NOTICE OF MEETING

and

MANAGEMENT INFORMATION CIRCULAR

in respect of the

ANNUAL GENERAL MEETING OF SHAREHOLDERS

to be held on Monday, August 9, 2021

Dated as of July 8, 2021

OEANIC WIND ENERGY INC.

Suite 1000, 355 Burrard Street
Vancouver, BC V6C 2G8
Tel: 604 631-4483

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (the "**Meeting**") of the holders of common shares (the "**Shareholders**") of Oceanic Wind Energy Inc. (the "**Corporation**") will be held on Monday, August 9, 2021 at Cordova Room, MNP Tower, 7th Floor, 1021 West Hastings Street, Vancouver, BC at 10:00 a.m. (Pacific Time) for the following purposes:

1. To receive the audited consolidated financial statements of the Corporation together with the auditor's report thereon for the fiscal year ended September 30, 2020.
2. To elect directors to hold office for the ensuing year.
3. To appoint KPMG LLP, Chartered Professional Accountants, as auditors for the Corporation and its subsidiaries for the ensuing year and to authorize the directors to fix the remuneration to be paid to the auditors of the Corporation for the ensuing year.
4. To consider, and if thought appropriate, to pass an ordinary resolution to confirm and re-approve the Corporation's "rolling 10%" stock option plan.

The Information Circular provides additional information relating to the matters to be dealt with at the Meeting and is deemed to form part of this notice.

The share transfer books of the Corporation will not be closed, but Friday, July 2, 2021 is the record date for the determination of Shareholders entitled to notice of and to vote at the Meeting and at any adjournment thereof, and only Shareholders of record at the close of business on that date are entitled to such notice and to vote at such meeting.

The audited consolidated financial statements for the twelve month period ended September 30, 2020 with the auditor's report thereon, and the management discussion & analysis have been mailed to Shareholders who have requested the documents. The Information Circular, form of proxy or voting information form and reply card accompany this Notice of Meeting.

A Shareholder entitled to vote and attend the Meeting is entitled to appoint a proxy to attend and vote in his or her stead. If you are unable to attend the Meeting in person, please complete, sign and date the enclosed Form of Proxy or Voting Information Form and return the same in the enclosed return envelope provided for that purpose within the time and to the location in accordance with the instructions set out in the Form of Proxy or Voting Information Form and Information Circular accompanying this notice.

In light of ongoing concerns regarding the spread of COVID-19, Shareholders are encouraged to vote on the matters prior to the Meeting by completing the Form of Proxy. The Corporation may take additional precautionary measures in relation to the Meeting in response to further developments with the COVID-19 outbreak. In the event it is not possible or advisable to hold the Meeting in person, the Corporation will announce alternative arrangements for the Meeting by news release as promptly as practicable, which may include delaying the Meeting or holding the Meeting entirely by electronic means, telephone or other communication facilities. Please check the Corporation's profile on the System for Electronic Document Analysis and Retrieval at www.sedar.com for updated information prior to the Meeting. If you are a registered Shareholder or appointed proxyholder and are planning to attend the Meeting, please notify the Corporation in advance of the Meeting at either the email address or phone number provided below:

Email: wlang@oceanicwind.ca
Telephone: 604-631-4481

DATED at Vancouver, British Columbia, this 8th day of July, 2021.

By Order of the Board of Directors
OCEANIC WIND ENERGY INC.

(signed) "Michael O'Connor"

Michael O'Connor, President, Chief Executive Officer & Director

OCEANIC WIND ENERGY INC.
Suite 1000, 355 Burrard Street
Vancouver, BC V6C 2G8
Tel: 604.631.4483 / www.Oceanicwind.ca

MANAGEMENT INFORMATION CIRCULAR

(as at July 8, 2021 unless otherwise noted)

GENERAL INFORMATION

This management information circular (the "**Information Circular**") is furnished in connection with the solicitation of proxies by the management of **OCEANIC WIND ENERGY INC.** (the "**Corporation**"), for use at the annual general and special meeting (the "**Meeting**") of its holders of common shares (the "**Shareholders**") to be held at the time and place and for the purposes set forth in the accompanying Notice of Meeting (as defined below).

CAUTIONARY NOTICE REGARDING FORWARD-LOOKING STATEMENTS AND INFORMATION

This Information Circular, and the documents incorporated by reference herein, may contain "forward-looking information" and "forward-looking statements" within the meaning of applicable Canadian securities legislation. All information contained herein that is not historical in nature may constitute forward-looking information. Often, but not always, forward-looking statements can be identified by the use of words such as "expects", "estimates", "intends", "anticipates", or "believes", or variations of such words and phrases or states that certain actions, events or results "may", "would", "should", or "will" be taken, occur or be achieved.

Such forward-looking statements are based on management's current expectations and assumptions that, while considered reasonable by management, are inherently subject to business, market and economic risks, uncertainties, and contingencies which may cause the actual results, performance, or achievements of the Corporation to be materially different from any future results, performance, or achievements expressed or implied by the forward-looking statements. Such forward-looking statements are based on a number of assumptions which may prove to be incorrect. Risk factors can be found in the Corporation's management discussion and analysis filed under the Corporation's profile on the System for Electronic Document Analysis and Retrieval ("**SEDAR**") at www.sedar.com.

Should one or more of these risks or uncertainties materialize, or should assumptions underlying the forward-looking information prove incorrect, actual results, performance or achievement may vary materially from those expressed or implied by the forward-looking information contained in this Information Circular. These risk factors should be carefully considered and readers are cautioned not to place undue reliance on forward-looking information, which is current only as of the date of this Information Circular. All subsequent forward-looking information attributable to the Corporation herein is expressly qualified in its entirety by the cautionary statements contained herein. The Corporation does not undertake any obligation to release publicly any revisions to this forward-looking information to reflect events or circumstances that occur after the date of this Information Circular or to reflect the occurrence of unanticipated events, except as may be required under applicable securities laws.

SOLICITATION OF PROXIES

The solicitation of proxies will be primarily by mail. The cost of solicitation by management will be borne by the Corporation. The Corporation will reimburse brokerage firms and other persons representing non-objecting and objecting beneficial owners of shares for their expenses in forwarding solicitation material to such non-objecting and objecting beneficial owners. Proxies may also be solicited by certain of the Corporation's directors and officers, without additional compensation, personally, by telephone or electronically.

APPOINTMENT AND REVOCATION OF PROXIES

The individuals named in the accompanying form of proxy (the "**Form of Proxy**") are either directors or officers of the Corporation. **A registered shareholder of the Corporation (a "Shareholder") has the right to appoint a person, who need not be a Shareholder, to attend and act for the Shareholder and on the Shareholder's behalf at the Meeting other than either of the persons designated in the accompanying Form of Proxy, and may do so either by inserting the name of that other person in the blank space provided in the accompanying Form of Proxy or by completing another suitable form of proxy.**

Registered Shareholders are requested to date, sign and return the accompanying Form of Proxy for use at the Meeting if they are not able to attend the Meeting personally. To be effective, the Forms of Proxy must be received by the Corporation's registrar and transfer agent, Computershare Investor Services Inc. ("**Computershare**"), no later than 48 hours (excluding

Saturdays, Sundays and holidays) before the time of the Meeting (namely, by 10:00 a.m., Vancouver time, on Thursday, August 5, 2021) or any adjournment. Proxies delivered by regular mail should be addressed to Computershare at 100 University Avenue, 8th Floor, Toronto, Ontario, M5J 2Y1.

A Shareholder who has given a proxy may revoke it by an instrument in writing duly executed and delivered either to Computershare at 100 University Avenue, 8th Floor, Toronto, Ontario, M5J 2Y1, or to the registered office of the Corporation at Suite 1000, 355 Burrard Street, Vancouver, British Columbia, V6C 2G8, at any time up to and including the last business day that precedes the day of the Meeting or, if the Meeting is adjourned, that precedes any reconvening thereof, or to the chairman of the Meeting on the day of the Meeting or of any reconvening thereof, or in any other manner provided by law. A revocation of a proxy will not affect a matter on which a vote is taken before the revocation.

Furthermore, the articles of the Corporation expressly provide that the casting of a vote on the basis of a Form of Proxy will be valid notwithstanding the previous death or incompetence of the Shareholder, or the revocation of the Form of Proxy or of the authority under which it was executed, or the transfer of the shares in respect of which the vote is to be cast, provided that no notice in writing of the death, incompetence, revocation or transfer has been received at the place where Forms of Proxy are to be deposited, at any time up to and including the last business day preceding either the day of the Meeting or the day to which the Meeting may have been adjourned, or by the chairman of the Meeting, or adjourned Meeting, before the Form of Proxy is used.

NON-REGISTERED HOLDERS

Only registered Shareholders or duly appointed proxyholders are permitted to vote at the Meeting. Most Shareholders are "non-registered" Shareholders because the common shares in the capital of the Corporation (the "**Common Shares**") they own are not registered in their names but are instead registered in the name of the brokerage firm, bank or trust company through which they purchased the Common Shares. More particularly, a person is not a registered Shareholder in respect of Common Shares which are held on behalf of that person (the "**Non-Registered Holder**") but which are registered either: (a) in the name of an intermediary (an "**Intermediary**") that the Non-Registered Holder deals with in respect of the Common Shares (Intermediaries include, among others, banks, trust companies, securities dealers or brokers and trustees or administrators of self-administered RRSPs, RRIFs, RESPs and similar plans); or (b) in the name of a clearing agency (such as The Canadian Depository for Securities Limited) of which the Intermediary is a participant. In accordance with the requirements of National Instrument 54-101 *Communication with Beneficial Owners of Securities of a Reporting Issuer* ("**NI 54-101**"), the Corporation has distributed copies of the Notice of Annual General (the "**Notice of Meeting**"), Information Circular and the Form of Proxy (collectively, the "**Meeting Materials**") to the clearing agencies and Intermediaries for onward distribution to Non-Registered Holders. Intermediaries are required to forward the Meeting Materials to Non-Registered Holders unless a Non-Registered Holder has waived the right to receive them. Management of the Corporation will pay for Intermediaries to forward the meeting materials to objecting beneficial owners under NI 54-101. Intermediaries will often use service companies to forward the Meeting Materials to Non-Registered Holders. Generally, Non-Registered Holders who have not waived the right to receive Meeting Materials will either:

(a) be given a Form of Proxy **which has already been signed by the Intermediary** (typically by a facsimile, stamped signature), which is restricted as to the number of Common Shares beneficially owned by the Non-Registered Holder but which is otherwise not completed. As the Intermediary has already signed the Form of Proxy, this Form of Proxy is not required to be signed by the Non-Registered Holder when submitting the proxy. In this case, the Non-Registered Holder who wishes to submit a proxy should otherwise properly complete the Form of Proxy and **deliver it to Computershare** as provided above; or

(b) more typically, be given a voting instruction form **which is not signed by the Intermediary**, and which, when properly completed and signed by the Non-Registered Holder and **returned to the Intermediary or its service company**, will constitute voting instructions (often called a "proxy authorization form") which the Intermediary must follow. Typically, the proxy authorization form will consist of a one page preprinted form. Sometimes, instead of the one page pre-printed form, the proxy authorization form will consist of a regular printed proxy form accompanied by a page of instructions which contain a removable label containing a bar-code and other information. In order for the Form of Proxy to validly constitute a proxy authorization form, the Non-Registered Holder must remove the label from the instructions and affix it to the Form of Proxy, properly complete and sign the Form of Proxy and return it to the Intermediary or its service company in accordance with the instructions of the Intermediary or its service company.

In either case, the purpose of this procedure is to permit Non-Registered Holders to direct the voting of the Common Shares which they beneficially own. Should a Non-Registered Holder who receives one of the above forms wish to vote at the Meeting in person, the Non-Registered Holder should strike out the names of the management proxy nominees and insert the Non-Registered Holder's name in the blank space provided. **In either case, Non-Registered Holders should carefully**

follow the instructions of their Intermediary, including those regarding when and where the proxy or proxy authorization form is to be delivered.

EXERCISE OF DISCRETION

The persons whose names appear in the accompanying Form of Proxy will vote, or withhold from voting, the Common Shares for which they are appointed in accordance with the direction of the Shareholder appointing them.

IN THE ABSENCE OF ANY INSTRUCTIONS OR IF THE INSTRUCTIONS ARE NOT CLEAR, THE PERSONS WHOSE NAMES APPEAR IN THE ACCOMPANYING FORM OF PROXY WILL CAST THE SHAREHOLDER'S VOTE(S) IN FAVOUR OF THE PASSAGE OF THE RESOLUTIONS SET FORTH THEREIN AND IN THE NOTICE OF MEETING.

The accompanying Form of Proxy confers discretionary authority upon a proxyholder appointed thereby with respect to amendments to, or variations in, matters identified in the Notice of Meeting, and with respect to other matters which may properly come before the Meeting. As of the date of this Information Circular, the management of the Corporation knows of no such amendment or variation, or matters to come before the Meeting other than those referred to in the Notice of Meeting.

VOTING SHARES AND PRINCIPAL HOLDERS OF VOTING SECURITIES

The Corporation has an authorized capital comprised of unlimited Common Shares without par value and 20,000,000 First preferred shares ("**First Preferred Shares**") issuable in series. As of the Record Date (as defined below), the Corporation has 76,710,120 Common Shares issued and outstanding and no First Preferred Shares issued and outstanding. Each Common Share confers on the holder thereof the right to one vote at the Meeting, while each First Preferred Share does not confer on the holder thereof the right to a vote at the Meeting.

Only holders of Common Shares of record at the close of business on July 2, 2021 (the "**Record Date**") will receive the Notice of the Meeting and will be entitled to attend and vote, or be represented by proxy, thereat. The person duly appointed under a Form of Proxy, however, will only be entitled to vote the Common Shares represented thereby if such Form of Proxy (together with any instrument which may be required as set out in Note 5 to the Form of Proxy) is deposited at the address and within the time set out above under the heading "*Appointment and Revocation of Proxies*" or if deposited with the chairman of the Meeting prior to the commencement of the Meeting.

To the best of the knowledge of the directors and senior officers of the Corporation, as of Record Date, no person holds, directly or indirectly, or exercise control or direction, over more than 10% of the issued and outstanding Common Shares other than as listed below:

Name	Number of Common Shares Beneficially Owned	Percentage of Issued Share Capital
Joseph Houssian	15,725,214	20.5%

VOTES NECESSARY TO PASS RESOLUTIONS

Pursuant to the Corporation's articles, the quorum for the transaction of business at the Meeting consists of two (2) Shareholders present entitled to vote. A majority of the votes cast at the Meeting (in person or by proxy) is required in order to elect directors and to pass ordinary resolutions in respect of certain matters described in the accompanying Notice of Meeting.

CURRENCY

All references to currency herein are references to Canadian dollars.

PARTICULARS OF MATTERS TO BE ACTED UPON

1. Financial Statements

The Shareholders will receive the audited financial statements of the Corporation for the fiscal year ended September 30, 2020 together with the auditor's report thereon.

2. Appointment and Remuneration of Auditors

Shareholders will be asked to pass an ordinary resolution to re-appoint KPMG LLP, Chartered Professional Accountants ("**KPMG**"), as auditors for the Corporation, to hold office until the next annual meeting of the Shareholders with remuneration to be fixed by the Corporation's board of directors (the "**Board**"). Management recommends the appointment of KPMG as the Corporation's auditors, and the proxyholders named in the enclosed Form of Proxy intend to vote in favour of such appointment.

UNLESS OTHERWISE SPECIFIED, THE PERSONS NAMED IN THE PROXY INTEND TO VOTE IN FAVOUR OF THE APPOINTMENT OF KPMG AS AUDITORS OF THE CORPORATION UNTIL THE CLOSE OF THE NEXT ANNUAL MEETING OF SHAREHOLDERS AND FOR THE AUTHORIZATION OF THE DIRECTORS TO FIX THEIR REMUNERATION.

3. Election of Directors

The directors of the Corporation are elected at each annual meeting and hold office until the conclusion of the next annual meeting of the Corporation at which directors are elected, unless the director's office is earlier vacated in accordance with the articles of the Corporation or the provisions of the *Business Corporations Act* (British Columbia) (the "**BCBCA**").

Management does not contemplate that any of the nominees will be unable to serve as a director, but, if that situation should arise for any reason prior to the Meeting, the persons whose names appear in the accompanying Form of Proxy reserve the right to vote for another nominee, or nominees, in their discretion.

Pursuant to the articles of the Corporation, the Board has set the number of directors to be elected for the ensuing year at five (5). Management of the Corporation has nominated the five persons, as set out below, for election as directors of the Corporation.

The following table sets out the names and place of residence of management's nominees for election as directors, all offices in the Corporation each nominee now holds, the date of the initial appointment of each nominee as a director of the Corporation, the number of Common Shares beneficially owned by each nominee, directly or indirectly, or over which control or discretion is exercised by such nominee, as at the Record Date, and each nominee's principal occupation, business or employment.

Name, Province & Country of Residence and Office Held	Year of Appointment as Director	Number of Common Shares(1)	Principal Occupation or Employment and, if not a Previously Elected Director, Occupation during the Past 5 Years(1)
JOSEPH S. HOUSSIAN (2)(3) British Columbia, Canada Director	2007	15,725,214	Founder and Chairman of Intracorp Development, a real estate development company, from 1994 to present.
PHILIP G. HUGHES (2)(3)(4) Alberta, Canada Director and Chairman	2008	3,856,746	An independent businessman; Chairman of the Corporation since 2009; Chairman of Kineticor Resource Inc., an energy company, since 2014.
MICHAEL O'CONNOR(3)(4) British Columbia, Canada Director, President & CEO	2010	2,990,399	President and CEO of the Corporation since June 2010.
DAVID REHN (2)(3) Alberta, Canada Director	2008	858,613	Retired Businessman.
ARTHUR WILLMS (2)(3)(4) British Columbia, Canada Director	2015	1,241,596	Retired Businessman.

(1) *The information as to principal occupation, business or employment and Common Shares beneficially owned or controlled is not within the knowledge of management of the Corporation and has been furnished by the respective nominees.*

(2) *Member of the Audit Committee of the Corporation (the "**Audit Committee**").*

(3) *Member of the Governance & Human Resources Committee of the Corporation (the "**Governance & Human Resources Committee**").*

(4) *Member of the Development Committee of the Corporation (the "**Development Committee**").*

UNLESS OTHERWISE SPECIFIED, THE PERSONS NAMED IN THE PROXY INTEND TO VOTE IN FAVOUR OF THE ELECTION OF ALL FIVE NOMINEES.

Cease Trade Orders, Corporate and Personal Bankruptcies, Penalties and Sanctions

Other than as disclosed below, to the knowledge of the Corporation, no proposed director (including any personal holding company of a proposed director):

(a) is, as at the date of this Information Circular, or was within 10 years before the date of this Information Circular, a director, chief executive officer or chief financial officer of any company (including the Corporation), that:

(i) was subject to an order that was issued while the director or executive officer was acting in the capacity as director, chief executive officer or chief financial officer, or

(ii) was subject to an order that was issued after the director or executive officer ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer.

For the purposes of paragraph (a), above, "order" means: (i) a cease trade order; (ii) an order similar to a cease trade order; or (iii) an order that denied the relevant company access to any exemption under securities legislation, which was in effect for more than 30 consecutive days.

Mr. Hughes was a director of CellCube Energy Storage Systems Inc. ("**CellCube**"), a company listed on the Canadian Securities Exchange that was subject to a cease trade order ("**CTO**") issued on November 2, 2018 by the British Columbia Securities Commission ("**BCSC**") and the Ontario Securities Commission ("**OSC**") for failure to file its audited annual financial statements, management's discussion and analysis ("**MD&A**") and related officer certifications for the year ended June 30, 2018 (the "**Filing Documents**"), which were required to be filed on October 29, 2018. The Filing Documents were filed on December 7, 2018. Given the delay in filing the Filing Documents, CellCube was unable to file its unaudited interim financial statements, MD&A and officer certifications for the three months ended September 30, 2018 until December 10, 2018, when they were required to be filed on November 29, 2018. On December 11, 2018, the BCSC and the OSC issued a revocation order to revoke the CTO. Mr. Hughes resigned as a director of CellCube in February 2019.

To the knowledge of the Corporation, except as disclosed herein, no proposed director of the Corporation is, as at the date of this Information Circular, or has been within the 10 years before the date of this Information Circular, a director or executive officer of any company (including the Corporation) that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets.

To the knowledge of the Corporation, no proposed director of the Corporation has, within 10 years before the date of this Information Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the proposed director of the Corporation.

To the knowledge of the Corporation, no proposed director of the Corporation has been subject to (a) any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or (b) any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable shareholder in deciding whether to vote for a proposed director.

4. Approval of Stock Option Plan

The Corporation's current stock option plan which was initially adopted on October 7, 2016 (the "**New Stock Option Plan**"), and is a "rolling" plan as characterized by the TSX Venture Exchange (the "**Exchange**") policy pursuant to which the aggregate number of Common Shares reserved for issuance thereunder may not exceed, at the time of grant, in aggregate 10% of the Corporation's issued and outstanding Common Shares from time to time. Exchange policy requires that shareholder approval for "rolling" stock option plans must be obtained annually.

The New Stock Option Plan provides that the board of directors of the Corporation may from time to time, in its discretion, and in accordance with the requirements of the Exchange, grant to directors, officers, employees and consultants to the Corporation, non-transferable options to purchase Common Shares, provided that the number of the Common Shares reserved for issuance will not exceed 10% of the issued and outstanding Common Shares LESS the aggregate number of Common Shares then reserved for issuance pursuant to any other stock option plan, stock options, employee stock purchase plan or other compensation or incentive mechanism involving the issuance or potential issuance of Common Shares, including but not limited to a purchase of Common Shares from treasury which is financially assisted by the Corporation by way of loan, guarantee or otherwise (the "**Other Stock Option Plan**"). Such options issued under the New Stock Option Plan will be issued pursuant to option agreements ("**Option Agreements**") which shall provide for the expiration of such options on a date not later than ten (10) years after the issuance of such option. In connection with the foregoing, the number of the Common Shares reserved for issuance, under the New Stock Option Plan or any Other Stock Option Plan, to: (a) any one individual in any 12 month period will not exceed five percent (5%) of the issued and outstanding Common Shares; (b) any one consultants in any 12 month period will not exceed two percent (2%) of the issued and outstanding Common Shares; and (c) all employees conducting investor relation activities in any 12 month period will not exceed two percent (2%) of the issued and outstanding Common Shares. Options issued pursuant to the New Stock Option Plan shall have an exercise price determined by the directors of the Corporation, provided that the exercise price shall not be less than the price permitted by any stock exchange on which the Common Shares are then listed, or other regulatory bodies having jurisdiction.

Subject to the particular provisions of any Option Agreement, options granted under the New Stock Option Plan are non-transferable and expire at the earlier of ten (10) years from the date of grant or ninety (90) days from the date the optionee ceases to be an officer, director, employee or consultant of the Corporation. In the event of death of an optionee, options held by the estate of such optionee shall expire at the earlier of ten (10) years from the date of grant or six (6) months from the date of ceasing to be an officer, director, employee or consultant of the Corporation due to death. In the event of termination for cause, options held by the optionee shall terminate and cease to be exercisable upon such termination.

At the Meeting, Shareholders will be asked to consider, and if thought appropriate, confirm and re-approve the New Stock Option Plan.

The text of the ordinary resolution which management intends to place before the Meeting for the re-approval of the New Stock Option Plan is set forth below:

> "BE IT RESOLVED as an ordinary resolution of the shareholders of the Oceanic Wind Energy Inc. (the "**Corporation**") that:
>
> 1. the Corporation's "10% rolling" stock option plan (the "**New Stock Option Plan**") is hereby confirmed and re-approved;
>
> 2. the reservation under the New Stock Option Plan of up to a maximum of 10% of the common shares in the capital of the Corporation ("**Common Shares**") less the aggregate number of Common Shares then reserved for issuance pursuant to any other stock option plan, stock options, employee stock purchase plan or other compensation or incentive mechanism involving the issuance or potential issuance of Common Shares, including but not limited to a purchase of Common Shares from treasury which is financially assisted by the Corporation by way of loan, guarantee or otherwise, on a rolling basis, as at the time of granting of the stock option pursuant to the New Stock Option Plan be and the same is hereby authorized and approved; and
>
> 3. any one director or officer of the Corporation be and is hereby authorized and directed, for and on behalf of the Corporation, to execute and deliver all such documents, agreements and instruments, and to do all such other acts and things as such director or officer may determine to be necessary or advisable to give effect to the foregoing resolutions and the matters authorized thereby, such determination to be conclusively evidenced by the execution and delivery of such documents, agreements or instruments or the doing of any such act or thing."

Management of the Corporation believes the re-approval of the New Stock Option Plan as described above is in the best interests of the Corporation and recommends that Shareholders vote in favour of the ordinary resolution re-approving the New Stock Option Plan.

UNLESS OTHERWISE SPECIFIED, THE PERSONS NAMED IN THE PROXY INTEND TO VOTE IN FAVOUR OF THE ORDINARY RESOLUTION APPROVING THE NEW STOCK OPTION PLAN AND A RESERVATION AND ISSUANCE OF UP TO TEN PERCENT (10%) OF THE COMMON SHARES ISSUED AND OUTSTANDING AT THE TIME OF GRANT PURSUANT TO STOCK OPTIONS ISSUABLE UNDER THE NEW STOCK OPTION PLAN LESS THE AGGREGATE NUMBER OF COMMON SHARES THEN RESERVED FOR ISSUANCE PURSUANT TO ANY OTHER STOCK OPTION PLAN.

CORPORATE GOVERNANCE

National Instrument 58-101 *Disclosure of Corporate Governance Practices* ("**NI 58-101**"), adopted by the Canadian Securities Administrators, requires issuers to disclose their governance practices in accordance with that instrument.

The Corporation is a "venture issuer" within the meaning of NI 58-101. NP 58-201 *Corporate Governance Guidelines* provides guidance on corporate governance practices. In addition, the Corporation is subject to National Instrument 52-110 *Audit Committees* ("**NI 52-110**"), which has been adopted in various Canadian provinces and territories and which prescribes certain requirements in relation to audit committees. A full description of each of the corporate governance practices of the Corporation with respect to NI 58-101 is set out in Schedule "A" to this Information Circular.

AUDIT COMMITTEE AND RELATIONSHIP WITH AUDITORS

NI 52-110 requires the Corporation, as a venture issuer, to disclose annually in its Information Circular certain information concerning the constitution of its audit committee and its relationship with its independent auditors, which is set forth below.

The Audit Committee's Charter

The Audit Committee is governed by an audit committee charter (the "**Audit Committee Charter**"), the text of which is set out in Schedule "B" to this Information Circular.

Composition of the Audit Committee

The current Audit Committee is comprised of four directors, David Rehn (Chairman), Philip Hughes, Joseph S. Houssian, and Art Willms of which all members are considered independent, pursuant to the meaning of "independent" provided in NI 52-110. All four members are considered financially literate as provided for in NI 52-110.

Relevant Education and Experience

This section described the education and experience of the Audit Committee members that is relevant to the performance of their responsibilities in that role.

David Rehn

Mr. Rehn was Executive Vice President, Generation, Information Technology and Supply Chain with ENMAX Corporation ("**ENMAX**"), an electric services company, from 2007 to 2017, where he was responsible for the negotiation, construction, and operation of ENMAX's power generation facilities, management of wholesale energy and retail electric sales and the Information Technology infrastructure. Prior to joining ENMAX, Mr. Rehn held key positions with Constellation Energy Group Inc. and Rovsing Dynamics A/S. He also served with Duke Energy Corporation for 25 years in a variety of positions, including President and Chief Executive Officer of Duke Energy Power Services North America.

Philip G. Hughes

Mr. Hughes has served as President and Chief Executive Officer of five energy companies across Canada. Mr. Hughes was a senior executive with the Fortis Inc. group of companies and led the operations as President and CEO of several Fortis Inc. subsidiaries including FortisAlberta Inc., Newfoundland Power Inc., Maritime Electric Company and FortisBC. Mr. Hughes is also a past Officer of the World Energy Council, former Chair of the Canadian Electrical Association, and former Chair of the Energy Council of Canada. Mr. Hughes was awarded the Alberta Centennial Medal. He is a Chartered Accountant (Alberta, England and Wales) with 28 years of diverse experience in the Canadian energy business. He graduated from University of Lancaster, England in 1977 with a Bachelor of Arts Honours, Economics degree.

Joseph S. Houssian

Mr. Houssian has extensive experience in business development, growth, and operations. Mr. Houssian founded Intrawest Corporation ("**Intrawest**") and acted as the President and CEO from 1976 until 2006. Intrawest, a global developer and operator of luxury mountain, golf, and beach resorts. Intrawest's operations and ancillary businesses included Abercombie & Kent, which operates in 100 countries. When sold in 2006, Intrawest employed 25,000 people with annual revenues over $1.5 billion. Currently, Mr. Houssian is Chairman and founder of Intracorp Development, an urban real estate development company and Elemental Energy Inc., a renewable energy development and operating company. He has also served on the boards of Versacold Corporation and Lions Gate Entertainment Corp.

Art Willms

Mr. Willms spent 30 years in the energy business in Canada culminating as President and Chief Operating Officer of Westcoast Energy Inc. for ten years prior to his retirement. He has served as Chairman of the Canadian Gas Association, Pacific Gas Association and on numerous energy, mining and pharmaceutical boards. Currently serves on the board and Chair of the audit committee of Correvio Pharma Corp. He graduated from the University of Calgary with degrees in Education, Mathematics and a Masters Degree in Economics.

Audit Committee Oversight

At no time since the commencement of the Corporation's most recently completed financial year was a recommendation of the Audit Committee to nominate or compensate an external auditor not adopted by the Board.

Reliance on Certain Exemptions

At no time since the commencement of the Corporation's most recently completed financial year has the Corporation relied on the exemption in section 2.4 of NI 52-110 (*De Minimis Non-Audit Services*), subsection 6.1.1(4) (*Circumstance Affecting the Business or Operations of the Venture Issuer*), 6.1.1(5) (*Events Outside Control of Member*), 6.1.1(6) (*Death, Incapacity or Resignation*), or an exemption from NI 52-110, in whole or in part, granted under Part 8 of NI 52-110.

Pre-Approval Policies and Procedures

The Audit Committee has adopted specific policies and procedures for the engagement of non-audit services as described in the section "Auditors" of the Audit Committee Charter.

External Auditor Service Fees

The aggregate fees billed by the Corporation's auditors in each of the last two fiscal years for audit fees are as follows:

Financial Year End	Audit Fees(1)	Audit Related Fees	Tax Fees(2)	All Other Fees
September 30, 2020	$31,565	Nil	$18,565	Nil
September 30, 2019	$26,750	Nil	27,079	Nil

(1) *Fees related to professional services rendered by KPMG, the Corporation's auditors, in performing the audit of the Corporation's annual financial statements.*

(2) *Fees related to professional services rendered by KPMG, the Corporation's auditors, for preparation of the Corporation's tax returns and related tax advice.*

Exemption

The Corporation is relying on the exemption provided in section 6.1 of NI 52-110 which provides that the Corporation, as a venture issuer, is not required to comply with Part 5 *Reporting Obligations* of NI 52-110. Further, the Corporation is not relying on the exemption provided in section 6.1 of NI 52-110 which provides that the Corporation, as a venture issuer, is not required to comply with Part 3 *Composition of Audit Committee* of NI 52-110, as 100% of the members of the Audit Committee are independent as interpreted from the definition of "independent" in section 1.4 of NI 52-110.

STATEMENT OF EXECUTIVE COMPENSATION

Compensation Discussion and Analysis

This disclosure provides information regarding all significant elements of compensation paid or awarded to the Corporation's Chief Executive Officer ("**CEO**"), the Chief Financial Officer ("**CFO**") and the Corporation's three other most highly compensated officers for the fiscal year ended September 30, 2020 who earned more than $150,000, (collectively, the "**Named Executive Officers**" or "**NEOs**"), if applicable, and the Corporation's directors. Only the Corporation's CEO and CFO are considered NEOs for the fiscal years ended September 30, 2020.

Oversight

The Governance & Human Resources Committee is comprised of Philip Hughes (Chairman), Joseph Houssian, Michael O'Connor, David Rehn, and Arthur Willms (see "Compensation" section in Schedule "A" to this Information Circular), and oversees the executive compensation policies, evaluates management's performance and makes recommendations to the Board for approval. All such directors are independent except Michael O'Connor. The Board has ultimate responsibility to approve recommendations on compensation matters.

All five Governance & Human Resources Committee members have direct experience that is relevant to their responsibilities in executive compensation, as well as the skills and experience that enable them to make informed decisions on the suitability of the Corporation's executive compensation policies. Each Governance & Human Resources Committee member has experience acting as senior executives and/or directors of other publicly traded companies.

Executive and Employee Compensation Objectives and Principles

The Corporation's executive compensation policies are designed to support its long-term growth strategy and the following objectives:

- To attract, retain and motivate highly qualified and talented executives through the multiple stages of a major energy development project;
- To ensure that the total compensation to executives is competitive with that paid by comparable companies in a similar business; and
- To ensure that the interests of the executive officers are aligned with the interests of Shareholders.

Elements of Compensation

NEOs' compensation package is determined based on their experience and relevance to the Corporation's long-term objectives, the responsibilities of the position, the ability to influence business results, and individual performance.

The Corporation's executive compensation consists of base salary, short-term incentives and long-term incentives.

Base Salary

Base salaries are intended to attract and retain highly qualified executives by providing a reasonable amount of non-contingent remuneration.

Short-Term Incentives

At the present time, short-term incentives are in the form of annual bonuses based on individual performance. During the year ended September 30, 2020, the Corporation did not pay out any short-term incentives.

Long-Term Incentives

Long-term incentives include the New Stock Option Plan.

Consistent with the Old Stock Option Plan, the purpose of the New Stock Option Plan is to attract and retain directors, officers, employees and service providers of the Corporation and to motivate them to advance the interests of the Corporation by aligning their interests with those of the Shareholders of the Corporation by affording them with the opportunity to acquire an equity interest in the Corporation through options. The Corporation takes previous grants of options into account when considering new grants.

During the year ended September 30, 2020, the Corporation did not grant any options under the New Stock Option Plan pursuant to Option Agreements. Additional information on the terms of the New Stock Option Plan is available under the heading "*Approval of Stock Option Plan*" in this Information Circular.

As of the Record Date, there are currently 2,489,474 options outstanding, representing 3.2% of the issued and outstanding Common Shares, leaving a maximum of 5,181,538 options, representing 6.8% of the issued and outstanding Common Shares available for grant pursuant to the New Stock Option Plan.

Risks Associated with Executive Compensation

The Board, in recognition of limited resources, took action to reduce compensation to the directors effective as of October 1, 2015, and reduce compensation to the CEO and CFO effective as of the quarter commencing January 1, 2016. The reduction to the levels of compensation remain in effect through to the present.

Financial Instruments

The Corporation has not implemented any policies which restrict its executive officers and directors from purchasing financial instruments, including prepaid variable forward contracts, equity swaps, collars, or units of exchange funds, that are designed to hedge or offset a decrease in market value of equity securities granted as compensation or held, directly or indirectly, by the executive officer or director.

Summary of Executive Compensation

The following table (presented in accordance with National Instrument 51-102F6 *Statement of Executive Compensation*) sets forth all annual and long term compensation for services in all capacities to the Corporation for each of the Corporation's three most recently completed financial years for each of the individuals who were as of September 30, 2020, or at any time during that financial year, a NEO.

Summary Compensation Table - NEOs

Name and Principal Position	Fiscal Year End Sept 30	Salary ($)	Share Based Awards ($)	Option-Based Awards ($)(1)	Non-equity incentive plan compensation ($)		Pension Value ($)	All other compensation ($)	Total compensation ($)
					Annual incentive Plans ($)	Long-term Incentive Plans ($)			
MICHAEL O'CONNOR President & CEO	2020	348,000(2)	Nil	Nil	Nil	Nil	Nil	Nil	348,000
	2019	400,000(2)	Nil	12,900(3)	Nil	Nil	Nil	Nil	412,900
	2018	400,000(2)	Nil	14,227(3)	Nil	Nil	Nil	Nil	414,227
WILBUR LANG CFO & VP Finance	2020	83,600	Nil	Nil	Nil	Nil	Nil	Nil	83,600
	2019	83,600	Nil	10,320(4)	Nil	Nil	Nil	Nil	93,920
	2018	45,100	Nil	14,227(4)	Nil	Nil	Nil	Nil	59,327

(1) *Value was determined as per the Black-Scholes method.*

(2) *Of these amounts, $220,000(2018), $220,000(2019), and 175,000(2020) were payable to the Corporation's CEO and included in accounts payable and accrued liabilities for a total of $615,000 for these three years.*

(3) *On January 24, 2019, Mr. O'Connor was granted options to purchase a total of 250,000 Common Shares for a period of ten (10) years at an exercise price of $0.10, based on his performance during the year ended September 30, 2018. On November 1, 2017, Mr. O'Connor was granted options to purchase a total of 200,000 Common Shares for a period of ten (10) years at an exercise price of $0.095 per Common Share, based on his performance during the year ended September 30, 2017*

(4) *On January 24, 2019, Mr. Lang was granted options to purchase a total of 200,000 Common Shares for a period of ten (10) years at an exercise price of $0.10, based on his performance during the year ended September 30, 2018. On November 1, 2017, Mr. Lang was granted options to purchase a total of 200,000 Common Shares for a period of ten (10) years at an exercise price of $0.095 per Common Share, based on his performance during the year ended September 30, 2017.*

Incentive Plan Awards

The following table summarizes all option-based awards outstanding for each NEO at the end of the most recently completed financial year.

Incentive Plan Awards – Options and Non-Equity Incentive Plan Compensation

	Option-based Awards				Share-based Awards		
Name	Number of securities underlying unexercised options (#)	Option exercise price ($)	Option expiration date	Value of unexercised in-the-money options ($)	Number of shares or units of shares that have not vested	Market or payout value of share-based awards that have not vested ($)	Market or payout value of vested share-based awards not paid out or distributed ($)
Michael O'Connor President & CEO	200,000	0.095	November 1, 2027	Nil	Nil	Nil	Nil
Wilbur Lang CFO & VP Finance	200,000 200,000	0.10 0.095	January 24, 2029 November 1, 2027	Nil Nil	Nil Nil	Nil Nil	Nil Nil

Incentive Plan Awards – Value Vested or Earned During the Year

Name	Option-based awards – Value vested during the year ($)(1)	Share-based awards – Value vested during the year ($)(2)	Non-equity incentive plan compensation – Value earned during the year ($)
Michael O'Connor President & CEO	Nil	Nil	Nil
Wilbur Lang CFO & VP Finance	Nil	Nil	Nil

(1) *Value was determined as per the Black-Scholes method.*
(2) *The Corporation does not currently maintain any share-based incentive plans.*

Pension Plan Benefits

The Corporation does not have a pension plan.

Compensation of Directors

The Corporation may compensate its non-officer directors through a combination of payments of cash and Common Shares of the Corporation and options under the New Stock Option Plan.

Effective October 1, 2015, the Board resolved to reduce their compensation to only include options and share based compensation, and no cash, with annual retainer amounts in the table below. These revised compensation parameters have continued through the year ended September 30, 2020. The Corporation provides written notice to the Exchange on the details of these quarterly issuances.

	Compensation issued in Common Shares
Chair on the Corporation's Board	20,000 per annum
Director on the Corporation's Board	5,000 per annum
Director on the board of a subsidiary	Nil
Member of a Committee	1,875 per annum
Chairman of a Committee	3,125 per annum

Payments, warrants and options granted to non-officer directors for the year ended September 30, 2020 are summarized in the following tables:

Summary Compensation Table - Directors

Name	Years	Fees earned ($)	Share-based awards ($)[1]	Option-based awards ($)[2]	Non-equity incentive plan compensation ($)	Pension value ($)	All other compensation ($)	Total compensation ($)
Joseph S. Houssian	2020	Nil	6,875	Nil	Nil	Nil	Nil	6,875
Philip G. Hughes	2020	Nil	20,000	Nil	Nil	Nil	Nil	20,000
David Rehn	2020	Nil	8,125	Nil	Nil	Nil	Nil	8,125
Arthur Willms	2020	Nil	8,125	Nil	Nil	Nil	Nil	8,125

(1) *During the financial year ended September 30, 2020, Messrs. Houssian, Hughes, Rehn, and Willms continued to receive Common Shares in lieu of cash compensation, being 25% of their quarterly directors' fees, issued by the Corporation on October 15, 2019, January 16, 2020, April 15, 2020, and on July 15, 2020. The Exchange was notified of all quarterly issuances.*

(2) *Value was determined as per the Black-Scholes method.*

The following table summarizes all option-based awards outstanding for each director at the end of the most recently completed financial year.

Incentive Plan Awards – Options and Non-Equity Incentive Plan Compensation

	Option-based Awards				Share-based Awards		
Name	Number of securities underlying unexercised options (#)	Option exercise price ($)	Option expiration date	Value of unexercised in-the-money options ($)	Number of shares or units of shares that have not vested	Market or payout value of share-based awards that have not vested ($)	Market or payout value of vested share-based awards not paid out or distributed ($)
Joseph S. Houssian	200,000 39,474	$0.10 $0.095	January 24, 2029 November 1, 2027	Nil	Nil	Nil	Nil
Arthur Willms	250,000	$0.095	November 1, 2027	Nil	Nil	Nil	Nil

Incentive Plan Awards – Value Vested or Earned During the Year

Name	Option-based awards – Value vested during the year ($)[1]	Share-based awards – Value vested during the year ($)[2]	Non-equity incentive plan compensation – Value earned during the year ($)
Joseph S. Houssian	Nil	Nil	Nil
Philip G. Hughes	Nil	Nil	Nil
David Rehn	Nil	Nil	Nil
Arthur Willms	Nil	Nil	Nil

(1) *Value was determined as per the Black-Scholes method.*

(2) *The Corporation does not currently maintain any share-based incentive plan.*

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The following table sets forth details of all equity compensation plans of the Corporation as of September 30, 2020.

Table of Equity Compensation Plan Information as of September 30, 2020

	Number of Securities to be Issued upon Exercise of Outstanding Options, Warrants and Rights	**Weighted-Average Exercise Price of Outstanding Options, Warrants and Rights**	**Number of Securities Remaining Available for Future Issuance under Equity Compensation Plans (excluding securities reflected in column (a))**
Plan Category	(a)	(b)	(c)
Equity compensation plans approved by securityholders New Stock Option Plan	1,089,474	$0.097	6,559,956
Equity compensation plans not approved by securityholders	N/A	N/A	N/A
TOTAL	**1,089,474**	N/A	**6,559,956**

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

None of the directors, executive officers and employees or former directors, executive officers, and employees, as of the Record Date, are indebted to either the Corporation or any of its subsidiaries nor are any of these individuals indebted to another entity which indebtedness is the subject of a guarantee, support agreement, letter of credit or similar arrangement or understanding provided by the Corporation or any of its subsidiaries.

MANAGEMENT CONTRACTS

The management functions of the Corporation and its subsidiaries are not performed to any substantial degree by any person or company other than the directors and executive officers of the Corporation or its subsidiaries.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

To the knowledge of management of the Corporation, except as described herein, no director or executive officer of the Corporation, no person who beneficially owns, directly or indirectly, Common Shares carrying 10% or more of the voting rights attached to all outstanding Common Shares of the Corporation (each of the foregoing being an "**Informed Person**"), no director or executive officer of an entity that is itself an Informed Person or a subsidiary of the Corporation, no proposed nominee for election as a director of the Corporation and no associate or affiliate of any of the foregoing has any material interest, direct or indirect, in any transaction since the beginning of the Corporation's last completed financial year or in any proposed transaction which, in either case, has materially affected or would materially affect the Corporation or any of its subsidiaries.

INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON

To the knowledge of management of the Corporation, other than as described herein, no director or executive officer of the Corporation at any time since the beginning of the last completed financial year of the Corporation, no proposed nominee for election as a director of the Corporation and no associate or affiliate of any of the foregoing has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted upon at the Meeting.

OTHER MATTERS

The management of the Corporation is not aware of any other matter to come before the Meeting other than as set forth in the Notice of the Meeting. If any other matter properly comes before the meeting, it is the intention of the persons named in the enclosed Form of Proxy to vote the Common Shares represented thereby in accordance with their best judgment on such matters.

ADDITIONAL INFORMATION

Additional information relating to the Corporation can be found on SEDAR. Financial information regarding the Corporation is provided in the Corporation's consolidated financial statements for the financial year ended September 30, 2020, and the auditors' report thereon, together with the corresponding management discussion and analysis. Copies of the consolidated financial statements and corresponding management's discussion and analysis, as well as additional copies of this Information Circular, may be obtained upon request from the Corporation at Suite 1000, 355 Burrard Street, Vancouver, British Columbia, V6C 2G8.

APPROVAL OF DIRECTORS

The contents and the sending of the accompanying Notice of Meeting and this Information Circular to Shareholders have been approved by the Board.

DATED at Vancouver, British Columbia, July 8, 2021.

By order of the board of directors of,

OCEANIC WIND ENERGY INC.

(signed) "Michael O'Connor"

Michael O'Connor President, Chief Executive Officer & Director

SCHEDULE "A"

OCEANIC WIND ENERGY INC.
CORPORATE GOVERNANCE DISCLOSURE

Corporate governance relates to the activities of the board of directors (the "**Board**") of Oceanic Wind Energy Inc. (the "**Corporation**"), the members of which are elected by and are accountable to the shareholders and takes into account the role of the individual members of management who are appointed by the Board and who are charged with the day-to-day management of the Corporation. National Policy 58-201 *Corporate Governance Guidelines* ("**NP 58-201**") establishes corporate governance guidelines which apply to all public companies. These guidelines are not intended to be prescriptive but to be used by issuers in developing their own corporate governance practices. The Board is committed to sound corporate governance practices, which are both in the interest of the Corporation's shareholders and contribute to effective and efficient decision making.

Pursuant to National Instrument 58-101 *Disclosure of Corporate Governance Practices* ("**NI 58-101**"), the Corporation is required to disclose its corporate governance practices, as summarized below. The Board will continue to monitor such practices on an ongoing basis and, when necessary, implement such additional practices as it deems appropriate.

ITEM 1. BOARD OF DIRECTORS

The Board is to be comprised of five directors, four of the directors are independent and one is not independent, within the meaning set out in NI 58-101. The Board considers that Joseph S. Houssian, Philip G. Hughes, David Rehn, and Arthur Willms are independent directors. Michael O'Connor is not an independent director.

The Board considers that Michael O'Connor is not an independent director because of his position as President and Chief Executive Officer ("**CEO**") the Corporation.

The Board facilitates its exercise of independent supervision over the Corporation's management through frequent meetings of the Board.

The Board is responsible for determining whether or not each director is an independent director. To do this, the Board analyzes all the relationships of the directors with the Corporation and its subsidiaries. Those directors who do not meet the meaning of independence as provided in NI 58-101 were deemed to not be independent directors.

The following director of the Corporation is currently a director of the following other reporting issuer:

Name of Director	Name of Reporting Issuer
Arthur Willms	Correvio Pharma Corp. (NASDAQ: CORV)

Other than their attendance at Audit Committee and Governance & Human Resources Committee meetings, the independent directors do not at this time hold separate regular meetings at which management is not in attendance. Within each Board meeting an *"In Camera"* session is on the agenda and held if required. The Board facilitates open and candid discussion among its independent directors by encouraging such members to have discussions with the Board members who are not independent directors.

The Board has established provisions for leadership for its independent directors with the appointment of Philip G. Hughes as independent chairman of the Board.

The Corporation holds Board meetings quarterly and will include additional board meetings on an "as needed" basis.

Set out below are the dates of the Board meetings held from February 1, 2020 to May 31, 2021 and a list of directors who were not in attendance at a specific meeting with a ratio of the number of directors in attendance to total number of directors.

Meeting Date	Members not in Attendance	Ratio of Members in Attendance to Total Number of Members
March 27, 2020	N/A	5/5
April 16, 2020	N/A	5/5
May 15, 2020	N/A	5/5
June 3, 2020	N/A	5/5
August 24, 2020	N/A	5/5
September 25, 2020	N/A	5/5
November 6, 2020	N/A	5/5
January 25, 2021	N/A	5/5
May 21, 2021	N/A	5/5

Audit committee meetings are held on a regular basis. Set out below is the attendance of Board members at Board meetings and Board committee meetings held from February 1, 2020 to May 31, 2021 with a ratio of the number of meetings attended to the total number of meetings held.

Board Member	Ratio of Board Meetings Attended to Total Number of Meetings Held	Ratio of Audit Committee Meetings Attended to Total Number of Meetings Held[(1)]	Ratio of Governance & Human Resources Committee Meetings Attended to Total Number of Meetings Held
Joseph Houssian	9/9	2/2	
Philip G. Hughes	9/9	2/2	
David Rehn	9/9	2/2	
Michael O'Connor	9/9	-	
Arthur Willms	9/9	2/2	

(1) "-" means a Board member is not a committee member.

ITEM 2. BOARD MANDATE

The mandate of the Board is to assume responsibility for the stewardship of the Corporation by monitoring the financial performance of the Corporation and overseeing and supervising the conduct and management of the business and affairs of the Corporation. The Board acts in accordance with the *Business Corporations Act* (British Columbia) and other applicable laws, the articles of incorporation of the Corporation, the Audit Committee Charter and corporate policies, including the Corporation's policy on Employee Code of Business Conduct and Ethics. The Board approves all material decisions that affect the Corporation and its subsidiaries before they are implemented. The Board is responsible for choosing the CEO of the Corporation and for appointing senior officers of the Corporation and for monitoring the performance of the CEO.

ITEM 3. POSITION DESCRIPTIONS

The Board has not developed written position descriptions for the chairman of the Board or the chairman of Board committees.

The primary role of the chairman of the Board and the chairman of each Board committee is managing the affairs of the Board or such committee, as applicable, including ensuring the Board or such committee is organized properly, functions effectively and meets its obligations and responsibilities. Each chairman conducts the affairs of the committee in accordance with the charters of such committee.

The Board and CEO have not developed a written position description for the CEO. The roles and responsibilities of the CEO are:

- developing the Corporation’s long and short-term strategies and their implementation in all key areas of the Corporation’s activities;
- carrying out a comprehensive budgeting and operational planning process and monitoring the Corporation’s financial performance against the budget; and
- identifying opportunities and risks affecting the Corporation’s business and finding ways of dealing with them.

ITEM 4. ORIENTATION AND CONTINUING EDUCATION

Currently, the Board does not have a formal orientation or education program for its members.

When new directors are appointed they receive relevant corporate and business information about the Corporation and are oriented on the Corporation’s properties, business, technology and industry. The Board is responsible for ensuring new nominees fully understand the time commitment required of them as a director. Directors are afforded the opportunity to receive detailed briefings from management.

Senior management makes regular presentations to the Board on core areas of the Corporation’s business. Directors are invited to tour the Corporation’s facilities.

ITEM 5. ETHICAL BUSINESS CONDUCT

On January 23, 2012, the Board adopted a policy, the Employee Code of Business Conduct and Ethics (the “**Code**”) to quantify and stipulate steps to encourage and promote a culture of ethical business conduct for officers and employees. Copies of the Code are available upon request from the Corporation. The Board accepts the responsibility of monitoring compliance with the Code.

The Board promotes ethical business conduct through the nomination of Board members it considers ethical, through avoiding and minimizing conflicts of interest and by having a majority of its Board members independent of corporate matters.

Activities which may give rise to conflicts of interest are prohibited unless specifically approved by the Board. Each director must disclose all actual or potential conflicts of interest to the Board and refrain from voting on all matters in which such director has a conflict of interest. In addition, if a conflict of interest arises, the director must excuse himself or herself from any discussion or decision on any matter in which the director is precluded from voting as a result of a conflict of interest.

The Corporation holds information sessions to promote compliance with laws, rules and regulations applicable to its business, including insider trading laws.

In addition to adopting the Code, the Board has adopted the Corporation’s disclosure policy that covers the accurate and timely communication of all important information and includes procedures for communicating with analysts by conference calls.

The Audit Committee has adopted a whistle blower policy in accordance with National Instrument 52-110 *Audit Committees* to establish procedures for the treatment of complaints received by the Corporation regarding accounting and auditing matters. The whistle blower policy allows employees of the Corporation to confidentially report any accounting and auditing concerns they have with respect to the Corporation.

ITEM 6. NOMINATION OF DIRECTORS

The duties of a nominating committee set out in NP 58-201 are performed by the Governance & Human Resources Committee pursuant to its charter.

New Board nominees must have a track record in general business management, special expertise in an area of strategic interest to the Corporation, the ability to devote the time required, show support for the Corporation’s mission and strategic objectives, and a willingness to serve. The Board reviews the composition and size of the Board once a year.

The responsibility for nominating new nominees to the Board remains with the full Board.

The Board is responsible for the ongoing assessment of the Board, committees and individual directors. The objective of this assessment is to maintain the structure and composition of the Board and committees in a way that provides, in the judgment of the Board, the best mix of competencies, skills and experience to provide the overall stewardship of the Corporation. The

Board identifies and recommends suitable director candidates. The Board defines the relationship, roles and authority of the Board and management.

ITEM 7. COMPENSATION

The Board has determined that the directors and officers should be compensated in a form and amount which is appropriate for comparative organizations, having regard for such matters as time commitment, responsibility and trends in director and executive compensation. The Governance & Human Resources Committee reviews and recommends to the Board directors' compensation once per year. For the fiscal year ended September 30, 2020, independent directors received their compensation in the form of share based compensation. Beginning in April 2010, upon receipt of regulatory approval, directors began receiving receive a portion of compensation in Common Shares. The Corporation will continue to pay their independent directors this proportionate non-cash compensation as the Corporation's Governance & Human Resource Committee affirmed this structure on January 23, 2012 and May 23, 2013, May 23, 2014, July 24, 2015, and January 13, 2016. The Exchange is notified of the quarterly issuance of shares. For more information regarding compensation paid to directors and executives during the financial year ended September 30, 2020, see the section titled "Statement of Executive Compensation - Compensation of Directors" in the attached Information Circular.

ITEM 8. BOARD COMMITTEES

Other than the Audit Committee, the Board has established the Governance & Human Resources Committee as well as the Development Committee. The Development Committee members consist of Arthur Willms (Chairman), Philip Hughes and Michael O'Connor. The Governance & Human Resources Committee members consist of Philip G. Hughes (Chairman), David Rehn, Joseph Houssian and Michael O'Connor.

ITEM 9. ASSESSMENTS

Currently, the Board takes responsibility for monitoring and assessing its effectiveness and the performance of individual directors, its committees, including reviewing the Board's decision-making processes and quality and adequacy of information provided by management.

SCHEDULE "B"

OCEANIC WIND ENERGY INC.
(the "Corporation")
AUDIT COMMITTEE CHARTER MANDATE

The primary function of the Corporation's audit committee (the "**Committee**") is to assist its board of directors ("**Board of Directors**") in fulfilling its financial oversight responsibilities by reviewing the financial reports and other financial information provided by the Corporation to regulatory authorities and Shareholders, the Corporation's systems of internal controls regarding finance and accounting and the Corporation's auditing, accounting and financial reporting processes. The Committee's primary duties and responsibilities are to:

1. Serve as an independent and objective party to monitor the Corporation's financial reporting and internal control system and to review the Corporation's financial statements;

2. Review and appraise the performance of the Corporation's external auditors ("**Auditors**"); and

3. Provide an open avenue of communication among the Auditors, financial and senior management and the Board of Directors.

Composition

The Committee shall be comprised of a minimum of three directors as determined by the Board of Directors, the majority of whom shall be free from any relationship that, in the opinion of the Board of Directors, would interfere with the exercise of his or her independent judgment as a member of the Committee. At least one member of the Committee shall have accounting or related financial management expertise. All members of the Committee that are not financially literate will work towards becoming financially literate to obtain a working familiarity with basic finance and accounting practices. For the purposes of the Audit Committee Charter, the definition of "financially literate" is the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can presumably be expected to be raised by the Corporation's financial statements.

The members of the Committee shall be elected by the Board of Directors at its first meeting following the annual Shareholders' meeting. Unless a chairman is elected by the full Board of Directors, the members of the Committee may designate a chairman by a majority vote of the Committee.

Meetings

The Committee shall meet a least twice annually, or more frequently as circumstances dictate. As part of its job to foster open communication, the Committee will meet at least annually with the Chief Financial Officer and the Auditors in separate sessions.

Responsibilities and Duties

To fulfill its responsibilities and duties, the Committee shall:

Documents/Reports Review

(a) Review and update the Charter annually.

(b) Review the Corporation's financial statements, management's discussion and analysis and any annual and interim earnings, press releases before the Corporation publicly discloses this information and any reports or other financial information (including quarterly financial statements), which are submitted to any governmental body, or to the public, including any certification, report, opinion, or review rendered by the Auditors.

Auditors

(a) Review annually, the performance of the Auditors who shall be ultimately accountable to the Board of Directors and the Committee as representatives of the Shareholders of the Corporation.

(b) Recommend to the Board of Directors the selection and, where applicable, the replacement of the Auditors nominated annually for Shareholder approval.

(c) Review with management and the Auditors the audit plan for the year-end financial statements and intended template for such statements.

(d) Review and pre-approve all audit and audit-related services and the fees and other compensation related thereto, and any non-audit services, provided by the Corporation's Auditors.

Provided the pre-approval of the non-audit services is presented to the Committee’s first scheduled meeting following such approval such authority may be delegated by the Committee to one or more independent members of the Committee.

Financial Reporting Processes

(a) In consultation with the Auditors, review with management the integrity of the Corporation's financial reporting process, both internal and external.

(b) Consider the Auditors’ judgments about the quality and appropriateness of the Corporation’s accounting principles as applied in its financial reporting.

(c) Consider and approve, if appropriate, changes to the Corporation’s auditing and accounting principles and practices as suggested by the Auditors and management.

(d) Following completion of the annual audit, review separately with management and the Auditors any significant difficulties encountered during the course of the audit, including any restrictions on the scope of work or access to required information.

(e) Review any significant disagreement among management and the Auditors in connection with the preparation of the financial statements.

(f) Review with the Auditors and management the extent to which changes and improvements in financial or accounting practices have been implemented.

(g) Review any complaints or concerns about any questionable accounting, internal accounting controls or auditing matters.

(h) Review the Corporation’s certification process for financial statement preparation.

(i) Establish a procedure and monitor reports and results pursuant to the Corporation’s Whistle Blower Policy for the confidential, anonymous submission by employees of the Corporation of concerns regarding questionable accounting or auditing matters.

Quorum

The number of members required to achieve quorum at a meeting of the Audit Committee members is two. Should the number of members of the Audit Committee be amended from four to any other number then a change to quorum will be considered and possibly amended at such time.

Other

Review any related-party transactions.

OCEANIC WIND ENERGY INC.

Audited Consolidated Financial Statements

For the years ended September 30, 2020 and 2019

MANAGEMENT'S REPORT

To the Shareholders of

Oceanic Wind Energy Inc. (the "Company")

The preparation and presentation of the Company's consolidated financial statements as at September 30, 2020 and 2019 is the responsibility of management. The financial statements have been prepared in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board and where appropriate include managements best estimates and judgments.

Management is responsible for installing and maintaining a system of internal controls to provide reasonable assurances that the Company's assets are safeguarded, transactions are authorized and financial information is reliable.

Independent auditors are appointed by the Company's shareholders to give an opinion on the financial statements based upon their scope of examination as outlined in their Auditor's Report.

The Board of Directors is responsible for ensuring management fulfills its responsibilities for financial reporting and internal control. The Board exercises this responsibility with the assistance of the Audit Committee. The Audit Committee meets with management and the independent auditors to satisfy itself that management's responsibilities are properly discharged, to review the consolidated financial statements and recommend that the financial statements be presented to the Board of Directors for approval.

Signed: "Wilbur J. Lang"

Wilbur J. Lang - Chief Financial Officer

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INDEPENDENT AUDITORS' REPORT

To the Shareholders of Oceanic Wind Energy Inc.

Opinion

We have audited the consolidated financial statements of Oceanic Wind Energy Inc. ("the Entity"), which comprise:

- the consolidated statements of financial position as at September 30, 2020 and September 30, 2019;
- the consolidated statements of loss and comprehensive loss, changes in shareholders' deficiency, and cash flows for the years then ended; and
- notes to the consolidated statements, including a summary of significant accounting policies

(Hereinafter referred to as the "financial statements").

In our opinion, the accompanying financial statements present fairly, in all material respects, the consolidated financial position of the Entity as at September 30, 2020 and September 30, 2019, and its consolidated financial performance and consolidated cash flows for the years then ended in accordance with International Financial Reporting Standards.

Basis for Opinion

We conducted our audit in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the "**Auditors' Responsibilities for the Audit of the Financial Statements**" section of our auditors' report.

We are independent of the Entity in accordance with the ethical requirements that are relevant to our audit of the financial statements in Canada and we have fulfilled our other ethical responsibilities in accordance with these requirements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Material Uncertainty Related to Going Concern

We draw attention to Note 2(a) in the financial statements, which describes that the Entity has negative working capital and a shareholders' deficiency at September 30, 2020 and has sustained a loss from operations and negative cash flow from operations for the year ended September 30, 2020.

As stated in Note 2(a) in the financial statements, these events or conditions, along with other matters as set forth in Note 2(a) in the financial statements, indicate that a material uncertainty exists that may cast significant doubt on the Entity's ability to continue as a going concern.

Our opinion is not modified in respect of this matter.

Other Information

Management is responsible for the other information. Other information comprises the information included in Management’s Discussion and Analysis filed with the relevant Canadian Securities Commissions.

Our opinion on the financial statements does not cover the other information and we do not and will not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit and remain alert for indications that the other information appears to be materially misstated.

We obtained the information included in Management’s Discussion and Analysis filed with the relevant Canadian Securities Commissions as at the date of this auditors’ report. If, based on the work we have performed on this other information, we conclude that there is a material misstatement of this other information, we are required to report that fact in the auditors’ report. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with International Financial Reporting Standards, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Entity’s ability to continue as a going concern, disclosing as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Entity or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Entity‘s financial reporting process.

Auditors' Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion.

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Canadian generally accepted auditing standards will always detect a material misstatement when it exists.

Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the financial statements.

As part of an audit in accordance with Canadian generally accepted auditing standards, we exercise professional judgment and maintain professional skepticism throughout the audit.

We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion.

  The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Entity's internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Entity's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Entity to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represents the underlying transactions and events in a manner that achieves fair presentation.

- Communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.
- Provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the group Entity to express an opinion on the financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

KPMG LLP

Chartered Professional Accountants

The engagement partner on the audit resulting in this auditors' report is Robert Ryan Owsnett, CPA, CA

Vancouver, Canada

January 25, 2021

OCEANIC WIND ENERGY INC.
Consolidated Statement of Financial Position

	September 30, 2020	September 30, 2019
Assets		
Current assets		
Cash and cash equivalents	$ 51,820	$ 232,937
Accounts receivable	36,995	7,605
Prepaid expenses and other current assets	7,283	8,898
	96,098	249,440
Non-current assets		
Deposit - Natural Resources Canada - Metmast	-	360,000
Total assets	$ 96,098	$ 609,440
Liabilities		
Current Liabilities		
Accounts payable and accrued liabilities	$ 106,088	$ 307,020
Short term loan (note 8)	-	300,000
Deferred compensation payable (note 7 and 11)	1,000,000	825,000
	1,106,088	1,432,020
Non-Current Liabilities		
CEBA loan (note 9)	25,074	-
Deferred government grants (note 9)	14,926	-
Asset retirement obligation	-	400,000
Total liabilities	1,146,088	1,832,020
Shareholders' Deficiency		
Share capital (note 5(a))	48,448,542	47,500,458
Contributed surplus	2,203,088	2,418,548
Deficit	(51,701,620)	(51,141,586)
Total shareholders' deficiency	(1,049,990)	(1,222,580)
Total liabilities & shareholders' deficiency	$ 96,098	$ 609,440

Nature of operations and going concern (notes 1 and 2(a))
Commitments (note 10)
Contingent liabilities (note 11)
Subsequent events (notes 15)

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

Approved by the Board of Directors and authorized for issue on January 25, 2021.

Director: "Dave Rehn" Director: "Michael O'Connor"

OCEANIC WIND ENERGY INC.

Consolidated Statement of Loss and Comprehensive Loss
For the years ended September 30, 2020 and 2019

		September 30, 2020		September 30, 2019
Expenses				
Compensation (note 7)	$	482,355	$	604,034
Consultant (note 10)		12,500		103,800
Interest and borrowing costs (note 8)		7,419		40,281
Office and administration		134,196		130,552
Public and community relations		34,190		200,497
Professional fees		159,434		174,372
Travel		10,014		48,414
Loss before the following:		(840,108)		(1,301,950)
Other Income				
Management fee income (note 10)		210,000		-
Other income (note 10 and 14)		70,000		50,000
Investment income		74		1,953
Fair value loss on financial instruments		-		(5,313)
		280,074		46,640
Loss and comprehensive loss for the period	$	(560,034)	$	(1,255,310)
Loss per share, basic and diluted	$	(0.01)	$	(0.02)
Weighted average number of shares outstanding		74,017,323		66,060,799

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

OCEANIC WIND ENERGY INC.
Consolidated Statement of Changes in Shareholders' Deficiency
For the years ended September 30, 2020 and 2019

	Number of Common Shares (Notes 5)	Share Capital (Notes 5)	Contributed Surplus	Deficit	Total Shareholders' Deficiency
Balance, September 30, 2018	64,919,469	$ 46,933,789	$ 2,447,761	$ (49,886,276)	$ (504,726)
Total comprehensive loss for the year	-	-	-	(1,255,310)	(1,255,310)
Share based portion of compensation	607,628	43,125	-	-	43,125
Share based compensation expense	-	-	64,500	-	64,500
Share based consulting expense	-	-	16,300	-	16,300
Share based borrowing expense	-	-	23,700	-	23,700
Warrants exercised	3,726,386	523,544	(133,713)	-	389,831
Balance, September 30, 2019	69,253,483	47,500,458	2,418,548	(51,141,586)	(1,222,580)
Total comprehensive loss for the year	-	-	-	(560,034)	(560,034)
Share based portion of compensation (note 7)	380,291	43,124	-	-	43,124
Options exercised	3,860,526	581,260	(191,760)	-	389,500
Warrants exercised	3,000,000	323,700	(23,700)	-	300,000
Balance, September 30, 2020	76,494,300	$ 48,448,542	$ 2,203,088	$ (51,701,620)	$ (1,049,990)

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

OCEANIC WIND ENERGY INC.
Consolidated Statement of Cash Flows
For the years ended September 30, 2020 and 2019

		September 30, 2020		September 30, 2019
Cash flows provided by (used in)				
OPERATING ACTIVITIES				
Loss for the period	$	(560,034)	$	(1,255,310)
Items not affecting cash				
Share-based compensation (note 5(b) and 7)		43,124		107,625
Gain on sale of assets		(70,000)		-
Share-based borrowing costs (note 8)		-		23,700
Share-based consulting costs (note 5(b))		-		16,300
Fair value loss on financial instruments		-		5,313
Changes in non-cash working capital				
Accounts receivables		(29,390)		(2,852)
Prepaid expenses and other		1,615		-
Accounts payable and accrued liabilities		(200,932)		225,598
Deferred compensation payable		175,000		220,000
Net cash used in operating activities		(640,617)		(659,626)
FINANCING ACTIVITIES				
Proceeds from exercise of options		389,500		-
Proceeds from exercise of warrants		300,000		389,831
Proceeds from sale of financial instruments		30,000		111,687
Proceeds of CEBA loan		40,000		-
Proceeds / (repayment) from short term loan		(300,000)		300,000
Net cash from financing activities		459,500		801,518
Increase (decrease) in cash and cash equivalents		(181,117)		141,892
Cash and cash equivalents, beginning of year		232,937		91,045
Cash and cash equivalents, end of period	$	51,820	$	232,937

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

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 (TSXV - NKW). Pursuant to a resolution passed by shareholders at the Company's May 15, 2020 Annual General and Special Meeting, the Company has changed its name. Effective May 28, 2020, the Company changed its name to Oceanic Wind Energy Inc. 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 approve 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 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 at September 30, 2020.

The disposal of Devco resulted in the derecognition of the previously recorded NRCan deposit of $360,000 and the associated asset retirement obligation of $400,000, resulting in the recognition of a gain of $40,000 on the closing of the transaction, which is included in other income in the statement of loss.

2. Basis of presentation and going concern

(a) Going concern

These consolidated financial statements have been prepared on the basis that the Company will continue as a going concern, which assumes that the Company will be able to realize, in the foreseeable future, its assets and discharge its liabilities in the normal course of business as they come due. The Company has recurring operating losses, negative cash flow from operations, working capital deficiency of $1,009,990, and a shareholders' deficiency of $1,049,990 which includes an accumulated deficit of $51,701,620 (2019 - $51,141,586). The Company also expects to incur losses in future years until Northland receives authority to proceed and progresses the wind project to financial close.

The Company's ability to continue as a going concern is dependent on its ability to obtain additional financing in order to meet its planned business objectives. The Company will need to raise additional funds through grants, strategic collaborations, public or private equity, debt financing, or other funding sources. In March 2020 the COVID-19 outbreak was declared a pandemic by the World Health Organization. The situation is dynamic and the ultimate duration and magnitude of the impact on the economy, capital markets and our business are not known at this time. The impact on capital markets could adversely impact the ability to raise capital. On September 1, 2020 the Company closed on the transaction with Northland to sell the development rights of the project in return for three potential future cashflows. 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 statement of financial position classifications may be required and such adjustments could be material.

(b) Statement of compliance

These consolidated financial statement have been prepared in accordance with International Financial Reporting Standards ("IFRS") and were authorized for issue by the Board of Directors on January 25, 2021.

(c) Use of estimates and judgments

The preparation of the consolidated financial statements in conformity with IFRS requires management to make judgements, estimates, and assumptions that affect the application of accounting policies, the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of expenses during the reporting periods. Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which estimates are revised and in any future period affected.

Areas requiring the use of management estimates relate to the amount of the determination of share compensation expense associated with stock options and warrants, and the Company's ability to utilize tax losses. A discussion of these estimates is provided in the relevant accounting policy notes and in notes 5 and 6. Significant judgment is applied in the determination of the Company's ability to continue as a going concern as discussed in note 2(a). Management assesses its ability to continue as a going concern taking into account its forecast cash requirements, its budgeted non-discretionary expenditures, its available cash and cash equivalents, and expected sources of financing.

3. Significant accounting policies

The accounting policies set out below have been applied consistently to all periods presented in these consolidated financial statements and have been applied consistently by Oceanic Wind and its subsidiaries.

a) Principles of consolidation

These consolidated financial statements include the accounts of the Company and its wholly owned subsidiaries: NaiKun Wind Development Inc.("Devco"); NaiKun Wind Operating Inc.("Opco"); and NaiKun Wind Generating Inc.("Genco"). During the fiscal year ended September 30, 2020 Devco was sold to Northland and both Opco and Genco were wound up into the Company. Control exists when the Company has the power, directly or indirectly, to govern the financial and operating policies of an entity so as to obtain benefits from its activities. The financial statements of subsidiaries are included in the consolidated financial statements from the date that control commences until the date that control ceases. All inter-company transactions and balances have been eliminated upon consolidation.

b) Foreign currency translation

The presentation and functional currency of the Company and its subsidiaries is the Canadian dollar. Transactions in currencies other than the functional currency are recorded at the rates of exchange prevailing on dates of transactions. Foreign exchange gains and losses resulting from the settlements of such transactions are recognized in the income statement. At each financial reporting date, monetary assets and liabilities that are denominated in foreign currencies are translated at the rates prevailing at the date of the statement of financial position. Non-monetary assets and liabilities are translated using the historical rate on the date that the fair value was determined.

c) Cash and cash equivalents

Cash and cash equivalents include short term investments that are readily convertible into cash with original maturities of three months or less.

d) Property, plant, and equipment

Property, plant, and equipment are stated at cost less accumulated depreciation and accumulated impairment losses, if any. Cost comprises the fair value of consideration given to acquire or construct an asset and includes the direct charges associated with bringing the asset to the location and condition necessary for putting it into use, along with borrowing costs and the future cost of dismantling and removing the asset. Such cost includes the cost of replacing part of the plant and equipment, significant overhauls, and borrowing costs for long-term construction projects if the recognition criteria are met. The cost of replacing a part of an item of property, plant, and equipment is recognized in the carrying amount of the item if it is probable that the future economic benefits embodied within the part will flow to the Company. All other repair and maintenance costs are recognized in the statement of comprehensive loss as incurred.

Residual values, useful lives and methods of depreciation are reviewed at each period year end and adjusted prospectively, if appropriate. When parts of an item of property, plant, and equipment have different useful lives, they are accounted for as separate major components.

The estimated useful lives and depreciation methods for the current and comparative periods are as follows:

Wind measuring equipment	5 years straight line
Office equipment	3 - 5 years straight line

All items of property, plant and equipment have been fully amortized or written-off in prior years.

e) Asset retirement obligations

The Company recognizes its legal and constructive obligations associated with the future costs of removal and abandonment of its long-lived assets in the period in which the obligation is incurred. The fair value of the asset retirement obligation ("ARO") is recorded as a liability in the period when those future costs can be reasonably estimated and the carrying value of the related long-lived asset is increased by the corresponding amount. The capitalized amount is amortized on the same basis as the related asset. The liability is adjusted for accretion of the discounted obligation and any changes in the amount or timing of the underlying future cash flows. Any difference between the actual costs incurred upon settlement of the ARO and the recorded liability is recognized as a gain or loss in that period. Changes in estimates of the liability are reflected as a change in the related asset unless the asset has been reduced to zero, in which case, any excess amount would be included in the statement of comprehensive loss. Significant judgments and estimates are involved in forming expectations of the amount and timing of these obligations.

f) Impairment of non-financial assets

Non-financial assets are evaluated at least annually by management for indicators that carrying value is impaired and may not be recoverable. When indicators of impairment are present, the recoverable amount of an asset is evaluated at the level of a cash generating unit ("CGU"), the smallest identifiable group of assets that generates cash inflows that are largely independent of the cash inflows from other assets or group of assets, where the recoverable amount of the CGU is the greater of the CGU's fair value less costs to sell and its value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments to the time value of money and the risks specific to the asset, for which the estimated of future cash flows have not been adjusted.

If the recoverable amount of an asset or CGU is estimated to be less than its carrying amount, the carrying amount of the asset or CGU is reduced to its recoverable amount. An impairment loss is recognized immediately in the statement of comprehensive loss.

Where an impairment loss subsequently reverses for assets with a finite useful life, the carrying amount of the asset or CGU is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset or CGU in prior years. A reversal of an impairment loss is recognized immediately in the statement of comprehensive loss.

g) Income taxes

Tax expense comprises current and deferred tax. Tax expense is recognized in income except to the extent it relates to items recognized in other comprehensive income or directly in equity.

Current tax expense is based on the results for the period as adjusted for items that are not taxable or not deductible. Current tax is calculated using tax rates and laws that were enacted or substantively enacted at the end of the reporting period.

Deferred tax is recognized, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the statement of financial position. Deferred tax is calculated using tax rates and laws that have been enacted or substantively enacted at the end of the reporting period, and which are expected to apply when the related deferred tax asset is realized or the deferred tax liability is settled.

Deferred tax liabilities are generally recognized for all taxable temporary differences. However, deferred tax liabilities are not recognized for taxable temporary differences arising on investments in subsidiaries where the reversal of the temporary difference can be controlled and it is probable that the difference will not reverse in the foreseeable future, or on temporary differences that arise from goodwill which is not deductible for tax purposes.

Deferred tax assets are recognized to the extent it is probable that taxable profits will be available against which the deductible temporary differences can be utilized. Deferred tax assets are reviewed at the end of the reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

h) Interest income

Interest earned on the Company's cash and cash equivalent balances is recorded as investment income on an accrual basis.

i) Loss per share

Basic loss per share is calculated using the weighted average number of common shares outstanding during the year. If the Company had reported positive earnings, diluted earnings per share would be calculated giving effect to the potential dilution that would occur if securities or other contracts to issue common shares were exercised or converted to common shares. As the Company has had a net loss for all periods presented herein, the unexercised stock options and share purchase warrants, disclosed in notes 5(b) and 5(c), have not been included in any calculations of loss per share as their inclusion would have been anti-dilutive.

j) Share based payments

Compensation expense for stock options granted to employees or consultants is measured at fair value, using the Black-Scholes valuation model, factoring in amounts that are believed to approximate the volatility of the trading price of the Company's stock, the expected lives of the stock options, the fair value of the Company's stock and the risk-free interest rate. The estimated fair values of stock-based compensation are charged to expense over the vesting period with offsetting amounts recognized as contributed surplus. The value assigned to stock options shown on the statement of financial position as contributed surplus is subsequently reduced if the options are exercised, and the amount so reduced is then credited to share capital. Any values assigned to stock options that have expired remain in contributed surplus.

k) Financial instruments

Under IFRS 9 Financial Instruments, financial assets and liabilities are classified and measured based on the business model in which they are held and the characteristics of their contractual cash flows.

Recognition, classification and measurement

All financial assets are initially recorded at fair value and subsequently classified as measured at amortized cost, fair value through other comprehensive income (FVOCI), or fair value through profit and loss (FVTPL).

A financial asset is measured at amortized cost if it meets both of the following conditions and is not designated as FVTPL.

- the asset is held within a business model whose objective is to hold the asset to collect contractual cash flows; and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

A debt security is measured at FVOCI only if it meets both of the following conditions and is not designated as FVTPL:

- the asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets; and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

On initial recognition of an equity instrument that is not held for trading, the Company may irrevocably elect to present subsequent changes in fair value in other comprehensive income. This election is made on an investment-by-investment basis. All other financial assets are classified as measured at FVTPL.

All financial liabilities are initially recorded at fair value and subsequently classified as measured at amortized cost or FVTPL. On initial recognition, the Company may irrevocably designate a financial liability at FVTPL when doing so results in more relevant information, because either:

- the designation eliminates or significantly reduces a measurement or recognition inconsistency that would otherwise arise from measuring assets of liabilities or recognizing the gains and losses on them on different bases; or
- a group of financial liabilities or financial assets and financial liabilities is managed with its performance evaluated on a fair value basis, in accordance with a documented risk management or investment strategy, and information about the group is provided internally on that basis to key management personnel.

For financial assets classified as measured at FVTPL or designated at FVTPL, changes in fair value are recognized in profit or loss. For financial assets classified as measured at FVOCI or an irrevocable election has been made, changes in fair value are recognized in other comprehensive income or loss. For financial assets and other financial liabilities measured at amortized cost, interest income and interest expense is calculated using the effective interest method and is recognized in profit or loss.

Business model assessment:

The Company makes an assessment of the objective of a business model in which an asset is held at a portfolio level because this best reflects the way the asset is managed and information is provided to management. The information considered includes:

- how the performance of the portfolio is evaluated and reported to management;
- how managers of the business are compensated;
- whether the assets are held for trading purposes;
- the risks that affect the performance of the financial assets held within the business model and how those risks are managed; and
- the frequency, volume and timing of sales in prior periods, the reasons for such sales and its expectations about future sale activity.

Contractual cash flow characteristics assessment:

In assessing whether the contractual cash flows are solely payments of principal and interest, "principal" is defined as the fair value of the financial asset on initial recognition and "interest" is defined as consideration for the time value of money and for the credit risk associated with the principal amount outstanding during a particular period of time and for other basic lending risks and costs, as well as a profit margin.

The Company considers the contractual terms of the financial asset and whether the asset contains contractual terms that could change the timing or amount of cash flows such that it would not meet the condition of principal and interest. Contractual terms considered in this assessment include contingent events that would change the amount and timing of cash flows, leverage features, prepayment and extension terms, terms that limit the claim to cash flows from specified assets, and features that modify the consideration from time value of money.

Equity Instruments

Equity instruments issued by the Company are recorded at the proceeds received net of direct issuance costs. If an equity instrument is comprised of a common share and a share purchase warrant, the gross proceeds are allocated between share capital for the common share component, and contributed surplus, for the warrant component, on a relative fair value basis where the value of the warrants is estimated using a Black-Scholes valuation model.

Fair value measurements

The fair value of financial instruments that are measured subsequent to initial recognition at their fair value, is measured within a 'fair value hierarchy' which has the following levels:

(i) Level 1: quoted price (unadjusted) in active markets for identical assets or liabilities

(ii) Level 2: valuation techniques using inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e.: as prices) or indirectly (i.e.: derived from prices)

(iii) Level 3: valuation techniques using inputs for the asset or liability that are not based on observable market data (unobservable inputs)

l) Impairment of financial assets:

Credit-impaired financial assets

At each reporting date, the Company assesses whether financial assets carried at amortized cost are credit impaired. A financial asset is credit impaired when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.

Evidence that a financial asset is credit-impaired includes the following observable data:

- significant financial difficulty of the borrower or issuer;
- a breach of contract such as a default or being more than 90 days past due;
- the restructuring of a loan or advance by the Company on terms that the Company would not consider otherwise;
- it is probable that the borrower will enter bankruptcy or other financial reorganization; or
- the disappearance of an active market for a security because of financial difficulties.

Loss allowances for financial assets measured at amortized cost are deducted from the gross carrying amounts of the assets.

Financial instruments and contract assets

The Company recognizes loss allowances for expected credit losses (ECL) on:

- financial assets measured at amortized costs;
- debt investments measured at fair value through other comprehensive income; and
- contracted assets

The Company measures loss allowances at an amount equal to lifetime ECLs, except for the following, which are measured at 12-month ECLS:

- debt securities that are determined to have low credit risk at the reporting date; and
- other debt securities and bank balances for which the credit risk has not increased significantly since initial recognition.

Loss allowances for trade receivables are measured at an amount equal to lifetime ECLs. Lifetime ECLs are the ECLs that result from all possible default events over the expected life of a financial instrument. ECLs are probability-weighted estimate of credit losses, and credit losses are measured as the present value of cash shortfalls from a financial asset.

The Company determines whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating lifetime ECLs, by considering reasonably available quantitative and qualitative information based on the Company's credit risk experience, forward looking information, and other reasonable estimates.

m) Lease obligations

IFRS 16 Leases was issued in January 2016. IFRS 16 has replaced IAS 17 *Leases* and introduces a single lessee accounting model that requires a lessee to recognize assets and liabilities for all leases with a term of more than 12 months. A lessee is required to recognize a right-of-use asset representing the right to use the underlying asset and a lease liability representing its obligation to make lease payments. The Company adopted IFRS 16 in its financial statements for the annual period beginning on October 1, 2019. At the date of adoption and September 30, 2020, the Company only has a short term office lease that does not qualify for recognition.

n) Government Grants

Under IAS 20, Accounting for Government Grants and Disclosure of Government Assistance, the Company classifies forgivable loans from the government as a government grant when there is a reasonable assurance that the Company will meet the terms for forgiveness on the loan. If this threshold is not met, the Company classifies forgivable loans as other liabilities, measured initially at fair value in accordance with IFRS 9. The Company recognizes forgivable government loans classified as liabilities in profit or loss during the period in which the loan is forgiven. The benefit of a government loan at below-market rate of interest is treated as a government grant. The difference between the present value of future cash flows of the loan discounted at the market interest rate and the loan proceeds received is recognized in profit or loss on the same basis that the related interest expense is recognized on the liability.

4. Asset Retirement Obligation ("ARO")

The Company had recorded an ARO in regards to its wind measuring equipment installed in Hecate Strait. In fiscal 2013 the Company did an analysis of the methodology of removing this equipment and received an estimate of the related costs from a marine contractor in the region. Based on this analysis the costs were estimated to be $400,000. The Company's ARO and the associated deposit held by NRCan were sold to Northland as part of the transaction that closed on September 1, 2020.

5. 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, 2018	3,350,000		$	0.100
Issued - January 24, 2019	1,250,000	23-Jan-2029		0.100
Issued - February 22, 2019	1,000,000	22-Feb-2021		0.100
Forfeited	(300,000)	2-Jan-2021		0.100
Balance, September 30, 2019	5,300,000		$	0.100
Exercised	(3,860,526)	various		0.101
Forfeited	(350,000)	2-Jan-2021		0.100
Balance, September 30, 2020	1,089,474		$	0.097

On January 24, 2019 stock options were granted to directors and officers with an exercise price of $0.10, an expiry date of January 23, 2029, vesting 50% at issuance and 50% in 180 days. On February 22, 2019 stock options were issued to PriceWaterhouseCoopers ("PwC") for consulting services, with an exercise price of $0.10, an expiry date of February 22, 2021, vesting 40% at issuance and 10% monthly thereafter.

During the quarter ending December 31, 2019, 2,700,000 options were exercised with resulting proceeds of $275,750. During the quarter ending June 30, 2020, 1,160,526 options were exercised with resulting proceeds of $113,750.

As at September 30, 2020, 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

At September 30, 2020 all of the outstanding stock options were fully exercisable.

During the year ended September 30, 2019, share based compensation expense associated with stock options was $64,500 and share based compensation consulting expense was $16,300 for options vesting. There was no such stock option expense during the year ended September 30, 2020.

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.

	2019 Directors/Officer 1,250,000 stock options	2019 PwC 1,000,000 stock options
Fair value at grant date	$0.052	$0.016
Share price at grant date	$0.07	$0.07
Exercise price	$0.10	$0.10
Expected volatility (weighted-average)	74%	61%
Expected life in years	10	2
Risk-free interest rate	1.92%	1.78%

c) Warrants

As of September 30, 2020 the Company has the following common share purchase warrants outstanding totalling nil (2019 - 3,000,000):

Issue date	Warrants outstanding	Exercise price	Expiry date
Balance, September 30, 2018	12,039,035	$0.12	
Issued - January 24, 2019	3,000,000	$0.10	January 24, 2020
Exercised	(3,382,937)	$0.10	September 7, 2019
Exercised	(343,449)	$0.15	September 7, 2019
Forfeited	(812,649)	$0.15	September 7, 2019
Forfeited	(7,500,000)	$0.10	July 15, 2019
Balance, September 30, 2019	3,000,000	$0.10	January 24, 2020
Exercised	(250,000)	$0.10	January 24, 2020
Exercised	(2,750,000)	$0.10	January 24, 2020
Balance, September 30, 2020	-		

During the year ended September 30, 2019, as part of securing a loan for $300,000, warrants were issued at an exercise price of $0.10, an expiry date of January 24, 2020, fully vesting at issuance. Of these warrants, 250,000 were exercised in December 2019 for proceeds of $25,000, and on January 17, 2020, 2,750,000 were exercised for proceeds of $275,000, and the short term loan associated with these warrants was paid in full.

During the year ended September 30, 2019, 3,651,308 outstanding warrants that were to expire on September 7, 2019 were repriced from an exercise price of $0.15 per common share to $0.10 per common share, with 3,382,937 of such warrants being exercised prior to expiry.

As at September 30, 2020 there are no warrants outstanding.

6. Income Tax Expense

a) A reconciliation of income taxes at statutory rates to actual income taxes is as follow:

	September 30, 2020	September 30, 2019
Income (loss) before income taxes	$ (560,034)	$ (1,255,310)
Statutory rate	27.00%	27.00%
Expected income tax expense (recovery)	(151,209)	(338,934)
Reconciliation of effective tax rate:		
Permanent differences	21,092	63,716
Change in unrecognized tax benefits	130,117	262,055
Loss on sale of investment	-	13,163
Income tax expense	$ -	$ -

b) Deferred tax assets have not been recognized in respect of the following deductible temporary differences:

	September 30, 2020	September 30, 2019
Non-capital losses and resource deductions	$ 12,403,000	$ 40,770,000
Other deductible temporary differences	1,097,000	1,436,000
	$ 13,500,000	$ 42,206,000

The reduction in unrecognized temporary differences during the year ended September 30, 2020 relates to the sale to Northland of Devco.

c) As at September 30, 2020, the Company has non-capital losses carried forward for Canadian tax purposes totaling approximately $10,754,000 (2019 - $38,633,000) for which nil (2019 - nil) have been recognized as deferred tax assets. The Company recognizes the benefit of tax losses only to the extent of anticipated future taxable income in relevant jurisdictions. The gross amount of tax losses carried forward expire as follows:

Expiry date	$
2027	259,000
2029	1,701,000
2030	4,450,000
2031	1,777,000
2032	571,000
2033	492,000
2034	506,000
2035	475,000
2037	130,000
2039	393,000
	$ 10,754,000

d) As at September 30, 2020, the Company had deductible temporary differences related to investments in subsidiaries of nil (2019 - $3,958,000) that had not been recognized because the Company controls the timing of the reversal of the temporary differences and it is uncertain as to whether taxable profit will be available against which the temporary differences could be utilized.

7. Related Party Transactions

Key management compensation to the Chief Executive Officer ("CEO"), Chief Financial Officer, and the Board of Directors for the years ending September 30, 2020 and 2019 are as follows:

	2020	2019
Wages and benefits	$439,231	$496,409
Share-based compensation	43,124	107,625
	$482,355	$604,034

During the year ended September 30, 2020 the Company issued 380,291 common shares (2019 - 607,628 common shares) with a fair value of $43,124 (2019 - $43,125) to directors as their full annual compensation. On January 24, 2019, 1,250,000 stock options with a fair value of $64,500 were issued to officers and directors and were recorded in compensation expense.

As at September 30, 2020 $10,781 (2019 - $10,781) in directors remuneration was accrued in accounts payable and accrued liabilities and was subsequently paid by issuance of common shares of the Company.

As at September 30, 2020 $1,000,000 (2019 - $825,000) was payable to the Company's CEO and included in current liabilities (note 11).

As at September 30, 2019 the Company accrued $16,581 in interest costs related to a short term loan from one of the Company's directors. On January 17, 2020 the loan and interest entitlement were paid in full (note 8).

8. Short Term Loan

To provide near term funding of the Company's activities, the Company entered into a loan agreement dated January 24, 2019 with one of the Company's directors ("Lender") to provide financing of $300,000. The terms of the loan include an interest rate of 8% per annum and a maturity date of July 31, 2019 which was subsequently extended. Concurrently with entering into the loan agreement, the Company and the Lender entered into a general security agreement pursuant to which the Company grants the Lender a general security interest in all of the Company's present and after-acquired property and a floating charge over all present and future land, interests in land, and real property as security for the loan indebtedness. In connection with the loan, the Company issued the Lender 3,000,000 non-transferrable warrants to purchase common shares in the capital of the Company at an exercise price of $0.10 per common share which vested immediately and were exercisable for one year from the date of issuance. The $23,700 of costs attributed to the fair value of the warrants at the grant date, using the Black-Scholes valuation model, are included in Interest and borrowing costs with a corresponding increase to contributed surplus. The significant assumptions used in the measurement of the fair value of warrants issued were an expected volatility of 57%, an expected life of one year and a risk-free interest rate of 1.86%.

On January 17, 2020, the short term loan was paid in full.

9. CEBA Loan

Given the turbulence in the markets related to uncertainty generated by the Covid-19 pandemic, the Company decided it was not a favourable environment to raise funds through a public equity offering. To provide near term funding, the Company borrowed $40,000 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 loan is repaid by December 31, 2022, $10,000 of the amount is forgiven. After December 31, 2022 the loan bears 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 this loan.

The Company classifies the $10,000 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.

10. Commitments and other income

The Company is providing development services to Northland under a Development Services Agreement and is earning fees for services of $35,000 per month. It is anticipated that this monthly fee will end on March 27, 2021 unless Northland chooses to extend it.

During the year ended September 30, 2019 the Company received a $50,000 non-refundable payment from Northland on signing an indicative offer agreement to sell the development rights to its wind project and such amount was recorded in other income. During the year ended September 30, 2020, the Company recorded a $40,000 gain resulting from the sale to Northland of a subsidiary that contained the asset retirement obligation and the associated deposit with NRCan for the Metmast (see also note 1).

On February 15, 2019, the Company entered into a consulting agreement with PwC in relation to assisting in identifying and securing a strategic partner for the project. In exchange for these services PwC received fixed monthly fees of $12,500 and 1,000,000 stock options (note 5(b)) which PwC has exercised equal to the value of fees up to $100,000. Additionally PwC will be entitled to 2% of any proceeds received by Oceanic for a period of 24 months, subject to a maximum fee of $500,000.

11. Contingent Liabilities

In 2003/2004 the Company's Cash Completion Bonus Pool ("CCBP") Plan was established to attract and retain qualified personnel while conserving cash during the Company's early development stage. The CCBP Plan deferred payment of the some of Company's salary expenses prior to late 2007, to be paid/bonused on financial close of the Company's project that was bid into the BC Hydro Clean Power Call (the bonus-able completion event). Amounts allocated to the CCBP were not previously accrued due to the uncertainty of the bonus-able event. As at June 30, 2020, the remaining unpaid, unaccrued balance in the CCBP amounted to approximately $4.2 million (2018 - $4.2 million) as a bonus-able event had not occurred. After the sale of the project to Northland on September 1, 2020 the Board reviewed many areas of the Company with the recognition that Oceanic was now essentially a holding company with no ability to affect a Power Purchase Agreement for the previously owned development project in Hecate Strait. One area of specific review was the CCBP Plan. The Board decided, based on, among other things, its own deliberations; reports from the Company's management; advice from the Company's legal advisors; its review of the terms and conditions of the CCBP Plan including the context, objective, and intention behind the CCBP Plan; to terminate the CCBP Plan and any entitlements under the CCBP Plan effective September 2, 2020.

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 September 30, 2020, the remaining unpaid, unaccrued balance of these deferred retainer and fee amounts for consultants is $672,375 (2019 - $672,375).

The Company also entered into an agreement with its CEO to defer $220,000 per annum of his compensation. As at September 30, 2020, the total accumulated accrued amount of this deferral, which commenced January 1, 2016, is $1,000,000 (2019 - $825,000). 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.

12. Financial Risk Management and Fair Values

The Company's exposure to risk on its financial instruments arises primarily from its cash and cash equivalents and its investments in marketable securities holdings. The Company's intent is to minimize and manage these risks through the following:

Interest Rate Risk	The Company maintains an investment policy where all cash deposits and short term investments must be convertible to cash within three months. Given the Company's cash balance, the Company's exposure to interest rate risk is not significant. The CEBA loan bears no interest and thereby does not result in an exposure to interest rate risk.
Currency Rate Risk	Most of the Company's expenditures are currently in Canadian dollars and to minimize currency rate risk, it maintains its cash and cash equivalents in Canadian dollar denominated accounts. Therefore, the Company's exposure to currency risk is not significant.
Credit Risk	The Company's credit risk arises from its cash and cash equivalents, accounts receivable and deposits. The carrying amount of these assets represents the Company's maximum exposure to credit risk. The Company manages its credit risk by restricting its deposits to Government of Canada treasury notes or short term instruments guaranteed by a Canadian chartered bank. Holdings with banks are limited to $5 million with any one bank. The Company has not incurred any credit losses during the years ended September 30, 2020 and 2019.
Liquidity Risk	The Company manages liquidity risk by continually monitoring actual and projected cash flows and by ensuring that all cash and cash equivalents are convertible to cash with less than 3 months notice. All of the Company's accounts payable and accrued liabilities, and deferred compensation payable are potentially due within 1 year (see Note 2(a)).

The following table shows the carrying values of financial instrument assets and liabilities classified by measurement category at September 30, 2020 and 2019.

	September 30, 2020	September 30, 2019
Financial assets		
Amortized cost:		
Cash	51,820	232,937
Accounts receivable	36,995	7,605
Deposit	-	360,000
	88,815	600,542
Financial liabilities		
Amortized cost:		
Accounts payable and accrued liabilities	106,088	307,020
Deferred compensation payable (note 11)	1,000,000	825,000
CEBA loan (note 9)	25,074	-
Short term loan	-	300,000
	1,131,162	1,432,020

The fair value of the Company's cash and cash equivalents, accounts receivable, deposits, accounts payable and accrued liabilities, deferred compensation payable, CEBA loan, and short term loan approximate their carrying amounts due to the short-term maturities and/or ability for prompt liquidation of these instruments.

13. 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, 2019. The Company includes all shareholders' deficiency balances as capital.

The Company currently has the debt obligation as disclosed in note 9 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 (see note 2).

14. Investment

In April 2020, the Company sold its crown claims in the Goldbridge/Bralorne region. This represents the final crown claims held by Uniterre Resources Ltd, the predecessor company to Oceanic. The Company received 100,000 shares in Talisker Resources, which it subsequently sold. Based on the prevailing market price of $0.30, the Company realized proceeds of $30,000 and a gain on the sale which is recorded as other income in the consolidated statement of loss and comprehensive loss.

15. Subsequent Events

Subsequent to September 30, 2020, the Company issued 74,354 common shares, at a fair value of $0.145 per common share and 79,860 common shares, at a fair value of $0.135 per common share to directors as full payment of their remuneration. These share issuances cover remuneration for the period of July 1, 2020 to September 30, 2020, and October 1, 2020 to December 31, 2020 respectively .

Subsequent to September 30, 2020, the Company granted 1,400,000 stock options to directors and officers with an exercise price of $0.145, an expiry date of September 30, 2030, vesting 50% at issuance and 50% in 180 days. As at January 25, 2021, the Company had 2,489,474 outstanding stock options.

Subsequent to September 30, 2020, the Company entered into a financing arrangement with CAFO to finance the Company's Director and Officer ("D&O") Insurance. Given the significance of the sale to Northland, the underwriters considered it necessary for the Company to purchase a one-time backwards looking D&O policy that covers prior acts and events and a forward looking D&O policy to cover ongoing operations. Accordingly, premiums were substantially higher than in previous years. Total premiums are $69,650 and related financing costs of $3,582.

Subsequent to September 30, 2020, the Company borrowed an additional $20,000 under the federal government Covid-19 relief program CEBA (see note 9). These funds are interest free and if the loan is repaid by December 2022, $10,000 of the amount is forgiven.

OCEANIC WIND ENERGY INC.

(A Development Stage Company)

Management's Discussion & Analysis
For the year ended September 30, 2020

Containing information up to and including January 25, 2021

Note: Pursuant to a resolution passed by shareholders at the Company's May 15, 2020 Annual General and Special Meeting, the Company has changed its name. Effective May 28, 2020, the Company changed its name to Oceanic Wind Energy Inc. The trading symbol "NKW" on the TSX-V exchange has remained the same.

This Management's Discussion and Analysis ("MD&A") reviews the activities of Oceanic Wind Energy Inc., (the "Company" or "Oceanic"). For a more complete understanding of the Company's financial condition and results of operations, this MD&A should be read together with the Company's consolidated financial statements for the years ended September 30, 2020 and 2019 and the accompanying notes, and the MD&A for the year ended September 30, 2019. The above-mentioned documents along with additional information and disclosure relating to the Company can be found on SEDAR at www.sedar.com or on the Company's website, www.oceanicwind.ca.

Forward-Looking Information and Report Date

This MD&A contains certain forward-looking information. Investors are cautioned that all information, other than historical facts included herein, including without limitation, data regarding future plans and objectives of the Company, is forward-looking information based on management's expectations, assumptions and estimates. Although the Company believes these underlying estimates and assumptions to be reasonable, they are difficult to predict, and actual results may differ materially from those in the forward-looking statements.

Forward-looking information can be subject to significant risks, uncertainties, estimates and assumptions can prove to be inaccurate. There are many factors that could result in materially different outcomes than the forward-looking information contained herein including, but not limited to, the state of capital and financial markets, the general economy, the political climate, the commodity markets, foreign exchange fluctuations, the energy sector, electricity demand, technology, environmental factors, community relations and First Nations. Investors should be aware that there can be no assurance that forward-looking information will prove to be accurate and future events and actual results could differ materially from those anticipated.

The information herein is only provided as of the date of this MD&A, January 25, 2021 (the "Report Date").

Description and Overview of Business

Oceanic Wind Energy Inc. is a British Columbia ("BC") based renewable energy company with a current focus on an offshore wind energy project. Headquartered in Vancouver, it is a Tier 2 listed company that trades on the TSX Venture Exchange (TSX-V:NKW). The Company has been exploring how it can advance the wind project and how it can fit into the provincial government's clean energy plans like CleanBC. On March 27, 2020, the Company signed definitive agreements (the "Agreements") to sell its development rights to Northland Power Inc. ("Northland"), a company with extensive experience in the development of offshore wind projects in Europe and Asia. The details of the definitive agreements 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 Material Document(s). On May 15, 2020, at the Company's Annual General and Special Meeting, the shareholders voted 99% in favour of the sale of the development rights to Northland and in favour of the name change of the Company to Oceanic Wind Energy Inc. Upon closing, which took place on September 1, 2020, Northland has the right to develop the offshore wind project located in Hecate Strait off the north coast of British Columbia.

Pursuant to 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 Agreements, a payment based on the size of the developed project ($67,500 per installed megawatt ("MW") to a maximum of $33,750,000), which is expected to be equal to the majority of the Company's historical development costs on the project (the "Cash Consideration");
- upon the project becoming operational, future payments consisting of 35% of annual cash distributions from the project after the operating costs and a 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 their project (the "Option").

Wind Energy Project in Hecate Strait

The area's wind resource is recognized as one of the best in the world. This is due to the strong, consistent, and high wind speeds, with mean annual wind speeds exceeding 10.0 meters/second (rated as a Class 7 resource). The wind is the strongest and most consistent in the fall and winter when electricity demand in BC is the highest. Other characteristics that make Hecate Strait an ideal location for offshore wind projects include its flat sedimentary seabed, relatively shallow waters, access to BC Hydro's power grid, and its proximity to the increasing electricity demand in northern British Columbia.

Northland has the exclusive right to develop the offshore wind project located in Hecate Strait off the north coast of British Columbia.

Outlook

The significant wind energy resource in Hecate Strait provides an opportunity to supply renewable energy for the increasing requirements in the provinces of BC and Alberta, and the western USA. The generation costs per megawatt and the energy production of offshore wind have significantly improved over the past few years. Electricity prices in Europe, based on recent projects, are now well below €100/MW. In November 2017, a project was awarded to a large utility in Europe which had an initial price of US$ 53/MW with the long-term levelized price projected at US$ 40/MW. More recently the 800 MW offshore wind project in Massachusetts was awarded to Vineyard Wind LLC and included electricity pricing of US$ 65/MW. These prices make offshore wind competitive with most long-term energy prices and costs will continue to drop with the advent of larger and more efficient turbines, other improvements in the industry, and supply of major components from Asia. The significant projections for offshore wind development in Asia demonstrate the speed of the world-wide development of offshore wind. Research from global natural resources consultancy Wood Mackenzie indicates Asia Pacific's offshore wind capacity will rise 20-fold to 43 GW by 2027. Wood Mackenzie project that East Asia needs around US$37 billion in investments to meet the mammoth growth in offshore wind capacity over the next five years. The development of a strong supply chain from Asia will further reduce the costs of offshore wind in BC.

BC Government Climate Action Plans and Renewable Energy "Road Map"

The wind resource in Hecate Strait is a remarkable utility scale world-class wind resource that can be developed in a relatively brief time frame to meet the power needs in BC, Alberta, and the western USA.

The BC Government policy announcements (Clean BC) make it clear that to achieve the Paris Accord Climate Action objectives and the province's GHG targets, BC must electrify most energy consuming uses and also must convert most carbon-based fuel industries to electricity. Couple these aggressive policy commitments with the likelihood that British Columbia will not build another new Hydro Dam or large gas generation facility, it is clear that future energy supply must come from utility scale renewable resources like Northland's offshore wind project.

Northwest BC is a Unique Region supplied by a single HVAC Transmission Line

With the growing demand for abundant and affordable electrical energy, there are compelling reasons for Northland's project to proceed to the development stage. The wind resource in Hecate Strait is located in the northwest region of BC, a unique part of the province serviced by one 600km long HVAC transmission line with a finite capacity. Additional electrical power for this part of the province must be provided locally or via a new multi-billion-dollar transmission line that would take up to a decade to approve and complete. Providing electrical power locally is by far the most practical and cost-effective alternative for the fast growing commercial and industrial demand in the region. Northland's wind project is the only large-scale project in the region that can meet the demand for power. It is highly likely all future developments in the northwest region of BC, that require power, will depend extensively on renewable power sources in the region.

Risks and Uncertainties

The Company's future and growth is dependent on a number of risk factors common to other companies in the renewable energy sector and, wind energy companies. Some factors that may have a material impact on the Company's future include, but are not limited to:

Electricity Purchase Agreement ("EPA")

A significant milestone and risk factor for the Company would be an award of an EPA to Northland from BC Hydro or a large industrial user of electricity. With the approved sale to Northland, the Company is committed to support Northland in its endeavors to develop a project and to assist where needed in demonstrating how the wind energy field will meet the Provincial Governments' clean energy plans (Clean BC). Oceanic is optimistic about the proposed plans of the Provincial and Federal Governments to proceed with a significant renewable energy program in the near future. Given the scale, cost, and availability of the resource, and Northland as the developer, Oceanic is optimistic the first phase of Northland's wind project can become part of these programs in the near future.

However, Oceanic cannot predict if an EPA will be awarded to Northland or if Northland will reach a financial close and successfully develop the wind project.

Capital Resources

Due to not receiving an EPA for the project, the Company has substantially reduced its activity level and cash expenditures. On November 21, 2018, to provide near term funding, the Company sold its common shares in Barkerville Gold Mine for $111,687 and, on January 24, 2019, entered into a loan agreement with one of the Company's directors to provide financing of $300,000. During the year ended September 30, 2019, 3,651,308 outstanding warrants, that were to expire on September 7, 2019, were repriced from an exercise price of $0.15 per common share to $0.10 per common share with 3,382,937 of such warrants being exercised prior to expiry. Total proceeds of $389,831 was raised from a total of 3,726,386 warrants being exercised. During the three months ending December 31, 2019, $300,750 was raised from the exercise of 2,700,000 options and 250,000 warrants. On January 17, 2020, 2,750,000 warrants were exercised, the proceeds of which were used to repay the Company's short-term loan. During the three months ending June 30, 2020 $113,750 was raised from the exercise of 1,160,526 options. Additionally, the Company secured a loan under the Federal Government Covid-19 relief program in the amount of $40,000. Subsequent to September 30, 2020, the Company secured an additional $20,000 under the Federal Government relief program.

To complete its planned business objectives and cover ongoing operational costs, the Company intends to raise additional capital when necessary by issuing additional equity and/or borrowing funds.

In March 2020, the COVID-19 outbreak was declared a pandemic by the World Health Organization. The situation is dynamic and the ultimate duration and magnitude of the impact on the economy, capital markets and our business are not known at this time. The impact on the capital markets could adversely impact the ability of the Company to raise capital.

Wind Resource and Weather

Long-term historical wind data obtained from Environment Canada at or around the site for the Northland's project, along with data received from the Met Mast, indicate this is a world-class, affordable wind resource. However, wind speeds may vary over time and may or may not continue at the historical trend due to changes in weather patterns. The 20 plus years of correlated data indicate the resource may be growing stronger over time, however, this is not assured. During construction, the weather and marine environment at the project site can cause scheduling delays resulting in cost overruns or a delay in the operation start date.

Financial Summary

The following summarizes selected financial information for the years ended September 30, 2020, 2019, and 2018.

	2020	2019	2018
Loss and comprehensive loss	$560,034	$1,255,310	$846,864
Loss per common share	$0.01	$0.02	$0.01

The following summarizes the total assets and total liabilities as at September 30, 2020, 2019, and 2018.

	September 30, 2020	September 30, 2019	September 30, 2018
Total Assets	$96,098	$609,440	$581,696
Total Liabilities	$1,146,088	$1,832,020	$1,086,422

The loss and the decrease in total assets during the year ended September 30, 2020 is primarily due to the Company's expenditures on the project and administration, all of which were expensed in the period incurred. In the case of total assets and total liabilities, the transaction with Northland resulted in the transfer to Northlands of the Natural Resources Canada ("NRCan") deposit of $360,000 and the related asset retirement obligation ("ARO") of $400,000.

Summary of Quarterly Results

The following table summarizes information derived from the Company's financial statements for each of the eight most recently completed quarters. For more detail information, refer to the consolidated financial statements for the applicable periods.

Quarter ended	Revenues - $	Project, general and administrative expenses - $	Net loss (income) - $	Basic and diluted loss (income) per share - $
30-Sep-20	Nil	149,094	(100,906)	(0.00)
30-Jun-20	Nil	206,601	176,601	0.00
31-Mar-20	Nil	219,476	219,476	0.00
31-Dec-19	Nil	264,937	264,863	0.00
30-Sep-19	Nil	420,078	368,162	0.00
30-Jun-19	Nil	294,578	294,574	0.00
31-Mar-19	Nil	358,020	357,987	0.00
31-Dec-18	Nil	229,274	234,587	0.00

The level of expenditures and loss varies from period to period depending on the level of Company activity. Costs in the year ended September 30, 2019 are higher primarily due to interest and borrowing costs of $40,281, and consulting and professional services of $202,054 incurred in identifying and negotiating agreements with a potential partner to further the development of the Company's wind project. The costs in the year ended September 30, 2020 are lower than the previous year as the majority of costs related to negotiating the sale agreement with Northland were substantially complete by early in the second quarter; the Company earned $210,000 in income received under the Development Services Agreement with Northland; the Company received $30,000 proceeds from the sale of crown claims that originated with the predecessor company to

Oceanic; and the Company recorded $40,000 income resulting from the sale of the ARO and associated NRCan deposit as part of the agreement with Northland.

Results of Operations

The Company reported a loss of $560,034 for the year ended September 30, 2020 compared with a loss of $1,255,310 for the same period last year. Cash used in operations for the year ended September 30, 2020 was $640,617 compared to $659,626 for the same period last year.

Project, general and administrative expenses ("PG&A") for the year ended September 30, 2020 totaled $840,108 (2019 - $1,301,950) of which $34,190 (2019 - $200,497) related to public and community relations, $12,500 related to consultant fees (2019 – $103,800), $7,419 related to interest expense (2019 – $40,281), $159,434 (2019 - $174,372) related to professional fees, $134,196 (2019 - $130,552) for office and administrative expenses and $10,014 (2019 - $48,414) related to travel. Compensation expense for the year ended September 30, 2020, which is also included in PG&A, amounted to $482,355 (2019 - $604,034). PG&A expenses were lower for the year ended September 30, 2020 than the same period in the prior year as compensation ($121,679), public relations ($166,307), professional fees ($14,938), consultant fees ($91,300), interest and borrowing costs ($32,862), and travel ($38,400) were lower. Expenses were generally lower as the Company worked through the final negotiations of the sale to Northland and all future development efforts were transitioning to Northland. Borrowing costs were down as the Company repaid the short term loan in January 2020. Compensation costs were down as there was less involved with due diligence than in the previous year and the CEO's compensation was amended to reflect the decrease in responsibilities post-closing on the sale to Northland.

During the year ended September 30, 2020 the Company received six months of fees under the development services agreement signed with Northland. Total fees received were $210,000 (2019 – nil). Additionally, in the three months ending June 30, 2020, the Company sold crown claims in the Goldbridge/Bralorne region to Talisker Resources and realized $30,000 in other income related to this transaction. This sale represents the final crown claims of Uniterre Resources Ltd, the predecessor company to Oceanic. The transaction with Northland, in which the Company sold Devco to Northland, resulted in a gain of $40,000 related to the derecognition of the ARO ($400,000) and the associated deposit held by NRCan ($360,000), which was transferred to Northland.

Liquidity

As at September 30, 2020, the Company had $51,820 in cash and cash equivalents compared to $232,937 as at September 30, 2019. Working capital, being current assets less current liabilities, as at September 30, 2020 was a deficit of $1,009,990 as compared to a deficit of $1,182,580 as at September 30, 2019. The decrease in cash and cash equivalents and the decrease in working capital deficit during the year ended September 30, 2020 is the result of expenditures related to the advancement of the project and the ongoing overhead and administration to maintain the Company, net of funds raised through the exercise of options and warrants of $389,500 and $300,000, respectively. Additionally, the sale of the crown claims generated $30,000 in cash and the Company secured a $40,000 loan under the Federal Government Covid-19 relief program.

On November 21, 2018, to provide near term funding of the Company's activities, the Company sold its common shares in Barkerville for $111,687. The Company also entered into a loan agreement dated January 24, 2019 with one of the Company's directors to provide financing of $300,000. During the year ended September 30, 2019, 3,651,308 outstanding warrants, that were to expire on September 7, 2019, were repriced from an exercise price of $0.15 per common share to $0.10 per common share with 3,382,937 of such warrants being exercised prior to expiry. Total proceeds of $389,831 was raised from a total of 3,726,386 warrants being exercised. During the three months ending December 31, 2019, $300,750 was raised from the exercise of 2,700,000 options and 250,000 warrants. In January 2020, 2,750,000 warrants were exercised, the proceeds of which were used to repay the Company's short-term loan. During the three months ended June 30, 2020, $113,750 was raised from the exercise of 1,160,526 options.

The Company believes it will still be some time before there is clarity on the development plans for the northwest region of BC, and until those plans are understood there is uncertainty as to the future demand for electricity and the role that the project could play in meeting that demand.

The Company's ability to continue as a going concern is dependent on its ability to obtain additional financing. The Company will need to raise funds through grants, strategic collaborations, public or private equity, debt financing, or other funding sources. The funding 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.

Capital Resources

During the year ended September 30, 2020, the Company issued 380,291common shares at average fair value of $0.11 per common share to directors as full payment of their remuneration. During the three months ended March 31, 2020, 2,950,000 common shares were issued upon the exercise of options and warrants at an average price of $0.10. During the three months ended June 30, 2020, 1,160,526 common shares were issued upon the exercise of options at an average price of $0.10. As at September 30, 2020 the Company had 76,494,300 common shares issued and outstanding. Subsequent to September 30, 2020, the Company issued 74,354 common shares at a fair value of $0.145 per common share, and 79,860 common shares at a fair value of $0.1350 per common share to directors as full payment of their remuneration. These subsequent issuances covered compensation for the period of July 1, 2020 to September 30, 2020, and October 1, 2020 to December 31, 2020, respectively. As at January 25, 2021, the Company had 76,648,514 common shares issued and outstanding.

Subsequent to September 30, 2020 1,400,000 stock options were issued to officers and directors and an exercise price of $0.145 and an expiration date of September 30, 2030.

As of January 25, 2021, the Company had 2,489,474 stock options outstanding.

Description	Exercise Price	Expiry Date	Number Outstanding
Stock Options	$0.095	November 1, 2027	689,474
Stock Options	$0.10	January 24, 2029	400,000
Stock Options	$0.145	September 30, 2030	1,400,000

Commitments

On March 27, 2020, the Company signed the definitive agreements to sell the development rights to Northland. The Company is providing development services to Northland under a Development Services Agreement and is earning fees for services of $35,000 per month. It is anticipated that this monthly fee will end on March 27, 2021 unless Northland chooses to extend it.

On February 15, 2019, the Company entered into a consulting agreement with PricewaterhouseCoopers ("PwC") in relation to assisting in identifying and securing a strategic partner. In exchange for services, PwC received fixed monthly fees of $12,500 and 1,000,000 stock options which PwC exercised equal to the value of fees up to $100,000. No further monthly fees are owing under this agreement. Additionally, PwC will be entitled to 2% of any proceeds received by Oceanic for a period of 24 months, subject to a maximum fee of $500,000.

Contingent Liabilities

In 2003/2004 the Company's Cash Completion Bonus Pool ("CCBP") Plan was established to attract and retain qualified personnel while conserving cash during the Company's early development stage. The CCBP Plan deferred payment of some of the Company's salary expenses prior to late 2007, to be paid/bonused on financial close of the Company's wind project that was bid into the BC Hydro Clean Power Call (the bonus-able completion event). Amounts allocated to the CCBP were not previously accrued due to the uncertainty of the bonus-able event. As at June 30, 2020, the remaining unpaid, unaccrued balance in the CCBP amounted to approximately $4.2 million (2018 - $4.2 million) as a bonus-able event had not occurred. After the sale of the project to Northland on Sept 1, 2020, the Board reviewed many areas of the Company with the recognition that Oceanic was now essentially a holding company with no ability to affect a Power Purchase Agreement for the previously owned development project in Hecate Strait. One area of specific review was the CCBP Plan. The Board decided, based on, among other things, its own deliberations; reports from the Company's management; advice from the Company's legal advisors; its review of the terms and conditions of the CCBP Plan including the context, objective, and intention behind the CCBP Plan; and the Company's current status; acting equitably and in good faith, and in the best interests of the shareholders, to terminate the CCBP Plan, and any entitlements under the CCBP Plan effective Sept 2, 2020.

To preserve cash, the Company entered into agreements with several consultants and the CEO 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.

The Company also entered into an agreement with its CEO to defer $220,000 per annum of his compensation. As at September 30, 2020, the total accumulated accrued amount of this deferral, which commenced January 1, 2016, is $1,000,000 (2019 - $825,000). In addition, a matching amount is contingently payable and triggered by a future Success Event. This portion has not been accrued due to the uncertainty of the occurrence of a future Success Event.

As at September 30, 2020, the remaining unpaid, unaccrued balance of these deferred retainer and fee amounts for consultants is $672,375 (2019 – $672,375) and for CEO compensation, the amount is $1,000,000 (2019 – $825,000).

Effective September 1, 2020 an agreement was reached, through a contract revision with the CEO, to freeze both the success bonus and deferred compensation amounts at $1,000,000, and to reduce the CEO's compensation to $8,000 per month.

Related Party Transactions

Key management compensation to the Chief Executive Officer ("CEO"), Chief Financial Officer, and the Board of Directors for the year ended September 30, 2020 are as follows:

	2020	2019
Wages and benefits	$439,231	$496,409
Share-based	43,124	107,625
	$482,355	$604,034

During the year ended September 30, 2020, the Company issued 380,291 common shares (2019 – 607,628 common shares) with a fair value of $43,124 (2019 - $43,125) to directors as their full annual compensation.

As at September 30, 2020 $10,781 (2019 - $10,781) in directors' remuneration was accrued in accounts payable and accrued liabilities and was subsequently paid by issuance of common shares of the Company.

As at September 30, 2020 $1,000,000 (2018 – $825,000) was payable to the Company's CEO and included in deferred compensation payable.

Internal Controls and Procedures over Financial Reporting

Disclosure controls and procedures ("DC&P") are intended to provide reasonable assurance that information required to be disclosed is recorded, processed, summarized, and reported within the time periods specified by securities regulations and that information required to be disclosed is accumulated and communicated to management. Internal controls over financial reporting ("ICFR") are intended to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with Canadian generally accepted accounting principles.

TSX Venture listed companies are not required to provide representations in their annual and interim filings relating to the establishment and maintenance of DC&P and ICFR, as defined in National Instrument 52-109. In particular, the certifying officers (the Chief Executive Officer and Chief Financial Officer) do not make any representations relating to the establishment and maintenance of (a) controls and other procedures designed to provide reasonable assurance that information required to be disclosed by the issuer in its annual filings, interim filings or other reports filed or submitted under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation, and (b) a process to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with the issuer's GAAP. The issuer's certifying officers are responsible for ensuring that processes are in place to provide them with sufficient knowledge to support the representations they are making in their certificates regarding absence of misrepresentations and fair disclosure of financial information. Investors should be aware that inherent limitations on the ability of certifying officers of a venture issuer to design and implement on a cost effective basis DC&P and ICFR as defined in National Instrument 52-109 may result in additional risks to the quality, reliability, transparency and timeliness of interim and annual filings and other reports provided under securities legislation.

Approval

The board of directors of the Company has approved the disclosure contained in this MD&A.

Additional Information

Additional information relating to the Company can be found on SEDAR at www.sedar.com under Oceanic Wind Energy Inc. or at www.oceanicwind.ca.
Dated January 25, 2021