

FORM 51-102F3
MATERIAL CHANGE REPORT

Item 1. Name and Address of Company

Oracle Commodity Holding Corp. (the “Company”)
Suite 1008 – 409 Granville Street
Vancouver, BC V6C 1T2

Item 2. Date of Material Change

November 10, 2025

Item 3. News Release

A news release was issued and disseminated through the services of Newsfile Corp. on November 10, 2025, and subsequently filed on SEDAR+.

Item 4. Summary of Material Change

On November 10, 2025, the Company announced that further to its news releases dated September 24, 2025, September 26, 2025 and October 9, 2025, it has closed its non-brokered private placement (the “**Private Placement**”) raising gross proceeds of \$280,000 through the sale of 8,000,000 units (each, a “**Unit**”) at a price of \$0.035 per Unit. Each Unit consists of one common share of the Company (a “**Share**”) and one common share purchase warrant (the “**Warrant**”) with each Warrant entitling the holder to purchase one additional Share at a price of \$0.06 per Share for a period of three years from issuance.

Item 5. Full Description of Material Change

On November 10, 2025, the Company announced the closing of the non-brokered private placement of 8,000,000 Units at a price of \$0.035 per Unit for gross proceeds of \$280,000, as previously disclosed on September 24, 2025, September 26, 2025 and October 9, 2025. Each Unit consists of one Share and Warrant with each Warrant entitling the holder to purchase one additional Share at a price of \$0.06 per Share for a period of three years from issuance.

Proceeds of the Private Placement are expected to be used for working capital and general corporate purposes. The securities issued pursuant to the Private Placement will be subject to a regulatory four-month and one-day hold period. No finder’s fees were paid in connection with this Private Placement.

A director and officer of the Company participated in the Offering, subscribing for an aggregate of 1,750,000 Units for gross proceeds of \$61,250. The participation of the insider constitutes a “related-party transaction *Multilateral Instrument 61-101 – Protection of Minority Security Holders in Special Transactions* (“61-101”). The Company is relying on the exemptions from the formal valuation and minority shareholder approval requirements of sections 5.5 (a) and 5.7(1)(a) of MI 61-101 on the basis that the fair-market value of the securities issued to insiders does not exceed 25% of the Company’s market capitalization.

Disclosure Required by the TSX Venture Exchange

None of the proceeds from this Private Placement will be used for, or allocated toward, the payment of the cash consideration for the acquisition of a 2% royalty from U.S. Fluorspar LLC over certain fluorspar projects (the “**Fluorspar NSR Consideration**”) (see news release dated August 12, 2025) or any other aspect of the Fluorspar NSR Consideration until the TSX Venture Exchange (the “**TSXV**”) has granted its approval of that transaction. The acquisition remains subject to TSXV approval, which may require a valuation opinion or disinterested shareholder approval.

None of the proceeds of the Private Placement will be paid to any non-arm’s length parties, persons conducting investor relations activities or for any specific use representing 10% or more of the gross proceeds.

Item 6. Reliance on Subsection 7.1(2) of National Instrument 51-102

Not applicable

Item 7. Omitted Information

Not applicable

Item 8. Executive Officer

Stephanie Lee
Vice President, Legal
+1.604.569.3661

Item 9. Date of Report

November 10, 2025