

# **Osceola Gold Inc.**

6130 Elton Avenue  
Las Vegas, NV 89107

740-275-7804  
OSCIgold.com osceolagoldinc@gmail.com

## **Annual Report**

For the period ending **December 31, 2025** (the “Reporting Period”)

### **Outstanding Shares**

The number of shares outstanding of our Common Stock was:

378,160,109 as of December 31, 2025 (*Current Reporting Period Date or More Recent Date*)

348,105,028 as of December 31, 2024 (*Most Recent Completed Fiscal Year End*)

### **Shell Status**

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

Yes:  No:

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

Yes:  No:

### **Change in Control**

Indicate by check mark whether a Change in Control<sup>2</sup> of the company has occurred during this reporting period:

Yes:  No:

### **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.

Osceola Gold Inc. f/k/d PhyHealth Corporation (named changed February 2016).

Current State and Date of Incorporation or Registration: Delaware  
Standing in this jurisdiction: (e.g. active, default, inactive): Active

Prior Incorporation Information for the issuer and any predecessors during the past five years: None.

Describe any trading suspension or halt orders issued by the SEC or FINRA concerning the issuer or its predecessors since inception: None.

List any stock split, dividend, recapitalization, merger, acquisition, spin-off, or reorganization either currently anticipated or that occurred within the past 12 months: None.

Address of the issuer's principal executive office:

6130 Elton Avenue  
Las Vegas, NV 89107

Address of the issuer's principal place of business:

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

6130 Elton Avenue  
Las Vegas, NV 89107

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: Issuer Direct  
Phone: 919-481-4000  
Email: [info@issuerdirect.com](mailto:info@issuerdirect.com)  
Address: 1 Glenwood Ave Suite 1001, Raleigh, NC 27603

### **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: **OSCI**

Exact title and class of securities outstanding:	<b><u>Common Stock</u></b>
CUSIP:	<u>68804P109</u>
Par or stated value:	<u>\$0.0001</u>
Total shares authorized:	<u>500,000,000</u> as of date: <u>December 31, 2025</u>
Total shares outstanding:	<u>378,160,109</u> as of date: <u>December 31, 2025</u>
Total number of shareholders of record:	<u>187</u> as of date: <u>December 31, 2025</u>

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

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

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

Exact title and class of the security:	<b><u>Series A Preferred Shares</u></b>
Par or stated value:	<u>\$0.0001</u>
Total shares authorized:	<u>1,000,000</u> as of date: <u>December 31, 2025</u>
Total shares outstanding:	<u>752,947</u> as of date: <u>December 31, 2025</u>
Total number of shareholders of record:	<u>1</u> as of date: <u>December 31, 2025</u>

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

Exact title and class of the security:	<b><u>Series B Preferred Shares</u></b>
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Par or stated value:	<u>\$0.0001</u>	
Total shares authorized:	<u>1,000,000</u>	as of date: <u>December 31, 2025</u>
Total shares outstanding:	<u>1,000,000</u>	as of date: <u>December 31, 2025</u>
Total number of shareholders of record:	<u>1</u>	as of date: <u>December 31, 2025</u>

**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.**

The Series B Preferred Shares hold 67% of the voting power for Osceola Gold Inc.

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

The Series B Preferred Shares hold 67% of the voting power for Osceola Gold Inc.

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

None.

**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: <u>Opening Balance</u>			*Right-click the rows below and select "Insert" to add rows as needed.						
Date: <u>12/31/2024</u>	Common: <u>348,105,028</u> Preferred A: <u>752,947</u> Preferred B: <u>1,000,000</u>								
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.
09/12/2023	New Issuance	300,000	Common	N/A	Yes	Carmine Palummo	Private Placement	Restricted	4(2)
09/18/2023	New Issuance	800,000	Common	N/A	Yes	Carmine Palummo	Private Placement	Restricted	4(2)
09/19/2023	New Issuance	500,000	Common	\$0.01	Yes	Bruce Haddad	Private Placement	Restricted	4(2)
09/19/2023	New Issuance	500,000	Common	\$0.01	Yes	James D. Lebow	Private Placement	Restricted	4(2)

09/28/2023	New Issuance	800,000	Common	N/A	Yes	Vanessa Properties, LLC	Private Placement	Restricted	4(2)
10/03/2023	New Issuance	800,000	Common	N/A	Yes	Vanessa Properties, LLC	Private Placement	Restricted	4(2)
10/03/2023	New Issuance	1,000,000	Common	N/A	Yes	John Magno	Private Placement	Restricted	4(2)
10/03/2023	New Issuance	3,500,000	Common	N/A	Yes	Carlos Obando	Private Placement	Restricted	4(2)
10/03/2023	New Issuance	1,000,000	Common	N/A	Yes	Michael Simone	Private Placement	Restricted	4(2)
10/13/2023	New Issuance	250,000	Common	N/A	Yes	Dawn Simone	Private Placement	Restricted	4(2)
04/16/2024	New Issuance	2,500,000	Common	N/A	Yes	Brent Watson	Private Placement	Restricted	4(2)
09/01/2024	New Issuance	3,000,000	Common	N/A	N/A	Visible Corporate Services	Private Placement	Restricted	4(2)
09/12/2024	New Issuance	300,000	Common	N/A	N/A	Carmine Palummo	Private Placement	Restricted	4(2)
09/25/2024	New Issuance	10,000,000	Common	N/A	N/A	Joseph Falco	Private Placement	Restricted	4(2)
09/26/2024	New Issuance	250,000	Common	N/A	Yes	George Abate	Private Placement	Restricted	4(2)
09/26/2024	New Issuance	500,000	Common	N/A	Yes	Anna Simone	Private Placement	Restricted	4(2)
09/26/2024	New Issuance	1,000,000	Common	\$0.0001	Yes	Maimoon Mustafa	Private Placement	Restricted	4(2)
09/26/2024	New Issuance	600,000	Common	\$0.0001	Yes	Anne Neggia	Private Placement	Restricted	4(2)
09/26/2024	New Issuance	1,000,000	Common	\$0.0001	Yes	Joseph Neggia	Private Placement	Restricted	4(2)
09/26/2024	New Issuance	740,740	Common	\$0.0001	Yes	Michael Ofori	Private Placement	Restricted	4(2)
09/26/2024	New Issuance	1,000,000	Common	\$0.0001	Yes	Jose Perez	Private Placement	Restricted	4(2)
09/26/2024	New Issuance	1,000,000	Common	\$0.0001	Yes	Joseph Simone	Private Placement	Restricted	4(2)
09/26/2024	New Issuance	1,000,000	Common	\$0.0001	Yes	Michael Simone	Private Placement	Restricted	4(2)
09/26/2024	New Issuance	500,000	Common	\$0.0001	Yes	Joseph Simone Jr.	Private Placement	Restricted	4(2)
09/26/2024	New Issuance	1,650,000	Common	\$0.0001	Yes	Brent Watson	Private Placement	Restricted	4(2)
09/26/2024	New Issuance	300,000	Common	\$0.0001	Yes	Louis Wieben	Private Placement	Restricted	4(2)
09/26/2024	New Issuance	1,000,000	Common	\$0.0001	Yes	Edward Gaber	Private Placement	Restricted	4(2)
10/11/2024	New Issuance	3,500,000	Common	\$0.0001	Yes	Gregg Epstein	Private Placement	Restricted	4(2)
11/20/2024	New Issuance	3,000,000	Common	\$0.0001	Yes	Brent Watson	Private Placement	Restricted	4(2)
11/27/2024	New Issuance	20,000,000	Common	\$0.0001	Yes	Michele Merendino	Private Placement	Restricted	4(2)
12/27/2024	New Issuance	300,000	Common	\$0.0001	Yes	Jason Goldstein	Private Placement	Restricted	4(2)
01/16/2025	New Issuance	2,650,000	Common	\$0.01	Yes	Gregg Epstein	Private Placement	Restricted	4(2)
01/16/2025	New Issuance	400,000	Common	\$0.01	Yes	Carmine Palummo	Private Placement	Restricted	4(2)
01/16/2025	New Issuance	2,000,000	Common	\$0.01	Yes	James Tousto	Private Placement	Restricted	4(2)
01/16/2025	New Issuance	1,000,000	Common	\$0.01	Yes	Joe Simone	Private Placement	Restricted	4(2)
02/14/2025	New Issuance	400,000	Common	\$0.01	Yes	Jason Goldstein	Private Placement	Restricted	4(2)
02/14/2025	New Issuance	757,576	Common	\$0.01	Yes	John Bosel	Private Placement	Restricted	4(2)
02/14/2025	New Issuance	550,505	Common	\$0.01	Yes	Cheryl Hintzman	Private Placement	Restricted	4(2)
02/14/2025	New Issuance	5,545,000	Common	\$0.01	Yes	Kelly Hemming	Private Placement	Restricted	4(2)
03/07/2025	New Issuance	1,200,000	Common	\$0.01	Yes	Salvatore DeMarco	Private Placement	Restricted	4(2)
03/07/2025	New Issuance	1,500,000	Common	\$0.01	Yes	Carmine Palummo	Private Placement	Restricted	4(2)
04/02/2025	New Issuance	500,000	Common	\$0.01	Yes	John P. Boesel	Private Placement	Restricted	4(2)
04/03/2025	New Issuance	1,000,000	Common	\$0.01	Yes	Howard Remmich	Private Placement	Restricted	4(2)
04/10/2025	New Issuance	1,000	Common	\$0.01	Yes	Sonia Dahl DeMarco	Private Placement	Restricted	4(2)
04/11/2025	New Issuance	1,000	Common	\$0.01	Yes	Lauren E. Ajlane	Private Placement	Restricted	4(2)
04/29/2025	New Issuance	4,500,000	Common	\$0.01	Yes	Cheryl Hintzman	Private Placement	Restricted	4(2)
06/18/2025	New Issuance	750,000	Common	\$0.01	Yes	Carmine Palummo	Private Placement	Restricted	4(2)
07/03/2025	New Issuance	2,500,000	Common	\$0.01	Yes	Joseph Simone Jr.	Private Placement	Restricted	4(2)
07/31/2025	New Issuance	1,000,000	Common	\$0.01	Yes	Howard Remmich	Private Placement	Restricted	4(2)
07/31/2025	New Issuance	300,000	Common	\$0.01	Yes	Lisa Figueroa	Private Placement	Restricted	4(2)
07/31/2025	New Issuance	500,000	Common	\$0.01	Yes	Carlo Ceglie	Private Placement	Restricted	4(2)
08/08/2025	New Issuance	3,000,000	Common	\$0.01	Yes	Visible Corporate Services	Private Placement	Restricted	4(2)
Shares Outstanding on Date of This Report:									
Date: <u>12/31/2025</u> Common: <u>378,160,109</u> Preferred A: <u>752,947</u> Preferred B: <u>1,000,000</u>									

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

1. Scott Bailey is the Managing Director of Visible Corporate Services, LLC.
2. Carmine Palummo is the 100% owner of Vanessa Properties, LLC.

## B. Promissory and Convertible Notes

Indicate by check mark whether there are any outstanding promissory notes, 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)

Note Holder	Origination Date of Debt	Principal Balance	Accrued Interest	Total
John More Group	July 1, 2015	\$423,999	\$35,683	\$459,682
Myron Cupp	April 1, 2016	\$3,500	\$1,886	\$5,386
Brian Starszak	August 1, 2016	\$10,000	\$4,274	\$14,274

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

#### 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")

Excavation and extraction of gold ore.

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

None.

C. Describe the issuers' principal products or services.

Excavation and extraction of gold ore.

#### 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.

Osceola Gold Inc. f/k/a PhyHealth Corporation is the holder of that certain (MAV 5 G) claim grouping in the Osceola Mining District located in White Pine County, Nevada, which district has previously been successfully mined since the district's founding, circa 1872. The primary minerals that have been excavated in the Osceola Mining District have been gold and tungsten. The Osceola Gold Mining District remains rich in gold and trace minerals. The claims immediately adjacent to Osceola Gold's claim are currently operated by North America's largest mining companies, among them Barrick Gold and Kennecott.

#### 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.

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
Pizz Inc./ Tracy Pizzoferrato	CEO	Steubenville, Ohio	1,000,000	Preferred B Shares	100%	Tracy Pizzoferrato
Pizz Inc./ Tracy Pizzoferrato	CEO	Steubenville, Ohio	17,913,600	Common Stock	4.73%	Pizz Inc./ Tracy Pizzoferrato
Ashok and Parul Shah	Owner of more than 5%	Lake Forest, California	27,000,000	Common Stock	5.88%	Ashok and Parul Shah
Randall Goulding Law Office of	Former Officer/ Owner of more than 5%	Chicago, Illinois	122,461	Preferred A Shares	12.25%	Randall Goulding
Michele Merendino	Owner of more than 5%	Scottsdale, Arizona	20,000,000	Common Stock	5.28%	Michele Merendino
Joseph Falco	Owner of more than 5%	Wall, New Jersey	24,588,095	Common Stock	6.50%	Joseph Falco

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:

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

None.

2. Been the subject of the entry of an order, judgment, or decree, not subsequently reversed, suspended or vacated, by a court of competent jurisdiction that permanently or temporarily enjoined, barred, suspended or otherwise limited such person's involvement in any type of business, securities, commodities, financial- or investment-related, insurance or banking activities;

None.

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

None.

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

None.

5. Been the subject of an order by a self-regulatory organization that permanently or temporarily barred, suspended, or otherwise limited such person's involvement in any type of business or securities activities.

None.

6. Been the subject of a U.S Postal Service false representation order, or a temporary restraining order, or preliminary

injunction with respect to conduct alleged to have violated the false representation statute that applies to U.S. mail.

None.

B. Describe briefly any material pending legal proceedings, other than ordinary routine litigation incidental to the business, to which the issuer or any of its subsidiaries is a party to or of which any of their property is the subject. Include the name of the court or agency in which the proceedings are pending, the date instituted, the principal parties thereto, a description of the factual basis alleged to underlie the proceeding and the relief sought. Include similar information as to any such proceedings known to be contemplated by governmental authorities.

None.

### 8) Third Party Service Providers.

Provide the name, address, telephone number and email address of each of the following outside providers. You may add additional space as needed. Confirm that the information in this table matches your public company profile on [www.OTCMarkets.com](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: Morgan Petitti  
Address 1: Petitti Law Group  
Address 2: 118 W. Streetsboro #317, Hudson OH 44236  
Phone: 330-697-8545  
Email: petittilaw@gmail.com

#### **Accountant or Auditor.**

Name: None.

#### **Investor Relations.**

Name: None.

#### ***All other means of Investor Communication:***

X (Twitter): @osceolagold  
Discord: N/A  
LinkedIn: N/A  
Facebook: Osceola Gold Inc.  
[Other ] N/A

#### **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:

### 9) Disclosure & Financial Information.

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

Name: Tracy Pizzoferrato  
Title: Interim CEO/ CFO  
Relationship to Issuer: Employee

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: Tracy Pizzoferrato  
Title: Interim CEO/CFO  
Relationship to Issuer: Employee

Describe the qualifications of the person or persons who prepared the financial statements:  
**Bachelor's in accounting with a concentration on Forensic Accounting**

## 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, Tracy Pizzoferrato certify that:

1. I have reviewed this Disclosure Statement for Osceola Gold, Inc. for the quarter ended on December 31, 2025;
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.

/s/ Tracy Pizzoferrato                      3/13/2026  
CEO's Signature

### *Principal Financial Officer:*

I, Tracy Pizzoferrato certify that:

1. I have reviewed this Disclosure Statement for Osceola Gold, Inc. for the quarter ended on December 31, 2025;
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.

/s/ Tracy Pizzoferrato                      3/13/2026  
CFO's Signature

**OSCEOLA GOLD, INC.**  
**2025 Annual Financial Statements**  
**December 31, 2025 and 2024**

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**OSCEOLA GOLD, INC.**  
**CONDENSED BALANCE SHEET**

	<b>December 31, 2025 (Unaudited)</b>	<b>December 31, 2024 (Unaudited)</b>
<b>ASSETS</b>		
<b>Current Assets:</b>		
Cash	\$ 230,375	\$ 70,344
Accounts receivable, net of allowance	(12,500)	-
Inventory	-	-
<b>Total current assets</b>	217,875	70,344
<b>Property and Equipment, net</b>	512,591	795,398
<b>Non-Current Assets:</b>		
Processing equipment	-	-
Vehicles	-	-
Furniture and equipment	-	-
Investment in Mine	784,649	784,649
<b>Total non-current assets</b>	1,297,240	1,580,047
<b>TOTAL ASSETS</b>	<b>\$ 1,515,115</b>	<b>\$ 1,650,391</b>
 <b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>		
<b>Current Liabilities:</b>		
Accounts payable and accrued expenses	\$ 779,921	\$ 773,569
Accruals on uncompleted contracts	-	-
Notes payable and capital leases	-	-
Other current liabilities	3,702	3,702
<b>Total current liabilities</b>	783,623	777,271
<b>Non-current Liabilities:</b>		
Notes payable, net	471,842	777,149
<b>Total non-current liabilities</b>	471,842	777,149
<b>Total Liabilities</b>	1,255,465 <span style="color: green;">▼</span>	1,554,420
<b>Stockholders' Equity</b>		
Common stock, \$0.0001 par value, 500,000,000 shares authorized with 378,160,109 shares issued and outstanding at December 31, 2025	37,815	34,810
Preferred A stock, \$0.0001 par value, 1,000,000 shares authorized with 752,947 issued and outstanding Preferred B stock, \$0.0001 par value, 1,000,000 shares authorized with zero issued and outstanding	75	75
	100	100
Additional paid-in capital	850,682	565,279
Accumulated deficit	(622,670)	(492,845)
	(6,352)	(11,448)
<b>Total stockholders' equity</b>	259,650 <span style="color: green;">▼</span>	95,971
<b>TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY</b>	<b>\$ 1,515,115</b>	<b>\$ 1,650,391</b>

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

**OSCEOLA GOLD, INC.**  
**CONDENSED STATEMENTS OF OPERATIONS**  
For the Three and Nine Months Ended September 30, 2025 and 2024  
(Unaudited)

	For The Three Months Ended September 30,		For The Nine Months Ended September 30,	
	2025	2024	2025	2024
<b>Net Sales</b>				
Sales	\$ -	\$ -	\$ -	\$ -
Cost of revenues	-	-	-	(300)
<b>Gross Profit</b>	-	-	-	<b>300</b>
<b>Operating Expenses</b>				
Selling, general and administrative	1,500	3,541	4,852	10,111
Employee salaries and related expenses	-	-	-	5,000
Commissions, licenses and fees	-	(3,702)	-	(4,349)
<b>Total operating expenses</b>	<b>1,500</b>	<b>(161)</b>	<b>4,852</b>	<b>10,762</b>
<b>Loss from Operations</b>	<b>(1,500)</b>	<b>161</b>	<b>(4,852)</b>	<b>(10,462)</b>
Other Expenses:	-	15	-	15
Vehicle expenses	-	-	-	499
<b>Total Other Expenses</b>	-	15	-	514
Loss before income taxes	1,500	(176)	(4,852)	(9,948)
Provision for income taxes	-	-	-	-
<b>Net Loss</b>	<b>\$ (1,500)</b>	<b>\$ 176</b>	<b>\$ (4,852)</b>	<b>\$ (9,948)</b>

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

**OSCEOLA GOLD, INC.**  
**CONDENSED STATEMENT OF STOCKHOLDERS' EQUITY (DEFICIT)**  
**For the Years Ended December 31, 2025 and 2024**  
(Unaudited)

	Series A Preferred Stock		Series B Preferred Stock		Common Stock		Additional Paid-In Capital	Accumulated (Deficit)	Total
	Shares Outstanding	Par Value	Shares Outstanding	Par Value	Shares Outstanding	Par Value			
<b>Balance at December 31, 2023</b>	<b>247,053</b>	<b>\$ 25</b>	<b>1,000,000</b>	<b>\$ 100</b>	<b>293,464,288</b>	<b>\$ 29,726</b>	<b>\$ 2,153,403</b>	<b>\$ (507,845)</b>	<b>\$ 1,675,309</b>
Common stock issued to employees	-	-	-	-	10,240,740	1,024	1,802	-	2,826
Common stock issued for consulting services	505,894	50	-	-	14,300,000	1,680	19,417	-	21,097
Common stock issued for inducement to lenders	-	-	-	-	-	-	-	-	-
Common stock issued for conversion of notes and accrued interest	-	-	-	-	30,100,000	2,380	(66,371)	26,448	26,448
Common stock issued from sale of treasury stock	-	-	-	-	-	-	-	-	-
Net loss								(11,448)	(11,448)
<b>Balance at December 31, 2024</b>	<b>752,947</b>	<b>\$ 75</b>	<b>1,000,000</b>	<b>\$ 100</b>	<b>348,105,028</b>	<b>\$ 34,810</b>	<b>\$ 2,108,251</b>	<b>\$ (492,845)</b>	<b>\$ 1,650,391</b>
Common stock issued to employees	-	-	-	-				-	
Common stock issued for consulting services	-	-	-	-				-	
Common stock issued for inducement to lenders	-	-	-	-				-	
Common stock issued for conversion of notes and accrued interest	-	-	-	-	7,300,000	730	(287,205)	(123,473)	(356,475)
Common stock issued from sale of treasury stock	-	-	-	-	22,755,081	2,275	278,748	-	227,551
Net loss								(6,352)	(6,352)
<b>Balance at December 31, 2025</b>	<b>752,947</b>	<b>\$ 75</b>	<b>1,000,000</b>	<b>\$ 100</b>	<b>378,160,109</b>	<b>\$ 37,815</b>	<b>\$ 2,099,794</b>	<b>\$ (622,670)</b>	<b>\$ 1,515,115</b>

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

**OSCEOLA GOLD, INC.**  
**CONDENSED STATEMENTS OF CASH FLOWS**  
**For the Years Ended December 31, 2025 and 2024**  
**(Unaudited)**

	<b>2025</b>	<b>2024</b>
<b>OPERATING ACTIVITIES</b>		
Net loss	\$ (6,352)	\$ (11,448)
Adjustments to reconcile net loss to net cash provided by operations:		
Stock issued to employees	-	-
Stock issued to consultants	-	-
Stock issued for loan inducement	-	-
Changes in assets and liabilities:		
Accounts receivable	-	-
Accrued liabilities	6,352	13,778
Accrued interest	2,500	-
Accrued payroll and related	-	-
Other current liabilities	12,500	3,702
Total Adjustments to reconcile net loss to net cash used in operations:	21,352	17,480
Net cash used in operating activities	15,000	6,032
 <b>INVESTING ACTIVITIES</b>		
Property & equipment	(504,342)	-
Net cash used in investing activities	(504,342)	-
 <b>FINANCING ACTIVITIES</b>		
Notes payable proceeds	2,311	61,500
Payments to notes payable	479,342	-
Due to related party	-	-
Cash from stock sale, net of costs	167,720	(57,202)
Net cash provided by financing activities	649,373	4,298
 <b>Net cash increase (decrease) for the period</b>	<b>\$ 160,031</b>	<b>\$ 10,330</b>
<b>Cash, beginning of period</b>	<b>70,344</b>	<b>60,004</b>
<b>Cash, end of the period</b>	<b>\$ 230,375</b>	<b>\$ 70,334</b>

Non-cash investing and financing activities are as follows:

Stock-based compensation	\$ -	\$ -
Stock issued for consulting	\$ -	\$ -
Stock issued for conversion of debt to equity and accrued interest	\$ -	\$ -

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

## **NOTE 1 - ORGANIZATION AND DESCRIPTION OF BUSINESS**

The financial statements of Osceola Gold, Inc. f/k/a Phyhealth Corp. (the "Company") have been prepared by management and are unaudited. In the opinion of management, these financial statements reflect all adjustments of a normal recurring nature necessary for a fair presentation of the results for the interim periods presented.

Phyhealth Corp. was incorporated under the laws of the State of Delaware on April 27, 2012, which is considered date of inception. By amendment to the Articles of Incorporation, its name was changed to Osceola Gold, Inc. in August 2015.

As of 2023, Osceola Gold, Inc. is an emerging, low-cost producer whose primary assets are the gold mining claims known as Mav G in the famous Osceola Mining District in Mary Ann Canyon in White Pine County, Nevada.

## **NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

This summary of significant accounting policies of the Company is presented to assist in understanding the Company's financial statements which conform to U.S. generally accepted accounting principles. The financial statements and notes are representations of the Company's management, which is responsible for their integrity and objectivity. These accounting policies conform to generally accepted accounting principles and have been consistently applied in the preparation of financial statements. The following policies are significant:

### ***Accounting Method***

The financial statements are prepared using the accrual method of accounting in accordance with generally accepted accounting principles (GAAP). The Company has elected a calendar year-end.

### ***Cash and Cash Equivalents***

For the purposes of the statement of cash flows, the Company considers all cash accounts and highly liquid investments with original maturities of less than three months to be cash equivalents.

### ***Fixed Assets***

Fixed assets are stated at cost less accumulated depreciation. Expenditures for minor replacements, maintenance and repairs which do not increase the useful lives of the property and equipment are charged to operations as incurred. Major additions and improvements are capitalized. Depreciation and amortization are computed using the straight-line method over an estimated useful life of 5 to 7 years.

### ***Impairment of Long-Lived Assets***

The Company evaluates its long-lived assets for impairment whenever events or changes in circumstances indicate that the carrying amount of such assets may not be recoverable. The recoverability of assets to be held and used is measured by a comparison of the carrying amount of the asset to future non-discounted net cash flows expected to be generated by the asset. If such assets are considered to be impaired, the impairment to be recognized is measured by the amount by which the carrying amount of the assets exceeds the fair value of the assets. No impairments were recognized for the years ended December 31, 2025, and 2024.

### ***Use of Estimates***

The preparation of the financial statements in conformity with accounting principles generally accepted in the United States of America requires management of the Company to make a number of estimates and assumptions relating to 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. These estimates are based on historical experience and various other factors. The Company continually evaluates the information used to make these estimates as the business and economic environment changes. Historically, actual results have not varied materially from the Company's estimates and the Company does not currently anticipate a significant change in its assumptions related to these estimates. However, actual results may differ from these estimates under different assumptions or conditions.

Key estimates made in the accompanying financial statements include, among others, the economic useful lives and recovery of long-lived assets and contingencies.

### ***Fair Value of Financial Instruments***

The carrying amounts reported in the accompanying financial statements for cash and cash equivalents, accounts payable, and other current liabilities approximate fair values because of the immediate or short-term maturities of these financial instruments.

### ***Concentrations of Risk***

The Company maintains its cash in bank deposit accounts which, at times, may exceed the federally insured limits. Accounts are guaranteed by the Federal Deposit Insurance Corporation (FDIC) up to certain limits. The Company has not experienced any losses in such accounts or lack of access to its cash, and believes it is not exposed to significant risk of loss with respect to cash. However, no assurance can be provided that access to the Company's cash will not be impacted by adverse economic conditions in the financial markets.

### ***Contingencies***

Certain conditions may exist as of the date that these financial statements are issued, which may result in a loss to the Company, but which will only be resolved when one or more future events occur or fail to occur. The Company's management and its legal counsel assess such contingent liabilities and such assessments inherently involve exercise of judgement. In assessing loss contingencies related to legal proceedings that are pending against the Company or unasserted claims that may result in such proceedings, the Company's legal counsel evaluates the perceived merits of any legal proceedings or unasserted claims as well as the perceived merits of the amount of relief sought or expected to be sought therein.

If the assessment of a contingency indicates that it is probable that a material loss has been incurred and the amount of the liability can be estimated, then the estimated liability is accrued in the Company's financial statements. If the assessment indicates that a potentially material loss contingency is not probable, but is reasonably possible, or is probable but cannot be estimated, then the nature of the contingent liability, together with an estimate of the range of possible loss if determinable and material, is disclosed. Loss contingencies considered remote are generally not disclosed unless they involve guarantees, in which case the nature of the guarantee is disclosed.

### ***Stock-based Compensation***

The Company recognizes stock-based compensation in accordance with ASC Topic 718 "Stock Compensation," which requires the measurement and recognition of compensation expense for all share-based payment awards made to employees and directors including employee stock options and employee stock purchases related to an Employee Stock Purchase Plan based on the estimated fair values.

### ***Recent Accounting Pronouncements***

#### **Adopted**

In May 2014, the FASB issued ASU 2014-09, Revenue from Contracts with Customers (Topic 606), to supersede nearly all existing revenue recognition guidance under U.S. GAAP. The core principle of ASU 2014-09 is to recognize revenues when promised goods or services are transferred to customers in an amount that reflects the consideration to which an entity is expected to be entitled for those goods or services. ASU 2014-09 defines a five-step process to achieve this core principle and, in doing so, it is possible more judgment and estimates may be required within the revenue recognition process than required under existing U.S. GAAP, including identifying performance obligations in the contract, estimating the amount of variable consideration to include in the transaction price and allocating the transaction price to each performance obligation. In August 2015, the FASB issued ASU 2015-14, Revenue from Contracts with Customers (Topic 606), to defer the effective date of ASU 2014-09 by 1 year. Accordingly, ASU 2014-09 will now be effective for the Company's year ending December 31, 2019. The adoption of ASU 2014-09 must be made using either of two methods:

(a) retrospective to each prior reporting period presented with the option to elect certain practical expedients as defined with ASU 2014-09; or

(b) retrospective with the cumulative effect of initially applying ASU 2014-09 recognized at the date of initial application and providing certain additional disclosures as defined in ASU 2014-09. The Company has not yet selected a transition method and is currently evaluating the impact of the pending adoption of ASU 2014-09 and ASU 2015-14 on its financial statements.

In February 2016, the FASB issued ASU No. 2016-02, Leases, which requires an entity to recognize the rights and obligations resulting from leases as lease assets and lease liabilities on the balance sheet, including leases previously recorded and classified

as operating leases. Pursuant to this new guidance, a lessee should recognize in the balance sheet a liability to make lease payments (lease liability) and a right-of-use assets (lease asset) representing its right to use the underlying asset for the lease term, initially measured at the present value of the lease payments. This new standard is effective for the Company for the year ended December 31, 2020, with early application permitted, using a modified retrospective approach. The Company is currently evaluating the impact of the pending adoption of ASU 2016- 02 on its financial statements.

### ***Recently Issued Accounting Pronouncements***

In August 2020, the FASB issued Accounting Standards Update (“ASU”) 2020-06, Debt – Debt with Conversion and Other Options (Subtopic 470-20) and Derivatives and Hedging – Contracts in Entity’s Own Equity (Subtopic 815 – 40) (“ASU 2020-06”). ASU 2020-06 simplifies the accounting for certain financial instruments with characteristics of liabilities and equity, including convertible instruments and contracts on an entity’s own equity. The ASU is part of the FASB’s simplification initiative, which aims to reduce unnecessary complexity in US GAAP. The ASU’s amendments are effective for fiscal years beginning after December 15, 2023, and interim periods within those fiscal years. The Company is currently evaluating the impact of ASU 2020-06 on its financial statements.

In December 2023, the Financial Accounting Standards Board (“FASB”) issued Accounting Standards Update 2023- 09 (“ASU 2023-09”), Income Taxes, which enhances the transparency of income tax disclosures by expanding annual disclosure requirements related to the rate reconciliation and income taxes paid. The amendments are effective for fiscal years beginning after December 15, 2024. Early adoption is permitted. The amendments should be applied on a prospective basis. Retrospective application is permitted. The Company is currently evaluating this ASU to determine its impact on the Company’s disclosures. The new guidance eliminates certain exceptions to the general approach to the income tax accounting model and adds new guidance to reduce the complexity in accounting for income taxes. The guidance will be effective for fiscal years beginning after December 15, 2024 and interim periods within those fiscal years. Early adoption of the amendments is permitted, including adoption in any interim period for public business entities for periods for which financial statements have not yet been issued. We are currently evaluating the impact that the new guidance will have on our condensed financial statements.

In June 2016, the FASB issued ASU No. 2016-13, “Financial Instruments-Credit Losses (Topic 326),” which replaces the current incurred loss impairment methodology for most financial assets with the current expected credit loss, or CECL, methodology. The series of new guidance amends the impairment model by requiring entities to use a forward- looking approach based on expected losses rather than incurred losses to estimate credit losses on certain types of financial instruments, including trade receivables. The guidance should be applied on either a prospective transition or modified-retrospective approach depending on the subtopic. The guidance is effective for annual periods beginning after December 15, 2022, including interim periods within those fiscal years, with early adoption permitted. We are currently evaluating the impact that the new guidance will have on our condensed financial statements, but since we have yet to recognize revenue, adoption is not anticipated to have a material effect.

Other recent accounting pronouncements issued by the FASB (including its Emerging Issues Task Force) did not or are not believed to have a material impact on the Company’s present or future financial statements.

### **NOTE 3 - FIXED ASSETS**

As of December 31, 2025, fixed assets had a basis of \$512,591, respectively, and accumulated depreciation balance of \$0. Depreciation expense was recorded for the year ended December 31, 2024, was (\$2,500).

### **NOTE 4 - COMMITMENTS**

As of August 24, 2014, the Company leases the mining rights from the majority shareholder, Pizz, Inc. The Company is obligated to pay annually the greater of Twenty percent (20%) of the gross revenue generated from the gold recovered or Fifty Thousand Dollars (\$50,000.00). Osceola Gold Has not remitted payment for this since July 2016 and are currently in default of the Lease and are in jeopardy of losing the mine lease with Pizz Inc. In addition to the lease payments, the Company is obligated to pay annually the property tax owed by Pizz, Inc.

As of September 2018, the Company has moved their office to Weirton, WV. The Company has contracted for this office on an annual basis.

As of May 5, 2024, there are new owners of the mine claims. They have decided not to proceed with the lease agreement. They will need some of our employees to help get them started and Osceola Gold Inc. will be a strategic partner in extracting gold.

In April 2024, the Company signed a management contract with MAC Mining (“MAC”) for 30% of the gross revenue derived from the mining activities of MAC.

## NOTE 5 - RELATED PARTY

Prior to December 31, 2025, the Company entered into convertible debt agreements with various former officers. The obligation due to related party is outstanding with a balance of \$3,702 as of December 31, 2025, and 2024. The debt is non-interest bearing and considered due on demand. The debt is convertible into common shares. The debt is included in other current liabilities on the balance sheet.

The Company is not currently accruing interest in obligations due to prior officers as the creditors, amounts and terms are undefined. The statute of limitations of debts under Delaware law is six (6) years.

## NOTE 6 - LONG-TERM LIABILITIES

Note Holder	Origination Date of Debt	Principal Balance	Accrued Interest	Total
More Success Group	July 1, 2015	\$423,999	\$35,683	\$459,682
Myron Cupp	April 1, 2016	\$3,500	\$1,886	\$5,386
Brian Starszak	August 1, 2016	\$10,000	\$4,274	\$14,274

## NOTE 7 - PREFERRED STOCK

The Company is authorized to issue Two Million (2,000,000) shares of Preferred Stock. On April 27, 2012, the management of the Company filed with the Delaware Secretary of State a certificate of amendment to the certificate of incorporation authorizing these amounts and designating One Million (1,000,000) shares as Series A Preferred Stock and One Million (1,000,000) shares as Series B Preferred Stock. The certificate of amendment to the certificate of incorporation designates any rights or privileges to either the Series A Preferred Stock or designates Pizz Inc. to the privilege to 1,000,000 of the Series B Preferred Stock.

### Series A Preferred Stock

The Series A Preferred Stock is senior equity to the common stock of the Company. The Series A Preferred Stock participates in dividends on an as-converted basis pari passu with the Common Stock of the Company. The Series A Preferred Stock does not have a liquidation preference. The Series A Preferred Stock votes pari-passu with the Common Stock of the Company. The Series A Preferred Stock may be converted at the holder's option on a one-to-one basis into the Common Stock of the Company. As of December 31, 2025, there were 752,947 Series A Preferred Stock issued and outstanding.

### Series B Preferred Stock

The Series B Preferred Stock is senior equity to the common stock of the Company. The Series B Preferred Stock participates in dividends on an as-converted basis pari passu with the Common Stock of the Company. The Series B Preferred Stock does not have a liquidation preference. Series B Preferred Stock votes pari passu with the Common Stock of the Company. The Series B Preferred Stock may be converted at the holder's option on a one-to-one basis into the Common Stock of the Company. The Transactions for the Series B Preferred Stock occurred in granting Pizz Inc. the 1,000,000 Series Preferred B Stock that was available. This will give Pizz Inc. 67% voting power. As of December 31, 2025, there were 1,000,000 Series B Preferred Stock issued and outstanding.

## NOTE 8 - RISKS RELATED TO OUR SECURITIES AND THE OVER-THE-COUNTER MARKET

**Securities trading on the OTC Markets (the "Pink Sheets") may be volatile, and transactions may be sporadic, which could depress the market price of our common stock and make it difficult for our stockholders to resell their shares.**

We are not a fully-reporting issuer with the Securities and Exchange Commission we are an alternative reporting to OTC markets standards, and our common stock is quoted on the "Pink Sheets" as provided by OTC Markets under the ticker symbol OSCI. Trading in stock quoted on the Pink Sheets, or any other over-the-counter venues, is often thin and characterized by wide

fluctuations in trading prices, due to many factors that may have little to do with our operations or business prospects. This volatility could depress the market price of our common stock for reasons unrelated to operating performance. Moreover, the Pink Sheets is not a stock exchange, and trading of securities on the Pink Sheets is often more sporadic than the trading of securities listed on a quotation system such as NASDAQ or a physical stock exchange (e.g., New York Stock Exchange).

**Accordingly, shareholders may have difficulty reselling any of their shares.**

Our stock is a penny stock. Trading of our stock may be restricted by the SEC's penny stock regulations and FINRA's sales practice requirements, which may limit a stockholder's ability to buy and sell our stock.

Our stock is a penny stock. The Securities and Exchange Commission has adopted Rule 15c-9 which generally defines "penny stock" to be any equity security that has a market price (as defined) less than Five Dollars (\$5.00) per share or an exercise price of less than Five Dollars (\$5.00) per share, subject to certain exceptions. Our securities are covered by the penny stock rules, which impose additional sales practice requirements on broker-dealers who sell to people other than established customers and "accredited investors". The term "accredited investor" refers generally to institutions with assets in excess of Five Million Dollars (\$5,000,000) or individuals with a net worth in excess of One Million Dollars (\$1,000,000) or annual income exceeding Two Hundred Thousand Dollars (\$200,000) or Three Hundred Thousand Dollars (\$300,000) jointly with their spouse. The penny stock rules require a broker-dealer, prior to a transaction in a penny stock not otherwise exempt from the rules, to deliver a standardized risk disclosure document in a form prepared by the SEC which provides information about penny stocks and the nature and level of risks in the penny stock market.

The broker-dealer also must provide the customer with current bid and offer quotations for the penny stock, the compensation of the broker-dealer and its salesperson in the transaction and monthly account statements showing the market value of each penny stock held in the customer's account. The bid and offer quotations, and the broker-dealer and salesperson compensation information, must be given to the customer orally or in writing prior to effecting the transaction and must be given to the customer in writing before or with the customer's confirmation. In addition, the penny stock rules require that prior to a transaction in a penny stock not otherwise exempt from these rules, the broker-dealer must make a special written determination that the penny stock is a suitable investment for the purchaser and receive the purchaser's written agreement to the transaction. These disclosure requirements may have the effect of reducing the level of trading activity in the secondary market for the stock that is subject to these penny stock rules. Consequently, these penny stock rules may affect the ability of broker-dealers to trade our securities. We believe that the penny stock rules discourage investor interest in, and limit the marketability of, our common stock.

In addition to the "penny stock" rules promulgated by the Securities and Exchange Commission, the Financial Industry Regulatory Authority ("FINRA") has adopted rules that require that in recommending an investment to a customer, a broker-dealer must have reasonable grounds for believing that the investment is suitable for that customer. Prior to recommending speculative low-priced securities to their non-institutional customers, broker-dealers must make reasonable efforts to obtain information about the customer's financial status, tax status, investment objectives and other information. Under interpretations of these rules, FINRA believes that there is a high probability that speculative low-priced securities will not be suitable for at least some customers.

**FINRA's requirements make it more difficult for broker-dealers to recommend that their customers buy our common stock, which may limit your ability to buy and sell our stock.**

Rule 144 sales are sales of publicly traded securities pursuant to the safe harbor of Rule 144 of Section 4 of the Securities Act of 1933. Under Section 4 of the Securities Act of 1933, the shareholder can sell shares of the Company into the public markets absent a registration if the selling shareholder complies with certain conditions, the Company is not a shell pursuant to Rule 144(i), and the Company complies with certain reporting provisions of Rule 144. The Company does not comply with the Company complies with certain reporting provisions of Rule 144 at this time. In the future, Rule 144 sales may have a depressive effect on our stock price as an increase in the supply of shares for sale, with no corresponding increase in demand will cause prices to fall. All of the outstanding shares of common stock held by the present officers, directors, and affiliate stockholders are "restricted securities" within the meaning of Rule 144 under the Securities Act of 1933, as amended. As restricted shares, these shares may be resold only pursuant to an effective registration statement or under the requirements of Rule 144 or other applicable exemptions from registration under the Act and as required under applicable state securities laws. Rule 144 provides in essence that a person who is an affiliate or officer or director who has held restricted securities for six months may, under certain conditions, sell every three months, in brokerage transactions, a number of shares that does not exceed the greater of Ten Percent (10%) of a company's outstanding common stock.

There is no limit on the amount of restricted securities that may be sold by a non-affiliate after the owner has held the restricted securities for a period of six months if the company is a current reporting company under the 1934 Act. A sale under Rule 144 or under any other exemption from the Act, if available, or pursuant to subsequent registration of shares of common stock of present stockholders, may have a depressive effect upon the price of the common stock in any market that may develop.

**FINRA sales practice requirements may also limit a stockholder's ability to buy and sell our stock.**

In addition to the "penny stock" rules described above, the Financial Industry Regulatory Authority (FINRA) has adopted rules that require that in recommending an investment to a customer, a broker-dealer must have reasonable grounds for believing that the investment is suitable for that customer. Prior to recommending speculative low-priced securities to their non-institutional customers, broker-dealers must make reasonable efforts to obtain information about the customer's financial status, tax status, investment objectives and other information. Under interpretations of these rules, FINRA believes that there is a high probability that speculatively low-priced securities will not be suitable for at least some customers. FINRA requirements make it more difficult for broker-dealers to recommend that their customers buy our common stock, which may limit your ability to buy and sell our stock and have an adverse effect on the market for our shares. Failure to achieve and maintain effective internal controls in accordance with Section 404 of the Sarbanes-Oxley Act could have a material adverse effect on our business and operating results. It may be time consuming, difficult, and costly for us to develop and implement the additional internal controls, processes and reporting procedures required by the Sarbanes-Oxley Act. We may need to hire additional financial reporting, internal auditing, and other finance staff in order to develop and implement appropriate additional internal controls, processes, and reporting procedures. If we fail to comply in a timely manner with the requirements of Section 404 of the Sarbanes-Oxley Act regarding internal control over financial reporting or to remedy any material weaknesses in our internal controls that we may identify, such failure could result in material misstatements in our financial statements, cause investors to lose confidence in our reported financial information and have a negative effect on the trading price of our common stock.

Pursuant to Section 404 of the Sarbanes-Oxley Act and current SEC regulations, we are required to prepare assessments regarding internal controls over financial reporting and, furnish a report by our management on our internal control over financial reporting. We have begun the process of documenting and testing our internal control procedures in order to satisfy these requirements, which is likely to result in increased general and administrative expenses and may shift management time and attention from revenue-generating activities to compliance activities. While our management is expending significant resources in an effort to complete this important project, there can be no assurance that we will be able to achieve our objective on a timely basis. Failure to achieve and maintain an effective internal control environment or complete our Section 404 certifications could have a material adverse effect on our stock price.

**In addition, in connection with our on-going assessment of the effectiveness of our internal control over financial reporting, we may discover "material weaknesses" in our internal controls as defined in standards established by the Public Company Accounting Oversight Board ("PCAOB").**

A material weakness is a significant deficiency, or combination of significant deficiencies, that results in more than a remote likelihood that a material misstatement of the annual or interim financial statements will not be prevented or detected. The PCAOB defines "significant deficiency" as a deficiency that results in more than a remote likelihood that a misstatement of the financial statements that is more than inconsequential will not be prevented or detected.

In the event that a material weakness is identified, we will employ qualified personnel and adopt and implement policies and procedures to address any material weaknesses that we identify. However, the process of designing and implementing effective internal controls is a continuous effort that requires us to anticipate and react to changes in our business and the economic and regulatory environments and to expend significant resources to maintain a system of internal controls that is adequate to satisfy our reporting obligations as a public company. We cannot assure you that the measures we will take will remediate any material weaknesses that we may identify or that we will implement and maintain adequate controls over our financial process and reporting in the future.

Any failure to complete our assessment of our internal control over financial reporting, to remediate any material weaknesses that we may identify or to implement new or improved controls, or difficulties encountered in their implementation, could harm our operating results, cause us to fail to meet our reporting obligations or result in material misstatements in our financial statements. Any such failure could also adversely affect the results of the periodic management evaluations of our internal controls and, in the case of a failure to remediate any material weaknesses that we may identify, would adversely affect the annual auditor attestation reports regarding the effectiveness of our internal control over financial reporting that are required under Section 404 of the Sarbanes-Oxley Act. Inadequate internal controls could also cause investors to lose confidence in our reported financial information, which could have a negative effect on the trading price of our common stock.

**We do not intend to pay dividends.**

We do not anticipate paying cash dividends on our common stock in the foreseeable future. We may not have sufficient funds to legally pay dividends. Even if funds are legally available to pay dividends, we may nevertheless decide in our sole discretion not to pay dividends. The declaration, payment and amount of any future dividends will be made at the discretion of the board of directors, and will depend upon, among other things, the results of our operations, cash flows and financial condition, operating

and capital requirements, and other factors our board of directors may consider relevant. There is no assurance that we will pay any dividends in the future, and, if dividends are paid, there is no assurance with respect to the amount of any such dividend.

**Volatility in our common share price may subject us to securities litigation, thereby diverting our resources that may have a material effect on our profitability and results of operations.**

As discussed in the preceding risk factors, the market for our common shares is characterized by significant price volatility when compared to seasoned issuers, and we expect that our share price will continue to be more volatile than a seasoned issuer for the indefinite future. In the past, plaintiffs have often initiated securities class action litigation against a company following periods of volatility in the market price of its securities. We may in the future be the target of similar litigation. Securities litigation could result in substantial costs and liabilities and could divert management's attention and resources.

**If we are unable to continue as a going concern, investors may face a complete loss of their investment.**

The independent auditor's report on our financial statements contains explanatory language that substantial doubt exists about our ability to continue as a going concern. The report states that we depend on the continued contributions of our executive officers to work effectively as a team, to execute our business strategy and to manage our business. The loss of key personnel, or their failure to work effectively, could have a material adverse effect on our business, financial condition, and results of operations. If we are unable to obtain sufficient financing in the near term or achieve profitability, then we would, in all likelihood, experience severe liquidity problems and may have to curtail our operations. If we curtail our operations, we may be placed into bankruptcy or undergo liquidation, the result of which will adversely affect the value of our common shares.

**Compliance with changing regulation of corporate governance and public disclosure will result in additional expenses and pose challenges for our management team.**

Changing laws, regulations and standards relating to corporate governance and public disclosure, including the Dodd-Frank Wall Street Reform and Consumer Protection Act and the rules and regulations promulgated thereunder, the Sarbanes-Oxley Act and SEC regulations, have created uncertainty for public companies and significantly increased the costs and risks associated with accessing the U.S. public markets. Our management team will need to devote significant time and financial resources to comply with both existing and evolving standards for public companies, which will lead to increased general and administrative expenses and a diversion of management time and attention from revenue generating activities to compliance activities.

**NOTE 9 - GOING CONCERN**

The accompanying financial statements have been prepared on the basis of accounting principles applicable to a "going concern", which assume that the Company will continue in operation for at least one year and will be able to realize its assets and discharge its liabilities in the normal course of operations.

Several conditions and events cast doubt about the Company's ability to continue as a "going concern". The Company has incurred net losses of approximately (\$4,852) for the quarter ending on December 31, 2025, compared to a net loss of (\$11,448) for the year ended December 31, 2024, and requires additional financing and/or sales in order to finance its business activities on an ongoing basis. The Company is actively pursuing alternative financing and has had discussions with various third parties, although no firm commitments have been obtained.

The Company's ability to survive will depend on numerous factors including, but not limited to, the Company's receiving continued financial support, completing public equity financing, or generating profitable operations in the future.

These financial statements do not reflect adjustments that would be necessary if the Company were unable to continue as a "going concern". While management believes that the actions already taken or planned will mitigate the adverse conditions and events which raise doubt about the validity of the "going concern" assumption used in preparing these financial statements, there can be no assurance that these actions will be successful.

If the Company were unable to continue as a "going concern", then substantial adjustments would be necessary to carrying values of assets, the reported amounts of its liabilities, the reported revenue and expenses, and the balance sheet classifications used.

**NOTE 10 - LITIGATION**

Randall S. Goulding, as assignee for the original plaintiff, *Securities Counselors, Inc. v. Osceola Gold, Inc., and Pizz Inc., a Nevada corporation Case No. 1:16-cv-04860*

On December 2, 2016, Osceola Gold and Pizz filed an Answer and Counterclaims. On January 11, 2017, Randall S. Goulding, as assignee for the original plaintiff, Securities Counselors, Inc. filed a Motion to Dismiss for Failure to State a Claim. On January 25, 2017, Osceola Gold and Pizz Inc. filed an Opposition to Motion to Dismiss for Failure to State a Claim for the Counterclaims. On January 11, 2017, Randall S. Goulding, as assignee for the original plaintiff, Securities Counselors, Inc. filed a Reply to Defendant Osceola Gold and Pizz, Inc.'s Opposition to the Motion to Dismiss for Failure to State a Claim. On February 21, 2017, Randall S. Goulding, as assignee for the original plaintiff, Securities Counselors, Inc.'s motion to dismiss and strike Osceola Gold and Pizz, Inc.'s counterclaims were granted in part and denied in part. Depositions were conducted in April and July 2017. Discovery closed at the end of the July depositions. The parties entered into a joint pre-trial order on September 1, 2017. The matter is set for trial on November 14, 2017. Osceola Gold and Pizz intend to continue to vigorously defend against the claims asserted by Securities Counselors, Inc. On April 5, 2016, Securities Counselors, Inc. filed a suit against Osceola Gold, Inc. and Pizz Inc. in a fee dispute in the amount of \$191,173.63. Osceola and Pizz has made a demand from Securities Counselors, Inc. of \$1,142,902.91. The matter is set for trial on November 14, 2017. Osceola Gold and Pizz intend to continue to vigorously defend against the claims asserted by Securities Counselors, Inc. We are unable to estimate either the likelihood of an outcome of this matter, or the amount that will be awarded to the prevailing party. The parties have reached an agreement to settle this case, although no paperwork has been signed or filed to reflect the settlement offer. When the settlement offer is completed, the company will disclose that information.