

RIMROCK GOLD CORP
88 BLUE JAYS WAY #1709
TORONTO, ONTARIO, M5V0L7

1-800-854-7970
www.rimrockgold.com
www.acquacbdcoffee.com
jordan@rimrockgold.com

Quarterly Report

For the period ending May 31, 2024. (the “Reporting Period”)

Outstanding Shares

The number of shares outstanding of our Common Stock was:

2,884,035,141 as of May 31, 2024.

2,884,035,141 as of August 31, 2023.

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.

Our current name is Rimrock Gold Corp. since January 24, 2013.

We were incorporated in Nevada on August 31, 2007 as Pay By The Day Holdings Inc.

We changed our name March 22, 2010 to Oteegee Innovations Inc.

We changed our name May 3, 2011 to Tucana Lithium Corp.

We changed our name January 24, 2013 to Rimrock Gold Corp.

Current State and Date of Incorporation or Registration: Nevada – August 31, 2007.

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

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

NA

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

We and our predecessors have not had any trading suspension orders issued by the SEC since inception.

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

We have not had any stock splits, stock dividends, recapitalizations, mergers acquisitions, spin-offs or reorganizations in the last 12 months, however the Company continues to seek acquisitions to enhance shareholder value.

Address of the issuer's principal executive office:

88 Blue Jays Way #1709, Toronto, Ontario, M5V0L7

Address of the issuer's principal place of business:

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

12 Cadetta Rd #1, Brampton, Ontario, L6P0X4

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: Colonial Stock Transfer
Phone: 801-355-5740
Email: dancarter@colonialstock.com
Address: Suite 100
66 Exchange Place
Salt Lake City, UT 84111

The Transfer Agent is registered under the Exchange Act.

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:	RMRK
Exact title and class of securities outstanding:	Common Shares
CUSIP:	76676T109
Par or stated value:	\$0.001
Total shares authorized:	2,900,000,000 as of date: May 31, 2024.
Total shares outstanding:	2,884,035,141 as of date: May 31, 2024.
Total number of shareholders of record:	61 as of date: May 31, 2024.

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

NA

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:	Series A Preferred Stock	
Par or stated value:	\$0.001	
Total shares authorized:	1,000,000	as of date: May 31, 2024.
Total shares outstanding (if applicable):	500,000	as of date: May 31, 2024.
Total number of shareholders of record (if applicable):	1	as of date: May 31, 2024.

Exact title and class of the security:	Series B Preferred Stock	
Par or stated value:	\$0.001	
Total shares authorized:	1,000,000	as of date: May 31, 2024.
Total shares outstanding (if applicable):	535	as of date: May 31, 2024.
Total number of shareholders of record (if applicable):	5	as of date: May 31, 2024.

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.

Since inception we have not paid any dividends on our common stock.
Each common share grants the holder 1 vote.

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

Each Series A Preferred Stock are entitled to 10,000 votes for every one vote a share of common stock is entitled to.

Each Series B Preferred Stock allows the holder from time to time and at any time, convert any or all of such shares of Series B Preferred Stock into fully paid and non-assessable shares of the common stock of the Company in an amount equal to one-tenth of one percent (0.1%) of the then issued and outstanding shares of the Company common stock per share of Series B Preferred Stock.

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

SEE ABOVE

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.

NONE

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: September 1, 2017 <u>Opening Balance</u> Common: 1,990,701,808 Preferred: 500,500			*Right-click the rows below and select "Insert" to add rows as needed.						
Date of Transaction	Transaction type (e.g., new issuance, cancellation, shares returned to treasury)	Number of Shares Issued (or cancelled)	Class of Securities	Value of shares issued (\$/per share) at Issuance	Were the shares issued at a discount to market price at the time of issuance? (Yes/No)	Individual/ Entity Shares were issued to. *You must disclose the control person(s) for any entities listed.	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.
Oct 29, 2018	New Issuance	200,000,000	Common	.0004	No	Dr. Hugo Romeu	As per Employment Agreement	Restricted	NA
Dec 2, 2018	New Issuance	40,000,000	Common	.0005	No	Hemp Tradition, LLC (Jiva Goswami Das)	Acquisition of assets	Restricted	NA
Jan 15, 2019	New Issuance	40,000,000	Common	.0005	No	Carlos Berenguer	Consulting /Services Rendered	Restricted	NA
Jan 15, 2019	New Issuance	5,000,000	Common	.0005	No	Jorge Mauricio Oviedo	Consulting /Services Rendered	Restricted	NA
Sept 9, 2018	New Issuance	133,333,333	Common	.00015	Yes	Noba Capital LLC (Yarian Garcia)	Debt Conversion (1)	Unrestricted	Exemption
Sept 9, 2018	New Issuance	133,333,333	Common	.00015	Yes	Yoan Perez	Debt Conversion (1)	Unrestricted	Exemption
Sept 9, 2018	New Issuance	133,333,333	Common	.00015	Yes	Renier Garcia	Debt Conversion (1)	Unrestricted	Exemption
Sept 9, 2018	New Issuance	133,333,333	Common	.00015	Yes	Yairel Garcia	Debt Conversion (1)	Unrestricted	Exemption
July 15, 2021	New Issuance	50,000,000	Common	.0002	No	Lauren Bentley	Consulting /Services Rendered (3)	Unrestricted	Exemption
July 15, 2021	New Issuance	25,000,000	Common	.0001	No	Faiyaz Bux	Consulting /Services Rendered (2)	Unrestricted	Exemption
March 1, 2024	New Issuance	35	Pref B	.001	No	Daniel S. Scaman	Director Appointment	NA	NA
Shares Outstanding on Date of This Report: <u>Ending Balance:</u> Date: <u>May 31, 2024.</u> Common: 2,884,035,141 Preferred: 500,535									

- (1) 375,000,000 shares under the \$80,000 debt conversion dated April 14, 2014 were issued by the Company on August 8, 2019. Please see Note 7 Common Stock To Be Issued in the November 30, 2023 Quarterly Report. The remaining balance of 158,333,333 shares were issued on September 7, 2022.
- (2) 25,000,000 shares issued on July 15, 2021 pursuant to a consulting agreement dated February 17, 2020.
- (3) 50,000,000 shares issued on July 15, 2021 pursuant to a consulting agreement / services rendered dated December 1, 2020.

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.)
_____	_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____	_____

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")

Rimrock Gold Corp. entered the CBD/Hemp market with a focus on developing and marketing a unique line of CBD oils and hemp extracts, and identifying strategic acquisitions. On September 13, 2018 the Company launched its wholly-owned subsidiary, Acqua Cannabis Corp. a Wyoming company, to enter into the growing cannabis, cannabinoid, and hemp market. The Company plans to make acquisitions in the Cannabis and CBD sector, and to explore new business opportunities within this growing sector. On November 7, 2019 the Company announced the launch of Acqua CBD Coffee infused with resveratrol. The Company has partnered with Vera Roasting, and is selling the product on the Company's new site acquacbdcoffee.com. In addition, the Company has relaunched acquacannabis.com featuring Delta 8 THC oils and edibles, plus CBD oils and edibles. On April 28, 2021 Rimrock Gold entered into the Nicotinamide Mononucleotide (NMN) market with the introduction of new brand Astound NMN. The Company's newest brand launch and product release is driven by our long-term initiative to provide consumers with the greatest selection of wellness-centered products. The Company signed an Asset Purchase Agreement with Branded Legacy on July 12, 2022 to sell

100% of the assets in Astound NMN for 33,334 Non-Dilutive Preferred Series D shares of Branded Legacy. In addition, on December 27, 2022, the Company announced the signing of a Definitive Agreement to acquire 100% interest in BluNutric Group Ltd ("BluNutric"), a Wyoming corporation. BluNutric is an eco-friendly and ground-breaking company servicing the algae farming and nutraceutical industry. The Company is currently working on completing the transaction and expects the transaction to close on or before March 31, 2023. On March 28, 2023, the Company entered into an Extension Agreement #1 with BluNutric to extend the acquisition completion date to May 31, 2023. On May 30, 2023, the Company entered into an Extension Agreement #2 to extend the acquisition completion date to June 30, 2023. On March 5, 2024, the Company announced the termination of the Definitive Agreement to acquire BluNutric due to delays in BluNutric securing the necessary financing to close the transaction. The Company continues to operate Acqua Cannabis, and continues to seek acquisitions to enhance shareholder value.

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

Acqua Cannabis Corp

C. Describe the issuers' principal products or services.

CBD oils, creams, hemp products, and CBD coffee infused with resveratrol.

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.

88 Blue Jays Way #1709, Toronto, Ontario, M5V0L7 – The director of the Company leases the 750 sq ft unit for the office of Rimrock Gold. The term is for one year ending on October 15, 2023, and the monthly lease is \$3400 per month.

12 Cadetta Rd #1, Brampton, Ontario, L6P 0X4 – The director of the Company is associated with a company that owns the office building. The director does not have an interest in the office building and the office space is utilized at no cost to Rimrock Gold. This office space is utilized for warehousing purposes when needed.

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 more than 5%)	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
Jordan Starkman	Director and President	Toronto, Ontario	None	Common	None	_____
Dr. Hugo Romeu	+5% Holder	Miami, FL 33131	200,000,000	Common	6.9%	_____
Seven Stars Capital Fund	+5% Holder	Georgetown, Cayman Islands	500,000	Preferred A	100%	Sam Bratchie
Seven Stars Capital Fund	+5% Holder	Georgetown, Cayman Islands	130	Preferred B	24%	Sam Bratchie
Uptick Capital LLC	+5% Holder	Stamford, CT	350	Preferred B	65%	Ari Blaine
Daniel S. Scaman (1)	Director	Phoenix, AZ	35	Preferred B	6.5%	

(1) 35 Preferred B shares were agreed to be issued on March 1, 2024. These shares were issued May 2, 2024.

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);

Dr. Hugo Romeu is currently a defendant in the United States District Court Southern District of Georgia Brunswick Division for distributing fake Viagra pills. Case 2:19-cr-00019-LGW-BWC. Dr. Romeu was indicted on April 3, 2019.

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.

We are not involved in any material pending legal proceedings, other than ordinary routine litigation incidental to the business, to which we or our subsidiary is a party or of which any of our property is the subject.

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).

Jackson Morris
Jackson L. Morris, Esq., Attorney at Law
Office Address - 3116 W. North A Street, Tampa, FL
Mailing Address – 126 21st Avenue SE, St. Petersburg, FL 33705
813-892-5969
jackson.morris@rule144solution.com

Accountant or Auditor

The CEO of the Company has prepared the Company’s unaudited financial statements.

Investor Relations

Name: _____
Firm: _____
Address 1: _____

Address 2: _____
Phone: _____
Email: _____

All other means of Investor Communication:

X (Twitter): @rimrockgold
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: **Jordan Starkman**
Title: _____
Relationship to Issuer: **CEO**

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: **Jordan Starkman**
Title: _____
Relationship to Issuer: **CEO**

Describe the qualifications of the person or persons who prepared the financial statements:

The Company's CEO has participated in the gathering of the information required to prepare the Company's financial statements, and is responsible for the accuracy and completeness of the information. The financial statements were prepared in accordance with US Generally Accepted Accounting Principles (GAAP) by Jordan Starkman, who has over 15

years of experience operating and running companies using QuickBooks, in addition to many financial accounting preparation and analysis courses taken over the years.

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.

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, Jordan Starkman certify that:

1. I have reviewed this Disclosure Statement for Rimrock Gold Corp.;
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 17, 2024.

/S/JORDAN STARKMAN

Jordan Starkman, Chief Executive Officer

Principal Financial Officer:

I, Jordan Starkman certify that:

1. I have reviewed this Disclosure Statement for Rimrock Gold Corp.;
1. 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
2. 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 17, 2024.

/S/JORDAN STARKMAN

Jordan Starkman, Chief Executive Officer

Condensed Consolidated Unaudited Financial Statements

Rimrock Gold Corp.

For the quarterly period ended May 31, 2024
(Expressed in USD)

Rimrock Gold Corp.

Condensed Consolidated Unaudited Financial Statements

For the quarterly period ended May 31, 2024

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Rimrock Gold Corp.

CONDENSED CONSOLIDATED BALANCE SHEETS (UNAUDITED)

(Expressed in US dollars)

	May 31, 2024	August 31, 2023
ASSETS		
Non-current assets		
Inventory	2,406	2,406
Investments [Note 10]	10,000	10,000
Equipment, net [Note 5]	804	1,020
Total assets	13,210	13,426
LIABILITIES AND STOCKHOLDERS' DEFICIENCY		
Current liabilities		
Accounts payable	166,727	165,092
Accrued liabilities	15,547	15,367
Advances from a related party [Note 6]	109,496	92,031
Common stock to be issued [Note 7]	118,740	118,740
Total current liabilities	410,510	391,230
Stockholders' deficiency		
Preferred stock, \$0.001 par value, 1,000,000 shares authorized, 500,535 preferred shares outstanding at May 31, 2024 and 500,500 at August 31 2023, [Note 7]	501	501
Common stock, \$0.001 par value, 2,900,000,000 shares authorized, 2,884,035,141 common shares outstanding as at May 31, 2024 and 2,884,035,141 at August 31, 2023) [Note 7]	2,884,035	2,884,035
Additional paid-in capital	2,421,951	2,421,951
Accumulated deficit	(5,703,787)	(5,684,291)
Total stockholders' deficiency	(397,300)	(377,804)
Total liabilities and stockholders' deficiency	13,210	13,426

See accompanying notes

Going concern [Note 3]

Contingencies and commitments [Note 8]

Related party transactions and balances [Note 9]

Subsequent Events [Note 11]

Rimrock Gold Corp.

CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE (LOSS) INCOME (UNAUDITED)

(Expressed in US dollars)

	For the three months ended May 31, 2024 \$	For the three months ended May 31, 2023 \$	For the nine months ended May 31, 2024 \$	For the nine months ended May 31, 2023 \$
Sales	—	—	—	—
Cost of goods sold	—	—	—	—
Gross Profit	—	—	—	—
EXPENSES				
Professional fees	7,575	11,360	14,100	17,830
Interest expense	60	59	180	177
Office and general	1,500	1,500	5,000	4,720
Depreciation [Note 5]	70	73	216	230
Total operating (income) expenses	9,205	12,992	19,496	22,957
Net profit (loss) from operations	(9,205)	(12,992)	(19,496)	(22,957)
Exchange Gain (Loss)	—	—	—	—
Net income (loss) from operations before income taxes	(9,205)	(12,992)	(19,496)	(22,957)
Income taxes	—	—	—	—
Net income (loss) for the period	(9,205)	(12,992)	(19,496)	(22,957)
Earnings (loss) per share, basic and diluted	(0.0000)	(0.0000)	(0.0000)	(0.0000)
Weighted average number of common shares outstanding	2,884,035,141	2,884,035,141	2,884,035,141	2,884,035,141

See accompanying notes

Rimrock Gold Corp.

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS (UNAUDITED)

(Expressed in US dollars)

	For the nine months ended May 31, 2024 (unaudited)	For the nine months ended May 31, 2023 (unaudited)
	\$	\$
OPERATING ACTIVITIES		
Net Gain/(loss) for the year	(19,496)	(22,957)
Items not affecting cash		
Depreciation	180	230
Issuance of stock and convertible notes for services	—	—
Increase in inventory	—	—
Interest expense	216	177
Stock based compensation	—	—
Write-off of loan payable	—	—
Change in accounts payable	1,635	6,290
Net cash used in operating activities	(17,465)	(16,260)
INVESTING ACTIVITIES		
Acquisition of equipment	—	—
Net cash used in investing activities	—	—
FINANCING ACTIVITIES		
Advances from a related party	17,465	16,260
Additional paid-in capital	—	—
Net cash provided by/(used in) financing activities	17,465	16,260
Net decrease in cash during the year	—	—
Cash, beginning of year	—	—
Cash, end of year	—	—

See accompanying notes

Rimrock Gold Corp.

CONSOLIDATED STATEMENTS OF STOCKHOLDERS' DEFICIENCY (UNAUDITED)

(Expressed in US dollars)

	Preferred stock		Common stock		Additional paid-in capital	Accumulated other comprehensive loss	Accumulated deficit	Total shareholder's equity (deficiency)
	Shares	Amount	Shares	Amount				
		\$		\$	\$	\$	\$	\$
August 31, 2023	500,500	501	2,844,035,141	2,884,035	2,421,951	—	(5,684,291)	(377,804)
Net loss for the quarter						—	(7,233)	(7,233)
November 30, 2023	500,500	501	2,844,035,141	2,884,035	2,421,951	—	(5,691,524)	(385,037)
Net loss for the quarter						—	(3,058)	(3,058)
February 29, 2024	500,500	501	2,844,035,141	2,884,035	2,421,951	—	(5,694,582)	(388,095)
Net loss for the quarter						—	(9,205)	(9,205)
May 31, 2024	500,535	501	2,844,035,141	2,884,035	2,421,951	—	(5,703,787)	(397,300)

	Preferred stock		Common stock		Additional paid-in capital	Accumulated other comprehensive loss	Accumulated deficit	Total shareholder's equity (deficiency)
	Shares	Amount	Shares	Amount				
		\$		\$	\$	\$	\$	\$
August 31, 2022	500,500	501	2,725,701,808	2,725,702	2,556,534	—	(5,653,602)	(370,865)
Shares Issued against conversion of Loan			158,333,333	158,333	(134,583)	—		23,750
Net loss for the quarter						—	(1,731)	(1,731)
November 30, 2022	500,500	501	2,884,035,141	2,884,035	2,421,951	—	(5,655,333)	(348,846)
Net loss for the quarter						—	(8,234)	(8,234)
February 28, 2023	500,500	501	2,884,035,141	2,884,035	2,421,951	—	(5,663,567)	(357,080)
Net loss for the quarter						—	(12,992)	(12,992)
May 31, 2023	500,500	501	2,884,035,141	2,884,035	2,421,951	—	(5,676,559)	(370,072)

Rimrock Gold Corp.

Notes to Condensed Consolidated Financial Statements For the quarterly period ended May 31, 2024 (Unaudited) (Expressed in US dollars)

1. NATURE OF OPERATIONS

Rimrock Gold Corp. entered the CBD/Hemp market with a focus on developing and marketing a unique line of CBD oils and hemp extracts, and identifying strategic acquisitions.

Rimrock Gold Corp., formerly Tucana Lithium Corp., Oteegee Innovations Inc. and Pay By The Day Holdings Inc., (the “Company” or “Rimrock”) was incorporated in August 2007 in the State of Nevada. On January 24, 2013, the Company filed a certificate of amendment to amend the articles of incorporation with the Nevada Secretary of State changing the Company’s name to Rimrock Gold Corp.

On September 13, 2018 the company launched its wholly-owned subsidiary, Acqua Cannabis Corp. a Wyoming company, to enter into the growing cannabis, cannabinoid, and hemp market. The Company plans to make acquisitions in the Cannabis and CBD sector, and to explore new business opportunities within this growing sector. Acqua Cannabis’ mandate is to develop and market a unique line of CBD oils and hemp extracts in various forms.

On November 7, 2019 Rimrock Gold’s wholly owned subsidiary Acqua Cannabis Corp partnered with Vera Roasting Company to infuse Arabica coffee beans with one of nature’s most potent antioxidants, resveratrol, utilizing Vera’s patented process that promotes bio-absorption. The Company launch a line of CBD infused coffee called Acqua CBD Coffee.

On April 15, 2021 Rimrock Gold relaunched its wholly-owned subsidiary, Acqua Cannabis’ web site acquacannabis.com. Acqua Cannabis entered the thriving cannabis, cannabinoid, and hemp market with a mandate to market a unique line of CBD oils and hemp extracts in various forms. This launch follows the Company’s rollout of Acqua CBD Coffee infused with resveratrol.

On April 28, 2021 Rimrock Gold entered into the Nicotinamide Mononucleotide (NMN) market with the introduction of new brand Astound NMN. The Company’s newest brand launch and product release is driven by our long-term initiative to provide consumers with the greatest selection of wellness-centered products. On July 12, 2022, the Company signed an Asset Purchase Agreement with Branded Legacy Inc. to sell 100% of the assets in Astound NMN for 33,334 Non-Dilutive Preferred Series D shares of Branded Legacy.

On December 27, 2022, the Company announced the signing of a Definitive Agreement to acquire 100% interest in BluNutric Group Ltd (“BluNutric”), a Wyoming corporation. BluNutric is an eco-friendly and ground-breaking company servicing the algae farming and nutraceutical industry. The Company is currently working on completing the transaction and expects the transaction to close on or before March 31, 2023. On March 28, 2023, the Company entered into an Extension Agreement #1 with BluNutric to extend the acquisition completion date to May 31, 2023. On May 30, 2023, the Company entered into an Extension Agreement #2 to extend the acquisition completion date to June 30, 2023. On March 5, 2024, the Company announced the termination of the Definitive Agreement to acquire BluNutric due to delays in BluNutric securing the necessary financing to close the transaction. The Company continues to operate Acqua Cannabis, and continues to seek acquisitions to enhance shareholder value.

The Company operates under the web-site address www.rimrockgold.com, www.acquacbdcoffee.com, and www.acquacannabis.com

2. BASIS OF PRESENTATION, MEASUREMENT AND CONSOLIDATION

The accompanying unaudited interim condensed consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States (“US GAAP”) for interim financial information and the Securities Exchange Commission (“SEC”) instructions to Form 10-Q and Article 8 of SEC Regulation S-X. Accordingly, they do not include all of the information and footnotes required by generally accepted accounting principles for complete financial statements and should be read in conjunction with the Company’s unaudited consolidated financial statements for the years

Rimrock Gold Corp.

Notes to Condensed Consolidated Financial Statements For the quarterly period ended May 31, 2024 (Unaudited) (Expressed in US dollars)

ended August 31, 2023 and 2022 and notes thereto. In the opinion of management, all adjustments (consisting of normal recurring accruals) considered necessary for a fair presentation of consolidated financial position and results of operations for the interim periods presented have been reflected herein. Operating results for the nine months ended May 31, 2024, are not necessarily indicative of the results that may be expected for the year ending August 31, 2024.

The unaudited condensed consolidated financial statements include the accounts of the Company and its wholly-owned subsidiaries. Significant intercompany accounts and transactions have been eliminated.

3. GOING CONCERN

The accompanying unaudited consolidated financial statements have been prepared assuming the Company will continue on a going concern basis. As disclosed in the consolidated balance sheet, the Company has accumulated losses at each reporting period. The ability of the Company to continue as a going-concern depends upon its ability to develop profitable operations and to continue to raise adequate financing. Management is actively targeting sources of additional financing to provide continuation of the Company's operations. In order for the Company to meet its liabilities as they come due and to continue its operations, the Company is solely dependent upon its ability to generate such financing. The Company is actively seeking financing to fully execute the next phase of the Company's growth initiatives and is currently seeking future acquisitions. Any capital raised will be through either a private placement or a convertible debenture and will result in the issuance of common shares from the Company's authorized capital. The Company believes it can satisfy minimum cash requirements for the next twelve months with either an equity financing, convertible debenture or if needed, loans from shareholders.

There can be no assurance that the Company will be able to continue to raise funds, in which case the Company may be unable to meet its obligations. Should the Company be unable to realize its assets and discharge its liabilities in the normal course of business, the net realizable value of its assets may be materially less than the amounts recorded in these unaudited condensed consolidated financial statements.

The unaudited condensed consolidated financial statements do not include any adjustments relating to the recoverability and classification of recorded asset amounts and classification of liabilities that might be necessary should the Company be unable to continue in existence.

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Cash

Cash includes cash on hand and balances with banks.

Development Stage Company

The Company is a development stage company. The Company is still devoting its efforts on establishing the business. All losses accumulated, since inception, have been considered as part of the Company's development stage activities.

Use of Estimates

The preparation of unaudited consolidated financial statements in conformity with US GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Areas involving significant estimates and assumptions include: deferred income tax assets and related valuation allowance, valuation of convertible notes, warrants and accruals. Actual results could differ from those estimates. These estimates are reviewed periodically, and, as adjustments become necessary, they are reported in earnings in the period in which they become known.

Rimrock Gold Corp.

Notes to Condensed Consolidated Financial Statements For the quarterly period ended May 31, 2024 (Unaudited) (Expressed in US dollars)

Loss Per Share

The Company has adopted the Financial Accounting Standards Board's ("FASB") Accounting Standards Codification ("ASC") Topic 260-10 which provides for calculation of "basic" and "diluted" earnings per share. Basic earnings per share includes no dilution and is computed by dividing net income or loss available to common stockholders by the weighted average number of common shares outstanding for the period. Diluted earnings per share reflect the potential dilution of securities that could share in the earnings of an entity. Diluted earnings per share exclude all potentially dilutive shares if their effect is anti-dilutive. There were no potentially dilutive shares outstanding as at each period end.

Foreign Currency Translation

The functional currency of the parent Company is United States dollar and the functional currency of the subsidiary is Canadian dollar. Transactions denominated in currencies other than the functional currency are translated into the functional currency at the exchange rates prevailing at the dates of the transaction. Monetary assets and liabilities denominated in foreign currencies are translated using the exchange rate prevailing at the balance sheet date. Non-monetary assets and liabilities are translated using the historical rate on the date of the transaction. All exchange gains or losses arising from translation of these foreign currency transactions are included in net loss for the year. In translating the financial statements of the Company's Canadian subsidiary from its functional currency into the Company's reporting currency of United States dollars, balance sheet accounts are translated using the closing exchange rate in effect at the balance sheet date and income and expense accounts are translated using an average exchange rate prevailing during the reporting period. Adjustments resulting from the translation, if any, are included in cumulative other comprehensive income (loss) in stockholders' equity. The Company has not, to the date of these consolidated financial statements, entered into derivative instruments to offset the impact of foreign currency fluctuations.

Inventory

Inventories are stated at the lower of cost and net realizable value. Cost is determined on a first-in, first-out basis. The net realizable value is the estimated selling price in the ordinary course of business, less the cost of completion and selling expenses.

Fair Value of Financial Instruments

ASC 820 defines fair value, establishes a framework for measuring fair value and expands required disclosure about fair value measurements of assets and liabilities. ASC 820-10 defines fair value as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. ASC 820-10 also establishes a fair value hierarchy, which requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. The standard describes three levels of inputs that may be used to measure fair value:

- Level 1 – Valuation based on quoted market prices in active markets for identical assets or liabilities.
- Level 2 – Valuation based on quoted market prices for similar assets and liabilities in active markets.
- Level 3 – Valuation based on unobservable inputs that are supported by little or no market activity, therefore requiring management's best estimate of what market participants would use as fair value.

In instances where the determination of the fair value measurement is based on inputs from different levels of the fair value hierarchy, the level in the fair value hierarchy within which the entire fair value measurement falls is based on the lowest level input that is significant to the fair value measurement in its entirety. The Company's assessment of the significance of a particular input to the fair value measurement in its entirety requires judgment, and considers factors specific to the asset or liability.

Fair value estimates discussed herein are based upon certain market assumptions and pertinent information available to management. The respective carrying value of certain on-balance-sheet financial instruments approximated their fair values due to the short-term nature of these instruments or interest rates that are comparable to market rates. These financial instruments include cash and accounts payable. The Company's cash, which is carried at fair value, is classified as a Level 1

Rimrock Gold Corp.

Notes to Condensed Consolidated Financial Statements For the quarterly period ended May 31, 2024 (Unaudited) (Expressed in US dollars)

financial instrument. The Company's bank accounts are maintained with financial institutions of reputable credit, therefore, bear minimal credit risk.

Stock Based Compensation

The Company accounts for share-based payments in accordance with the provision of ASC 718, which requires that all share-based payments issued to acquire goods or services, including grants of employee stock options, be recognized in the consolidated statement of operations based on their fair values, net of estimated forfeitures. ASC 718 requires forfeitures to be estimated at the time of grant and revised, if necessary, in subsequent periods if actual forfeitures differ from those estimates. Compensation expense related to share-based awards is recognized over the requisite service period, which is generally the vesting period. The Company accounts for stock based compensation awards issued to non-employees for services, as prescribed by ASC 718-10, at either the fair value of the services rendered or the instruments issued in exchange for such services, whichever is more readily determinable, using the guidelines in ASC 505-50. The Company issues compensatory shares for services including, but not limited to, executive, management, accounting, operations, corporate communication, financial and administrative consulting services.

Income Taxes

The Company accounts for income taxes in accordance with ASC 740. The Company provides for federal and provincial income taxes payable, as well as for those deferred because of the timing differences between reporting income and expenses for consolidated financial statement purposes versus tax purposes. Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the carrying amount of assets and liabilities for financial reporting purposes and the amounts used for income tax purposes. Deferred tax assets and liabilities are measured using the enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recoverable or settled. The effect of a change in tax rates is recognized as income or expense in the period of the change. A valuation allowance is established, when necessary, to reduce deferred income tax assets to the amount that is more likely than not to be realized.

Revenue Recognition

The Company adopted Accounting Standards Codification Topic 606, "Revenue from Contracts with Customers" ("ASC 606") on April 1, 2018. In accordance with ASC 606, revenue is recognized when promised goods or services are transferred to customers in an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods or services by applying the core principles – 1) identify the contract with a customer, 2) identify the performance obligations in the contract, 3) determine the transaction price, 4) allocate the transaction price to performance obligations in the contract, and 5) recognize revenue as performance obligations are satisfied.

Equipment

Equipment is stated at cost less accumulated depreciation and depreciated over their estimated useful lives at the following rate and method.

Furniture and fixtures	20% per annum - declining balance method
Computer	30% per annum - declining balance method

Routine repairs and maintenance are expensed as incurred. Improvements, that are betterments, are capitalized at cost. The Company applies a half-year rule in the year of acquisition.

Rimrock Gold Corp.

Notes to Condensed Consolidated Financial Statements For the quarterly period ended May 31, 2024 (Unaudited) (Expressed in US dollars)

Impairment of Long-Lived Assets

In accordance with ASC 36010, the Company, on a regular basis, reviews the carrying amount of long-lived assets for the existence of facts or circumstances, both internally and externally, that suggest impairment. The Company determines if the carrying amount of a long-lived asset is impaired based on anticipated undiscounted cash flows, before interest, from the use of the asset. In the event of impairment, a loss is recognized based on the amount by which the carrying amount exceeds the fair value of the asset. Fair value is determined based on appraised value of the assets or the anticipated cash flows from the use of the asset or asset group, discounted at a rate commensurate with the risk involved.

Fair Value of Financial Instruments

ASC 820 defines fair value, establishes a framework for measuring fair value and expands required disclosure about fair value measurements of assets and liabilities. ASC 820-10 defines fair value as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. ASC 820-10 also establishes a fair value hierarchy, which requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. The standard describes three levels of inputs that may be used to measure fair value:

- Level 1 – Valuation based on quoted market prices in active markets for identical assets or liabilities.
- Level 2 – Valuation based on quoted market prices for similar assets and liabilities in active markets.
- Level 3 – Valuation based on unobservable inputs that are supported by little or no market activity, therefore requiring management's best estimate of what market participants would use as fair value.

In instances where the determination of the fair value measurement is based on inputs from different levels of the fair value hierarchy, the level in the fair value hierarchy within which the entire fair value measurement falls is based on the lowest level input that is significant to the fair value measurement in its entirety. The Company's assessment of the significance of a particular input to the fair value measurement in its entirety requires judgment and considers factors specific to the asset or liability.

Fair value estimates discussed herein are based upon certain market assumptions and pertinent information available to management. The respective carrying value of certain on-balance-sheet financial instruments approximated their fair values due to the short-term nature of these instruments or interest rates that are comparable to market rates. These financial instruments include cash and accounts payable. The Company's cash, which is carried at fair value, is classified as a Level 1 financial instrument. The Company's bank accounts are maintained with financial institutions of reputable credit, therefore, bear minimal credit risk.

Recently Issued Accounting Pronouncements

In June 2016, the FASB issued ASU 2016-13, "Financial Instruments - Credit Losses (Topic 326) - Measurement of Credit Losses on Financial Instruments." This pronouncement, along with subsequent ASUs issued to clarify provisions of ASU 2016-13, changes the impairment model for most financial assets and will require the use of an "expected loss" model for instruments measured at amortized cost. Under this model, entities will be required to estimate the lifetime expected credit loss on such instruments and record an allowance to offset the amortized cost basis of the financial asset, resulting in a net presentation of the amount expected to be collected on the financial asset. In developing the estimate for lifetime expected credit loss, entities must incorporate historical experience, current conditions, and reasonable and supportable forecasts. This pronouncement is effective for fiscal years, and for interim periods within those fiscal years, beginning after December 15, 2019. On November 19, 2019, the FASB issued ASU No. 2019-10, Financial Instruments—Credit Losses (Topic 326), finalized various effective date delays for private companies, not-for-profit organizations, and certain smaller reporting companies applying the credit losses (CECL), the revised effective date is January 2023.

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In July 2019, the FASB issued ASU 2019-07, Codification Updates to SEC Sections. This ASU amends various SEC paragraphs pursuant to the issuance of SEC Final Rule Releases No. 33-10532, Disclosure Update and Simplification, and Nos. 33-10231 and 33-10442, Investment Company Reporting Modernization. One of the changes in the ASU requires a presentation of changes in stockholders' equity in the form of a reconciliation, either as a separate financial statement or in the notes to the financial statements, for the current and comparative year-to-date interim periods. The Company presented changes in stockholders' equity as separate financial statements for the current and comparative year-to-date interim periods beginning on April 1, 2019. The additional elements of the ASU did not have a material impact on the Company's consolidated financial statements.

In December 2019, the FASB issued ASU No. 2019-12, Simplifying the Accounting for Income Taxes ("ASU 2019-12"), which simplifies the accounting for income taxes, eliminates certain exceptions within ASC 740, Income Taxes, and clarifies certain aspects of the current guidance to promote consistency among reporting entities. ASU 2019-12 is effective for fiscal years beginning after December 15, 2021. Most amendments within the standard are required to be applied on a prospective basis, while certain amendments must be applied on a retrospective or modified retrospective basis. The Company is currently evaluating the impacts of the provisions of ASU 2019-12 on its financial condition, results of operations, and cash flows.

In March 2020, the FASB issued ASU No. 2030-20 Codification Improvements to Financial Instruments, An Amendment of the FASB Accounting Standards Codification: a) in ASU No. 2016-01, b) in Subtopic 820-10, c) for depository and lending institutions clarification in disclosure requirements, d) in Subtopic 470-50, e) in Subtopic 820-10, f) Interaction of Topic 842 and Topic 326, g) Interaction of the guidance in Topic 326 and Subtopic 860-20. The amendments in this Update represent changes to clarify or improve the Codification. The amendments make the Codification easier to understand and easier to apply by eliminating inconsistencies and providing clarifications. For public business entities updates under the following paragraphs: a), b), d) and e) are effective upon issuance of this final update. The effective date for c) is for fiscal years beginning after December 15, 2019, including interim periods within those fiscal years. The Company does not expect that the new guidance will significantly impact its consolidated financial statements.

The Company continues to evaluate the impact of the new accounting pronouncement, including enhanced disclosure requirements, on our business processes, controls and systems.

5 EQUIPMENT

	May 31, 2024	
	Furniture	Computer
	\$	\$
Cost		
Opening	4,569	19,558
Addition	-	-
Closing	4,569	19,558
Accumulated Depreciation		
Opening	4,151	18,928
Depreciation	216	43
Closing	3,935	19,065
Net Book Value	600	493
Total Net Book Value	804	

Rimrock Gold Corp.

Notes to Condensed Consolidated Financial Statements For the quarterly period ended May 31, 2024 (Unaudited) (Expressed in US dollars)

6 ADVANCES FROM A RELATED PARTY

These advances are from a shareholder of the Company. The amount is non-interest bearing, unsecured and due on demand. The carrying value of the advances approximates the market value due to the short-term maturity of the financial instruments.

7. STOCKHOLDERS' DEFICIENCY

Authorized stock

Preferred stock

The Company is authorized to issue 1,000,000 preferred shares with a par value of \$0.001. Out of which 500,000 shares are designated as "Series A Preferred Stock" with each share of Series A preferred stock entitled to 10,000 votes for every one vote a share of common stock is entitled to and 535 shares are designated as "Series B Preferred Stock" with each holder of Series B Preferred Stock may, from time to time and at any time, convert any or all of such shares of Series B Preferred Stock into fully paid and non-assessable shares of the common stock of the Company in an amount equal to one-tenth of one percent (0.1%) of the then issued and outstanding shares of the Company common stock per share of Series B Preferred Stock.

Common stock

On January 28, 2015, the Company's Board of Directors approved the amendment to Articles of Incorporation to increase authorized capital to 1,900,000,000 shares of common stock with a par value of \$0.001. On July 13, 2015, the Company's Board of Directors approved the amendment to Articles of Incorporation to increase authorized capital to 2,900,000,000 shares of common stock with a par value of \$0.001.

Issued stock

Preferred stock

As at May 31, 2024 there were 500,000 Series A Preferred Stock issued and outstanding (August 31, 2023: 500,000) and 535 Series B Preferred Stock issued and outstanding (August 31, 2023: 500).

On March 1, 2024, the Company agreed to issue 35 Preferred B shares to Director Dan Scaman for his services. The Company issued these shares on May 2, 2024.

Common stock

As at May 31, 2024, 2,884,035,141 shares of common stock were issued and outstanding (August 31, 2023: 2,884,035,141)

7. COMMON STOCK TO BE ISSUED

As of May 31, 2024, there were 22,050,000 common stock to be issued as detailed below:

- During November 2013, the Company received \$4,740 for 50,000 shares of Company's common stock in connection with a private placement.
- Pursuant to a consulting agreement entered on September 1, 2014 the Company agreed to issue 2,000,000 shares of its common stock valued at \$80,000, such value being the fair value of the shares of common stock on the date of

Rimrock Gold Corp.

Notes to Condensed Consolidated Financial Statements For the quarterly period ended May 31, 2024 (Unaudited) (Expressed in US dollars)

agreement. The Company recorded this amount during the year ended August 31, 2015 under professional fees in the consolidated statement of operations.

- On September 8, 2018 the \$80,000 convertible note held by Noba Capital LLC was converted into 533,333,333 common shares of the Company's stock at a price of \$.00015 per common share. The conversion price was reduced from \$.0002 to \$.00015 per common share. On August 8, 2019, the Company issued 375,000,000 while remaining 158,333,333 is still to be issued. On September 7, 2022, the Company issued the 158,333,333 shares and reduced the liability under Common Stock to be Issued.
- Pursuant to a consulting agreement entered on May 19, 2021 the Company agreed to issue 20,000,000 shares of its common stock valued at \$34,000, such value being the fair value of the shares of common stock on the date of agreement. The Company recorded this amount during the quarter ended May 31, 2021 under professional fees in the consolidated statement of operations.

As the company has not yet issued these shares due to liquidity issues, the related obligation is presented in liabilities.

8. CONTINGENCIES AND COMMITMENTS

During May 2016, a judgment was given by the Superior Court of the State of New York against the Company in connection with the legal fees amounting to \$2,040 due to a former lawyer of the Company. The Court has ordered the Company to pay \$2,040 along with 9% interest to be calculated annually from September 2013 to the date of judgement and thereafter at a statutory rate. The Company has accepted the decision of the Court and started accruing interest as directed and intends to pay once the funds are available.

9. RELATED PARTY TRANSACTIONS AND BALANCES

The Company's transactions with related parties were carried out on normal commercial terms and in the course of the Company's business. Other than those disclosed elsewhere in the consolidated financial statements, the related party transactions and balances are as follows:

Office and general expenses include \$1,500 for the current quarter ended May 31, 2024 (Quarter ended May 31, 2023: \$1,500) paid by the CEO of the Company. In addition, consulting / professional expenses include \$9,940 for the current quarter ended May 31, 2024 (Quarter ended May 31, 2023: \$5,760) paid by a shareholder of the Company.

10. INVESTMENTS

On July 12, 2022, the Company signed an Asset Purchase Agreement with Branded Legacy Inc. to sell 100% of the assets in Astound NMN for 33,334 Non-Dilutive Preferred Series D shares of Branded Legacy. The Branded Legacy Preferred D shares may be converted into Common shares at a ratio of 60 to 1. The Company has valued the shares at \$10,000 as of May 31, 2024. The Company will re-evaluate the share value at the August 31, 2024 year end.

11. SUBSEQUENT EVENTS

The Company's management has evaluated subsequent events up to June 17, 2024, the date the unaudited condensed consolidated financial statements were issued, pursuant to the requirements of ASC Topic 855 and has determined that there are no significant subsequent events to report.