



Oracle Commodity Holding Corp.

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

**For the Three Months Ended
June 30, 2025**

(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 months ended June 30, 2025, which follow this notice, have not been reviewed by an auditor.

Oracle Commodity Holding Corp.

Condensed Interim Consolidated Statement of Financial Position (Unaudited)

(Expressed in Canadian Dollars)



	June 30, 2025 (\$)	March 31, 2025 (\$)
Assets		
Current assets		
Cash	119,913	224,480
Restricted cash	28,750	28,750
Receivables	1,626	1,994
Due from related parties (note 9)	344,728	390,513
Prepaid expenses	67,281	36,735
Derivative assets (note 6)	1,922	5,099
Total current assets	564,220	687,571
Non-current assets		
Investment in CleanTech (note 1 and 5)	339,418	518,959
Royalty interests (note 4)	203,916	203,916
Total assets	1,107,554	1,410,446
Liabilities and Equity		
Current liabilities		
Accounts payable and accrued liabilities (note 9)	152,053	139,332
Due to related parties (note 9)	7,622	7,622
Derivative liability (note 6)	160,697	213,744
Total liabilities	320,372	360,698
Equity		
Share capital (note 7)	16,400,727	16,400,102
Reserves (note 7)	312,043	294,541
Deficit	(15,925,588)	(15,644,895)
Total equity	787,182	1,049,748
Total liabilities and equity	1,107,554	1,410,446

Description of Business and Going Concern (note 1)

Subsequent Events (note 14)

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 condensed interim consolidated financial statements.

Oracle Commodity Holding Corp.

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



	Three Months Ended	
	June 30, 2025 (\$)	June 30, 2024 (\$)
General and Administrative Expenses		
Amortization	-	15,347
Consulting and management fees (note 9)	20,777	16,954
Directors' fee (note 9)	9,000	9,000
Insurance	3,088	20,806
Office and administration	6,974	40,973
Professional fees	20,895	122,255
Salaries and benefits (note 9)	63,948	277,318
Share-based payments (note 7c, 8b)	17,502	75,428
Stock exchange and shareholder services	6,977	76,078
Loss before other items	(149,161)	(654,159)
Other items		
Finance expense	-	(71,778)
Royalty interest income (note 4)	9,792	83,703
Other income (expense)	163	(19,531)
Loss from equity accounted investment in CleanTech (note 5)	(179,541)	(737,071)
Gain from fair value change in warrant liabilities (note 6)	53,047	-
Loss from fair value change in derivative liability (note 6)	-	(62,986)
Loss from fair value change in derivative assets (note 6)	(12,518)	(106,159)
Foreign exchange loss	(2,475)	(3,321)
Net loss for the period	(280,693)	(1,571,302)
Other comprehensive income:		
Foreign currency translation	-	179,740
Comprehensive loss for the period	(280,693)	(1,391,562)
Net loss attributable to:		
Equity holders of the parent	(280,693)	(1,233,818)
Non-controlling interest (note 8)	-	(337,484)
	(280,693)	(1,571,302)
Comprehensive loss attributable to:		
Equity holders of parent	(280,693)	(1,141,192)
Non-controlling interest (note 8)	-	(250,370)
	(280,693)	(1,391,562)
Basic and diluted loss per share attributable to equity holders of Parent	(0.00)	(0.01)
Basic and diluted weighted average number of shares outstanding (note 7e)	103,978,385	101,342,453

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

Oracle Commodity Holding Corp.

 Condensed Interim Consolidated Statement of Changes in 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, 2024	98,349,527	16,268,321	128,019	420,488	(8,791,970)	8,024,858	10,364,141	18,388,999
Private Placement	5,185,000	558,350	-	-	-	558,350	-	558,350
Finder's fees	148,750	-	-	-	-	-	-	-
Stock options exercised	25,000	1,250	-	-	-	1,250	-	1,250
Share-based payments (note 7c)	-	-	59,491	-	-	59,491	-	59,491
Changes in NCI ownership	-	-	-	-	-	-	(800,309)	(800,309)
Share-based payments – Nevada Vanadium (note 8b)	-	-	-	-	-	-	17,630	17,630
Net loss	-	-	-	-	(1,233,818)	(1,233,818)	(337,484)	(1,571,302)
Other comprehensive income	-	-	-	92,626	-	92,626	87,114	179,740
Balance, June 30, 2024	103,708,277	16,827,921	187,510	513,114	(10,025,788)	7,502,757	9,331,092	16,833,849
Balance, April 1, 2025	103,950,912	16,400,102	294,541	-	(15,644,895)	1,049,748	-	1,049,748
Shares issued for services (note 7)	27,778	625	-	-	-	625	-	625
Share-based payments (note 7c)	-	-	17,502	-	-	17,502	-	17,502
Net loss	-	-	-	-	(280,693)	(280,693)	-	(280,693)
Balance, June 30, 2025	103,978,690	16,400,727	312,043	-	(15,925,588)	787,182	-	787,182

¹ Accumulated Other Comprehensive Income

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

Oracle Commodity Holding Corp.Condensed Interim Consolidated Statement of Cash Flows (Unaudited)
(Expressed in Canadian Dollars)

	Three Months Ended	
	June 30, 2025 (\$)	June 30, 2024 (\$)
Operating Activities		
Net loss for the period	(280,693)	(1,571,302)
Items not involving cash		
Share-based payments (note 7c, 8b)	17,502	75,428
Amortization	-	15,347
Finance expense	-	71,778
Unrealized foreign exchange gain (loss)	1,751	(6,536)
Loss from fair value change in derivative assets (note 6)	12,518	106,159
Loss from equity accounted investment in CleanTech (note 5)	179,541	737,071
Gain from fair value change in warrant liabilities (note 6)	(53,047)	-
Loss from fair value change in derivative liability (note 6)	-	62,986
	(122,428)	(509,069)
Changes in non-cash working capital		
Accounts receivable	368	1,150
Prepaid expenses	(30,546)	(173,591)
Due to/from related parties	45,785	68,971
Accounts payable and accrued liabilities	13,346	(17,915)
Cash used in operating activities	(93,475)	(630,454)
Investing Activities		
Exploration and evaluation assets	-	(11,915)
Derivative assets (note 6)	(9,341)	(120,495)
Cash used in investing activities	(9,341)	(132,410)
Financing Activities		
Proceeds from share issuance (note 7)	-	558,350
Proceeds from stock options exercised	-	1,250
Sale of shares of subsidiary	-	15,742
Partial repayment of promissory note (note 8c)	-	(344,240)
Cash from financing activities	-	231,102
Effect of foreign exchange on cash	(1,751)	3,378
Decrease in cash	(104,567)	(528,384)
Cash, beginning of period	224,480	727,844
Restricted cash	-	(28,750)
Cash, end of period	119,913	170,710
Non-Cash Financing and Investing Activities		
Exploration and evaluation expenditures included in accounts payable and accrued liabilities	-	15,671
Shares issued for services (note 7b)	625	-
Share-based payments capitalized in exploration and evaluation assets	-	1,693

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

Oracle Commodity Holding Corp.

Notes to the Condensed Interim Consolidated Financial Statements (Unaudited)

For the Three Months Ended June 30, 2025

(Expressed in Canadian Dollars except where noted)



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 1008 – 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. (“CleanTech”) and Nevada Vanadium Mining Corp. (“Nevada Vanadium”), as well as certain mineral property royalties.

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 June 30, 2025 (the “Financial Position Date”), the Company had working a capital of \$243,848 (March 31, 2025 – \$326,873) and an accumulated deficit of \$15,925,588 (March 31, 2025 - \$15,644,895). 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, 2025.

Where necessary, comparative figures for the consolidated statements of financial position, consolidated statements of profit or loss and the consolidated statements of cash flows have been reclassified to conform to the current year’s presentation. Such reclassifications enhance consistency and comparability with the current year’s financial statements.

These condensed interim consolidated financial statements were approved by the Board of Directors and authorized for issue on August 28, 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.



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 Nevada Vanadium and its subsidiaries, as applicable, as management has determined that the Company 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 1), Oracle had a 46% ownership interest in Nevada Vanadium. On August 16, 2024, CleanTech acquired Nevada Vanadium (note 1) 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 2c).



3. Material Accounting Policy Information

(a) 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 January 1, 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. 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.

On August 6, 2025, CleanTech acquired the Triunfo project from Silver Elephant, and the corresponding 2% royalty the Company holds still applies.

(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 Ontario 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 a third party.



4. Royalty Interests - continued

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.

(c) Mega Thermal 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 Nickel Project in Manitoba after the commencement of commercial production if the average price per pound of nickel exceeds US\$15. The Minago Nickel Project is currently owned by Norway House Cree Nation.

(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, 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. On March 3, 2025, the Company entered into an amended agreement with CleanTech to remove an underlying threshold price to trigger royalty payments in exchange for \$200,000, of which \$75,000 has been paid and \$125,000 to be paid upon V205 Vanadium Pentoxide Flake 98% price exceeds US\$12 per pound for 180 consecutive days. As of June 30, 2025, this pricing condition has not been met.

The Gibellini Lease Area is 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.

Oracle Commodity Holding Corp.

Notes to the Condensed Interim Consolidated Financial Statements (Unaudited)

For the Three Months Ended June 30, 2025

(Expressed in Canadian Dollars except where noted)

**4. Royalty Interests - continued**

Royalty interests carrying value is as follows:

	\$
Balance, April 1, 2024	133,916
Titan Royalty Agreement consideration	(5,000)
Gibellini Royalty Agreement amendment	75,000
Balance, March 31, 2025 and June 30, 2025	203,916

Royalty interest income details are as follows:

	Three Months Ended	
	June 30, 2025 (\$)	June 30, 2024 (\$)
Royalty income from the Mega Thermal Royalty Agreement	9,792	83,703
	9,792	83,703

5. Investment in CleanTech Vanadium Mining Corp.

As a result of the Silver Elephant Arrangement (note 1), 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.

On August 16, 2024, CleanTech acquired Nevada Vanadium (note 8), and as a result, the Company's 24,691,848 shares of Nevada Vanadium were exchanged for 24,691,848 shares of CleanTech with a fair value of \$1,481,511.

	\$
Balance, April 1, 2024	1,521,858
Disposition of CleanTech common shares	(12,479)
Fair value of considerations received	1,481,511
Proportionate share of losses	(3,252,140)
Gain from changes in interest	780,209
Balance, March 31, 2025	518,959
Proportionate share of losses	(179,541)
Balance, June 30, 2025	339,418

As at June 30, 2025, the Company owned approximately 30% (March 31, 2025 – approximately 30%) of the common shares of CleanTech.

Oracle Commodity Holding Corp.

Notes to the Condensed Interim Consolidated Financial Statements (Unaudited)

For the Three Months Ended June 30, 2025

(Expressed in Canadian Dollars except where noted)

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

The following tables summarize the financial information of CleanTech:

	June 30, 2025 (\$)	March 31, 2025 (\$)
Current assets	2,985,564	3,809,639
Non-current assets	12,534,799	13,070,985
Current liabilities	4,411,181	4,763,753
Equity	11,109,182	12,116,871

	Three Months Ended	
	June 30, 2025 (\$)	June 30, 2024 (\$)
General and administrative expenses	(560,118)	(414,025)
Other items	(42,501)	(11,721,517)
Net loss for the period	(602,619)	(12,135,542)

6. Derivative Assets and Liabilities

(a) Derivative Assets

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

	\$
Balance, April 1, 2024	-
Investment in derivative assets	188,525
Realized loss on derivative assets	(183,426)
Balance, March 31, 2025	5,099
Investment in derivative assets	9,341
Realized loss on derivative assets	(12,518)
Balance, June 30, 2025	1,922

(b) Derivative Liabilities

	\$
Balance, April 1, 2024	-
Fair value of warrants liabilities	213,744
Balance, March 31, 2025	213,744
Unrealized gain on warrants liabilities	(53,047)
Balance, June 30, 2025	160,697

Oracle Commodity Holding Corp.

Notes to the Condensed Interim Consolidated Financial Statements (Unaudited)

For the Three Months Ended June 30, 2025

(Expressed in Canadian Dollars except where noted)

**6. Derivative Assets and Liabilities - continued**

When the Company issues a unit comprising common shares and warrants that have variability in its settlement ("Variable Warrants"), the warrants are classified as financial liabilities in accordance with IAS 32 (resulting from settlement features that do not meet the "fixed-for-fixed" equity classification criterion), and the common shares are classified as equity.

Fair value of warrants includes warrants issued by the Company that have a voluntary adjustment clause to provide the Company with the option to reduce the applicable warrant exercise price to any amount, subject to any requisite stock exchange approval. As a result, such warrants are measured at fair value using the Black-Scholes Option Pricing Model further discussed in note 7c.

Expiry Date	Number of Warrants	Share Price	Exercise Price (\$)	Expected Price Volatility ¹	Risk Free Interest Rate	Expected Life (Years)	Expected Dividend Yield	Fair Value	Total Fair Value (\$)
		at June 30, 2025 (\$)						Per Warrant (\$)	
March 28, 2027	16,040,600	0.03	0.06	110%	2.75%	1.74	-	0.01	135,080
May 9, 2027	200,000	0.03	0.15	110%	2.75%	1.86	-	0.00	893
June 12, 2027	5,133,750	0.03	0.15	110%	2.75%	1.95	-	0.00	24,724
	21,374,350								160,697

¹ The expected volatility was estimated by considering the average price volatility of the Company's shares over a historical period, taking into account the expected warrant life.

During the three months ended June 30, 2025, the Company recognized a loss on change in fair value of derivative liabilities of \$nil (2024 - \$62,986). The comparative amount during the prior year quarter relates to a derivative liability in connection with Nevada Vanadium's Gibellini Project. Following the deconsolidation of Nevada Vanadium on August 16, 2024, this derivative liability was derecognized from the Company's consolidated financial statements.

7. 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 103,978,690 (March 31, 2025 – 103,950,912) common shares issued and outstanding.

(b) Issued Share Capital

During the Three Months Ended June 30, 2025

During the period ended June 30, 2025, the Company issued 27,778 shares for services with a fair value of \$625 to a consultant of the Company.

During the Year Ended March 31, 2025

On May 9, 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 Company allocated \$10,000 of the proceeds to the share component, and \$nil to the warrant component.



7. Share Capital – continued

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 with value of \$16,363. The Company allocated \$406,656 of the proceeds to the share component, and \$141,694 to the warrant component.

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.

During the year ended March 31, 2025, the Company issued 112,372 shares for services with a fair value of \$3,125 to a consultant of the Company.

(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.

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 months ended June 30, 2025, the Company recorded share-based payments of \$17,502 (2024 – \$59,491 excluding Nevada Vanadium) 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, April 1, 2024	7,990,000	0.05
Granted	700,000	0.06
Forfeited	(400,000)	0.05
Exercised	(50,000)	0.05
Balance, March 31, 2025	8,240,000	0.05
Forfeited	(200,000)	0.05
Balance, June 30, 2025	8,040,000	0.05

Oracle Commodity Holding Corp.

Notes to the Condensed Interim Consolidated Financial Statements (Unaudited)

For the Three Months Ended June 30, 2025

(Expressed in Canadian Dollars except where noted)


7. Share Capital – continued

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	7,040,000	3.43	5,142,500	3.43	
0.05	300,000	3.59	187,500	3.59	
0.09	200,000	4.26	50,000	4.26	
0.05	500,000	4.39	125,000	4.39	
	8,040,000	3.52	5,505,000	3.47	

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 sufficient 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 Year Ended March 31, 2025

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

The Company did not grant any stock options during the three months ended June 30, 2025 (2024 - nil).

(d) Warrants

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

	Number of Warrants	Weighted Average Exercise Price (\$)
Balance, April 1, 2024	16,040,600	0.06
Issued	5,333,750	0.15
Balance, March 31, 2025 and June 30, 2025	21,374,350	0.08

Oracle Commodity Holding Corp.

Notes to the Condensed Interim Consolidated Financial Statements (Unaudited)

For the Three Months Ended June 30, 2025

(Expressed in Canadian Dollars except where noted)



7. 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	1.74	16,040,600	0.06
May 9, 2027	1.86	200,000	0.06
June 12, 2027	1.95	5,133,750	0.15
	1.79	21,374,350	0.08

(e) Loss Per Share

	Three Months Ended	
	June 30, 2025 (\$)	June 30, 2024 (\$)
Basic loss per share attributable to equity holders of parent	(0.00)	(0.01)
Diluted loss per share attributable to equity holders of parent	(0.00)	(0.01)
Loss for the period attributable to equity holders of parent	(280,693)	(1,233,818)

	Three Months Ended	
	June 30, 2025	June 30, 2024
Shares outstanding, beginning of the period	103,950,912	98,349,527
Effect of shares issued for share offerings	-	2,945,110
Effect of finder's fees	-	31,058
Effect of stock options exercised	-	16,758
Effect of shares for services	27,743	-
Basic weighted average number of shares outstanding	103,978,385	101,342,453
Effect of dilutive share options	-	-
Effect of dilutive warrants	-	-
Diluted weighted average number of shares outstanding	103,978,385	101,342,453

For the three months ended June 30, 2025 and 2024, the Company's common share equivalents including stock options and warrants were not included in the diluted loss per share calculation as the effect would be anti-dilutive.

Oracle Commodity Holding Corp.

Notes to the Condensed Interim Consolidated Financial Statements (Unaudited)

For the Three Months Ended June 30, 2025

(Expressed in Canadian Dollars except where noted)

**8. Non-Controlling Interest**

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

	Nevada Vanadium (\$)
Balance, April 1, 2024	10,364,141
Change in ownership (a)	66,459
Net loss	(425,133)
Share-based payments (b and c)	17,630
Other comprehensive income	149,893
Deconsolidation of Nevada Vanadium	(10,172,990)
Balance, March 31, 2025 and June 30, 2025	-

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

	\$
Derecognition of net assets of Nevada Vanadium	(15,943,960)
Derecognition of non-controlling interest of Nevada Vanadium	10,172,990
Fair value of considerations received	1,481,511
Derecognition of AOCI of Nevada Vanadium	510,318
Loss from deconsolidation of Nevada Vanadium	(3,779,141)

As Nevada Vanadium was deconsolidated from the Company's financial statements 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:

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, 2024 to August 16, 2024, Nevada Vanadium recorded share-based payments of \$17,630 of which \$1,693 was capitalized as exploration cost and the remainder of \$15,937 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.

(c) On April 6, 2022, Nevada Vanadium borrowed US\$3,000,000 (\$3,752,400) in the form of a promissory note (the "CVB Loan") from Cache Valley Bank ("CVB"). During the three months ended June 30, 2024, Nevada Vanadium accrued finance expense of \$71,778 related to the CVB Loan and made repayments totaling US\$251,045 (\$344,240) in May and June 2024. Following the deconsolidation of Nevada Vanadium on August 16, 2024, the promissory note was derecognized from the Company's consolidated financial statements.

Oracle Commodity Holding Corp.

Notes to the Condensed Interim Consolidated Financial Statements (Unaudited)

For the Three Months Ended June 30, 2025

(Expressed in Canadian Dollars except where noted)

**9. Related Party Transactions**

The Company has a cost sharing agreement (the “CSA”) with Silver Elephant and CleanTech pursuant to which the companies provide each other with general, technical and administrative services, as reasonably requested, on a cost reimbursement basis.

A summary of related party transactions is as follows:

	Three Months Ended	
	June 30, 2025 (\$)	June 30, 2024 (\$)
CSA recoveries from Silver Elephant, a company with directors and officers in common	-	(10,823)
CSA fees charged by Silver Elephant	55,577	155,885
CSA fees charged by CleanTech, a company with directors and officers in common	-	33,963
Salaries and benefits paid to key management of the Company	15,000	15,000
Management fees paid to Bayer Law Corporation, a company controlled by the CLO of the Company	13,373	-
Directors’ fees	9,000	9,000
Royalty income from Silver Elephant (note 4)	9,792	83,703

The Company had balances due to related parties as follows:

	June 30, 2025 (\$)	March 31, 2025 (\$)
Due from Silver Elephant	344,728	390,513
Due to CleanTech	(7,622)	(7,622)
Directors’ fees payable	(49,200)	(40,200)
Management fees payable to Anthony Garson	(34,000)	(34,000)

10. 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. All of the Company’s operations and assets are located in Canada.

11. 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.



12. 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
Restricted cash equivalents included in other non-current assets	Amortized cost
Due to / from related parties	Amortized cost
Derivative assets and 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, restricted cash, receivables, accounts payable and accrued liabilities, and due from/to related parties, approximates their carrying value due to the immediate or short-term maturity of these financial instruments. The non-performance risk as at the Financial Position Date was assessed to be insignificant. Derivative assets and liabilities except Variable Warrants are 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 assets is \$1,922 (March 31, 2025 – \$5,099) and derivative liability is \$160,697 (March 31, 2025 - \$213,744). The Company does not offset financial assets with financial liabilities. Variable Warrants (note 6b) are classified as Level 2. There were no transfers between Level 1, 2 and 3 for the period ended June 30, 2025.



13. 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 \$119,913 (March 31, 2025 – \$224,480). As at the Financial Position Date the Company had accounts payable and accrued liabilities of \$152,053 (March 31, 2025 - \$139,332). Liquidity risk is assessed as high.

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 flow 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 a 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.



13. 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 \$1,000. The Company does not currently use any foreign exchange contracts to hedge this currency risk.

14. Subsequent Events

On August 11, 2025, the Company entered into a royalty agreement (the "Fluorspar Royalty Agreement") with CleanTech, pursuant to which CleanTech granted to the Company a 2% net smelter returns royalty, with a minimum payment of US\$6 per tonne of minerals sold on certain portions of the Kentucky Illinois Fluorspar Projects in Kentucky and Illinois, USA. The Fluorspar Royalty Agreement is subject to the approval of the TSXV. The Kentucky Illinois Fluorspar Projects are subject to option to purchase agreements ("OTP") entered into in June and August 2025 between CleanTech and the current owner (the "Vendor"). The Fluorspar Royalty Agreement applies only to the OTPs dated June 26, 2025 and August 7, 2025. In consideration for the Fluorspar Royalty Agreement, the Company is to pay CleanTech, upon TSXV approval of the Fluorspar Royalty Agreement, non-refundable cash payments equal to 20% of the cash consideration which CleanTech paid, pays or will pay, to the Vendor totaling US\$6,000,000 over 4 years in accordance with the OTPs under the same payment terms.