

OCEANIC IRON ORE CORP.

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 November 13, 2014**, at Suite 3123 – 595 Burrard Street, Vancouver, British Columbia, V7X 1J1 at the hour of 11:00 a.m. (Vancouver time) for the following purposes:

1. To receive and consider the audited financial statements of the Company for the fiscal year ended March 31, 2014 and the Auditor's Report thereon;
2. To fix the number of Directors for the ensuing year at five (5);
3. To elect Directors for the ensuing year;
4. To appoint PricewaterhouseCoopers LLP, Chartered Accountants, as the Company's Auditor for the ensuing year and to authorize the Directors to fix the remuneration to be paid to the Auditor;
5. To ratify, confirm and approve the Company's Stock Option Plan;
6. To ratify, confirm and approve the repricing of previously granted stock options to insiders of the Company;
7. To ratify, confirm and approve the Company's Amended Restricted Share Unit Plan; and
8. To transact such other business as may properly come before the Meeting.

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

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 October, 2014.

BY ORDER OF THE BOARD,

"Steven Dean"
Steven Dean,
Chairman, CEO & Director