

ORACLE ENERGY CORP.  
MANAGEMENT DISCUSSION & ANALYSIS  
For the nine months ended September 30, 2018

**Introduction**

The following management discussion and analysis ("MD&A") should be read in conjunction with the unaudited condensed interim financial statements for the nine months ended September 30, 2018 and the audited annual financial statements as at and for the years ended December 31, 2017 and 2016. The referenced financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS"). The MD&A is intended to help the reader understand the consolidated financial statements of the Company. All amounts are expressed in Canadian dollars unless otherwise indicated.

**Forward-looking statements**

Readers are cautioned that the MD&A contains forward-looking statements and actual events may vary from management's expectations. Forward looking statements are frequently characterized by words such as "plan", "expect", "project", "intend", "believe", "anticipate" and other similar statements that certain events will occur. Forward looking statements are based on management's opinions and estimates on the date the statements are made and are subject to a variety of risks and uncertainties and other factors that could cause actual results and future events to differ materially from those anticipated in such statements.

**1. Date of this report**

The date of this MD&A is November 29, 2018 and it contains information up to and including this date.

**2. Overall Performance**

***The Company***

Oracle Energy Corp. (the "Company", or "Oracle") was incorporated on October 2, 1985 under the Business Corporations Act of British Columbia. The Company is in the business of acquiring, exploring and evaluating oil and gas properties and developing these properties further or disposing of them when the evaluation is completed. The Company trades on Tier 2 of the TSX Venture Exchange ("TSX-V") under symbol OEC.

Currently, the Company has no operating income from production. Funding for operations is raised primarily through related party loans and the sale of capital stock. Future operations and the Company's ability to meet its commitments depend on the Company's ability to raise sufficient funds through share offerings, debt, or operations to meet current and future expenditures. The issuance of additional equity securities by the Company may result in significant dilution to the equity interests of current shareholders. If the Company is unable to obtain financing in amounts and on terms deemed acceptable, further success of the business could be adversely affected.

***Performance for the nine months ended September 30, 2018***

On March 5, 2018, the Company announced that it was in the process of evaluating various opportunities to acquire oil and gas leases in the Eagle Ford district of South Texas which, since its discovery in 2008, has been one of the most drilled shale formations in the United States.

On May 22, 2018, the Company closed several share-for-debt settlements for a total of \$299,338 in debt to certain directors and officers of the Company by issuing 2,660,783 shares at a price of \$0.1125 per share.

The Company also announced that the TSX Venture Exchange has advised that the Company's Italmin project has been accepted. On May 17, 2018, the Company completed the acquisition of the Italmin Project in Italy in Italy by paying the initial installment of Euro 10,000.

During the period, the Company has raised \$4 million in various private placements. Proceeds have been used to pay down a substantial portion of the prior year debt settlements, pay for current exploration and evaluation expenditures and consulting fees and to fund down payments for the Eagle Ford – Texas assets and the option agreement for additional land leases.

The Company is also working with a Texas entity to secure up to 20,000 additional acres of land. As part of the agreement, The Company has acquired an NI 51-101 report (the "Data Package") relating to the additional lands by issuing 5,000,000 shares.

The Company is aggressively pursuing options for raising capital to complete the acquisitions and has retained Petrie Partners, a preeminent boutique investment banking firm specializing in the oil and gas industry, to assist in raising development capital for the Eagle Ford development project.

Subsequent to the period end, the Company has entered in an amended purchase agreement and an amended option agreement to extend the terms of the agreements to allow the Company more time to raise the required capital and to make changes to the agreements that are amenable to both parties. As at the date of this report, the Company has not been successful in raising the required funding to make the current deposit payments. The Company is continuing to work with several financial and equity advisors to secure funding to resurrect these agreements or to pursue additional lands in the Eagle Ford shale district. The Company remains in contact with the vendors.

### 1.3 Selected Annual Information

Following is a summary of selected audited financial information for the Company's most recent three fiscal years.

	2017	2016	2015
Revenues	Nil	Nil	Nil
Net loss	(\$36,802)	(\$503,025)	(\$586,374)
Loss per share basic & fully diluted	\$0.01	\$0.08	\$0.09
Working capital (deficiency)	(\$1,792,116)	(\$1,755,864)	(\$1,253,587)
Total assets	\$96,206	\$33,664	\$101,332
Long term debt	Nil	Nil	Nil
Total liabilities	\$1,886,698	\$1,787,354	\$1,351,997
Share capital	\$16,977,342	\$16,977,342	\$16,977,342
Deficit	(\$22,281,853)	(\$22,245,051)	(\$21,742,026)

**2015 to 2016:** the lower 2016 net loss is mainly due to reduced travel expenses in 2016 and a lower loss on the GRIT investment on final disposal. The reinstated accrual for monthly compensation to outside directors and officers, implemented to compensate for time and effort in the ongoing activities required to pursue new opportunities offset some of these savings.

**2016 to 2017:** the reduced loss in 2017 is mainly due to the cancellation and writedown of current and prior year management and consulting fees for related parties partially offset by increased travel expenses as the Company investigated new opportunities in West Africa and Italy.

## 1.4 Results of Operations

### ***For the three months ended September 30, 2018***

For the three months ended September 30, 2018 the Company reported a net loss and comprehensive loss of \$3,296,223 (\$0.06 per share) compared a net income and comprehensive income of to \$97,992 (\$0.02 per share) in 2017.

Expenditures for the three months ended September 30, 2018 exceeded those in 2017 due to the increased activity and efforts to complete the Italmi acquisition, and for due diligence other expenses related to entering into a Sale and Purchase agreement and Option agreement for the Eagle Ford – Texas opportunity.

The board approved the reinstatement of management fees and salaries and granted options to compensate for the effort being spent on the new opportunities. The fees are to be accrued and paid only when the Company has secured funding for the projects. The total fees accrued for the three months ended September 30, 2018 was \$172,544 (2017: \$49,000.) The options granted were valued at \$694,570 using the Black-Scholes pricing model.

Interest on notes payable was reduced to zero in the period as the lenders agreed as at September 30, 2017 to waive further interest on the notes.

Effective June 1, 2015 the board approved a success-based compensation to key management personnel, payable when the Company has completed a material transaction and has adequate funding to make such payments. Should the Company be successful in its efforts to secure a substantial project, the Company would pay up to \$1,000,000 to certain directors and other related parties.

The company expended \$275,501 on consulting fees and \$1,995,030 on exploration and evaluation expenses during the quarter as compared to \$12,000 in consulting fees in the prior year. A value of \$650,000 was included in the exploration and evaluation expenditures for the Data Package procured thru the issuance of shares.

### ***For the nine months ended September 30, 2018***

For the nine months ended September 30, 2018 the Company reported a net loss and comprehensive loss of \$4,102,109 (\$0.12 per share) compared to \$257,155 (\$0.04 per share) in 2017.

Expenditures for the nine months ended September 30, 2018 exceeded those in 2017 due to the increased activity and efforts to complete the Italmi acquisition, and for due diligence other expenses related to entering into a Sale and Purchase agreement and Option agreement for the Eagle Ford – Texas opportunity.

The board approved the reinstatement of management fees and salaries and granted options to compensate for the effort being spent on the new opportunities. The fees are to be accrued and paid only when the Company has secured funding for the projects. The total fees accrued for the nine months ended September 30, 2018 was \$172,544

(2017: \$147,000.) The options granted were valued at \$694,570 using the Black-Scholes pricing model.

Interest on notes payable was reduced to zero in the period as the lenders agreed as at September 30, 2017 to waive further interest on the notes.

Additional costs for travel, administration and professional fees were incurred as the Company had more activity than in the prior year.

The company expended \$540,000 on consulting fees and \$2,298,066 on exploration and evaluation expenses during the quarter as compared to \$12,000 in consulting fees in the prior year. A value of \$650,000 was included in the exploration and evaluation expenditures for the Data Package procured thru the issuance of shares.

### ***Oil & gas properties***

#### *Italmin Project – Italy*

On November 28, 2017 entered into an agreement with Italmin Energie Sri (“Italmin”), an Italian corporation, to acquire a 16% participating interest in an oil and gas permit situated in central south Italy and referred to as the NUSCO permit (the “Permit”). Italmin currently has a 20% participating interest and is party to a Joint Operating Agreement with a third party that has an 80% interest (the “Majority Interest Holder”). The Company will carry Italmin on its 4% carried participating interest until the Company has spent Euro 800,000 under a joint operating agreement (“JOA”), being its 20% share of a total of Euro 4,000,000 to be spent on drilling and testing operations of a first well.

Once Euro 4,000,000 has been expended all parties to the JOA will be responsible to pay their share of costs going forward on the basis of the Majority Interest Holder paying 80%, the Company 16% and Italmin 4%. In addition to the cost of carrying Italmin on its carried interest as outlined above, the purchase price for the Company’s 16% participating interest is Euro 30,000 payable as to Euro 10,000 by January 15, 2018 and the remaining Euro 20,000 upon environmental drilling authorization being obtained. Italmin has the right to convert its carried participating interest in all future activities that have origin from the Permit into a gross participating interest with Italmin only paying all taxes, royalties and any other statutory obligations relating to such interest (“Gross Participating Interest”) at the conversion rate of receiving 1% Gross Participating Interest for each 4% of carried interest converted. Conversion into a Gross Participating Interest will result in Italmin receiving its percentage of net profits in payment or kind from the hydrocarbons produced from the Permit without Italmin having to participate in any kind of investment and expenditures in connection with the production of such hydrocarbons. In April, 2018 the payment deadline was extended, and the 10,000 Euro was paid on May 17, 2018.

#### *Eagle Ford - Texas*

On June 7, 2018, the Company entered into an agreement (the “Purchase Agreement”) with a private Texas entity to acquire 2,490 acres of oil and gas leases (the “HBP Assets”) located in South Texas. The HBP Assets include: the acreage, 6 producing wells, 7 shut in wells and the production infrastructure situated on the properties. The

HBP Assets are currently producing approximately 70 boepd and have the opportunity for well workovers to significantly increase production. Pursuant to the terms of the Purchase Agreement the Company will acquire a 100% working interest and a 74% net revenue interest. In accordance with the Purchase Agreement the consideration to be paid by the Company for the Assets is US\$5,000,000 (the "Purchase Price") payable by September 28, 2018 (the "Closing Date") subject to the payment of a 10% down payment (US\$500,000) by July 1, 2018.

As at September 30, 2018, the Company paid the USD\$500,000 (CAD\$665,400) down payment and has recorded the transaction in exploration and evaluation expenditures on the Statement of Operations and Comprehensive Loss. All expenditures related to exploration and evaluation have been included in exploration and evaluation expenditures until such time as the Company has completed the transaction to receive the legal rights to explore the property.

Subsequent to the initial closing date, the Company advised that it was in active negotiation with the private entity owner of the HBP Assets to amend the closing date for the completion of the purchase. The parties have signed an amendment to the Purchase and Sale Agreement (the "Amendment"). This Amendment changes the closing date from Sept 28, 2018 to Mar 29, 2019 and changes the effective date from July 1, 2018 to Jan 1, 2019. The Amendment required Oracle to make an additional cash deposit, before Oct 31, 2018 of USD \$250,000 which will be applied against the purchase price. The Company has not yet completed this payment and is currently in default of the agreement. The Company remains in discussion with the vendors regarding this transaction.

The Company has also signed an "Option Agreement", dated May 19, 2018, with the mineral rights owners of an additional 5,000 net acres adjoining the HBP Assets (the Adjoining Lands). In accordance with this agreement Oracle has paid an option payment of USD\$501,945 (CAD\$648,318) and is required to sign an Oil and Gas Lease and a Surface Lease and to pay a lease bonus of USD\$5,019,445 for the leases by September 28, 2018. This full consideration will earn a 3 year right to drill and the subsequent right to retain the productive acreage by payment of a 25% royalty on production. The lease includes a requirement to drill 2 wells in the first year of the lease. The Company has recorded the option payment in exploration and evaluation expenditures on the Statement of Operations and Comprehensive Loss. All expenditures related to exploration and evaluation have been included in exploration and evaluation expenditures until such time as the Company has completed the transaction to receive the legal rights to explore the property.

On October 1, 2018 the Company advised of an option amendment agreement (the "Option Amendment"). Pursuant to the Option Amendment the exercise period for the Option has been extended to January 15, 2019 subject to the Company making a US\$250,000 non-refundable extension payment on or before October 1, 2018 and October 31, 2018 and by agreeing to an increase in the lease payments per acre upon Oracle exercising the Option. The Company advises that the required October 1, 2018 and October 31, 2018 payments were made subsequent to these financial statements.

On November 13, 2018, the Company advised that it had signed a second amendment to the option agreement to extend the closing date from January 15, 2019 to February

28, 2019. Under the second amendment agreement, the Company was to pay an additional non-refundable USD\$200,000 on or before November 21, 2018. All deposits are to be applied to the total lease price of USD\$6,250,000. The Company has not yet completed this payment and is currently in default of the agreement.

The Company has also entered into an agreement, dated May 1, 2018, with a private Texas entity in respect to oil and gas rights relating to additional lands which are adjoining the HBP Assets (the "Additional Lands") which include the following terms:

- a) subject to receipt of an acceptable NI51-101 report on the HBP Assets the Company will purchase from the private Texas entity an infrastructure and data package relating to the Additional Lands by the issuance of 5,000,000 common shares of the Company to the private Texas entity; and
- b) as consideration for securing for the Company oil and gas rights to the Additional Lands for cash consideration in amount acceptable to the Company, the Company will issue to the private Texas entity up to 5,000,000 common shares with the total amount of shares dependent on the amount of land secured.

As at September 30, 2018, the Company received the NI51-101 report on the HBP Assets and received exchange approval to issue 5,000,000 shares at a \$0.13 per share. As the Company does not yet have title to the properties, the fair value of the exchange amount \$650,000 was recorded as exploration and evaluation expenditures on the statement of operations and comprehensive loss.

The Company is currently evaluating options for raising capital to complete the acquisitions and has retained Petrie Partners, a preeminent boutique investment banking firm specializing in the oil and gas industry to assist in raising development capital.

As at the date of this report, the Company does not yet have the funding or a commitment for funding to complete the transaction.

## 1.5 Summary of Quarterly Results

	Q3	Q2	Q1	Q4	Q3	Q2	Q1	Q4
	September 30 2018	June 30 2018	March 31 2018	Decemb 31 2017	Septembe 30 2017	June 30 2017	March 31 2017	December 31 2016
Net gain (loss)	(3,296,223)	(675,933)	(129,953)	220,353	(\$97,992)	\$70,540	(\$229,703)	(\$114,045)
Gain (loss) per share	(\$0.06)	(\$0.02)	(\$0.02)	\$0.03	(\$0.01)	\$0.01	(\$0.04)	(\$0.02)

The main factors causing significant fluctuations in net gain (loss) from quarter to quarter were as follows:

- *Finance costs*: Cash outlay of \$51,918 for agreements with various financiers in Q3, 2018 to look for additional funds.
- *Consulting Fees*: In Q1, 2017, \$65,835 was expensed on fees for the due diligence

- of the West Africa Option. This was written down in Q2 due to a pending settlement agreement. In Q4 2017, additional consulting expenses were incurred for the Italmir project \$10,750 and a reallocation of the Settlement agreement for the writedown of the West Africa Project. In Q2, 2017, the Company increased consulting fees as it hired additional assistance to analyze and prepare reports for new acquisitions. In Q3, 2018, additional costs for assistance with the Eagle Ford Asset acquisitions.
- *Exploration and evaluation fees* – In Q4, 2017, the company expensed \$17,060 evaluating a potential West Africa asset. In Q2, 2018, the Company expensed \$303,036 on the evaluation of the Eagle Ford opportunity. In Q3, 2018, \$650,000 was recorded for the cost of the Data Package for the additional lands under review and \$1,313,718 in deposits were expensed.
  - *Interest Expense* – In Q4, 2017, the Company entered into agreements with certain directors to discontinue interest accruals on outstanding debt. As a result, no interest was recorded in subsequent quarters.
  - *Management fees*: \$49,000 per quarter from Q3, 2015 to Q3, 2017 for monthly compensation of outside directors for service on committees and of officers for ongoing corporate duties. In Q4, 2017, the company entered into agreements to discontinue fees and to write down \$147,000 of fees for the current year. No fees were accrued in Q1 or Q2, 2018. In Q3, 2018, the board approved the reinstatement of fees and recorded \$156,363 for the period.
  - *Professional Fees*: In Q2 and Q3, 2018, the Company expensed additional legal fees for the due diligence and legal requirements of the Italmir and Eagle Ford acquisitions.
  - *Travel and promotion*: Due to increased activity, \$20,546 was expended on travel in Q3, 2016. Increased travel expenses of \$56,732 in Q1, 2017 and a reallocation in Q4 for the due diligence of the West Africa Option. Travel in Q1, 2018 was lower than other quarters, however in Q2, 2018 \$77,719 was spent on travel as the Company explored the Eagle Ford opportunity.
  - *Gain on Debt Settlement* – In Q4, 2017, the Company recorded a gain of \$284,531 on the settlement of debt with directors and other related parties. An additional amount of \$11,210 was recorded in Q1, 2018.
  - *Stock-based Compensation* – In Q3, 2018, the board approved the grant of options valued at \$694,570

## 1.6 Liquidity

At September 30, 2018, the Company had cash of \$17,712 (\$19,668 at December 31, 2017) and a working capital deficiency excluding deposits and prepaid expenses of \$674,093 (\$1,792,116 at December 31, 2017).

### ***Financing activities***

To fund ongoing acquisition development activities and working capital requirements the Company finances its activities primarily through the issue of capital stock and advances from related parties. During the nine months ended September 30, 2018 net cash generated by financing activities was \$2,882,692 (2017 - \$264,966) from related party advances and share issuances. The Company was also able to pay down \$967,110 of notes payable.



The Company expects to continue raising funds to finance its growth strategy and to meet related obligations and working capital commitments. Future operations and the Company's ability to meet its commitments depend on its ability to raise sufficient funds through share offerings, debt, or operations. Issuance of additional equity securities by the Company may result in significant dilution to the equity interests of current shareholders. If the Company is unable to obtain financing in amounts and on terms deemed acceptable, further success of the business could be adversely affected.

### ***Operating Activities***

Net cash used in operating activities during the nine months ended September 30, 2018 was \$2,869,206 (2017: \$264,484). Operating costs were significantly increased for the period due to increased activities with the Eagle Ford opportunity.

### ***Investing Activities***

During the nine months ended September 30, 2018, the Company invested \$15,552 in the Italmin project. There was no cash used or provided from investing activities during the nine months ended September 30, 2017.

## **1.7 Capital Resources**

The Company is in the oil and gas exploration and development business and has incurred losses since its inception. To date the Company has had limited revenue and funded its operations primarily through the issuance of capital stock and advances from related parties. The Company must continue to raise additional financing to progress its strategy for the acquisition and development of oil and gas properties in West Africa, Italy, and North America, but currently has insufficient funds to meet expected operating and capital expenditures without raising additional capital. The Company will use its best efforts to do so, but there can be no assurances that the Company will be able to continue to secure financing in amounts and on terms deemed acceptable to continue these activities.

Additional funding will be required throughout the year.

## **1.8 Off-Balance Sheet Arrangements**

The Company did not enter into any off-balance sheet arrangements during the nine months ended September 30, 2018 or 2017.

## **1.9 Transactions with Related Parties**

Related party transactions are in the normal course of operations and are measured at the exchange amount, which is the amount of consideration established and agreed to by the related parties.

a) Transactions with Key Management Personnel

	<b>NINE MONTHS ENDED</b>	
	<b>SEPTEMBER 30</b>	
	<b>2018</b>	<b>2017</b>
Salaries, consulting fees and other short-term benefits	<b>\$ 271,846</b>	\$ 202,170
Stock-based compensation	<b>619,410</b>	-
	<b><u>\$ 891,256</u></b>	<b><u>\$ 202,170</u></b>

Key management personnel are the persons responsible for planning, directing and controlling the activities of the Company, and include both executive and non-executive directors, certain senior officers, and entities controlled by such persons. The Company considers all directors and officers of the Company to be key management personnel.

As at September 30, 2018, \$306,432 (December 31, 2017 - \$432,893) were owing to key management personnel or to a company controlled by a director and the amounts were included in due to related parties. The amounts payable are non-interest bearing, are unsecured, and have no specific terms of repayment.

Effective June 1, 2015 the board approved a success-based compensation to key management personnel, payable when the Company has completed a material transaction and has adequate funding to make such payments. Should the Company be successful in its efforts to secure a substantial project, the Company would pay up to \$1,000,000 to certain directors and other related parties. As of the date of this report, the Company has not declared a fee payable

b) Other Related Party Transactions

- i) During the nine months ended September 30, 2018, the Company charged \$Nil (2017 - \$55) to corporations with at least one common officer and director for recovery of expenses. As at September 30, 2018, \$Nil (December 31, 2017 - \$6,356) were due from these corporations and the amounts were deducted from related party payables. The amounts receivable are non-interest bearing, are unsecured, and have no specific terms of repayment
- ii) During the nine months ended September 30, 2018, the Company was charged \$Nil (2017 - \$2,625) under a shared services arrangement for office space and administrative assistance by companies with at least one common director. As at September 30, 2018, \$2,300 (December 31, 2017 - \$21,401) were due and included in due to related parties. The amounts payable are non-interest bearing, are unsecured, and have no specific terms of repayment.

**1.10 Notes Payable**

During the nine months ended September 30, 2018 and the year ended December 31, 2017, the Company entered into loan agreements with several directors, officers,

shareholders and other related parties. As at September 30, 2018, the total amounts owed to related parties were \$96,527 (December 31, 2017 - \$1,194,035), including interest payable of \$4,716 (December 31, 2017 - \$268,449). The outstanding loans are unsecured, bear interest at 12% per annum through September 30, 2017, and are due on demand. Effective September 30, 2017, the interest on the loans was discontinued by agreement of the lenders. During the nine months ended September 30, 2018, the Company recorded a total of \$nil (2017 - \$74,414) in interest expense on notes payable to related parties.

### **1.11 Proposed Transactions**

At the date of this report there are no proposed asset or business acquisitions or dispositions for which the directors or senior management consider confirmation by the Board of Directors to proceed with the transaction to be probable.

### **1.12 Critical Accounting Estimates**

The preparation of these financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and reported amounts of expenses during the reporting period. Actual outcomes could differ from these estimates. The financial statements include estimates which, by their nature, are uncertain. The impacts of such estimates are pervasive throughout the financial statements and may require accounting adjustments based on future occurrences. Revisions to accounting estimates are recognized in the period in which the estimate is revised and may affect both the period of revision and future periods.

Elements of these financial statements subject to material estimation uncertainty include:

#### Fair value measurements

In the preparation of these financial statements, management has estimated the fair value of financial instruments, for which there are no active markets. The fair value estimates are based on the best available information and experience of management. Future events or changes in circumstances may materially impact these estimates used in valuing assets and liabilities at year end.

#### Valuation of stock options

In the preparation of these financial statements, management has estimated the fair value of stock options granted based on the Black-Scholes option pricing model. Share-based compensation in respect of stock options granted during the period is a non-cash expense. Option pricing models require the input of highly subjective assumptions including the expected price and volatility of the Company's stock. Changes in these subjective input assumptions can materially affect the fair value estimate of the Company's stock options granted during the year.

Elements of these financial statements subject to significant judgment include:

Significant judgments about the future and other sources of estimation uncertainty that management has made at the reporting date that could result in a material adjustment to the carrying amounts of assets and liabilities, in the event that actual results differ from assumptions made, relate to, but are not limited to, the following:

- i) going concern assessment;
- ii) consideration of exploration and evaluation asset impairment criteria;
- iii) the useful life and recoverability of equipment;
- iv) impairment of short-term investments;
- v) recovery of amounts receivable;
- vi) the fair value model and the inputs used in the valuation of share-based payments;  
and
- vii) deferred income tax asset valuation allowances.

### **1.13 Changes in Accounting Policies**

The Company's financial statements for the nine months ended September 30, 2018 have been prepared on a basis consistent with the financial statements for the year ended December 31, 2017, in accordance with International Financial Reporting Standards ("IFRS"). The reader should refer to the annual audited financial statements for a complete summary of significant accounting policies.

Certain new standards, interpretations and amendments to existing standards have been issued by the IASB or IFRIC that are mandatory for accounting periods beginning after January 1, 2018, or later periods. Updates that are not applicable or are not consequential to the Company have been excluded in the standards listed below.

The Company anticipates that the application of these standards, amendments, revisions and interpretations will not have a material impact on the results and financial position of the Company.

#### *IFRS 9 Financial Instruments*

IFRS 9 Financial Instruments is part of the IASB's wider project of replacing IAS 39 Financial Instruments: Recognition and Measurement. IFRS 9 simplifies the mixed measurement model and establishes two primary measurement categories for financial assets: amortized cost and fair value. The basis of classification depends on the entity's business model and the contractual cash flow characteristic of the financial assets. This standard is effective for annual periods beginning on or after January 1, 2018.

#### *IFRS 15 Revenue from Contracts with Customers*

IFRS 15 establishes principles for reporting the nature, amount, timing and uncertainty of revenue and cash flows arising from an entity's contracts with customers. It provides a single model for an entity to recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity

expects to be entitled in exchange for those goods and services. This standard is effective for annual periods beginning on or after January 1, 2018.

### *IFRS 16 Leases*

IFRS 16 replaces the previous leases standard, IAS 17 Leases, and interpretations. IFRS 16 sets out the principles for the recognition, measurement, presentation and disclosure of leases for both parties to a contract, lessee and lessor. IFRS 16 is effective for annual periods beginning on or after January 1, 2019. A company can choose to apply IFRS 16 before that date but only if it also applies IFRS 15 Revenue from Contracts with Customers.

## **1.14 Financial Instruments and Other Instruments**

The carrying value of cash, accounts receivable, accounts payable and due to related parties and notes payable approximates their fair values due to the short maturity of those instruments. Unless otherwise noted, it is management's opinion that the Company is not exposed to significant interest, currency or credit risk arising from these statements.

### **1.14.1 Financial Risk Exposure and Risk Management**

The Company is exposed in varying degrees to a number of risks arising from financial instruments. Management's close involvement in the operations allows for the identification of risks and variances from expectations. The Company does not participate in the use of financial instruments to mitigate these risks and has no designated hedging transactions. The Board approves and monitors the risk management processes. The Board's main objectives for managing risks are to ensure liquidity, the fulfillment of obligations, the continuation of the Company's exploration activities, and limited exposure to credit and market risks. There were no changes to the objectives or the process from the prior period.

The types of risk exposure and the way in which such exposures are managed are as follows:

#### a) Credit Risk

Credit risk primarily arises from the Company's cash and cash equivalents and amounts receivable. The risk exposure is limited to their carrying amounts at the statement of financial position date. Cash and cash equivalents are held as cash deposits or invested in guaranteed investment certificates with various maturity dates. The Company does not invest in asset-backed deposits or investments and does not expect any credit losses. The Company periodically assesses the quality of its investments and is satisfied with the credit rating of the bank and the investment grade of the guaranteed investment certificates. Amounts receivable primarily consists of Goods and Services Tax (GST) credits and other receivables.

#### b) Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company ensures there is sufficient capital to meet short term business requirements. One of management's goals is to maintain an optimal level of liquidity through the active management of assets, liabilities and cash flows.

The Company's cash and cash equivalents are deposited in major banks or invested in guaranteed investment certificates, which are available on demand to fund the Company's operating costs and other financial demands.

c) Market Risk

The significant market risks to which the Company is exposed are currency, interest rate, commodity and equity price risks.

i) Currency Risk

The operating results and financial position of the Company are reported in Canadian dollars. As the Company is exploring opportunities in an international environment, some of the Company's financial instruments and transactions are denominated in currencies other than the Canadian dollar. The results of the Company's operations are subject to currency risk.

The majority of the Company's costs are incurred in Canada and are denominated in Canadian dollars. Foreign currency transactions are booked at historical cost in Canadian dollars.

The Company has not entered into any agreements or purchased any foreign currency hedging instruments to hedge possible currency risks at this time. Management believes the foreign exchange risk derived from currency conversions is not significant, and therefore, does not hedge its foreign exchange risk.

As at September 30, 2018 and December 31, 2017, the Company is exposed to currency risk through the following monetary assets and liabilities denominated in foreign currencies:

	<b>SEPTEMBER 30 2018</b>	<b>DECEMBER 31 2017</b>
Cash	<b>USD 6,603</b>	USD 1,571
Accounts payable	<b>USD 34,936</b>	USD 18,623
Notes payable	<b>USD 27,563</b>	USD 151,836

Based on the above net exposures and assuming that all other variables remain constant, a 10% change in the value of the foreign currencies against the Canadian dollar would result in an increase or decrease of \$7,236 (Dec 31, 2017 - \$21,187) in income/loss from operations.

ii) Interest Rate Risk

The Company's policy is to invest excess cash in guaranteed investment certificates at fixed or floating rates of interest and cash equivalents are to be maintained in floating rates of interest in order to maintain liquidity, while achieving a satisfactory return for shareholders. As at September 30, 2018 and December 31, 2017 no cash was held in interest bearing deposits. Fluctuations in interest rates impact the value

of cash and cash equivalents. The Company manages risk by monitoring changes in interest rates in comparison to prevailing market rates.

### iii) Commodity and Equity Price Risk

The Company is exposed to price risk with respect to equity prices. Equity price risk is defined as the potential adverse impact on the Company's financing abilities due to movements in individual equity prices or general movements in the stock market. The company closely monitors equity prices and the stock market to determine the appropriate course of action to be taken by the Company. The Company's investments consist of common or ordinary shares which are subject to fair value fluctuations.

As at September 30, 2018 and December 31, 2017, the Company had no investments subject to commodity and equity price risk.

## 1.15 Other MD & A Requirements

### 1.15.1 Additional Information

Additional information relating to the Company may be found on SEDAR at: [www.sedar.com](http://www.sedar.com) and at the Company's website: [www.oracleenergy.com](http://www.oracleenergy.com)

### 1.15.2 Outstanding Share Data

Authorized:

- Unlimited number of common shares without par value
- 5,000,000 preferred shares, par value of \$5 per share (none issued)

As at the date of this report, the Company had 67,322,600 issued and outstanding shares, 5,603,000 exercisable stock options, and 55,638,257 outstanding warrants.

	September 30, 2018	Issued	Current Balance
Common Shares	60,287,600	7,035,000	67,322,600
Outstanding Warrants	48,250,807	7,387,450	55,638,257
Outstanding Options	5,603,000	-	5,603,000
	<u>114,141,407</u>	<u>14,422,450</u>	<u>128,563,857</u>

## 1.16 Investor Relations

The Company has no Investor Relations contracts in place as at September 30, 2018

## 1.17 Disclosure Controls and Procedures

In contrast to the certificate required under National Instruments 52-109 Certificate of Disclosure in Issuers' Annual and Interim Filings (NI 52-109), this 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:

- i) 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
- ii) A process to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with the issuer's IFRS.

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 this 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.