
OCEANIC WIND ENERGY INC.

Condensed Consolidated Interim Financial Statements
Unaudited - Prepared by Management

For the six months ended March 31, 2022 and 2021



NOTICE

The accompanying unaudited condensed consolidated interim financial statements have been prepared by management and approved by the Audit Committee and Board of Directors. The Company's independent auditors have not performed a review of these financial statements.

OCEANIC WIND ENERGY INC.**Unaudited Condensed Consolidated Interim Statement of Financial Position**

(Unaudited - Prepared by Management without Auditor's Review)

| | March 31, 2022 | September 30, 2021 |
|---|-------------------|-----------------------|
| Assets | | |
| Current assets | | |
| Cash and cash equivalents | \$ 119,024 | \$ 238,303 |
| Accounts receivable | 2,905 | 814 |
| Prepaid expenses and other current assets | 26,885 | 18,217 |
| | 148,814 | 257,334 |
| Non-current assets | | |
| Prepaid insurance expense (note 6) | 7,207 | 15,969 |
| | 156,021 | 273,303 |
| Total assets | \$ 156,021 | \$ 273,303 |
| Liabilities | | |
| Current Liabilities | | |
| Accounts payable and accrued liabilities | \$ 42,865 | \$ 60,820 |
| Deferred compensation payable (note 4 and 8) | 1,000,000 | 1,000,000 |
| | 1,042,865 | 1,060,820 |
| Non-Current Liabilities | | |
| CEBA loan (note 5) | 37,665 | 36,205 |
| Deferred government grants (note 5) | 22,335 | 23,795 |
| | 1,102,865 | 1,120,820 |
| Total liabilities | 1,102,865 | 1,120,820 |
| Shareholders' Deficiency | | |
| Share capital (note 3(a)) | 48,769,326 | 48,747,764 |
| Contributed surplus | 2,480,990 | 2,400,990 |
| Deficit | (52,197,160) | (51,996,271) |
| | (946,844) | (847,517) |
| Total shareholders' deficiency | (946,844) | (847,517) |
| Total liabilities & shareholders' deficiency | \$ 156,021 | \$ 273,303 |

Nature of operations and going concern (notes 1 and 2)

Contingent liabilities (note 8)

Subsequent events (notes 10)

The accompanying notes are an integral part of these consolidated financial statements.

Approved by the Board of Directors and authorized for issue on May 25, 2022.

Director: "Dave Rehn"

Director: "Michael O'Connor"

OCEANIC WIND ENERGY INC.

Unaudited Condensed Consolidated Interim Statement of Loss and Comprehensive Loss For the six months ended March 31, 2022 and 2021

(Unaudited - Prepared by Management without Auditor's Review)

| | 3 months ended March 31, | | 6 months ended March 31, | |
|--|--------------------------|-------------|--------------------------|-------------|
| | 2022 | 2021 | 2022 | 2021 |
| Expenses | | | | |
| Compensation (note 4) | \$ 88,010 | \$ 88,607 | \$ 177,350 | \$ 174,700 |
| Interest and borrowing costs (note 6) | - | 1,355 | - | 2,580 |
| Office and administration | 19,937 | 24,365 | 36,231 | 44,428 |
| Public and community relations | 350 | 1,400 | 613 | 3,430 |
| Professional fees | 9,313 | 13,950 | 16,313 | 33,685 |
| Travel | 7 | 245 | 382 | (62) |
| Loss before the following: | (117,617) | (129,922) | (230,889) | (258,761) |
| Other Income | | | | |
| Management fee income (note 7) | - | 105,000 | - | 210,000 |
| Gain on sale of asset (note 7) | - | - | 30,000 | - |
| | - | 105,000 | 30,000 | 210,000 |
| Loss and comprehensive loss for the period | \$ (117,617) | \$ (24,922) | \$ (200,889) | \$ (48,761) |
| Loss per share, basic and diluted | \$ (0.00) | \$ (0.00) | \$ (0.00) | \$ (0.00) |
| Weighted average number of shares outstanding | 79,011,259 | 76,636,228 | 78,967,435 | 76,596,568 |

The accompanying notes are an integral part of these consolidated financial statements.

OCEANIC WIND ENERGY INC.**Unaudited Condensed Consolidated Interim Statement of Changes in Shareholders' Deficiency****For the six months ended March 31, 2022 and 2021**

(Unaudited - Prepared by Management without Auditor's Review)

| | Number of Common Shares (Notes 3) | Share Capital (Notes 3) | Contributed Surplus | Deficit | Total Shareholders' Deficiency |
|---------------------------------------|---|-------------------------------|------------------------|-----------------|-----------------------------------|
| Balance, September 30, 2020 | 76,494,300 | 48,448,542 | 2,203,088 | (51,701,620) | (1,049,990) |
| Total comprehensive loss for the year | - | - | - | (48,761) | (48,761) |
| Share based portion of compensation | 154,214 | 21,562 | - | - | 21,562 |
| Share based compensation expense | - | - | 77,000 | - | 77,000 |
| Balance, March 31, 2021 | 76,648,514 | 48,470,104 | 2,280,088 | (51,750,381) | (1,000,189) |
| Total comprehensive loss for the year | - | - | - | (245,890) | (245,890) |
| Share based portion of compensation | 133,481 | 21,562 | - | - | 21,562 |
| Share based compensation expense | - | - | 77,000 | - | 77,000 |
| Private Placement - August 18, 2021 | 2,068,967 | 256,098 | 43,902 | - | 300,000 |
| Balance, September 30, 2021 | 78,850,962 | \$ 48,747,764 | \$ 2,400,990 | \$ (51,996,271) | \$ (847,517) |
| Total comprehensive loss for the year | - | - | - | (200,889) | (200,889) |
| Share based portion of compensation | 176,094 | 21,562 | - | - | 21,562 |
| Share based compensation expense | - | - | 80,000 | - | 80,000 |
| Balance, March 31, 2022 | 79,027,056 | 48,769,326 | 2,480,990 | (52,197,160) | (946,844) |

The accompanying notes are an integral part of these consolidated financial statements.

OCEANIC WIND ENERGY INC.**Unaudited Condensed Consolidated Interim Statement of Cash Flows****For the six months ended March 31, 2022 and 2021**

(Unaudited - Prepared by Management without Auditor's Review)

| | 6 months ended March 31, | |
|---|---------------------------------|------------------|
| | 2022 | 2021 |
| Cash flows provided by (used in) | | |
| OPERATING ACTIVITIES | | |
| Loss for the year | \$ (200,889) | \$ (48,761) |
| Items not affecting cash | | |
| Share-based compensation (note 4) | 21,562 | 21,562 |
| Share based compensation expense (note 4) | 80,000 | 77,000 |
| Changes in non-cash working capital | | |
| Accounts receivables | (2,091) | 245 |
| Prepaid expenses and other | 94 | (48,151) |
| Accounts payable and accrued liabilities | (17,955) | (47,490) |
| Net cash used in operating activities | (119,279) | (45,595) |
| FINANCING ACTIVITIES | | |
| Proceeds of CEBA loan (note 5) | - | 20,000 |
| Repayment of short term loan (note 6) | - | 30,389 |
| Net cash from financing activities | - | 50,389 |
| Increase (decrease) in cash and cash equivalents | (119,279) | 4,794 |
| Cash and cash equivalents, beginning of year | 238,303 | 51,820 |
| Cash and cash equivalents, end of period | \$ 119,024 | \$ 56,614 |

The accompanying notes are an integral part of these consolidated financial statements.

OCEANIC WIND ENERGY INC.

Notes to the Unaudited Condensed Consolidated Interim Financial Statements

(Unaudited - Prepared by Management without Auditor's Review)

For the six months ended March 31, 2022 and 2021

1. Corporate Information

Oceanic Wind Energy Inc. ("Oceanic Wind" or the "Company"), previously NaiKun Wind Energy Group Inc, is incorporated under the Business Corporations Act (British Columbia) and is listed on the TSX Venture Exchange-NEX (TSXV-NEX : NKW.H). Pursuant to a resolution passed by shareholders at the Company's May 15, 2020 Annual General and Special Meeting, the Company changed its name effective May 28, 2020. The Company's registered office is at Suite 1000, 355 Burrard Street, Vancouver, BC, V6C 2G8. The Company's primary business is the development of renewable energy projects. The Company has been developing an offshore wind project on the north coast of British Columbia in Hecate Strait. As the Company has been in the development phase, it has not generated any revenue from the sale of wind energy.

At the Company's May 15, 2020 Annual General and Special Meeting, shareholders were asked to consider and approved the sale of the development rights to its wind project. At the meeting, 50% of shareholders were represented and 99% of voted shares were voted in favour of the sale of the development rights in its offshore wind project in Hecate Strait to Northland Power Inc. ("Northland"). The definitive agreements related to this sale were signed on March 27, 2020 (the "Agreement") and can be found on the Company's website and on Sedar at www.sedar.com under Oceanic Wind Energy Inc., filed April 20, 2020, under the category of Material Document(s). On September 1, 2020 the transaction with Northland was formally closed.

Pursuant to the terms of the Agreement, the Company sold 100% of its interest in its wholly owned subsidiary NaiKun Wind Development Inc. ("Devco") which held the certain intellectual information and property, permits, a deposit with Natural Resources Canada ("NRCan") with respect to certain asset retirement obligations, an asset retirement obligation associated with fully depreciated Metmast wind-monitoring equipment, and Canadian tax losses. Under the terms of the Agreement, the Company has the right to receive the following:

- upon the project reaching its financial close, as defined in the Agreement, a payment based on the size of the developed project (\$67,500 per installed megawatt ("MW") to a maximum of \$33,750,000) (the "Cash Consideration");
- upon the project becoming operational, future payments consisting of an annual cash distribution from the project after the operating costs and specified return on equity have been recovered by Northland (the "Cash Distribution"); and
- subject to financial close of the project, an option to purchase up to a 10% interest in Northland's interest in the project (the "Option").

Given that development decisions are outside the control of the Company and the payment of cash consideration, any future cash distributions, and the value of the option are entirely dependent on Northland reaching a financial close and successfully developing the wind project, no value has been accrued with respect to the contingent proceeds.

2. Basis of presentation

These condensed consolidated interim financial statements have been prepared in accordance with International Accounting Standards 34 (IAS34), Interim Financial Reporting. These condensed consolidated interim financial statements follow the same accounting policies and methods of application as our most recent annual financial statements. Accordingly, these statements should be read in conjunction with our annual IFRS financial statements for the year ended September 30, 2021. These statements follow the same accounting policies and methods of their application as the most recent annual financial statements.

The policies applied in these condensed consolidated interim financial statements are based on IFRS issued and effective as of May 25, 2022, the date the Board of Directors approved the financial statements.

The Company's ability to continue as a going concern is dependent on its ability to obtain additional financing or an investment by a strategic partner in order to meet its planned business objectives. The Company may need to raise funds through grants, strategic collaborations, public or private equity, debt financing, or other funding sources. On March 27, 2020 the Company signed the definitive agreements to sell the development rights to Northland. The Company was providing development services to Northland under a Development Services Agreement, earning fees for services of \$35,000 per month with this agreement terminating March 27, 2021. Additional funding will be required and may not be available on acceptable terms, or at all, and may be dilutive to shareholder interests. If the Company is unable to generate positive cash flows or obtain adequate financing, the Company would need to curtail operations. These factors may cast significant doubt on the Company's ability to continue as a going concern. If the going concern assumption is not appropriate for these financial statements, adjustments affecting the carrying values of assets, liabilities, reported net losses and balance sheet classifications may be required and such adjustments could be material.

OCEANIC WIND ENERGY INC.

Notes to the Unaudited Condensed Consolidated Interim Financial Statements

(Unaudited - Prepared by Management without Auditor's Review)

For the six months ended March 31, 2022 and 2021

3. Share Capital

a) Authorized Capital

Authorized: Unlimited common shares of no par value
20,000,000 first preferred shares of no par value (none of which have been issued)

b) Stock Options

The Company has a stock option plan ("Option Plan") that provides for the issuance of options to its directors, officers, employees, and consultants. Compensation costs attributable to share options granted to employees, directors or consultants are measured at fair value at the grant date, using the Black-Scholes formula, and expensed with a corresponding increase to contributed surplus over the vesting period.

The Option Plan allows the maximum number of common shares that may be reserved for issuance to be 10% of the total number of issued and outstanding common shares on the date the stock options are granted.

| | Options Outstanding and Exercisable | Expiry Date | Weighted Average Exercise Price |
|-----------------------------|---|----------------|---------------------------------------|
| Balance, September 30, 2020 | 1,089,474 | | \$ 0.097 |
| Issued - October 1, 2020 | 1,400,000 | 30-Sep-2030 | 0.145 |
| Balance, September 30, 2021 | 2,489,474 | | \$ 0.124 |
| Issued - October 25, 2021 | 1,500,000 | 24-Oct-2031 | 0.140 |
| Balance, December 31, 2021 | 3,989,474 | | \$ 0.130 |

On October 1, 2020 1,400,000 stock options were granted to directors and officers with an exercise price of \$0.145 per share, an expiry date of September 30, 2030, vesting 50% at issuance and 50% in 180 days.

On October 24, 2021 1,500,000 stock options were granted to directors and officers with an exercise price of \$0.14 per share, an expiry date of October 24, 2031, vesting 50% at issuance and 50% in 180 days.

As at March 31, 2022, the Company had the following outstanding stock options:

| Issue date | Options outstanding | Exercise price | Expiry date |
|------------------|---------------------|----------------|--------------------|
| December 5, 2017 | 689,474 | \$0.095 | November 1, 2027 |
| January 24, 2019 | 400,000 | \$0.10 | January 24, 2029 |
| October 1, 2020 | 1,400,000 | \$0.145 | September 30, 2030 |
| October 25, 2021 | 1,500,000 | \$0.140 | October 24, 2031 |

At March 31, 2022 3,239,474 of the outstanding stock options were fully exercisable.

During the year ended September 30, 2021, share based compensation expense associated with stock options was \$154,000 for options awarded October 1, 2020.

During the three months ended March 31, 2022, share based compensation expense associated with stock options was \$40,000 for options awarded October 25, 2021.

Compensation costs attributable to stock options granted to employees, directors and consultants are measured at fair value at the grant date, using the Black-Scholes valuation model, and are expensed with a corresponding increase to contributed surplus over the vesting period. The inputs used in the measurement of the fair values at grant date were as follows.

| | 2022 Directors/Officers 1,500,000 stock options | 2021 Directors/Officers 1,400,000 stock options |
|--|--|--|
| Fair value at grant date | \$0.108 | \$0.110 |
| Share price at grant date | \$0.140 | \$0.145 |
| Exercise price | \$0.140 | \$0.145 |
| Expected volatility (weighted-average) | 73% | 73% |
| Expected life in years | 10 | 10 |
| Risk-free interest rate | 1.47% | 0.59% |

OCEANIC WIND ENERGY INC.

Notes to the Unaudited Condensed Consolidated Interim Financial Statements

(Unaudited - Prepared by Management without Auditor's Review)

For the six months ended March 31, 2022 and 2021

c) Warrants

As of March 31, 2022 the Company has the following common share purchase warrants outstanding totalling 2,068,967 (2020 - nil):

| Issue date | Warrants outstanding | Exercise price | Expiry date |
|-----------------------------|----------------------|----------------|-----------------|
| Balance, September 30, 2020 | - | | |
| Issued August 18, 2021 | 2,068,967 | \$0.20 | August 18, 2022 |
| Balance, September 30, 2021 | 2,068,967 | | |

During the year ended September 30, 2021, the Company completed a private placement issuing 2,068,967 units at \$0.145 per unit, raising \$300,000. Each unit consisted of one common share in the capital of the Company and one warrant. Each warrant is exercisable at an exercise price of \$0.20 for a period of one year from the date of issuance. The private placement closed August 18, 2021. The proceeds of the private placement were allocated between share capital and contributed surplus based on the relative fair value of the components. The fair value of the warrants was determined using a Black-Scholes valuation model with significant assumptions being a 1 year life, an expected volatility of 69%, and a risk free rate of 0.45%.

4. Related Party Transactions

Key management compensation to the Chief Executive Officer ("CEO"), Chief Financial Officer, and the Board of Directors for the three months ended March 31, 2022 and 2021 are as follows:

| | 2022 | 2021 |
|--------------------------|----------|----------|
| Wages and benefits | \$37,229 | \$39,326 |
| Share-based compensation | 50,781 | 49,281 |
| | \$88,010 | \$88,607 |

During the three months ended March 31, 2022 the Company issued 89,844 common shares (2021 - 79,860 common shares) with a fair value of \$10,781 (2021 - \$10,781) to directors as their full annual compensation. On October 25, 2021, 1,500,000 stock options, with a fair value of \$160,000, were issued to officers and directors and \$40,000 was recorded in compensation expense for the three months ended March 31, 2022 (2021 - 38,500).

As at March 31, 2022 \$10,781 (2021 - \$10,781) in directors remuneration was accrued in accounts payable and accrued liabilities.

As at March 31, 2022 \$1,000,000 (2021 - \$1,000,000) was payable to the Company's CEO and included in current liabilities (note 8).

5. CEBA Loans

To provide near term funding, the Company borrowed \$40,000 in April 2020 and \$20,000 in December 2020 under the federal government Covid-19 relief program Canadian Emergency Business Assistance ("CEBA"). These funds are interest free until December 31, 2022 and if the loans are repaid by December 31, 2022, \$20,000 of the loans is forgiven. After December 31, 2022 the loans bear interest at 5% per annum and all principal and interest amounts must be paid no later than December 31, 2025. Once there is greater certainty as it relates to both the markets and the future progress of the project, the Company will look at raising sufficient funds to maintain its reduced level of activity into the future, including the repayment of the loans.

The Company classifies the \$20,000 potential forgiveness as a government grant and recognizes this amount in deferred government grants until such time as the December 31, 2022 payment threshold is met. At that time the Company recognizes the grant as other income. Furthermore, the below-market rate of interest is treated as a government grant. The present value of the difference in cashflows related to the difference between a market interest rate, which the Company estimated to be 8%, and the 0% rate is also recorded in deferred government grants.

6. Prepaid Expenses

Based on the sale of Devco to Northland, our insurance underwriters required the Company to purchase an additional run-off D&O policy to cover periods prior to September 1, 2020 (the closing date), in addition to the normal forward looking D&O policy. The total combined premiums were roughly \$50,000 higher than planned in our cash forecasting. To preserve near term cash, on October 17, 2020 the Company put in place a short term financing in the amount of \$59,203 with 10 monthly payments of \$6,278. As at March 31, 2022 the balance of the financing was nil (2021 - \$30,389). As of March 31, 2022, the prepaid D&O insurance balance on this run-off policy was \$24,595, which covers a period until August 2023, as such \$7,207 is recorded as a long-term prepaid balance.

OCEANIC WIND ENERGY INC.

Notes to the Unaudited Condensed Consolidated Interim Financial Statements

(Unaudited - Prepared by Management without Auditor's Review)

For the six months ended March 31, 2022 and 2021

7. Other income

The Company was providing development services to Northland under a Development Services Agreement and was earning fees for services of \$35,000 per month until the agreement terminated on March 27, 2021.

During the three months ended December 31, 2021, the Company sold certain portable assessment credits that originated with its predecessor company, Uniterre Resources Ltd. The proceeds were \$30,000 and are recorded as a gain on sale of assets of \$30,000 as no asset was recorded at September 30, 2021 due to the uncertainty of receipt of any further proceeds at such date. This was the final asset from Uniterre Resources Ltd.

8. Contingent Liabilities

To preserve cash the Company entered into agreements with several consultants to defer all or a portion of their retainer, fees, or compensation, the payment of which is triggered by a future Success Event. "Success Event" is defined as the point in time at which an agreement has been announced to undertake the first phase of the project, to develop the project(s) on some deferred timeframe, or to sell all or part of the Company assets. The agreement to proceed, to develop, or to sell assets may be undertaken by an arms-length third party acceptable to the board of Oceanic that may or may not be partially owned by Oceanic. In order for the deferred retainers and fees to become payable, the Success Event must provide Oceanic shareholders with a significant increase in share value and further, this event must provide Oceanic with sufficient liquidity to pay the outstanding amounts due. The accumulated amounts have not been accrued due to the uncertainty of the occurrence of a future Success Event. As at March 31, 2022, the remaining unpaid, unaccrued balance of these deferred retainer and fee amounts for consultants is \$672,375 (2020 - \$672,375).

The Company also entered into an agreement with its CEO to defer \$220,000 per annum of his compensation. As at March 31, 2022, the total accumulated accrued amount of this deferral, which commenced January 1, 2016 and continued until August 2020, is \$1,000,000 (2020 - \$1,000,000). In addition, a matching amount is contingently payable and triggered by a future Success Event. This contingent portion has not been accrued due to the uncertainty of the occurrence of a future Success Event.

9. Capital Management

The Company's capital management objectives are to safeguard its assets and maintain investor, creditor and market confidence in order to sustain ongoing development activities in the wind energy sector. The Company's capital management objectives have not changed from September 30, 2021. The Company includes all shareholders' deficiency balances as capital.

The Company currently has the debt obligation as disclosed in notes 5 and is not subject to externally imposed capital restrictions. To complete its planned business objectives, the Company intends to raise additional capital when necessary by issuing additional equity and/or borrowing funds.