

North America Lithium and Gold Corporation

(Formerly, Brightrock Gold Corporation)

A Wyoming Corporation

**6615, 428 Grand Avenue
Gurnee, Illinois 60031**

www.northamericallithium.com
secretary@northamericallithium.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:

340,820,190 as of 12/31/2025 *(Current Reporting Period Date or More Recent Date)*

334,198,000 as of 12/31/2024 *(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 Control⁵ of the company has occurred during this reporting period:

Yes: **No:**

⁵ "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.

On January 12, 2026, the Company received approval from FINRA and changed their name to North America Lithium and Gold Corporation. The Company's trading symbol also changed from BRGC to NALG. On July 09, 2024, the Company changed its corporate domicile from Nevada to Wyoming. In November 2013 the Company changed its name from Ghana Gold Corp to Brightrock Gold Corporation. In July of 2012 the Issuer changed its name from National Pharmaceuticals Corp. to Ghana Gold Corp. In December 2009, the Issuer changed its name from Medical Institutional Services Corp. to National Pharmaceuticals Corp. In October 2006 the Issuer changed its name from Go Call Inc. to Medical Institutional Services Corp. In 1998 the issuer changed its name from Omni Advantage Inc. to Go Call Inc.

Current State and Date of Incorporation or Registration: **Wyoming, July 9, 2024**

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

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

On July 09, 2024, the Company changed its corporate domicile from Nevada to Wyoming.

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

None

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

On January 12, 2026, the Company received approval from FINRA and changed their name to North America Lithium and Gold Corporation. The Company's trading symbol also changed from BRGC to NALG.

Address of the issuer's principal executive office:

6615, 428 Grand Avenue, Gurnee, Illinois 60031

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: **Legacy Stock Transfer**

Phone: **972-612-4120**

Email: **info@legacystocktransfer.com**

Address: **16801 Addison Road, Suite #247, Addison, Texas 75001**

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: | <u>NALG</u> |
| Exact title and class of securities outstanding: | <u>Common</u> |
| CUSIP: | <u>109476 10 1</u> |
| Par or stated value: | <u>\$0.0001</u> |
| Total shares authorized: | <u>Unlimited</u> as of date: <u>12/31/2025</u> |
| Total shares outstanding: | <u>340,820,190</u> as of date: <u>12/31/2025</u> |
| Total number of shareholders of record: | <u>52</u> as of date: <u>12/31/2025</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: | <u>Preferred</u> |
| Par or stated value: | <u>\$0.0001</u> |
| Total shares authorized: | <u>5,000,000</u> as of date: <u>12/31/2025</u> |
| Total shares outstanding: | <u>1,169,719</u> as of date: <u>12/31/2025</u> |
| Total number of shareholders of record: | <u>23</u> as of date: <u>12/31/2025</u> |

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

Security Description:

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

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

Voting rights, no dividends, and no preemptive rights

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

The Series A Super Voting Preferred, carries 1,000,000 votes for every share held. It is Also convertible in common stock at a rate of 2,000 common shares for every preferred share held and may be converted in whole or in part. Upon a liquidation event the Series A Super Voting Preferred would be paid out on a pro-rata basis.

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: | | | *Right-click the rows below and select "Insert" to add rows as needed. | | | | | | |
|--|---|--|--|---|--|--|---|---|---------------------------------|
| Opening Balance Date <u>12/31/21</u> Common: 800,098,000 Preferred: | | | | | | | | | |
| Date of Transaction | Transaction type (e.g. new issuance, cancellation, shares returned to treasury) | Number of Shares Issued (or cancelled) | Class of Securities | Value of shares issued (\$/per share) at issuance | Were the shares issued at a discount to market price at the time of issuance? (Yes/No) | Individual/ Entity Shares were issued to (entities must have individual with voting / investment control disclosed). | Reason for share issuance (e.g. for cash or debt conversion) -OR- Nature of Services Provided | Restricted or Unrestricted as of this filing. | Exemption or Registration Type. |
| 08/23/2022 | New Issuance | 200,000 | Common | .0001 | Yes | Constantine Bethune | Consulting services | Restricted | 4a(2) |
| 08/23/2022 | New Issuance | 200,000 | Common | .0001 | Yes | Larry Feagan | Consulting services | Restricted | 4a(2) |
| 04/13/22 | Cancellation | 500,000,000 | Common | NA | NA | World Sports Alliance | NA | NA | NA |
| 04/18/2022 | New Issuance | 30,000,000 | Common | .01 | Yes | Red Beryl Mining Alex Sunderland Principal | Acquisition | Restricted | 4a(2) |
| 03/25/2022 | New Issuance | 1,000,000 | Series A Preferred | .0001 | No | Shayla Investments LLC Mac Shahsavar, Principal | Debt conversion | Restricted Control | NA |
| 03/20/2023 | New Issuance | 10,000 | Series A Preferred | 0001 | No | Dan Paulsen | Debt conversion | Restricted | NA |
| 03/20/2023 | New Issuance | 50,000 | Series A Preferred | 0001 | No | Aarya Shahsavar | Debt conversion | Restricted | NA |
| 03/20/2023 | New Issuance | 50,000 | Series A Preferred | 0001 | No | Shayla Suer | Debt conversion | Restricted | NA |
| 03/20/2023 | New Issuance | 50,000 | Series A Preferred | 0001 | No | May Alibango | Debt conversion | Restricted | NA |

| | | | | | | | | | |
|-------------|--------------|------------------|---------------------------|--------------|------------|--|---------------------|-------------------|--------------|
| 12/31//2023 | New Issuance | <u>500</u> | <u>Series A Preferred</u> | <u>.0001</u> | <u>No</u> | <u>Icon Consulting Group, Inc. M. Kerster, Principal</u> | <u>Services</u> | <u>Restricted</u> | <u>NA</u> |
| 12/31/2023 | New Issuance | <u>1,000,000</u> | <u>Common</u> | <u>.15</u> | <u>Yes</u> | <u>Steven Cyros</u> | <u>Services</u> | <u>Restricted</u> | <u>4(a)2</u> |
| 12/31/2023 | New Issuance | <u>1,000,000</u> | <u>Common</u> | <u>15</u> | <u>Yes</u> | <u>James Ingraffia</u> | <u>Services</u> | <u>Restricted</u> | <u>4(a)2</u> |
| 12/31/2023 | New Issuance | <u>1,000,000</u> | <u>Common</u> | <u>15</u> | <u>Yes</u> | <u>Red Beryl Mining Co. Alex Sunderland Principal</u> | <u>Services</u> | <u>Restricted</u> | <u>4(a)2</u> |
| 12/31/2023 | New Issuance | <u>200,000</u> | <u>Common</u> | <u>15</u> | <u>Yes</u> | <u>Tera-Lee Robinson</u> | <u>Services</u> | <u>Restricted</u> | <u>4(a)2</u> |
| 02/19/2025 | New Issuance | <u>1,000,000</u> | <u>Common</u> | <u>.10</u> | <u>No</u> | <u>James Ingraffia</u> | <u>Services</u> | <u>Restricted</u> | <u>4(a)2</u> |
| 06/06/2025 | New Issuance | <u>200,000</u> | <u>Common</u> | <u>.06</u> | <u>No</u> | <u>Time Management LLC. B. Gorlick, Principal</u> | <u>Services</u> | <u>Restricted</u> | <u>4(a)2</u> |
| 06/06/2025 | New Issuance | <u>1,000</u> | <u>Series A Preferred</u> | <u>.0001</u> | <u>No</u> | <u>Icon Consulting Group, Inc. M. Kerster, Principal</u> | <u>Services</u> | <u>Restricted</u> | <u>4(a)2</u> |
| 06/06/2025 | New Issuance | <u>5,297,190</u> | <u>Common</u> | <u>.06</u> | <u>No</u> | <u>National Bureau of Mines Inc. Steven Cyros, Principal</u> | <u>Services</u> | <u>Restricted</u> | <u>4(a)2</u> |
| 06/06/2025 | New Issuance | <u>625,000</u> | <u>Common</u> | <u>.06</u> | <u>No</u> | <u>Red Beryl Mining Co. Alex Sunderland Principal</u> | <u>Services</u> | <u>Restricted</u> | <u>4(a)2</u> |
| 12/31/2025 | New Issuance | <u>312.50</u> | <u>Preferred</u> | <u>160</u> | <u>No</u> | <u>Amy Perri</u> | <u>Subscription</u> | <u>Restricted</u> | <u>4(a)2</u> |
| 12/31/2025 | New Issuance | <u>156.25</u> | <u>Preferred</u> | <u>160</u> | <u>No</u> | <u>Amy Gunderson</u> | <u>Subscription</u> | <u>Restricted</u> | <u>4(a)2</u> |
| 12/31/2025 | New Issuance | <u>156.25</u> | <u>Preferred</u> | <u>160</u> | <u>No</u> | <u>Jeff Gunderson</u> | <u>Subscription</u> | <u>Restricted</u> | <u>4(a)2</u> |
| 12/31/2025 | New Issuance | <u>312.50</u> | <u>Preferred</u> | <u>160</u> | <u>No</u> | <u>Katherine Durand</u> | <u>Subscription</u> | <u>Restricted</u> | <u>4(a)2</u> |
| 12/31/2025 | New Issuance | <u>1,250</u> | <u>Preferred</u> | <u>160</u> | <u>No</u> | <u>Kris Kiefer</u> | <u>Subscription</u> | <u>Restricted</u> | <u>4(a)2</u> |
| 12/31/2025 | New Issuance | <u>312.50</u> | <u>Preferred</u> | <u>160</u> | <u>No</u> | <u>Chris Draeger</u> | <u>Subscription</u> | <u>Restricted</u> | <u>4(a)2</u> |
| 12/31/2025 | New Issuance | <u>343.75</u> | <u>Preferred</u> | <u>160</u> | <u>No</u> | <u>Lynn Corazzi</u> | <u>Subscription</u> | <u>Restricted</u> | <u>4(a)2</u> |
| 12/31/2025 | New Issuance | <u>281.25</u> | <u>Preferred</u> | <u>160</u> | <u>No</u> | <u>Wayne Lehman</u> | <u>Subscription</u> | <u>Restricted</u> | <u>4(a)2</u> |
| 12/31/2025 | New Issuance | <u>406.25</u> | <u>Preferred</u> | <u>160</u> | <u>No</u> | <u>Dion Kampa</u> | <u>Subscription</u> | <u>Restricted</u> | <u>4(a)2</u> |
| 12/31/2025 | New Issuance | <u>625</u> | <u>Preferred</u> | <u>160</u> | <u>No</u> | <u>James Boland</u> | <u>Subscription</u> | <u>Restricted</u> | <u>4(a)2</u> |

| | | | | | | | | | |
|---|--------------|-----------------------------|------------------|------------|-----------|---|---------------------|-------------------|--------------|
| 12/31/2025 | New Issuance | <u>312.50</u> | <u>Preferred</u> | <u>160</u> | <u>No</u> | <u>Cynthia Gottelman</u> | <u>Subscription</u> | <u>Restricted</u> | <u>4(a)2</u> |
| 12/31/2025 | New Issuance | <u>312.50</u> | <u>Preferred</u> | <u>160</u> | <u>No</u> | <u>James Noltner</u> | <u>Subscription</u> | <u>Restricted</u> | <u>4(a)2</u> |
| 12/31/2025 | New Issuance | <u>312.50</u> | <u>Preferred</u> | <u>160</u> | <u>No</u> | <u>Mike Stawicki</u> | <u>Subscription</u> | <u>Restricted</u> | <u>4(a)2</u> |
| 12/31/2025 | New Issuance | <u>312.50</u> | <u>Preferred</u> | <u>160</u> | <u>No</u> | <u>Living Well Assistance LLC Jeremy Chapman, Principal</u> | <u>Subscription</u> | <u>Restricted</u> | <u>4(a)2</u> |
| 12/31/2025 | New Issuance | <u>1,562.50</u> | <u>Preferred</u> | <u>160</u> | <u>No</u> | <u>Trae Hoepner</u> | <u>Subscription</u> | <u>Restricted</u> | <u>4(a)2</u> |
| 12/31/2025 | New Issuance | <u>937.50</u> | <u>Preferred</u> | <u>160</u> | <u>No</u> | <u>James Scherrer</u> | <u>Subscription</u> | <u>Restricted</u> | <u>4(a)2</u> |
| 12/31/2025 | New Issuance | <u>312.50</u> | <u>Preferred</u> | <u>160</u> | <u>No</u> | <u>Amber Dentz</u> | <u>Subscription</u> | <u>Restricted</u> | <u>4(a)2</u> |
| Shares Outstanding on Date of This Report: | | | | | | | | | |
| <u>Ending Balance:</u> | | | | | | | | | |
| Date <u>12/31/2025</u> | | Common 340,820,190 | | | | | | | |
| | | Preferred: 1,169,719 | | | | | | | |

Example: A company with a fiscal year end of December 31st 2024, 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, 2023 through December 31, 2024 pursuant to the tabular format above.

Any additional material details, including footnotes to the table are below:

B. Convertible Debt

The following is a complete list of the Company's Convertible Debt which includes all promissory notes, convertible notes, convertible debentures, or any other debt instruments convertible into a class of the issuer's equity securities. The table includes all issued or outstanding convertible debt at any time during the last complete fiscal year and any interim period between the last fiscal year end and the date of this Certification.

Check this box to confirm the Company had no Convertible Debt issued or outstanding at any point during this period.

| Date of Note Issuance | Principal Amount at Issuance (\$) | Outstanding Balance (\$) (include accrued interest) | Maturity Date | Conversion Terms (e.g., pricing mechanism for determining conversion of instrument to shares) | # Shares Converted to Date | # of Potential Shares to be Issued Upon Conversion ⁵ | Name of Noteholder (entities must have individual with voting / investment control disclosed). | Reason for Issuance (e.g., Loan, Services, etc.) |
|-----------------------|-----------------------------------|--|---------------|--|------------------------------------|---|---|---|
| 12/31/2013 | 130,547 | 261,341 | 12/31/14 | May convert to Common shares at a fixed price of \$0.005 per share. | 1,000,000 Class A Preferred | 52,268,200 | Shayla Investments LLC Mac Shahsavar Principal, Control | Loan |

⁵ The total number of shares that can be issued upon full conversion of the Outstanding Balance. The number should not factor any "blockers" or limitations on the percentage of outstanding shares that can be owned by the Noteholder at a particular time. For purposes of this calculation, please use the current market pricing (e.g. most recent closing price, bid, etc.) of the security if conversion is based on a variable market rate.

| | | | | | | | | |
|------------|---------|---------|----------|--|---|-----------|---|------|
| 12/31/2020 | 6,523 | 9,521 | 12/31/22 | May convert to Common shares at a fixed price of \$0.005 per share | 0 | 1,904,200 | Shayla Investments LLC Mac Shahsavar Principal, Control | Loan |
| 12/31/2021 | 10,025 | 13,830 | 12/31/22 | May convert to Common shares at a fixed price of \$0.005 per share | 0 | 2,766,000 | Shayla Investments LLC Mac Shahsavar Principal, Control | Loan |
| 12/31/2022 | 55,413 | 71,112 | 12/31/23 | May convert to Common shares at a fixed price of \$0.08 per share | 0 | 888,900 | Shayla Investments LLC Mac Shahsavar Principal, Control | Loan |
| 03/31/2023 | 41,893 | 51,627 | 03/31/24 | May convert to Common shares at a fixed price of \$0.08 per share | 0 | 645,338 | Shayla Investments LLC Mac Shahsavar Principal, Control | Loan |
| 09/30/2023 | 112,799 | 135,443 | 09/30/24 | May convert to Common shares at a fixed price of \$0.08 per share | 0 | 1,693,038 | Shayla Investments LLC Mac Shahsavar Principal, Control | Loan |
| 09/30/2023 | 150,150 | 173,710 | 09/30/24 | May convert to Common shares at a fixed price of \$0.08 per share | 0 | 2,171,375 | Shayla Investments LLC Mac Shahsavar Principal, Control | Loan |
| 12/31/2023 | 17,113 | 20,820 | 12/31/24 | May convert to Common shares at a fixed price of \$0.08 per share | 0 | 260,250 | Shayla Investments LLC Mac Shahsavar Principal, Control | Loan |
| 03/31/2024 | 21,170 | 25,119 | 03/31/25 | May convert to Common shares at a fixed price of \$0.08 per share | 0 | 313,988 | Shayla Investments LLC Mac Shahsavar Principal, Control | Loan |
| 06/30/2024 | 17,220 | 19,975 | 06/30/25 | May convert to Common shares at a fixed price of \$0.08 per share | 0 | 249,688 | Shayla Investments LLC Mac Shahsavar Principal, Control | Loan |
| 09/30/2024 | 64,701 | 72,747 | 09/30/25 | May convert to Common shares at a fixed price of \$0.08 per share | 0 | 909,338 | Shayla Investments LLC Mac Shahsavar Principal, Control | Loan |
| 12/31/2024 | 1,121 | 1,269 | 12/31/25 | May convert to Common shares at a fixed price of \$0.08 per share | 0 | 15,863 | Shayla Investments LLC Mac Shahsavar Principal, Control | Loan |

| | | | | | | | | |
|------------|--------|--------|----------|---|---|---------|---|------|
| 03/31/2025 | 15,230 | 16,659 | 03/31/26 | May convert to Common shares at a fixed price of \$0.08 per share | 0 | 208,238 | Shayla Investments LLC Mac Shamsavar Principal, Control | Loan |
| 06/30/2025 | 17,495 | 18,553 | 06/30/26 | May convert to Common shares at a fixed price of \$0.08 per share | 0 | 231,913 | Shayla Investments LLC Mac Shamsavar Principal, Control | Loan |
| 09/30/2025 | 50,536 | 51,466 | 09/30/26 | May convert to Common shares at a fixed price of \$0.08 per share | 0 | 643,325 | Shayla Investments LLC Mac Shamsavar Principal, Control | Loan |
| 12/31/2025 | 3,698 | 3,698 | 12/31/26 | May convert to Common shares at a fixed price of \$0.08 per share | 0 | 46,225 | Shayla Investments LLC Mac Shamsavar Principal, Control | Loan |

Total Outstanding Balance: \$946,890

Total Shares: 1,000,000 65,215,879

Class A
Preferred

Any additional material details, including footnotes to the table are below:

4) Issuer's Business, Products and Services

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

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

On February 15, 2022, the Company acquired a 100% interest in the Midnight Owl Lithium Mine, formerly known as the Lithium King Mine from Red Beryl Mining. The Consideration paid was 30,000,000 Shares of restricted Common Stock. The Company has also previously expanded their property holdings and added an additional 197 Claims surrounding the Midnight Owl Mine. The Company has also acquired an additional 47 claims in the same area during a previous reporting period, which expanded the Company's property holdings to 244 claims or approximately 5,041 acres or 7.88 square miles. The Company is currently actively exploring these claims.

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

None

C. Describe the issuers' principal products or services.

The Company is currently exploring a 5,041 Acre 244 claim mineral property in Yavapai County Arizona, with the target minerals being Lithium and Gold.

5) Issuer's Facilities

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

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

The issuer owns no real property; office space is rented on a month-to-month basis.

6) All Officers, Directors, and 5% Beneficial Owners 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.

| Name of Officer/Director or Control Person | Affiliation with Company (e.g. Officer/Director/Owner of more than 5%) | Residential Address (City / State Only) | Number of shares owned | Share type/class | Ownership Percentage of Class Outstanding | Names of control person(s) if a corporate entity |
|--|--|--|-------------------------|---------------------|---|--|
| Mac Shahsavari | President, CEO, CFO, and Director | 6615, #428 Grand Avenue Gurnee, Illinois 60031 | 0 | Common | 0% | |
| Linda MacDonald | Secretary, Treasurer and Director | 6615, #428 Grand Avenue Gurnee, Illinois 60031 | 9,000,000 | Common | 2.64% | |
| Shayla Investments LLC | Greater than 10% Shareholder | 6615, #428 Grand Avenue Gurnee, Illinois 60031 | 23,489,500 1,000,000 | Common Preferred | 6.89% 85.49% | Mac Shahsavari Principal, Control |
| Aarya Shahsavari | Director | 6615, #428 Grand Avenue Gurnee, Illinois 60031 | 50,000 | Preferred | 4.27% | |
| Red Beryl Mining Company | 5%+ Shareholder | | 25,868,585 | Common | 7.59% | Alex Sunderland, Principal |
| Janice Shahsavari | 5%+ Shareholder | 10 Casa Rio Bay Casa Rio, SK | 20,000,000 | Common | 5.87% | |
| Open-I Investment Inc. | 5%+ Shareholder | 6615, #428 Grand Avenue Gurnee, Illinois 60031 | 32,000,000 | Common | 9.39% | Mac Shahsavari Principal, Control |

| | | | | | | |
|------------------------------|------------------|--|------------|--------|--------|------------------------------------|
| Guarda Investment Group Inc. | 5% + Shareholder | 6615, #428 Grand Avenue Gurnee, Illinois 60031 | 90,000,000 | Common | 26.40% | Mac Shhsavar Principal, Control |
|------------------------------|------------------|--|------------|--------|--------|------------------------------------|

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

7) Legal/Disciplinary History

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

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

None

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

None

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

None

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

None

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

None

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

None

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

None

8) Third Party Service Providers

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

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

Securities Counsel

Name: **Thomas Cook**
Address 1: **10470 W. Cheyenne Avenue, Suite 115, PMB 303**
Address 2: **Las Vegas , Nevada 89129**
Phone: **702-524-9151**
Email: **tccesq@aol.com**

Accountant or Auditor

Name: **Cicely Parada**
Firm: **Integritat CPA**
Address 1: **1825 NW Corporate Blvd, Suite 110,**
Address 2: **Boca Raton, FL 33431**
Phone: **561.210.7284**
Email: **info@integritatcpa.com**

Investor Relations

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

All other means of Investor Communication:

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

Other Service Providers

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

Name: **Ken Kerster**
Firm:
Nature of Services: **Administrative**
Address 1: **1621 Central Ave.**
Address 2: **Cheyenne WY, 82001**
Phone: **403-650-1358**
Email: **corpconsult1@gmail.com**

9) Disclosure & Financial Information

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

Name: **Ken Kerster**
Title: **Consultant**
Relationship to Issuer: **Consultant**

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

- IFRS
 U.S. GAAP

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

Name: **Ken Kerster**
Title: **Consultant**
Relationship to Issuer: **Consultant**

Describe the qualifications of the person or persons who prepared the financial statements:⁷

Ken Kerster has over 40 years of hands-on experience with public companies, as a management consultant. This entails working with corporate management, formulating business strategies, working with legal counsel in creating legal documents and maintaining corporate governance and internal records for companies. Mr. Kerster has a full working knowledge of accounting procedures in both US GAAP and IFRS presentations and has assisted companies in preparing all documents including audit files, financial statements in relation to the Company's financial reporting requirements.

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.

⁷ The financial statements requested pursuant to this item must be prepared in accordance with US GAAP or IFRS and by persons with sufficient financial skills.

10) Issuer Certification

Principal Executive Officer:

The issuer shall include certifications by the chief executive officer and chief financial officer of the issuer (or any other persons with different titles but having the same responsibilities) in each Quarterly Report or Annual Report.

The certifications shall follow the format below:

I, Mac Shhsavar certify that:

1. I have reviewed this Disclosure Statement for North America Lithium and Gold Corporation.
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.

03/27/2026 [Date]

/s/Mac J Shhsavar [CEO's Signature]

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

Principal Financial Officer:

I, Mac Shhsavar certify that:

1. I have reviewed this Disclosure Statement for North America Lithium and Gold Corporation;
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.

03/27/2026 [Date]

/s/Mac J Shhsavar [CFO's Signature]

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

NORTH AMERICA LITHIUM AND GOLD CORPORATION
BALANCE SHEETS

(Unaudited)

| | December 31, 2025 | December 31, 2024 |
|--|------------------------------|------------------------------|
| ASSETS | | |
| Current assets: | | |
| Cash | \$ 1,274,656 | \$ - |
| Cash equivalents- CD | \$ 40,000 | \$ - |
| Total Current Assets | 1,314,656 | - |
| Other Assets | | |
| Mining Claims | 348,877 | 496,900 |
| Total assets | \$ 1,663,533 | \$ 496,900 |
| LIABILITIES AND STOCKHOLDERS' EQUITY/DEFICIT | | |
| Current liabilities: | | |
| Accounts Payable and Accrued Liabilities | \$ 15,040 | \$ 11,230 |
| Accrued Interest | 222,875 | 172,621 |
| Notes Payable-related party | 724,015 | 629,575 |
| Total liabilities | 961,930 | 813,426 |
| Commitments and contingencies | - | - |
| Stockholders' deficit: | | |
| Preferred stock authorized 5,000,000; at \$0.0001 par value;1,169,719 shares As of December 31, 2025, and 1,160,500 as of December 31, 2024 | 117 | 116 |
| Common stock; authorized Unlimited; at \$0.0001 par value;340,820,190 shares As of December 31, 2025, and 334,198,000 as of December 31, 2024 | 34,170 | 33,458 |
| Additional Paid in Capital | 5,305,451 | 3,755,095 |
| Accumulated Deficit | (4,638,135) | (4,105,195) |
| Total stockholders' equity/deficit | 701,603 | (316,526) |
| Total liabilities and stockholders' equity | \$ 1,663,533 | \$ 496,900 |

The accompanying notes are an integral part of these financial statements

F2

**NORTH AMERICA LITHIUM AND GOLD
CORPORATION**
STATEMENTS OF OPERATIONS
(Unaudited)

| | Year Ended December 31, 2025 | Year Ended December 31, 2024 |
|--|---|---|
| Operating Expenses: | | |
| General and administrative | \$ 42,856 | \$ 67,545 |
| Shares for compensation | 446,155 | - |
| Total Operating Expenses | 489,011 | 67,545 |
| Loss from Operations | (489,011) | (67,545) |
| Other Income (Expense) | | |
| Interest Expense | (43,929) | (45,278) |
| Income Taxes | - | - |
| Total other income (expense) | (43,929) | (45,278) |
| Net loss for the period | \$ (532,940) | \$ (112,823) |
| Net loss per share: | | |
| Basic and diluted | \$ - | \$ - |
| Weighted average number of shares outstanding: | | |
| Basic and diluted | 340,820,190 | 334,198,000 |

The accompanying notes are an integral part of these financial statements

F3

NORTH AMERICA LITHIUM AND GOLD CORPORATION
STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY (DEFICIT)

| | Preferred Stock | | Common Stock | | Additional Paid-in Capital | Accumulated Deficit | Total Stockholders' Equity/ (Deficit) |
|------------------------------------|------------------------|---------------|---------------------|------------------|---|--------------------------------|--|
| | Shares | Amount | Shares | Amount | | | |
| Balance, December 31, 2020 | - | \$ - | 800,098,000 | \$ 80,098 | \$ 1,757,873 | \$ (2,053,371) | \$ (215,400) |
| Net loss | - | - | - | - | - | (24,191) | (24,191) |
| Balance, December 31, 2021 | - | \$ - | 800,098,000 | \$ 80,098 | \$ 1,757,873 | \$ (2,077,562) | \$ (239,591) |
| Conversion of debt | 1,000,000 | 100 | - | - | - | - | 100 |
| Cancellation of Common Shares | - | - | (500,000,000) | (50,000) | 50,000 | - | - |
| Shares for acquisition of MNO Mine | - | - | 30,000,000 | 3,000 | 87,000 | - | 90,000 |
| Shares for compensation | - | - | 400,000 | 40 | 91,520 | - | 91,560 |
| Net loss | - | - | - | - | - | (122,237) | (122,237) |
| Balance, December 31, 2022 | 1,000,000 | \$ 100 | 330,498,000 | \$ 33,138 | \$ 1,986,393 | \$ (2,199,799) | \$ (180,168) |
| Preferred shares for debt | 160,500 | 16 | - | - | - | - | 16 |
| Shares for compensation | - | - | 3,200,000 | 320 | 1,558,702 | - | 1,559,022 |
| Net loss | - | - | - | - | - | (1,792,573) | (1,792,573) |
| Balance, December 31, 2023 | 1,160,500 | \$ 116 | 333,698,000 | \$ 33,458 | \$ 3,545,095 | \$ (3,992,372) | \$ (413,703) |
| Net loss | - | - | - | - | - | (112,823) | (112,823) |
| Balance, December 31, 2024 | 1,160,500 | \$ 116 | 333,698,000 | \$ 33,458 | \$ 3,545,095 | \$ (4,105,195) | \$ (526,526) |
| Shares for compensation | - | - | 7,122,190 | 712 | 445,395 | - | 446,107 |
| Shares by subscription | 8,218 | 1 | - | - | 1,314,961 | - | 1,314,962 |
| Net loss | - | - | - | - | - | (532,940) | (532,940) |
| Balance, December 31, 2025 | <u>1,168,718</u> | <u>\$ 117</u> | <u>340,820,190</u> | <u>\$ 34,170</u> | <u>\$ 5,305,451</u> | <u>\$ (4,638,135)</u> | <u>\$ 701,603</u> |

The accompanying notes are an integral part of these financial statements

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**NORTH AMERICA LITHIUM AND GOLD
CORPORATION
STATEMENTS OF CASH FLOWS
(Unaudited)**

| | Year Ended December 31, 2025 | Year Ended December 31, 2024 |
|---|---|---|
| Cash flow from operating activities: | | |
| Net loss | \$ (532,940) | \$ (112,823) |
| Adjustment to reconcile net loss to net cash used in operating activities | | |
| Shares for services | 446,155 | - |
| Changes in operating assets and liabilities: | | |
| Accrued interest | 50,254 | 45,278 |
| Accounts Payable | (9,065) | 11,230 |
| Net Cash (Used) in Operating activities | <u>(45,596)</u> | <u>(56,315)</u> |
| Cash flows from investing activities: | | |
| Annual Claim Renewal | <u>(49,150)</u> | <u>(48,800)</u> |
| Net cash provided by financing activities | <u>(49,150)</u> | <u>(48,800)</u> |
| Cash flows from financing activities: | | |
| Proceeds from share subscriptions | 1,314,962 | |
| Proceeds from note payable-related Party | <u>94,440</u> | <u>105,115</u> |
| Net cash provided by financing activities | <u>1,409,402</u> | <u>105,115</u> |
| Increase in cash during the period | 1,314,656 | - |
| Cash, beginning of period | - | - |
| Cash, end of period | <u>\$ 1,314,656</u> | <u>\$ -</u> |
| Supplemental disclosure of cash flow information: | | |
| Cash paid during the period | | |
| Interest | \$ - | \$ - |
| Taxes | <u>\$ -</u> | <u>\$ -</u> |

The accompanying notes are an integral part of these financial statements

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North America Lithium and Gold Corporation
Notes to the Financial Statements
For the Years Ended December 31, 2025, and December 31, 2024

Note 1 - Organization and Operations

Nature of Business and Continuance of Operations

North American Lithium and Gold Corporation (formerly known as Brightrock Gold Corporation) (the "Company"), was Originally incorporated on March 1, 1994, as Omni Advantage, in the State of Louisiana. In 1998 the issuer changed its name from Omni Advantage Inc. to Go Call Inc. In October 2006 the Issuer changed its name from Go Call Inc. to Medical Institutional Services Corp. In December 2009, the Issuer changed its name from Medical Institutional Services Corp. to National Pharmaceuticals Corp. In July of 2012 the Issuer changed its name from National Pharmaceuticals Corp. to Ghana Gold Corp. In November 2013 the Company changed its name from Ghana Gold Corp to Brightrock Gold Corporation.

We are in the sole business of mineral exploration, and have acquired a total of 244 mining claims in Yavapai County Arizona totaling approximately 5,041 acres or 7.88 square miles. We have targeted the mineral Lithium. The most important use of lithium is in rechargeable batteries for mobile phones, laptops, digital cameras and electric vehicles. Lithium is also used in some non-rechargeable batteries for things like heart pacemakers, toys and clocks.

The Company's management plans to raise funds in the next 12 months through a combination of debt financing and equity financing.

Note 2 - Significant and Critical Accounting Policies and Practices

a) Basis of Presentation

These financial statements of the Company have been prepared in accordance with generally accepted accounting principles in the United States and are expressed in US dollars. The Company's fiscal year end is December 31.

b) Use of Estimates

The preparation of financial statements in conformity with United States generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and 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.

The Company regularly evaluates estimates and assumptions related to stock-based compensation and deferred income tax asset valuation allowances.

The Company bases its estimates and assumptions on current facts, historical experience and various other factors that it believes to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities and the accrual of costs and expenses that are not readily apparent from other sources.

The actual results experienced by the Company may differ materially and adversely from the Company's estimates. To the extent there are material differences between the estimates and the actual results, future results of operations will be affected.

c) Cash

The Company considers cash in banks and other deposits with an original maturity of three months or less when purchased to be cash and cash equivalents. There was \$40,000 in cash equivalents as of December 31, 2025, and no cash equivalents 2024.

d) Financial Instruments

The Company's financial instruments consist principally of cash, accounts payable and accrued liabilities, short-term debts, which are related party notes. Pursuant to ASC 820, *Fair Value Measurements and Disclosures* and ASC 825, *Financial Instruments*. The Company currently has no cash or cash equivalents, liabilities approximate fair value due to their cash-based nature.

e) Basic and diluted earnings per share

Basic EPS is computed by dividing net income (loss) available to common shareholders (numerator) by the weighted average number of shares outstanding (denominator) during the period. Diluted EPS gives effect to all dilutive potential common shares outstanding during the period using the treasury stock method and convertible preferred stock using the if-converted method. In computing Diluted EPS, the average stock price for the period is used in determining the number of shares assumed to be purchased from the exercise of stock options or warrants.

For the year ended December 31, 2025, and 2024, potentially dilutive common stock equivalents not included in the calculation of diluted earnings per share because they were anti-dilutive are as follows:

| | December 31, 2025 | December 31, 2024 |
|---------------------------------------|----------------------|----------------------|
| Convertible Notes, Including Interest | 75,886,200 | 60,714,600 |
| Convertible Preferred shares | 2,321,000,000 | 2,000,000,000 |
| Total possible dilutive shares | <u>2,396,886,200</u> | <u>2,060,714,600</u> |

The Company's operations are in the United States, which results in exposure to market risks from changes in foreign currency exchange rates. The financial risk is the risk to the Company's operations that arise from fluctuations in foreign exchange rates and the degree of volatility of these rates. Currently, the Company does not use derivative instruments to reduce its exposure to foreign currency risk. The Company's functional currency for all operations worldwide is the U.S. dollar. Non-monetary assets and liabilities are translated at historical rates and monetary assets and liabilities are translated at exchange rates in effect at the end of the year. Revenues and expenses are translated at average rates for the year. Gains and losses from translation of foreign currency financial statements into U.S. dollars are included in current results of operations.

f) Revenue Recognition

ASU No. 2014-09, *Revenue from Contracts with Customers* ("Topic 606"), became effective for the Company on January 1, 2018. The Company's revenue recognition disclosure reflects its updated accounting policies that are affected by this new standard. The Company applied the "modified retrospective" transition method for open contracts for the implementation of *Topic 606*.

The Company made no adjustments to its previously-reported total revenues, as those periods continue to be presented in accordance with its historical accounting practices under *Topic 605, Revenue Recognition*.

The Company will recognize revenue according to *Topic 606* in a manner that reasonably reflects the delivery of its services and products to customers in return for expected consideration and includes the following elements:

- executed contracts with the Company's customers that it believes are legally enforceable;
- identification of performance obligations in the respective contract;
- determination of the transaction price for each performance obligation in the respective contract;
- allocation the transaction price to each performance obligation; and
- recognition of revenue only when the Company satisfies each performance obligation.

The Company has had sales of \$0 for the year ended December 31, 2025, and 2024.

g) Income Taxes

The Company uses the asset and liability method of accounting for income taxes, whereby deferred tax assets are recognized for deductible temporary differences, and deferred tax liabilities are recognized for taxable temporary differences. Temporary differences are the differences between the reported amounts of assets and liabilities and their tax bases. Deferred tax assets are reduced by a valuation allowance when, in the opinion of management, the Company does not foresee generating taxable income in the near future and utilizing its deferred tax asset, therefore, it is more likely than not that some portion, or all of, the deferred tax assets will not be realized. Deferred tax assets and liabilities are adjusted for the effects of changes in tax laws and rates on the date of enactment.

A tax position is recognized as a benefit only if it is “more likely than not” that the tax position would be sustained in a tax examination, with a tax examination being presumed to occur. The amount recognized is the largest amount of tax benefit that is greater than 50% likely of being realized on examination. For tax positions not meeting the “more likely than not” test, no tax benefit is recorded. The Company has no material uncertain tax positions for any of the reporting periods presented.

h) Stock-Based Compensation

We estimate the fair value of each stock option award at the grant date by using the Black-Scholes option pricing model and common shares based on the market price of the Company’s common stock on the date of the share grant. The fair value determined represents the cost for the award and is recognized over the vesting period during which an employee is required to provide service in exchange for the award. As share-based compensation expense is recognized based on awards ultimately expected to vest, we reduce the expense for estimated forfeitures based on historical forfeiture rates. Previously recognized compensation costs may be adjusted to reflect the actual forfeiture rate for the entire award at the end of the vesting period. Excess tax benefits, if any, are recognized as an addition to paid-in capital.

i) Fair value measurements

When required to measure assets or liabilities at fair value, the Company uses a fair value hierarchy based on the level of independent, objective evidence surrounding the inputs used. The Company determines the level within the fair value hierarchy in which the fair value measurements in their entirety fall. The categorization within the fair value hierarchy is based upon the lowest level of input that is significant to the fair value measurement. Level 1 uses quoted prices in active markets for identical assets or liabilities, Level 2 uses significant other observable inputs, and Level 3 uses significant unobservable inputs.

The amount of the total gains or losses for the period are included in earnings that are attributable to the change in unrealized gains or losses relating to those assets and liabilities still held at the reporting date. The Company has no assets or liabilities that are adjusted to fair value on a recurring basis.

j). Convertible financial instruments

The Company bifurcates conversion options from their host instruments and accounts for them as free-standing derivative financial instruments if certain criteria are met. The criteria include circumstances in which (a) the economic characteristics and risks of the embedded derivative instrument are not clearly and closely related to the economic characteristics and risks of the host contract, (b) the hybrid instrument that embodies both the embedded derivative instrument and the host contract is not remeasured at fair value under otherwise applicable generally accepted accounting principles with changes in fair value reported in earnings as they occur, and (c) a separate instrument with the same terms as the embedded derivative instrument would be considered a derivative instrument. An exception to this rule is when the host instrument is deemed to be conventional, as that term is described under applicable U.S. GAAP.

k). Beneficial conversion feature

The issuance of the convertible debt generated a beneficial conversion feature (“BCF”), which arises when a debt or equity security is issued with an embedded conversion option that is beneficial to the investor or in the money at inception because the conversion option has an effective strike price that is less than the market price of the underlying stock at the commitment date. The Company recognized the BCF by allocating the intrinsic value of the conversion option, which is the number of shares of common stock available upon conversion multiplied by the difference between the effective conversion price per share and the fair value of common stock per share on the commitment date, resulting in a discount on the convertible debt (recorded as a component of additional paid-in capital). The discount is amortized to interest expense over the term of the convertible debt.

l). Recently Adopted Accounting Pronouncements

In August 2020, the FASB issued 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)—Accounting for Convertible Instruments and Contracts in an Entity’s Own Equity*. ASU 2020-06 reduces the number of accounting models for convertible debt instruments and convertible preferred stock. For convertible instruments with conversion features that are not required to be accounted for as derivatives under Topic 815, *Derivatives and Hedging*, or that do not result in substantial premiums accounted for as paid-in capital, the embedded conversion features no longer are separated from the host contract. ASU 2020-06 also removes certain conditions that should be considered in the derivatives scope exception evaluation under Subtopic 815-40, *Derivatives and Hedging—Contracts in Entity’s Own Equity*, and clarify the scope and certain requirements under Subtopic 815-40. In addition, ASU 2020-06 improves the guidance related to the disclosures and earnings-per-share (EPS) for convertible instruments and contract in entity’s own equity.

ASU 2020-06 is effective for public business entities that meet the definition of a Securities and Exchange Commission (SEC) filer, excluding entities eligible to be smaller reporting companies as defined by the SEC, for fiscal years beginning after December 15, 2022, including interim periods within those fiscal years. For all other entities, the amendments are effective for fiscal years beginning after December 15, 2024, including interim periods within those fiscal years. Early adoption is permitted, but no earlier than fiscal years beginning after December 15, 2020, including interim periods within those fiscal years. The Company has adopted ASU 2020-06, with no material impact to its financial statements.

The Company has implemented all new accounting pronouncements that are in effect. These pronouncements did not have any material impact on the financial statements unless otherwise disclosed, and the Company does not believe that there are any other new accounting pronouncements that have been issued that might have a material impact on its financial position or results of operations.

Note 3 – Going Concern

The Company’s financial statements have been prepared assuming that it 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 reflected in the financial statements, the Company had an accumulated deficit of \$4,638,135 as of December 31, 2025 and \$4,105,195 for the year ended December 31, 2024. The Company had a net loss of \$532,940 for the year ended December 31, 2025, and a net loss of \$112,823 for the year ended December 31, 2024. The Company had net cash used in operating activities of \$45,596 for the year ended December 31, 2025, and net cash used in operating activities of \$56,315 for the period ended December 31, 2024. These factors raise substantial doubt about the Company’s ability to continue as a going concern.

The Company has commenced operations and has not generated revenue; however, the Company’s cash position may not be sufficient to support the Company’s daily operations. Management intends to raise additional funds by way of a private or public offering or form of debt financing.

While the Company believes in the viability of its strategy to continue operations and generate sufficient revenue and in its ability to raise additional funds, there can be no assurances to that effect.

The ability of the Company to continue as a going concern is dependent upon the Company's ability to further implement its business plan and generate sufficient revenue and its ability to raise additional funds by way of a public or private offering.

The financial statements do not include any adjustments related to the recoverability and classification of recorded asset amounts or the amounts and classification of liabilities that might be necessary should the Company be unable to continue as a going concern.

Note 4- Notes Payable-Related Party

During the year ended December 31, 2013, the Company entered into a convertible note in the principal amount of \$130,547, with a related party, the Company's Chairman and Chief Executive Officer. The note carries an annual interest rate of 8% with a maturity date one year after the effective date of the note. The debt is due on the maturity date and can be paid in either cash or with the Company's common stock at a fixed price of \$0.005 for common stock. On March 25, 2023, the Board of Directors approved by resolution, that the note holder could and converted \$100 of debt in exchange for 1,000,000 Class A Preferred Shares. This leaves a balance of \$130,447 owing on the original note. The Company has recorded accrued interest in the Amount of \$10,436 for the year ended December 31, 2025, The Note is currently in default, and no payments have been made to the noteholder as of December 31, 2025.

During the year ended December 31, 2020, the Company entered into a convertible note in the principal amount of \$6,523, with a related party the Company's Chairman and CEO, . The note carries an annual interest rate of 8% with a maturity date one year after the effective date of the note. The debt is due on the maturity date and can be paid in either cash or with the Company's common stock at a fixed price of \$0.005 for common stock. The Company has recorded accrued interest in the amount of \$522 for the year ended December 31, 2025, and \$522 for the year ended December 31, 2024. The Note is currently in default, and no payments have been made to the noteholder as of December 31, 2025.

During the year ended December 31, 2021, the Company entered into a convertible note in the principal amount of \$10,025, with a related party, the Company's Chairman and CEO. The note carries an annual interest rate of 8% with a maturity date one year after the effective date of the note. The debt is due on the maturity date and can be paid in either cash or with the Company's common stock at a fixed price of \$0.005 for common stock. The Company has recorded accrued interest in the amount of \$802 for the year ended December 31, 2025. The Note is currently in default, and no payments have been made to the noteholder as of December 31, 2025.

During the year ended December 31, 2022, the Company entered into a convertible note in the principal amount of \$55,413, with a related party, the Company's Chairman and CEO. The note carries an annual interest rate of 8% with a maturity date one year after the effective date of the note. The debt is due on the maturity date and can be paid in either cash or with the Company's common stock at a fixed price of \$0.08 for common stock. The Company has recorded accrued interest in the amount of \$4,433 for the year ended December 31, 2025. The Note is currently in default and no payments have been made to the noteholder as of December 31, 2025.

During the year ended December 31, 2023, and on March 31, 2023, the Company entered into a convertible note in the principal amount of \$41,893, with a related party, the Company's Chairman and CEO. The note carries an annual interest rate of 8% with a maturity date one year after the effective date of the note. The debt is due on the maturity date and can be paid in either cash or with the Company's common stock at a fixed price of \$0.08 for common stock. The Company has recorded accrued interest in the amount of \$3,359 for the year ended December 31, 2025. The Note is currently in default and no payments have been made to the noteholder as of December 31, 2025.

During the year ended December 31, 2023, and on June 30, 2023, the Company entered into a convertible note in the principal amount of \$112,799, with a related party, the Company's Chairman and CEO. The note carries an annual interest rate of 8% with a maturity date one year after the effective date of the note. The debt is due on the maturity date and can be paid in either cash or with the Company's common stock at a fixed price of \$0.08 for common stock. The Company has recorded accrued interest in the amount of \$9,024 for the year ended December 31, 2025. The Note is currently in default and no payments have been made to the noteholder as of December 31, 2025.

During the year ended December 31, 2023, and on September 30, 2023, the Company entered into a convertible note in the principal amount of \$150,150, with a related party, the Company's Chairman and CEO. The note carries an annual interest rate of 8% with a maturity date one year after the effective date of the note. The debt is due on the maturity date and can be paid in either cash or with the Company's common stock at a fixed price of \$0.08 for common stock. The Company has recorded accrued interest in the amount of \$12,012 for the year ended December 31, 2025. The Note is currently in default and no payments have been made to the noteholder as of December 31, 2025.

During the year ended December 31, 2023, and on December 31, 2023, the Company entered into a convertible note in the principal amount of \$17,113 with a related party, the Company's Chairman and CEO. The note carries an annual interest rate of 8% with a maturity date one year after the effective date of the note. The debt is due on the maturity date and can be paid in either cash or with the Company's common stock at a fixed price of \$0.08 for common stock. The Company has recorded accrued interest in the amount of \$1,369 for the year ended December 31, 2025. The Note is currently in default and no payments have been made to the noteholder as of December 31, 2025.

During the year ended December 31, 2024, and on March 31, 2024, the Company entered into a convertible note in the principal amount of \$22,170 with a related party, the Company's Chairman and CEO. The note carries an annual interest rate of 8% with a maturity date one year after the effective date of the note. The debt is due on the maturity date and can be paid in either cash or with the Company's common stock at a fixed price of \$0.08 for common stock. The Company has recorded accrued interest in the amount of \$1,774 for the year ended December 31, 2025. The Note is currently not in default and no payments have been made to the noteholder as of December 31, 2025.

During the year ended December 31, 2023, and on June 30, 2024, the Company entered into a convertible note in the principal amount of \$17,220 with a related party, the Company's Chairman and CEO. The note carries an annual interest rate of 8% with a maturity date one year after the effective date of the note. The debt is due on the maturity date and can be paid in either cash or with the Company's common stock at a fixed price of \$0.08 for common stock. The Company has recorded accrued interest in the amount of \$1,378 for the year ended December 31, 2025. The Note is currently not in default and no payments have been made to the noteholder as of December 31, 2025.

During the year ended December 31, 2023, and on September 30, 2024, the Company entered into a convertible note in the principal amount of \$64,701 with a related party, the Company's Chairman and CEO. The note carries an annual interest rate of 8% with a maturity date one year after the effective date of the note. The debt is due on the maturity date and can be paid in either cash or with the Company's common stock at a fixed price of \$0.08 for common stock. The Company has recorded accrued interest in the amount of \$5,176 for the year ended December 31, 2025. The Note is currently not in default and no payments have been made to the noteholder as of December 31, 2025.

During the year ended December 31, 2024, and on December 31, 2024, the Company entered into a convertible note in the principal amount of \$1,022 with a related party, the Company's Chairman and CEO. The note carries an annual interest rate of 8% with a maturity date one year after the effective date of the note. The debt is due on the maturity date and can be paid in either cash or with the Company's common stock at a fixed price of \$0.08 for common stock. The Company has recorded accrued interest in the amount of \$82 for the year ended December 31, 2025. The Note is currently not in default and no payments have been made to the noteholder as of December 31, 2025.

During the three months ended March 31, 2025, and on March 31, 2025, the Company entered into a convertible note in the principal amount of \$15,230 with a related party, the Company's Chairman and CEO. The note carries an annual interest rate of 8% with a maturity date one year after the effective date of the note. The debt is due on the maturity date and can be paid in either cash or with the Company's common stock at a fixed price of \$0.08 for common stock. The Company has recorded accrued interest in the amount of \$818 for the year ended December 31, 2025. The Note is currently not in default and no payments have been made to the noteholder as of December 31, 2025.

During the three months ended June 30, 2025, and on June 30, 2025, the Company entered into a convertible note in the principal amount of \$17,495 with a related party, the Company's Chairman and CEO. The note carries an annual interest rate of 8% with a maturity date one year after the effective date of the note. The debt is due on the maturity date and can be paid in either cash or with the Company's common stock at a fixed price of \$0.08 for common stock. The Company has recorded accrued interest in the amount of \$706 for the year ended December 31, 2025. The Note is currently not in default and no payments have been made to the noteholder as of December 31, 2025.

During the three months ended December 31, 2025, and on September 30, 2025, the Company entered into a convertible note in the principal amount of \$50,536 with a related party, the Company's Chairman and CEO. The note carries an annual interest Rate of 8% with a maturity date one year after the effective date of the note. The debt is due on the maturity date and can be paid in either cash or with the Company's common stock at a fixed price of \$0.08 for common stock. The Company has recorded accrued interest in the amount of \$930 for the year ended December 31, 2025. The Note is currently not in default and no payments have been made to the noteholder as of December 31, 2025.

During the year ended December 31, 2025, the Company entered into a convertible note in the principal amount of \$3,698 with a related party, the Company's Chairman and CEO. The note carries an annual interest Rate of 8% with a maturity date one year after the effective date of the note. The debt is due on the maturity date and can be paid in either cash or with the Company's common stock at a fixed price of \$0.08 for common stock. The Company has recorded accrued interest in the amount of \$0 for the year ended December 31, 2025. The Note is currently not in default, no payments have been made to the noteholder as of December 31, 2025.

Note 5-Accrued Interest

The Company had an aggregate total of \$222,875 of accrued interest as of December 31, 2025, and incurred \$49,929 of interest expense for the period then ended. The Company had an aggregate total of \$172,621 of accrued interest as of December 31, 2024, and incurred \$45,278 of interest expense for the end of the period. The notes and related accrued interest payable have been presented as a current liability since the notes were not paid at maturity.

Note 6- Related Party Transactions

The Chairman and CEO of the Company has agreed to provide the Company with funding in order for the Company to continue with its ongoing operations, through Shayla Investments LLC a limited liability company owned by the Chairman and CEO of the Company. All of the amounts advanced to date are to be considered related party transactions, and can be settled with cash or the Company's capital stock. Any expenses incurred related to Company business are eligible for reimbursement. There are currently no Compensation Agreements or arrangements with any of the Company's directors or officers.

Note 7-Acquisition of Mining Claims

During the year ended December 31, 2022, the Company issued 30,000,000 common shares at a deemed price of \$0.01, on March 25, 2023, to complete the acquisition of the Midnight Owl Mine located in Yavapai County Arizona. The price \$0.01 per share was determined by an agreement between the parties. There was no allocation of shares for other services outlined in the Agreement.

Following this acquisition, the Company also acquired an additional 243 Claims adjoining the Midnight Owl Mine at an initial cost of \$54,675 paid to the BLM (Bureau of Land Management) and \$40,260 paid to renew the claims to keep the claims in good standing and \$ 17,080 paid to Yavapai County Arizona.

Under US GAAP, until the economic viability of a project is established, only costs associated with acquiring the right to explore a mineral property (acquisition costs) are capitalized while all other exploration costs are expensed as incurred. "ASC 930-805 requires that mineral rights be recognized at fair value as of the acquisition date. As a result, the direct costs to acquire mineral rights are initially capitalized as tangible assets. Mineral rights include costs associated with acquiring patented and unpatented mining claims."

Note 8- Income Taxes

The Company did not recognize a provision (benefit) for income taxes for the years ended December 31, 2024, and 2023.

On December 31, 2024, and 2023, the Company had net deferred tax assets principally arising from the net operating loss carryforward for income tax purposes multiplied by an expected federal rate of 21%. As management of the Company cannot determine that it is more likely than not that the Company will realize the benefit of the deferred tax assets, a valuation

allowance equal to 100% of the net deferred tax asset exists on December 31, 2025, and 2024.

A reconciliation of the federal statutory income tax to our effective income tax is as follows:

| | December 31, 2025 | December 31, 2024 |
|---|----------------------------------|----------------------------------|
| Federal statutory rates | \$(21,400) | \$(35,071) |
| Income tax adjustment | | |
| Expense not deductible in current period | | - |
| Permanent difference | | - |
| Valuation allowance against net deferred tax assets | 21,400 | 35,071 |
| Effective rate | \$ | \$ |

At December 31, 2024, the Company had federal net operating loss carry forwards of approximately \$11,543 will never expire but its utilization is limited to 80% of taxable income in any future year.

At December 31, 2023, the Company had federal net operating loss carry forwards of approximately \$11,543 will never expire but its utilization is limited to 80% of taxable income in any future year.

Net deferred tax assets consist of the following components:

| | December 31, 2024 | December 31, 2023 |
|-------------------------------|----------------------------------|----------------------------------|
| Operating loss carry forward | \$(21,400) | \$(35,071) |
| Valuation allowance | | |
| Net deferred income tax asset | | - |

Note 9– Stockholders’ Equity

Authorized Stock

The Company’s capitalization is Unlimited common shares with a par value of \$0.0001 per share. Additionally, preferred shares include 5,000,000 authorized shares of Series A Preferred Stock with a par value of \$0.0001 per share,

Issued and Outstanding Stock:

The company’s stockholder’s equity consists of 340,820,190 common shares with a par value of \$0.0001 as well as 1,169,719 shares of Series A Preferred Stock with a par value of \$0.0001 per share as of December 31, 2025.

Common Stock

2025 Stock Issuances: During the three months ended March 31, 2025, the Company issued 1,000,000 shares of common stock to one individual for services rendered.

During the six months ended June 30, 2025, the Company issued 6,122,190 shares of common stock to three individuals for services rendered.

2024 Stock Issuances

There were no Stock issuances during the year ended December 31, 2024.

2023 Stock Issuances

There were 3,200,000 shares of Common Stock issued in 2023 to 4 individuals for services rendered.

2022 Stock Issuances

There were 500,000,000 shares of Common stock cancelled and returned to the Company's Treasury, (Authorized Common Share Capital). The shares were cancelled, due to a transaction that was terminated by the parties, and the shares were subsequently returned.

There were 30,400,000 shares of Common Stock issued in 2023, of which 30,000,000 were issued to Red Beryl Mining Company for the Acquisition of the Midnight Owl Mine. The share price the parties agreed to was \$0.01, this placed the value of the acquisition at \$300,000.

Additionally, a total of 400,000 shares were issued to two employees for services rendered in lieu of cash payment. The Price of the shares at the time of issuance was \$0.2289 per share. The price was determined by using the current market price of the Company's common stock at the time of issuance.

2021 Stock Issuances

There were no issuances of Common Stock issued in 2021.

Preferred Stock

During the year ended December 31, 2025, the Company issued 1,000 shares of Series A Preferred stock to one individual for services rendered.

During the year ending December 31, 2025, the Company issued 8,219 shares of Series A Preferred stock to 16 individuals by subscribing for Preferred shares at \$160 per share.

2024 Stock Issuances

During the year ended December 31, 2024, there were no issuances of Preferred Stock.

2023 Stock Issuances

During the year ended December 31, 2023, the Company issued a total of 160,500 Class A Preferred Shares to five individuals. There is no current market for the Company's Preferred stock and it was determined that any issuances would be done at the Par Value of the preferred stock, \$0.0001. The preferred stock provides a Super Voting Privilege of 1,000 votes for every share held and is also convertible to Common Stock at a ratio of 2,000 common shares for every preferred share held. The Preferred Stock is non-redeemable and non-callable.

2022 Stock Issuances

During the year ended December 31, 2023, the Company issued a total of 1,000,000 Series A Preferred Stock to a related party, the Company's Chairman and CEO. The Company's Chairman and CEO has agreed to fund ongoing operations of the Company until other funding is secured. The shares were acquired by converting a portion of debt owed to the related party. There is no current market for the Company's Preferred stock, and it was determined that any issuances would be done at the Par Value of the preferred stock, \$0.0001. The preferred stock provides a Super Voting Privilege of 1,000 votes for every share held and is also convertible to Common Stock at a ratio of 2,000 common shares for every preferred share held. The Preferred Stock is non-redeemable and non-callable.

2021 Stock Issuances

There was no Preferred Stock issued in 2022.

Note 10-Subsequent Events

The Company has evaluated subsequent events and transactions for potential recognition or disclosure in the financial Statements through December 31, 2025, to the date the financial statements were available to be published, and the Company has determined that there were no subsequent events to be disclosed.