Oracle Commodity Holding Corp.

Management's Discussion and Analysis

For the Three and Nine Months Ended
December 31, 2023

(Unaudited)

(Expressed in Canadian dollars, except where indicated)

Dated February 29, 2024

Contents

This Management's Discussion and Analysis ("MD&A") focuses on significant factors that have affected Oracle Commodity Holding Corp.'s (the "Company", "Issuer", or "Oracle") performance and such factors that may affect its future performance. This MD&A should be read in conjunction with the Company's audited consolidated financial statements and related notes for the fifteen months ended March 31, 2023 (the "Annual Financial Statements"), and the accompanying unaudited condensed interim consolidated financial statements for the interim period ended December 31, 2023, both of which were prepared in accordance with International Financial Reporting Standards ("IFRS"), as issued by the International Accounting Standards Board ("IASB"), all of which are available under the Company's SEDAR profile at www.sedarplus.ca. For the purposes of this MD&A, "Financial Position Date" means December 31, 2023, "this Quarter" or "Current Quarter" means the three month period ended December 31, 2023, the "Prior Year Quarter" means the three month period ended December 31, 2022, "this Period" or "Current Period" means the nine month period ended December 31, 2023, and "Prior Year Period" means the nine month period ended December 31, 2022. The information contained in this MD&A is current to February 29, 2024.

On December 30, 2022, the Company changed its financial year end from December 31 to March 31.

The information provided herein supplements but does not form part of the financial statements. Financial information is expressed in Canadian dollars, unless stated otherwise. All references to "$" or "dollars" in this MD&A refer to Canadian dollars. References to "US$" or "USD" in this MD&A refer to United States dollars. Readers are cautioned that this MD&A contains "forward-looking statements" and that actual events may vary from management's expectations. Readers are encouraged to read the cautionary note contained herein regarding such forward-looking statements.

Profile and Strategy

Oracle is a resource royalty and investment company that is focused on acquiring royalties and investments, with a focus on publicly traded companies in the mining sector.

The Company maintains its registered and records office at Suite 1610 – 409 Granville Street, Vancouver, British Columbia, Canada, V6C 1T2.

On September 26, 2022, the Company changed its name from Battery Metals Royalties Corp. to Oracle Commodity Holding Corp.

Arrangement And Transfer Of Assets

On January 14, 2022, Silver Elephant Mining Corp. ("Silver Elephant") completed a strategic reorganization of its business through an arrangement (the "Silver Elephant Arrangement") under the Business Corporations Act (British Columbia). Pursuant to the Silver Elephant Arrangement, 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 Flying Nickel Mining Corp. ("Flying Nickel"); (iii) one common share of Nevada Vanadium Mining Corp. ("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 Oracle common shares;
ii. the Minago Project was spun out, into Flying Nickel in exchange for the issuance of 50,000,000 Flying Nickel 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 Flying Nickel from Silver Elephant in exchange for issuing an aggregate of 78,214,570 Oracle common shares to Silver Elephant.

(Expressed in Canadian dollars, except where indicated)

Overall Performance and Outlook

The following highlights the Company's overall performance for the periods presented:

	Three Months Ended			Nine Months Ended		
	December 31, 2023 ($)	December 31, 2022 ($) (Restated)	Change ($)	December 31, 2023 ($)	December 31, 2022 ($)	Change ($)
Net income (loss) attributable to shareholders of the Company	839,474	(414,652)	1,254,126	71,998	(1,043,073)	1,115,071
Cash at end of period	32,721	654,585	(621,864)	32,721	654,585	(621,864)
Earnings (loss) per share attributable To shareholders of the Company – basic and diluted	0.01	(0.01)	0.02	0.00	(0.01)	0.01

Corporate Updates

On October 6, 2023, the Company filed its annual financial statements and management's discussion and analysis for the 15 months ended March 31, 2023, and a cease trade order issued on August 14, 2023 in respect of the failure to file by the due date prescribed under applicable securities laws was lifted.

On October 18, 2023, the Company appointed Jenna Virk as its Chief Legal Officer. Ms. Virk has been a practicing lawyer in British Columbia since 2007 and has over 15 years of experience in corporate finance, securities and commercial law. She also brings with her prior experience as in house counsel for various organizations since 2015, including most recently serving as Director, Legal Affairs and Corporate Secretary of Lithium Americas Corp. She holds a Bachelor of Law from the University of British Columbia and a Bachelor of Business Administration from Simon Fraser University.

On December 4, 2023, the Company announced the appointment of Masateru Igata as a director of the Company, effective immediately. Mr. Igata is the Founder and CEO of Frontier LLC and Frontier Japan and has over 30 years of professional experience in Asian financial markets. Prior to Frontier, he was a Managing Director at Salomon Brother, and Nikko Citigroup in Tokyo.

On December 28, 2023 the Company announced that William Pincus was appointed as a director of the Company, to fill the vacancy created by the departure of Masateru Igata who stepped down as a director. Mr. Pincus brings more than 40 years of experience in mineral exploration to the Company. He is a graduate of the Colorado School of Mines with M.Sc. Degrees in Geology and Mineral Economics. Mr. Pincus was Founder and President of Esperanza Resources (acquired by Alamos Gold) that discovered the Cerro Jumil (México) and San Luis (Peru) gold deposits. He has worked extensively in mining projects globally and is responsible for six major precious metals discoveries. He is also a fellow of The Society of Economic Geologists and a Certified Professional Geologist with the American Institute of Professional Geologists (AIPG).

(Expressed in Canadian dollars, except where indicated)

Discussion of Operations

The Company's exploration and evaluation assets are as follows:

	Minago Project ($)	Gibellini Project ($)	Total ($)
Balance, January 1, 2022	-	-	-
Assets transferred under Silver Elephant Arrangement	16,458,495	15,447,444	31,905,939
Contingent consideration	-	500,000	500,000
Licenses, taxes, fees and permits	373,740	462,922	836,662
Geological and consulting	-	709,885	709,885
Feasibility	1,183,974	-	1,183,974
Exploration and drilling	1,583,814	-	1,583,814
Personnel, camp and general	509,732	-	509,732
Royalties	-	272,941	272,941
Share-based payments	16,564	21,839	38,403
Foreign exchange effect	-	1,278,248	1,278,248
Balance, March 31, 2023	**20,126,319**	**18,693,279**	**38,819,598**
Licenses, tax and permits	132,917	118,407	251,324
Feasibility	47,297	-	47,297
Geological and consulting	-	12,735	12,735
Exploration and drilling	114,409	-	114,409
Personnel, camp and general	164,727	-	164,727
Royalties	-	269,962	269,962
Share-based payments	9,278	34,398	43,676
Deconsolidation of Flying Nickel	(20,594,947)	-	(20,594,947)
Foreign exchange	-	(385,199)	(385,199)
Balance, December 31, 2023	**-**	**18,743,582**	**18,743,582**

<u>Gibellini Project</u>

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 closing, Nevada Vanadium issued 50,000,000 common shares to Silver Elephant in consideration for acquiring the Gibellini Vanadium mineral property assets and assuming certain liabilities related to the underlying assets.

Gibellini Group

The Gibellini group of claims were acquired on June 22, 2017, through leasehold assignments from the claimant and then-holder of the Gibellini mineral claims (the "Gibellini Lessor"). Under the Gibellini mineral lease agreement (the "Gibellini MLA"), Silver Elephant leased this core group of claims, which originally constituted the entire Gibellini Project, by, among other things, agreeing to pay to the Gibellini Lessor annual advance royalty payments. These payments are tied, based on an agreed formula not to exceed US$120,000 per year, to the average vanadium pentoxide price of the prior year (each an "Advance Royalty Payment"). Upon commencement of production, the obligation to make Advance Royalty Payments will cease and Silver Elephant will instead maintain its acquisition through lease of the Gibellini group of claims by paying to the Gibellini Lessor, a 2.5% net smelter return royalty (the "Gibellini NSR Payments") until a total of US$3 million is paid. Thereafter, the Gibellini NSR will be reduced to 2% over the remaining life of the mine (and referred to thereafter, as "Production Royalty Payments"). Upon commencement of production, any Advance Royalty Payments that have been made will be deducted as credits against the Gibellini NSR Payments or Production Royalty Payments, as applicable. The lease is for a term of 10 years, expiring on June 22, 2027, which can be extended for an additional 10 years, at Silver Elephant's option. On April 19, 2018, the Gibellini MLA was amended to grant Silver Elephant the option, at any time during the term of the Gibellini MLA, which ends on June 22, 2027, to require the Gibellini Lessor to transfer their title over all of the leased mining claims (excluding four claims which will be retained by the Gibellini Lessor) (the "Transferred Claims") to Silver Elephant in exchange for $1,000,000, which will be deemed an Advance Royalty Payment (the "Transfer Payment").

Bisoni Group

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 dated August 18, 2020 (the "Bisoni APA") 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 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 being recognized by the Company, with a corresponding increase to exploration and evaluation assets. As at the Financial Position Date, these derivative liabilities were remeasured with a fair value of $157,464 (March 31, 2023 - $215,951), and accordingly Nevada Vanadium recognized a gain on change in fair value of derivative liabilities of $56,147 (2022 - $320,041). As this liability was transferred from Silver Elephant to the Company under the Silver Elephant Arrangement, the Company will need to acquire shares of Silver Elephant independently to settle this liability.

VC Exploration Group

Silver Elephant entered into a lease agreement to acquire 10 unpatented lode claims totaling approximately 207 gross acres (the "Former Louie Hill Claims") from their holders (the "Former Louie Hill Lessors") on July 10, 2017 (the "Louie Hill MLA"). The Former Louie Hill Claims were located approximately 1600 feet south of the Gibellini group of claims. The Former Louie Hill Claims were subsequently abandoned by the Former Louie Hill Lessors, and on March 11 and 12, 2018, Silver Elephant staked the area within and under 17 new claims totaling approximately 340 gross acres, which now collectively comprise the expanded Louie Hill group of claims (the "Current Louie Hill Claims").

Louie Hill Net Smelter

The Gibellini property is subject to a net smelter return royalty interest retained by the former Louie Hill Lessors. The royalty agreement provides for Nevada Vanadium to pay the following royalties to the former Louie Hill Lessors as an advance royalty: (i) US$75,000 upon Nevada Vanadium achieving Commercial Production (as defined in the Royalty Agreement) at the Gibellini Project; (ii) US$50,000 upon the Nevada Vanadium selling, conveying, transferring or assigning all or any portion of certain claims defined in the Royalty Agreement to any third party and (iii) annually upon the anniversary date of July 10, 2018, and the anniversary date of each year thereafter during the term of the Royalty Agreement: (a) if the average vanadium pentoxide price per pound as quoted on www.metalbulletin.com (the "Metal Bulletin") or another reliable and reputable industry source as agreed by the parties, remains below US$7.00 per pound during the preceding 12 months, US$12,500; or (b) if the average vanadium pentoxide price per pound as quoted on Metal Bulletin or another reliable and reputable industry source as agreed by the parties, remains equal to or above US$7.00 per pound during the preceding 12 months, US$2,000 x average vanadium pentoxide price per pound up to a maximum annual advance royalty payment of US$28,000. Further, Nevada Vanadium will pay to the former Louie Hill Lessors a 2.5% net smelter return royalty (the "Louie Hill NSR") payable on vanadium pentoxide produced from the area of the former Louie Hill Claims contained within the current Louie Hill Claims. Nevada Vanadium may purchase three-fifths of the Louie Hill NSR at any time for US$1,000,000, leaving the total Louie Hill NSR payable by Nevada Vanadium at 1.0% for the remaining life of the mine. Any Louie Hill Advance Royalty Payments that have been made at the time of Commercial Production will be deducted as credits against future payments under the Louie Hill NSR. The payments under the Royalty Agreement will continue for an indefinite period and will be payable as long as Nevada Vanadium, its subsidiaries, or any of their permitted successors or assigns holds a valid and enforceable mining concession over the area.

Gibellini Project Updates

On October 10, 2023, Nevada Vanadium filed an independent technical report for the Gibellini Project titled "Gibellini Vanadium Project, Eureka County, Nevada, NI 431-10 Technical Report on Minerals Resources" with an effective date of September 27, 2023 on SEDAR (www.sedarplus.ca). The technical report was prepared pursuant to the requirements of NI 43-101.

Fish Creek Ranch

On April 6, 2022, Nevada Vanadium acquired the Fish Creek Ranch property located in Eureka County, Nevada USA for an aggregate purchase price of $5,291,641 (US$4,245,895). 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$400,000), of which $168,594 (US$125,000) was used to partially repay the CVB Loan (see Liquidity and Capital Resources section). The carrying amount of the land before disposal was $419,752 (US$310,720). The Company recognized a gain of $119,803 related to this sale during the three and six months ended September 30, 2023. Transaction costs totaled $32,394 (US$24,018) and is included in other income (loss).

Minago Project

The Minago property 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, Flying Nickel 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.

As a result of the Silver Elephant Arrangement, the Company consolidated Flying Nickel from January 14, 2022 to September 30, 2023, the period for which the Company had de facto control over Flying Nickel. Effective October 1, 2023, the Company deconsolidated Flying Nickel as de facto control was lost due to dilution (the "Flying Nickel Deconsolidation"). However, as the Company still maintains significant influence over Flying Nickel, it has applied the equity method of accounting for Flying Nickel.

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 the issuance 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.

(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.

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 a purchase price of $1,000,000. The third party paid the Company $5,000 as consideration for the royalty acquisition right.

(Expressed in Canadian dollars, except where indicated)

Summary Of Quarterly Results

The condensed interim consolidated statements of financial position as at December 31, 2022 have been restated as follows:

	Original December 31, 2022 ($)	Adjustment 1 ($)	Adjustment 2 ($)	Adjustment 3 ($)	Adjustment 4 ($)	Adjustment 5 ($)	Restated December 31, 2022 ($)
Assets							
Current assets							
Cash	654,585	-	-	-	-	-	654,585
Receivables	198,667	-	-	-	-	-	198,667
Prepaid expenses	296,631	-	-	-	(150,000)	-	146,631
Total current assets	1,149,883	-	-	-	(150,000)	-	999,883
Non-current assets							
Equipment	579,728	55,261	-	-	-	-	634,989
Buildings and structures	637,902	56,718	-	-	-	-	694,620
Land	3,724,577	326,002	-	-	-	-	4,050,579
Royalty interests	-	-	-	-	-	133,916	133,916
Exploration and evaluation assets	59,473,616	(3,204,109)	-	500,000	150,000	(18,576,013)	38,343,494
Total assets	**65,565,706**	**(2,766,128)**	-	**500,000**	**-**	**(18,442,097)**	**44,857,481**
Liabilities and Shareholders' Equity							
Current liabilities							
Accounts payable and accrued liabilities	1,589,911	409,538	-	-	-	-	1,999,449
Due to related party	44,244	-	-	-	-	-	44,244
Promissory note	340,262	11,534	-	-	3,714,347	-	4,066,143
Derivative liability	-	-	-	179,959	-	-	179,959
Total current liabilities	1,974,417	421,072	-	179,959	3,714,347	-	6,289,795
Non-current liabilities							
Promissory note	3,714,347	-	-	-	(3,714,347)	-	-
Total liabilities	5,688,764	421,072	-	179,959	-	-	6,289,795
Shareholders' Equity							
Share capital	25,551,079	-	-	-	-	(10,198,204)	15,352,875
Reserves	(1,163,672)	-	-	-	-	1,163,672	-
Accumulated other comprehensive income	-	402,173	-	-	107,720	254,535	764,428
Deficit	(3,735,816)	172,026	226,447	138,523	8,732	528,284	(2,661,804)
Total Shareholders' Equity	20,651,591	574,199	226,447	138,523	116,452	(8,251,713)	13,455,499
Non-controlling interest	39,225,351	(3,761,399)	(226,447)	181,518	(116,452)	(10,190,384)	25,112,187
Total shareholders' equity	59,876,942	(3,187,200)	-	320,041	-	(18,442,097)	38,567,686
Liabilities and shareholders' equity	**65,565,706**	**(2,766,128)**	**-**	**500,000**	**-**	**(18,442,097)**	**44,857,481**

- Adjustment 1 – to correct the Gibellini Project book value and functional currency of the Company's USA subsidiary.
- Adjustment 2 – to correct $226,447 from subsidiary share-based payments expense.
- Adjustment 3 – to recognize the Bisoni APA Liability.
- Adjustment 4 – reclassify $150,000 from prepaid expenses to exploration and evaluation assets for the Minago Project, reclassify the promissory note line item as a current liability, and to recognize additional general and administrative expenses (see note 22 reconciliation of restated condensed interim consolidated statements of operations and comprehensive loss for the three months ended December 31, 2022).
- Adjustment 5 – to correct the accounting treatment of the Silver Elephant Arrangement. The Silver Elephant Arrangement did not meet the definition of a business combination under IFRS 3. The shares issued in consideration for the investments in Flying Nickel 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.

(Expressed in Canadian dollars, except where indicated)

The condensed interim consolidated statements of operations and comprehensive loss for the three months ended December 31, 2022 have been restated as follows:

	Original Three Months Ended, December 31, 2022 ($)	**Adjustment 1 ($)**	**Adjustment 2 ($)**	**Adjustment 3 ($)**	**Adjustment 4**	**Restated Three Months Ended, December 31, 2022 ($)**
General and Administrative Expenses						
Amortization	64,282	-	-	-	-	64,282
Advertising and promotion	-	-	-	-	31,742	31,742
Consulting and management fees	159,789	-	-	-	158,867	318,656
Directors' fees	115,467	-	-	-	(36,467)	79,000
Insurance	32,842	-	-	-	(15,217)	17,625
Office and administration	44,490	-	-	-	1,534	46,024
Professional fees	81,981	-	-	-	(22,354)	59,627
Salaries and benefits	261,487	-	-	-	(4,461)	257,026
Share-based payments	775,678	-	(226,447)	-	-	549,231
Stock exchange and shareholder services	35,896	-	-	-	-	35,896
Travel and accommodation	6,573	-	-	-	3,401	9,974
Loss before other items	(1,578,485)	-	226,447	-	(117,045)	(1,469,083)
Other items						
Finance expense	(52,617)	-	-	4,143	-	(48,474)
Other income	265,321	-	-	-	-	265,321
Gain on fair value change in derivative liability	-	-	-	58,487	-	58,487
Foreign exchange gain	312,645	(213,847)	-	-	-	98,798
Net loss for the period	**(1,053,136)**	**(213,847)**	**226,447**	**62,630**	**(117,045)**	**(1,094,951)**
Other comprehensive loss:						
Foreign currency translation	-	(273,937)	-	-	1,866	(272,071)
Comprehensive loss for the period	**(1,053,136)**	**(487,784)**	**226,447**	**62,630**	**(115,179)**	**(1,367,022)**
Net loss attributable to:						
Equity holders of parent	(455,945)	5,453	-	27,108	8,732	(414,652)
Non-controlling interest	(597,191)	(219,300)	226,447	35,522	(125,777)	(680,299)
	(1,053,136)	**(213,847)**	**226,447**	**62,630**	**(117,045)**	**(1,094,951)**
Comprehensive loss attributable to:						
Equity holders of parent	(455,945)	(113,114)	-	27,108	116,452	(425,499)
Non-controlling interest	(597,191)	(374,670)	226,447	35,522	(231,631)	(941,523)
	(1,053,136)	**(487,784)**	**226,447**	**62,630**	**(115,179)**	**(1,367,022)**
Basic and diluted loss per common share attributable to equity holders of parent	(0.01)	0.00	-	0.00	0.00	(0.01)
Weighted average number of shares outstanding	80,000,000	80,000,000	80,000,000	80,000,000	80,000,000	80,000,000

- Adjustment 1 – to correct the Gibellini Project book value and functional currency of the Company's USA subsidiary.
- Adjustment 2 – to correct $226,447 from subsidiary share-based payments expense.
- Adjustment 3 – to recognize the Bisoni APA Liability.
- Adjustment 4 – to recognize additional general and administrative expenses of $117,045, foreign currency translation in other comprehensive income of $1,866 and correct various allocations.

Financial data for the interim period ended March 31, 2022 have been restated (the "Q1 2022 Restatement") in this MD&A. The Q1 2022 Restatement was primarily to: 1) remeasure the recognition of certain royalty interests from $624,901 to $nil, resulting in an impairment charge restatement from $624,901 to $nil; and 2) reclassifying $26,446 from salaries and benefits to exploration and evaluation asset as it relates to the Gibellini Project. Accordingly, net loss attributable to shareholders of the Company for the three months ended March 31, 2022 was restated from $1,408,691 to $766,279, and net loss restated from $2,349,929 to $1,698,582. Basic and diluted loss per share attributable to shareholders of the Company for the three months ended March 31, 2022 was restated from $0.02 to $0.01.

Financial data for the interim period ended June 30, 2022 have been restated (the "Q2 2022 Restatement") in this MD&A. In addition to the effects of the Q1 2022 Restatement, the Q2 2022 Restatement was primarily to: 1) record an impairment charge of $337,438 as it relates to certain domains included in intangible assets; 2) reduce impairment charges relating to certain royalty interests by $396,194; and 3) recognize a fair value gain on contingent consideration of $266,053 as it relates to the Gibellini Project (see Discussion of Operations). Accordingly, net loss attributable to shareholders of the Company for the three months ended June 30, 2022 was restated from $572,809 to $273,828, and net loss restated from $782,301 to $457,492. Basic and diluted loss per share attributable to shareholders of the Company for the three months ended June 30, 2022 was restated from $0.01 to $0.00.

Financial data for the interim period ended September 30, 2022 have been revised (the "Q3 2022 Revision") in this MD&A. In addition to the effects of the Q1 2022 Revision and Q2 2022 Revision, the Q3 2022 Revision was primarily to: 1) reclassify unrealized loss on investment of $8,405,368, realized loss on investments of $228,886 and loss on debt settlement of $794,156 to equity, in accordance with IFRS 10 – Consolidated Financial Statements; 2) reduce impairment charges relating to certain royalty interests by $283,180; 3) recognize a fair value loss on contingent consideration of $4,499; and 4) reduce advertising and promotion by $337,438 as it relates to certain intangible assets previously impaired. Accordingly, net loss attributable to shareholders of the Company for the three months ended September 30, 2022 was revised from $9,729,647 to $406,829, and net loss revised from $11,443,068 to $1,398,538. Basic and diluted loss per share attributable to shareholders of the Company for the three months ended September 30, 2022 was revised from $0.14 to $0.01. Subsequently, the Q3 2022 Restatement was further revised to record a foreign exchange gain of $120,682. Accordingly, net loss attributable to shareholders of the Company for the three months ended September 30, 2022 was restated from $406,829 to $354,594, and net loss restated from $1,398,538 to $1,277,856. There was no impact to basic and diluted loss per share attributable to shareholders of the Company of $0.01 for the three months ended September 30, 2022.

Financial data for the interim period ended December 31, 2022 have been restated (the "Q4 2022 Restatement") in this MD&A. In addition to the effects of the Q1 2022 Restatement, Q2 2022 Restatement and Q3 2022 Restatement (including the subsequent revision), the Q4 2022 Restatement was primarily to: 1) decrease share-based payments by $226,447; 2) increase general and administrative expenses by a total of $117,045; 3) decrease foreign exchange gain by $213,847; 4) record a gain on fair value change in derivative liability by $58,487; and 5) decrease finance expense by $4,143. Accordingly, net loss attributable to shareholders of the Company for the three months ended December 31, 2022 was restated from $455,945 to $414,652, and net loss restated from $1,053,136 to $1,094,951. There was no impact to basic and diluted loss per share attributable to shareholders of the Company of $0.01 for the three months ended December 31, 2022.

Financial data for the interim period ended March 31, 2023 have been restated (the "Q5 2023 Restatement") in this MD&A. In addition to the effects of the Q1 2022 Restatement, Q2 2022 Restatement, Q3 2022 Restatement (including the subsequent revision), and Q4 2022 Restatement, the Q5 2023 Restatement was primarily to: 1) increase foreign exchange loss by $397,449; and 2) increase general and administrative expenses by a total of $109,402. Accordingly, net loss attributable to shareholders of the Company for the three months ended March 31, 2023 was restated from $701,613 to $801,718, and net loss restated from $773,661 to $1,280,512. There was no impact to basic and diluted loss per share attributable to shareholders of the Company of $0.01 for the three months ended March 31, 2023.

(Expressed in Canadian dollars, except where indicated)

Financial data for the interim period ended September 30, 2023 have been restated (the "Q2 2024 Restatement") in this MD&A. The Q2 2024 Restatement was primarily to: 1) recognize additional amortization of $203,519; 2) recognize additional share based payments of $176,059; and 3) recognize an additional foreign currency translation gain of $6,413 in other comprehensive loss. Accordingly, net loss attributable to shareholders of the Company for the three months ended September 30, 2023 was restated from $352,450 to $433,467, and net loss restated from $737,852 to $1,117,430. There was no impact to basic and diluted loss per share attributable to shareholders of the Company of $0.01 for the three months ended September 30, 2023.

The following table summarizes selected consolidated financial information prepared in accordance with IFRS for the most recently completed quarters:

	Quarter Name	Net Income (Loss) for the Period Attributable to Shareholders of the Company ($)	Basic Earnings (Loss) Per Share Attributable to Shareholders of the Company ($)	Diluted Earnings (Loss) Per Share Attributable to Shareholders of the Company ($)
December 31, 2023	Q3 2024	839,474	0.01	0.01
September 30, 2023 (restated)	Q2 2024	(433,467)	(0.01)	(0.01)
June 30, 2023	Q1 2024	(334,009)	(0.00)	(0.00)
March 31, 2023 (restated)	Q5 2023	(801,718)	(0.01)	(0.01)
December 31, 2022 (restated)	Q4 2022	(414,652)	(0.01)	(0.01)
September 30, 2022 (restated)	Q3 2022	(354,594)	(0.01)	(0.01)
June 30, 2022 (restated)	Q2 2022	(273,828)	(0.00)	(0.00)
March 31, 2022 (restated)	Q1 2022	(766,279)	(0.01)	(0.01)

3 Months Ended December 31, 2023 Compared with 3 Months Ended December 31, 2022

During the three months ended December 31, 2023 the Company recorded net income of $756,618, of which $839,474 is attributable to shareholders of the Company, compared to a net loss of $1,094,951 and net loss attributable to shareholders of the Company of $414,652 for the three months ended December 31, 2022.

Of note are the following items for the Current Quarter as compared to the three months ended December 31, 2022:

- a gain resulting from the deconsolidation of Flying Nickel of $1,363,542 as discussed above;
- a general decrease in general and administrative expenses effective as of October 1, 2023 due to the Company no longer consolidating Flying Nickel, and instead accounting for Flying Nickel using the equity method of accounting. Accordingly, the Company recorded a loss on equity accounted investment of $68,028 this quarter, compared to $nil;
- consulting and management fees decreased to $128,476, compared to $318,656. This decrease is also a result of the Company curtailing expenses to manage working capital, and also the effect of the Flying Nickel Deconsolidation;
- salaries and benefits decreased to $153,503, from $257,026 mainly attributable to the deconsolidation of Flying Nickel and changes in salary allocations to various projects;
- share-based payments expense of $49,579 compared to $549,231. Share-based payments expense is a non-cash expense and is recognized in the statement of loss as the underlying stock options granted to certain directors, officers, employees and consultants of Flying Nickel and Nevada Vanadium vest; and
- other income of $152,471 compared to $265,321. Other income for the current quarter primarily relates to royalties from the Mega Thermal Royalty Agreement, hay sales and pasture rentals at the Fish Creek Ranch, whereas Prior Year Quarter amounts are primarily hay sales at the Fish Creek Ranch.

Variations Over the Quarters

Net Loss attributable to shareholders of the Company for Q2 2024 was $433,467, and net loss was $1,117,430. General and administrative expenses totalled $1,139,624 and primarily consists of amortization of $237,248, salaries and benefits of $327,166 and share-based payments of $292,524. Amortization is mainly in connection with the Company's building and equipment at the Fish Creek Ranch in Nevada. Share-based payments relate to stock options granted by Flying Nickel and Nevada Vanadium. In addition, during Q2 2024 the Company recorded a gain of $119,803 from the sale of a parcel of land at the Fish Creek Ranch.

Net loss attributable to shareholders of the Company for Q1 2024 was $334,009, and net loss was $1,060,228. General and administrative expenses totalled $1,109,644 and primarily include share-based payments expense of $443,861 relating to stock options granted by Flying Nickel and Nevada Vanadium, and salaries and benefits of $284,879. General and administrative expenses were partially offset with a gain on fair value change in derivative liability of $71,984, as the underlying derivative liability, being common shares of Silver Elephant, has decreased.

Net loss attributable to shareholders of the Company for Q5 2023 was $801,718 and net loss was $1,280,512. General and administrative expenses totalled $1,073,542 and include office and administration of $263,836, salaries and benefits of $127,075, share-based payments of $314,353, professional fees of $232,466 and other amounts. In addition, the Company recorded other income of $134,459 primarily relating to royalty income from the Mega Thermal Royalty Agreement and sale of equipment from the Fish Creek Ranch, partially offset with operating costs at the Fish Creek Ranch.

Net loss attributable to shareholders of the Company for Q4 2022 was $414,652 and net loss was $1,094,951. General and administrative expenses totalled $1,469,083 and include share-based payments expense of $549,231, salaries and benefits of $257,026, consulting and management fees of $318,656 and other amounts. These expenses represent the Company ramping up its activities upon completion of the Silver Elephant Arrangement. In addition, during Q4 2022, the Company also recorded other income of $265,321.

Net loss attributable to shareholders of the Company for Q3 2022 was $354,594 and net loss was $1,277,856. General and administrative expenses totalled $1,261,976 and include professional fees of $300,036, share-based payments expense of $238,458 and salaries and benefits of $209,242. These expenses represent the Company ramping up its activities upon completion of the Silver Elephant Arrangement.

Net loss attributable to shareholders of the Company for Q2 2022 was $273,828 and net loss was $457,492. General and administrative expenses totalled $1,014,937 and include, but are not limited to, share-based payments expense of $387,664 relating to stock options granted to certain directors, officers, employees and consultants of the Company, professional fees of $198,746 and salaries and benefits of $168,410. These amounts were partially offset by other income of $315,224, primarily related to the sale of cattle from the Fish Creek Ranch and a fair value gain on contingent consideration of $266,053 relating to the Gibellini Project (see Discussion of Operations).

Net loss attributable to shareholders of the Company for Q1 2022 was $766,279 and net loss was $1,698,582, which includes impairment of domain names included in intangible assets of $337,438. General and administrative expenses totalled $1,419,178 and include, but are not limited to, consulting and management fees of $360,175, salaries and benefits of $318,120 and professional fees of $245,810. These expenses represent the Company ramping up its activities upon completion of the Silver Elephant Arrangement.

<u>Year to date</u>

During the nine months ended December 31, 2023 the Company recorded net loss of $1,421,040, of which net income of $71,998 is attributable to shareholders of the Company, compared to net loss of $2,830,299 and net loss attributable to shareholders of the Company of $1,043,073 for the nine months ended December 31, 2022.

Of note are the following items for the Current Period as compared to the nine months ended December 31, 2022:

- a gain resulting from the deconsolidation of Flying Nickel of $1,363,542 as discussed above;
- amortization expense of $342,136 this Period, compared to $126,548 during the Prior Year Period. The increased amortization relates to the Company's building and equipment at the Fish Creek Ranch in Nevada;
- advertising and promotion expenses decreased to $14,309 this Period, compared to $238,921, as the Company curtailed these expenses to manage working capital;

- consulting and management fees decreased to $207,638, compared to $461,324. This decrease is also a result of the Company curtailing expenses to manage working capital and the effect of the Flying Nickel Deconsolidation;
- professional fees of $256,223 this Period, compared to $558,409. Current period amounts are comprised of $153,646 in accounting and audit fees, and $102,577 in external legal fees, whereas Prior Year Period amounts are comprised of $155,307 in accounting and audit fees, and $403,102 in external legal fees. Prior Year Period amounts include higher legal and accounting fees resulting from the Silver Elephant Arrangement and the Transaction (see Proposed Transaction section);
- salaries and benefits increased to $765,548, from $634,678 as the Company added additional staff;
- share-based payments expense of $785,964 compared to $1,175,353. Share-based payments expense is a non-cash expense and is recognized in the statement of loss as vesting occurs for the underlying stock options granted to certain directors, officers, employees and consultants of Flying Nickel and Nevada Vanadium;
- other income of $240,402 compared to $583,297. Current Period amounts includes a gain of $119,803 from the sale or a parcel of land at the Fish Creek Ranch, royalties earned from the Mega Thermal Royalty Agreement and hay sales and rental of pasture land at the Fish Creek Ranch, whereas Prior Year Period amounts primarily consists of hay and cattle sales from the Fish Creek Ranch; and
- gain on fair value change in derivative liability of $56,147 compared to $320,041. These gains primarily relate to the Bisoni APA Liability which is to be settled in shares of Silver Elephant.

Liquidity And Capital Resources

On December 4, 2023, the Company announced that it proposes to undertake a non-brokered private placement to raise aggregate gross proceeds of $800,000 through the sale of 16,000,000 units at a price of $0.05 per unit. Each unit will consist of one common share of the Company and one-half of one share purchase warrant with each whole warrant entitling the holder to purchase one additional share of the Company at a price of $0.06 per share for 3 years from the date of issue.

<u>Flying Nickel</u>

On April 17, 2023, Flying Nickel closed a non-brokered private placement and issued an aggregate of 1,250,000 units for aggregate gross proceeds of $200,000. Each unit consists of one common share of Flying Nickel and one share purchase warrant with each warrant entitling the holder to purchase one additional share of Flying Nickel at a price of $0.20 per share for 36 months from closing. Proceeds of the placement were used for exploration, working capital and general corporate purposes.

On May 12, 2023 Flying Nickel closed a non-brokered private placement of 200,000 units for gross proceeds of $32,000. Each unit is priced at $0.16 and consists of one common share of Flying Nickel and one share purchase warrant with each warrant entitling the holder to purchase one additional share of Flying Nickel at a price of $0.20 per share for 3 years. Proceeds of the placement were used for exploration, working capital and general corporate purposes.

On August 14, 2023, Flying Nickel closed a non-brokered private placement of 6,800,000 common shares of Flying Nickel raising gross proceeds of $680,000. The placement was priced at $0.10 per share. Norway House Cree Nation ("NHCN") was the sole investor. Flying Nickel is using proceeds from the private placement for exploration drilling, completion of the Minago project feasibility study and for working capital purposes.

<u>Nevada Vanadium</u>

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. Proceeds from the private placement were used for project advancement, working capital and general corporate purposes.

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. Proceeds from the private placement were used for project advancement, working capital and general corporate purposes.

(Expressed in Canadian dollars, except where indicated)

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. Proceeds from the private placement were used for project advancement, working capital and general corporate purposes.

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. Proceeds from the private placement were used for project advancement, working capital and general corporate purposes.

On October 24, 2023, Nevada Vanadium closed a non-brokered private placement and issued an aggregate of 2,115,440 units at a price of $0.08 per unit for aggregate gross proceeds of $169,235. 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. Proceeds of the private placement are expected to be used for project advancement, working capital and general corporate purposes.

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.

Cash flow information:

	Six Months Ended	
	December 31, 2023 ($)	**December 31, 2022 ($)**
Cash used in operating activities	(1,066,847)	(1,182,858)
Cash used in investing activities	(1,222,357)	(7,107,498)
Cash from financing activities	1,950,935	3,900,535
Cash, end of the period	**32,721**	**654,585**

*Operating activities**:*** During the Current Period, the Company used $1,066,847 in operating activities, primarily for salaries and benefits, consulting and management fees and professional fees. During the Prior Year Period, the Company used $1,182,858 in operating activities, also primarily in salaries and benefits, consulting and management fees and professional fees.

Investing activities: During the Current Period, the Company invested $953,269 in its exploration and evaluation assets, and received $507,161 from the sale of a portion of the Fish Creek Ranch land. In addition, cash of $776,249 was deconsolidated from the Company's consolidated financial statements as a result of the Flying Nickel Deconsolidation. During the Prior Year Period, the Company used $7,107,498 in investing activities. This was primarily comprised of $2,148,354 in exploration and evaluation of the Minago and Gibellini projects, and acquisition of the Fish Creek Ranch which includes land for $3,724,577, buildings for $657,277, equipment for $625,619 and livestock for $284,168. These were partially offset with proceeds from the sale of livestock of $332,497.

Financing activities: During the Current Period the Company received $1,526,035 from share issuances of Flying Nickel and Nevada Vanadium, $720,706 in subscriptions for Flying Nickel shares, $212,765 from the sale of Flying Nickel shares, and partially repaid a loan (the "CVB Loan") from Cache Valley Bank ("CVB") for $508,571. During the Prior Year Period, the Company received $3,752,400 from CVB for the acquisition of the Fish Creek Ranch and $148,135 from the sale of Flying Nickel shares.

As at the Financial Position Date, the Company had cash of $32,721, and current liabilities of $7,251,832. The Company will need to conduct additional financings to meet working capital requirements, and obligations as they become due.

(Expressed in Canadian dollars, except where indicated)

Off Balance Sheet Arrangement

The Company does not have any off-balance sheet arrangements.

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, Flying Nickel 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.

A summary of related party transactions is as follows:

	Three Months Ended		Nine Months Ended	
	December 31, 2023 ($)	December 31, 2022 ($)	December 31, 2023 ($)	December 31, 2022 ($)
MMTSA recoveries from Silver Elephant, a company with directors and officers in common	(10,823)	(187,799)	(321,195)	(241,909)
MMTSA fees charged by Silver Elephant	82,233	220,147	244,514	410,245
MMTSA fees charged by Flying Nickel, a company with directors and officers in common	85,204	-	85,204	-
Management fees paid to Anthony Garson, Director and CEO of the Company	12,000	12,000	36,000	20,000
Directors' fees (current)	17,133	2,200	42,333	21,400
Directors' fees (former)	-	-	-	19,800

The Company had balances due to related parties as follows:

	December 31, 2023 ($)	March 31, 2023 ($)
Due from (to) Silver Elephant	(1,028,535)	173,421
Due to Flying Nickel	(627,092)	-
Directors' fees payable	(118,133)	(75,800)
Management fees payable to Anthony Garson	(43,000)	(32,000)

Proposed Transaction

On October 6, 2022, Nevada Vanadium and Flying Nickel signed an arrangement agreement pursuant to which Flying Nickel proposes to acquire all of the issued and outstanding common shares of Nevada Vanadium by way of a court-approved plan of arrangement under the provisions of the Business Corporations Act of British Columbia (the "Transaction").

Under the terms of the agreement, as may be amended from time to time, Nevada Vanadium's shareholders will receive one (1) Flying Nickel common share (a "Flying Nickel Share") for each Nevada Vanadium Share held immediately prior to the effective time of the Transaction. All convertible securities of Nevada Vanadium outstanding immediately prior to the effective time of the Transaction will be exchanged for securities of Flying Nickel bearing substantially the same terms as the securities replaced on a 1:1 basis.

As at the date of this MD&A, the Transaction is in progress and has not yet closed.

Critical Accounting Policies And Estimates

The Company's critical accounting estimates are defined as those estimates that have a significant impact on the portrayal of its financial position and operations, and that require management to make judgments, assumptions, and estimates in the application of IFRS. Judgments, assumptions, and estimates are based on historical experience and other factors that management believes to be reasonable under current conditions. As events occur, and additional information is obtained, these judgments, assumptions, and estimates may be subject to change.

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 and contingent liabilities.

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.

Changes in Accounting Policies and Standards

<u>Changes in Accounting Policies</u>

Amendments to IAS 1 Presentation of Financial Statements and IFRS Practice Statement 2 Making Materiality Judgments— Disclosure of Accounting Policies

The amendments change the requirements in IAS 1 with regard to disclosure of accounting policies. The amendments replace all instances of the term "significant accounting policies" with "material accounting policy information". Accounting policy information is material if, when considered together with other information included in an entity's financial statements, it can reasonably be expected to influence decisions that the primary users of general purpose financial statements make on the basis of those financial statements.

The amendments to IAS 1 are effective for annual periods beginning on or after January 1, 2023, with earlier application permitted and are applied prospectively. This amendment did not have a material impact on the Company's financial statements.

Amendments to IAS 8 Accounting Policies, Changes in Accounting Estimates and Errors—Definition of Accounting Estimates

The amendments replace the definition of a change in accounting estimates with a definition of accounting estimates. Under the new definition, accounting estimates are "monetary amounts in financial statements that are subject to measurement uncertainty".

The amendments are effective for annual periods beginning on or after January 1, 2023 for changes in accounting policies and changes in accounting estimates that occur on or after the beginning of that period, with earlier application permitted. This amendment did not have a material impact on the Company's financial statements.

Future Changes in Accounting Standards

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. This amendment is not expected to have a material impact on the Company's 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 financial statements.

Capital 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 annual 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 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.

Fair Value Measurements and Financial Instruments

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, and accounts payable, 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 and contingent liability 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: 1) derivative liability is $157,464 (March 31, 2023 - $215,951), and 2) promissory note is $3,848,740 (March 31, 2023 - $4,271,857). The Company does not offset financial assets with financial liabilities. There were no transfers between Level 1, 2 and 3 for the period ended December 31, 2023.

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 $32,721 (March 31, 2023 – $371,018). As at the Financial Position Date the Company had accounts payable and accrued liabilities of $1,590,001 (March 31, 2023 - $1,933,915). Liquidity risk is assessed as very 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 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. The Company manages interest rate risk by maintaining an investment policy that focuses primarily on preservation of capital and liquidity.

(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 has foreign exploration and development projects in the USA and 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.

(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. The Company's derivative financial liability includes debts to be settled in common shares of Silver Elephant. A 10% increase or decrease in the price of Silver Elephant common shares has a corresponding effect of approximately $16,000 to net loss.

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, receivables, accounts payable and the CVB Loan denominated in the US Dollar, a currency other than the functional currency of 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 $347,000. The Company does not currently use any foreign exchange contracts to hedge this currency risk.

Outstanding Share Data

The Company has authorized capital of an unlimited number of common shares without par value. The table below represents the Company's capital structure as at the dates presented:

	As at date of this MD&A	**December 31, 2023**
Common shares issued and outstanding	82,308,927	80,000,000
Share purchase options outstanding	7,990,000	nil
Share purchase warrants	nil	nil

Risks And Uncertainties

The Company is subject to a number of risk factors due to the nature of its business and the present stage of exploration. As a company active in the mineral resource exploration and development industry, the Company is exposed to a number of risks.

Exploration Stage Operations

The Company's operations are subject to all of the risks normally incidental to the exploration for and the development and operation of mineral properties. The Company has implemented comprehensive safety and environmental protection measures designed to comply with government regulations and facilitate safe, reliable and efficient operations in all phases of its operations. The Company maintains liability and property insurance, where reasonably available, in such amounts it considers prudent. The Company may become subject to liability for hazards against which it cannot insure or which it may elect not to insure against because of high premium costs or other reasons.

The Company's properties are still in the exploration stage. Mineral exploration and exploitation involves a high degree of risk, which even a combination of experience, knowledge and careful evaluation may not be able to avoid. The minerals business is characterized by long lead times from discovery to development, with few exploration projects successfully transitioning to the development stage.

Unusual or unexpected formations, formation pressures, fires, power outages, labour disruptions, flooding, explosions, tailings impoundment failures, cave-ins, landslides and the inability to obtain adequate machinery, equipment or labour are some of the risks involved in mineral exploration and exploitation activities. Substantial expenditures are required to establish mineral reserves and resources through drilling, to develop metallurgical processes to extract the metal from the material processed and to develop the mining and processing facilities and infrastructure at any site chosen for mining.

There is no assurance that commercial quantities of ore will be discovered. Even if commercial quantities of ore are discovered, there is no assurance that the properties will be brought into commercial production or that the funds required to exploit mineral reserves and resources discovered by the Company will be obtained on a timely basis or at all. The commercial viability of a mineral deposit once discovered is also dependent on a number of factors, some of which are the particular attributes of the deposit, such as size, grade and proximity to infrastructure, as well as metal prices. Most of the above factors are beyond the control of the Company.

There can be no assurance that the Company's mineral exploration activities will be successful. In the event that such commercial viability is never attained, the Company may seek to transfer its property interests or otherwise realize value or may even be required to abandon its business and fail as a "going concern".

Competition

The mining industry is intensely competitive in all of its phases, and the Company competes with other companies with greater technical and financing resources than itself with respect to acquisition of properties of merit, and the recruitment and retention of qualified individuals to carry out its mineral exploration activities. Competition in the mining industry could adversely affect the Company's prospects for mineral exploration in the future.

Financial Markets

The Company is dependent on the equity markets as its primary source of operating working capital and the Company's capital resources are largely determined by the strength of the junior resource markets, by the status of the Company's projects in relation to these markets, and by the Company's ability to attract investor support for its projects.

There is no assurance that funding will be accessible to the Company at the times and in the amounts required to fund the Company's activities, as there are many circumstances that are beyond the control of the Company. For example, the Company is dependent on investor sentiment being positive towards the minerals exploration business in general. Many factors influence investor sentiment, including a positive climate for mineral exploration, the experience and caliber of a company's management and a company's track record in discovering or acquiring economically viable mineral deposits.

Environmental and Government Regulation

Mining and exploration activities are subject to various laws and regulations relating to the protection of the environment, historical and archaeological sites and endangered and protected species of plants and animals. Although the exploration activities of the Company are currently carried out in accordance with all applicable rules and regulations, no assurance can be given that new rules and regulations will not be enacted or that existing rules and regulations will not be applied in a manner which could limit or curtail exploration or development activities.

Amendments to current laws and regulations governing the activities of the Company, or more stringent implementation thereof, could have a substantial adverse impact on the Company.

Title to Properties, First Nations Issues

While the Company has investigated the title to all of the properties on which it holds mineral claims or other forms of mineral rights or concessions or in respect of which it has a right to earn an interest, the Company cannot guarantee that title to such properties will not be challenged or impugned. The Company can never be certain that it will have valid title to its mineral properties.

Mineral properties sometimes contain claims or transfer histories that examiners cannot verify, and transfers under foreign law are often complex. The Company does not carry title insurance on its properties. A successful claim that the Company or its option partner does not have title to a property could cause the Company to lose its rights to that property, perhaps without compensation for its prior expenditures relating to the property.

Negotiations with First Nations' groups can add an additional layer of risk and uncertainty to efforts to explore and develop mineral deposits in many areas of Canada, where protracted negotiations of land claims have resulted in settlement of only a fraction of the claims. The slow pace of resolving these claims is frustrating to both the First Nations peoples and explorers and could result in actions that would hinder timely execution of exploration programs.

Foreign Currency

A portion of the Company's expenses are denominated in foreign currencies. Fluctuations in the exchange rate between the Canadian dollar and such other currencies may have a material effect on the Company's business, financial condition and results of operations. The Company does not hedge against foreign currency fluctuations.

Inflation

In the recent past, while inflation had not been a significant factor, the ongoing efforts of many governments to improve the availability of credit and stimulate domestic economic growth while incurring substantial deficits may result in substantial inflation and/or currency depreciation in the future.

Management and Directors

The Company is dependent on a relatively small number of directors and management personnel to advance its business. The loss of any of one of those persons could have an adverse effect on the Company. The Company does not maintain key person insurance for any of its management.

Disclosure Controls And Procedures

Management has established processes to provide it with sufficient knowledge to support representations that it has exercised reasonable diligence to ensure that:

- the financial statements do not contain any untrue statement of material fact or, omit to state a material fact required to be stated or, that is necessary to make a statement not misleading in light of the circumstances under which it is made, as of the date of and for the periods presented by the consolidated financial statements, and

- the financial statements fairly present in all material respects the financial position, results of operations and cash flows of the Company, as of the date of and for the periods presented.

In contrast to the certificate required for non-venture issuers under National Instrument 52-109 – Certification of Disclosure in Issuers' Annual and Interim Filings ("NI 52-109"), the Venture Issuer Basic Certificate does not include representations relating to the establishment and maintenance of disclosure controls and procedures ("DC&P"), and internal control over financial reporting ("ICFR"), as defined in NI 52-109. In particular, the certifying officers filing this certificate are not making any representations relating to the establishment and maintenance of:

- controls and other procedures designed to provide reasonable assurance that information required to be disclosed by the issuer in its annual filings, interim filings or other reports filed or submitted under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation; and
- a process to provide reasonable assurance regarding the reliability of financial reporting and the preparation of consolidated financial statements for external purposes.

The issuer's certifying officers are responsible for ensuring that processes are in place to provide them with sufficient knowledge to support the representations they are making in the certificate. Investors should be aware that inherent limitations on the ability of certifying officers of a venture issuer to design and implement on a cost-effective basis DC&P and ICFR as defined in NI 52-109 may result in additional risks to the quality, reliability, transparency, and timeliness of interim and annual filings and other reports provided under securities legislation.

Additional Disclosure For Venture Issuers Without Significant Revenue

Additional disclosure concerning the Company's general and administrative expenses is provided in the Company's unaudited interim consolidated financial statements for the three and nine months ended December 31, 2023 which is available on SEDAR at www.sedarplus.ca.

Forward Looking Information

Certain Statements contained in this MD&A that are not historical facts are forward-looking statements (within the meaning of the Canadian securities legislation and the U.S. Private Securities Litigation Reform Act of 1995) that involve risks and uncertainties. Forward-looking statements made herein with respect to the Company and its consolidated entities and equity investees include, but are not limited to, the Company's business plans and strategy; statements with respect to the future price of metals; the estimation of mineral reserves and mineral resources; the realization of mineral reserve estimates; the timing and amount of estimated future production, costs of production, and capital expenditures; costs and timing of the development of new deposits; success of exploration activities; permitting time lines; fluctuations in exchange rates and interest rates; requirements for additional capital; the amount and timing for completion of any financing; government regulation of mining operations; environmental risks; unanticipated reclamation expenses; title disputes or claims; limitations on insurance coverage and the timing and possible outcome of pending litigation. In certain cases, forward-looking statements can be identified by the use of words such as "plans", "expects" or "does not expect", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates" or "does not anticipate", or "believes", or variations of such words and phrases or state that certain actions, events or results "may", "could", "would", "might" or "will be taken", "occur" or "be achieved".

Forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. Such risks and other factors include, among others, competition for investments such as royalties and equity investments in junior and development stage resource companies; the accuracy of disclosures made by the owners or operators of properties underlying the Company's royalty interests regarding mineral resource estimates and other technical disclosure; the economic viability of mineral properties and projects underlying the Company's royalty interests; that each counterparty to a royalty agreement of the Company will satisfy its royalty obligations thereunder; no adverse material change concerning any property underlying a royalty interest of the Company or any equity investee of the Company;risks that any property underlying a royalty interest held by the Company never achieves production from a mine on the property such that any particular property never generates royalty revenues for the Company; risks related to operations; actual results of current exploration activities;

actual results of current reclamation activities; conclusions of economic evaluations; changes in project parameters as plans continue to be refined; future prices of metals; possible variations in ore reserves, grade or recovery rates; failure of plant, equipment or processes to operate as anticipated; accidents, labour disputes and other risks of the mining industry; delays in obtaining governmental approvals or financing or in the completion of development activities; general economic and market conditions, as well as those factors discussed in the sections entitled "Risks and Uncertainties" in this MD&A. Although the Company has attempted to identify important factors that could affect the Company and may cause actual actions, events or results to differ materially from those described in forward-looking statements, there may be other factors that cause actions, events or results not to be as anticipated, estimated or intended. There can be no assurance that forward-looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements. The foregoing list is not exhaustive and additional factors may affect any of the Company's forward-looking statements. Although the Company has attempted to identify important factors that could cause actual performance, achievements, actions, events, results or conditions to differ materially from those described in forward-looking statements, there may be other factors that cause performance, achievements, actions, events, results or conditions to differ from those anticipated, estimated or intended.

The forward-looking statements contained herein are made as of the date of this MD&A and the Company disclaims any obligation to update or revise any forward-looking statements, whether as a result of new information, future events or results or otherwise, except as required by applicable law. There can be no assurance that forward-looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements. All forward-looking statements attributable to the Company are expressly qualified by these cautionary statements.

Additional Information

Additional information relating to the Company is on SEDAR at www.sedarplus.ca.

General Corporate Information:

Head Office and Registered Office
Suite 1610 - 409 Granville Street,
Vancouver, BC, Canada, V6C 1T2
Tel: +1 (604) 283-2230

Transfer Agent and Registrar
Computershare Investor Services Inc.
3rd Floor, 510 Burrard Street,
Vancouver, BC, Canada, V6C 3B9
Tel: +1 (604) 661-9400

Directors and Officers

As at the date of this MD&A, the Company's directors and officers are as follows:

Directors
John Lee, Chairman
Harald Batista
Anthony Garson
William Pincus

Officers
Anthony Garson, Chief Executive Officer
Andrew Yau, Chief Financial Officer
Jenna Virk, Chief Legal Officer
Marion McGrath, Corporate Secretary
Sara Knappe, Assistant Corporate Secretary

Oracle Commodity Holding Corp.

Condensed Interim Consolidated Financial Statements
(Unaudited)

For the Three and Nine Months Ended
December 31, 2023

(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, 2023, 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, 2023 ($)	**March 31, 2023 ($)**
Assets		
Current assets		
Cash	32,721	371,018
Restricted cash	-	57,500
Receivables	6,562	343,473
Prepaid expenses	67,904	138,825
Due from related party (note 16)	-	173,421
Total current assets	107,187	1,084,237
Non-current assets		
Equipment (note 6)	88,501	436,678
Buildings and structures (note 7)	650,577	685,580
Land (note 8)	3,549,955	4,044,061
Royalty interest (note 10)	133,916	133,916
Exploration and evaluation assets (note 9)	18,743,582	38,819,598
Investment in associate (note 11)	5,441,887	-
Total assets	**28,715,605**	**45,204,070**
Liabilities and Shareholders' Equity		
Current liabilities		
Accounts payable and accrued liabilities	1,590,001	1,933,915
Due to related party (note 16)	1,655,627	-
Promissory note (note 12)	3,848,740	4,271,857
Derivative liability (note 13)	157,464	215,951
Total liabilities	7,251,832	6,421,723
Shareholders' Equity		
Share capital (note 14)	15,352,875	15,352,875
Accumulated other comprehensive income	277,952	409,253
Deficit	(4,376,575)	(3,739,486)
Shareholders' equity	11,254,252	12,022,642
Non-controlling interest (note 15)	10,209,521	26,759,705
Total shareholders' equity	21,463,773	38,782,347
Total liabilities and shareholders' equity	**28,715,605**	**45,204,070**

Nature of Operations and Going Concern (note 1)
Subsequent Events (note 23)

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

	Three Months Ended		Nine Months Ended	
	December 31, 2023 ($)	**December 31, 2022 ($) (Restated – Note 22)**	**December 31, 2023 ($)**	**December 31, 2022 ($)**
General and Administrative Expenses				
Amortization	69,429	64,282	342,136	126,548
Advertising and promotion	1,631	31,742	14,309	238,921
Consulting and management fees (note 16)	128,476	318,656	207,638	461,324
Directors' fee (note 16)	29,133	79,000	79,133	125,800
Insurance	12,020	17,625	74,802	38,875
Office and administration	23,672	46,024	91,869	161,189
Professional fees	85,279	59,627	256,223	558,409
Salaries and benefits (note 16)	153,503	257,026	765,548	634,678
Share-based payments (note 14c, 15 b and c)	49,579	549,231	785,964	1,175,353
Stock exchange and shareholder services	33,495	35,896	156,633	166,815
Travel and accommodation	3,451	9,974	64,681	58,084
Loss before other items	(589,668)	(1,469,083)	(2,838,936)	(3,745,996)
Other items				
Finance expense (note 12)	(53,547)	(48,474)	(165,050)	(150,671)
Other income	152,471	265,321	240,402	583,297
Loss from equity accounted investment (note 11)	(68,028)	-	(68,028)	-
Gain from deconsolidation of Flying Nickel Mining Corp. (note 11)	1,363,542	-	1,363,542	-
Gain (loss) from fair value change in derivative liability	(42,831)	58,487	56,147	320,041
Foreign exchange gain (loss)	(5,321)	98,798	(9,117)	163,030
Net income (loss) for the period	**756,618**	**(1,094,951)**	**(1,421,040)**	**(2,830,299)**
Other comprehensive income (loss):				
Foreign currency translation	(329,097)	(272,071)	(351,331)	1,519,112
Comprehensive income (loss) for the period	**427,521**	**(1,367,022)**	**(1,772,371)**	**(1,311,187)**
Net income (loss) attributable to:				
Equity holders of parent	839,474	(414,652)	71,998	(1,043,073)
Non-controlling interest (note 15)	(82,856)	(680,299)	(1,493,038)	(1,787,226)
	756,618	**(1,094,951)**	**(1,421,040)**	**(2,830,299)**
Comprehensive income (loss) attributable to:				
Equity holders of parent	726,417	(425,499)	(59,303)	(278,645)
Non-controlling interest (note 15)	(298,896)	(941,523)	(1,713,068)	(1,032,542)
	427,521	**(1,367,022)**	**(1,772,371)**	**(1,311,187)**
Basic and diluted earnings (loss) per share attributable to equity holders of Parent	0.01	(0.01)	0.00	(0.01)
Basic and diluted weighted average number of shares outstanding (note 14d)	80,000,000	80,000,000	80,000,000	80,000,000

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

Oracle Commodity Holding Corp.

Condensed Interim Consolidated Statements of Changes in Equity (Unaudited)

(Expressed in Canadian Dollars)

	Number of Shares Issued and Outstanding	Share Capital ($)	AOCI[1] ($)	Deficit ($)	Total Shareholders' Equity ($)	Non-Controlling Interest ($)	Total ($)
Balance, April 1, 2022	80,000,000	15,352,875	-	(1,283,928)	14,068,947	29,219,650	43,288,597
Changes in NCI ownership (note 15)	-	-	-	(334,803)	(334,803)	(4,239,550)	(4,574,353)
Share-based payments – Flying Nickel Mining Corp.	-	-	-	-	-	1,062,687	1,062,687
Share-based payments – Nevada Vanadium Mining Corp.	-	-	-	-	-	101,942	101,942
Net loss	-	-	-	(1,043,073)	(1,043,073)	(1,787,226)	(2,830,299)
Other comprehensive income	-	-	764,428	-	764,428	754,684	1,519,112
Balance, December 31, 2022 (restated – note 22)	**80,000,000**	**15,352,875**	**764,428**	**(2,661,804)**	**13,455,499**	**25,112,187**	**38,567,686**
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 (note 14c)	-	-	-	17,213	17,213	-	17,213
Changes in NCI ownership (note 15)	-	-	-	(726,300)	(726,300)	3,216,321	2,490,021
Derecognition of NCI – Flying Nickel (note 15)	-	-	-	-	-	(18,799,805)	(18,799,805)
Share-based payments – Flying Nickel Mining Corp. (note 15b)	-	-	-	-	-	393,565	393,565
Share-based payments – Nevada Vanadium Mining Corp. (note 15c)	-	-	-	-	-	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, 2023	**80,000,000**	**15,352,875**	**277,952**	**(4,376,575)**	**11,254,252**	**10,209,521**	**21,463,773**

[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 Statements of Cash Flows (Unaudited)
(Expressed in Canadian Dollars)

	Nine Months Ended	
	December 31, 2023 ($)	December 31, 2022 ($)
Operating Activities		
Net loss for the period	(1,421,040)	(2,830,299)
Items not involving cash		
Share-based payments	785,964	1,175,353
Amortization	342,136	126,548
Finance expense	165,050	150,671
Unrealized foreign exchange loss (gain)	99,754	(119,823)
Gain from sale of partial land (note 8)	(119,803)	-
Gain from sale of livestock included in other income	-	(48,329)
Gain from deconsolidation of Flying Nickel Mining Corp.	(1,363,542)	-
Loss from equity accounted investment	68,028	-
Flow through premium included in other income	-	(132,224)
Gain from fair value change in derivative liability	(56,147)	(320,041)
	(1,499,600)	(1,998,144)
Changes in non-cash working capital		
Accounts receivable and prepaid expenses	235,057	51,398
Due to/from related party	141,296	1,160,714
Accounts payable and accrued liabilities	56,400	(396,826)
Cash used in operating activities	(1,066,847)	(1,182,858)
Investing Activities		
Exploration and evaluation assets	(953,269)	(2,148,354)
Land	-	(3,724,577)
Net proceeds from sale of partial land (note 8)	507,161	-
Deconsolidation of Flying Nickel Mining Corp.	(776,249)	-
Buildings	-	(657,277)
Equipment	-	(625,619)
Livestock purchase	-	(284,168)
Livestock sale	-	332,497
Cash used in investing activities	(1,222,357)	(7,107,498)
Financing Activities		
Proceeds from share issuance of subsidiaries, net of share issue costs	1,526,035	-
Subsidiary subscription receipts (note 15)	720,706	-
Sale of shares of subsidiary	212,765	148,135
Partial repayment of promissory note (note 12)	(508,571)	-
Cash from promissory note (note 12)	-	3,752,400
Cash from financing activities	1,950,935	3,900,535
Effect of foreign exchange on cash	(28)	13
Decrease in cash	(338,297)	(4,389,808)
Cash, beginning of period	371,018	5,044,393
Cash, end of period	**32,721**	**654,585**

Supplemental cash flow information (note 18)

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

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 as part of a plan of arrangement (the "Silver Elephant Arrangement") (note 4). Pursuant to the Silver Elephant Arrangement, the Company acquired investments in mineral exploration stage companies, Flying Nickel Mining Corp. ("Flying Nickel") and Nevada Vanadium Mining Corp. ("Nevada Vanadium") as well as certain mineral property royalties.

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.

These condensed interim 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, 2023 (the "Financial Position Date"), the Company had working capital deficiency of $7,144,645 (March 31, 2023 - $5,337,486) and an accumulated deficit of $4,376,575 (March 31, 2023 - $3,739,486). 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 consolidated financial statements for the fifteen months ending March 31, 2023.

These condensed interim consolidated financial statements were approved by the Board of Directors and authorized for issue on February 29, 2024.

On December 30, 2022, the Company changed its financial year end from December 31 to March 31.

(b) Basis of Measurement

These condensed interim 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.

(Expressed in Canadian Dollars)

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.

The Company's controlled companies as at the Financial Position Date are as follows:

Subsidiary	Location	Function Currency	Ownership Interest	Project Owned
Nevada Vanadium Mining Corp.	Canada	CAD	38.50%	n/a
Nevada Vanadium Holding Corp.[1]	Canada	CAD	38.50%	n/a
1104002 B.C. Ltd. [1]	Canada	CAD	38.50%	n/a
Nevada Vanadium LLC[1]	Nevada, USA	USD	38.50%	Gibellini
VC Exploration (US) Inc. [1]	Nevada, USA	USD	38.50%	Gibellini

[1] These entities are wholly owned subsidiaries of Nevada Vanadium, and the accounts are included in the consolidated financial statements of Nevada Vanadium.

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 Flying Nickel (note 11) and Nevada Vanadium, and their subsidiaries as applicable, as management has determined that the Company has 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 all periods presented. The Company ceased to have de facto control over Flying Nickel as at October 1, 2023, therefore Flying Nickel and its Minago Project were deconsolidated from the Company's financial statements as at October 1, 2023 (note 11).

(d) Use of Estimates and Judgments

<u>Significant Estimates and Assumptions</u>

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.

Areas of significant judgment and estimates made by management for the three and nine months ended December 31, 2023 in the application of IFRS that have a significant effect on the consolidated financial statements and estimates with a significant risk of material adjustment in the current and following fiscal years are discussed in note 2(c) of the Company's audited consolidated financial statements for the fifteen months ended March 31, 2023.

3. Material Accounting Policy Information

(a) Changes in Accounting Policies

Amendments to IAS 1 Presentation of Financial Statements and IFRS Practice Statement 2 Making Materiality Judgments—Disclosure of Accounting Policies

The amendments change the requirements in IAS 1 with regard to disclosure of accounting policies. The amendments replace all instances of the term "significant accounting policies" with "material accounting policy information". Accounting policy information is material if, when considered together with other information included in an entity's financial statements, it can reasonably be expected to influence decisions that the primary users of general purpose financial statements make on the basis of those financial statements.

The amendments to IAS 1 are effective for annual periods beginning on or after January 1, 2023, with earlier application permitted and are applied prospectively. This amendment did not have a material impact on the Company's financial statements.

Amendments to IAS 8 Accounting Policies, Changes in Accounting Estimates and Errors—Definition of Accounting Estimates

The amendments replace the definition of a change in accounting estimates with a definition of accounting estimates. Under the new definition, accounting estimates are "monetary amounts in financial statements that are subject to measurement uncertainty".

The amendments are effective for annual periods beginning on or after January 1, 2023 to changes in accounting policies and changes in accounting estimates that occur on or after the beginning of that period, with earlier application permitted. This amendment did not have a material impact on the Company's financial statements.

(b) Future Changes in Accounting Standards

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 financial statements.

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. This amendment is not expected to have a material impact on the Company's financial statements.

4. Arrangement and Transfer of Assets

On January 14, 2022, Silver Elephant Mining Corp. ("Silver Elephant") completed a strategic reorganization of its business through 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 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 Flying Nickel; (iii) one common share of Nevada Vanadium, and (iv) two common shares of Oracle.

(Expressed in Canadian Dollars)

4. Arrangement and Transfer of Assets - *continued*

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 Flying Nickel in exchange for the issuance of 50,000,000 Flying Nickel 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 Flying Nickel 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 14). 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 Flying Nickel 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 Flying Nickel and Nevada Vanadium on a pro-rata basis.

The assets acquired and liabilities assumed through the Silver Elephant Arrangement were considered as a group reorganization and were accounted for based on Silver Elephant's carrying amounts immediately prior to the spin out. The fair value of the net assets received pursuant to the Silver Elephant Arrangement were calculated based on the following:

	Flying Nickel ($)	Minago Asset Acquired by Flying Nickel ($)	Nevada Vanadium ($)	Total ($)
Assets				
Cash	-	-	18,234	18,234
Restricted cash[1]	6,715,407	-	-	6,715,407
Prepaid	400,138	-	2,172	402,310
Due from related parties	868,688	-	-	868,688
Exploration and evaluation assets	-	16,458,495	15,447,444	31,905,939
Equipment	-	-	65,490	65,490
Liability				
Accounts payable and accrued liabilities	(494,297)	(34,508)	(562,834)	(1,091,639)
Liability for subscription receipts	(6,376,712)	-	-	(6,376,712)
Net assets	**1,113,224**	**16,423,987**	**14,970,506**	**32,507,717**
Share released on January 14, 2022 (5,844,033 shares)[1]	3,676,772	-	-	3,676,772
Net loss from January 1 to January 14, 2022	(184,061)	-	-	(184,061)
Net assets spin-off allocation	**4,605,935**	**16,423,987**	**14,970,506**	**36,000,428**

[1] Cash related to shares released on January 14, 2022 of 5,844,033 shares (total cash $6,350,658).

(Expressed in Canadian Dollars)

4. Arrangement and Transfer of Assets – *continued*

	($)
Allocated to non-controlling interest	20,781,469
Allocated to share capital	15,218,959
	36,000,428

Royalty interests held by Silver Elephant were transferred to Oracle in exchange for the issuance of 1,785,430 Oracle shares with an assigned value of $133,916 (note 10).

The Company adopted the prospective approach by not restating financial information in the consolidated financial statements for periods prior to the group reorganization under common control.

5. Fish Creek Ranch

On April 6, 2022, Nevada Vanadium acquired the Fish Creek Ranch property located in Eureka County, Nevada USA for an aggregate purchase price of $5,291,641 (US$4,245,895). 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.

Nevada Vanadium obtained independent appraisals on land and buildings where land was valued at $4,237,080 (US$3,400,000) and buildings at $747,720 (US$600,000). An independent appraisal value of the machinery and equipment was estimated at $711,705 (US$571,100). Livestock was sold immediately after the acquisition for $332,497 (US$259,403). As a result, the total fair market value of acquired assets is $6,029,002 (US$4,830,503), which exceeds the total consideration paid of $5,291,641 (US$4,245,895).

The transaction was accounted for based on a "basket" purchase where the price is allocated based on relative fair value on individual assets. Using this approach, the assets were recorded as follows:

	($)
Buildings and structures (US$527,385)	657,277
Land (US$2,988,517)	3,724,577
Machinery and equipment (US$501,983)	625,619
Livestock held for sale (US$228,010)	284,168
	5,291,641

During the three and nine months ended December 31, 2023, Nevada Vanadium sold hay and cattle from the Fish Creek Ranch for income of $111,749 and $129,265 respectively (2022 - $183,118 and $567,355 respectively), which is included in other income.

(Expressed in Canadian Dollars)

6. Equipment

	Vehicles ($)	Professional Equipment ($)	Fish Creek Equipment ($)	Total ($)
Cost				
Balance, January 1, 2022	-	-	-	-
Additions	53,735	11,755	625,619	691,109
Disposals	-	-	(199,839)	(199,839)
Foreign currency translation	4,159	452	53,135	57,746
Balance, March 31, 2023	**57,894**	**12,207**	**478,915**	**549,016**
Foreign currency translation	(1,166)	(248)	(31,985)	(33,399)
Balance, December 31, 2023	**56,728**	**11,959**	**446,930**	**515,617**
Accumulated Amortization				
Balance, January 1, 2022	-	-	-	-
Amortization	(19,064)	(2,644)	(121,602)	(143,310)
Disposals	-	-	39,311	39,311
Foreign currency translation	(1,109)	(153)	(7,077)	(8,339)
Balance, March 31, 2023	**(20,173)**	**(2,797)**	**(89,368)**	**(112,338)**
Amortization	(12,862)	(1,828)	(306,105)	(320,795)
Foreign currency translation	(1,219)	(151)	7,387	6,017
Balance, December 31, 2023	**(34,254)**	**(4,776)**	**(388,086)**	**(427,116)**
Net book value, March 31, 2023	**37,721**	**9,410**	**389,547**	**436,678**
Net book value, December 31, 2023	**22,474**	**7,183**	**58,844**	**88,501**

(Expressed in Canadian Dollars)

7. Buildings and Structures

	$
Cost	
Balance, January 1, 2022	-
Additions	657,277
Foreign exchange effect	56,380
Balance, March 31, 2023	**713,657**
Foreign exchange effect	(14,503)
Balance, December 31, 2023	**699,154**
Accumulated Amortization	
Balance January 1, 2022	-
Amortization for the period	(27,254)
Foreign exchange effect	(823)
Balance, March 31, 2023	**(28,077)**
Amortization for the period	(21,341)
Foreign exchange effect	841
Balance, December 31, 2023	**(48,577)**
Net book value, March 31, 2023	**685,580**
Net book value, December 31, 2023	**650,577**

8. Land

	$
Cost	
Balance, January 1, 2022	-
Additions	3,724,577
Foreign exchange effect	319,484
Balance, March 31, 2023	**4,044,061**
Disposals	(419,752)
Foreign exchange effect	(74,354)
Balance, December 31, 2023	**3,549,955**

On September 21, 2023, Nevada Vanadium sold a parcel of land from the Fish Creek Ranch for gross proceeds of $539,555 (US$400,000), of which $168,594 (US$125,000) was used to partially repay the promissory note (note 12). In addition, the Company recognized a gain of $119,803 (US$89,280) related to this sale and included in other income. Transaction costs totaled $32,394 (US$24,018). The carrying amount of the land before disposal was $419,752 (US$310,720).

(Expressed in Canadian Dollars)

9. Exploration and Evaluation Assets

	Minago Project ($)	Gibellini Project ($)	Total ($)
Balance, January 1, 2022	-	-	-
Assets transferred under Silver Elephant Arrangement	16,458,495	15,447,444	31,905,939
Contingent consideration	-	500,000	500,000
Licenses, taxes, fees and permits	373,740	462,922	836,662
Geological and consulting	-	709,885	709,885
Feasibility	1,183,974	-	1,183,974
Exploration and drilling	1,583,814	-	1,583,814
Personnel, camp and general	509,732	-	509,732
Royalties	-	272,941	272,941
Share-based payments	16,564	21,839	38,403
Foreign exchange effect	-	1,278,248	1,278,248
Balance, March 31, 2023	**20,126,319**	**18,693,279**	**38,819,598**
Licenses, tax, fees and permits	132,917	118,407	251,324
Feasibility	47,297	-	47,297
Geological and consulting	-	12,735	12,735
Exploration and drilling	114,409	-	114,409
Personnel, camp and general	164,727	-	164,727
Royalties	-	269,962	269,962
Share-based payments	9,278	34,398	43,676
Deconsolidation of Flying Nickel (note 11)	(20,594,947)	-	(20,594,947)
Foreign exchange effect	-	(385,199)	(385,199)
Balance, December 31, 2023	**-**	**18,743,582**	**18,743,582**

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.

9. Exploration and Evaluation Assets - *continued*

Gibellini Group

The Gibellini group of claims were acquired on June 22, 2017, through leasehold assignments from the claimant and then-holder of the Gibellini mineral claims (the “Gibellini Lessor”). Under the Gibellini mineral lease agreement (the “Gibellini MLA”), Silver Elephant leased this core group of claims, which originally constituted the entire Gibellini Project, by, among other things, agreeing to pay to the Gibellini Lessor annual advance royalty payments. These payments are tied, based on an agreed formula not to exceed US$120,000 per year, to the average vanadium pentoxide price of the prior year (each an "Advance Royalty Payment"). Upon commencement of production, the obligation to make Advance Royalty Payments will cease and Silver Elephant will instead maintain its acquisition through lease of the Gibellini group of claims by paying to the Gibellini Lessor, a 2.5% net smelter return royalty (the “Gibellini NSR Payments”) until a total of US$3 million is paid. Thereafter, the Gibellini NSR will be reduced to 2% over the remaining life of the mine (and referred to thereafter, as “Production Royalty Payments”). Upon commencement of production, any Advance Royalty Payments that have been made will be deducted as credits against the Gibellini NSR Payments or Production Royalty Payments, as applicable. The lease is for a term of 10 years, expiring on June 22, 2027, which can be extended for an additional 10 years, at Silver Elephant’s option. On April 19, 2018, the Gibellini MLA was amended to grant Silver Elephant the option, at any time during the term of the Gibellini MLA, which ends on June 22, 2027, to require the Gibellini Lessor to transfer their title over all of the leased mining claims (excluding four claims which will be retained by the Gibellini Lessor) (the "Transferred Claims") to Silver Elephant in exchange for $1,000,000, which will be deemed an Advance Royalty Payment (the “Transfer Payment”).

Bisoni Group

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 APA Liability”) being recognized by the Company, with a corresponding increase to exploration and evaluation assets. As at the Financial Position Date, these derivative liabilities were remeasured with a fair value of $157,464 (March 31, 2023 - $215,951), and accordingly Nevada Vanadium recognized a gain on change in fair value of derivative liabilities of $56,147 (2022 - $320,041). As this liability was transferred from Silver Elephant to the Company under the Silver Elephant Arrangement, the Company will need to acquire shares of Silver Elephant independently to settle this liability.

VC Exploration Group

Silver Elephant entered into a lease agreement to acquire 10 unpatented lode claims totaling approximately 207 gross acres (the “Former Louie Hill Claims”) from their holders (the “Former Louie Hill Lessors”) on July 10, 2017 (the “Louie Hill MLA”). The Former Louie Hill Claims were located approximately 1600 feet south of the Gibellini group of claims. The Former Louie Hill Claims were subsequently abandoned by the Former Louie Hill Lessors, and on March 11 and 12, 2018, Silver Elephant staked the area within and under 17 new claims totaling approximately 340 gross acres, which now collectively comprise the expanded Louie Hill group of claims (the “Current Louie Hill Claims”).

9. Exploration and Evaluation Assets - *continued*

Louie Hill Net Smelter

The Gibellini property is subject to a net smelter return royalty interest retained by the former Louie Hill Lessors. The royalty agreement provides for Nevada Vanadium to pay the following royalties to the former Louie Hill Lessors as an advance royalty: (i) US$75,000 upon Nevada Vanadium achieving Commercial Production (as defined in the Royalty Agreement) at the Gibellini Project; (ii) US$50,000 upon the Nevada Vanadium selling, conveying, transferring or assigning all or any portion of certain claims defined in the Royalty Agreement to any third party and (iii) annually upon the anniversary date of July 10, 2018, and the anniversary date of each year thereafter during the term of the Royalty Agreement: (a) if the average vanadium pentoxide price per pound as quoted on www.metalbulletin.com (the "Metal Bulletin") or another reliable and reputable industry source as agreed by the parties, remains below US$7.00 per pound during the preceding 12 months, US$12,500; or (b) if the average vanadium pentoxide price per pound as quoted on Metal Bulletin or another reliable and reputable industry source as agreed by the parties, remains equal to or above US$7.00 per pound during the preceding 12 months, US$2,000 x average vanadium pentoxide price per pound up to a maximum annual advance royalty payment of US$28,000. Further, Nevada Vanadium will pay to the former Louie Hill Lessors a 2.5% net smelter return royalty (the "Louie Hill NSR") payable on vanadium pentoxide produced from the area of the former Louie Hill Claims contained within the current Louie Hill Claims. Nevada Vanadium may purchase three-fifths of the Louie Hill NSR at any time for US$1,000,000, leaving the total Louie Hill NSR payable by Nevada Vanadium at 1.0% for the remaining life of the mine. Any Louie Hill Advance Royalty Payments that have been made at the time of Commercial Production will be deducted as credits against future payments under the Louie Hill NSR. The payments under the Royalty Agreement will continue for an indefinite period and will be payable as long as Nevada Vanadium, its subsidiaries, or any of their permitted successors or assigns holds a valid and enforceable mining concession over the area.

<u>Minago Project, Manitoba Canada</u>

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, Flying Nickel 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 11).

10. 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.

(Expressed in Canadian Dollars)

10. Royalty Interests - *continued*

(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.

(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.

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.

11. Investment in Associate

As a result of the Spin-off Arrangement (note 4), the Company consolidated Flying Nickel from January 14, 2022 to September 30, 2023, the period for which the Company had de facto control over Flying Nickel. Effective October 1, 2023, the Company deconsolidated Flying Nickel as de facto control was lost due to dilution. However, as the Company still maintains significant influence over Flying Nickel, it has applied the equity method of accounting for Flying Nickel.

The Company recorded the carrying value of its investment in Flying Nickel at its fair value of $5,509,915, resulting in a gain from deconsolidation of $1,363,542. The fair value of the Company's investment in Flying Nickel is determined based on the net assets of Flying Nickel.

	$
Balance, January 1, 2022 and March 31, 2023	-
Derecognition of net assets of Flying Nickel	22,946,179
Derecognition of non-controlling interest of Flying Nickel	(18,799,806)
Fair value gain from deconsolidation of Flying Nickel	1,363,542
Balance, October 1, 2023	**5,509,915**
Proportionate share of losses	(68,028)
Balance, December 31, 2023	**5,441,887**

(Expressed in Canadian Dollars)

12. Promissory Note

In conjunction with the acquisition of Fish Creek Ranch on April 6, 2022 (note 5), 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 (each a "Loan Installment") and as amended, as follows:

	($)
April 6, 2023 (paid)	US$251,045
September 22, 2023 (paid)	US$125,000
April 6, 2024	US$251,045
April 6, 2025	US$251,045
April 6, 2026	US$251,045
April 6, 2027	US$2,539,784
	US$3,668,964

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:

	($)
Balance, January 1, 2022	-
Initial recognition of CVB Loan	3,752,400
Finance expense	206,030
Foreign exchange	313,427
Balance, March 31, 2023	**4,271,857**
Payment	(508,571)
Finance expense	165,050
Foreign exchange	(79,596)
Balance, December 31, 2023	**3,848,7409**

During the three and nine months ended December 31, 2023 the Company accrued finance expense of $53,547 and $165,050 respectively (2022 - $48,474 and $150,671) related to the CVB Loan.

13. Derivative Liability

The derivative liability below relates to the Gibellini Project (note 9).

	$
Balance, January 1, 2022	-
Recognition	500,000
Gain on change in fair value	(284,049)
Balance, March 31, 2023	**215,951**
Gain on change in fair value	(56,147)
Foreign currency translation	(2,340)
Balance, December 31, 2023	**157,464**

(Expressed in Canadian Dollars)

14. 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 80,000,000 (March 31, 2023 – 80,000,000) common shares issued and outstanding.

(b) Issued Share Capital

On January 14, 2022, the Company issued: a) 78,214,570 common shares in exchange for 22,953,991 common shares of Flying Nickel and 22,953,991 common shares of Nevada Vanadium with an aggregate value of $15,218,959 and b) 1,785,430 common shares in exchange for certain mineral property net smelter royalty agreements (note 4 and 9) with a value of $133,916.

On January 14, 2022, pursuant to the Silver Elephant Arrangement, the Company cancelled one founder share with a fair value of $1.

(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.

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	7,990,000	0.05
Balance, December 31, 2023	**7,990,000**	**0.05**

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

	Options Outstanding		Options Exercisable	
Exercise Price ($)	**Number of Options Outstanding**	**Weighted Average Remaining Contractual Life (Years)**	**Number of Options Exercisable**	**Weighted Average Remaining Contractual Life (Years)**
0.05	7,990,000	0.05	332,917	4.93
	7,990,000	**0.05**	**332,917**	**4.93**

(Expressed in Canadian Dollars)

14. 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, 2023

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

(d) Earnings (loss) Per Share

	Three Months Ended		Nine Months Ended	
	December 31, 2023 ($)	December 31, 2022 ($)	December 31, 2023 ($)	December 31, 2022 ($)
Basic earnings (loss) per share attributable to equity holders of parent	0.01	(0.01)	0.00	(0.01)
Diluted earnings (loss) per share attributable to equity holders of parent	0.01	(0.01)	0.00	(0.01)
Earnings (loss) for the period attributable to equity holders of parent	**839,474**	**(414,652)**	**71,998**	**(1,043,073)**

	Three Months Ended		Nine Months Ended	
	December 31, 2023 ($)	December 31, 2022 ($)	December 31, 2023 ($)	December 31, 2022 ($)
Basic weighted average number of shares outstanding	80,000,000	80,000,000	80,000,000	80,000,000
Effect of dilutive share options	-	-	-	-
Diluted weighted average number of shares outstanding	80,000,000	80,000,000	80,000,000	80,000,000

(Expressed in Canadian Dollars)

15. Non-Controlling Interest

The following table presents the movements of non-controlling interests:

	Flying Nickel ($)	Nevada Vanadium ($)	Total ($)
Balance, January 1, 2022			
Silver Elephant Arrangement (note 4)	12,683,620	8,097,849	20,781,469
Change in ownership (a)	4,476,483	1,562,176	6,038,659
Net loss	(2,464,277)	(734,045)	(3,198,322)
Share-based payments (b and c)	1,412,565	228,514	1,641,079
Warrants (d)	680,210	-	680,210
Other comprehensive income	-	816,610	816,610
Non-controlling interest, March 31, 2023	**16,788,601**	**9,971,104**	**26,759,705**
Change in ownership (a)	2,296,058	920,263	3,216,321
Net loss	(678,419)	(814,619)	(1,493,038)
Share-based payments (b and c)	393,565	352,803	746,368
Other comprehensive loss	-	(220,030)	(220,030)
Deconsolidation of Flying Nickel (note 11)	(18,799,805)	-	(18,799,805)
Non-controlling interest, December 31, 2023	**-**	**10,209,521**	**10,209,521**

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

Flying Nickel

On January 14, 2022 and February 28, 2022, Flying Nickel converted a total of 5,844,033 and 4,250,000 Non-flow through ("NFT") Subscription Receipts into 5,844,033 and 4,250,000 units, for a total of 10,094,033 units (the "NFT Units"). Each NFT Unit consists of one common share and one-half of one common share purchase warrant, each whole warrants entitles its holder to acquire one common share of the Flying Nickel at an exercise price of $1.00 per share until November 29, 2023.

On May 27, 2022, the Company transferred 990,485 shares of Flying Nickel to Silver Elephant in connection with royalties on certain of Silver Elephant's Mongolian coal properties.

During June 2022 and October 2022, the Company sold, respectively, 105,000 and 241,000 shares of Flying Nickel.

On September 20, 2022, the Company transferred 1,440,352 shares to Silver Elephant to settle certain debts.

On February 15, 2023, Flying Nickel closed a non-brokered private placement and issued an aggregate of 5,370,000 units for aggregate gross proceeds of $859,200. Each unit consists of one common share of Flying Nickel 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. An additional 332,150 finders' units were also issued.

On April 17, 2023, Flying Nickel 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 Flying Nickel 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, Flying Nickel 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 Flying Nickel 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.

15. Non-Controlling Interest - *continued*

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

During the nine months ended December 31, 2023, the Company sold 1,525,000 shares of Flying Nickel.

Nevada Vanadium

On May 20, 2022, the Nevada Vanadium closed a non-brokered private placement of 3,032,500 units of Nevada Vanadium at a price per unit of $0.40 for aggregate gross proceeds of $1,213,000. The transaction costs related to the private placement was $2,370. Each unit consists of one common share in the capital of Nevada Vanadium and one share purchase warrant. Each warrant entitles its holder to purchase one additional common share of Nevada Vanadium at a price of $0.50 per share at any time on or before the 36-month anniversary of the date of issuance of the warrants. Nevada Vanadium has allocated the entire proceeds to share capital and $nil has been allocated to Warrants by applying the Residual Method. The exercise price of these warrants were amended to $0.18 in August 2022.

On February 10, 2023, Nevada Vanadium closed a non-brokered private placement and issued an aggregate of 2,539,286 units at a price of $0.14 per unit for aggregate gross proceeds of $355,500. 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. An additional 25,000 finders’ units were also issued.

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.

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.

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.

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.

(Expressed in Canadian Dollars)

15. Non-Controlling Interest - *continued*

(b) During the period from April 1, 2023 to the date the Company deconsolidated Flying Nickel, September 30, 2023, Flying Nickel recorded share-based payments of $393,565 (April 1, 2022 to December 31, 2022 – $1,062,687) of which $9,278 (April 1, 2022 to December 31, 2022 – $16,564) was capitalized as exploration cost and the reminder of $384,287 (April 1, 2022 to December 31, 2022 – $1,046,123) was expensed as general and administrative expenses.

During the fifteen months ended March 31, 2023, Flying Nickel recorded share-based payments expense of $1,412,565 of which $16,564 was capitalized as exploration cost and the reminder of $1,396,001 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 Flying Nickel 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.

For the nine months ended December 31, 2023

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**

For the fifteen months ended March 31, 2023

Grant Date	Number of Share Options	Expected Price Volatility	Risk Free Interest Rate	Expected Life (Years)	Expected Dividend Yield	Fair Value Per Option ($)	Total Fair Value ($)
March 4, 2022	5,160,000	137%	1.45%	5.00	-	0.34	1,735,482
March 18, 2022	150,000	138%	1.45%	5.00	-	0.57	85,249
May 3, 2022	300,000	138%	2.75%	5.00	-	0.47	142,194
January 3, 2023	1,400,000	141%	3.23%	5.00	-	0.13	175,617
	7,010,000						**2,138,542**

(Expressed in Canadian Dollars)

15. Non-Controlling Interest - *continued*

(c) During the nine months ended December 31, 2023, Nevada Vanadium recorded share-based payments of $352,803 (2022 – $101,942) of which $34,399 (2022 – $nil) was capitalized as exploration cost and the reminder of $318,404 (2022 – $101,942) was expensed as general and administrative expenses.

During the fifteen months ended March 31, 2023, Nevada Vanadium recorded share-based payments expense of $228,514.

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 Nevada Vanadium does not have a 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.

Grant Date	Number of Share Options	Expected Price Volatility	Risk Free Interest Rate	Expected Life (Years)	Expected Dividend Yield	Fair Value Per Option ($)	Total Fair Value ($)
August 25, 2022	5,300,000	141%	3.11%	5.00	-	0.16	851,689
December 28, 2022	120,000	141%	3.27%	5.00	-	0.16	19,311
	5,420,000						**871,000**

(d) Comprised of Flying Nickel's warrants totaling $403,761 and broker warrants totaling $276,449.

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

Under the terms of the agreement, the Nevada Vanadium shareholders will receive one (1) Flying Nickel common share (a "Flying Nickel Share") for each Nevada Vanadium Share held immediately prior to the effective time of the Merger Transaction. All convertible securities of Nevada Vanadium outstanding immediately prior to the effective time of the Transaction will be exchanged for securities of Flying Nickel bearing substantially the same terms as the securities replaced on a 1:1 basis. As at the Financial Position Date, the Merger Transaction is still in progress.

16. 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, Flying Nickel 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.

(Expressed in Canadian Dollars)

16. Related Party Transactions - *continued*

A summary of related party transactions is as follows:

	Three Months Ended		Nine Months Ended	
	December 31, 2023 ($)	**December 31, 2022 ($)**	**December 31, 2023 ($)**	**December 31, 2022 ($)**
MMTSA recoveries from Silver Elephant, a company with directors and officers in common	(10,823)	(187,799)	(321,195)	(241,909)
MMTSA fees charged by Silver Elephant	82,233	220,147	244,514	410,245
MMTSA fees charged by Flying Nickel, a company with directors and officers in common	85,204	-	85,204	-
Management fees paid to Anthony Garson, Director and CEO of the Company	12,000	12,000	36,000	20,000
Directors' fees (current)	17,133	2,200	42,333	21,400
Directors' fees (former)	-	-	-	19,800

The Company had balances due to related parties as follows:

	December 31, 2023 ($)	**March 31, 2023 ($)**
Due from (to) Silver Elephant	(1,028,535)	173,421
Due to Flying Nickel	(627,092)	-
Directors' fees payable	(118,133)	(75,800)
Management fees payable to Anthony Garson	(43,000)	(32,000)

(Expressed in Canadian Dollars)

17. 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, 2023 ($)	March 31, 2023 ($)
Current assets		
Canada	50,117	910,313
USA	57,070	173,924
	107,187	**1,084,237**
Non-current assets		
Canada	5,575,803	20,282,074
USA	23,032,615	23,837,759
	28,608,418	**44,119,833**
Total assets		
Canada	5,625,920	21,192,387
USA	23,089,685	24,011,683
	28,715,605	**45,204,070**

18. Supplemental Cash Flow Information

	Nine Months Ended	
	December 31, 2023 ($)	December 31, 2022 ($)
Non-Cash Financing and Investing Activities		
Exploration and evaluation expenditures included in accounts payable and accrued liabilities	422,264	744,983
Bisoni APA Shares (note 9)	-	500,000
Share-based payments capitalized in mineral properties	43,676	10,724
	465,940	**1,255,707**

19. 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 annual 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.

20. Fair Value Measurements and Financial Instruments

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, and accounts payable, 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 and contingent liability 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: 1) derivative liability is $157,464 (March 31, 2023 - $215,951), and 2) promissory note is $3,848,740 (March 31, 2023 - $4,271,857). The Company does not offset financial assets with financial liabilities. There were no transfers between Level 1, 2 and 3 for the period ended December 31, 2023.

21. 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 $32,721 (March 31, 2023 – $371,018). As at the Financial Position Date the Company had accounts payable and accrued liabilities of $1,590,001 (March 31, 2023 - $1,933,915). Liquidity risk is assessed as very 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.

21. Financial Risk Management - *continued*

(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. The Company manages interest rate risk by maintaining an investment policy that focuses primarily on preservation of capital and liquidity.

(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 has foreign exploration and development projects in the USA and 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.

(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. The Company's derivative financial liability includes debts to be settled in common shares of Silver Elephant. A 10% increase or decrease in the price of Silver Elephant common shares has a corresponding effect of approximately $16,000 to net loss.

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.

21. Financial Risk Management - *continued*

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, receivables, accounts payable and the CVB Loan denominated in the US Dollar, a currency other than the functional currency of 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 $347,000. The Company does not currently use any foreign exchange contracts to hedge this currency risk.

(Expressed in Canadian Dollars)

22. Restatement

The condensed interim consolidated statements of financial position as at December 31, 2022 have been restated as follows:

	Original December 31, 2022 ($)	Adjustment 1 ($)	Adjustment 2 ($)	Adjustment 3 ($)	Adjustment 4 ($)	Adjustment 5 ($)	Restated December 31, 2022 ($)
Assets							
Current assets							
Cash	654,585	-	-	-	-	-	654,585
Receivables	198,667	-	-	-	-	-	198,667
Prepaid expenses	296,631	-	-	-	(150,000)	-	146,631
Total current assets	1,149,883	-	-	-	(150,000)	-	999,883
Non-current assets							
Equipment	579,728	55,261	-	-	-	-	634,989
Buildings and structures	637,902	56,718	-	-	-	-	694,620
Land	3,724,577	326,002	-	-	-	-	4,050,579
Royalty interests	-	-	-	-	-	133,916	133,916
Exploration and evaluation assets	59,473,616	(3,204,109)	-	500,000	150,000	(18,576,013)	38,343,494
Total assets	**65,565,706**	**(2,766,128)**	**-**	**500,000**	**-**	**(18,442,097)**	**44,857,481**
Liabilities and Shareholders' Equity							
Current liabilities							
Accounts payable and accrued liabilities	1,589,911	409,538	-	-	-	-	1,999,449
Due to related party	44,244	-	-	-	-	-	44,244
Promissory note	340,262	11,534	-	-	3,714,347	-	4,066,143
Derivative liability	-	-	-	179,959	-	-	179,959
Total current liabilities	1,974,417	421,072	-	179,959	3,714,347	-	6,289,795
Non-current liabilities							
Promissory note	3,714,347	-	-	-	(3,714,347)	-	-
Total liabilities	5,688,764	421,072	-	179,959	-	-	6,289,795
Shareholders' Equity							
Share capital	25,551,079	-	-	-	-	(10,198,204)	15,352,875
Reserves	(1,163,672)	-	-	-	-	1,163,672	-
Accumulated other comprehensive income	-	402,173	-	-	107,720	254,535	764,428
Deficit	(3,735,816)	172,026	226,447	138,523	8,732	528,284	(2,661,804)
Total Shareholders' Equity	20,651,591	574,199	226,447	138,523	116,452	(8,251,713)	13,455,499
Non-controlling interest	39,225,351	(3,761,399)	(226,447)	181,518	(116,452)	(10,190,384)	25,112,187
Total shareholders' equity	59,876,942	(3,187,200)	-	320,041	-	(18,442,097)	38,567,686
Liabilities and shareholders' equity	**65,565,706**	**(2,766,128)**	**-**	**500,000**	**-**	**(18,442,097)**	**44,857,481**

22. Restatement – *continued*

- Adjustment 1 – to correct the Gibellini Project book value and functional currency of the Company's USA subsidiary.
- Adjustment 2 – to correct $226,447 from subsidiary share-based payments expense.
- Adjustment 3 – to recognize the Bisoni APA Liability (note 9).
- Adjustment 4 – reclassify $150,000 from prepaid expenses to exploration and evaluation assets for the Minago Project, reclassify the promissory note line item as a current liability, and to recognize additional general and administrative expenses (see note 22 reconciliation of restated condensed interim consolidated statements of operations and comprehensive loss for the three months ended December 31, 2022).
- Adjustment 5 – to correct the accounting treatment of the Silver Elephant Arrangement. The Silver Elephant Arrangement did not meet the definition of a business combination under IFRS 3. The shares issued in consideration for the investments in Flying Nickel 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.

(Expressed in Canadian Dollars)

22. Restatement – *continued*

The condensed interim consolidated statements of operations and comprehensive loss for the three months ended December 31, 2022 have been restated as follows:

	Original Three Months Ended, December 31, 2022 ($)	Adjustment 1 ($)	Adjustment 2 ($)	Adjustment 3 ($)	Adjustment 4	Restated Three Months Ended, December 31, 2022 ($)
General and Administrative Expenses						
Amortization	64,282	-	-	-	-	64,282
Advertising and promotion	-	-	-	-	31,742	31,742
Consulting and management fees	159,789	-	-	-	158,867	318,656
Directors' fees	115,467	-	-	-	(36,467)	79,000
Insurance	32,842	-	-	-	(15,217)	17,625
Office and administration	44,490	-	-	-	1,534	46,024
Professional fees	81,981	-	-	-	(22,354)	59,627
Salaries and benefits	261,487	-	-	-	(4,461)	257,026
Share-based payments	775,678	-	(226,447)	-	-	549,231
Stock exchange and shareholder services	35,896	-	-	-	-	35,896
Travel and accommodation	6,573	-	-	-	3,401	9,974
Loss before other items	(1,578,485)	-	226,447	-	(117,045)	(1,469,083)
Other items						
Finance expense	(52,617)	-	-	4,143	-	(48,474)
Other income	265,321	-	-	-	-	265,321
Gain on fair value change in derivative liability	-	-	-	58,487	-	58,487
Foreign exchange gain	312,645	(213,847)	-	-	-	98,798
Net loss for the period	**(1,053,136)**	**(213,847)**	**226,447**	**62,630**	**(117,045)**	**(1,094,951)**
Other comprehensive loss:						
Foreign currency translation	-	(273,937)	-	-	1,866	(272,071)
Comprehensive loss for the period	**(1,053,136)**	**(487,784)**	**226,447**	**62,630**	**(115,179)**	**(1,367,022)**
Net loss attributable to:						
Equity holders of parent	(455,945)	5,453	-	27,108	8,732	(414,652)
Non-controlling interest	(597,191)	(219,300)	226,447	35,522	(125,777)	(680,299)
	(1,053,136)	**(213,847)**	**226,447**	**62,630**	**(117,045)**	**(1,094,951)**
Comprehensive loss attributable to:						
Equity holders of parent	(455,945)	(113,114)	-	27,108	116,452	(425,499)
Non-controlling interest	(597,191)	(374,670)	226,447	35,522	(231,631)	(941,523)
	(1,053,136)	**(487,784)**	**226,447**	**62,630**	**(115,179)**	**(1,367,022)**
Basic and diluted loss per common share attributable to equity holders of parent	(0.01)	0.00	-	0.00	0.00	(0.01)
Weighted average number of shares outstanding	80,000,000	80,000,000	80,000,000	80,000,000	80,000,000	80,000,000

22. Restatement – *continued*

- Adjustment 1 – to correct the Gibellini Project book value and functional currency of the Company's USA subsidiary.
- Adjustment 2 – to correct $226,447 from subsidiary share-based payments expense.
- Adjustment 3 – to recognize the Bisoni APA Liability (note 9).
- Adjustment 4 – to recognize additional general and administrative expenses of $117,045, foreign currency translation in other comprehensive income of $1,866 and correct various allocations.

23. Subsequent Events

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.

On February 1, 2024, the Company cancelled 300,000 incentive stock options from the December 4, 2023 stock options grant and 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 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.