



Oracle Commodity Holding Corp.

**Condensed Interim Consolidated Financial Statements
(Unaudited)**

**For the Three and Nine Months Ended
December 31, 2024**

(Expressed in Canadian Dollars)

NOTICE OF NO REVIEW BY AUDITOR

In accordance with National Instrument 51-102 *Continuous Disclosure Obligations* of The Canadian Securities Administrators we hereby give notice that our condensed interim consolidated financial statements for the three and nine months ended December 31, 2024, which follow this notice, have not been reviewed by an auditor.

Oracle Commodity Holding Corp.

Condensed Interim Consolidated Statements of Financial Position (Unaudited)
(Expressed in Canadian Dollars)



	December 31, 2024 (\$)	March 31, 2024 (\$)
Assets		
Current assets		
Cash	294,146	727,844
Restricted cash	28,750	-
Receivables	12,385	11,637
Prepaid expenses	124,100	25,640
Due from related parties (note 14)	569,206	-
Total current assets	1,028,587	765,121
Non-current assets		
Equipment (note 5)	-	28,516
Buildings and structures (note 6)	-	657,567
Land (note 4)	-	3,627,076
Royalty interest (note 8)	133,916	133,916
Exploration and evaluation assets (note 7)	-	19,189,310
Investment in CleanTech (note 1 and 9)	1,041,721	1,521,858
Total assets	2,204,224	25,923,364
Liabilities and Shareholders' Equity		
Current liabilities		
Accounts payable and accrued liabilities	143,897	1,666,545
Due to related parties (note 14)	7,463	1,724,675
Promissory note (note 10)	-	3,985,681
Derivative liability (note 11)	5,434	157,464
Total liabilities	156,794	7,534,365
Shareholders' Equity		
Share capital (note 12)	16,840,421	16,268,321
Reserves (note 12)	1,347,311	128,019
Accumulated other comprehensive income	-	420,488
Deficit	(16,140,302)	(8,791,970)
Shareholders' equity	2,047,430	8,024,858
Non-controlling interest (note 13)	-	10,364,141
Total shareholders' equity	2,047,430	18,388,999
Total liabilities and shareholders' equity	2,204,224	25,923,364

Nature of Operations and Going Concern (note 1)

Subsequent Events (note 20)

Approved on behalf of the Board:

"Anthony Garson"

Anthony Garson, Director

"John Lee"

John Lee, Director

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

Oracle Commodity Holding Corp.

 Condensed Interim Consolidated Statements of Income (Loss) and Comprehensive Income (Loss) (Unaudited)
 (Expressed in Canadian Dollars)


	Three Months Ended		Nine Months Ended	
	December 31, 2024 (\$)	December 31, 2023 (\$)	December 31, 2024 (\$)	December 31, 2023 (\$)
General and Administrative Expenses				
Amortization	-	69,429	15,347	342,136
Advertising and promotion	-	1,631	-	14,309
Consulting and management fees (note 14)	22,016	128,476	49,047	207,638
Directors' fee (note 14)	11,800	29,133	36,600	79,133
Insurance	5,651	12,020	32,107	74,802
Office and administration	17,964	23,672	72,903	91,869
Professional fees	45,467	85,279	188,134	256,223
Salaries and benefits (note 14)	68,009	153,503	412,163	765,548
Share-based payments (note 12c, 13b and 13c)	32,563	49,579	153,407	785,964
Stock exchange and shareholder services	22,641	33,495	120,768	156,633
Travel and accommodation	-	3,451	-	64,681
Loss before other items	(226,111)	(589,668)	(1,080,476)	(2,838,936)
Other items				
Finance expense (note 10)	-	(53,547)	(71,778)	(165,050)
Royalty interest income (note 8, 14)	475,329	43,741	613,124	83,893
Other income (expense)	52	108,730	(19,249)	36,706
Loss from equity accounted investment (note 9)	(297,911)	(68,028)	(1,732,779)	(68,028)
Gain from deconsolidation of Cleantech (note 9)	-	1,363,542	-	1,363,542
Loss from deconsolidation of Nevada Vanadium (note 13)	-	-	(5,132,924)	-
Gain (loss) from fair value change in derivative liability (note 11)	(12,460)	(42,831)	(263,394)	56,147
Gain from sale of assets	-	-	-	119,803
Foreign exchange gain (loss)	854	(5,321)	1,660	(9,117)
Net income (loss) for the period	(60,247)	756,618	(7,685,816)	(1,421,040)
Other comprehensive income (loss):				
Foreign currency translation	-	(329,097)	179,740	(351,331)
Comprehensive income (loss) for the period	(60,247)	427,521	(7,506,076)	(1,772,371)
Net income (loss) attributable to:				
Equity holders of parent	(60,247)	839,474	(7,348,332)	71,998
Non-controlling interest (note 14)	-	(82,856)	(337,484)	(1,493,038)
	(60,247)	756,618	(7,685,816)	(1,421,040)
Comprehensive income (loss) attributable to:				
Equity holders of parent	(60,247)	726,417	(7,255,706)	(59,303)
Non-controlling interest (note 13)	-	(298,896)	(250,370)	(1,713,068)
	(60,247)	427,521	(7,506,076)	(1,772,371)
Basic and diluted earnings (loss) per share attributable to equity holders of Parent				
	(0.00)	0.01	(0.07)	0.00
Basic and diluted weighted average number of shares outstanding (note 12e)				
	103,844,173	80,000,000	103,008,612	80,000,000

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

Oracle Commodity Holding Corp.

 Condensed Interim Consolidated Statements of Equity (Unaudited)
 (Expressed in Canadian Dollars)


	Number of Shares Issued and Outstanding	Share Capital (\$)	Reserves (\$)	AOCI ¹ (\$)	Deficit (\$)	Total Shareholders' Equity (\$)	Non- Controlling Interest ("NCI") (\$)	Total (\$)
Balance, April 1, 2023	80,000,000	15,352,875	-	409,253	(3,739,486)	12,022,642	26,759,705	38,782,347
Share-based payments ("SBP") (note 12c)	-	-	-	-	17,213	17,213	-	17,213
Changes in NCI ownership (note 13)	-	-	-	-	(726,300)	(726,300)	3,216,321	2,490,021
Derecognition of NCI – CleanTech (note 13)	-	-	-	-	-	-	(18,799,805)	(18,799,805)
SBP – CleanTech	-	-	-	-	-	-	393,565	393,565
SBP – Nevada Vanadium	-	-	-	-	-	-	352,803	352,803
Net income (loss)	-	-	-	-	71,998	71,998	(1,493,038)	(1,421,040)
Other comprehensive loss	-	-	-	(131,301)	-	(131,301)	(220,030)	(351,331)
Balance, December 31, 2024	80,000,000	15,352,875	-	277,952	(4,376,575)	11,254,252	10,209,521	21,463,773
Balance, April 1, 2024	98,349,527	16,268,321	128,019	420,488	(8,791,970)	8,024,858	10,364,141	18,388,999
Private placements (note 12)	5,185,000	558,350	-	-	-	558,350	-	558,350
Finders' fees (note 12)	148,750	-	-	-	-	-	-	-
Stock options exercised	50,000	2,500	-	-	-	2,500	-	2,500
Shares issued to settle liability (note 12)	105,263	10,000	-	-	-	10,000	-	10,000
Shares issued for services	35,983	1,250	-	-	-	1,250	-	1,250
SBP (note 12c)	-	-	137,470	-	-	137,470	-	137,470
Changes in NCI ownership (note 13)	-	-	-	-	-	-	(1,882,130)	(1,882,130)
Derecognition of NCI – Nevada Vanadium (note 13)	-	-	1,081,822	(513,114)	-	568,708	(8,249,271)	(7,680,563)
SBP – Nevada Vanadium (note 13c)	-	-	-	-	-	-	17,630	17,630
Net loss	-	-	-	-	(7,348,332)	(7,348,332)	(337,484)	(7,685,816)
Other comprehensive income	-	-	-	92,626	-	92,626	87,114	179,740
Balance, December 31, 2024	103,874,523	16,840,421	1,347,311	-	(16,140,302)	2,047,430	-	2,047,430

¹ Accumulated Other Comprehensive Income

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

Oracle Commodity Holding Corp.

Condensed Interim Consolidated Statements of Cash Flows (Unaudited)
(Expressed in Canadian Dollars)



	Nine Months Ended	
	December 31, 2024 (\$)	December 31, 2023 (\$)
Operating Activities		
Net loss for the period	(7,685,816)	(1,421,040)
Items not involving cash		
Share-based payments	153,407	785,964
Amortization	15,347	342,136
Finance expense	71,762	165,050
Unrealized foreign exchange gain (loss)	(22,629)	99,754
Loss from equity accounted investment	1,732,779	68,028
Gain from deconsolidation of CleanTech (note 9)	-	(1,363,542)
Loss from deconsolidation of Nevada Vanadium (note 13)	5,132,924	-
Gain on disposal of partial land	-	(119,803)
Loss (gain) from fair value change in derivative liability	263,394	(56,147)
	(338,832)	(1,499,600)
Changes in non-cash working capital		
Accounts receivable	(8,224)	235,057
Prepaid expenses	(142,140)	-
Due to/from related parties	27,174	141,296
Accounts payable and accrued liabilities	26,773	56,400
Cash used in operating activities	(435,249)	(1,066,847)
Investing Activities		
Exploration and evaluation assets	(11,915)	(953,269)
Net proceeds from sale of partial land (note 4)	-	507,161
Derivative assets (note 11)	(191,394)	-
Deconsolidation of CleanTech (note 9)	-	(776,249)
Deconsolidation of Nevada Vanadium (note 13)	(18,335)	-
Cash used in investing activities	(221,644)	(1,222,357)
Financing Activities		
Proceeds from share issuance (note 12)	558,350	1,526,035
Proceeds from stock options exercised	2,500	-
Subsidiary subscriptions received (note 13a)	-	720,706
Sale of shares of subsidiary	15,742	212,765
Partial repayment of promissory note (note 10)	(344,240)	(508,571)
Cash from financing activities	232,352	1,950,935
Effect of foreign exchange on cash	19,593	(28)
Decrease in cash	(404,948)	(338,297)
Cash, beginning of period	727,844	371,018
Restricted cash	(28,750)	-
Cash, end of period	294,146	32,721

Supplemental cash flow information (note 16)

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

Oracle Commodity Holding Corp.

Notes to the Condensed Interim Consolidated Financial Statements (Unaudited)
For the Three and Nine Months Ended December 31, 2024
(Expressed in Canadian Dollars)



1. Description of Business and Going Concern

Oracle Commodity Holding Corp. (the “Company” or “Oracle”) is a resource royalty and investment company that is focused on acquiring investment opportunities in privately held and publicly traded companies with a focus on publicly traded resource issuers. The Company was incorporated on July 9, 2021, under the laws of the province of British Columbia, Canada and maintains its registered and records office at Suite 1610 – 409 Granville Street, Vancouver, British Columbia, Canada, V6C 1T2.

Effective April 5, 2024, the Company’s common shares are listed for trading on the TSX Venture Exchange (the “TSXV”) under the symbol “ORCL”. The Company’s common shares are also quoted on the OTCQB under the symbol “ORLCF”.

On January 14, 2022, Silver Elephant Mining Corp. (“Silver Elephant”) completed a strategic reorganization of its business through a statutory plan of arrangement (the “Silver Elephant Arrangement”) under the Business Corporations Act (British Columbia) pursuant to which certain assets of Silver Elephant were spun-out to the Company. Pursuant to the Silver Elephant Arrangement, the Company acquired investments in mineral exploration stage companies, CleanTech Vanadium Mining Corp. (formerly Flying Nickel Mining Corp.) (“CleanTech”) and Nevada Vanadium Mining Corp. (“Nevada Vanadium”) as well as certain mineral property royalties (note 13).

These consolidated financial statements have been prepared on a going concern basis which implies that the Company will continue realizing assets and discharging liabilities in the normal course of business for the foreseeable future. Should the going concern assumption not continue to be appropriate, further adjustments to carrying values of assets and liabilities may be required.

At December 31, 2024 (the “Financial Position Date”), the Company had working a capital of \$871,793 (March 31, 2024 – deficiency of \$6,769,244) and an accumulated deficit of \$16,140,302 (March 31, 2024 - \$8,791,970). Accordingly, the ability of the Company to realize the carrying value of its assets and continue operations as a going concern is dependent upon its ability to raise additional debt or equity to fund ongoing costs of operations and/or secure new or additional partners in order to advance its projects. These material uncertainties may cast significant doubt upon the Company’s ability to continue as a going concern. These consolidated financial statements do not include any adjustments relating to the recovery of assets and classification of assets and liabilities that may arise should the Company be unable to continue as a going concern and such adjustments could be material.

2. Basis Of Presentation

(a) Statement of Compliance

These condensed interim consolidated financial statements have been prepared in accordance with International Accounting Standards 34, Interim Financial Reporting (“IAS 34”) using accounting policies consistent with International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board (“IASB”). These condensed interim consolidated financial statements have been prepared using the same accounting policies and methods of computation as the most recent annual financial statements for the year ended March 31, 2024.

These condensed interim consolidated financial statements were approved by the Board of Directors and authorized for issue on February 27, 2025.

(b) Basis of Measurement

These consolidated financial statements have been prepared on the historical cost basis. In addition, these consolidated financial statements have been prepared using the accrual basis of accounting, except for cash flow information. Certain amounts in the prior period have been reclassified to conform with the presentation in the current period.



2. Basis Of Presentation - continued

(c) Basis of Consolidation

Subsidiaries are all entities over which the Company has control. The Company controls an entity where the Company is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the activities of the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Company. Subsidiaries are deconsolidated from the date that control ceases. All intercompany balances, transactions, income and expenses, and profits or losses are eliminated on consolidation.

De facto control exists in circumstances when an entity owns less than 50% voting rights in another entity but has control for reasons other than voting rights or contractual and other statutory means. These consolidated financial statements include the results of CleanTech and Nevada Vanadium and its subsidiaries, as applicable, as management has determined that the Company has or had de facto control over these entities as the Company has the practical ability to direct the relevant activities of these entities and controls the Board of Directors for certain periods presented.

As at the date of the Silver Elephant Arrangement (note 13), Oracle had a 41% ownership interest in CleanTech and a 46% ownership interest in Nevada Vanadium. Oracle ceased to have de facto control over CleanTech as at October 1, 2023, therefore CleanTech and its Minago Project were deconsolidated from the Company's financial statements effective October 1, 2023 (note 9). On August 16, 2024, CleanTech acquired Nevada Vanadium (note 13) and Nevada Vanadium was deconsolidated from the Company's consolidated financial statements.

As at the Financial Position Date, the Company had no subsidiaries.

(d) Use of Estimates and Judgments

Significant Estimates and Assumptions

The preparation of financial statements in accordance with IFRS requires management to make estimates and assumptions which affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. The Company's management reviews these estimates and underlying assumptions on an ongoing basis, based on experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Revisions to estimates are adjusted for prospectively in the period in which the estimates are revised.

Estimates and assumptions used by management where there is risk of material adjustments to assets and liabilities in future accounting periods include the estimated useful lives of depreciated and amortized assets, and exploration and evaluation assets, assumptions used in determination of the fair value of share-based payments.

Significant Judgments

The preparation of financial statements in accordance with IFRS requires the Company to make judgments, apart from those involving estimates, in applying accounting policies. The most significant judgments in preparing the Company's financial statements include the assumption that the Company will continue as a going concern and whether the Company has significant influence over other entities, classification of expenditures as exploration and evaluation expenditures or operating expenses, the classification of financial instruments and determining de facto control (note 2(c)).



3. Material Accounting Policy Information

(a) Changes in Accounting Policies

Classification of liabilities as current or non-current (amendments to IAS 1)

The amendments aim to promote consistency in applying the requirements by helping entities determine whether, in the statement of financial position, debt and other liabilities with an uncertain settlement date should be classified as current (due or potentially due to be settled within one year) or non-current.

The amendments are applied on or after the first annual reporting period beginning on or after January 1, 2024, with early application permitted. The amendments were implemented by the Company effective April 1, 2024 and did not have a material impact on the Company's consolidated financial statements.

(b) Future Changes in Accounting Standards

In April 2024, the IASB issued *IFRS 18, Presentation and Disclosure in Financial Statements* ("IFRS 18"), the new standard on presentation and disclosure in financial statements, with a focus on updates to the statement of profit or loss. The key new concepts introduced in IFRS 18 relate to:

- the structure of the statement of profit or loss;
- required disclosures in the financial statements for certain profit or loss performance measures that are reported outside an entity's financial statements; and
- enhanced principles on aggregation and disaggregation which apply to the primary financial statements and notes in general.

IFRS 18 will replace IAS 1; many of the other existing principles in IAS 1 are retained, with limited changes. IFRS 18 will not impact the recognition or measurement of items in the financial statements, but it might change what an entity reports as its 'operating profit or loss'. IFRS 18 will apply for reporting periods beginning on or after 1 January 2027 and also applies to comparative information.

The Company is currently evaluating the impact of IFRS 18 on its consolidated financial statements.

Certain accounting standards or amendments to existing accounting standards that have been issued but have future effective dates are either not applicable or are not expected to have a significant impact on the Company's consolidated financial statements.

4. Fish Creek Ranch

On April 6, 2022, Nevada Vanadium acquired the Fish Creek Ranch property ("Fish Creek Ranch") located in Eureka County, Nevada USA. The Fish Creek Ranch is adjacent to the Gibellini Project, contains a part of the irrigation canal, and will provide support to the Gibellini Project in the form of water supply.

On September 21, 2023, Nevada Vanadium sold a parcel of land from the Fish Creek Ranch for gross proceeds of \$539,555 (US\$400,041), of which \$168,594 (US\$125,000) was used to partially repay the promissory note (note 10). Transaction costs totaled \$32,393 (US\$24,018).

The Fish Creek Ranch was deconsolidated from the Company's consolidated financial statements as a result of the Nevada Vanadium Transaction (note 13).

Oracle Commodity Holding Corp.

Notes to the Condensed Interim Consolidated Financial Statements (Unaudited)

For the Three and Nine Months Ended December 31, 2024

(Expressed in Canadian Dollars)


4. Fish Creek Ranch - continued

The carrying value of land at the Fish Creek Ranch was as follows:

	\$
Balance, April 1, 2023	4,044,061
Disposals	(419,752)
Foreign exchange effect	2,767
Balance, March 31, 2024	3,627,076
Foreign exchange effect	36,150
Deconsolidation of Nevada Vanadium	(3,663,226)
Balance, December 31, 2024	-

5. Equipment

	Vehicles (\$)	Professional Equipment (\$)	Fish Creek Ranch Equipment (\$)	Total (\$)
Cost				
Balance, April 1, 2023	57,894	12,207	478,915	549,016
Foreign currency translation	(487)	26	(21,735)	(22,196)
Balance, March 31, 2024	57,407	12,233	457,180	526,820
Foreign currency translation	570	125	4,557	5,252
Deconsolidation of Nevada Vanadium	(57,977)	(12,358)	(461,737)	(532,072)
Balance, December 31, 2024	-	-	-	-
Accumulated Amortization				
Balance, April 1, 2023	(20,173)	(2,797)	(89,368)	(112,338)
Amortization	(17,148)	(2,439)	(362,813)	(382,400)
Foreign currency translation	(1,429)	(269)	(1,868)	(3,566)
Balance, March 31, 2024	(38,750)	(5,505)	(454,049)	(498,304)
Amortization	(4,350)	(618)	(3,163)	(8,131)
Foreign currency translation	(385)	(55)	(4,525)	(4,965)
Deconsolidation of Nevada Vanadium	43,485	6,178	461,737	511,400
Balance, December 31, 2024	-	-	-	-
Net book value, March 31, 2024	18,657	6,728	3,131	28,516
Net book value, December 31, 2024	-	-	-	-

Equipment was deconsolidated from the Company's consolidated financial statements as a result of the Nevada Vanadium Transaction (note 13).

Oracle Commodity Holding Corp.

Notes to the Condensed Interim Consolidated Financial Statements (Unaudited)

For the Three and Nine Months Ended December 31, 2024

(Expressed in Canadian Dollars)

**6. Buildings and Structures**

The continuity of buildings and structures relating to the Fish Creek Ranch are as follows:

	(\$)
Cost	
Balance, April 1, 2023	713,657
Foreign exchange effect	686
Balance, March 31, 2024	714,343
Foreign exchange effect	7,120
Deconsolidation of Nevada Vanadium	(721,463)
Balance, December 31, 2024	-
Accumulated Amortization	
Balance, April 1, 2023	(28,077)
Amortization	(28,450)
Foreign exchange effect	(249)
Balance, March 31, 2024	(56,776)
Amortization	(7,216)
Foreign exchange effect	(564)
Deconsolidation of Nevada Vanadium	64,556
Balance, December 31, 2024	-
Net book value, March 31, 2024	657,567
Net book value, December 31, 2024	-

Buildings and Structures were deconsolidated from the Company's consolidated financial statements as a result of the Nevada Vanadium Transaction (note 13).

Oracle Commodity Holding Corp.

Notes to the Condensed Interim Consolidated Financial Statements (Unaudited)

For the Three and Nine Months Ended December 31, 2024

(Expressed in Canadian Dollars)

**7. Exploration and Evaluation Assets**

	Minago Project (\$)	Gibellini Project (\$)	Total (\$)
Balance, April 1, 2023	20,126,319	18,693,279	38,819,598
Licenses, tax, fees and permits	132,917	172,262	305,179
Geological and consulting	-	110,653	110,653
Feasibility study	47,297	19,917	67,214
Exploration and drilling	114,409	-	114,409
Royalties	-	134,965	134,965
Personnel, camp and general	164,727	37,311	202,038
Share-based payments	9,278	-	9,278
Deconsolidation of CleanTech (note 9)	(20,594,947)	-	(20,594,947)
Foreign exchange effect	-	20,923	20,923
Balance, March 31, 2024	-	19,189,310	19,189,310
Licenses, tax and permits	-	16,389	16,389
Geological and consulting	-	6,862	6,862
Feasibility study	-	4,334	4,334
Personnel, camp and general	-	1,693	1,693
Foreign exchange	-	190,640	190,640
Deconsolidation of Nevada Vanadium (note 13)	-	(19,409,228)	(19,409,228)
Balance, December 31, 2024	-	-	-

Gibellini Project, USA

The Gibellini vanadium project (the “Gibellini Project”) is comprised of the Gibellini, Bisoni and Louie Hill vanadium deposits and associated claims located in the State of Nevada, USA. On January 14, 2022, pursuant to the Silver Elephant Arrangement, Nevada Vanadium issued 50,000,000 common shares to Silver Elephant in consideration for Gibellini Vanadium mineral property assets and the assumption of certain liabilities related to the underlying assets.

On September 18, 2020, Silver Elephant completed the acquisition of the Bisoni vanadium property situated immediately southwest of the Gibellini Project pursuant to an asset purchase agreement (the “Bisoni APA”) dated August 18, 2020, with Cellcube Energy Storage Systems Inc. (“Cellcube”). The Bisoni property is comprised of 201 lode mining claims. As consideration for the acquisition of the Bisoni property under the Bisoni APA, Silver Elephant issued 400,000 Common Shares (the “Bisoni APA Shares”) and paid \$200,000 cash to Cellcube. Additionally, subject to TSX approval, if, on or before December 31, 2023, the price of European vanadium pentoxide on the Metal Bulletin (or an equivalent publication) exceeds US\$12.00 a pound for 30 consecutive days, Silver Elephant will issue to Cellcube additional Common Shares with a value of \$500,000 calculated based upon the 5-day volume weighted average price of the Common Shares immediately following the satisfaction of the vanadium pentoxide pricing condition. This condition was potentially met on April 5, 2022, a date subsequent to closing the Silver Elephant Arrangement, which resulted in derivative liabilities of \$500,000 (the “Bisoni Liability”) being recognized by Nevada Vanadium.

On August 16, 2024, the Gibellini Project along with the Bisoni Liability was deconsolidated from the Company’s consolidated financial statements (note 13).



7. Exploration and Evaluation Assets - continued

Minago Project, Manitoba Canada

The Minago project (the “Minago Project”) is located in northern Manitoba, Canada within the southern part of the Thompson Nickel Belt, approximately 107 kilometers north of the Town of Grand Rapids, Manitoba and 225 kilometers south of the City of Thompson, Manitoba. Provincial Highway 6 transects the eastern portion of the Minago property. The Minago Project is comprised of 94 mining claims and two mining leases. On January 14, 2022, pursuant to the Silver Elephant Arrangement, CleanTech issued 50,000,000 common shares to Silver Elephant in consideration for the Minago Project and the assumption of certain liabilities related to the underlying assets.

On October 1, 2023, the Minago Project was deconsolidated from the Company’s consolidated financial statements (note 9).

8. Royalty Interests

On January 14, 2022, under the terms of the Silver Elephant Arrangement, the Company acquired certain mineral property net smelter royalty agreements (“Transferred Royalties”) pursuant to a purchase and sale agreement entered into between Silver Elephant and the Company (the “Royalty Transfer Agreement”). The Royalty Transfer Agreement provided for the purchase of the Transferred Royalties by the Company for total consideration of 1,785,430 Common Shares with a value of \$133,916.

The Transferred Royalties are comprised of the following:

(a) Illumina Royalty Agreement

The Company will receive a two per cent (2%) royalty on all mineral products produced from certain mineral leases in Bolivia relating to Silver Elephant’s Pulacayo, Paca and Triunfo projects if the average price per ounce of silver exceeds US\$30.00. The value assigned to the Illumina Royalty Agreement is \$133,916.

(b) Titan Royalty Agreement

The Company will receive a two per cent (2%) royalty on all mineral products produced from certain mineral claims and leases in Manitoba relating to Silver Elephant’s former Titan project after the commencement of commercial production if the V205 Vanadium Pentoxide Flake 98% price per pound exceeds US\$12.00. No value was assigned to the Titan Royalty.

On August 4, 2023, Silver Elephant assigned its Titan Project to which the Titan Royalty Agreement relates to, to a third party.

On August 4, 2023, the Company granted to a third party, the right to acquire the Titan NSR at any time, for \$1,000,000 in cash. The third party paid the Company \$5,000 as consideration for this right.



8. Royalty Interests - continued

(c) Mega Thermal Royalty Agreement (formerly Asia Mining Royalty Agreement)

Pursuant to the Mega Thermal Royalty Agreement, Mega Thermal Coal Corp. (“Mega Thermal”), a subsidiary of Silver Elephant, has granted and its wholly-owned subsidiaries Redhill Mongolia LLC, Chandgana Coal LLC and UGL Enterprises LLC have agreed to pay, among other things, a royalty equal to: (i) two percent (2%) of returns in respect of all mineral products, other than coal produced from the Ulaan Ovoo Property in Mongolia after the commencement of commercial production; and (ii) in respect of coal (taking into account all interim multi-party transactions and calculated based on the final destination of coal extracted from the royalty area), the greater of: (a) US\$3.00 per tonne of coal extracted; (b) five percent (5%) of the money received per tonne of coal including transportation costs, subject to adjustment as further provided in the Mega Thermal Royalty Agreement; (c) in respect of coal sold, shipped and used in China, three percent (3%) per tonne of Newcastle 5,500 kcal/kg NAR as reported on the Intercontinental Exchange, Inc.; (d) four percent (4.0%) of the price per tonne of coal at the relevant port of location of export from Mongolia; and (e) if such price is not readily ascertainable, four percent (4.0%) of the average price of the China 5,500 kcal/kg NAR price per tonne as reported on the Zhengzhou Commodity Exchange for coal that was delivered to China, all of which shall be calculated on mineral products from Silver Elephant’s Ulan Ovoo Property, Khavtgai Uul Property and Tsaidam Nuur Property in Mongolia. Each royalty payment will be provisional and subject to adjustment in accordance with the Mega Thermal Royalty Agreement. No value was assigned to the Mega Thermal Royalty Agreement.

(d) Minago Royalty Agreement

The Company will receive a two per cent (2%) royalty on all mineral products produced from certain mineral claims and leases from the Minago Project in Manitoba after the commencement of commercial production if the average price per pound of nickel exceeds US\$15.

(e) Gibellini Royalty Agreement

The Gibellini Project is located near Eureka in Nevada’s Battle Mountain region. The Gibellini Project is made up of 547 unpatented lode claims held directly by Cleantech (the “Gibellini Claim Area”) and 40 unpatented lode claims held through a long-term lease agreement (the “Gibellini Lease Area”). The Gibellini Project hosts three separate vanadium deposits each with a 43-101 compliant resource estimate.

The Gibellini Claim Area is subject to a royalty payable to Oracle. Cleantech is to pay, among other things, in each fiscal quarter where the average price per pound of V2O5 Vanadium Pentoxide Flake 98% as reported on the nominated metals exchange exceeds US\$12, a royalty equal to 2% of returns in respect of all mineral products produced from the Gibellini Claim Area after the commencement of commercial production.

The Gibellini Lease Area also subject a second royalty payable to Oracle on substantially the same terms as the Gibellini Claim Area Royalty and together with the Gibellini Claim Area Royalty.

Royalty interest income details are as follows:

	Three Months Ended		Nine Months Ended	
	December 31, 2024	December 31, 2023	December 31, 2024	December 31, 2023
	(\$)	(\$)	(\$)	(\$)
Income from Mega Thermal Royalty Agreement	104,987	43,741	242,782	83,893
Income from Illumina Royalty Agreement	370,342	-	370,342	-
	475,329	43,741	613,124	83,893

Oracle Commodity Holding Corp.

Notes to the Condensed Interim Consolidated Financial Statements (Unaudited)

For the Three and Nine Months Ended December 31, 2024

(Expressed in Canadian Dollars)

**9. Investment in CleanTech Vanadium Mining Corp.**

As a result of the Silver Elephant Arrangement (note 13), the Company consolidated CleanTech from January 14, 2022 to September 30, 2023, the period for which the Company had de facto control over CleanTech. Effective October 1, 2023, the Company deconsolidated CleanTech as de facto control was lost due to dilution. However, as the Company still maintains significant influence over CleanTech, it has applied the equity method of accounting for CleanTech. The Company has significant influence over CleanTech as a result of having the power to participate in the financial and operating policy decisions of CleanTech but does not have control or joint control.

The Company recorded the carrying value of its investment in CleanTech at its fair value of \$1,643,278, resulting in a loss from deconsolidation of \$2,076,626. The fair value of the Company's investment in CleanTech is determined based on PxQ (shares held and share price on the date of deconsolidation), in accordance with Exposure Draft ED/2014/4: Measuring Quoted Investments in Subsidiaries, Joint Ventures and Associates at Fair Value: Proposed amendments to IFRS 10, IFRS 12, IAS 27, IAS 28, IAS 36 and Illustrative Examples for IFRS 13, IASB, September 2014.

On August 16, 2024, CleanTech acquired Nevada Vanadium (note 13), and as a result, the Company's 33,957,143 shares of Nevada Vanadium were exchanged for 33,957,143 shares of CleanTech with a fair value of \$2,037,429.

	\$
Balance, April 1, 2023	-
Derecognition of net assets of CleanTech	22,519,710
Derecognition of non-controlling interest of CleanTech	(18,799,806)
Loss from deconsolidation of CleanTech ¹	(2,076,626)
	1,643,278
Proportionate share of losses	(121,420)
Balance, March 31, 2024	1,521,858
Disposition of CleanTech shares	(784,787)
CleanTech shares received in exchange for Nevada Vanadium shares	2,037,429
Proportionate share of losses	(1,732,779)
Balance, December 31, 2024	1,041,721

¹ On January 1, 2024, the Company adopted ED/2014/4. The cumulative catch-up resulted in the recognition of an additional loss of \$3,440,168 from the deconsolidation of CleanTech during the three months ended March 31, 2024. The original gain from the deconsolidation of CleanTech of \$1,363,542 was therefore adjusted to a loss of \$2,076,626.

On October 30, 2024 CleanTech sold its Minago Project to Norway House Cree Nation ("NHCN") for (i) \$8,000,000 in cash; (ii) the surrender of 17,561,862 CleanTech common shares owned by NHCN; and (iii) reimbursement in cash of claims maintenance fees up to a maximum of \$60,000 incurred by the CleanTech in respect of the Minago Project. As a result and as at October 30, 2024, the Company owned approximately 30% of the common shares of CleanTech.

As at December 31, 2024, the Company owned approximately 30% (March 31, 2024 – 21%) of the common shares of CleanTech.

Oracle Commodity Holding Corp.

Notes to the Condensed Interim Consolidated Financial Statements (Unaudited)

For the Three and Nine Months Ended December 31, 2024

(Expressed in Canadian Dollars)

**9. Investment in CleanTech Vanadium Mining Corp. - continued**

The following tables illustrate the summarized financial information of CleanTech:

	December 31, 2024 (\$)	March 31, 2024 (\$)
Current assets	4,926,364	2,225,116
Non-current assets	12,763,007	20,972,961
Current liabilities	5,374,079	481,448
Equity	12,315,292	22,716,629

	Three Months Ended		Nine Months Ended	
	December 31, 2024 (\$)	December 31, 2023 (\$)	December 31, 2024 (\$)	December 31, 2023 (\$)
General and administrative expenses	(487,081)	(304,142)	(1,458,342)	(1,310,817)
Other items	(566,735)	(1,964)	(26,336)	(12,757,034)
Net loss for the period	(1,053,816)	(306,106)	(14,215,376)	(1,314,291)

CleanTech had no contingent liabilities or capital commitments as at December 31, 2024 and March 31, 2024.

10. Promissory Note

In conjunction with the acquisition of Fish Creek Ranch on April 6, 2022 (note 4), Nevada Vanadium borrowed \$3,752,400 (US\$3,000,000) in the form of a promissory note (the "CVB Loan") from Cache Valley Bank ("CVB"). The CVB Loan is secured by the equipment, buildings and structures, and land and water rights of Fish Creek Ranch. The CVB Loan bears simple interest at 5.5% per annum and is repayable in full upon CVB's demand. If no demand is made by CVB, the CVB loan is repayable in installments as follows:

	(\$)
April 6, 2023 (US\$251,045) (paid)	339,977
September 22, 2023 (US\$125,000) (paid)	168,594
April 6, 2024 (US\$251,045) (paid)	344,240
November 5, 2024 (US\$17,600) (paid)	24,328
July 15, 2025 (US\$251,045)	360,827
July 15, 2026 (US\$251,045)	360,827
April 6, 2027 (US\$2,610,314)	3,751,804
	5,350,597

The CVB Loan is accounted for using the effective interest rate method, utilizing an implied interest rate of 5.27%. The continuity of the CVB Loan is as follows:

Oracle Commodity Holding Corp.

Notes to the Condensed Interim Consolidated Financial Statements (Unaudited)

For the Three and Nine Months Ended December 31, 2024

(Expressed in Canadian Dollars)

**10. Promissory Note - continued**

	(\$)
Balance, April 1, 2023	4,271,857
Payments	(508,571)
Finance expense	218,131
Foreign exchange	4,264
Balance, March 31, 2024	3,985,681
Payments	(344,240)
Finance expense	71,762
Foreign exchange	23,364
Deconsolidation of Nevada Vanadium	(3,736,567)
Balance, December 31, 2024	-

During the three and nine months ended December 31, 2024 the Company accrued finance expense of \$nil and \$71,762 respectively (2023 - \$53,547 and \$165,050 respectively) related to the CVB Loan.

The CVB Loan was deconsolidated from the Company's consolidated financial statements as a result of the Nevada Vanadium Transaction (note 13).

11. Derivative Liability

The derivative liability below relates to the Gibellini Project (note 7).

	\$
Balance, April 1, 2023	215,951
Gain on change in fair value	(59,547)
Foreign currency translation	1,060
Balance, March 31, 2024	157,464
Loss on change in fair value	62,986
Deconsolidation of Nevada Vanadium	(220,450)
Balance, December 31, 2024	-

The Company also has derivative liabilities comprised of commodity and treasury contracts, with activity as follows:

	\$
Balance, April 1, 2023 and March 31, 2024	-
Investment in derivative assets	194,974
Realized loss on derivative assets	(194,974)
Unrealized loss on derivative assets	(5,434)
Balance, December 31, 2024	(5,434)

During the three and nine months ended December 31, 2024, the Company recorded a realized loss on derivative assets of \$10,841 and \$194,974 respectively (2023 - \$nil and \$nil respectively) and an unrealized loss of \$1,619 and \$5,434 respectively (2023 - \$nil and \$nil respectively).



12. Share Capital

(a) Authorized Share Capital

The authorized share capital of the Company consists of an unlimited number of common shares. At the Financial Position Date, the Company had 103,874,523 (March 31, 2024 – 98,349,527) common shares issued and outstanding.

(b) Issued Share Capital

During the Nine Months Ended December 31, 2024

On May 10, 2024, the Company closed a non-brokered private placement raising gross proceeds of \$10,000 through the issuance of 200,000 units at a price of \$0.05 per unit. Each unit consists of one common share of the Company and one share purchase warrant with each warrant entitling the holder to purchase one additional share at a price of \$0.06 per share until May 9, 2027. The proceeds from private placements that include warrants are allocated first to common shares based on the market trading price of the common shares at the time the units are priced, and any excess is allocated to warrants (the “Residual Method”). Based on the Residual Method, the fair value of the warrants is \$nil.

On June 12, 2024, the Company closed a non-brokered private placement raising gross proceeds of \$548,350 through the issuance of 4,985,000 units at a price of \$0.11 per unit. Each unit consists of one common share of the Company and one share purchase warrant with each warrant entitling the holder to purchase one additional share at a price of \$0.15 per share until June 12, 2027. In connection with the closing, the Company issued 148,750 units as finder’s fees. The Company has allocated the entire proceeds to share capital and \$nil to warrants by applying the Residual Method.

On July 16, 2024, the Company settled \$10,000 of debt owed to a director of the Company for management fees in consideration for the issuance of 105,263 common shares of the Company.

On November 1, 2024, the Company issued 15,150 shares for services with a fair value of \$625 to a consultant of the Company.

On December 2, 2024, the Company issued 20,833 shares for services with a fair value of \$625 to a consultant of the Company.

During the Year Ended March 31, 2024

On February 28, 2024, the Company entered into agreements with certain directors to settle an aggregate amount of \$115,446 relating to directors’ fees owed to such directors in exchange for the issuance of 2,308,927 shares of the Company.

On March 28, 2024, the Company closed a non-brokered private placement raising gross proceeds of \$800,000 through the issuance of 16,000,000 units at a price of \$0.05 per unit. Each unit consists of one common share of the Company and one share purchase warrant with each warrant entitling the holder to purchase one additional common share of the Company at a price of \$0.06 per share until March 28, 2027. The Company issued an aggregate of 40,600 finders’ units, each consisting of one common share of the Company and one share purchase warrant entitling the holder to purchase one additional common share of the Company at a price of \$0.06 per share until March 28, 2027. The Company has allocated the entire proceeds to share capital and \$nil to warrants by applying the residual approach.

(c) Share-based Compensation Plan

The Company has a 10% rolling equity-based compensation plan in place (the “Plan”). Under the Plan, the Company may grant stock options or stock appreciation rights. The vesting terms are determined by the Board of Directors on the date of grant with a maximum term of 10 years.

Oracle Commodity Holding Corp.

Notes to the Condensed Interim Consolidated Financial Statements (Unaudited)

For the Three and Nine Months Ended December 31, 2024

(Expressed in Canadian Dollars)



12. Share Capital – continued

On December 4, 2023, the Company granted stock options to acquire up to 7,990,000 common shares to certain directors, officers and consultants of the Company. These stock options are exercisable at a price of \$0.05 per common share for a term of five years and vest at 12.5% per quarter over a period of two years following the date of grant.

On February 1, 2024, the Company granted 300,000 incentive stock options to a director of the Company, which are exercisable at a price of \$0.05 per common share for a term of five years and vest at 12.5% per quarter over a period of two years following the date of grant.

On October 3, 2024, the Company granted 200,000 incentive stock options to a consultant of the Company, which are exercisable at a price of \$0.09 per common share for a term of five years and vest at 12.5% per quarter over a period of two years following the date of grant.

On November 19, 2024, the Company granted 500,000 incentive stock options to a consultant of the Company, which are exercisable at a price of \$0.05 per common share for a term of five years and vest at 12.5% per quarter over a period of two years following the date of grant.

During the three and nine months ended December 31, 2024, the Company, excluding CleanTech and Nevada Vanadium, recorded share-based payments of \$32,563 (2023 – \$17,213) and \$137,470 (2023 - \$17,213) respectively and was expensed as general and administrative expenses.

The continuity of the Company's share options is as follows:

	Number of Options	Weighted Average Exercise Price (\$)
Balance, January 1, 2022 and March 31, 2023	-	-
Granted	8,290,000	0.05
Forfeited	(300,000)	0.05
Balance, March 31, 2024	7,990,000	0.05
Granted	700,000	0.06
Forfeited	(300,000)	0.05
Exercised	(50,000)	0.05
Balance, December 31, 2024	8,340,000	0.05

The following table summarizes the stock options outstanding as at the Financial Position Date:

Exercise Price (\$)	Options Outstanding		Options Exercisable	
	Number of Options Outstanding	Weighted Average Remaining Contractual Life (Years)	Number of Options Exercisable	Weighted Average Remaining Contractual Life (Years)
0.05	7,640,000	3.93	3,345,000	3.93
0.09	200,000	4.76	-	-
0.05	500,000	4.89	-	-
	8,340,000	4.01	3,345,000	3.93

Oracle Commodity Holding Corp.

Notes to the Condensed Interim Consolidated Financial Statements (Unaudited)

For the Three and Nine Months Ended December 31, 2024

(Expressed in Canadian Dollars)

**12. Share Capital – continued**

The fair value of each share option is estimated on the date of grant using the Black-Scholes Option Pricing Model that uses the assumptions noted in the table below. Expected volatilities are based on the historical volatility of a comparable company as the Company does not have a trading history. The expected term of share options granted represents the period of time that share options granted are expected to be outstanding. The risk-free rate of periods within the contractual life of the share option is based on the Canadian government bond rate. Assumptions used for share options granted for the periods presented are as follows:

For the Nine Months Ended December 31, 2024

Grant Date	Number of Share Options	Exercise Price (\$)	Expected Price Volatility	Risk Free Interest Rate	Expected Life (Years)	Expected Dividend Yield	Fair Value Per Option (\$)	Total Fair Value (\$)
October 3, 2024	200,000	0.09	98%	2.85%	5.0	-	0.07	14,000
November 19, 2024	500,000	0.05	99%	3.13%	5.0	-	0.03	15,000

For the Year Ended March 31, 2024

Grant Date	Number of Share Options	Exercise Price (\$)	Expected Price Volatility	Risk Free Interest Rate	Expected Life (Years)	Expected Dividend Yield	Fair Value Per Option (\$)	Total Fair Value (\$)
December 4, 2023	7,990,000	0.05	101%	3.46%	5.0	-	0.04	319,600
February 1, 2024	300,000	0.05	101%	3.24%	5.0	-	0.04	12,000

During the three and nine months ended December 31, 2024, the Company granted 700,000 stock options (2023 – \$7,990,000) in both periods.

(d) Warrants

The continuity of the Company's warrants is as follows:

	Number of warrants	Weighted average exercise price (\$)
Balance, April 1, 2023	-	-
Issued	16,040,600	0.06
Balance, March 31, 2024	16,040,600	0.06
Issued	5,333,750	0.15
Balance, December 31, 2024	21,374,350	0.08

Oracle Commodity Holding Corp.

Notes to the Condensed Interim Consolidated Financial Statements (Unaudited)

For the Three and Nine Months Ended December 31, 2024

(Expressed in Canadian Dollars)


12. Share Capital – continued

As of the Financial Position Date, the following warrants were outstanding:

Expiry Date	Remaining Life (Years)	Number of Warrants	Exercise Price (\$)
March 28, 2027	2.24	16,040,600	0.06
May 9, 2027	2.35	200,000	0.06
June 12, 2027	2.45	5,133,750	0.15
	2.29	21,374,350	0.08

(e) Earnings (loss) Per Share

	Three Months Ended		Nine Months Ended	
	December 31, 2024 (\$)	December 31, 2023 (\$)	December 31, 2024 (\$)	December 31, 2023 (\$)
Basic earnings (loss) per share attributable to equity holders of parent	(0.00)	0.01	(0.07)	0.00
Diluted earnings (loss) per share attributable to equity holders of parent	(0.00)	0.01	(0.07)	0.00
Earnings (loss) for the period attributable to equity holders of parent	(60,247)	839,474	(7,348,332)	71,998

	Three Months Ended		Nine Months Ended	
	December 31, 2024 (\$)	December 31, 2023 (\$)	December 31, 2024 (\$)	December 31, 2023 (\$)
Shares outstanding, beginning of the period	103,838,540	80,000,000	98,349,527	80,000,000
Effect of shares issued for share offerings	-	-	4,443,800	-
Effect of finder's fees	-	-	109,805	-
Effect of shares issued to settle liability	-	-	62,392	-
Effect of stock options exercised	-	-	37,455	-
Effect of bonus shares	5,633	-	5,633	-
Basic weighted average number of shares outstanding	103,844,173	80,000,000	103,008,612	80,000,000
Effect of dilutive share options	-	-	-	-
Effect of dilutive warrants	-	-	-	-
Diluted weighted average number of shares outstanding	103,844,173	80,000,000	103,008,612	80,000,000

For the three and nine months ended December 31, 2024 and 2023, the Company's common share equivalents including stock options and warrants were not included in the diluted earnings (loss) per share calculation as the effect would be anti-dilutive.



13. Non-Controlling Interest

Pursuant to the Silver Elephant Arrangement (note 1), the common shares of Silver Elephant were consolidated on a 10:1 basis and each holder of common shares received in exchange for every 10 pre-Consolidation common shares held: (i) one post-Consolidation common share of Silver Elephant; (ii) one common share of CleanTech; (iii) one common share of Nevada Vanadium, and (iv) two common shares of Oracle.

As a result of the Silver Elephant Arrangement:

- i. certain royalties held by Silver Elephant were transferred to Oracle in exchange for the issuance of 1,785,430 common Oracle shares;
- ii. the Minago Project was spun out, into CleanTech in exchange for the issuance of 50,000,000 CleanTech common shares, and the assumption of certain liabilities related to the underlying assets;
- iii. the Gibellini Project was spun out, into Nevada Vanadium in exchange for the issuance of 50,000,000 Nevada Vanadium common shares, and the assumption of certain liabilities related to the underlying assets; and
- iv. Oracle purchased 22,953,991 common shares of Nevada Vanadium and 22,953,991 common shares of CleanTech from Silver Elephant, issuing an aggregate of 78,214,570 Oracle common shares to Silver Elephant for the share purchases.

Pursuant to the Silver Elephant Arrangement described above, in aggregate the Company issued 80,000,000 common shares as consideration for the net assets received, which resulted in an increase in share capital amounting to \$15,352,875 (note 12). The Silver Elephant Arrangement does not meet the definition of a business combination under IFRS 3. The shares issued in consideration for the Company's investments in CleanTech and Nevada Vanadium were considered a group reorganization and were accounted for based on Silver Elephant's carrying amounts immediately prior to the spin out. Accordingly, the value of the royalty interests acquired by the Company was based on the value of the shares issued derived from the net assets of CleanTech and Nevada Vanadium on a pro-rata basis.

The following table presents the changes in non-controlling interests:

	CleanTech (\$)	Nevada Vanadium (\$)	Total (\$)
Balance, April 1, 2023	16,788,601	9,971,104	26,759,705
Change in ownership (a)	2,296,058	1,102,612	3,398,670
Net loss	(678,419)	(1,111,027)	(1,789,446)
Share-based payments (b and c)	393,565	383,035	776,600
Other comprehensive income	-	18,417	18,417
Deconsolidation of CleanTech (note 9)	(18,799,805)	-	(18,799,805)
Balance, March 31, 2024	-	10,364,141	10,364,141
Change in ownership (a)	-	(1,882,130)	(1,882,130)
Net loss	-	(337,484)	(337,484)
Share-based payments (b and c)	-	17,630	17,630
Other comprehensive income	-	87,114	87,114
Deconsolidation of Nevada Vanadium	-	(8,249,271)	(8,249,271)
Balance, December 31, 2024	-	-	-

On October 6, 2022, and as amended, Nevada Vanadium and CleanTech entered into an arrangement agreement pursuant to which CleanTech proposes to acquire all of the issued and outstanding common shares of Nevada Vanadium by way of a court-approved plan of arrangement (the "Nevada Vanadium Transaction").



13. Non-Controlling Interest - continued

Under the terms of the agreement, the Nevada Vanadium shareholders received one (1) (the “Exchange Ratio”) CleanTech common share (a “CleanTech Share”) for each Nevada Vanadium Share held immediately prior to the effective time of the Nevada Vanadium Transaction. All convertible securities of Nevada Vanadium outstanding immediately prior to the effective time of the Nevada Vanadium Transaction were exchanged for securities of CleanTech bearing substantially the same terms as the securities replaced based on the Exchange Ratio. The Nevada Vanadium Transaction was closed on August 16, 2024.

Effective August 16, 2024, the Company deconsolidated Nevada Vanadium as it was acquired by CleanTech. The Company had and continues to have significant influence over CleanTech, the Company accounts for under the equity method (note 9). Accordingly, the Company recognized a loss on deconsolidation of Nevada Vanadium of \$5,132,924 with detail as follows:

	\$
Derecognition of net assets of Nevada Vanadium	(15,932,738)
Derecognition of non-controlling interest of Nevada Vanadium	8,249,271
Fair value of considerations received	2,037,429
Derecognition of AOCI of Nevada Vanadium	513,114
Loss from deconsolidation of Nevada Vanadium	(5,132,924)

As CleanTech was deconsolidated from the Company’s financial statements (note 9) on October 1, 2023, non-controlling interest disclosure relating to CleanTech is provided up until this date of deconsolidation.

As Nevada Vanadium was deconsolidated from the Company’s financial statements (note 13) on August 16, 2024, non-controlling interest disclosure relating to Nevada Vanadium is provided up until this date of deconsolidation.

(a) Change in ownership of subsidiaries without loss of control:

CleanTech

On April 17, 2023, CleanTech closed a non-brokered private placement and issued 1,250,000 units for gross proceeds of \$200,000. Each unit consists of one common share of CleanTech and one share purchase warrant with each warrant entitling the holder to purchase one additional share of the Company at a price of \$0.20 per share for 36 months from closing.

On May 12, 2023, CleanTech closed a non-brokered private placement and issued 200,000 units for gross proceeds of \$32,000. Each unit consists of one common share of CleanTech and one share purchase warrant with each warrant entitling the holder to purchase one additional share of the Company at a price of \$0.20 per share for 36 months from closing.

On August 14, 2023, CleanTech closed a non-brokered private placement of 6,800,000 common shares of CleanTech raising gross proceeds of \$680,000. The offering was priced at \$0.10 per share. Norway House Cree Nation (“NHCN”) was the sole investor.

As at September 30, 2023, CleanTech received an aggregate of \$720,707 in subscription receipts for a private placement, which closed subsequent to the date the Company deconsolidating CleanTech (note 9).

Nevada Vanadium

On April 28, 2023, Nevada Vanadium closed a non-brokered private placement and issued an aggregate of 570,000 units at a price of \$0.14 per unit for aggregate gross proceeds of \$79,800. Each unit consists of one common share of Nevada Vanadium and one share purchase warrant with each warrant entitling the holder to purchase one additional share of Nevada Vanadium at a price of \$0.18 per share for 36 months from closing. The Company subscribed for 350,000 units totalling \$49,000.



13. Non-Controlling Interest - continued

On May 19, 2023, Nevada Vanadium closed a non-brokered private placement and issued an aggregate of 1,602,143 units at a price of \$0.14 per unit for aggregate gross proceeds of \$224,300. Each unit consists of one common share of Nevada Vanadium and one share purchase warrant with each warrant entitling the holder to purchase one additional share of Nevada Vanadium at a price of \$0.18 per share for 36 months from closing. The Company subscribed for 645,000 units totalling \$90,300.

On July 5, 2023, Nevada Vanadium closed a non-brokered private placement and issued an aggregate of 742,857 units at a price of \$0.14 per unit for aggregate gross proceeds of \$104,000. Each unit consists of one common share of Nevada Vanadium and one share purchase warrant with each warrant entitling the holder to purchase one additional share of Nevada Vanadium at a price of \$0.18 per share for 36 months from closing. Nevada Vanadium has allocated \$78,000 to share capital and \$26,000 to warrants by applying the residual approach. There were no finders' fees associated with this private placement. The Company subscribed for 742,857 units totalling \$104,000.

On July 5, 2023, Nevada Vanadium closed a non-brokered private placement and issued 3,500,000 common shares at a price of \$0.08 per share for gross proceeds of \$280,000.

On October 24, 2023, Nevada Vanadium closed a non-brokered private placement raising gross proceeds of \$169,235 through the issuance of 2,115,440 units at a price of \$0.08 per unit. Each unit consists of one common share of Nevada Vanadium and one-half of one share purchase warrant with each whole warrant entitling the holder to purchase one additional common share of the Company at a price of \$0.10 per share until October 24, 2026. Nevada Vanadium has allocated the entire proceeds to share capital and \$nil to warrants by applying the residual approach.

On January 31, 2024, Nevada Vanadium closed a non-brokered private placement raising gross proceeds of \$82,000 through the issuance of 1,025,000 units at a price of \$0.08 per unit. Each unit consists of one common share of Nevada Vanadium and one-half of one share purchase warrant with each whole warrant entitling the holder to purchase one additional common share of Nevada Vanadium at a price of \$0.10 per share until January 31, 2027. Nevada Vanadium has allocated the entire proceeds to share capital and \$nil to warrants by applying the residual approach.

On April 3, 2024, Nevada Vanadium closed a non-brokered private placement and issued 725,733 units at a price of \$0.06 per unit for aggregate gross proceeds of \$43,544. Each unit consists of one common share of Nevada Vanadium and one share purchase warrant. Each warrant entitles the holder to purchase one additional common share of Nevada Vanadium at a price of \$0.08 per share until April 3, 2027.

- (b) During the period from April 1, 2023 to the date the Company deconsolidated CleanTech, September 30, 2023, CleanTech recorded share-based payments of \$393,565 (April 1, 2022 to September 30, 2022 – \$632,118) of which \$9,278 (April 1, 2022 to September 30, 2022 – \$10,538) was capitalized as exploration cost and the remainder of \$384,287 (April 1, 2022 to September 30, 2022 – \$621,580) was expensed as general and administrative expenses.

The fair value of each stock option is estimated on the date of grant using the Black-Scholes Option Pricing Model with the assumptions presented in the table below. Expected volatilities are based on historical volatility of the comparable companies as CleanTech has a limited trading history. The expected term of share options granted represents the period of time such share options are expected to be outstanding. The risk-free interest rate is based on the Canadian government bond rate.

Oracle Commodity Holding Corp.

Notes to the Condensed Interim Consolidated Financial Statements (Unaudited)

For the Three and Nine Months Ended December 31, 2024

(Expressed in Canadian Dollars)

**13. Non-Controlling Interest - continued**

For the six months ended September 30, 2023 (the period which the Company consolidated CleanTech)

Grant Date	Number of Share Options	Expected Price Volatility	Risk Free Interest Rate	Expected Life (Years)	Expected Dividend Yield	Fair Value Per Option (\$)	Total Fair Value (\$)
April 17, 2023	205,000	107%	3.15%	5.00	-	0.13	25,762
April 24, 2023	100,000	106%	2.97%	5.00	-	0.13	12,921
June 15, 2023	50,000	107%	3.48%	5.00	-	0.08	3,876
September 18, 2023	1,390,000	105%	3.92%	5.00	-	0.08	108,876
	1,745,000						151,435

- (c) During the period from April 1, 2024 to August 16, 2024, Nevada Vanadium recorded share-based payments of \$17,630 (April 1, 2023 to September 30, 2023 – \$194,759) of which \$1,693 (April 1, 2023 to September 30, 2023 - \$18,720) was capitalized as exploration cost and the remainder of \$15,937 (April 1, 2023 to September 30, 2023 – \$176,039) was expensed as general and administrative expenses.

During the year ended March 31, 2024, Nevada Vanadium recorded share-based payments of \$383,036 of which \$37,311 was capitalized as exploration cost and the remainder of \$345,724 was expensed as general and administrative expenses.

Nevada Vanadium did not grant any share purchase options during the period from April 1, 2024 to August 16, 2024.

14. Related Party Transactions

Related party transactions have been measured at the exchange amount of consideration agreed between the related parties. Related party transactions not disclosed elsewhere in these financial statements are listed below.

The Company, CleanTech and Nevada Vanadium entered into a Mutual Management and Technical Services Agreement (the “MMTSA”) with Silver Elephant commencing December 1, 2021, pursuant to which the companies would provide each other with general, technical and administrative services, as reasonably requested on a cost reimbursement basis. This MMTSA was terminated effective March 31, 2023, and replaced with an updated percentage based fee MMTSA effective April 1, 2023. The percentage based fee is adjusted periodically to reflect the relative allocation of services and costs to each company.

Oracle Commodity Holding Corp.

Notes to the Condensed Interim Consolidated Financial Statements (Unaudited)

For the Three and Nine Months Ended December 31, 2024

(Expressed in Canadian Dollars)

**14. Related Party Transactions - continued**

A summary of related party transactions is as follows:

	Three Months Ended		Nine Months Ended	
	December 31, 2024 (\$)	December 31, 2023 (\$)	December 31, 2024 (\$)	December 31, 2023 (\$)
MMTSA recoveries from Silver Elephant, a company with directors and officers in common	-	(10,823)	(14,431)	(321,195)
MMTSA fees charged by Silver Elephant	57,521	82,233	293,897	244,514
MMTSA fees charged by CleanTech, a company with directors and officers in common	7,462	85,204	44,506	85,204
Salaries and benefits paid to key management of the Company	15,000	-	45,000	-
Management fees paid to Anthony Garson, Director and CEO of the Company	-	12,000	-	36,000
Management fees paid to Bayer Law Corporation, a company controlled by the CLO of the Company	13,373	-	13,373	-
Directors' fees	11,800	17,133	36,600	42,333
Royalty interest income from Silver Elephant	(475,329)	(43,741)	(613,124)	(83,893)

The Company had balances due to related parties as follows:

	December 31, 2024 (\$)	March 31, 2024 (\$)
Due from Silver Elephant	569,206	(1,012,960)
Due to CleanTech	(7,463)	(711,715)
Directors' fees payable	(40,600)	(13,687)
Advances from John Lee	-	(28,000)
Management fees payable to Anthony Garson	(34,000)	(43,000)

Oracle Commodity Holding Corp.

Notes to the Condensed Interim Consolidated Financial Statements (Unaudited)

For the Three and Nine Months Ended December 31, 2024

(Expressed in Canadian Dollars)

**15. Segmented Information**

The Company operates in one operating segment: the acquisition, exploration, and development of mineral properties and the acquisition of royalty and streaming interests. Geographic segmentation of the Company's non-current assets is as follows:

	December 31, 2024 (\$)	March 31, 2024 (\$)
Current assets		
Canada	1,028,587	748,490
USA	-	16,631
	1,028,587	765,121
Non-current assets		
Canada	1,175,637	1,655,774
USA	-	23,502,469
	1,175,637	25,158,243
Total assets		
Canada	2,204,224	2,404,264
USA	-	23,519,100
	2,204,224	25,923,364

16. Supplemental Cash Flow Information

Non-Cash Transactions:

	Nine Months Ended	
	December 31, 2024 (\$)	December 31, 2023 (\$)
Non-Cash Financing and Investing Activities		
Exploration and evaluation expenditures included in accounts payable and accrued liabilities	15,671	422,264
Shares issued to settle liability	10,000	-
Shares issued for services	2,500	
Share-based payments capitalized in exploration and evaluation assets	1,693	43,676
	29,864	465,490

17. Capital Risk Management

Management considers its capital structure to consist of share capital, share purchase options and warrants. The Company manages its capital structure and makes adjustments to it, based on the funds available to, and required by the Company in order to support the acquisition, exploration and development of exploration and evaluation assets. The Board of Directors does not establish quantitative returns on capital criteria for management. In order to facilitate the management of its capital requirement, the Company prepares periodic expenditure budgets that are updated as necessary depending on various factors.

The properties in which the Company currently holds interests are in the exploration stage; as such, the Company is dependent on external financing to fund its activities. In order to carry out the planned exploration and development and pay for administrative costs, the Company will spend its existing working capital and raise additional amounts as needed. There were no changes in management's approach to capital management during the period ended on the Financial Position Date. Neither the Company nor its subsidiaries are subject to externally imposed capital requirements.



18. Fair Value Measurements and Financial Instruments

(a) Classification

The Company's classification of its financial instruments as follows:

Asset or Liability	IFRS 9 Classification
Cash, receivables, and accounts payable and accrued liabilities	Amortized cost
Derivative assets	FVTPL
Restricted cash equivalents included in other non-current assets	Amortized cost
Due from related parties	Amortized cost
Promissory note	Amortized cost
Derivative liabilities	FVTPL

(b) Fair Value

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value hierarchy establishes three levels to classify the inputs to valuation techniques used to measure fair value. The Company utilizes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value as follows:

Level 1 – quoted prices (unadjusted) in active markets for identical assets or liabilities;

Level 2 – inputs are quoted prices in markets that are not active, quoted prices for similar assets or liabilities in active markets, inputs other than quoted prices that are observable for the asset or liability (for example, interest rate and yield curves observable at commonly quoted intervals, forward pricing curves used to value currency and commodity contracts and volatility measurements used to value option contracts), or inputs that are derived principally from or corroborated by observable market data or other means; and

Level 3 – inputs for the asset or liability that are not based on observable market data (unobservable inputs).

The fair value hierarchy gives the highest priority to Level 1 inputs and the lowest priority to Level 3 inputs.

The Company has determined the estimated fair values of its financial instruments based upon appropriate valuation methodologies. As at the Financial Position Date, there were no financial assets measured and recognized in the statement of position that would be categorized as Level 2 or Level 3 in the fair value hierarchy above.

The fair value of the Company's financial instruments including cash, receivables, accounts payable and accrued liabilities, and due from related parties, approximates their carrying value due to the immediate or short-term maturity of these financial instruments. The fair value of the Company's interest-bearing promissory note is determined by using the discounted cash flow method using the discount rate that reflects the issuer's borrowing rate as at the end of the reporting period. The non-performance risk as at the Financial Position Date was assessed to be insignificant. Derivative liabilities is recorded at fair value based on the quoted market price at the end of each reporting period with changes in fair value through profit or loss. As at the Financial Position Date, the fair value of derivative liability is \$5,434 (March 31, 2024 - \$157,464), and promissory note is \$nil (March 31, 2024 - \$3,985,681). The Company does not offset financial assets with financial liabilities. There were no transfers between Level 1, 2 and 3 for the nine months ended December 31, 2024.



19. Financial Risk Management

The Company's financial instruments are exposed to certain financial risks. The risk exposures and the impact on the Company's financial instruments as of the Financial Position Date are summarized below. The Board of Directors periodically reviews with management the principal risks affecting the Company and the systems that have been put in place to manage these risks.

(a) Liquidity risk

Liquidity risk is the risk that an entity will be unable to meet its financial obligations as they fall due. The Company manages liquidity risk by preparing cash flow forecasts of upcoming cash requirements. As at the Financial Position Date, the Company had a cash balance of \$294,146 (March 31, 2024 – \$727,844). As at the Financial Position Date the Company had accounts payable and accrued liabilities of \$143,897 (March 31, 2024 - \$1,666,545). Liquidity risk is assessed as moderate.

The Company has a planning and budgeting process in place by which it anticipates and determines the funds required to support normal operations as well as the growth and development of its mineral property interests. The Company coordinates this planning and budgeting process with its financing activities through the capital management process in normal circumstances.

(b) Credit risk

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. The Company is exposed to credit risk primarily associated with cash, restricted cash and receivables, net of allowances. The carrying amount of financial assets included on the statements of financial position represents the maximum credit exposure.

(c) Market risk

(i) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in market interest rates. The Company's cash and restricted cash equivalents primarily include highly liquid investments that earn interest at market rates that are fixed to maturity. Due to the short-term nature of these financial instruments, fluctuations in market rates do not have significant impact on the fair values of the financial instruments as at the Financial Position Date.

(ii) Foreign currency risk

The Company is exposed to foreign currency risk to the extent that monetary assets and liabilities held by the Company are not denominated in Canadian dollars. The Company may undertake transactions in various foreign currencies. The Company is therefore exposed to foreign currency risk arising from transactions denominated in a foreign currency and the translation of financial instruments denominated in US dollars into its reporting currency, the Canadian dollar.

(iii) Commodity and equity price risk

Commodity price risk is defined as the potential adverse impact on earnings and economic value due to commodity price movements and volatilities. Commodity prices fluctuate on a daily basis and are affected by numerous factors beyond the Company's control. The supply and demand for these commodities, the level of interest rates, the rate of inflation, investment decisions by large holders of commodities including governmental reserves and volatility of exchange rates can all cause significant fluctuations in prices. Such external economic factors are in turn influenced by changes in international investment patterns and monetary systems and political developments. The Company is also exposed to price risk with regards to equity prices. Equity price risk is defined as the potential adverse impact on the Company's earnings due to movements in individual equity prices or general movements in the level of the stock market.



19. Financial Risk Management - continued

(iv) Market risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. As at the Financial Position Date, the Company did not have a material exposure to market risk.

The Company closely monitors commodity prices, individual equity movements and the stock market to determine the appropriate course of action to be taken by the Company. Fluctuations in value may be significant.

Sensitivity Analysis

A 1% change in interest rates does not have a material effect on the Company's profit or loss and equity.

The Company has certain cash balances, accounts payable and accrued liabilities, a currency other than the functional currency of the Company. Based on the above, the net exposure as at the Financial Position Date, assuming other variables are unchanged, for a 10% strengthening (weakening) of the Canadian dollar against the US Dollar would reduce (increase) net loss and comprehensive loss by approximately \$500. The Company does not currently use any foreign exchange contracts to hedge this currency risk.

20. Subsequent Events

On January 2, 2025, the Company issued 27,778 shares for services with a fair value of \$625 to a consultant of the Company.

On February 3, 2025, the Company issued 20,833 shares for services with a fair value of \$625 to a consultant of the Company.