

Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines

DISCOVERY MINERALS LTD.

A Wyoming Corporation

429 W. Plumb Lane, Reno NV 89509

310-822-0207

www.discoveryminerals.com

info@discoveryminerals.com

SIC Code:1000

Quarterly Report

For the Period Ending: March 31, 2019

(the "Reporting Period")

As of March 31, 2019, the number of shares outstanding of our Common Stock was:

4,986,913,081

As of December 31, 2018, the number of shares outstanding of our Common Stock was:

4,986,913,081

Indicate by check mark whether the company is a shell company (as defined in Rule 405 of the Securities Act of 1933 and Rule 12b-2 of the Exchange Act of 1934):

Yes: ☐

No: ☒ (Double-click and select "Default Value" to check)

Indicate by check mark whether the company's shell status has changed since the previous reporting period:

Yes: ☐

No: ☒

Indicate by check mark whether a Change in Control⁵ of the company has occurred over this reporting period:

Yes: ☐

No: ☒

1) Name of the issuer and its predecessors (if any):

⁵ "Change in Control" shall mean any events resulting in:

(i) Any "person" (as such term is used in Sections 13(d) and 14(d) of the Exchange Act) becoming the "beneficial owner" (as defined in Rule 13d-3 of the Exchange Act), directly or indirectly, of securities of the Company representing fifty percent (50%) or more of the total voting power represented by the Company's then outstanding voting securities;

(ii) The consummation of the sale or disposition by the Company of all or substantially all of the Company's assets;

(iii) A change in the composition of the Board occurring within a two (2)-year period, as a result of which fewer than a majority of the directors are directors immediately prior to such change; or

(iv) The consummation of a merger or consolidation of the Company with any other corporation, other than a merger or consolidation which would result in the voting securities of the Company outstanding immediately prior thereto continuing to represent (either by remaining outstanding or by being converted into voting securities of the surviving entity or its parent) at least fifty percent (50%) of the total voting power represented by the voting securities of the Company or such surviving entity or its parent outstanding immediately after such merger or consolidation.

In answering this item, please also provide any names used by predecessor entities in the past five years and the dates of the name changes.

Dhanoa Minerals Ltd. Until 08/2012

Date and state (or jurisdiction) of incorporation (also describe any changes to incorporation since inception, if applicable)
Please also include the issuer's current standing in its state of incorporation (e.g. active, default, inactive):

Incorporated in the state of Nevada in 2005

Has the issuer or any of its predecessors ever been in bankruptcy, receivership, or any similar proceeding in the past five years?

Yes: ☐ No: ☒

2) Security Information

Trading symbol:	<u>DSCR</u>
Exact title and class of securities outstanding:	<u>Common Stock</u>
CUSIP:	<u>25470V109</u>
Par or stated value:	<u>\$.00001</u>
Total shares authorized:	<u>10,000,000,000</u> as of date: <u>March 31, 2019</u>
Total shares outstanding:	<u>4,986,913,081</u> as of date: <u>March 31, 2019</u>
Number of shares in the Public Float ⁶ :	<u>3,611,041,501</u> as of date: <u>March 31, 2019</u>
Total number of shareholders of record:	<u>35</u> as of date: <u>March 31, 2019</u>

Additional class of securities (if any):

Trading symbol:	<u>DSCR</u>
Exact title and class of securities outstanding:	<u>Preferred</u>
CUSIP:	<u>NA</u>
Par or stated value:	<u>\$0.0001</u>
Total shares authorized:	<u>13,000,006</u> as of date: <u>March 31, 2019</u>
Total shares outstanding:	<u>232,752</u> as of date: <u>March 31, 2019</u>

Transfer Agent

Name: Pacific Stock Transfer Company
Phone: (702) 361-3033
Email: info@pacificstocktransfer.com

Is the Transfer Agent registered under the Exchange Act?⁷ Yes: ☒ No: ☐

Describe any trading suspension orders issued by the SEC concerning the issuer or its predecessors:

None

List any stock split, stock dividend, recapitalization, merger, acquisition, spin-off, or reorganization either currently anticipated or that occurred within the past 12 months:

⁶ "Public Float" shall mean the total number of unrestricted shares not held directly or indirectly by an officer, director, any person who is the beneficial owner of more than 10 percent of the total shares outstanding (a "control person"), or any affiliates thereof, or any immediate family members of officers, directors and control persons.

⁷ To be included in the Pink Current Information tier, the transfer agent must be registered under the Exchange Act.

None

3) Issuance History

The goal of this section is to provide disclosure with respect to each event that resulted in any direct changes to the total shares outstanding of any class of the issuer's securities **in the past two completed fiscal years and any subsequent interim period**.

Disclosure under this item shall include, in chronological order, all offerings and issuances of securities, including debt convertible into equity securities, whether private or public, and all shares or any other securities or options to acquire such securities issued for services. Using the tabular format below, please describe these events.

A. Changes to the Number of Outstanding Shares

Check this box to indicate there were no changes to the number of outstanding shares within the past two completed fiscal years and any subsequent periods: ☐

Number of Shares outstanding as of September 30, 2017		Opening Balance: Common: <u>3,681,413,081</u> Preferred: <u>232,752</u>		*Right-click the rows below and select "Insert" to add rows as needed.					
Date of Transaction	Transaction type (e.g. new issuance, cancellation, shares returned to treasury)	Number of Shares Issued (or cancelled)	Class of Securities	Value of shares issued (\$/per share) at Issuance	Were the shares issued at a discount to market price at the time of issuance? (Yes/No)	Individual/ Entity Shares were issued to (entities must have individual with voting / investment control disclosed).	Reason for share issuance (e.g. for cash or debt conversion) OR Nature of Services Provided (if applicable)	Restricted or Unrestricted as of this filing?	Exemption or Registration Type?
<u>10/12/17</u>	<u>New Issuance</u>	<u>224,000,000</u>	<u>Common</u>	<u>\$0.0001</u>	<u>Yes</u>	<u>River North Equity, LLC</u>	<u>Debt Conversion</u>	<u>Unrestricted</u>	<u>4(a)1</u>
<u>12/14/17</u>	<u>New Issuance</u>	<u>400,000,000</u>	<u>Common</u>	<u>\$0.0001</u>	<u>Yes</u>	<u>Tide Pool Ventures</u>	<u>Debt Conversion</u>	<u>Unrestricted</u>	<u>4(a)1</u>
<u>01/24/18</u>	<u>New Issuance</u>	<u>281,500,000</u>	<u>Common</u>	<u>\$0.0001</u>	<u>Yes</u>	<u>River North Equity, LLC</u>	<u>Debt Conversion</u>	<u>Unrestricted</u>	<u>4(a)1</u>
<u>12/14/18</u>	<u>New Issuance</u>	<u>480,000,000</u>	<u>Common</u>	<u>\$0.0001</u>	<u>Yes</u>	<u>Rain Forest Capital LLC</u>	<u>Debt Conversion</u>	<u>Unrestricted</u>	<u>4(a)1</u>
Shares Outstanding on <u>March 31, 2019</u> :		Ending Balance: Common: <u>4,986,913,501</u> Preferred: <u>232,752</u>							

Example: A company with a fiscal year end of December 31st, in addressing this item for its quarter ended September 30, 2018, would include any events that resulted in changes to any class of its outstanding shares from the period beginning on January 1, 2016 through September 30, 2018 pursuant to the tabular format above.

Use the space below to provide any additional details, including footnotes to the table above:

B. Debt Securities, Including Promissory and Convertible Notes

Use the chart and additional space below to list and describe any issuance of promissory notes, convertible notes or convertible debentures **in the past two completed fiscal years and any subsequent interim period.**

Check this box if there are no outstanding promissory, convertible notes or debt arrangements: ☐

Date of Note Issuance	Outstanding Balance (\$)	Principal Amount at Issuance (\$)	Interest Accrued (\$)	Maturity Date	Conversion Terms (e.g. pricing mechanism for determining conversion of instrument to shares)	Name of Noteholder	Reason for Issuance (e.g. Loan, Services, etc.)
_____	_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____	_____

Use the space below to provide any additional details, including footnotes to the table above:

- To be filed as supplementary Information

4) Financial Statements

A. The following financial statements were prepared in accordance with:

- ☒ U.S. GAAP
☐ IFRS

B. The financial statements for this reporting period were prepared by (name of individual)⁸:

Name: Michael Handelman
Title: CPA
Relationship to Issuer: Accountant

Provide the financial statements described below for the most recent fiscal year or quarter. For the initial disclosure statement (qualifying for Pink Current Information for the first time) please provide reports for the two previous fiscal years and any subsequent interim periods.

- C. Balance sheet;
D. Statement of income;

⁸ The financial statements requested pursuant to this item must be prepared in accordance with US GAAP or IFRS by persons with sufficient financial skills.

- E. Statement of cash flows;
- F. Financial notes; and
- G. Audit letter, if audited

You may either (i) attach/append the financial statements to this disclosure statement or (ii) file the financial statements through OTCIQ as a separate report using the appropriate report name for the applicable period end. ("Annual Report," "Quarterly Report" or "Interim Report").

If you choose to publish the financial statements in a separate report as described above, you must state in the accompanying disclosure statement that such financial statements are incorporated by reference. You may reference the document(s) containing the required financial statements by indicating the document name, period end date, and the date that it was posted to OTCIQ in the field below.

The Quarterly Financial Information for the Period ending March 31, 2019 is posted in conjunction with this report of the same date.

Financial statement information is considered current until the due date for the subsequent report (as set forth in the qualifications section above). To remain qualified for Current Information, a company must post its Annual Report within 90 days from its fiscal year-end date and Quarterly Reports within 45 days of each fiscal quarter-end date.

5) Issuer's Business, Products and Services

The purpose of this section is to provide a clear description of the issuer's current operations. In answering this item, please include the following:

- A. Summarize the issuer's business operations (If the issuer does not have current operations, state "no operations")

Discovery Minerals Ltd., is an acquisition and development company that targets natural resource properties through its subsidiaries. The Board of Directors has determined that these activities be clearly defined and separated within the company. All previous operations and activities such as precious metals/mining and industrial hemp growing & processing and clean alternative energy technology will be preserved and held in a new corporate structure as a subsidiary. Suitable management recruits are being sought for these pursuits by Discovery at this time. Shareholders will be kept advised of these arrangements in the normal way.

The Company currently has an Option Agreement with Meritus Minerals to acquire their interest in a Gold Mining Project in Mongolia. Discovery has engaged a local attorney in Ulaan Bataar following a site & Country visit and is carrying out their Due Diligence investigation.

Discovery's Project Manager has recently travelled to Kyrgyzstan to evaluate the possibility of entering into a joint venture with a well-established local mineral exploration group into a high-grade gold mine that has been delineated by diamond and reverse circulation drilling. Further drilling is planned to increase reserves.

- B. Describe any subsidiaries, parents, or affiliated companies, if applicable, and a description of their business contact information for the business, officers, directors, managers or control persons. Subsidiary information may be included by reference

N/A

C. Describe the issuers' principal products or services, and their markets

Discovery Minerals Ltd., is an acquisition and development company that targets natural resource properties through its subsidiaries. These properties fall within two primary channels, precious metals/mining and industrial hemp. Discovery subsidiaries engage in activities that include the cultivation, product development, and distribution of industrial hemp; Gold, silver and precious metals. In addition, the Company is pursuing clean tech and alternative energy investments to be integrated into these business channels.

The Company entered into a Joint Venture Agreement with AB AGRO TECHNOLOGIES of which Discovery has committed to issue 33,500,000 shares of its common restricted stock in exchange for a 50% split of Net Revenue from the resale and processing of the cultivated Industrial Hemp seed and fiber.

Subsequently, Discovery entered into a Joint Venture Agreement with VPR Group Inc., in conjunction with AB AGRO to pursue the research, development and processing of extracting (CBD Oil) from Industrial Hemp. VPR Group will also facilitate the processing of the remaining Hemp Bio-Mass to be utilized for Biofuel. The Company has committed to exchange like kind equity in each company of 4.99%.

6) Issuer's Facilities

The goal of this section is to provide a potential investor with a clear understanding of all assets, properties or facilities owned, used or leased by the issuer.

In responding to this item, please clearly describe the assets, properties or facilities of the issuer, give the location of the principal plants and other property of the issuer and describe the condition of the properties. If the issuer does not have complete ownership or control of the property (for example, if others also own the property or if there is a mortgage on the property), describe the limitations on the ownership.

If the issuer leases any assets, properties or facilities, clearly describe them as above and the terms of their leases.

The Company leases offices at 13428 Maxella Avenue, Suite#884, Marina del Rey, CA 90292. The lease is held by the Company's Chief Executive Officer and he does not charge the Company for use of any space

7) Officers, Directors, and Control Persons

The goal of this section is to provide an investor with a clear understanding of the identity of all the persons or entities that are involved in managing, controlling or advising the operations, business development and disclosure of the issuer, as well as the identity of any significant or beneficial shareholders.

Using the tabular format below, please provide information regarding any person or entity owning 5% or more of the issuer, as well as any officer, and any director of the company, regardless of the number of shares they own. **If any listed are corporate shareholders or entities, provide the name and address of the person(s) beneficially owning or controlling such corporate shareholders, or the name and contact information of an individual representing the corporation or entity in the note section.**

Name of Officer/Director and Control Person	Affiliation with Company (e.g. Officer/Director/Owner of more than 5%)	Residential Address (City / State Only)	Number of shares owned	Share type/class	Ownership Percentage of Class Outstanding	Note
<u>Russell Smith</u>	<u>CEO / Director / Beneficial Owner</u>	<u>429 W. Plumb Lane, Reno NV 89509</u>	<u>754,000,000</u>	<u>Common</u>	<u>75%</u>	<u>Includes Preferred</u>
<u>William McNereny</u>	<u>Director</u>	<u>429 W. Plumb Lane, Reno NV 89509</u>	<u>35,500,000</u>	<u>Common</u>	<u>—</u>	<u>—</u>
<u>Girvan Jackson</u>	<u>Director</u>	<u>483 W. Plumb Lane, Reno NV 89509</u>	<u>0</u>	<u>—</u>	<u>—</u>	<u>—</u>
<u>—</u>	<u>—</u>	<u>—</u>	<u>—</u>	<u>—</u>	<u>—</u>	<u>—</u>
<u>—</u>	<u>—</u>	<u>—</u>	<u>—</u>	<u>—</u>	<u>—</u>	<u>—</u>

8) Legal/Disciplinary History

A. Please identify whether any of the persons listed above have, in the past 10 years, been the subject of:

1. A conviction in a criminal proceeding or named as a defendant in a pending criminal proceeding (excluding traffic violations and other minor offenses);

None

2. The entry of an order, judgment, or decree, not subsequently reversed, suspended or vacated, by a court of competent jurisdiction that permanently or temporarily enjoined, barred, suspended or otherwise limited such person's involvement in any type of business, securities, commodities, or banking activities;

None

3. A finding or judgment by a court of competent jurisdiction (in a civil action), the Securities and Exchange Commission, the Commodity Futures Trading Commission, or a state securities regulator of a violation of federal or state securities or commodities law, which finding or judgment has not been reversed, suspended, or vacated; or

None

4. The entry of an order by a self-regulatory organization that permanently or temporarily barred, suspended, or otherwise limited such person's involvement in any type of business or securities activities.

None

B. Describe briefly any material pending legal proceedings, other than ordinary routine litigation incidental to the business, to which the issuer or any of its subsidiaries is a party or of which any of their property is the subject. Include the name of the court or agency in which the proceedings are pending, the date instituted, the principal parties thereto, a description of the factual basis alleged to underlie the proceeding and the relief sought. Include similar information as to any such proceedings known to be contemplated by governmental authorities.

9) Third Party Providers

Please provide the name, address, telephone number and email address of each of the following outside providers:

Securities Counsel

Name: Jessica M. Lockett ESQ
Firm: Horwitz + Armstrong
Address 1: _____
Address 2: _____
Phone: 949-540-6540
Email: jlockett@horwitzarmstrong.com

Accountant or Auditor

Name: Michael Handelman, CPA
Firm: Handelman Group
Address 1: _____
Address 2: _____
Phone: 801-341-2631
Email: mhandelmangroup@gmail.com

Investor Relations Consultant

Name: _____
Firm: _____
Address 1: _____
Address 2: _____
Phone: _____
Email: _____

Other Service Providers

Provide the name of any other service provider(s), including, counsel, advisor(s) or consultant(s) **that assisted, advised, prepared or provided information with respect to this disclosure statement**, or provided assistance or services to the issuer during the reporting period.

Name: _____
Firm: _____
Nature of Services: _____
Address 1: _____
Address 2: _____
Phone: _____
Email: _____

Name: _____
Firm: _____
Nature of Services: _____
Address 1: _____
Address 2: _____
Phone: _____
Email: _____

10) Issuer Certification

Principal Executive Officer:

The issuer shall include certifications by the chief executive officer and chief financial officer of the issuer (or any other persons with different titles but having the same responsibilities).

The certifications shall follow the format below:

I, Russell Smith certify that:

1. I have reviewed this Quarterly ending March 31, 2019 Disclosure Statement of Discovery Minerals Ltd.;
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

May 17, 2019 [Date]

/s/ Russell Smith [CEO's Signature]

(Digital Signatures should appear as "/s/ [OFFICER NAME]")

Principal Financial Officer:

I, Russell Smith certify that:

1. I have reviewed this Quarterly ending March 31, 2019 Disclosure Statement of Discovery Minerals Ltd.;
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

May 17, 2019 [Date]

/s/ Russell Smith [CFO's Signature]

(Digital Signatures should appear as "/s/ [OFFICER NAME]")