

**Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines**

**Arizona Gold and Onyx Mining Company**

A Utah Corporation

1627 West 14<sup>th</sup> Street  
Long Beach, CA 90813  
Phone: 310-909-8808

Company email: mtmits@yahoo.com

SIC CODE

1000

**Quarterly Report**

**For the Period Ending: March 31, 2019**  
(the "Reporting Period")

As of June 12, 2019, the number of shares outstanding of our Common Stock was:

129,659,007

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

146,859,077

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 Control<sup>1</sup> of the company has occurred over this reporting period:

<sup>1</sup> "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

Yes: ☒

No: ☐

## 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.

Global Resources Technologies, Inc. agreed on March 23, 2009 to issue 255,000,000 shares of its common stock in consideration of 100% of the outstanding stock of Arizona BEM 1 Mining Company [A 1 Mining]. A 1 Mining was incorporated on January 19, 2009 and is in the development stage. On April 23, 2009, Global Resources Technologies, Inc. changed the name of the corporation to Gold & Onyx Mining Company (GOMC). On May 5, 2009, GOMC borrowed \$23,000 from MS Assets on a Promissory Note, the funds to be used for legal fees, operational costs and geologic reports. A 1 Mining, the subsidiary of the Company was in the process of developing its mineral properties and contracting with an operating company to mine the identified ore and prepare it for processing. However, in 2014, the Company did not renew its lease on the mineral properties under its control in Arizona.

The GOMC Board of Directors met on April 23, 2010 and approved the purchase of a new pink sheet, Viking Capital Group, Inc (VGCP). The transaction, approved by the Board, would place all assets and rights of GOMC in VGCP in exchange for 131 million shares of VGCP when the transaction was complete. In June 2010 VGCP, pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934, filed Form 15 to suspend the Company's reporting requirements under the Exchange Act. In June 2010, VGCP filed a name change from Viking Capital Group, Inc. to Arizona Gold and Onyx Mining Company (AGOMC). On June 28, 2010, a Securities Exchange Agreement was signed closing the transaction approved by the board, placing all assets and rights of GOMC in AGOMC (formerly VGCP) (The Company). This Agreement provided for a rescission within thirty days in the event there was any material misrepresentation of warranty by any party to the Agreement. No such material misrepresentation of warranty was found, and the transaction is complete. We updated the disclosures contained in the Form 10-K/A to reflect events that have occurred subsequent to the filing date of the Original 10-K. Accordingly, this Form 10-K/A should be read in conjunction with the Original 10-K and our subsequent filings with the SEC.

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 January 19, 2009 in Utah and is currently in good standing.

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>VGCP</u>
Exact title and class of securities outstanding:	<u>Class A Common</u>
CUSIP:	<u>04051K105</u>
Par or stated value:	.001
Total shares authorized:	500,000,000 as of date: 06/12/2019
Total shares outstanding:	129,659,007 as of date: 06/12/2019

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.



Number of shares in the Public Float<sup>2</sup>: 37,802,917 as of date: 06/12/2019  
Total number of shareholders of record: 587 as of date: 06/12/2019

Additional class of securities (if any):

Trading symbol: VGCP  
Exact title and class of securities outstanding: COMMON  
CUSIP: 04051K105  
Par or stated value: .001  
Total shares authorized: 500,000,000 as of date: 06/12/2019  
Total shares outstanding: 129,659,077 as of date: 06/12/2019

#### Transfer Agent

Name: Pacific Stock Transfer Company  
Phone: 702-361 3033  
6725 Via Austin Parkway  
Suite 300  
Las Vegas, Nevada 89119  
Email: [www.pacificstocktransfer.com](http://www.pacificstocktransfer.com)  
Is the Transfer Agent registered under the Exchange Act?<sup>3</sup> 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:

### 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**.

No Changes to the Issuance History in the last two fiscal years and any 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: ☒

iscal years and any subsequent periods. ☑

Number of Shares outstanding as of March 31 <sup>st</sup> 2019	<u>Opening Balance:</u>		*Right-click the rows below and select "Insert" to add rows as needed.						
	Common: <u>149,859,077</u>								
	Preferred: NA								
<b>Date of 03/31/2019</b>		<b>Number of Shares</b>	<b>Class of Securities</b>	<b>Value of shares issued</b>	<b>Were the shares issued at</b>	<b>Individual/ Entity Shares were issued to</b>	<b>Reason for share issuance (e.g. for cash or debt</b>	<b>Restricted or Unrestricted</b>	<b>Exemption or</b>

<sup>2</sup> "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.

<sup>3</sup> To be included in the Pink Current Information tier, the transfer agent must be registered under the Exchange Act.

YES

Transaction <u>No Changes</u> to the <u>Issuance</u> <u>History in the</u> <u>last two</u> <u>fiscal years</u> <u>and any</u> <u>interim</u> <u>period.</u>		Issued (or cancelled)		(\$/per share) at issuance	a discount to market price at the time of issuance? (Yes/No)	(entities must have individual with voting / investment control disclosed).	conversion) OR Nature of Services Provided (if applicable)	as of this filing?	Registration Type?
_____	_____	_____	_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____	_____	_____	_____
Shares Outstanding as of  <u>03/31/2019-</u>	<u>Ending Balance:</u> Common: <u>149,859,077</u> Preferred: _____								

**Example:** A company with a fiscal year end of December 31<sup>st</sup>, 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.

**On April 13, 2019 the Board of Directors unanimously voted to cancel all 20,000,000 shares of common stock which had been registered with the Securities and Exchange Commission on Form S-8. On May 6, 2019 the transfer agent for the Company cancelled all such shares and they were returned to the Treasury. Other than the changes above there have been no other changes to the Issuance History.**

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:



#### 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)<sup>4</sup>:

Name: **BF Borgers CPA CP**  
Title: Auditor  
Relationship to Issuer: Auditing Firm

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;
- 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 Unaudited Quarterly Report ending March 31<sup>st</sup> 2019 are posted online under Financials at OTC Markets Profile Page and Edgar filings. Also see Financials Attached to this Quarterly Disclosure Statement Period Ending March 31, 2019**

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:

Arizona Gold and Onyx Co. have contacts in Domestic and International mine or claims. Our company is pursuing to acquire other mines by purchasing, leasing mineral right claims and/or partnership or Joint Venture. We are a full integrated mining company that can permit, test, survey, mining equipment, staff, refining and sell the products. Our first mining project was 20 acres of 360 acres in the Yavapai County, Arizona.

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

**No Operations Please see Audited Financial Statements and Auditors Notes**

<sup>4</sup> The financial statements requested pursuant to this item must be prepared in accordance with US GAAP or IFRS by persons with sufficient financial skills.

- A. 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

None

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

The Company was in the process of developing its mineral properties and contracting with an operating company to mine the identified ore and prepare it for processing. However, as of December 31, 2018, the Company did not renew its lease on the mineral properties under its control in Arizona

## 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 does not own or lease any buildings or office 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>NSM &amp; NBU LV Trust</u>	<u>Shareholder</u>	<u>2326 Grassmere Sanford NC 27330</u>	<u>11,250,000</u>	CLASS A COMMON	<u>8.67%</u>	_____
<u>Phillip Martin</u>	<u>Shareholder</u>	<u>2326 Grassmere Sanford NC 27330</u>	16,250.000	CLASS A COMMON	<u>12.53%</u>	_____
<u>Michael Mitsunaga</u>	Chief Executive Officer	<u>3432 West Pico BV, Los Angeles, CA 90019</u>	<u>8,907,575</u>	CLASS A COMMON	<u>6.87%</u>	_____



<u>Edwardo Stallings Family Trust</u>	<u>Shareholder</u>	<u>2326 Grassmere Sanford NC 27330</u>	<u>12,500,000</u>	<u>CLASS A COMMON</u>	<u>9.64%</u>	<u>      </u>
<u>EJ Martin Family Trust</u>	<u>Shareholder</u>	<u>2326 Grassmere Sanford NC 27330</u>	<u>12,500,000</u>	<u>CLASS A COMMON</u>	<u>9.64%</u>	<u>      </u>
<u>T&amp;T SonDau Ince</u>	<u>Shareholder</u>	<u>3432 West Pico BV Los Angeles, CA 90019</u>	<u>10,000,000</u>	<u>CLASS A COMMON</u>	<u>6.87%</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.

NONE

## 9) Third Party Providers

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

### Securities Counsel

Name: David King  
Address 1: 3435 Wilshire Blvd, Suite 1111  
Address 2: Los Angeles, CA 90067

Phone: 213-880-2723  
Email:

Accountant or Auditor

BF BORGERS CPA, PC  
5400 West Cedar Avenue  
Lakewood, CO 80226  
Contact: Ben Borger

Office: 303-953-1454

Investor Relations Consultant

Name: Kim Halvorson  
Address 1: 24 Priest Point DR NE  
Address 2: Marysville, WA 39271  
Phone: 360-631-6022  
Email: kimshalvorson@gmail.com

Other Service Providers

NONE



## 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, Michael Mitsunaga Certify that:

1. I have reviewed this Quarterly Disclosure Statement of Arizona Gold and Onyx Mining Company.;
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.

June 14, 2019]

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

DocuSigned by:  
  
2F4781E5695447C...

### *Principal Financial Officer:*

I, Richard Johnson certify that:

1. I have reviewed this Annual Disclosure Statement of Arizona Gold and Onyx Mining Company.
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.

June 14, 2019]

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



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## OTC Pink Disclosure Document

For the Three months Ended March 31, 2019 and 2018

**ARIZONA GOLD AND ONYX MINING COMPANY**  
(Exact name of registrant as specified in its charter)

**Utah**

(State or other jurisdiction of incorporation or  
organization)

**87-0442090**

(I.R.S. Employer  
Identification No.)

**1627 West 14<sup>th</sup> Street**  
**Long Beach, CA**

(Address of principal executive offices)

**90813**

(Zip Code)

**(714) 609-9117**

(Registrant's telephone number, including area code)



## **FINANCIAL STATEMENTS**

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**ARIZONA GOLD AND ONYX MINING COMPANY**  
**CONSOLIDATED BALANCE SHEETS**

	<b>March 31, 2019</b>	<b>December 31, 2018</b>
	(Unaudited)	
<b>ASSETS</b>		
<b>Current assets</b>		
<b>Total assets</b>	<u>\$ -</u>	<u>\$ -</u>
<b>LIABILITIES AND STOCKHOLDERS' DEFICIT</b>		
<b>Current liabilities</b>		
Accounts payable and accrued liabilities	\$ 63,297	\$ 62,490
Related party advances	213,927	208,477
Related party promissory note	23,000	23,000
<b>Total current liabilities</b>	<u>300,224</u>	<u>293,967</u>
<b>Commitments and contingencies</b>		
<b>Stockholders' deficit</b>		
Common stock; Class A, \$0.001 par value, 500,000,000 shares authorized, 146,859,077 shares issued and outstanding at March 31, 2019 and December 31, 2018	146,859	146,859
Common stock; Class B, \$0.001 par value, 100,000 shares authorized, 61,000 shares issued and outstanding at March 31, 2019 and December 31, 2018	61	61
Additional paid-in capital	(143,690)	(143,690)
Retained deficit	(303,454)	(297,197)
<b>Total stockholders' deficit</b>	<u>(300,224)</u>	<u>(293,967)</u>
<b>Total liabilities and stockholders' deficit</b>	<u>\$ -</u>	<u>\$ -</u>

(See accompanying notes to unaudited consolidated financial statements)



**ARIZONA GOLD AND ONYX MINING COMPANY**  
**CONSOLIDATED STATEMENTS OF OPERATIONS (UNAUDITED)**  
**FOR THE THREE MONTHS ENDED MARCH 31, 2019 AND 2018**

	<b>Three Months Ended March 31,</b>	
	<b>2019</b>	<b>2018</b>
<b>Revenue</b>	\$ -	\$ -
<b>Operating expense</b>		
General and administrative	6,257	19,262
<b>Total operating expense</b>	6,257	19,262
<b>Loss from operations</b>	(6,257)	(19,262)
<b>Other income (expense)</b>		
Gain from the forgiveness of accounts payable	-	8,596
<b>total other income (expense)</b>	-	8,596
<b>Net loss</b>	\$ (6,257)	\$ (10,666)
<b>Basic and Diluted Loss per Common Share</b>	\$ (0.00)	\$ (0.00)
<b>Weighted average number of common shares outstanding - basic and diluted</b>	146,859,077	146,859,077

(See accompanying notes to unaudited consolidated financial statements)

ARIZONA GOLD AND ONYX MINING COMPANY

CONSOLIDATED STATEMENTS OF STOCKHOLDERS' DEFICIT (UNAUDITED)

FOR THE THREE MONTHS ENDED MARCH 31, 2019

FOR THE THREE MONTHS ENDED MARCH 31, 2019							
	Class A Common Stock		Class B Common Stock		Additional	Retained	Total
	Shares	Amount	Shares	Amount	Paid-in Capital	Deficit	Stockholders' Deficit
Balance, December 31, 2018	146,859,077	146,859	61,000	61	(143,690)	(297,197)	(293,967)
Net loss for three months ended March 31, 2019	-	-	-	-	-	(6,257)	(6,257)
Balance, March 31, 2019	146,859,077	\$ 146,859	61,000	\$ 61	\$ (143,690)	\$ (303,454)	\$ (300,224)

FOR THE THREE MONTHS ENDED MARCH 31, 2018

Balance, December 31, 2017	146,859,077	146,859	61,000	61	(143,690)	(278,621)	(275,391)
Net loss for three months ended March 31, 2018	-	-	-	-	-	(10,666)	(10,666)
Balance, March 31, 2018	146,859,077	\$ 146,859	61,000	\$ 61	\$ (143,690)	\$ (289,287)	\$ (286,057)

(See accompanying notes to unaudited consolidated financial statements)

**ARIZONA GOLD AND ONYX MINING COMPANY**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS (UNAUDITED)**  
**FOR THE THREE MONTHS ENDED MARCH 31, 2019 AND 2018**

	<b>Three Months Ended March 31,</b>	
	<b>2019</b>	<b>2018</b>
<b>Cash flows from operating activities</b>		
Net loss	\$ (6,257)	\$ (10,666)
Adjustments to reconcile net loss to net cash flows from operating activities		
Gain due to forgiveness of accounts payable	-	(8,596)
Changes in operating assets and liabilities:		
Increase (decrease) in prepaid expenses	-	-
Increase (decrease) in accounts payable and accrued expenses	807	(331)
Increase in related party advances	5,450	19,593
Net cash flows from operating activities	-	-
<b>Change in cash and cash equivalents</b>	-	-
<b>Cash and cash equivalents at beginning of period</b>	-	-
<b>Cash and cash equivalents at end of period</b>	<u>\$ -</u>	<u>\$ -</u>
<b>Supplemental disclosure of cash flow information:</b>		
Interest paid in cash	\$ -	\$ -
Income taxes paid in cash	\$ -	\$ -

(See accompanying notes to unaudited consolidated financial statements)



**ARIZONA GOLD AND ONYX MINING COMPANY**  
**NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS**

**NOTE 1 – Basis of Presentation, Organization, Going Concern, Recent Accounting Standards and Earnings (Loss) Per Share**

**Basis of Presentation**

The unaudited consolidated financial statements of Arizona Gold and Onyx Mining Company (the “Company”) as of March 31, 2019, and for the three months ended March 31, 2019 and 2018, have been prepared in accordance with generally accepted accounting principles (“GAAP”) in the United States for interim financial reporting and include the Company’s subsidiaries. Accordingly, they do not include all of the disclosures required by accounting principles generally accepted in the United States for complete financial statements and should be read in conjunction with the audited consolidated financial statements and notes thereto for the year ended December 31, 2018, as filed with the Securities and Exchange Commission as part of the Company’s Form 10-K. In the opinion of management, all adjustments (consisting only of normal recurring adjustments) considered necessary for a fair presentation of the interim financial information have been included. The Company did not record an income tax provision during the periods presented due to net taxable losses. The results of operations for any interim period are not necessarily indicative of the results of operations for the entire year.

**Organization**

Our Company’s name is Arizona Gold and Onyx Mining Company. The Company was incorporated on November 12, 1986, in the state of Utah under the name of Silver Harvest, Inc. In February 1990, the Company amended its Articles of Incorporation to change its name to Viking Capital Group, Inc. In June 2010, the Company changed its name to its name to Arizona Gold and Onyx Mining Company. On February 1, 2018, the Company changed its name to its name to Nuzia Pharmaceutical Corporation in anticipation of completion of a merger with California Biotech, Inc., owner of [www.NunziaPharmaceutical.com](http://www.NunziaPharmaceutical.com). Due to lack of FINRA approval of the name change to Nunzia Pharmaceutical Corporation, on April 17, 2019, the Company changed its name back to Arizona Gold and Onyx Mining Company. The proposed transaction has not been consummated.

In February 2007, the company fell into default status after abandoning its business plan and for failing to file and pay annual fees to the State of Utah. On May 21, 2009, the Third District Court, in and for Salt Lake County, State of Utah, appointed a custodian to the Company. The custodian reestablished the Company in good standing, but did not resume operations. The Company was seeking an operating company with which to merge or to acquire.

On October 5, 2009, the court appointed custodian reverse split (1-for-10) the outstanding Class B Common shares of 100,000 to 10,000 shares and issued a new certificate for 51,000 Class B Common shares to Joseph Arcaro, former CEO, bringing the total outstanding Class B Common shares of 61,000.

On October 6, 2009, the Company affected a reverse split of 1:300 resulting in the reduction of Class A Common Stock outstanding from 112,410,467 to approximately 375,000 shares.

On April 23, 2010, the Company filed Form 15 to suspend the Company’s reporting requirements under the Securities Exchange Act of 1934, as amended.

On May 21, 2010, the Company affected a reverse split of 1-for 10 resulting in the reduction of Class A Common Stock outstanding to 89,077 shares.

On June 21, 2010, the Company issued 12,000,000 shares of Class A Common Stock in exchange for \$5,000 of debt bringing the total issued and outstanding Class A Common Stock to 12,089,077 shares.

On June 28, 2010, the Company and Gold & Onyx Mining Company (“GOMC”) closed, a Securities Exchange Agreement (the “Merger”). Pursuant to the terms of the Merger, the Company changed its corporate name from Viking Capital Group, Inc. to Arizona Gold & Onyx Mining Company (“AGOMC”), and issued 131,000,000 shares



to the shareholders of GOMC such that GOMC shareholders acquired approximately 91.6% of the total 143,089,077 shares of Class A Common Stock outstanding after the Merger.

The terms and conditions of the Merger gave rise to reverse merger accounting whereby Gold & Onyx Mining Company was deemed the acquirer for accounting purposes. Consequently, the assets and liabilities and the historical operations of Gold & Onyx Mining Company prior to the Merger are reflected in the financial statements and have been recorded at the historical cost basis of Gold & Onyx Mining Company.

In the purchase of GOMC by AGOMC, all seven subsidiaries of AGOMC became part of the combined corporation. These subsidiaries were: AI Mining; NIAI Insurance Administrators, Inc. of California; Viking Capital Financial Services, Inc. of Texas; Viking Insurance Services, Inc. of Texas; Viking Systems, Inc. of Texas; Viking Administrators, Inc. of Texas; Viking Capital Ventures, Inc. of Texas; and 60% of Brentwood Re, Ltd. of the Island of Nevis. All of these subsidiaries have had their charters suspended or revoked and have been inactive for several years.

On October 22, 2017, the Company and California Biotech, Inc., owner of [www.NunziaPharmaceutical.com](http://www.NunziaPharmaceutical.com), entered into a Merger and Consolidation Agreement (the "MCA"). In anticipation of closing on the MCA, on February 1, 2018, the Board authorized a 7,000:1 reverse stock split (The Company filed with FINRA to approve the corporate action which is pending as of the date of this report) and amended its articles changing its name to Nunzia Pharmaceutical Corporation. A closing condition of the MCA is bringing the Company current with its SEC reporting requirements. Upon closing, the MCA provides for the Company to issue a single share for each single share of California Biotech, Inc. outstanding.

### **Going Concern**

The Company's financial statements are prepared using generally accepted accounting principles in the United States of America applicable to a going concern which contemplates the realization of assets and liquidation of liabilities in the normal course of business. The Company has not yet established an ongoing source of revenues sufficient to cover its operating costs to allow it to continue as a going concern. As of March 31, 2019, the Company had an accumulated deficit of \$303,454. The ability of the Company to continue as a going concern is dependent on the Company obtaining adequate capital to fund operating losses until it becomes profitable. If the Company is unable to obtain adequate capital, it could be forced to cease operations.

In view of these conditions, the ability of the Company to continue as a going concern is in doubt and dependent upon achieving a profitable level of operations and on the ability of the Company to obtain necessary financing to fund ongoing operations. Historically, the Company has relied upon internally generated funds and funds from the sale of shares of stock, issuance of promissory notes and loans from its shareholders and private investors to finance its operations and growth. Management is planning to raise necessary additional funds for working capital through loans and/or additional sales of its common stock. However, there is no assurance that the Company will be successful in raising additional capital or that such additional funds will be available on acceptable terms, if at all. Should the Company be unable to raise this amount of capital its operating plans will be limited to the amount of capital that it can access. These financial statements do not give effect to any adjustments which will be necessary should the Company be unable to continue as a going concern and therefore be required to realize its assets and discharge its liabilities in other than the normal course of business and at amounts different from those reflected in the accompanying financial statements.

### ***Applicable Accounting Guidance***

Any reference in these notes to applicable accounting guidance is meant to refer to the authoritative non-governmental US GAAP as found in the Financial Accounting Standards Board's Accounting Standards Codification.

In February 2016, the FASB issued ASU No. 2016-02, "Leases (Topic 842)", which supersedes ASC Topic 840, Leases, and creates a new topic, ASC Topic 842, Leases. ASU 2016-02 requires lessees to recognize a lease liability and a lease asset for all leases, including operating leases, with a term greater than 12 months on its balance sheet. ASU 2016-02 also expands the required quantitative and qualitative disclosures surrounding leases. ASU 2016-02 is

effective for the Company beginning January 1, 2019. Early adoption is permitted. The Company has determined that the adoption of ASU 2016-02 did not have an impact on its consolidated financial statements.

The Company reviews new accounting standards as issued. Although some of these accounting standards issued or effective after the end of the Company's previous fiscal year may be applicable, the Company has not identified any standards that the Company believes merit further discussion other than as discussed above. The Company believes that none of the new standards will have a significant impact on the financial statements.

### **Earnings (Loss) Per Share**

The Company presents both basic and diluted earnings per share ("EPS") amounts. Basic EPS is calculated by dividing net income (loss) by the weighted average number of common shares outstanding during the period presented. Diluted EPS amounts are based upon the weighted average number of common and common equivalent shares outstanding during the period presented. The Company has not included the effects of warrants, stock options and convertible debt on net loss per share because to do so would be antidilutive.

Following is the computation of basic and diluted net loss per share for the three months ended March 31, 2019 and 2018:

	Three Months Ended March 31,	
	2019	2018
<b>Basic and Diluted EPS Computation</b>		
Numerator:		
Loss available to common stockholders'	\$ (6,257)	\$ (10,666)
Denominator:		
Weighted average number of common shares outstanding	146,859,077	146,859,077
Basic and diluted EPS	<u>\$ (0.00)</u>	<u>\$ (0.00)</u>

### **NOTE 2 – Current Liabilities**

#### *Accounts Payable and Accrued Expenses*

During the year ended December 31, 2010, the Company received funds from various third parties totaling \$40,000 which were used for operating expenses and remain unpaid through March 31, 2019 and December 31, 2018. Accounts payable and accrued expenses increased each year from 2011 through March 31, 2019 primarily due to stock agent fees and legal and professional fees.

#### *Related party Advances*

From time-to-time the Company's CEO has advanced funds to cover administrative costs related to maintaining the corporate entity and with the intent to bring its public filings current. Additionally, other related parties have provided services and or paid for costs on behalf of the Company. As of December 31, 2010, the balances advanced totaled \$102,752. From 2010 through March 31, 2019 no reimbursements of related party advances were made to any related party due to the lack of funding. Related party advances grew by \$5,450 during the three months ended March 31, 2019.

#### *Related Party Promissory Note*

On May 9, 2009, the Company issued a non-interest bearing promissory note to our current CEO in exchange for services. The note matured on May 5, 2010 and is currently in default.

### **NOTE 3 – Preferred and Common Stock**



### *Preferred Stock*

The Company has Preferred stock: \$1.00 par value; 50,000,000 shares authorized with no shares issued and outstanding.

### *Common Stock*

The Company has 500,000,000 shares of Class A Common Stock authorized of which 146,859,077 shares are issued and outstanding as of March 31, 2019 and December 31, 2018.

The Company has 100,000 shares of Class B Common Stock authorized of which 61,000 shares are issued and outstanding as of March 31, 2019 and December 31, 2018.

The Class B shares are the only shares entitled to vote for Board Members. Class A and B shares are entitled to vote on all other matters.

### **NOTE 4 – Subsequent Events**

Management has reviewed material events subsequent of the period ended March 31, 2019 and prior to the filing of financial statements in accordance with FASB ASC 855 “Subsequent Events”.