

OTC Pink Basic Disclosure Guidelines

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

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.

Topaz Resources, Inc.

2) Address of the issuer's principal executive offices

Company Headquarters

Address 1: 103 South Woodrow Lane

Address 2: Suite 3

Address 3: Denton, TX 76205

Phone: 916-293-6337

Email: info@topazresourcesinc.com

Website(s): <http://www.topazresourcesinc.com/>

IR Contact

Address 1: _____

Address 2: _____

Address 3: _____

Phone: _____

Email: _____

Website(s): _____

3) Security Information

Trading Symbol: TOPZ

Exact title and class of securities outstanding: Common

CUSIP: 89054w206

Par or Stated Value: .0001

Total shares authorized: 700,000,000

as of: 12/31/2017

Total shares outstanding: 33,118,875

as of: 12/31/2017

Additional class of securities (if necessary):

Trading Symbol: _____

Exact title and class of securities outstanding: _____

CUSIP: _____

Par or Stated Value: _____

Total shares authorized: _____

as of: _____

Total shares outstanding: _____

as of: _____

Transfer Agent

Name: Island Stock Transfer

Address 1: 15500 Roosevelt Blvd

Address 2: Suite 301

Address 3: Clearwater, FL 33760

Phone: _____

Is the Transfer Agent registered under the Exchange Act?* Yes: X No: ☐

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

List any restrictions on the transfer of security:

Describe any trading suspension orders issued by the SEC in the past 12 months.

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

On April 3, 2017, the Company acquired 100% of H2 Energy Corporation for 28,493,000 shares of restricted common stock valued at \$2,849

On July 1, 2017, the Company sold its majority interest in Masch Branch Exploration, L.L.C to unrelated third parties.

4) Issuance History

List below any events, in chronological order, that resulted in changes in total shares outstanding by the issuer in the past two fiscal years and any interim period. The list shall include all offerings of equity 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, describing (1) the securities, (2) the persons or entities to whom such securities were issued and (3) the services provided by such persons or entities. The list shall indicate:

A. The nature of each offering (e.g., Securities Act Rule 504, intrastate, etc.);

Securities Act Rule 506 - B

B. Any jurisdictions where the offering was registered or qualified;

C. The number of shares offered;

5,000,000

D. The number of shares sold;

As of 12/31/2017 the company had sold 3,400,000 of the offering

E. The price at which the shares were offered, and the amount actually paid to the issuer;

\$0.10

The company had received \$340,000 as of 12/31/2017

F. The trading status of the shares; and

Restricted

G. Whether the certificates or other documents that evidence the shares contain a legend (1) stating that the shares have not been registered under the Securities Act and (2) setting forth or referring to the restrictions on transferability and sale of the shares under the Securities Act.

Restrictive legend on certificate

5) Financial Statements

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

- A. Balance sheet;
- B. Statement of income;
- C. Statement of cash flows;
- D. Financial notes; and
- E. Audit letter, if audited

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

You may either (i) attach/append the financial statements to this disclosure statement or (ii) post such financial statements through the OTC Disclosure & News Service 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 reports separately as described in part (ii) 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 otcq.com in the field below.

Information contained in a Financial Report is considered current until the due date for the subsequent Financial Report. To remain in the OTC Pink Current Information tier, a company must post its Annual Report within 90 days from its fiscal year-end date and Quarterly Reports within 45 days of its fiscal quarter-end date.

6) Describe the Issuer's Business, Products and Services

Describe the issuer's business so a potential investor can clearly understand the company. In answering this item, please include the following:

- A. a description of the issuer's business operations;

Topaz Resources, Inc. is an energy company focusing on production, acquisitions and developmental drilling opportunities within proven producing areas of North-Central-West Texas.

- B. Date and State (or Jurisdiction) of Incorporation:

January 16, 2009 Florida

- C. the issuer's primary and secondary SIC Codes;

2340 – Women's Misses, Children's & Infants' Undergarments

- D. the issuer's fiscal year end date;

12/31

- E. principal products or services, and their markets;

Oil and Gas

7) Describe the 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.

In November 2017, the Company acquired 5 mineral leases with a net 84.375% Working Interest and an 80% Net Revenue Interest in approximately 2,400 gross acres located in the Archer County Regular Field, which is located in southeastern Archer County, Texas. The leases comprise:

- 80 fully equipped, producing oil wells in the Gunsight zone at an approximately 1100 foot depth
- Behind Pipe reserves in the Thomas Sand zone at approximately 900 feet depth
- 4 production facilities including tanks, tank batteries, separators, and flow lines
- 4 water injection wells and waterlines

8) 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 shareholders.

- A. Names of Officers, Directors, and Control Persons. In responding to this item, please provide the names of each of the issuer's executive officers, directors, general partners and control persons (control persons are beneficial owners of more than five percent (5%) of any class of the issuer's equity securities), as of the date of this information statement.

Jeffery M. Lamberson, President, CEO Director

5% Shareholders:

JEFF LAMBERSON
BENCHMARK TRADING, LLC
LEESHORE SOLUTIONS LLC
TIDEWATER MANAGEMENT SERVICES INC.
ALFRED FOLEY
JOHN COGHLAN

- B. Legal/Disciplinary History. Please identify whether any of the foregoing persons have, in the last five 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);

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;

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
- _____

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.
- _____

C. Beneficial Shareholders. Provide a list of the name, address and shareholdings or the percentage of shares owned by all persons beneficially owning more than ten percent (10%) of any class of the issuer's equity securities. If any of the beneficial shareholders are corporate shareholders, provide the name and address of the person(s) owning or controlling such corporate shareholders and the resident agents of the corporate shareholders.

None

9) Third Party Providers

Please provide the name, address, telephone number, and email address of each of the following outside providers that advise your company on matters relating to operations, business development and disclosure:

Legal Counsel

Name: Andrew Grundman

Firm: Grundman Law

Address 1: 1017 L. Street 201

Address 2: Sacramento, CA 95814

Phone: 916-273-4811

Email: ag@grundmanlaw.com

Accountant or Auditor

Name: None

Firm: _____

Address 1: _____

Address 2: _____

Phone: _____

Email: _____

Investor Relations Consultant

Name: None

Firm: _____

Address 1: _____

Address 2: _____

Phone: _____

Email: _____

Other Advisor: Any other advisor(s) that assisted, advised, prepared or provided information with respect to this disclosure statement.

Name: None

Firm: _____

Address 1: _____

Address 2: _____

Phone: _____

Email: _____

10) Issuer Certification

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, Jeffery M. Lamberson certify that:

1. I have reviewed this annual disclosure statement of Topaz Resources Inc. ;
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.

7/21/2017

/s/ [JEFFERY M. LAMBERSON]

/s/[JEFFERY M. LAMBERSON]

_(Digital Signatures should appear as “/s/ [OFFICER NAME]”)

CEO, President, Director [Title]