

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: topzinfo@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: 710,000,000

as of: 3/31/2019

Total shares outstanding: 46,912,136

as of: 3/31/2019

Additional class of securities (if necessary):

Trading Symbol: N/A

Exact title and class of securities outstanding: Preferred

CUSIP: N/A

Par or Stated Value: .0001

Total shares authorized: 10,000,000 as of: 3/31/2019

Total shares outstanding: 0 as of: 3/31/2019

Transfer Agent

Name: Island Stock Transfer

Address 1: 15500 Roosevelt Blvd

Address 2: Suite 301

Address 3: Clearwater, FL 33760

Phone: 1-727-289-0010

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 January 1, 2019, Topaz Resources, Inc acquired 100% of Sabine Investments, LLC for \$1,000 and assumption of all of Sabine's outstanding liabilities. Sabine liabilities were between \$250,000 to \$300,000 at time of close.

4) Issuance History

For a Detailed issuance list, please reference ATTACHMENT 1

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
Securities Act Rule 506 – B
Section 4(a)2

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

C. The number of shares offered;

5,000,000 in Reg D dated October 2017
3,500,000 in Reg D dated May 2018
3,430,000 in Section 4(a)2

D. The number of shares sold;

As of 3/31/2019 the company had sold 5,000,000 of the offering Reg-D Dated October 2017
As of 3/31/2019 the company had sold 3,365,000 of the offering Reg-D Dated May 2018
As of 3/31/2019 the company had sold 3,430,000 of the offering Section 4(a)2

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

\$0.10
The company had received \$1,238,500 as of 3/31/2019 under Reg-D

\$0.10 the company issued 3,200,000 valued at \$320,000 to an investor for oil and gas consulting services
\$0.10 the company issued 1,033,000 shares valued at \$103,300 to investors as an incentive for a debt financing

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 December 2018, the Company negotiated a pooled lease (the "Lease") overlaying and thereby replacing the 5 mineral leases it had acquired in 2017 and netting an 84.375 % working interest and an 82.5% 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 Lease includes a drilling requirement for Topaz to drill and complete during the period ending November 1, 2021 (a) at least two wells to a depth above 2,200 feet per year but to a maximum of 6 wells above 2,200 feet and (b) at least one well to a depth below 2,200 feet. The Leases comprises:

- 80 fully equipped, previously 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
- probable reserves at depths below 2,200 feet
- 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 Managing Member: Karen Meredith
LEESHORE SOLUTIONS, LLC Managing Member: Michele Tramell
TIDEWATER MANAGEMENT SERVICES INC. President: Carter Dickson
TEMPEST INVESTMENTS, LLC Managing Member: Daniel McKinney, Sr
JOHN COGHLAN
INSIGHT ASSET MANAGEMENT, INC President: Tamyra Shepard

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.

6/28/2019

/s/[JEFFERY M. LAMBERSON]

/s/[JEFFERY M. LAMBERSON]

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

CEO, President, Director[Title]

ATTACHMENT 1.

Table 1:

The following shares have been issued by the company pursuant to a share exchange agreement between Topaz Resources Inc, and H2Energy:

Date	Name	Shares
4/19/2017	Jeffery M. Lamberson	4,750,000
4/19/2017	Jeffery M. Lamberson	6,250,000
4/19/2017	Andrew Grumdman	1,119,000
4/19/2017	Andrew Grumdman	231,000
4/19/2017	Al Foley	1,800,000
4/19/2017	Al Foley	231,000
4/19/2017	Tidewater Management Services Inc.	2,750,000
4/19/2017	John Coghlan	550,000
4/19/2017	Insight Asset Management, INC	2,750,000
4/19/2017	Michael Kipp	1,100,000
4/19/2017	Michael Kipp	231,000
4/19/2017	Michael Kipp	231,000
4/19/2017	Leeshore Solutions LLC	2,750,000
4/19/2017	Benchmark LLC	2,750,000
4/19/2017	Chris L. Gandy	769,000
4/19/2017	Chris L. Gandy	231,000

Table 2:

The following shares have been issued by the company pursuant to Reg-D fillings in October 2017 and April 2018 at a price of \$.10 per share:

Date	Name	Shares
12/13/2017	Clifford R. Flower Jr.	120,000
12/13/2017	George Ennis	120,000
12/13/2017	Aaron Burke & Ericka L. Oberg Burke	100,000
12/13/2017	Thomas J. Boyd	75,000
12/13/2017	Adam R. Flippen	60,000
12/13/2017	Daniel R. McKinney Sr.	230,000

12/13/2017	Martyn Powell	80,000
12/13/2017	Ken Nelson	50,000
12/13/2017	John Ward	100,000
12/13/2017	Michael Tobeck	100,000
12/13/2017	Bruce Lee	50,000
12/13/2017	Mike Lavelle	50,000
12/13/2017	Randall Gillingham	300,000
12/13/2017	Scott Herrera #121	50,000
12/13/2017	Scott Herrera #122	50,000
12/13/2017	Jerry Martens	50,000
12/13/2017	Fred Llapitan	100,000
12/13/2017	William Cass Wilson	100,000
12/13/2017	Jonathan Ptrakos	100,000
12/13/2017	Virginia Walters	50,000
12/13/2017	Curtis Cleveland	50,000
12/15/2017	Diana Bolton	50,000
1/30/2018	Equity Trust Custodian FBO: Martyn Powell	65,000
2/1/2018	Aaron Burke and Ericka L. Oberg-Burke (JTWROS)	100,000
2/1/2018	Daniel McKinney	25,000
2/5/2018	Clifford R. Flower Jr.	100,000
2/5/2018	Daniel R. McKinney Sr.	220,000
2/5/2018	Troy Koerper	50,000
2/5/2018	Carl M. Nordli	50,000
2/5/2018	George Ennis	100,000
2/5/2018	Dan Allen	50,000
2/5/2018	Ryan Pederson	50,000
		70,000

2/5/2018	Elaine Pederson	
2/5/2018	Gregor Klante	50,000
2/5/2018	Thomas J. Boyd	125,000
2/5/2018	Jessica Ennis	50,000
2/5/2018	Damon Smathers	50,000
2/5/2018	Phil Renz	300,000
2/5/2018	Andy Erving & Christine Erving	100,000
2/5/2018	Aaron Burke & Ericka L. Oberg Burke	100,000
2/5/2018	Stephen Doluglass	50,000
2/5/2018	James Astleford	50,000
2/5/2018	Scott Herrera #122	50,000
2/5/2018	Scott Poole & Lisa Poole JTWROS	50,000
2/5/2018	Mike Lavelle	50,000
2/5/2018	Robert S. McWilliams	50,000
2/5/2018	Eric Plante & Nancy Dumouchel JTWROS	50,000
2/5/2018	Jodi Quillen	50,000
2/5/2018	James Adams	100,000
2/5/2018	Jason Adams	100,000
2/5/2018	Christopher Loechl	20,000
2/5/2018	William Cass Wilson	50,000
2/5/2018	John Coghlan	100,000
2/5/2018	Curtis Cleveland	30,000
2/5/2018	Martyn Powell	20,000
2/5/2018	Daniel S. Munsnon & Susan Munson JTWROS	50,000
2/6/2018	Equity Trust Custodian FBO: Stephanie Powell	65,000
2/6/2018	Equity Trust Custodian FBO: Fred Llapitan	50,000
2/9/2018	Kerry Warren	60,000
3/15/2018	Steeltown Consulting Group LLC	100,000
3/19/2018	Three Rivers Business Consulting, LLC	100,000

4/5/2018	Martyn Powell	20,000
4/5/2018	Ryan W Barrett	45,000
4/30/2018	Nareth Eang	10,000
4/30/2018	Curtis Cleveland	75,000
5/1/2018	James Larsen	75,000
5/3/2018	Virgina Walters	100,000
5/7/2018	Neil Irvin	20,000
5/10/2018	Jessica Ennis	30,000
5/10/2018	George Ennis	100,000
5/10/2018	Gregor Klante	50,000
5/10/2018	Clifford R Flower Jr	130,000
5/10/2018	Thomas J. Boyd	100,000
5/10/2018	Randy Glatt	50,000
5/11/2018	Shannon Ennis	50,000
5/11/2018	Ken Warren	30,000
5/11/2018	Cole Madlin	50,000
5/11/2018	Damon Smathers	10,000
5/11/2018	Judith J. And Robin G Roberts JTWROS	80,000
5/15/2018	Ken Cayler	190,000
5/16/2018	Andy and Chrissy Erving JTWROS	50,000
5/16/2018	Dan Allen	50,000
5/22/2018	Sara Rostberg	50,000
5/22/2018	Anastasis Hadjiantonis	75,000
6/6/2018	Cass M. Bagley and Kathleen Allen-Bagley JTWROS	50,000
6/11/2018	Daniel Mckinney	275,000
6/17/2018	Robert S. Fraker	50,000
6/17/2018	Jonathan Petrakos	100,000
6/19/2018	Wesley Warren	100,000

6/25/2018	Chris Loechl	40,000
7/30/2018	Insight Asset Management	300,000
7/30/2018	Eric Kannberg	50,000
7/30/2018	Christopher Reich	50,000
7/30/2018	Sarah Krop	10,000
7/30/2018	Daniel R. McKinney Sr.	100,000
8/24/2018	Insight Asset Management	500,000
9/18/2018	Insight Asset Management	100,000
1/4/2019	Mark Quinn	750,000
1/10/2019	Adam Flippen	50,000
1/14/2019	Williams Cass Willson	50,000
1/22/2019	Insight Asset Management	150,000
1/24/2019	Robert A. Tobiason	50,000
2/10/2019	Insight Asset Management	300,000
2/11/2019	Gary P. Soulsby	50,000
2/13/2019	Anastasis Hadjiantonis	15,000
2/13/2019	Curtis Cleveland	50,000
2/13/2019	Jason Reich	30,000
2/13/2019	Martyn Powell	50,000
2/13/2019	Wesley Warren	100,000
2/13/2019	Insight Asset Management	40,000
2/13/2019	Jonathan Petrakos	50,000
2/13/2019	Martyn Powell	20,000
2/13/2019	Insight Asset Management	400,000
2/13/2019	Revocable Living Trust of Craig C. Lamberson and Diane S. Lamberson Dated June 9 1997	100,000
2/13/2019	Keihl Hutchings	175,000
2/13/2019	Jonathan Petrakos	25,000
2/13/2019	Daniel R. McKinney Sr.	250,000
2/13/2019	Virginia Walters	50,000
2/13/2019	Provident Trust Group LLC FBO Chris Gandy ROTH IRA	200,000

Table 3:

On June 17, 2018, the Corporation issued 3,200,000 shares of its common stock to a consultant as consideration for oil and gas consulting services.

Date	Name	Shares
6/17/2018	Tempest Investments Inc.	3,200,000

Table 4:

In connection with the issuance of the Corporation's promissory notes for a total principal amount \$516,000 during the quarter ended March 31, 2019, the Corporation issued a total of 1,033,000 shares of its common stock to the following holders of these promissory notes .

Date	Name	Shares
6/6/2018	Cass M. Bagley and Kathleen Allen-Bagley JTWROS	20,000
6/17/2018	John Coghlan	120,000
6/17/2018	Kiehl Hutchings	60,000
6/17/2018	Garry J. Cozza	30,000
2/8/2019	Clifford R. Flower	60,000
2/8/2019	Garry J. Cozza	30,000
2/8/2019	Adam R. Flippen	40,000
2/8/2019	Daniel Munson and Susan Munson JTWROS	30,000
2/8/2019	Fred Llapitan	60,000
2/8/2019	Insight Asset Management Inc.	8,000
2/8/2019	Andy and Christina Ervin JTWROS	30,000
2/8/2019	Randy and Bernice Glatt JTWROS	20,000
2/8/2019	Mason A. Flippen	30,000
2/8/2019	Daniel R. McKinney Sr.	25,000
2/8/2019	Mark A. Plummer	20,000
2/8/2019	Jerry T. Martens Jr.	50,000
2/7/2019	Fred Llapitan	40,000
2/11/2019	Bradley M. Cox	10,000
2/11/2019	Heather M. Cooper	10,000
2/11/2019	Lucy and Richard DeVleming JTWROS	40,000
2/12/2019	Dustin and Kristin DeVleming JTWROS	30,000
2/12/2019	Rudeen and Company LLC	30,000
2/12/2019	Kevin Rudeen	120,000
2/13/2019	Randall Gillingham	50,000
2/14/2019	Jennifer R. Hudson	20,000
2/15/2019	Joe and Julie Young JTWROS	20,000
2/21/2019	Keihl Hutchings	30,000