

Oracle Commodity Holding Corp. Announces Conditional Approval to List on TSX Venture Exchange

Vancouver, British Columbia, February 29, 2024 – **Oracle Commodity Holding Corp. (“Oracle” or the “Company”) (“Oracle” or the “Company”)** is pleased to announce the receipt of conditional approval from the TSX Venture Exchange (the “TSXV”) to list common shares of Oracle as a Tier 2 Investment Issuer. The common shares of Oracle, when listed, will trade under the symbol “**ORCL**”.

The Company also announces that it has amended the terms of its private placement announced on December 4, 2023. The proposed private placement will consist of the issuance of up to 16,000,000 units (the “Units” and each, a “Unit”) at a price of \$0.05 per Unit for gross proceeds of \$800,000. Each Unit will consist of one common share of the Company and one share purchase warrant (a “Warrant”) with each 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 issuance (the “Private Placement”). The Company presently has 82,308,927 common shares issued and outstanding prior to the completion of the Private Placement, taking into the account the common shares issued pursuant to the Debt Settlement (as announced below).

Insiders of the Company will be subscribing, in the aggregate, for up to 4 million Units for gross proceeds of up to \$200,000. The issuance of Units to insiders pursuant to the Private Placement will be considered related party transactions within the meaning of Multilateral Instrument 61-101 – Protection of Minority Security Holders in Special

Transactions (“MI 61-101”). The Company relies on exemptions from the formal valuation and minority shareholder approval requirements provided under sections 5.5(a) and 5.7(a) of MI 61-101 on the basis that participation in the Private Placement by insiders will not exceed 25% of the fair market value of the Company’s market capitalization. The Company will file a material change report in respect of the related party transactions in connection with the Private Placement.

Finder’s fees of up to 7% in cash or Units may be payable in connection with the Private Placement.

The securities issued as part of the Private Placement will be subject to a hold period of four months from the date of issue.

Final approval of the listing is subject to the Company satisfying certain customary conditions required by the TSXV, including closing of the Private Placement. The Company expects that it will satisfy all such conditions to list, and will provide an update concurrent with the Private Placement closing, including the date for commencement of trading as confirmed by the TSXV.

The Company also announces that it has entered into agreements to settle aggregate debt of \$115,446.35 owed to three directors of the Company for management fees and directors’ fees in consideration for the issuance of 2,308,927 common shares of the Company at a price of \$0.05 per share (the “**Debt Settlement**”).

The insider debt settlements aggregating \$115,446.35 and 2,308,927 common shares are exempt from the valuation and minority shareholder approval requirements of Multilateral Instrument 61-101 (“MI 61-101”) by virtue of the exemptions contained in sections 5.5(a) and 5.7(1)(a) of MI 61-101 in that the fair market value of the consideration for the securities of the Company to be issued to insiders does not

exceed 25% of its market capitalization. All securities issued pursuant to the Debt Settlement will be subject to a statutory four month hold period.

This news release does not constitute an offer to sell or a solicitation of an offer to buy any of the securities in the United States. The securities have not been and will not be registered under the United States Securities Act of 1933, as amended (the "U.S. Securities Act") or any state securities laws and may not be offered or sold within the United States unless registered under the U.S. Securities Act and applicable state securities laws or an exemption from such registration is available.

About Oracle Commodity Holding Corp.

Oracle Commodity Holding Corp. is a Canadian reporting issuer, holding certain interests in other mining companies.

Further information on Oracle Commodity can be found at www.oracleholding.com.

ORACLE COMMODITY HOLDING CORP.

ON BEHALF OF THE BOARD

"Anthony Garson"

CEO

For more information about Oracle Commodity, please contact:

Email: info@oracleholding.com

Cautionary Note Regarding Forward-Looking Statements

Certain statements contained in this news release, including statements which may contain words such as "expects", "anticipates", "intends", "plans", "believes", "estimates", or similar expressions, and statements related to matters which are not historical facts, are forward-looking information within the meaning of applicable securities laws. Such

forward-looking statements, which reflect management's expectations regarding Oracle's future growth, results of operations, performance, business prospects and opportunities, are based on certain factors and assumptions and involve known and unknown risks and uncertainties which may cause the actual results, performance, or achievements to be materially different from future results, performance, or achievements expressed or implied by such forward-looking statements. Forward-Looking information in this news release includes statements concerning the listing of the Company's common shares for trading on the TSX Venture Exchange, which is subject to certain customary conditions to listing and the expected completion of the Private Placement.

Forward-Looking statements involve significant risks and uncertainties, and should not be read as guarantees of future performance, events or results, and may not be indicative of whether such events or results will actually be achieved. A number of risks and other factors could cause actual results to differ materially from expected results discussed in the forward-looking statements, including but not limited to: receiving stock exchange listing approval and ability to meet customary conditions for listing; market conditions and investor sentiment to invest in a new investment business with a limited trading history; changes in business plans; ability to secure sufficient financing to advance the Company's investment business; and general market and economic conditions. Additional risk factors are set out in the Company's latest annual and interim management's discussion and analysis, available on SEDAR at www.sedarplus.ca.

Forward-Looking statements are based on reasonable assumptions by management as of the date of this news release, and there can be no assurance that actual results will be consistent with any forward-looking statements included herein. Readers are cautioned that all forward-looking statements in this news release are made as of the date of this news release. The

Company undertakes no obligation to update or revise any forward-looking statements in this news release to reflect circumstances or events that occur after the date of this news release, except as required by applicable securities laws.