GOLDEN OCEAN™

Results Q2 - 2015

August 27, 2015

Forward-Looking Statements

- *Matters discussed in this presentation may constitute forward-looking statements. The Private Securities Litigation Reform Act of 1995 provides safe harbor protections for forward-looking statements, which include statements concerning plans, objectives, goals, strategies, future events or performance, and underlying assumptions and other statements, which are other than statements of historical facts. Words such as "believe," "anticipate," "intends," "estimate," "forecast," "project," "plan," "potential," "may," "should," "expect," "pending" and similar expressions identify forward-looking statements. The forward-looking statements in this presentation are based upon various assumptions. Although we believe that these assumptions were reasonable when made, because these assumptions are inherently subject to significant uncertainties and contingencies which are difficult or impossible to predict and are beyond our control, we cannot assure you that we will achieve or accomplish these expectations, beliefs or projections. The information set forth herein speaks only as of the date hereof, and we disclaim any intention or obligation to update any forward-looking statements as a result of developments occurring after the date of this communication.*

- *In addition to these important factors and matters discussed elsewhere herein, important factors that, in our view, could cause actual results to differ materially from those discussed in the forward-looking statements include the strength of world economies, fluctuations in currencies and interest rates, general market conditions, including fluctuations in charter hire rates and vessel values, changes in demand in the dry bulk market, changes in our operating expenses, including bunker prices, drydocking and insurance costs, the market for our vessels, availability of financing and refinancing, changes in governmental rules and regulations or actions taken by regulatory authorities, potential liability from pending or future litigation, general domestic and international political conditions, potential disruption of shipping routes due to accidents, political events or acts by terrorists, and other important factors described from time to time in the reports filed by the Company with the Securities and Exchange Commission.*

- *Certain shipping, steel, Chinese and global industry information, statistics and charts contained herein have been derived from several sources. You are hereby advised that such industry data, charts and statistics have not been prepared specifically for inclusion in these materials and Golden Ocean has not undertaken any independent investigation to confirm the accuracy or completeness of such information*

Agenda

- Highlights
- Recent developments
- Financials
- Fleet information
- Macro Update
- Q&A

Highlights

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- The merger between Knightsbridge Shipping Limited and the Former Golden Ocean Group Limited was completed on March 31, 2015, with Knightsbridge as the acquiring company. Following the merger the Company was renamed to Golden Ocean Group Limited. Results reported for the second quarter is for the merged company.
- In April, Golden Ocean completed several transactions in order to strengthen its cash position and balance sheet
- The current fleet of Golden Ocean as per August 27, 2015:

	Capesize	Kamsarmax /Panamax	Iceclass Panamax	Supramax
Sailing	17*	8	10	5
Newbuilding	20**	-	-	3
BB/TC in + JV	7 + 1(JV)	2	-	1
Total	45	10	10	9

* Of which 1 will be delivered to Ship Finance and chartered back on TC
** Of which 4 are sold and will be delivered to new owners upon completion

Recent development

- Fleet development:
  - The Company took delivery of 1 Supramax and 1 Capesize newbuilding during Q2 2015. Debt on the Capesize vessel has been drawn in Q3 2015.
  - The Company sold and delivered *Channel Navigator* in May and *Channel Alliance* in June 2015
  - The Company decided not to declare optional periods for *Golden Sakura* and the vessel was redelievered in June 2015

- Newbuilding program:
  - The Company agreed in April 2015 to sell four Capesize newbuilding contracts, upon delivery of the completed vessels
  - The Company agreed during April 2015 to postpone delivery of several of its newbuilding contracts by 79 months in aggregate

Corporate transactions and financing

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- In April 2015, the Company received the remaining receivable of $40.1 million from Jinhaiwan in relation to the claim held by the Former Golden Ocean. In total $215.8 million has been received between Q2 2014 and Q2 2015, of which $40.5 million is interest.

- In April 2015, the Company agreed to a sale leaseback transaction with Ship Finance International Ltd (SFL) for eight Capesize vessels
  - Sold enbloc for $272 million
  - Time charter at $17,600 / day for 7 yrs and $14,900 / day for last 3 yrs (including OPEX of $7,000 / day) + profit split of 33% to SFL
  - En-bloc purchase option of $112 million after 10 yrs, or SFL has option to extend charter for 3 yrs at $14,900 / day
  - Seven vessels have been delivered so far in the third quarter and we expect the last vessel to be delivered during September.

Profit & Loss

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2014 Apr-Jun	2015 Apr-Jun	INCOME STATEMENT *(in thousands of $)*	2015 Jan-Jun	2014 Jan-Jun	2014 Jan-Dec
20,593	**49,333**	**Operating revenues**	**67,416**	**40,698**	**96,715**
		Operating expenses			
5,643	21,278	Voyage expenses	34,692	7,242	33,955
3,315	23,924	Ship operating expenses	30,974	6,357	18,676
-	5,348	Charter hire expense	5,348	-	-
1,095	4,811	Administrative expenses	5,963	2,479	5,037
-	-	Vessel impairment loss	140,962	-	-
3,745	14,778	Depreciation	24,596	6,392	19,561
13,798	**70,139**	**Total operating expenses**	**242,535**	**22,470**	**77,229**
6,795	***(20,806)***	***Net operating (loss) income***	***(175,119)***	***18,228***	***19,486***
		Other income (expenses)			
5	382	Interest income	385	10	29
(191)	(11,296)	Interest expense	(12,863)	(755)	(2,525)
(141)	(1,752)	Other financial items	(2,167)	(255)	(737)
-	(2,073)	Bargain purchase gain arising on consolidation	78,876	-	-
(327)	**(14,739)**	**Total other income (expenses)**	**64,231**	**(1,000)**	**(3,233)**
6,468	***(35,545)***	***Net (loss) income from continuing operations***	***(110,888)***	***17,228***	***16,253***
(186)	***-***	***Net loss from discontinued operations***	***-***	***(228)***	***(258)***
6,282	***(35,545)***	***Net (loss) income***	***(110,888)***	***17,000***	***15,995***
0.15	(0.21)	Basic (loss) earnings per share from continuing operations ($)	(0.86)	0.46	0.31
(0.01)	-	Basic loss per share from discontinued operations ($)	-	(0.01)	-
0.14	(0.21)	Basic (loss) earnings per share ($)	(0.86)	0.45	0.30

- The result for Q2 is for the merged company
- Net operating income was reduced by $8.1M (net) as a result of the amortization of favourable and unfavourable TC contracts.
- Second quarter vessel earnings were inline with average spot market rates for spot vessels
- Interest expense includes amortization of the difference between nominal value and fair value of the CB at date of merger

Balance Sheet

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BALANCE SHEET *(in thousands of $)*	2015 June 30	2014 June 30	2014 Dec 31
ASSETS			
Short term			
Cash and cash equivalents	83,216	18,130	42,221
Restricted cash	1,593	-	-
Other current assets	113,193	16,247	22,058
Long term			
Restricted cash	58,245	15,000	18,923
Vessels, net	1,731,191	527,898	852,665
Newbuildings	325,274	99,047	323,340
Other long term assets	127,923	3,946	3,533
Total assets	***2,440,635***	***680,268***	***1,262,740***
LIABILITIES AND EQUITY			
Short term			
Current portion of long-term debt and obligations under capital lease	182,972	2,604	19,812
Other current liabilities	46,469	12,254	14,967
Long term			
Long-term debt and obligations under capital lease	941,970	122,396	343,688
Other long term liabilities	5,785	-	-
Equity	1,263,439	543,014	884,273
Total liabilities and equity	***2,440,635***	***680,268***	***1,262,740***

- Vessels increased with deliveres of Golden Taurus and Golden Aso in Q2

- Debt increased with debt on Golden Taurus less debt repaid on two vessels sold and ordinary debt repayments. Debt on Golden Aso to be drawn in Q3

Amortization of long term TC contracts

- Operating revenues in the three months ended June 30, 2015 have been reduced by $9.2 million as a result of the amortization of favourable time charter (out) contracts, which were acquired as a result of the merger of Knightsbridge and The Former Golden Ocean on March 31, 2015 and were valued at $127.1 million. Charter hire expense in the same period has been reduced by $1.1 million as a result of the amortization of unfavourable time charter (in) contracts, which were acquired as a result of the merger and were valued at $7.6 million. The net effect was a $8.1 million reduction in net income in the three months ended June 30, 2015.

- The amortization will affect the results for the remaining period of the TC contracts. Expected net amortization cost per quarter is on average:
  - ~ 8.4 million per quarter in 2015
  - ~ 6.4 million per quarter in 2016
  - ~ 5.0 million per quarter in 2017
  - ~ 4.5 million per quarter in 2018 and 2019
  - ~ 2.9 million per quarter in 2020
  - ~ 0.8 million per quarter in 2021
  - ~ 0.2 million (income) per quarter in 2022-2024

- This has no cash effect on the company

Newbuildings: Delivery schedule

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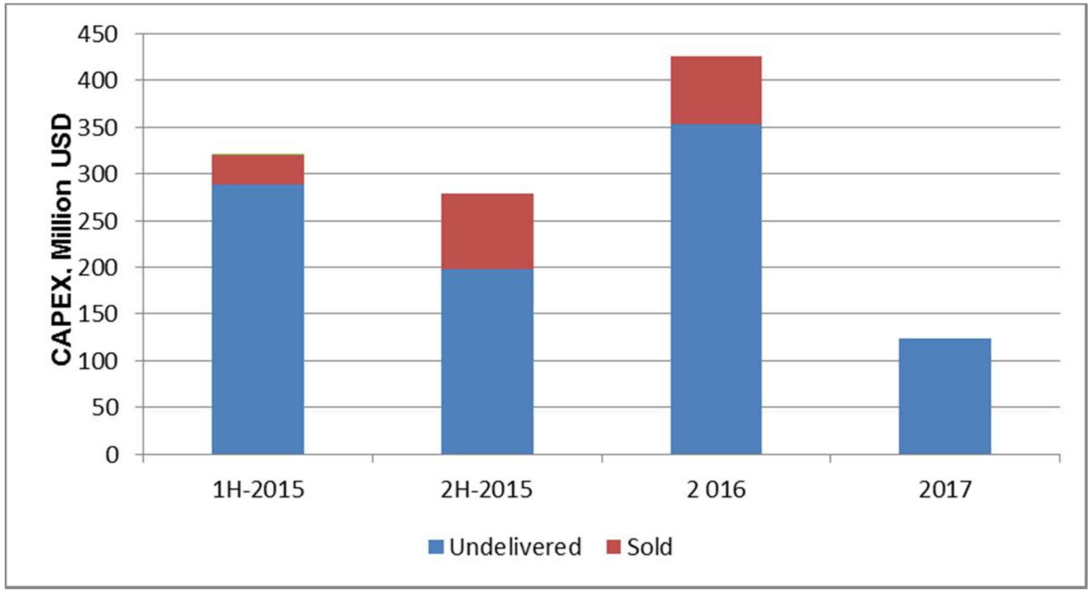
Yard	2015 (Q3-Q4)	2016	2017
Capesize	3	9	4
Supramax	0	3	
Capesize (Sold)	2	2	



- Five vessels unfinanced
  - Three Supramax with delivery 2016
  - Two Capesize with delivery 2017

Open positions including newbuildings

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Capesize exposure - Core Fleet *

	2015	**2016**	**2017**
Total vessel days	3 917	13 988	15 793
Open vessel days	3 836	13 995	15 788
Open position (%)	98 %	100 %	100 %
Average net rate on fixed days	na	na	na
No of vessels	30	40	42

Panamax exposure - Core Fleet

	2015	**2016**	**2017**
Total vessel days	2 561	7 148	6 903
Open vessel days	1 188	4 376	5 285
Open position (%)	46 %	61 %	77 %
Average net rate on fixed days	15 872	19 331	22 152
No of vessels	20	20	19

Supramax exposure - Core Fleet

	2015	**2016**	**2017**
Total vessel days	846	3 102	3 589
Open vessel days	501	3 102	3 589
Open position (%)	59 %	100 %	100 %
Average net rate on fixed days	na	na	na
No of vessels	6	9	9

* Golden Opus included with 50%

Vessel operating expenses

Vessel type		Q2-15
Supramax	$/d	4 699
Panamax	$/d	5 929
Capesize	$/d	5 395

- These numbers include dry dock expences of $989k, mainly related to Golden Beijing, Golden Eminence and Golden Eclipse
- Based on 5 Supramaxes, 20 Panamax/Kamsarmax and 26 Capesize (Golden Aso only with 1 day)

Macro Update

Herman Billung, CEO Golden Ocean Management AS

Chinese Dry Bulk imports

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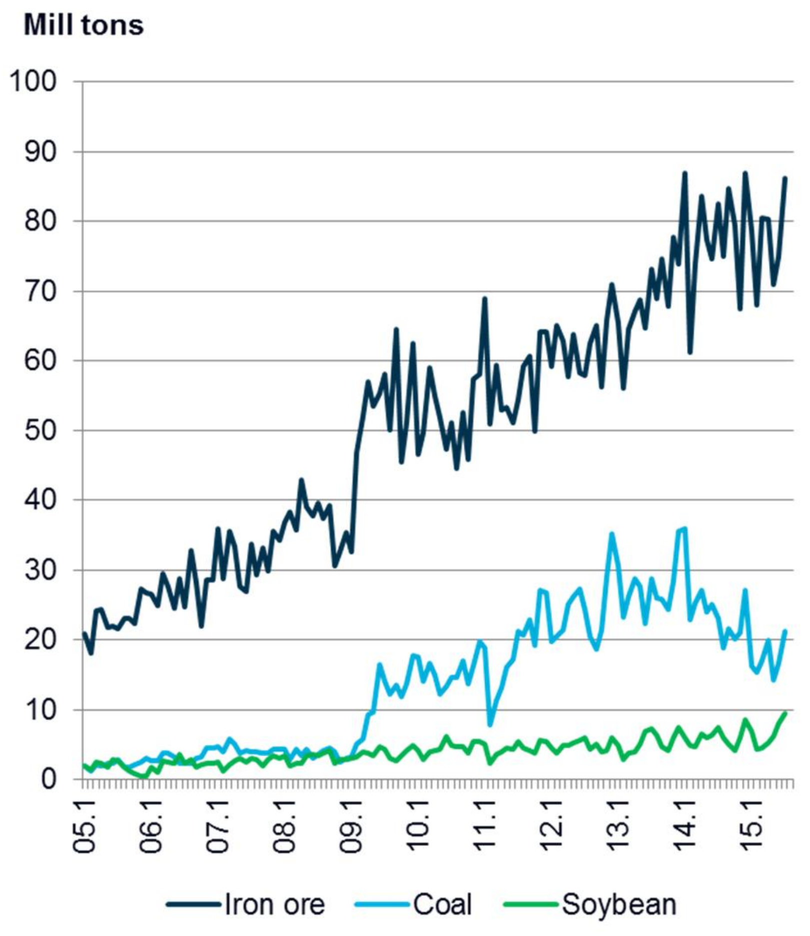
Iron ore, coal and soybean imports



Comments

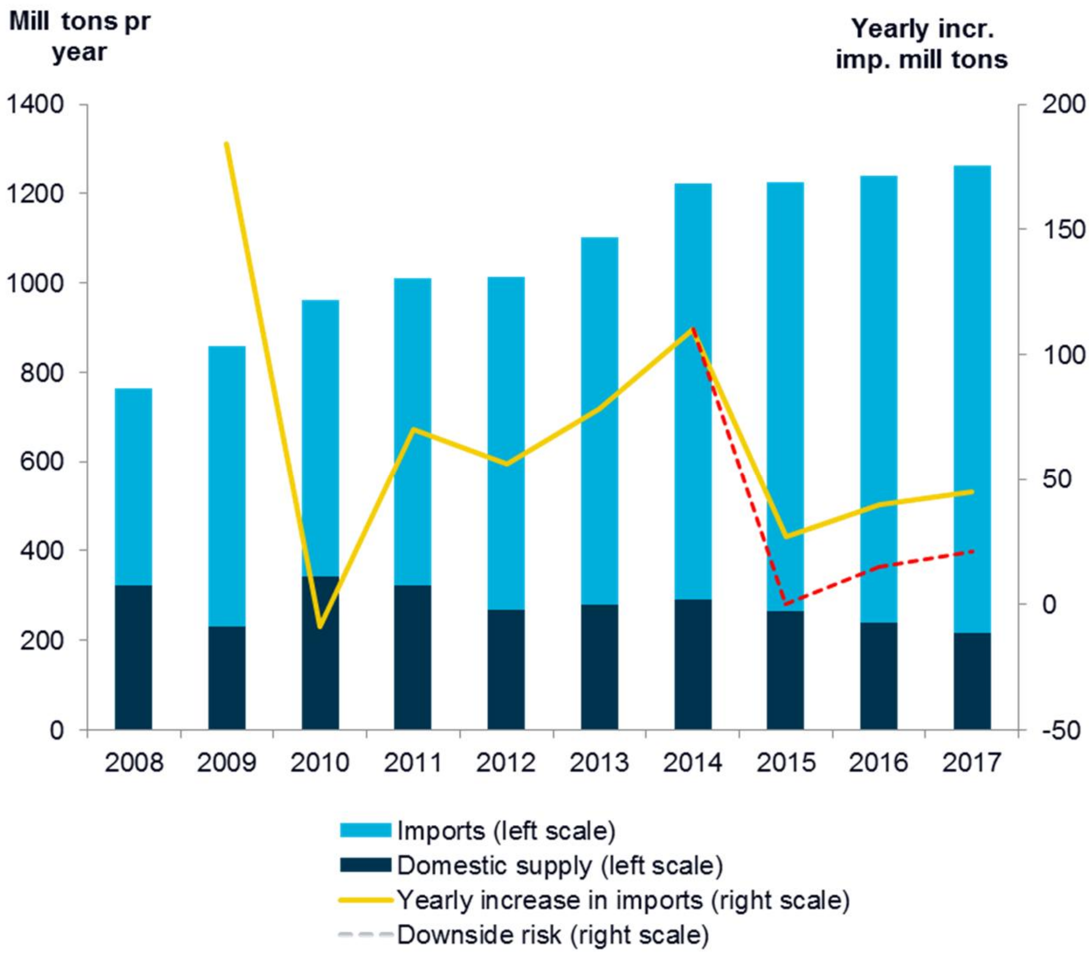
Iron ore:
China imported 86.1 mill tons in July. This is up from 75.0 mill tons in June and also higher than the 82.5 mill tons imported in July last year.
Year to date, iron ore imports totalled 539 mill tons, which is unchanged compared with the same period last year.

Coal:
China imported 21.3 mill tons of coal (including lignite). This is up from 16.6 mill tons in the previous month, but down from 23.0 mill tons in July last year. Year to date, coal imports totalled 121.8 mill tons, down from 183.2 mill tons (-34 5%) in the comparable period last year.

Soybean:
Soybean imports rose to 9.5 mill tons, up from 8 mill tons in June, and up from 7.5 mill tons in July last year. Year to date, imports of soybean totalled 44.5 mill tons compared with 41.7 mill tons (+ 7 %) in the same period last year.

Source: Custom data / Reuters (Clarkson Platou)

Chinese iron ore supply



Assumptions base case				
	steel production	Iron ore demand	Domestic Iore prod	Iron ore imports
2014	838	1215	290	933
2015	838	1215	263	960
2016	854	1230	240	1000
2017	872	1251	215	1045

Assumptions downside risk scenario				
	steel production	Iron ore demand	Domestic Iore prod	Iron ore imports
2014	838	1215	290	933
2015	838	1215	290	933
2016	854	1230	290	948
2017	872	1251	290	969

Source: Clarkson Platou

Chinese iron ore mining companies closing down

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Iron ore prices unsustainable for many Chinese mining companies

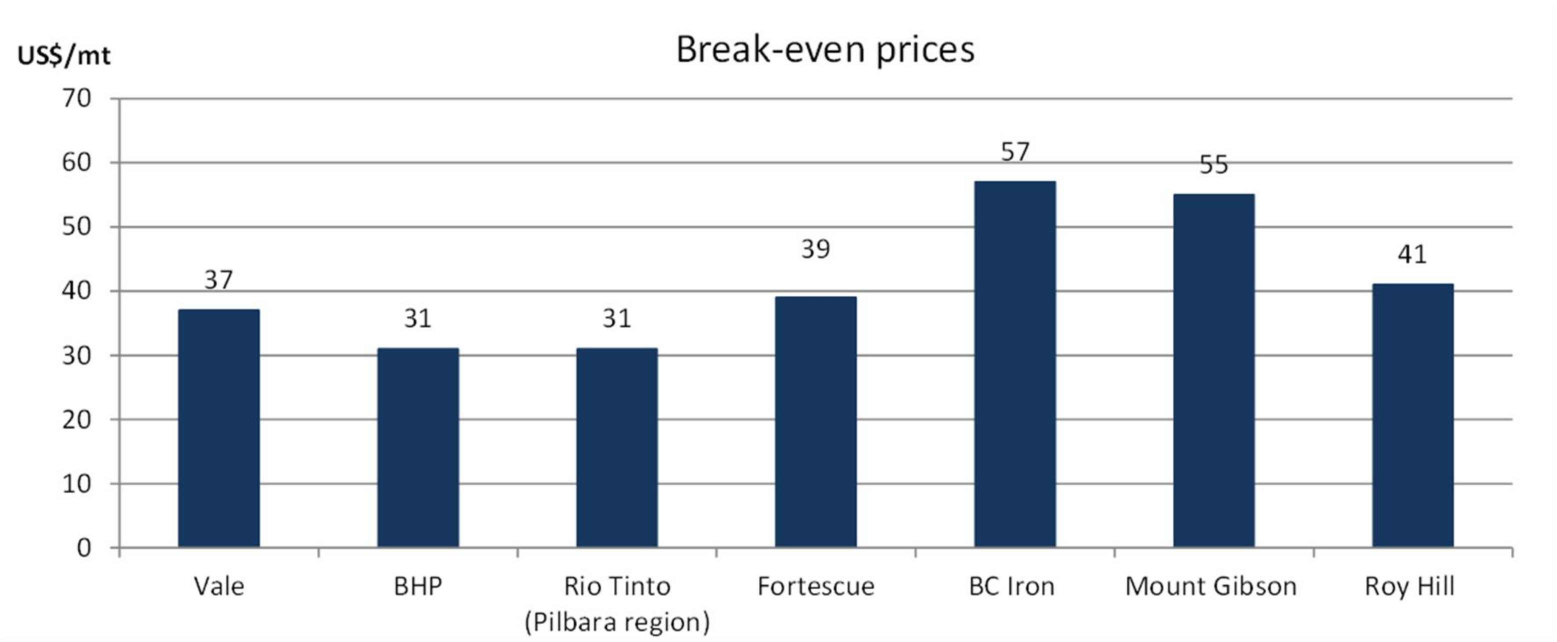
- **Iron ore prices unsustainable for many Chinese mining companies**
- Shutdown of Chinese iron ore production replaced by imports
- **Increased Chinese import requirements of 50 million tons per year**

Source: Lorentzen & Stemoco Research

Australian and Brazilian mining companies competing for Chinese mkt

Rio Tinto, BHP Billiton and Vale have lowered break-even costs

- **Australian and Brazilian mining companies have dramatically reduced their production costs**
- Smaller Australian mining companies are operating at much higher production costs, and are loss-making
- Vale has also cut its cash break-even costs, but is penalized by relatively high shipping costs



Source: Lorentzen & Stemoco Research, Pareto Securities

Production Forecast

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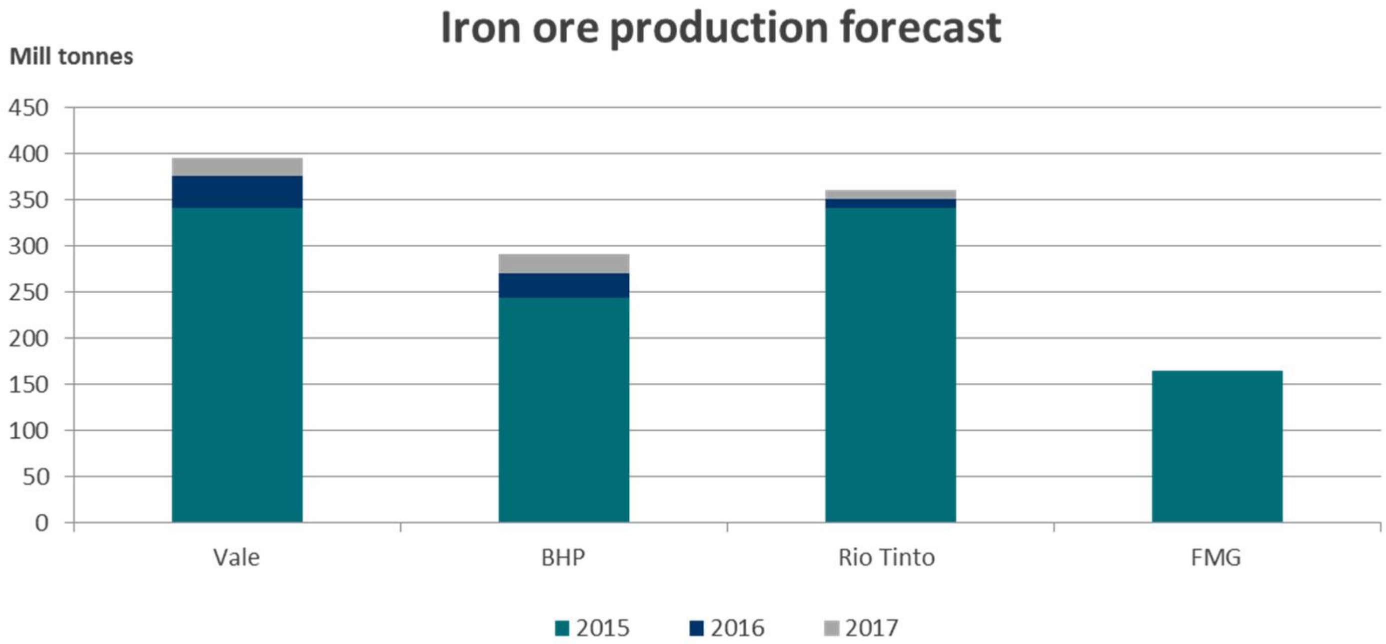
Australia and Brazil forecasted to increase their share of Chinese iron ore exports to 80% in 2015



Source: Lorentzen & Stemoco Research, Pareto Securities

Chinese iron ore imports will surpass 1bn tons this year

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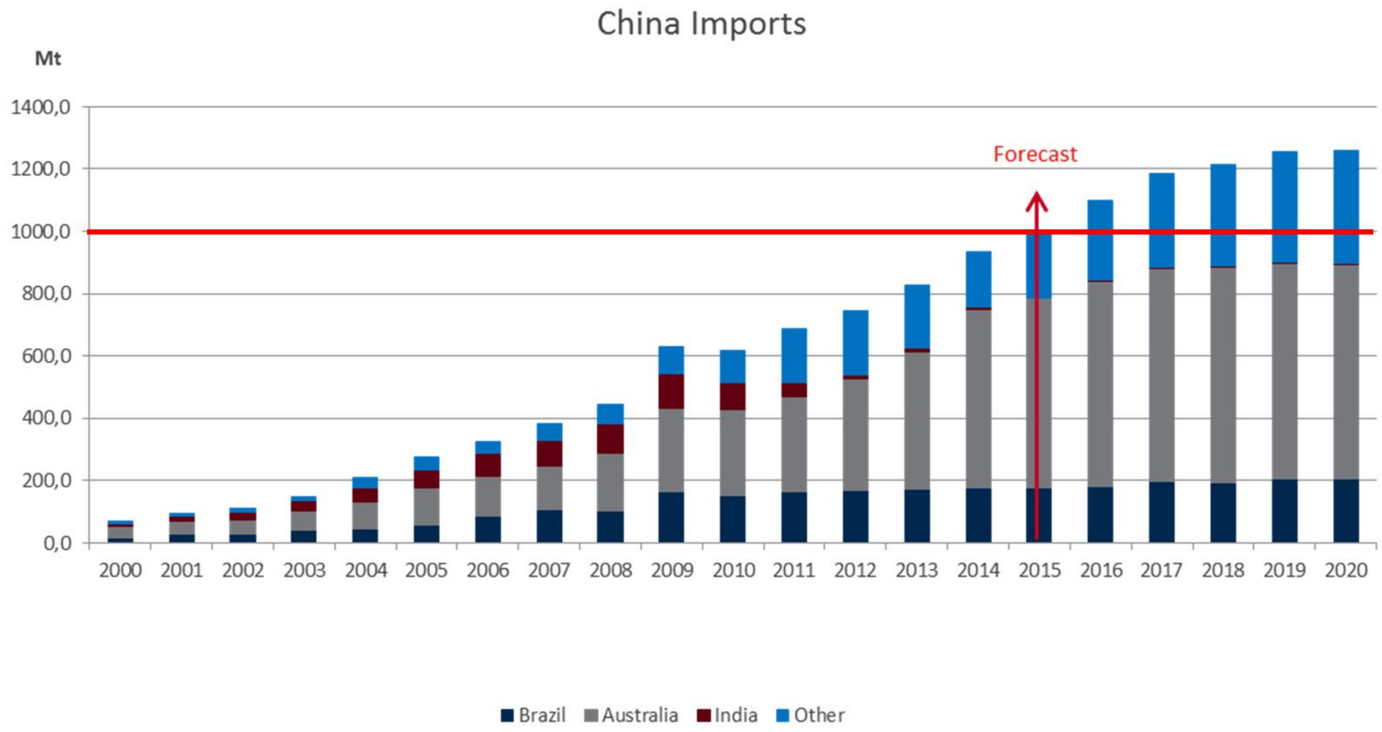
China iron ore imports flat y/y (Jan-July 2015) ending at 540 mill tonnes

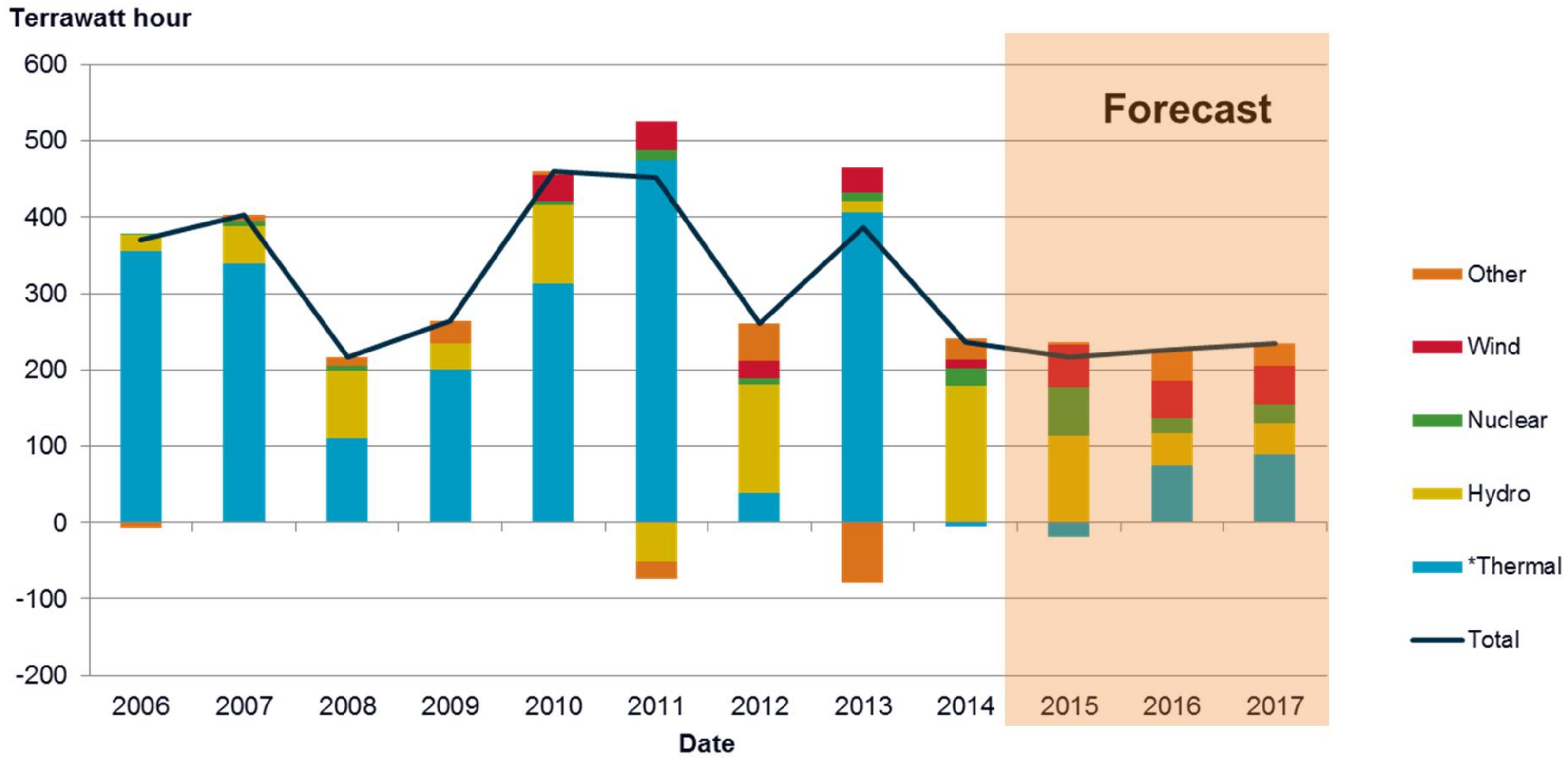


Chinese iron ore imports firmed by 15% m-o-m in July to 86 mill tonnes

Source: Lorentzen & Stemoco Research/MSI

Incremental increase in Chinese electricity production

By energy source (TWh)

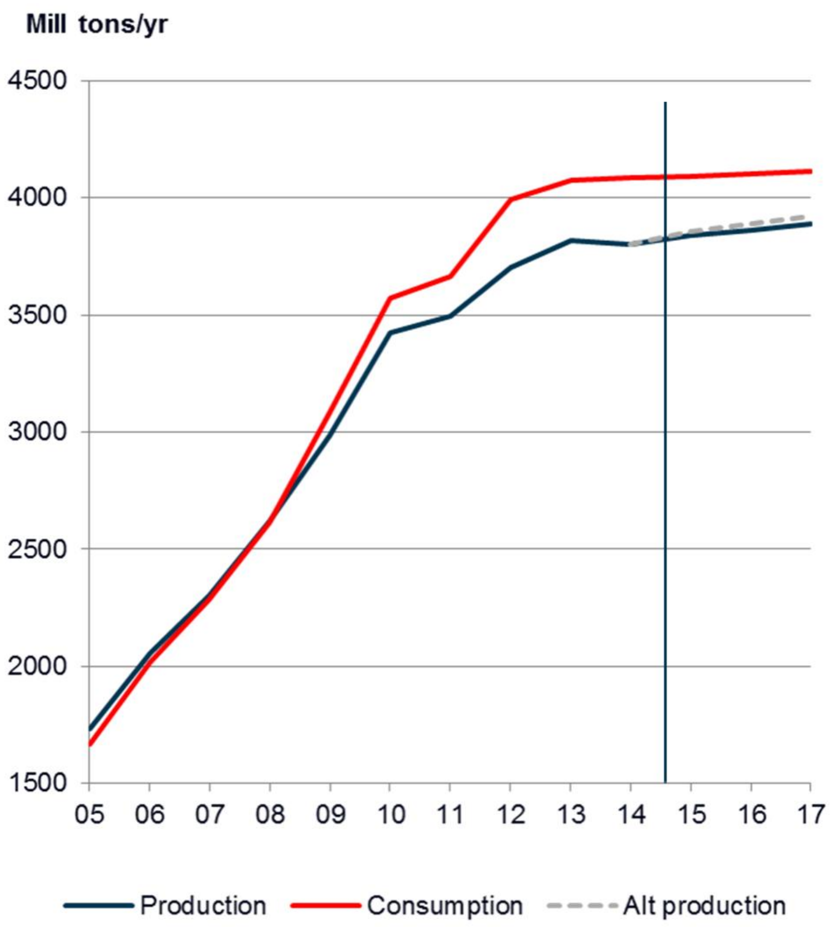


*includes: coal, gas and oil

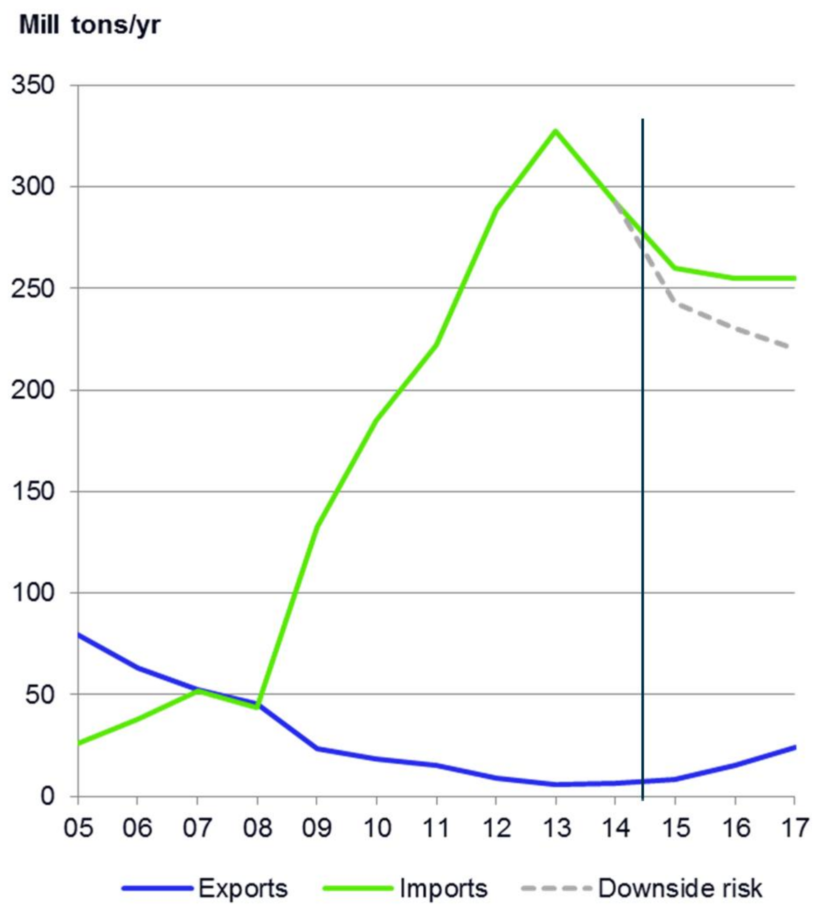
Source: National Energy Board of China (Clarkson Platou)

China's coal demand – only 6 % covered by imports

China coal production vs consumption



China coal imports/Exports



Source: CNEB (Clarkson Platou)

Bulk carriers: Existing fleet and order book

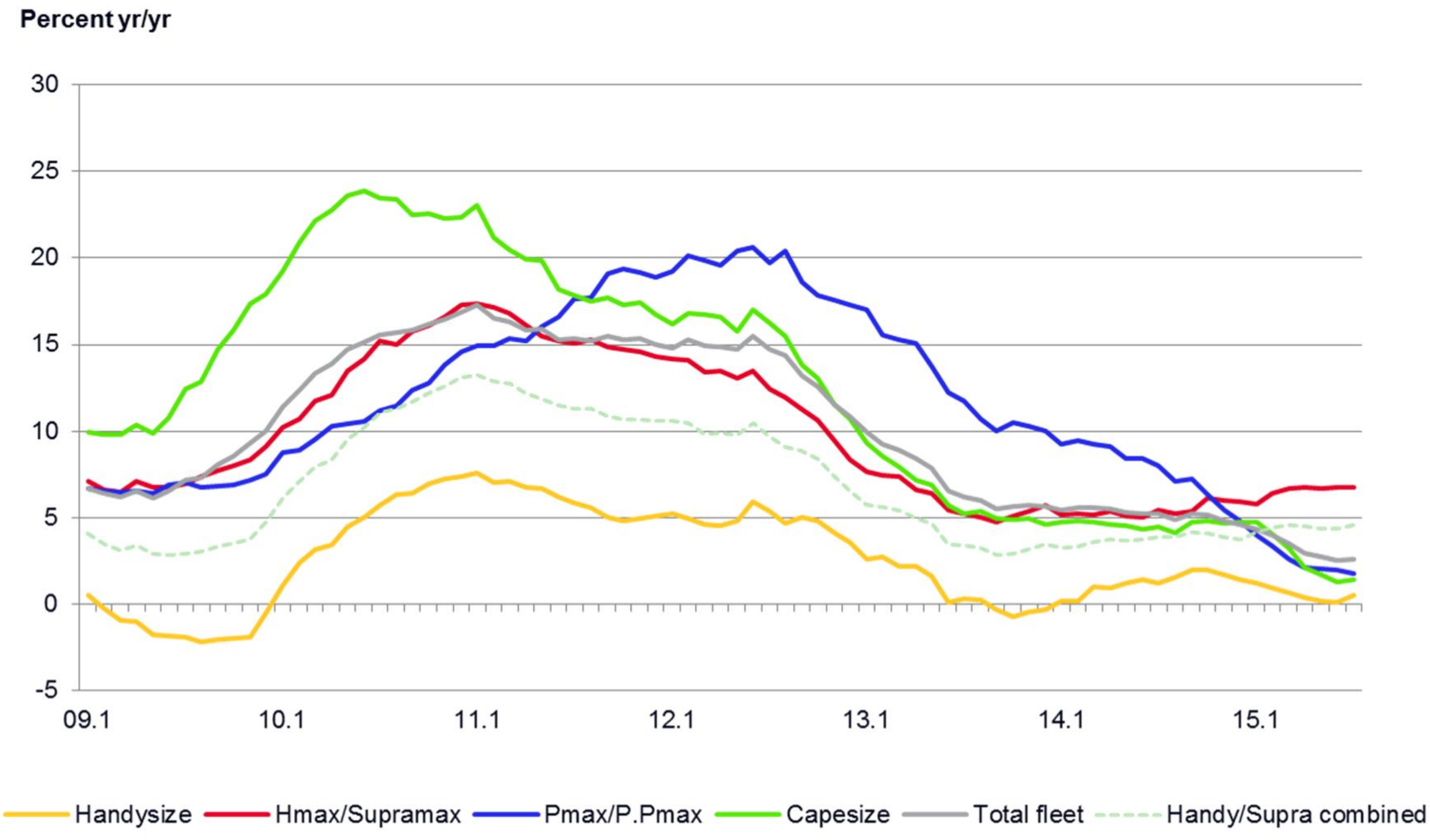
per August 2015

Bulk carriers	Existing fleet	On order	Del. YTD	Rest 2015	2016	2017	2018+	Share of fleet
Handysize								
10-14,999 dwt	3.9	0.1	0.0	0.1	0.0	0.0	0.0	3.7%
15-19,999 dwt	4.8	0.1	0.0	0.1	0.1	0.0	0.0	2.7%
20-29,999 dwt	29.0	0.4	0.2	0.3	0.0	0.0	0.0	1.3%
30-39,999 dwt	52.8	13.0	3.8	4.3	6.3	2.3	0.2	24.6%
Total	90.5	13.6	4.0	4.8	6.4	2.3	0.2	15.1%
Handymax/Supramax								
40-52,999 dwt	58.3	2.9	1.0	1.7	1.0	0.2	0.0	4.9%
53-64,999 dwt (blt > 1999)	116.1	36.9	8.4	13.2	18.0	5.3	0.5	31.8%
Total	174.3	39.7	9.4	14.9	18.9	5.5	0.5	22.8%
Total	264.8	53.4	13.4	19.7	25.3	7.8	0.7	20.2%
Panamax/Kamsarmax								
65-84,999 dwt**	157.7	26.1	6.0	10.6	11.4	3.5	0.7	16.5%
Post-Panamax								
85-119,999 dwt	51.2	3.6	1.1	1.4	1.5	0.5	0.2	7.0%
Capesize								
120,000 dwt +	294.1	52.6	10.8	16.2	28.4	7.1	0.9	17.9%
Grand total	**767.8**	**135.6**	**31.2**	**47.8**	**66.6**	**18.8**	**2.4**	**17.7%**
No. of vessels	10,534	1,667	412.0	625	782	233	27	15.8%

Source: Clarkson Platou

Underlying fleet growth - monthly

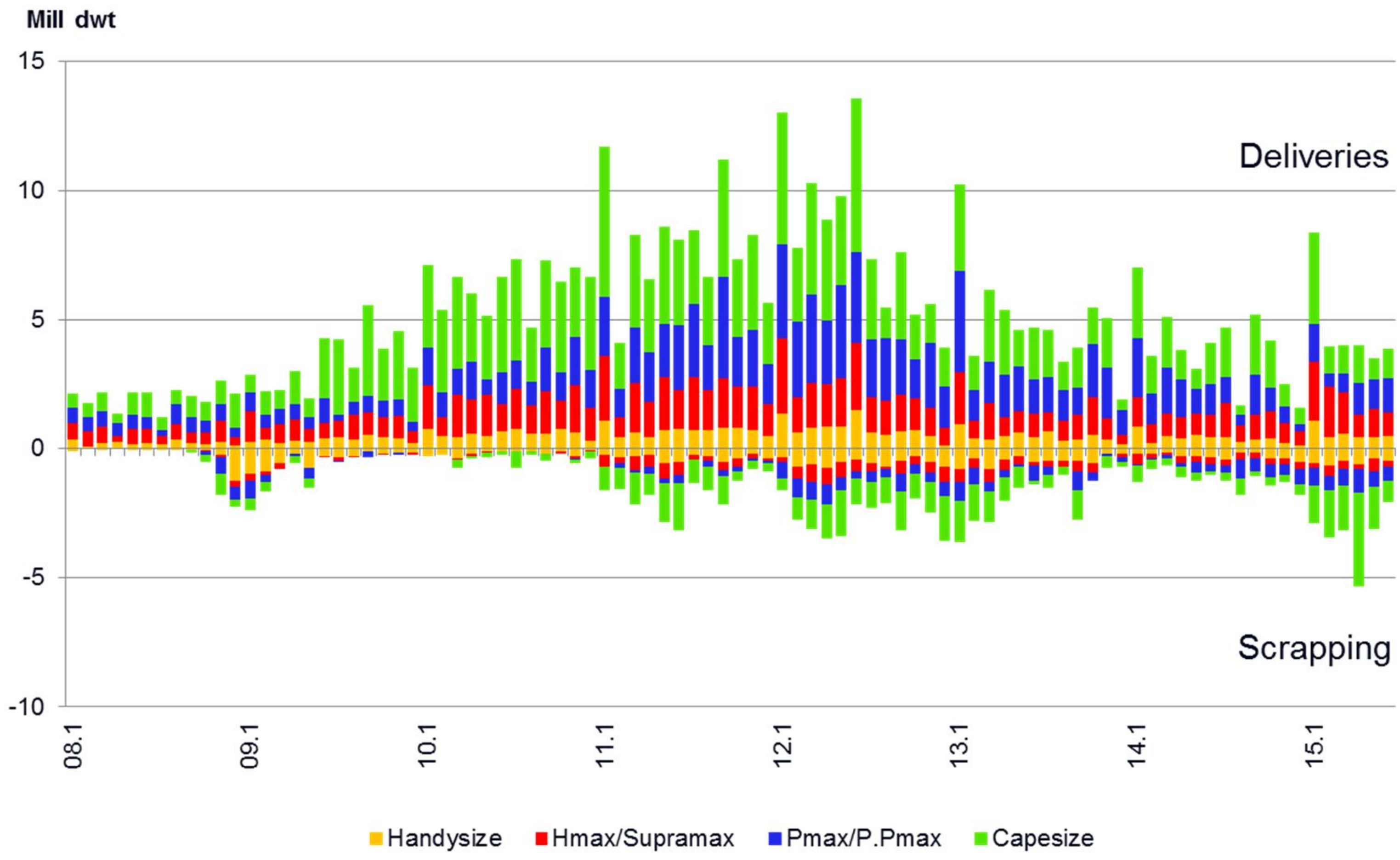
Net fleet growth by segment from 2009



Source: Clarkson Platou

Bulk Carrier fleet trend –

Deliveries and scrapping of bulk carriers



Source: Clarkson Platou

Fleet development, Capesize bulk carriers

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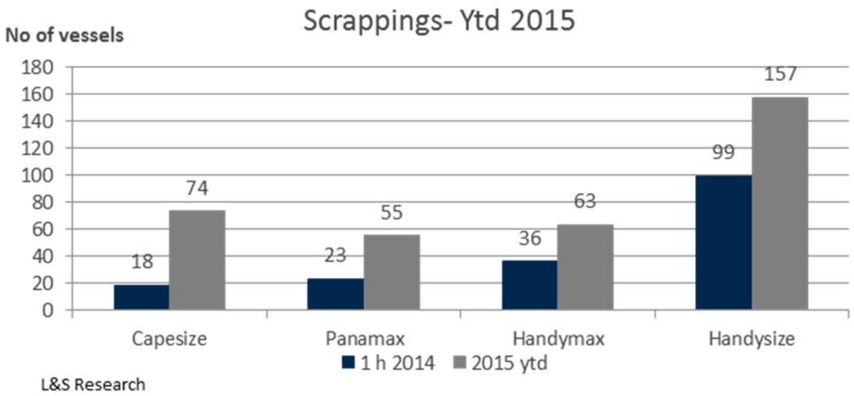
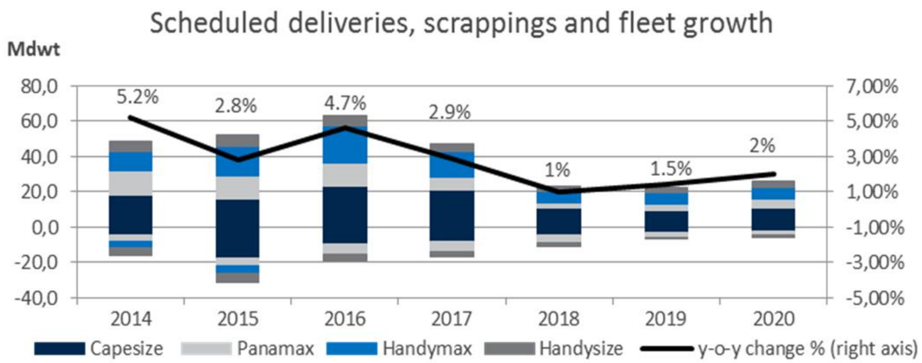
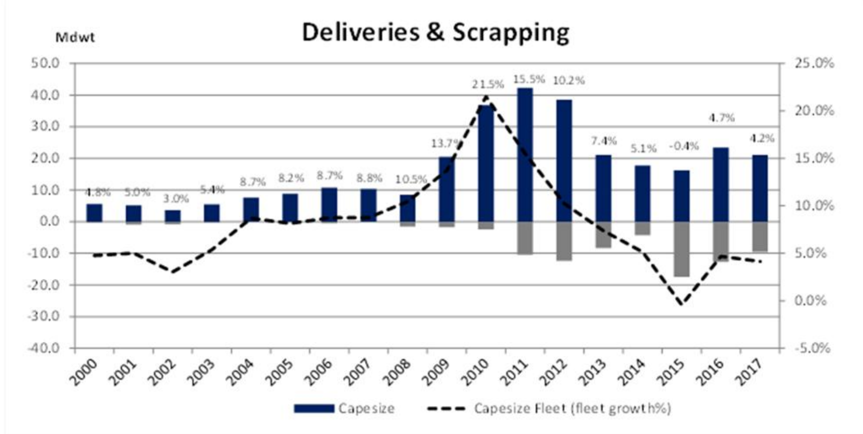
3% of the Capesize fleet has been scrapped this year



- Over 70 Capesize bulk carriers have been sold for demolition in 2015, at a run rate of 10 vessels per month
- So far during the year, 3% of the Capesize fleet has been scrapped
- The Capesize fleet will be headed for no-growth in 2015



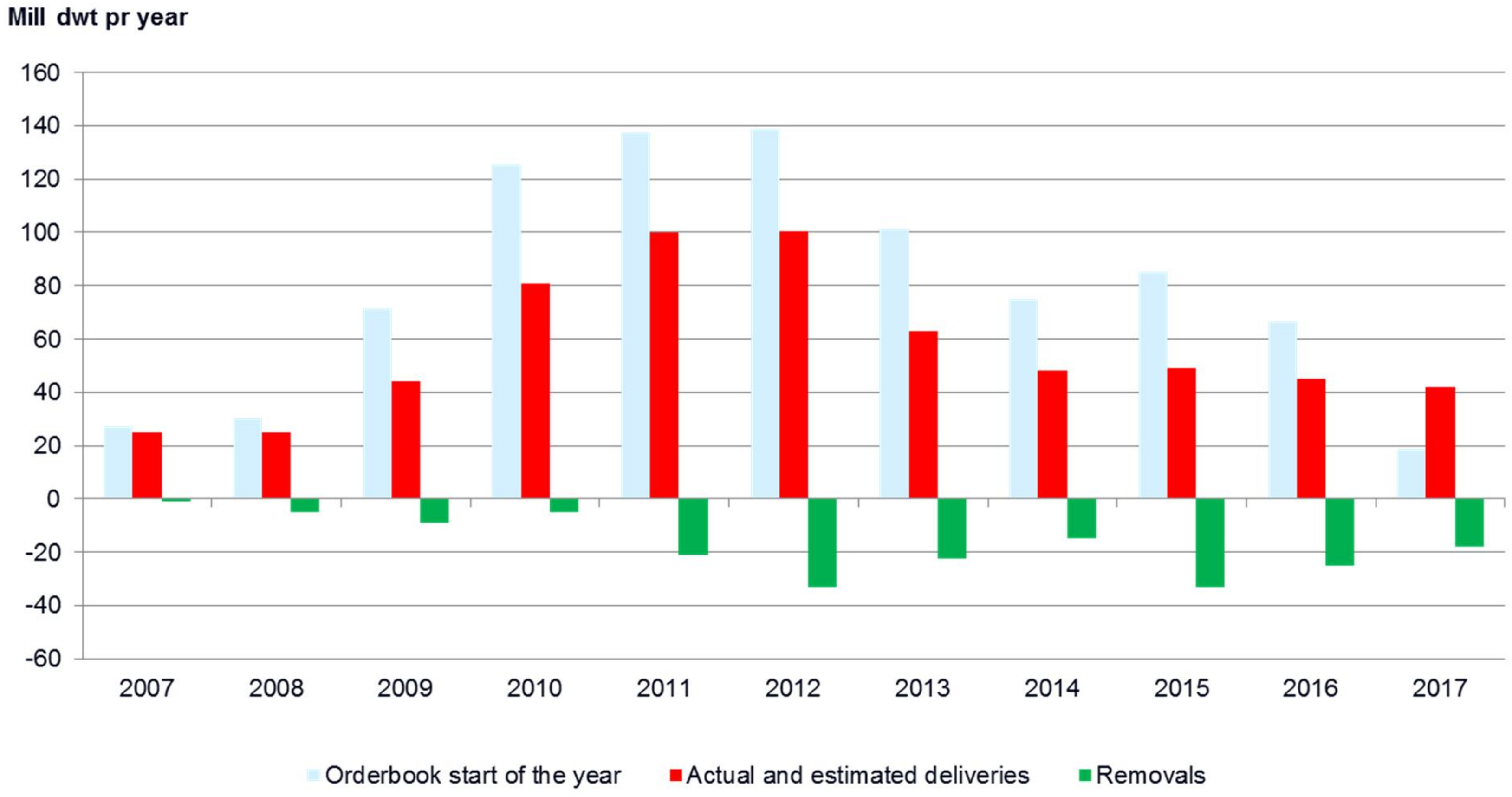


The Capesize fleet will be headed for no-growth this year

Source: MSI, L&S Research

Fleet trend

Scheduled order book, actual deliveries and removals

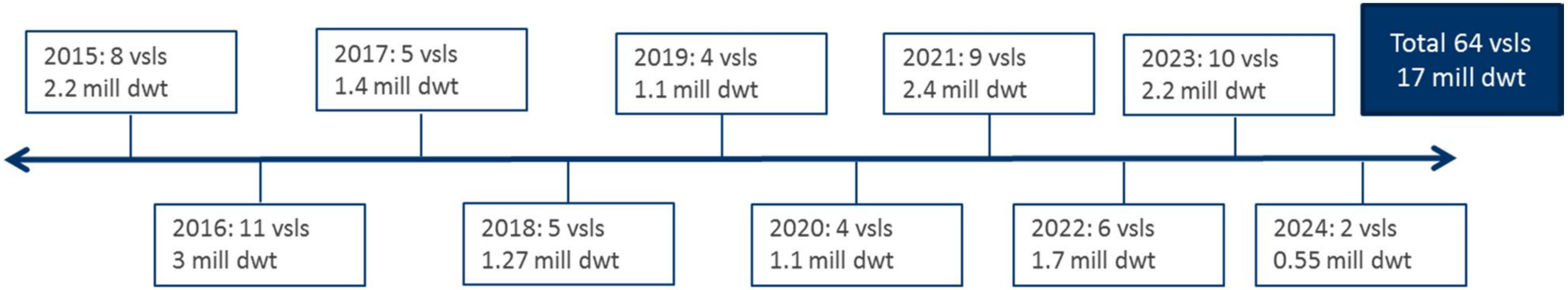


Source: Clarkson Platou

Vale will phase out VLCC-VLOC conversions

Timeline over >220,000 dwt VLOCs built before 2000, including 57 converted VLOCs from VLCCs

Criteria: Phase-out on expiry of COA or TC



- Scrapping of old VLOCs will total 64 vessels totaling 17 mill. dwt
- Phase-out of VLOCs built before 2000, including VLCC-VLOC conversions, will match new planned Valemax bc

Scrapping of VLCC-VLOCs will offset new Valemax deliveries

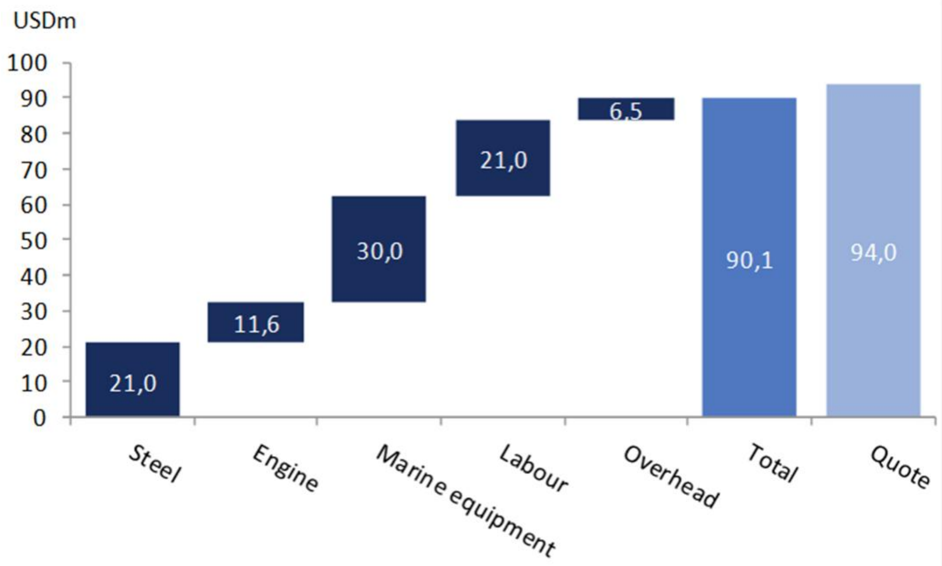
Source: Lorentzen & Stemoco Research

Chinese shipyards are making little or no money

Shipyard costs for building VLCC close to price quotations

- We believe CSSC/CSIC shipyard costs are as follows for building a VLCC
- Shipyard costs are close to, or possibly higher, than price quotations offered:

Steel	USD 21.0 mill.
Engine	USD 11.6 mill.
Marine equipment	USD 30.0 mill.
Labour	USD 21.0 mill.
Overhead	USD 6.5 mill.
Total shipyard costs	**USD 90.1 mill.**
Price quotations	**USD 94.0 mill.**



Source: Lorentzen & Stemoco Research

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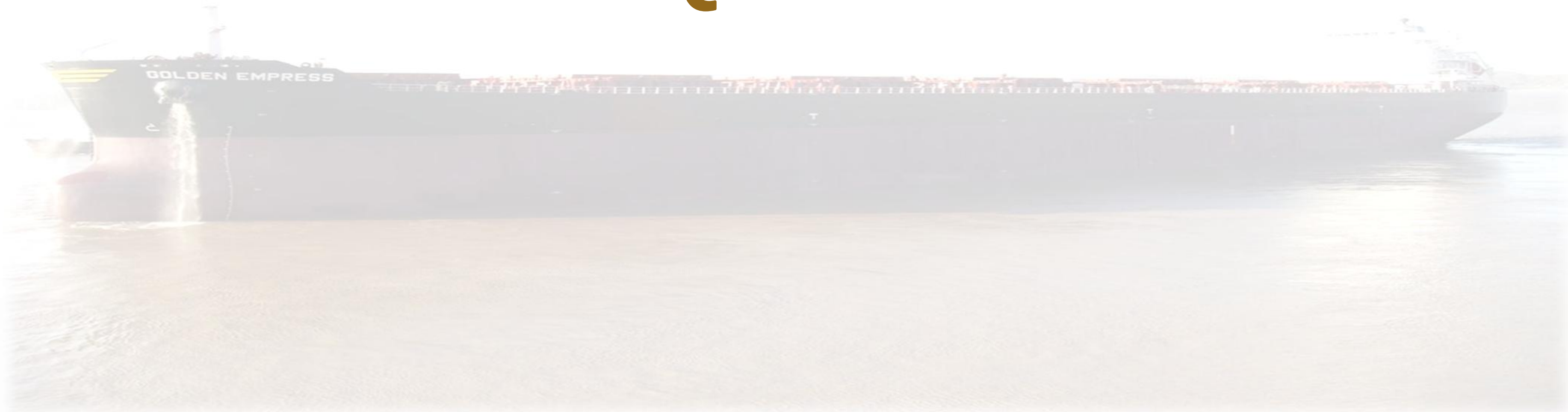
Q & A



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Thank you for your attention !