

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

## **Paradigm Oil and Gas, Inc.**

A Florida Corporation

447 Broadway,  
2nd Floor, Unit 103  
New York, NY 10013

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424-224-5358  
www.pdgoinc.com  
info@pdgoinc.com  
SIC Code # 1382

## **Quarterly Report**

**For the period ending September 30, 2024 (the "Reporting Period")**

### **Outstanding Shares**

The number of shares outstanding of our Common Stock was:

7,781,996,284 as of September 30, 2024, current reporting period

5,036,408,589 as of December 31, 2023, most recent 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 Control<sup>14</sup> of the company has occurred during this reporting period:

Yes: ☐ No: ☒

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<sup>14</sup> "Change in Control" shall mean any events resulting in:

- (i) Any "person" (as such term is used in Sections 13(d) and 14(d) of the Exchange Act) becoming the "beneficial owner" (as defined in Rule 13d-3 of the Exchange Act), directly or indirectly, of securities of the Company representing fifty percent (50%) or more of the total voting power represented by the Company's then outstanding voting securities;
- (ii) The consummation of the sale or disposition by the Company of all or substantially all of the Company's assets;
- (iii) A change in the composition of the Board occurring within a two (2)-year period, as a result of which fewer than a majority of the directors are directors immediately prior to such change; or
- (iv) The consummation of a merger or consolidation of the Company with any other corporation, other than a merger or consolidation which would result in the voting securities of the Company outstanding immediately prior thereto continuing 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.

- Paradigm Oil and Gas, Inc. was organized as Paradigm Enterprises, Inc. on July 15, 2002.
- The Company changed its name to Paradigm Oil and Gas, Inc. in February 2005.

Current State and Date of Incorporation or Registration: On July 28, 2022, the Company converted to a Florida corporation

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

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

- The Company was originally incorporated as Paradigm Enterprises, Inc. on July 15, 2002.
- The Company changed its name to Paradigm Oil and Gas, Inc. in February 2005.
- On July 28, 2022 the Company converted to a State of Florida Entity.
- The Company is currently active and in good standing in the state of Florida.

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:

- The Company is in the process of reorganization.
- Going forward, the Company anticipates it will seek to conduct one or more of the following actions; reverse split, forward split, recapitalization, merger, SEC registration statement, acquisition or merger.

Address of the issuer's principal executive office:

- The Company's principal place of business is 447 Broadway, 2nd Floor, Unit 103, New York, NY 10013.

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: Liberty Stock Transfer, Inc.  
Phone: (732) 372-0707  
Email: info@@libertystocktransfer.com  
Address: 788 Shrewsbury Ave., Suite 2163, Tinton Falls, NJ 07724

**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: PDGO

Exact title and class of securities outstanding:	<u>Common Shares</u>
CUSIP:	<u>69901U306</u>
Par or stated value:	<u>\$0.0001</u>
Total shares authorized:	<u>20,000,000,000</u> as of date: 9/30/2023
Total shares outstanding:	<u>7,781,996,284</u> as of date: 9/30/2023
Number of shares in the Public Float <sup>2</sup> :	<u>7,739,935,545</u> as of date: 9/30/2023
Total number of shareholders of record:	<u>84</u> as of date: 9/30/2023

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:	<u>Series A Preferred</u>
CUSIP (if applicable):	<u>N/A</u>
Par or stated value:	<u>0.0001</u>
Total shares authorized:	<u>1,000,000</u> as of date: 9/30/2023
Total shares outstanding (if applicable):	<u>1,000,000</u> as of date: 9/30/2023
Total number of shareholders of record (if applicable):	<u>1</u> as of date: 9/30/2023

Exact title and class of the security:	<u>Series B Preferred</u>
CUSIP (if applicable):	<u>N/A</u>
Par or stated value:	<u>0.0001</u>
Total shares authorized:	<u>550,000</u> as of date: 9/30/2023
Total shares outstanding (if applicable):	<u>550,000</u> as of date: 9/30/2023
Total number of shareholders of record (if applicable):	<u>1</u> as of date: 9/30/2023

**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.**

Common stock as 1:1 voting rights, no dividend unless declared by the board and no preemption rights.

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

<sup>2</sup> "Public Float" shall mean the total number of unrestricted shares not held directly or indirectly by an officer, director, any person who is the beneficial owner of more than 10 percent of the total shares outstanding (a "control person"), or any affiliates thereof, or any immediate family members of officers, directors and control persons.

Preferred Series A stock, voting rights equal to 4x the number of issued and outstanding shares of common stock for each Series A Preferred Stock held as of the record date for a vote or, if no record date is specified, as of the date of a vote. Each share of Series A Preferred may be converted into 900 shares of common stock (1:900) conversion rate. The right to convert rests solely upon the holder. Each holder of Series A Preferred shall be paid twice the amount of dividends issued by the Company to common stockholders on a pro rata basis with the number of Series A Preferred shares held. In the event of any sale of all or substantially all of the assets of the Corporation, a sale of the Corporation, a dissolution, liquidation, bankruptcy, reorganization or other wind-down of the Corporation, whether voluntary or otherwise (a "**Liquidation Event**"), after payment or provision for payment of the Corporation's debts and other liabilities, the holders of the Series A Preferred Stock, on a pro rata basis, shall be entitled to receive, prior and in preference to any distribution or payment made to the holders of any of the issued and outstanding shares of Common Stock, out of the Corporation's remaining net assets, an aggregate amount equal to \$4,000,000. If, upon the occurrence of a Liquidation Event, after payment or provision for payment of the debts and other liabilities of the Corporation and preferences or other rights granted to the holders of the Series A Preferred Stock, the remaining net assets and funds of the Corporation legally available for distribution to shareholders by reason of their ownership of stock of the Corporation shall be insufficient to pay the liquidation preference of the holders of the Series A Preferred Stock, then no such distribution shall be made on account of any shares of any other class or series of capital stock of the Corporation and the entire assets and funds of the Corporation legally available for distribution to shareholders by reason of their ownership of stock of the Corporation shall be distributed pro rata among the holders of the Series A Preferred Stock in proportion to the preferential amount each such holder is otherwise entitled to receive. The holders of the Series A Preferred Stock shall have a right of first refusal to participate in or purchase stock in any registration statement filed by the Corporation. Subject to compliance with federal, state or jurisdictional securities laws, the Series A Preferred Stock are freely assignable and transferable by the holder.

Series B Preferred stock Each Series B Preferred Stock shall be entitled to one vote and have the same rights as holders of common stock. Conversion. None. Dividends. None. Liquidation Preference. Same as common stock. Registration. none Transfer. Subject to compliance with federal, state or jurisdictional securities laws, the Series B Preferred Stock are freely assignable and transferable by the holder.

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

N/A

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.**

N/A

### 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: 12/31/2021 <u>Opening Balance</u> Common: 2,600,980,576 Preferred A: 1,000,000 Preferred B: 550,000			*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 canceled)	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.
01/06/2023	new issuance	257,497,077	CS	0.00007	Yes	Bruce Bent	debt conversion	unrestricted	4(a)1
2/3/2023	new issuance	282,989,288	CS	0.000085	Yes	Bruce Bent	debt conversion	unrestricted	4(a)1
03/17/2023	new issuance	311,005,227	CS	0.00008	Yes	Phase I Operations, Inc.- Paul Rachmuth	debt conversion	unrestricted	4(a)1
3/24/2023	new issuance	341,794,745	CS	0.000078	Yes	Phase I Operations, Inc.- Paul Rachmuth	debt conversion	unrestricted	4(a)1
10/13/2023	new issuance	375,632,424	CS	0.000025	Yes	Phase I Operations, Inc.- Paul Rachmuth	debt conversion	unrestricted	4(a)1
11/07/2023	new issuance	412,820,034	CS	0.000063	Yes	Phase I Operations, Inc.- Paul Rachmuth	debt conversion	unrestricted	4(a)1
11/20/2023	new issuance	453,689,218	CS	0.000053	Yes	Phase I Operations, Inc.- Paul Rachmuth	debt conversion	unrestricted	4(a)1
01/03/2024	New issuance	498,604,450	cs	.000001	Yes	Special Situations Investing Corp- Joseph Sansobrinio	debt conversion	Unrestricted	4(a)1
04/02/2024	New issuance	547,966,291	cs	0.00004	Yes	Selkirk Global Holdings- Paul Strickland	debt conversion	Unrestricted	4(a)1
04/09/2024	New issuance	499,000,000	cs	0.00003	Yes	Stem Capital Consultants ILC	debt conversion	Unrestricted	4(a)1
04/26/2024	New Issuance	499,000,000	Cs	0.00003	Yes	Bruce Bent	debt conversion	Unrestricted	4(a)1
7/16/2024	new issuance	701,016,954	cs	0.00002	Yes	Selkirk Global Holdings- Paul Strickland	debt conversion	Unrestricted	4(a)1

Shares Outstanding on <u>September 30, 2024:</u> <u>Ending Balance:</u> Common: <u>7,781,996,284</u> Preferred A: 1,000,000 Preferred B: 550,000	
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**Example:** A company with a fiscal year end of December 31<sup>st</sup> 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:

## 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.)
6/25/2020	\$786,813.90 <sub>1</sub>	N/A	N/A	N/A	90 day past due fees convertible at 75% discount to lowest 30 day average closing bid	Selkirk Global Holdings, LLC- Paul Strickland	Management Agreement-terminated on 12/28/2023
6/26/2020	\$550,655.54	N/A	N/A	N/A	90 day past due fees convertible at 75% discount to lowest 30 day average closing bid	Phase I Operations, Inc- Paul Rachmuth	Special Advisor Agreement
8/25/2022	\$34,000.00 <sup>2</sup>	\$34,000	n/a	8/24/2023	convertible into the Company's common stock at a price equal to 55% of the average closing price of the Company's common stock during the 20 consecutive Trading Days prior to the date on which Holder elects to convert all or part of the Note.	Phase I Operations, Inc- Paul Rachmuth	Loan
3/16/2023	\$8,191.56 <sup>3</sup>	\$2,509.72	\$250.97	3/16/2024	convertible into the Company's common stock at a price equal to 55% of the average closing price of the Company's common stock during the 20 consecutive Trading Days prior to the date on which Holder elects to convert all or part of the Note.	Selkirk Global Holdings, LLC- Paul Strickland	Loan
4/11/2023	\$5,500 <sup>5</sup>	\$5,500	\$550.00	4/10/2024	convertible into the Company's common stock at a price equal to 55% of the average closing price of the Company's common stock during the 20 consecutive Trading Days prior to the date on which Holder elects to convert all or part of the Note.	Bruce Bent	Loan
10/31/2023	\$5,695.00 <sup>5</sup>	\$5,695.00	\$0	10/30/2024	0% Note. 50% discount 25 day lookback of average closing price.	Paul Strickland	loan

**\*\*\*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. Management Agreement Terminated 12/28/2023- \$14,020.34 repaid during period
2. \$50,000 Note, 10% OID, Initial Principal Amount: \$18,888.89
3. \$50,000 Note, 10% OID, Initial Principal Amount: \$2,509.72
4. \$50,000 Note, 10% OID, Initial Principal Amount: \$5,500.00
5. Convertible Exchange Note of management cash loans to Company

#### 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](http://www.OTCMarkets.com).

- A. Summarize the issuer's business operations (If the issuer does not have current operations, state "no operations")
  - The Company is in the process of restructuring its business.
- B. List any subsidiaries, parent company, or affiliated companies.
  - None
- C. Describe the issuers' principal products or services.
  - Focused on restructuring its business to pursue real estate acquisitions, development, and value-added development, resource mining and processing.

#### 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 Company's principal place of business is 447 Broadway, 2nd Floor, Unit 103, New York, NY 10013
- \$120/year

#### 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

Paul A. Rachmuth	President & CEO	Rockville Centre, NY	N/A	N/A	N/A	Director & CEO as of 12/28/2023
Phase I Operations, Inc.	Control Entity	Rockville Centre, NY	1,000,000	Series A Pref	100%	Paul A Rachmuth, President, and President & Director of the Company as of 12/28/2023

Confirm that the information in this table matches your public company profile on [www.OTCMarkets.com](http://www.OTCMarkets.com). If any updates are needed to your public company profile, log in to [www.OTCIQ.com](http://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:
- NA
  - 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);
    - NA
  - 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;
    - NA
  - 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;
    - NA
  - 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
    - NA
  - 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.
    - NA
  - 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.
    - NA
- 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.
- NA

## 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](http://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: Allen Tucci  
Firm: McNees Wallace & Nurick, LLC.  
Address 1: 426 W. Lancaster Ave, Suite 110  
Address 2: Devon, PA 19333  
Phone: 484-329-8046

#### Accountant or Auditor

##### Auditor

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

#### 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: Dave Dreslin  
Firm: Coast to Coast CFO, Inc.  
Nature of Services: Accounting  
Address 1:  
Address 2:  
Phone: 727-393-7439

#### **9) Disclosure & Financial Information**

- A. This Disclosure Statement was prepared by (name of individual):  
Name: Paul Rachmuth  
Title: President

Relationship to Issuer: President

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: Dave Dreslin

Title: Accountant

Relationship to Issuer: Accountant

Describe the qualifications of the person or persons who prepared the financial statements: 38 years' experience working in the accounting profession.

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, Paul A. Rachmuth certify that:

1. I have reviewed this Disclosure Statement for Paradigm Oil and Gas, 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.

February 5, 2025

/s/ Paul A. Rachmuth [Secretary's Signature]

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

*Principal Financial Officer:*

I, Paul A. Rachmuth certify that:

1. I have reviewed this Disclosure Statement for Paradigm Oil and Gas, 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.

February 5, 2025

/s/ Paul A. Rachmuth [Secretary's Signature]

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

**Paradigm Oil and Gas, Inc.**  
**Balance Sheets**  
**(Unaudited)**

	<u>September 30, 2024</u>	<u>December 31, 2023</u>
<b>Assets</b>		
Current Assets:		
	\$ -	\$ -
Total Current Assets	<u>-</u>	<u>-</u>
<b>Total Assets</b>	<b>\$ <u>-</u></b>	<b>\$ <u>-</u></b>
<b>Liabilities and Shareholders' Deficit</b>		
Current Liabilities:		
Accounts payable	\$ 158,428	\$ 151,328
Accrued management fees	963,781	843,781
Accrued wages	900,000	900,000
Accrued interest	3,020,634	1,946,251
Notes payable	1,000,000	1,000,000
Short term convertible notes	11,708,495	11,774,873
Total Current Liabilities	<u>17,751,338</u>	<u>16,616,233</u>
Long term convertible notes	<u>-</u>	<u>-</u>
<b>Total Liabilities</b>	<u>17,751,338</u>	<u>16,616,233</u>
Commitments and Contingencies		
Shareholders' Deficit		
Preferred stock Series A, \$0.0001 par value, 1,000,000 shares authorized, 1,000,000 and 1,000,000 shares issued and outstanding as of September 30, 2024 and December 31, 2023.	100	100
Preferred stock Series B, \$0.0001 par value, 4,000,000 shares authorized, 550,000 and 550,000 shares issued and outstanding as of September 30, 2024 and December 31, 2023.	55	55
Common stock, \$0.0001 par value, 20,000,000,000 shares authorized, 7,781,996,284 and 5,036,408,589 shares issued and outstanding as of September 30, 2024 and December 31, 2023	778,200	503,641
Additional paid-in capital	10,156,389	10,364,570
Accumulated deficit	(28,686,082)	(27,484,599)
Total Shareholders' Deficit	<u>(17,751,338)</u>	<u>(16,616,233)</u>
<b>Total Liabilities and Shareholders' Deficit</b>	<b>\$ <u>-</u></b>	<b>\$ <u>-</u></b>

See accompanying notes to unaudited interim financial statements.

**Paradigm Oil and Gas, Inc.**  
**Statements of Operations**  
**Unaudited**

	<b>For the Three Months Ended</b>		<b>For the Nine Months Ended</b>	
	<b>September 30, 2024</b>	<b>September 30, 2023</b>	<b>September 30, 2024</b>	<b>September 30, 2023</b>
Revenue	\$ -	\$ -	\$ -	\$ -
Field operation expenses	-	-	-	-
Gross Profit	-	-	-	-
Operating expenses	62,900	65,300	127,100	195,557
Loss from operations	(62,900)	(65,300)	(127,100)	(195,557)
Other income (expense):				
Interest expense	(410,762)	(375,091)	(1,074,383)	(935,561)
<b>Net loss</b>	<b>\$ (473,662)</b>	<b>\$ (440,391)</b>	<b>\$ (1,201,483)</b>	<b>\$ (1,131,118)</b>
<b>Net loss per common share - basic and diluted</b>	<b>\$ (0.0001)</b>	<b>\$ (0.0001)</b>	<b>\$ (0.0002)</b>	<b>\$ (0.0003)</b>
<b>Weighted average number of common shares outstanding - basic and diluted</b>	<b>7,660,080,292</b>	<b>3,794,266,913</b>	<b>5,529,553,866</b>	<b>3,559,094,870</b>

See accompanying notes to unaudited interim financial statements.

**Paradigm Oil and Gas, Inc.**  
**Statement of Stockholders Equity**  
**For the Nine Months Ended September 30, 2024 and September 30, 2023**  
**(Unaudited)**

	Preferred Stock Series A		Preferred Stock Series B		Common Stock		Additional	Accumulated	Total
	Shares	Amount	Shares	Amount	Shares	Amount	Paid-In Capital	Deficit	Stockholders' Equity (Deficit)
Balance, December 31, 2022	<u>1,000,000</u>	<u>\$ 100</u>	<u>550,000</u>	<u>\$ 55</u>	<u>2,600,980,576</u>	<u>\$ 260,098</u>	<u>\$ 10,455,049</u>	<u>\$ (14,499,409)</u>	<u>\$ (3,784,107)</u>
Issuance of common stock during the year ended December 31, 2023 for debt conversions					2,435,428,013	243,543	(90,479)		153,064
Prior period company debt previously not identified								(11,329,700)	(11,329,700)
Net Loss for the year ending December 31, 2023								(1,655,490)	(1,655,490)
Balance, December 31, 2023	<u>1,000,000</u>	<u>\$ 100</u>	<u>550,000</u>	<u>\$ 55</u>	<u>5,036,408,589</u>	<u>\$ 503,641</u>	<u>\$ 10,364,570</u>	<u>\$ (27,484,599)</u>	<u>\$ (16,616,233)</u>
Issuance of common stock during the quarter ended March 31, 2024 for debt conversions					498,604,450	49,860	(49,361)		499
Net Loss for the quarter ending March 31, 2024								(363,195)	(363,195)
Balance, March 31, 2024	<u>1,000,000</u>	<u>\$ 100</u>	<u>550,000</u>	<u>\$ 55</u>	<u>5,535,013,039</u>	<u>\$ 553,501</u>	<u>\$ 10,315,209</u>	<u>\$ (27,847,794)</u>	<u>\$ (16,978,929)</u>
Issuance of common stock during the quarter ended June 30, 2024 for debt conversions					1,545,966,291	154,597	(102,738)		51,859
Net Loss for the quarter ending June 30, 2024								(364,626)	(364,626)
Balance, June 30, 2024	<u>1,000,000</u>	<u>\$ 100</u>	<u>550,000</u>	<u>\$ 55</u>	<u>7,080,979,330</u>	<u>\$ 708,098</u>	<u>\$ 10,212,471</u>	<u>\$ (28,212,420)</u>	<u>\$ (17,291,696)</u>
Issuance of common stock during the quarter ended September 30, 2024 for debt conversions					701,016,954	70,102	(56,082)		14,020
Net Loss for the quarter ending September 30, 2024								(473,662)	(473,662)
Balance, September 30, 2024	<u>1,000,000</u>	<u>\$ 100</u>	<u>550,000</u>	<u>\$ 55</u>	<u>7,781,996,284</u>	<u>\$ 778,200</u>	<u>\$ 10,156,389</u>	<u>\$ (28,686,082)</u>	<u>\$ (17,751,338)</u>

See accompanying notes to unaudited interim financial statements.

**Paradigm Oil and Gas, Inc.**  
**Statements of Cash Flows**  
**Unaudited**

	For the Nine Months Ended September 30, 2024	For the Nine Months Ended September 30, 2023
Operating Activities:		
Net loss	\$ (1,201,483)	\$ (1,131,118)
Adjustments to reconcile net loss to net cash used in operating activities:		
Increase in accounts payable and accrued expenses	7,100	
Increase in accrued management fees	120,000	180,000
Increase in accrued interest	1,074,383	935,561
Net cash used in operating activities	<u>-</u>	<u>(15,557)</u>
Financing activities:		
Proceeds from convertible notes	-	15,557
Net cash provided by financing activities	<u>-</u>	<u>15,557</u>
Net change in cash	-	-
Cash at beginning of the period	-	-
<b>Cash at end of the period</b>	<b><u>\$ -</u></b>	<b><u>\$ -</u></b>
Interest	<u>\$ -</u>	<u>\$ -</u>
Income taxes	<u>\$ -</u>	<u>\$ -</u>
NON-CASH TRANSACTIONS		
Issuance of common stock for the repayment of debt	<u>\$ 66,378</u>	<u>\$ 93,619</u>

See accompanying notes to unaudited interim financial statements.

**PARADIGM OIL & GAS, INC.**  
**Notes To Financial Statements**  
**For The Nine Months Ended September 30, 2024 and 2023**  
**(Unaudited)**

**(1) BASIS OF PRESENTATION**

**Organization**

Paradigm Enterprises, Inc. (the "Company") was incorporated in the state of Nevada on July 15, 2002 to engage in the acquisition, exploration and development of oil and gas properties. On February 7, 2005 the Company changed its name to Paradigm Oil and Gas, Inc

**Going Concern**

These financial statements have been prepared in conformity with generally accepted accounting principles in the United States of America with the assumption that the Company will be able to realize its assets and discharge its liabilities in the normal course of business rather than through a process of forced liquidation.

The Company's interim condensed unaudited financial statements have been prepared assuming that the Company will continue as a going concern, which contemplates continuity of operations, realization of assets, and liquidation of liabilities in the normal course of business.

As of September 30, 2024, the Company had an accumulated deficit of \$28,686,082 million and requires additional funds to support its operations and to achieve its business development goals, the attainment of which are not assured. The Company has been able to satisfy certain liabilities with convertible debentures and common shares and enter into debt settlement arrangements. Convertible instruments have also been converted into equity. However, substantial indebtedness remains and recurring losses from operations and additional liabilities continue to be incurred.

These factors and uncertainties raise substantial doubt about the Company's ability to continue as a going concern. The financial statements do not include any adjustments relating to the recoverability and classification of recorded assets, or the amounts and classification of liabilities that might incur in the event the Company cannot continue in existence. Management intends to seek additional capital from new equity securities offerings, from debt financing and debt restructuring to provide funds needed to increase liquidity, fund internal growth and fully implement its business plan. However, management can give no assurance that these funds will be available in adequate amounts, or if available, on terms that would be satisfactory to the Company.

The timing and amount of the Company's capital requirements will depend on a number of factors, including maintaining its status as a public company and supporting shareholder and investor relations.



**PARADIGM OIL & GAS, INC.**  
**Notes To Financial Statements**  
**For The Nine Months Ended September 30, 2024 and 2023**  
**(Unaudited)**

**(2) SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

**Recent Accounting Pronouncements**

The company has evaluated all the recent accounting pronouncements and believes that none of them will have a material effect on the company's financial statements.

**Use of Estimates**

The preparation of financial statements in accordance with U.S. generally accepted accounting principles 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. Actual results could differ from those estimates.

The oil and gas industry is subject, by its nature, to environmental hazards and clean-up costs. At this time, management knows of no substantial costs from environmental accidents or events for which the Company may be currently liable. In addition, the Company's oil and gas business makes it vulnerable to changes in prices of crude oil and natural gas. Such prices have been volatile in the past and can be expected to be volatile in the future.

**Fair value of financial instruments**

In accordance with the reporting requirements of Accounting Standards Codification ("ASC") Topic No. 825, Financial Instruments, (ASC 825) the Company calculates the fair value of its assets and liabilities which qualify as financial instruments under this standard and includes this additional information in the notes to the consolidated financial statements when the fair value is different than the carrying value of those financial instruments.

The estimated fair value of employee advances, note receivable, related party receivable, accounts payable and accrued liabilities and advances from shareholder approximate their carrying amounts due to the nature and short maturity of these instruments. The carrying values of the short-term convertible notes and note payable approximate their fair value since they bear market rates of interest and other terms.

Properties will continue to be carried as an asset pending determination of whether proved reserves have been found only as long as: i) the property has found a sufficient quantity of reserves to justify its completion as a producing property if the required capital expenditure is made and ii) there is enough geological and engineering evidence that supports a commercially producible quantity of reserves exist.

**PARADIGM OIL & GAS, INC.**  
**Notes To Financial Statements**  
**For The Nine Months Ended September 30, 2024 and 2023**  
**(Unaudited)**

**Income Taxes**

The Company accounts for income taxes under the provisions of the ASC Topic No. 740 , Income Taxes (ASC 740) which requires recognition of deferred tax liabilities and assets for the expected future tax consequences of events that have been included in the financial statements or tax returns. Under this method, deferred tax liabilities and assets are determined based on the difference between the financial statement and tax bases of assets and liabilities using enacted tax rates in effect for the year in which the differences are expected to reverse.

**Stock-based Compensation**

The Company records stock-based compensation in accordance with ASC Topic No. 718, Compensation - Stock Compensation (ASC 718) using the fair value method. All transactions in which goods or services are the consideration received for the issuance of equity instruments are accounted for based on the fair value of the consideration received or the fair value of the equity instrument issued, whichever is more reliably measurable. Equity instruments issued to employees and the cost of the services received as consideration are measured and recognized based on the fair value of the equity instruments issued.

**Impairment of Long-Lived Assets**

The Company reviews its long-lived assets to be held and used, including unproved oil and gas properties accounted for under the successful efforts method of accounting, whenever events or circumstances indicate that the carrying value of those assets may not be recoverable. An impairment loss is indicated if the sum of the expected undiscounted future cash flows is less than the carrying amount of the assets. In such circumstances, the Company recognizes an impairment loss for the amount by which the carrying amount of the asset exceeds the estimated fair value of the asset.

**Revenue Recognition**

The Company uses the sales method of accounting for natural gas and oil revenues. Under this method, revenues are recognized upon the passage of title, net of royalties. Revenues from natural gas production are recorded using the sales method. When sales volumes exceed the Company's entitled share, an overproduced imbalance occurs. To the extent the overproduced imbalance exceeds the Company's share of the remaining estimated proved natural gas reserves for a given property, the Company records a liability. At September 30, 2024, the Company had no overproduced imbalances.

**PARADIGM OIL & GAS, INC.**  
**Notes To Financial Statements**  
**For The Nine Months Ended September 30, 2024 and 2023**  
**(Unaudited)**

**(3) SHORT TERM CONVERTIBLE NOTES**

The Company has entered into a series of Short-Term Interest-Bearing Convertible Notes. The note plus interest can be converted in whole or in part to common shares at the holder's option at the later of the maturity date or the default date. The Conversion price is calculated as 40% of the market price which is determined by averaging the lowest 3 day closing price over the last 10 trading day period ending one trading day prior to the day the conversion notice was sent by facsimile.

The Company is required at all times to have authorized and reserved five times the number of shares that is actually issuable upon full conversion of the notes (based on the Conversion Price of the Notes in effect from time to time).

Management became aware of a Company debt that it previously had no knowledge of. The Company, after doing its due diligence, has acknowledged that the debt is a legitimate debt of the Company. The majority of the debt originated in 2014. Based on the terms and age of the debt the current balance as January 1, 2023 is \$11,329,700 which includes penalties and additional interest based on the terms of the note. The amount has been added to the accumulated deficit of the Company. The Company is currently working on options to repay the note.

**(4) SHAREHOLDERS' EQUITY**

The stockholders' equity section of the Company contains the following classes of Capital stock as of September 30, 2024, respectively:

- Preferred Stock Series A, \$0.0001 par value, 1,000,000 shares authorized 1,000,000 shares issued and outstanding.
- Preferred Stock Series B, \$0.0001 par value, 4,000,000 shares authorized 550,000 shares issued and outstanding.
- Common Stock, \$0.0001 par value, 20,000,000,000 shares authorized 7,781,996,284 shares issued and outstanding.

**(5) BOARD ACTIONS – CHANGE OF CONTROL**

Effective December 28, 2023, Purcell Holdings, LLC. (Controlled by Paul Strickland the Company's secretary and Director transferred 100% of the 1 million Series A Preferred Shares to Phase One Operations, Inc. (Controlled by Paul Rachmuth). Paul Strickland resigned as Secretary and Director. Paul Rachmuth was nominated as Director and appointed CEO and President. The management agreement with Selkirk Management was terminated.

**PARADIGM OIL & GAS, INC.**  
**Notes To Financial Statements**  
**For The Nine Months Ended September 30, 2024 and 2023**  
**(Unaudited)**

**(5) SUBSEQUENT EVENTS**

On November 25, 2024 the Company issued a \$50,000 8% convertible promissory note convertible into the Company's common stock at a price equal to 55% of the average closing price of the Company's common stock during the 20 consecutive Trading Days prior to the date on which Holder elects to convert all or part of the Note. The initial consideration was \$3,780 with an original issue discount of 10% resulting in a principal amount of \$4,158. The maturity date is November 24, 2025.

Management has evaluated all other activity since September 30, 2024 through the date the financial statements were issued and has concluded that no additional subsequent events have occurred that would require recognition in the Financial Statements or disclosure in the Notes to the Financial Statements.