

Silver Scott Mines, Inc.
4160 N Highway A1A, Unit 907A
Hutchinson Island, FL 34949
(520) 907-0733
whollandmd@gmail.com

Quarterly Report

For the period ending March 31, 2024 (the "Reporting Period")

Outstanding Shares

The number of shares outstanding of our Common Stock was:

163,172,386 as of March 31, 2024 (Current Reporting Period Date or More Recent Date)

163,172,386 as of December 31, 2023 (Most Recent Completed Fiscal Year End)

Shell Status

Indicate by check mark whether the company is a shell company (as defined in Rule 405 of the Securities Act of 1933, Rule 12b-2 of the Exchange Act of 1934 and Rule 15c2-11 of the Exchange Act of 1934):

Yes: ☐ No: ☒

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

Yes: ☐ No: ☒

Change in Control

Indicate by check mark whether a Change in Control⁴ of the company has occurred during this reporting period:

Yes: ☐ No: ☒

⁴ "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.

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

In answering this item, provide the current name of the issuer and names used by predecessor entities, along with the dates of the name changes.

Silver Scott Mines, Inc. The issuer was originally incorporated in Idaho in 1996 and merged into a Nevada domiciled corporation on December 22, 2004.

Current State and Date of Incorporation or Registration: Nevada – December 22, 2004

Standing in this jurisdiction: (e.g. active, default, inactive): Active

Prior Incorporation Information for the issuer and any predecessors during the past five years:

None

Describe any trading suspension or halt orders issued by the SEC or FINRA concerning the issuer or its predecessors since inception:

None

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

None

Address of the issuer's principal executive office:

4160 N Highway A1A, Unit 907A
Hutchinson Island, FL 34949

Address of the issuer's principal place of business:

☒ *Check if principal executive office and principal place of business are the same address:*

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

No: ☒ Yes: ☐ If Yes, provide additional details below:

2) Security Information

Transfer Agent

Name: Pacific Stock Transfer Co.
Phone: (702) 361-3033
Email: luke@pacificstocktransfer.com
Address: 672 Via Austi Parkway, Suite 300, Las Vegas, NV 89119

Publicly Quoted or Traded Securities:

The goal of this section is to provide a clear understanding of the share information for its publicly quoted or traded equity securities. Use the fields below to provide the information, as applicable, for all outstanding classes of securities that are publicly traded/quoted.

Trading symbol:	SILS
Exact title and class of securities outstanding:	Common Stock
CUSIP:	828131102
Par or stated value:	\$0.001
Total shares authorized:	300,000,000 as of date: March 31, 2024
Total shares outstanding:	<u>163,172,386</u> as of date: March 31, 2024
Total number of shareholders of record:	753 as of date: March 31, 2024

Please provide the above-referenced information for all other publicly quoted or traded securities of the issuer.

Other classes of authorized or outstanding equity securities that do not have a trading symbol:

The goal of this section is to provide a clear understanding of the share information for its other classes of authorized or outstanding equity securities (e.g., preferred shares that do not have a trading symbol). Use the fields below to provide the information, as applicable, for all other authorized or outstanding equity securities.

Exact title and class of the security:	_____
Par or stated value:	_____
Total shares authorized:	_____ as of date: _____
Total shares outstanding:	_____ as of date: _____
Total number of shareholders of record:	_____ as of date: _____

Please provide the above-referenced information for all other classes of authorized or outstanding equity securities.

Security Description:

The goal of this section is to provide a clear understanding of the material rights and privileges of the securities issued by the company. Please provide the below information for each class of the company's equity securities, as applicable:

1. For common equity, describe any dividend, voting and preemption rights.

Holders of Common Stock are entitled to one vote per share on all matters submitted to a vote of the Company's stockholders. Holders of common stock do not have cumulative voting rights. Holders of Common Stock will be entitled to receive ratably such dividends as may be declared by the Board of Directors out of funds legally available therefor, which may be paid in cash, property, or in shares of the Company's capital stock. There are no preemptive or other subscription rights applicable to the Company's Common Stock.

2. For preferred stock, describe the dividend, voting, conversion, and liquidation rights as well as redemption or sinking fund provisions.

No preferred stock is outstanding

3. Describe any other material rights of common or preferred stockholders.

Not applicable

4. Describe any material modifications to rights of holders of the company's securities that have occurred over the reporting period covered by this report.

Not applicable

3) Issuance History

The goal of this section is to provide disclosure with respect to each event that resulted in any 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 for the two most recently completed fiscal years and any subsequent period.

Indicate by check mark whether there were any changes to the number of outstanding shares within the past two completed fiscal years:

No: ☐ Yes: ☒ (If yes, you must complete the table below)

Shares Outstanding as of
Second Most Recent Fiscal Year End:
Date 12/31/21
Opening Balance
Common: 123,522,386
Preferred: --

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	Restricted or Unrestricted as of this filing.	Exemption or Registration Type.
7.28.22	New Issuance	1,250,000(1)	Common	\$.02	Yes	Ashley McIntyre	For Cash	Restricted	Private Offering
7.28.22	New Issuance	5,000,000(1)	Common	\$.02	Yes	Winston Lung	For Cash	Restricted	Private Offering

<u>7.28.22</u>	<u>New Issuance</u>	<u>5,000,000(1)</u>	<u>Common</u>	<u>\$.02</u>	<u>Yes</u>	<u>Mark Pearson Gills</u>	<u>For Cash</u>	<u>Restricted</u>	<u>Private Offering</u>
<u>7.28.22</u>	<u>New Issuance</u>	<u>5,000,000(1)</u>	<u>Common</u>	<u>\$.02</u>	<u>Yes</u>	<u>Josh Slattery</u>	<u>For Cash</u>	<u>Restricted</u>	<u>Private Offering</u>
<u>7.28.22</u>	<u>New Issuance</u>	<u>1,000,000(1)</u>	<u>Common</u>	<u>\$.02</u>	<u>Yes</u>	<u>Dan McClimon</u>	<u>For Cash</u>	<u>Restricted</u>	<u>Private Offering</u>
<u>7.28.22</u>	<u>New Issuance</u>	<u>2,500,000(1)</u>	<u>Common</u>	<u>\$.02</u>	<u>Yes</u>	<u>Jasevic Bogdan, III</u>	<u>For Cash</u>	<u>Restricted</u>	<u>Private Offering</u>
<u>7.28.22</u>	<u>New Issuance</u>	<u>1,250,000(1)</u>	<u>Common</u>	<u>\$.02</u>	<u>Yes</u>	<u>Rogelio Fernandez</u>	<u>For Cash</u>	<u>Restricted</u>	<u>Private Offering</u>
<u>7.28.22</u>	<u>New Issuance</u>	<u>1,000,000(1)</u>	<u>Common</u>	<u>\$.02</u>	<u>Yes</u>	<u>Ole Olson</u>	<u>For Cash</u>	<u>Restricted</u>	<u>Private Offering</u>
<u>7.28.22</u>	<u>New Issuance</u>	<u>1,000,000(1)</u>	<u>Common</u>	<u>\$.02</u>	<u>Yes</u>	<u>Teshna Beaulieu</u>	<u>For Cash</u>	<u>Restricted</u>	<u>Private Offering</u>
<u>7.28.22</u>	<u>New Issuance</u>	<u>1,000,000(1)</u>	<u>Common</u>	<u>\$.02</u>	<u>Yes</u>	<u>Michael Gloor</u>	<u>For Cash</u>	<u>Restricted</u>	<u>Private Offering</u>
<u>7.28.22</u>	<u>New Issuance</u>	<u>1,250,000(1)</u>	<u>Common</u>	<u>\$.02</u>	<u>Yes</u>	<u>Darryl Langeness</u>	<u>For Cash</u>	<u>Restricted</u>	<u>Private Offering</u>
<u>7.28.22</u>	<u>New Issuance</u>	<u>2,500,000(1)</u>	<u>Common</u>	<u>\$.02</u>	<u>Yes</u>	<u>Elizabeth Weber Walliser</u>	<u>For Cash</u>	<u>Restricted</u>	<u>Private Offering</u>
<u>7.28.22</u>	<u>New Issuance</u>	<u>1,250,000(1)</u>	<u>Common</u>	<u>\$.02</u>	<u>Yes</u>	<u>Steve & Sandra McCollum</u>	<u>For Cash</u>	<u>Restricted</u>	<u>Private Offering</u>
<u>7.28.22</u>	<u>New Issuance</u>	<u>3,750,000(1)</u>	<u>Common</u>	<u>\$.02</u>	<u>Yes</u>	<u>Elysia Stobbe</u>	<u>For Cash</u>	<u>Restricted</u>	<u>Private Offering</u>
<u>7.28.22</u>	<u>New Issuance</u>	<u>1,500,000(1)</u>	<u>Common</u>	<u>\$.02</u>	<u>Yes</u>	<u>Joshua Purcell</u>	<u>For Cash</u>	<u>Restricted</u>	<u>Private Offering</u>
<u>7.28.22</u>	<u>New Issuance</u>	<u>1,000,000(1)</u>	<u>Common</u>	<u>\$.02</u>	<u>Yes</u>	<u>Maria Reznicek</u>	<u>For Cash</u>	<u>Restricted</u>	<u>Private Offering</u>
<u>7.28.22</u>	<u>New Issuance</u>	<u>1,000,000(1)</u>	<u>Common</u>	<u>\$.02</u>	<u>Yes</u>	<u>Jeffrey Leogrande</u>	<u>For Cash</u>	<u>Restricted</u>	<u>Private Offering</u>
<u>7.28.22</u>	<u>New Issuance</u>	<u>1,000,000(1)</u>	<u>Common</u>	<u>\$.02</u>	<u>Yes</u>	<u>Greg Lee</u>	<u>For Cash</u>	<u>Restricted</u>	<u>Private Offering</u>
<u>7.28.22</u>	<u>New Issuance</u>	<u>2,500,000(1)</u>	<u>Common</u>	<u>\$.02</u>	<u>Yes</u>	<u>Zacharcy Kotlerman</u>	<u>For Cash</u>	<u>Restricted</u>	<u>Private Offering</u>
<u>7.28.22</u>	<u>New Issuance</u>	<u>2,500,000(1)</u>	<u>Common</u>	<u>\$.02</u>	<u>Yes</u>	<u>Susan McKay</u>	<u>For Cash</u>	<u>Restricted</u>	<u>Private Offering</u>
<u>7.28.22</u>	<u>New Issuance</u>	<u>2,500,000(1)</u>	<u>Common</u>	<u>\$.02</u>	<u>Yes</u>	<u>Cathy Bearce</u>	<u>For Cash</u>	<u>Restricted</u>	<u>Private Offering</u>
<u>7.28.22</u>	<u>New Issuance</u>	<u>500,000(1)</u>	<u>Common</u>	<u>\$.02</u>	<u>Yes</u>	<u>Mark Mouw</u>	<u>For Cash</u>	<u>Restricted</u>	<u>Private Offering</u>
<u>7.28.22</u>	<u>New Issuance</u>	<u>750,000(1)</u>	<u>Common</u>	<u>\$.02</u>	<u>Yes</u>	<u>Sheila Mielcarek</u>	<u>For Cash</u>	<u>Restricted</u>	<u>Private Offering</u>
<u>7.28.22</u>	<u>New Issuance</u>	<u>500,000(1)</u>	<u>Common</u>	<u>\$.02</u>	<u>Yes</u>	<u>Yardley Wang</u>	<u>For Cash</u>	<u>Restricted</u>	<u>Private Offering</u>

<u>7.28.22</u>	<u>New Issuance</u>	<u>2,500,000(1)</u>	<u>Common</u>	<u>\$.02</u>	<u>Yes</u>	<u>Vincent Lanteri</u>	<u>For Cash</u>	<u>Restricted</u>	<u>Private Offering</u>
<u>7.28.22</u>	<u>New Issuance</u>	<u>1,000,000(1)</u>	<u>Common</u>	<u>\$.02</u>	<u>Yes</u>	<u>Scott Thomasson</u>	<u>For Cash</u>	<u>Restricted</u>	<u>Private Offering</u>
<u>7.28.22</u>	<u>New Issuance</u>	<u>2,500,000(1)</u>	<u>Common</u>	<u>\$.02</u>	<u>Yes</u>	<u>Brad Britton</u>	<u>For Cash</u>	<u>Restricted</u>	<u>Private Offering</u>
<u>7.28.22</u>	<u>New Issuance</u>	<u>1,250,000(1)</u>	<u>Common</u>	<u>\$.02</u>	<u>Yes</u>	<u>Richard Schreiber</u>	<u>For Cash</u>	<u>Restricted</u>	<u>Private Offering</u>
<u>7.28.22</u>	<u>New Issuance</u>	<u>1,250,000(1)</u>	<u>Common</u>	<u>\$.02</u>	<u>Yes</u>	<u>Joe Donnelly</u>	<u>For Cash</u>	<u>Restricted</u>	<u>Private Offering</u>
<u>7.28.22</u>	<u>New Issuance</u>	<u>2,500,000(1)</u>	<u>Common</u>	<u>\$.02</u>	<u>Yes</u>	<u>Michael Brosnan</u>	<u>For Cash</u>	<u>Restricted</u>	<u>Private Offering</u>
<u>7.28.22</u>	<u>New Issuance</u>	<u>2,500,000(1)</u>	<u>Common</u>	<u>\$.02</u>	<u>Yes</u>	<u>Jeffrey Freedman</u>	<u>For Cash</u>	<u>Restricted</u>	<u>Private Offering</u>
<u>1.27.23</u>	<u>Cancellation</u>	<u>29,250,000</u>	<u>Common</u>	<u>\$.02</u>	<u>Yes</u>	<u>Herkimer Stone LLC</u> Joe Hagan		<u>Restricted</u>	<u>N/A</u>
<u>1.27.23</u>	<u>Cancellation</u>	<u>250,000</u>	<u>Common</u>	<u>\$.02</u>	<u>Yes</u>	<u>Content Carved LLC</u> Nicole Hagan		<u>Restricted</u>	<u>N/A</u>
<u>1.30.23</u>	<u>New Issuance</u>	<u>500,000</u>	<u>Common</u>	<u>\$.02</u>	<u>Yes</u>	<u>Lisa Lieberman Wang</u>	<u>For Cash</u>	<u>Restricted</u>	<u>Private Offering</u>
<u>10.23.23</u>	<u>New Issuance</u>	<u>4,000,000</u>	<u>Common</u>	<u>\$0.001</u>	<u>Yes</u>	<u>Wesley Holland</u>	<u>Services</u>	<u>Restricted</u>	<u>144</u>
<u>10.23.23</u>	<u>New Issuance</u>	<u>4,000,000</u>	<u>Common</u>	<u>\$0.001</u>	<u>Yes</u>	<u>John McKinney</u>	<u>Services</u>	<u>Restricted</u>	<u>144</u>
<u>10.23.23</u>	<u>New Issuance</u>	<u>650,000</u>	<u>Common</u>	<u>\$0.001</u>	<u>Yes</u>	<u>Lindsey Holland</u>	<u>Services</u>	<u>Restricted</u>	<u>144</u>
Shares Outstanding on Date of This Report: Date <u>3.31.24</u> Common: 163,172,386 Preferred: None									

Example: A company with a fiscal year end of December 31st 2023, in addressing this item for its Annual Report, would include any events that resulted in changes to any class of its outstanding shares from the period beginning on January 1, 2022 through December 31, 2023 pursuant to the tabular format above.

*****Control persons for any entities in the table above must be disclosed in the table or in a footnote here.**

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

- (1) This investor also received warrants to purchase a number of shares of common stock equal to the number of shares of common stock purchased by the investor in the private offering. The warrants have a three year term and an exercise price of \$.05 per share.

B. Promissory and Convertible Notes

Indicate by check mark whether there are any outstanding promissory, convertible notes, convertible debentures, or any other debt instruments that may be converted into a class of the issuer's equity securities:

No: ☐ Yes: ☒ (If yes, you must complete the table below)

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. *** You must disclose the control person(s) for any entities listed.	Reason for Issuance (e.g. Loan, Services, etc.)
<u>8.3.23</u>	<u>\$31,975.50</u>	<u>\$30,000</u>	<u>\$1,975.50</u>	On Demand	<u>10% interest and 50,000 shares of common stock per quarter for any part of the quarter the loan is outstanding.</u>	<u>Wesley Holland</u>	<u>Loan</u>
<u>12.31.23</u>	<u>\$20,500</u>	<u>\$20,000</u>	<u>\$500.00</u>	On Demand	<u>10% interest and 40,000 shares of common stock per quarter for any part of the quarter the loan is outstanding.</u>	<u>Wesley Holland</u>	<u>Loan</u>
<u>01.02.24</u>	<u>\$8,200</u>	<u>\$8,000</u>	<u>\$200.00</u>	On Demand	<u>Not convertible.</u>	<u>Wesley Holland</u>	<u>Loan</u>
_____	_____	_____	_____	_____	_____	_____	_____

***Control persons for any entities in the table above must be disclosed in the table or in a footnote here.

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

4) Issuer's Business, Products and Services

The purpose of this section is to provide a clear description of the issuer's current operations. Ensure that these descriptions are updated on the Company's Profile on www.OTCMarkets.com.

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

Silver Scott Mines, Inc. (OTC Pink: SILS) has assets and business development agreements with companies in and around the digital space. The company continues to explore various and diverse investment and business opportunities to maximize shareholder value.

B. List any subsidiaries, parent company, or affiliated companies.

None

C. Describe the issuers' principal products or services.

Silver Scott Mines, Inc. (OTC Pink: SILS) has assets and business development agreements with companies in and around the digital space. The company continues to explore various and diverse investment and business opportunities to maximize shareholder value.

5) Issuer's Facilities

The goal of this section is to provide investors with a clear understanding of all assets, properties or facilities owned, used or leased by the issuer and the extent in which the facilities are utilized.

In responding to this item, please clearly describe the assets, properties or facilities of the issuer. Describe the location of office space, data centers, principal plants, and other property of the issuer and describe the condition of the properties. Specify if the assets, properties, or facilities are owned or leased and the terms of their leases. If the issuer does not have complete ownership or control of the property, describe the limitations on the ownership.

The issuer's President and Chief Executive allows the issuer to conduct administrative activities out of his residence in Hutchinson Island, Florida and to use the address of such residence as the address of the issuer's principal executive office.

6) All Officers, Directors, and Control Persons of the Company

Using the table below, please provide information, as of the period end date of this report, regarding all officers and directors of the company, or any person that performs a similar function, regardless of the number of shares they own.

In addition, list all individuals or entities controlling 5% or more of any class of the issuer's securities. If any insiders 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 (City, State) of an individual representing the corporation or entity. Include Company Insiders who own any outstanding units or shares of any class of any equity security of the issuer.

The goal of this section is to provide investors 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 owners.

Names of All Officers, Directors, and Control Persons	Affiliation with Company (e.g. Officer Title /Director/Owner of 5% or more)	Residential Address (City / State Only)	Number of shares owned	Share type/class	Ownership Percentage of Class Outstanding	Names of control person(s) if a corporate entity
Wesley Holland	Chief Executive Officer, Director	Hutchinson Island, FL	<u>35,795,980</u>	<u>Common Stock</u>	<u>21.94%</u>	_____
John McKinney	Director	Tucson, AZ	<u>8,000,000</u>	<u>Common Stock</u>	<u>4.9%</u>	_____
<u>Stuart Fine</u>	<u>President</u>	Hutchinson Island, FL	<u>(1)</u>	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____

(1) As of the date of this Report, Mr. Fine is entitled to receive 483,871 shares of Common Stock pursuant to the term of his employment agreement with the Company. These shares have not yet been issued.

Confirm that the information in this table matches your public company profile on www.OTCMarkets.com. If any updates are needed to your public company profile, log in to www.OTCIQ.com to update your company profile.

7) Legal/Disciplinary History

A. Identify and provide a brief explanation as to whether any of the persons or entities listed above in Section 6 have, in the past 10 years:

1. Been the subject of an indictment or conviction in a criminal proceeding or plea agreement or named as a defendant in a pending criminal proceeding (excluding minor traffic violations);

None

2. Been the subject of 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, financial- or investment-related, insurance or banking activities;

None

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

None

4. Named as a defendant or a respondent in a regulatory complaint or proceeding that could result in a "yes" answer to part 3 above; or

None

5. Been the subject 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

6. Been the subject of a U.S Postal Service false representation order, or a temporary restraining order, or preliminary injunction with respect to conduct alleged to have violated the false representation statute that applies to U.S mail.

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 to 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

8) Third Party Service Providers

Provide the name, address, telephone number and email address of each of the following outside providers. You may add additional space as needed.

Confirm that the information in this table matches your public company profile on www.OTCMarkets.com. If any updates are needed to your public company profile, update your company profile.

Securities Counsel (must include Counsel preparing Attorney Letters).

Name: Philip D. Forlenza
Firm: Giordano, Halleran & Ciesla, P.C.
Address 1: 125 Half Mile Road, Suite 300
Address 2: Red Bank, New Jersey
Phone: (732) 741-3900
Email: pforlenza@ghclaw.com

Accountant or Auditor

Name: Wendy Ramirez
Firm: HRB Tax Group Inc.
Address 1: 2065 Black Rock Turnpike
Address 2: Fairfield, CT 06825
Phone: (203) 333-7995
Email: wendy.ramirez2@tax.hrblock.com

Investor Relations

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

All other means of Investor Communication:

X (Twitter): _____
Discord: _____
LinkedIn: _____
Facebook: _____
[Other] _____

Other Service Providers

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

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

9) Disclosure & Financial Information

A. This Disclosure Statement was prepared by (name of individual):

Name: Caren Currier
Title: Consultant
Relationship to Issuer: Consultant

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

- ☐ IFRS
☒ U.S. GAAP

C. The following financial statements were prepared by (name of individual):

Name: Caren Currier
Title: Consultant
Relationship to Issuer: Consultant

Describe the qualifications of the person or persons who prepared the financial statements:⁵ **25+ years of experience in accounting and financial statement preparation.**

Provide the following qualifying financial statements:

- Audit letter, if audited;
- Balance Sheet;
- Statement of Income;
- Statement of Cash Flows;
- Statement of Retained Earnings (Statement of Changes in Stockholders' Equity)
- Financial Notes

Financial Statement Requirements:

- Financial statements must be published together with this disclosure statement as one document.
- Financial statements must be "machine readable". Do not publish images/scans of financial statements.
- Financial statements must be presented with comparative financials against the prior FYE or period, as applicable.
- Financial statements must be prepared in accordance with U.S. GAAP or International Financial Reporting Standards (IFRS) but are not required to be audited.

⁵ The financial statements requested pursuant to this item must be prepared in accordance with US GAAP or IFRS and by persons with sufficient financial skills.

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) in each Quarterly Report or Annual Report.

The certifications shall follow the format below:

I, Stuart Fine certify that:

1. I have reviewed this Disclosure Statement for Silver Scott Mines, 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.

May 9, 2024 [Date]

/s/ Stuart Fine [CEO's Signature]

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

Principal Financial Officer:

I, Stuart Fine certify that:

1. I have reviewed this Disclosure Statement for Silver Scott Mines, 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.

May 9, 2024 [Date]

/s/ Stuart Fine [CFO's Signature]

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

Silver Scott Mines, Inc.
Balance Sheet Prev Year Comparison
As of March 31, 2024

	Mar 31, 24	Mar 31, 23
ASSETS		
Current Assets		
Checking/Savings		
Wells Fargo	12,956.47	11,197.42
Total Checking/Savings	12,956.47	11,197.42
Total Current Assets	12,956.47	11,197.42
Other Assets		
Intangible Assets	435,000.00	431,000.00
NDAU Investment	15,000.00	0.00
Total Other Assets	450,000.00	431,000.00
TOTAL ASSETS	462,956.47	442,197.42
LIABILITIES & EQUITY		
Liabilities		
Current Liabilities		
Other Current Liabilities		
Accrued Expenses	21,705.00	21,705.00
Note Payable - Holland	60,675.50	0.00
Stripe Loan	1,354.73	0.00
Total Other Current Liabilities	83,735.23	21,705.00
Total Current Liabilities	83,735.23	21,705.00
Total Liabilities	83,735.23	21,705.00
Equity		
Additional Paid in Capital	11,280,162.19	11,280,162.19
Common Stock	163,172.00	154,522.00
Retained Earnings	-11,064,112.95	-11,014,191.77
Total Equity	379,221.24	420,492.42
TOTAL LIABILITIES & EQUITY	462,956.47	442,197.42

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Accrual Basis

Silver Scott Mines, Inc.
Profit & Loss Prev Year Comparison
January through March 2024

	Jan - Mar 24	Jan - Mar 23
Ordinary Income/Expense		
Income	0.00	9,366.73
Cost of Goods Sold	0.00	4,807.00
Gross Profit	0.00	4,559.73
Expense		
Advertising and Promotion	0.00	11,305.00
Automobile Expense	0.00	0.00
Bank Service Charges	75.00	0.00
Computer and Internet Expenses	0.00	0.00
Depreciation Expense	0.00	0.00
Dues and Subscriptions	0.00	0.00
Insurance Expense	0.00	0.00
Interest Expense	2,198.79	3.00
License Fees	0.00	0.00
Meals and Entertainment	0.00	0.00
Office Expenses	0.00	21,917.00
OTC Fees	0.00	0.00
Payroll Expenses	0.00	0.00
Postage and Delivery	0.00	0.00
Professional Fees	250.00	0.00
Rent Expense	0.00	0.00
Repairs and Maintenance	0.00	0.00
Telephone Expense	0.00	0.00
Transfer Agent Fee	1,035.86	0.00
Travel Expense	493.00	0.00
Utilities	0.00	0.00
Total Expense	4,052.65	33,225.00
Net Ordinary Income	-4,052.65	-28,665.27
Other Income/Expense	0.20	29,000.00
Net Income	-4,052.45	334.73

Silver Scott Mines, Inc.
Statement of Cash Flows
January through March 2024

	<u>Jan - Mar 24</u>
OPERATING ACTIVITIES	
Net Income	-4,052.45
Adjustments to reconcile Net Income to net cash provided by operations:	
Note Payable - Holland	8,000.00
Note Payable - Holland:Accrued Interest	<u>2,198.79</u>
Net cash provided by Operating Activities	6,146.34
INVESTING ACTIVITIES	
Intangible Assets	<u>-4,000.00</u>
Net cash provided by Investing Activities	<u>-4,000.00</u>
Net cash increase for period	2,146.34
Cash at beginning of period	<u>10,810.13</u>
Cash at end of period	<u><u>12,956.47</u></u>

SILVER SCOTT MINES, INC.
CONSOLIDATED STATEMENT OF STOCKHOLDERS' (DEFICIT)

	Common Stock		Additional Paid-in Capital	Accumulated Deficit	Total
	Shares	Amount			
Net loss for period ending December 31, 2022			(112,606)	(189,445)	(302,051)
Balance, December 31, 2022	183,522,383	183,522	11,262,931	(11,014,527)	431,926
Shares Issued/(Cancelled)	(29,000,000)	(29,000)			(29,000)
Net loss for period ending March 31, 2023			17,231	335	17,566
Balance, March 31, 2023	154,522,383	154,522	11,280,162	(11,014,192)	420,492
Net loss for period ending June 30, 2023				(6,717)	(6,717)
Balance, June 30, 2023	154,522,383	154,522	11,280,162	(11,020,909)	413,775
Net loss for period ending September 30, 2023				(15,661)	(15,661)
Balance, September 30, 2023	154,522,383	154,522	11,280,162	(11,036,570)	398,114
Shares Issued/(Cancelled)	8,650,000	8,650			8,650
Net loss for period ending December 31, 2023				(23,490)	(23,490)
Balance, December 31, 2023	163,172,383	163,172	11,280,162	(11,060,060)	383,274
Shares Issued/(Cancelled)					-
Net loss for period ending March 31, 2024				(4,052)	(4,052)
Balance, March 31, 2024	163,172,383	163,172	11,280,162	(11,064,112)	379,222

The accompanying notes are an integral part of these consolidated financial statements.

SILVER SCOTT MINES, INC
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
March 31, 2024

NOTE 1 - ORGANIZATION AND DESCRIPTION OF BUSINESS

Silver Scott Mines, Inc. ("the Company") was incorporated in May 1966 under the laws of the State of Idaho. On December 22, 2004 the Company merged with its wholly-owned subsidiary, Silver Scott Mines, Inc., a Nevada corporation, for the sole purpose of effecting a change in domicile from the State of Idaho to the State of Nevada. Silver Scott Mines, Inc. (Nevada) was the continuing and surviving corporation; each outstanding share of Silver Scott Mines, Inc. (Idaho) was converted into one outstanding share of Silver Scott Mines, Inc. (Nevada). The company entered into an exploration stage on June 23, 2010.

The Company, along with its wholly owned subsidiary, Minera Mystery S.A. de C.V. (constituted on September 10, 2007 as a Mexican company) ("Minera Mystery"), were primarily engaged in the acquisition, exploration and development of mineral properties.

HMD Holdings LLC ("HMD Holdings"), a Nevada limited liability company and former wholly owned subsidiary of the Company was merged into the Company on September 23, 2011, and Minera Mystery thereby became a wholly owned subsidiary of the Company. Hibernia Ventures VI, Inc. ("Hibernia Ventures"), an Idaho Corporation and former wholly owned subsidiary of the Company, was merged into the Company on September 23, 2011.

In 2014 the Board of Directors of the Company felt Silver Scott Mines Inc. did not have the economic means of carrying out the exploration/development of the properties in accordance with the requirements of Mexico law.

The Company was essentially dormant from 2014 until October 2021. A director of the Company provided capital with which to settle debts during this period. In October 2021, the Company formed Cognitive Crypto, LLC, a Delaware limited liability company ("Cognitive Crypto") which is a wholly owned subsidiary of the issuer. Following the formation of Cognitive Crypto, the Company raised \$1,200,000 in a private placement and through Cognitive Crypto launched a crypto currency education and research business. Cognitive Crypto ceased operations in October 2022.

The Company's year-end is December 31.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

This summary of significant accounting policies of Silver Scott Mines, Inc. is presented to assist in understanding the Company's financial statements. The financial statements and notes are representations of the Company's management,

which is responsible for their integrity and objectivity. The principal accounting policies adopted in the preparation of the consolidated financial statements are set out below. These policies have been consistently applied to all the periods presented, unless otherwise stated.

Basis of preparation

The unaudited consolidated financial statements incorporate the accounts of Silver Scott Mines, Inc. The accounts have been prepared in accordance with U.S. generally accepted accounting principles ("U.S. GAAP").

Use of estimates

In preparing these financial statements, management makes estimates and assumptions that affect the reported amounts of assets and liabilities in the balance sheets and revenues and expenses during the year reported. Actual results may differ from these estimates. The Company bases its estimates and assumptions on current facts, historical experience and various other factors that it believes to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities and the accrual of costs and expenses that are not readily apparent from other sources. The actual results experienced by the Company may differ materially and adversely from the Company's estimates. To the extent there are material differences between the estimates and the actual results, future results of operations will be affected.

Earnings per share

Basic net income/loss per share was computed by dividing the net income (loss) for the reporting period by the weighted average number of common shares outstanding during the reporting period. The weighted average number of shares was calculated by taking the number of shares outstanding and weighting them by the amount of time they were outstanding.

Warrants to purchase common stock totaling 60,000,000 and 0 shares were outstanding at March 31, 2024 and December 31, 2023, respectively, but were excluded from the calculation of diluted earnings per share as their effect would have been antidilutive.

Cash equivalents

Cash equivalents are comprised of certain highly liquid investments with maturities of three months or less when purchased. The Company maintains its cash in bank deposit accounts, which at times, may exceed federally insured limits. As of March 31, 2024, and December 31, 2023, the Company had no deposits in excess of federally-insured limits.

Fair value measurements

For certain financial instruments, including accounts receivable, accounts payable, accrued expenses, interest payable, advances payable and notes payable, the carrying amounts approximate fair value due to their relatively short maturities.

The Company has adopted FASB ASC 820-10, "*Fair Value Measurements and Disclosures*." FASB ASC 820-10 defines fair value, and establishes a three-level valuation hierarchy for disclosures of fair value measurement that enhances disclosure requirements for fair value measures. The carrying amounts reported in the consolidated balance sheets for receivables and current liabilities each qualify as financial instruments and are a reasonable estimate of their fair values because of the short period of time between the origination of such instruments and their expected realization and their current market rate of interest. The three levels of valuation hierarchy are defined as follows:

- Level 1 inputs to the valuation methodology are quoted prices for identical assets or liabilities in active markets.
- Level 2 inputs to the valuation methodology include quoted prices for similar assets and liabilities in active markets, and inputs that are observable for the asset or liability, either directly or indirectly, for substantially the full term of the financial instrument.
- Level 3 inputs to the valuation methodology are unobservable and significant to the fair value measurement.

The Company did not identify any other non-recurring assets and liabilities that are required to be presented in the balance sheets at fair value in accordance with FASB ASC 815.

In February 2007, the FASB issued FAS No. 159, "*The Fair Value Option for Financial Assets and Financial Liabilities*," now known as ASC Topic 825-10 "*Financial Instruments*." ASC Topic 825-10 permits entities to choose to measure many financial assets and financial liabilities at fair value. Unrealized gains and losses on items for which the fair value option has been elected are reported in earnings. FASB ASC 825-10 is effective as of the beginning of an entity's first fiscal year that begins after November 15, 2007. The Company has adopted FASB ASC 825-10. The Company chose not to elect the option to measure the fair value of eligible financial assets and liabilities.

Income taxes

Deferred income taxes are provided using the liability method (in accordance with ASC 740) whereby deferred tax assets are recognized for deductible temporary differences and operating loss and tax credit carry forwards, and deferred tax liabilities are recognized for taxable temporary differences. Temporary differences are the differences between the reported amounts of assets and liabilities and their tax bases. Deferred tax assets are reduced by a valuation allowance when, in the opinion of management, it is more likely than not that some portion or all-of the deferred tax assets will not be realized. Deferred tax assets and liabilities are adjusted for the effects of the changes in tax laws and rates of the date of enactment.

When tax returns are filed, it is highly certain that some positions taken would be sustained upon examination by the taxing authorities, while others are subject to uncertainty about the merits of the position taken or the amount of the position that would be ultimately sustained. The benefit of a tax position is recognized in the financial statements in the period during which, based on all available evidence, management believes it is more likely than not that the position will be sustained upon examination, including the resolution of appeals or litigation processes, if any. Tax positions taken are not offset or aggregated with other positions. Tax positions that meet the more-likely-than-not recognition threshold are measured as the largest amount of tax benefit that is more than 50 percent likely of being realized upon settlement with the applicable taxing authority. The portion of the benefits associated with tax positions taken that exceeds the amount measured as described above is reflected as a liability for unrecognized tax benefits in the accompanying balance sheets along with any associated interest and penalties that would be payable to the taxing authorities upon examination. Applicable interest and penalties associated with unrecognized tax benefits are classified as additional income taxes in the statements of operations. The Company is not aware of uncertain tax positions.

Stock based compensation

The Company periodically issues common shares or options to purchase shares of the Company's common shares to its officers, directors or other parties. These issuances are valued at market, in the case of common shares issues, or at fair value in the case of options. The Company uses a Black Scholes valuation model for determining fair value of options, and compensation expense is recognized ratably over the vesting periods on a straight-line basis. Compensation expense for grants that vest upon issue is recognized in the period of the grant.

Financial instruments

The Company's financial instruments consist of cash and cash equivalents. The carrying values of these instruments approximate their fair value at March 31, 2024 and 2023.

Mineral exploration and development costs

All exploration expenditures are expensed as incurred. Significant property acquisition payments for active exploration properties are capitalized. If no minable ore body is discovered, previously capitalized costs are expensed in the period the property is abandoned. Expenditures to develop new mines, to define further mineralization in existing ore bodies, and to expand the capacity of operating mines, are capitalized and amortized on a unit of production basis over proven and probable reserves.

Should a property be abandoned, its capitalized costs are charged to operations. The Company charges to operations the allocable portion of capitalized costs attributable to properties sold. Capitalized costs are allocated to properties sold based on the proportion of claims sold to the claims remaining within the project area.

NOTE 3 – COMMON STOCK

Preferred Stock

The Company is authorized to issue 10,000,000 shares of preferred stock with a par value of \$0.001. To date, the Company has not issued any shares of preferred stock.

Common Stock

The Company is authorized to issue 300,000,000 shares of common stock with a par value of \$0.001. All shares have equal voting rights, are non-assessable and have one vote per share. Voting rights are not cumulative and, therefore, the holders of more than 50% of the common stock could, if they choose to do so, elect all of the directors of the Company.

During the year ended December 31, 2013, the Company issued the following shares of common stock:

- 440,000 shares of its common stock for services valued at \$105,600
- 1,333,333 shares of its common stock for a note payable to a director in the amount of \$285,020.
- 1,600,000 of its common stock for directors' fees valued at \$368,000.

During the year ended December 31, 2014, the Company issued the following shares of common stock:

- 525,000 shares of its common stock for services valued at \$114,500.
- 5,000,000 of its common stock for directors' fees valued at \$1,100,000.

During the year ended December 31, 2015, the Company did not issue any shares of common stock.

During the year ended December 31, 2016, the Company issued the following shares of common stock;

- 1,200,000 shares of its common stock for services valued at \$40,800.
- 1,300,000 shares of its common stock for a lease option valued at \$44,200.

Additionally, the Company approved for issuance 20,000,000 shares of stock to a director for reimbursement of debt settlements. These shares were recorded as "stock to be issued"

During the years ended December 31, 2019, 2018, and 2017, the Company did not issue any shares of common stock.

During the year ended December 31, 2021, the Company issued 20,000,000 shares that had previously been recorded as "shares to be issued".

During the twelve months ended December 31, 2022, the Company issued 60,000,000 shares of common stock for \$.02 per share in a private offering resulting in aggregate gross proceeds of \$1,200,000.

During the twelve months ended December 31, 2023 the Company issued 500,000 shares for \$.02 per share in a private transaction and issued 8,650,000 shares of common stock for par value for services performed.

NOTE 4 – WARRANTS

During the period ended December 31, 2011, 300,000 warrants to purchase shares of common stock were issued for services. The fair value of the warrants was estimated on the date of grant at \$0.25 per warrant for a total of \$75,000 using the Black-Scholes model to value the warrants based on their terms and conditions. The following assumptions were used to estimate fair value: market price of common stock \$0.28, exercise price of \$0.25, risk-free interest rate of approximately 2.92%; volatility of 299.9%; and a life of 10 years. Warrants were exercised at \$.05 per share.

During the twelve months ended December 31, 2022, the Company issued warrants to purchase a total of 60,000,000 shares of common stock with an exercise price of \$0.05 per share to investors who purchased shares of common stock in the Company's private offering. These warrants have a three year term and as of December 31, 2023 and March 31, 2024, each of these warrants was outstanding.

NOTE 5 - STOCK PLAN

The Company's board of directors approved the adoption of the 2010 Stock Option/Stock Issuance Plan (the "Plan") on December 31, 2010, pursuant to which the Company may grant incentive and non-qualified stock options or shares of common stock to employees and consultants, including directors and officers, from time to time. The Plan authorizes the issuance of 5,000,000 shares of the Company's common stock for grants of shares or the exercise of stock options granted under the Plan. The Plan may also be terminated in the event of certain corporate transactions such as a merger or consolidation or the sale, transfer or other disposition of all or substantially all of the Company's assets.

The exercise price of each option is established by the Board. Additionally, the Board will fix the terms of each option, but no option will be granted for a term in excess of ten years. Stock issued under the Plan may be granted for cash or other consideration determined by the Board. Options and stock granted under the Plan may vest immediately or upon terms established by the Board.

As of December 31, 2023 and March 31, 2024, 1,800,000 shares valued at \$440,001 have been issued under the plan.

NOTE 6 – RELATED PARTY TRANSACTIONS

There is \$58,000 due to Wes Holland, an officer and director, pursuant to loans made in August and December 2023 and January 2024.

NOTE 7 – INCOME TAXES

Income taxes are provided based upon the liability method of accounting pursuant to ASC 740-10-25 *Income Taxes – Recognition*. Under this approach, deferred income taxes are recorded to reflect the tax consequences in future years of differences between the tax basis of assets and liabilities and their financial reporting amounts at each year-end. A valuation allowance is recorded against deferred tax assets if management does not believe the Company has met the “more likely than not” standard required by ASC 740-10-25-5.

Deferred income tax amounts reflect the net tax effects of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for income tax reporting purposes.

NOTE 08– SUBSEQUENT EVENTS

For the period ended March 31, 2024, there were no recognizable or non-recognizable subsequent events. Subsequent events have been evaluated through the date the financial statements were issued.

In February 2024, Stuart Fine was appointed President of the Company and will be issued shares of common stock in accordance with the terms of his employment agreement.