage of common shares of the Company Mr. Dean beneficially owns or controls. Canada Life Ltd., a corporation controlled by Frank Giustra, an insider of the Company, was issued Debentures with a principal amount of \$500,000, which did not change the percentage of common shares of the Company Mr. Giustra beneficially owns or controls. Mr. Giustra filed an early warning report in accordance with provisions of applicable securities laws.

The Financing was considered and approved by the board of directors of the Company. There was no materially contrary view by any director approving the Financing. The directors who participated in the Financing disclosed their interest in the transaction and abstained from voting on the authorizing resolutions in respect thereof.

The issuance of the Debentures to insiders under the Financing is exempt from the valuation requirements and the minority approval requirements of MI 61-101 by virtue of the exemptions in sections 5.5(a) and 5.7(a) of MI 61-101, since the fair market value of the consideration for the securities issued to insiders did not exceed 25% of the Company’s market capitalization.

Item 5.2 **Disclosure of Restructuring Transactions**

Not applicable.

Item 6. **Reliance on subsection 7.1(2) of National Instrument 51-102**

If this Report is being filed on a confidential basis in reliance on subsection 7.1(2) of National Instrument 51-102, state the reasons for such reliance.

Not applicable.

Item 7. **Omitted Information**

Not applicable.

Item 8. **Executive Officer**

Chris Batalha, CFO and Corporate Secretary
Telephone: 604 566-9080

Item 9. **Date of Report**

December 5, 2018