

Form 62-103F1

*Required Disclosure under the Early Warning Requirements*

**Item 1 – Security and Reporting Issuer**

- 1.1 State the designation of securities to which this report relates and the name and address of the head office of the issuer of the securities.**

*Issuer*

Flying Nickel Mining Corp.  
1610-409 Granville Street  
Vancouver, BC  
V6C 1T2, Canada  
(the "**Issuer**")

*Securities*

The Acquiror (as defined herein) acquired 33,957,143 common shares ("**Shares**") of the Issuer and 1,737,857 warrants, each to purchase one Share of the Issuer ("**Warrants**").

- 1.2 State the name of the market in which the transaction or other occurrence that triggered the requirement to file this report took place.**

Not Applicable. See item 2.2.

**Item 2 – Identity of the Acquiror**

- 2.1 State the name and address of the acquiror.**

Oracle Commodity Holding Corp.  
1610-409 Granville Street  
Vancouver, BC  
V6C 1T2, Canada

- 2.2 State the date of the transaction or other occurrence that triggered the requirement to file this report and briefly describe the transaction or other occurrence.**

On August 16, 2024, the Issuer completed a plan of arrangement whereby it purchased all of the issued and outstanding shares of Nevada Vanadium Mining Corp. ("**Nevada Vanadium**") in exchange for Shares on a 1:1 basis (the "**Arrangement**"), pursuant to which the Acquiror was issued 33,957,143 Shares in consideration for the 33,957,143 common shares it held in the capital of Nevada Vanadium as well as 1,737,857 Warrants in exchange for the 1,737,857 warrant it held to purchase common shares of Nevada Vanadium.

- 2.3 State the names of any joint actors.**

N/A

### **Item 3 – Interest in Securities of the Reporting Issuer**

**3.1 State the designation and number or principal amount of securities acquired or disposed of that triggered the requirement to file this report and the change in the acquiror's securityholding percentage in the class of securities.**

The Acquiror acquired 33,957,143 Shares and 1,737,857 Warrants of the Issuer pursuant to the Arrangement for aggregate consideration of 33,957,143 common shares and 1,737,857 warrants to purchase common shares in the capital of Nevada Vanadium.

Before the Arrangement, the Acquiror owned 8,842,359 Shares, or 10.04% of the pre-Arrangement issued and outstanding Shares. Following the Arrangement, the Acquiror will hold an aggregate of 42,799,502 Shares and 1,737,857 Warrants issued to the Acquiror will represent approximately 28.93% of the issued and outstanding Shares (calculated on a partially diluted basis after giving effect to the exercise the Warrants held by Oracle).

**3.2 State whether the acquiror acquired or disposed ownership of, or acquired or ceased to have control over, the securities that triggered the requirement to file this report.**

See item 3.1.

**3.3 If the transaction involved a securities lending arrangement, state that fact.**

Not applicable.

**3.4 State the designation and number or principal amount of securities and the acquiror's securityholding percentage in the class of securities, immediately before and after the transaction or other occurrence that triggered the requirement to file this report.**

See item 3.1.

**3.5 State the designation and number or principal amount of securities and the acquiror's securityholding percentage in the class of securities referred to in Item 3.4 over which**

**(a) the acquiror, either alone or together with any joint actors, has ownership and control,**

See item 3.1.

**(b) the acquiror, either alone or together with any joint actors, has ownership but control is held by persons or companies other than the acquiror or any joint actor, and**

Not applicable.

**(c) the acquiror, either alone or together with any joint actors, has exclusive or shared control but does not have ownership.**

Not applicable.

**3.6 If the acquiror or any of its joint actors has an interest in, or right or obligation associated with, a related financial instrument involving a security of the class of securities in respect of which disclosure is required under this item, describe the**

**material terms of the related financial instrument and its impact on the acquiror's securityholdings.**

Not applicable.

- 3.7 If the acquiror or any of its joint actors is a party to a securities lending arrangement involving a security of the class of securities in respect of which disclosure is required under this item, describe the material terms of the arrangement including the duration of the arrangement, the number or principal amount of securities involved and any right to recall the securities or identical securities that have been transferred or lent under the arrangement.**

Not applicable.

**State if the securities lending arrangement is subject to the exception provided in section 5.7 of NI 62-104.**

Not applicable.

- 3.8 If the acquiror or any of its joint actors is a party to an agreement, arrangement or understanding that has the effect of altering, directly or indirectly, the acquiror's economic exposure to the security of the class of securities to which this report relates, describe the material terms of the agreement, arrangement or understanding.**

Not applicable.

#### **Item 4 – Consideration Paid**

- 4.1 State the value, in Canadian dollars, of any consideration paid or received per security and in total.**

The Acquiror will receive 33,957,143 Shares and 1,737,587 Warrants. As of market close on August 15, 2024, the price per Share is \$0.06, representing aggregate consideration of \$2,037,429.

- 4.2 In the case of a transaction or other occurrence that did not take place on a stock exchange or other market that represents a published market for the securities, including an issuance from treasury, disclose the nature and value, in Canadian dollars, of the consideration paid or received by the acquiror.**

See item 4.1.

- 4.3 If the securities were acquired or disposed of other than by purchase or sale, describe the method of acquisition or disposition.**

Not applicable.

## **Item 5 – Purpose of the Transaction**

**State the purpose or purposes of the acquiror and any joint actors for the acquisition or disposition of securities of the reporting issuer. Describe any plans or future intentions which the acquiror and any joint actors may have which relate to or would result in any of the following:**

- (a) the acquisition of additional securities of the reporting issuer, or the disposition of securities of the reporting issuer;**
- (b) a corporate transaction, such as a merger, reorganization or liquidation, involving the reporting issuer or any of its subsidiaries;**
- (c) a sale or transfer of a material amount of the assets of the reporting issuer or any of its subsidiaries;**
- (d) a change in the board of directors or management of the reporting issuer, including any plans or intentions to change the number or term of directors or to fill any existing vacancy on the board;**
- (e) a material change in the present capitalization or dividend policy of the reporting issuer;**
- (f) a material change in the reporting issuer’s business or corporate structure;**
- (g) a change in the reporting issuer’s charter, bylaws or similar instruments or another action which might impede the acquisition of control of the reporting issuer by any person or company;**
- (h) a class of securities of the reporting issuer being delisted from, or ceasing to be authorized to be quoted on, a marketplace;**
- (i) the issuer ceasing to be a reporting issuer in any jurisdiction of Canada;**
- (j) a solicitation of proxies from securityholders;**
- (k) an action similar to any of those enumerated above.**

The Acquiror acquired the Shares pursuant to a statutorily approved plan of arrangement under Section 288 of the *Business Corporations Act* (British Columbia) under which all existing shareholders of Nevada Vanadium, including the Acquiror, had their common shares in the capital of Nevada Vanadium exchanged.

Oracle acquired the securities of the Issuer for investment purposes. In pursuing such purposes, Oracle takes a long-term view of its investment and reserves the right to formulate other plans or make other proposals, and take such actions with respect to its investment in the Issuer. Depending on market conditions and other factors, Oracle may acquire additional securities of the Issuer as Oracle may deem appropriate, whether in open market purchases, privately negotiated transactions or otherwise. Oracle may dispose of some or all of such securities. Oracle may also reconsider and change its plans or proposals relating to the foregoing.

**Item 6 – Agreements, Arrangements, Commitments or Understandings With Respect to Securities of the Reporting Issuer**

Describe the material terms of any agreements, arrangements, commitments or understandings between the acquiror and a joint actor and among those persons and any person with respect to securities of the class of securities to which this report relates, including but not limited to the transfer or the voting of any of the securities, finder’s fees, joint ventures, loan or option arrangements, guarantees of profits, division of profits or loss, or the giving or withholding of proxies. Include such information for any of the securities that are pledged or otherwise subject to a contingency, the occurrence of which would give another person voting power or investment power over such securities, except that disclosure of standard default and similar provisions contained in loan agreements need not be included.

Not applicable.

**Item 7 – Change in Material Fact**

If applicable, describe any change in a material fact set out in a previous report filed by the acquiror under the early warning requirements or Part 4 in respect of the reporting issuer’s securities.

Not applicable.

**Item 8 – Exemption**

If the acquiror relies on an exemption from requirements in securities legislation applicable to formal bids for the transaction, state the exemption being relied on and describe the facts supporting that reliance.

Not applicable.

**Item 9 – Certification**

I, as the Acquiror, certify, or I, as the agent filing this report on behalf of an Acquiror, certify to the best of my knowledge, information and belief, that the statements made in this report are true and complete in every respect.

Date: August 16, 2024

**ORACLE COMMODITY HOLDING CORP.**

*“John Lee”*

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Name: John Lee  
Title: Director