

# Newport Gold, Inc.

Amendment to [Quarterly Report](#) - Quarterly Report for the Period Ending March 31, 2026 - Amended for 03/31/2026 originally published through the OTC Disclosure & News Service on 05/05/2026

## Explanatory Note:

Amended to include missing signature

*\*\*This coversheet was automatically generated by OTC Markets Group based on the information provided by the Company. OTC Markets Group has not reviewed the contents of this amendment and disclaims all responsibility for the information contained herein.*

## **Newport Gold Inc.**

10093 W. Main Road, North East, Pennsylvania 16428  
nwpginfo@gmail.com

# Quarterly Report

**For the period ending March 31, 2026 (the “Reporting Period”)**

### **Outstanding Shares**

The number of shares outstanding of our Common Stock was:

262,271,886 as of March 31, 2026 *(Current Reporting Period Date or More Recent Date)*

262,271,886 as of March 31, 2025 *(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>5</sup> of the company has occurred during this reporting period:

Yes:  No:

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<sup>5</sup> “Change in Control” shall mean any events resulting in:

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

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

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

Newport Gold, Inc. (current)

The Issuer filed a Certificate of Amendment on 06/29/23 changing name to near me Technologies Inc. which name change was filed in error and reversed pursuant to a Certificate of Correction which was filed on 04/19/24 changing name back to Newport Gold, Inc

Current State and Date of Incorporation or Registration: Nevada  
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 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 or about March 24, 2026, the Company entered into a Share Exchange Agreement which resulted in the acquisition of the following entities as wholly owned subsidiaries: ROI Dealership Consulting, LLC (doing business as "NFI Empire"); NFI Holdings, LLC; and NFI Auctions, LLC, all of which are Pennsylvania limited liability companies (the "Agreement").

As part of this Agreement, the Company (and the Estate of Derek Bartlett) in return issued: Preferred Series A Shares, Preferred Series B Shares, and Common Shares to Fried, Nichols, Belcher, et al. As part of the transaction, sixty-six million, sixty-eight thousand, seven hundred and fifty (66,068,750) shares of Common Stock were transferred to Justin Fried (33,034,375), Chris Nichols (23,124,062), and Brad Belcher (9,910,313) pursuant to a secondary transfer. Additionally, the Company issued 1,000,000 shares of Preferred Stock Series "A" to the same individuals (Justin Fried, Chris Nichols, and Brad Belcher) in nearly equal amounts (333,333 for Nichols and Belcher and 333,334 for Fried). In addition, the Company issued: 7,500,000 shares of Series "B", Preferred Stock to Justin Fried (3,750,000), Chris Nichols (2,625,000), and Brad Belcher (1,125,000).

Address of the issuer's principal executive office:

10093 W. Main Road, North East, Pennsylvania 16428

Address of the issuer's principal place of business:

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

10093 W. Main Road, North East, Pennsylvania 16428

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: Heritage U.S. Transfer Corp.  
Phone: +1-416-432-4185  
Email: [rdemasi@heritageustransfercorp.com](mailto:rdemasi@heritageustransfercorp.com)  
Address: 55 Browns Lane Unit B Toronto, ON M5V 0M9, Canada

### **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:	NWPG
Exact title and class of securities outstanding:	<u>common stock, \$.001 par value</u>
CUSIP:	<u>651875106</u>
Par or stated value:	<u>\$.001 par value</u>
Total shares authorized:	<u>400,000,000</u> as of date: <u>March 31, 2026</u>
Total shares outstanding:	<u>262,271,886</u> as of date: <u>March 31, 2026</u>
Total number of shareholders of record:	<u>160</u> as of date: <u>March 31, 2026</u>

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

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### **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 Series "A"</u>
Par or stated value:	<u>\$0.001</u>
Total shares authorized:	<u>1,000,000</u> as of date: <u>as of date: March 31, 2026</u>
Total shares outstanding:	<u>1,000,000</u> as of date: <u>as of date: March 31, 2026</u>
Total number of shareholders of record:	<u>3</u> as of date: <u>as of date: March 31, 2026</u>

Exact title and class of the security:	<u>Preferred Series "B"</u>
Par or stated value:	<u>\$0.001</u>
Total shares authorized:	<u>25,000,000</u> as of date: <u>as of date: March 31, 2026</u>
Total shares outstanding:	<u>7,500,000</u> as of date: <u>as of date: March 31, 2026</u>
Total number of shareholders of record:	<u>3</u> as of date: <u>as of date: March 31, 2026</u>

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

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### **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.

Each outstanding share shall be entitled to vote on each matter submitted to a vote at a meeting of shareholders, except to the extent that the voting rights of the shares of any class are limited or denied by or pursuant to the Articles of Incorporation or the Nevada Corporations Code

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

Except as otherwise required by law, the holders of the Series "A" Preferred Stock will hold voting rights equivalent to sixty-seven percent (67%) of the then outstanding common shares; if divided amongst more than one holder, each respective holder shall hold a pro rata voting percentage based on his or her share of the total allotment of Series "A" Preferred Stock. In the event the one million shares are held by more than one shareholder the cumulative voting rights of sixty-seven percent (67%) shall be distributed pro rata amongst them.

Except as otherwise required by law, the holders of the Series "B" Preferred Stock will not have any common stock voting rights. However, the class of Preferred Holders may themselves vote on matters affecting the class of Series "B" shareholders, such as redemption. In the event sixty seven percent of the class votes to redeem, the super majority percentage shall prevail and be required for any other modifications of rights, etc.

Subject to and in compliance with the provisions of this Designation, each share of Series "B" Preferred Stock issued and outstanding may, at the option of the holder, be converted at any time into ten (10) fully paid and nonassessable shares of Common Stock ("Conversion Ratio").

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

NA

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.

NA

### 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 <u>Opening Balance:</u> Date <u>12/31/2024</u> Common: <u>262,271,886</u> Preferred Series A: <u>NA</u> Preferred Series B: <u>NA</u>			*Right-click the rows below and select "Insert" to add rows as needed.						
Date of Transaction	Transaction type (e.g., new issuance, cancellation, shares returned to treasury)	Number of Shares Issued (or cancelled)	Class of Securities	Value of shares issued (\$/per share) at Issuance	Were the shares issued at a discount to market price at the time of issuance? (Yes/No)	Individual/ Entity Shares were issued to. ***You must disclose the control person(s) for	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.

						any entities listed.			
<u>March 26, 2026</u>	New Issuance	<u>333,333</u>	<u>Preferred Series A</u>	<u>\$333.33</u>	<u>No</u>	Chris Nichols	<u>Equity Issuance as part of Merger</u>	<u>Restricted</u>	<u>Exemption under 4(a)(2)</u>
<u>March 26, 2026</u>	New Issuance	<u>333,334</u>	<u>Preferred Series A</u>	<u>\$333.34</u>	<u>No</u>	Justin Fried	<u>Equity Issuance as part of Merger</u>	<u>Restricted</u>	<u>Exemption under 4(a)(2)</u>
<u>March 26, 2026</u>	New Issuance	<u>333,333</u>	<u>Preferred Series A</u>	<u>\$333.33</u>	<u>No</u>	Brad Belcher	<u>Equity Issuance as part of Merger</u>	<u>Restricted</u>	<u>Exemption under 4(a)(2)</u>
<u>March 26, 2026</u>	New Issuance	<u>2,625,000</u>	<u>Preferred Series B</u>	<u>\$2,625.00</u>	<u>No</u>	Chris Nichols	<u>Equity Issuance as part of Merger</u>	<u>Restricted</u>	<u>Exemption under 4(a)(2)</u>
<u>March 26, 2026</u>	New Issuance	<u>3,750,000</u>	<u>Preferred Series B</u>	<u>\$3,750.00</u>	<u>No</u>	Justin Fried	<u>Equity Issuance as part of Merger</u>	<u>Restricted</u>	<u>Exemption under 4(a)(2)</u>
<u>March 26, 2026</u>	New Issuance	<u>1,125,000</u>	<u>Preferred Series B</u>	<u>\$1,125.00</u>	<u>No</u>	Brad Belcher	<u>Equity Issuance as part of Merger</u>	<u>Restricted</u>	<u>Exemption under 4(a)(2)</u>
Shares Outstanding on Date of This Report:									
Ending Balance:									
Date <u>Mar. 31, 2026</u> Common: 262,271,886									
Preferred Series A: <u>1,000,000</u>									
Preferred Series B: <u>7,500,000</u>									

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

On January 12, 2025, the company made arrangements for the receipt of 25,000,000 shares of Newport Gold as compensation from 15019699 Canada Inc. in consideration for all assets of Save 72 Inc. including all trademarks, technological and intellectual property related to the "nearme.cool" website and platform. As of Q3 2025 end, the shares are being processed for return to treasury and the transaction is expected to be completed in Q2 2026.

## 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 <sup>6</sup>	Name of Noteholder (entities must have individual with voting / investment control disclosed).	Reason for Issuance (e.g., Loan, Services, etc.)
2/10/26	\$15,000	\$15,000	12/10/26	25% Discount to Market Price on day of Conversion	None	2,667,000	Terra Capital Partners LLC (Ted D. Campbell II, Managing Member)	Corporate Expenses

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

None

#### 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")

Newport Gold Inc. (NewportGoldInvest.com) is evolving from its origins in mineral exploration and mining technology into a diversified company focused on high growth opportunities in the automotive, data, and digital technology sectors. Leveraging its history of identifying and acquiring valuable assets, and the mining technology required to do so, the company is now focused on several key innovative businesses and technologies which are capable of delivering scalable growth and strong returns in new market sectors. With a mission to "mine" global opportunities in the digital landscape, Newport Gold aims to drive sustainable value through strategic acquisitions and investments.

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

ROI Dealership Consulting, LLC (doing business as "NFI Empire");  
NFI Holdings, LLC;  
NFI Auctions, LLC

C. Describe the issuers' principal products or services.

Newport Gold's premiere portfolio firm, NFI Empire (NFIEmpire.com) is a preeminent, asset light automotive company headquartered in North East, Pennsylvania. Known for its exclusive projects, high performance builds, and deep technical and digital expertise, NFI Empire has established itself as a growing leader across both traditional and digital automotive sectors.

#### 5) Issuer's Facilities

Newport Gold operates on a growing campus in the city of North East Pennsylvania. The sales "Clubhouse", located at 10120 West Main Road in North East, is a 5200 square foot facility on 2 acres. "The Nerve Center", located directly across the street at 10093 West Main Road in North East, is a purpose built, 24,000 square foot facility on 12.4 industrial zoned acres.

#### 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.*

Individual Name (First, Last) or Entity Name (Include names of control person(s) if a corporate entity)	Position/Company Affiliation (ex: CEO, ≥ 5% beneficial owner)	City and State (Include Country if outside U.S.)	Number of Shares Owned (List common, preferred, warrants and options separately)	Class of Shares Owned	Percentage of Class of Shares Owned (undiluted)
Derek Bartlett Estate	Owner>5%	Mississauga, Ontario	18,000,000	Common	6.86%

<u>Anthony McCabe</u>	<u>CEO/Director</u>	<u>Collingwood/Ontario</u>	<u>0</u>	<u>_____</u>	<u>_____</u>
<u>John Arnold</u>	<u>Former Director/CFO</u>	<u>Guelph, Ontario</u>	<u>25,000</u>	<u>Common</u>	<u>0.00%</u>
<u>15019699 Canada Inc. (Zenon Stepkiewski)</u>	<u>Owner&gt;5%</u>	<u>Terrebonne, Quebec</u>	<u>25,000,000</u>	<u>Common</u>	<u>9.53%</u>
<u>Brad Belcher</u>	<u>COO (April 10, 2026)</u>	<u>Erie, Pennsylvania</u>	<u>9,910,313</u>	<u>Common</u>	<u>3.77%</u>
<u>Chris Nichols</u>	<u>Executive Chairman (April 10, 2026)</u>	<u>Erie, Pennsylvania</u>	<u>23,124,062</u>	<u>Common</u>	<u>8.17%</u>
<u>Justin Fried</u>	<u>CEO (April 10, 2026)</u>	<u>Erie, Pennsylvania</u>	<u>33,034,375</u>	<u>Common</u>	<u>12.60%</u>
<u>Brad Belcher</u>	<u>COO (April 10, 2026)</u>	<u>Erie, Pennsylvania</u>	<u>333,333</u>	<u>Preferred A</u>	<u>33.33%</u>
<u>Chris Nichols</u>	<u>Executive Chairman (April 10, 2026)</u>	<u>Erie, Pennsylvania</u>	<u>333,333</u>	<u>Preferred A</u>	<u>33.33%</u>
<u>Justin Fried</u>	<u>CEO (April 10, 2026)</u>	<u>Erie, Pennsylvania</u>	<u>333,334</u>	<u>Preferred A</u>	<u>33.34%</u>
<u>Brad Belcher</u>	<u>COO (April 10, 2026)</u>	<u>Erie, Pennsylvania</u>	<u>1,125,000</u>	<u>Preferred B</u>	<u>35.00%</u>
<u>Chris Nichols</u>	<u>Executive Chairman (April 10, 2026)</u>	<u>Erie, Pennsylvania</u>	<u>2,625,000</u>	<u>Preferred B</u>	<u>50.00%</u>
<u>Justin Fried</u>	<u>CEO (April 10, 2026)</u>	<u>Erie, Pennsylvania</u>	<u>3,750,000</u>	<u>Preferred B</u>	<u>15.00%</u>

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

Name: John E. Dolkart, Jr. Dolkart Law PC  
Address 1: 100 Pine St, Suite 1250  
Address 2: San Francisco, California 94111  
Phone: Tel: +1 (415) 707-2717  
Email: john@dolkartlaw.com

### Accountant or Auditor

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

### Investor Relations

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

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

X (Twitter): \_\_\_\_\_  
Discord: \_\_\_\_\_  
LinkedIn \_\_\_\_\_  
Facebook: \_\_\_\_\_  
[Other ] \_\_\_\_\_

### Other Service Providers

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

Name: \_\_\_\_\_

Firm: \_\_\_\_\_  
Nature of Services: \_\_\_\_\_  
Address 1: \_\_\_\_\_  
Address 2: \_\_\_\_\_  
Phone: \_\_\_\_\_  
Email: \_\_\_\_\_

**9) Disclosure & Financial Information**

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

Name: **Anthony McCabe**  
Title: **CEO**  
Relationship to Issuer: **CEO**

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

IFRS  
 U.S. GAAP

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

Name: **Anthony McCabe**  
Title: **CEO**  
Relationship to Issuer: **CEO**

Describe the qualifications of the person or persons who prepared the financial statements:<sup>5</sup> **Certified Professional Accountant of Ontario**

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<sup>5</sup> 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.

# NEWPORT GOLD, INC

CONSOLIDATED FINANCIAL  
STATEMENTS (UNAUDITED)  
FOR THE QUARTER ENDED March 31, 2026

**NEWPORT GOLD, INC.**

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**NEWPORT GOLD, INC.**  
Consolidated Balance Sheet  
March 31, 2026  
(In U.S. Dollars)

	<u>31-Mar</u> <u>2026</u>	<u>31-Dec</u> <u>2025</u>
<b>Assets</b>		
Current		
Cash & Cash Equivalents	\$ (14,835)	\$ -
Accounts Receivable	457	-
Inventory (Note 5)	5,141,197	-
Prepaid Expenses & Insurance	38,090	1,185
Total Current Assets	\$ 5,164,909	\$ 1,185
Long-term		
Fixed Assets (net) (Note 6)	46,458	-
Buildings (Note 6)	429,600	-
Accumulated Depreciation	(105,610)	-
Goodwill (Note 4)	637,236	-
Intangible Digital Asset (Note 7)	0	174,125
	1,007,684	174,125
Total assets	<b>\$ 6,172,593</b>	<b>\$ 175,310</b>
<b>Liabilities</b>		
Current		
Accounts payable and accrued liabilities (Note 8)	1,825,842	918,368
Accrued Officer Salaries (Note 8)	-	321,697
Consignment Payable (Note 8)	4,444,579	-
Other Current Liabilities	723,709	-
Total Current Liabilities	6,994,130	1,240,065
Long-term		
Commercial Loan (Note 8)	40,985	-
LT Building Loan (Note 8)	371,359	-
	412,344	174,125
Total Liabilities	<b>\$ 7,406,474</b>	<b>\$ 1,414,190</b>
<b>Stockholders' Equity (Deficit)</b>		
Capital Stock		
Common Stock - Authorized 400,000,000 shares with a par value of \$0.001 per share. Issued and outstanding 262,271,886 (2025 - 262,271,886) (Note 9)	262,273	262,273
Preferred "Series A" Issued and outstanding 1,000,000 (Note 10)	1,000	-
Preferred "Series B" Authorized 25,000,000. Issued and outstanding 7,500,000 (Note 11)	7,500	-
Additional paid-in capital	5,576,988	5,585,489
Accumulated Other Comprehensive Income (Loss)	(25,253)	148,872
Accumulated Deficit	(7,056,388)	(7,061,389)
Total Stockholders' Deficit	<b>\$ (1,233,880)</b>	<b>\$ (1,064,755)</b>
Total Liabilities and Stockholders' Deficit	<b>\$ 6,172,593</b>	<b>\$ 175,310</b>

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

**NEWPORT GOLD, INC.**  
Consolidated Statements of Operations and Comprehensive  
Loss (In U.S. Dollars) 3 Months Ended March. 31, 2026

	<u>Q1</u> <u>Mar 31</u> <u>2026</u>	<u>Q1</u> <u>Mar 31</u> <u>2025</u>
<b>Revenue (March 26-March 31 2026)</b> (Note 4)	189,674	-
<b>Cost of Goods Sold (March 26-March 31 2026)</b>	133,196	-
<b>Gross Profit (March 26-March 31 2026)</b>	<b>56,478</b>	<b>-</b>
<b>Expenses</b>		
SG&A – NFI Empire	\$ 50,957	\$ 11
Interest Expense	161	
Depreciation	358	
	51,476	11
<b>Net income (loss)</b> (Note 4)	<b>5,002</b>	<b>(11)</b>
Other comprehensive income (loss) (Note 7)	(174,125)	0
<b>Total comprehensive income (loss)</b>	<b>\$ (169,123)</b>	<b>\$ (11)</b>
(Loss) Earnings Per Share - basic	\$ (0.001)	\$ (0.000)
Shares Outstanding - basic	262,271,886	262,271,886
(Loss) Earnings Per Share - fully diluted	\$ (0.000)	\$ (0.000)
Weighted Average Number of Common Shares Outstanding - fully diluted	338,271,886	262,271,886

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

**NEWPORT GOLD, INC.**  
**Consolidated Statements of Stockholders' Equity (Deficit)**  
**From December 31, 2024 to March 31, 2026**  
(In U.S. Dollars)

	Common Shares	Common Value	Preferred "Series A" Value	Preferred "Series B" Value	Additional Paid-in Capital	Other Comprehensiv Income (Loss)	Accumulated Deficit	Total Stockholders' Equity (Deficit)
<b>Balance Dec 31, 2024</b>	<b>262,271,886</b>	<b>262,272</b>			<b>5,585,490</b>	<b>148,872</b>	<b>(7,061,313)</b>	<b>(1,064,677)</b>
Share Subscriptions								
Common shares issued for cash								
Common shares issued for mining claims								
Common shares issued for digital assets								
Common shares issued for debt								
Foreign currency traslation adjustment								
Net (Loss)/Gain							(78)	(78)
<b>Balance Dec 31, 2025</b>	<b>262,271,886</b>	<b>262,273</b>	-	-	<b>5,585,488</b>	<b>148,872</b>	<b>(7,061,389)</b>	<b>(1,064,756)</b>
Share Subscriptions								
Preferred "Series A" shares issued			1,000		(1,000)			
Preferred "Series B" shares issued				7,500	(7,500)			
Net (Loss)/Gain						(174,125)	5,002	(169,124)
<b>Balance Mar 31, 2026</b>	<b>262,271,886</b>	<b>262,273</b>	<b>1,000</b>	<b>7,500</b>	<b>5,576,988</b>	<b>(25,253)</b>	<b>(7,056,387)</b>	<b>(1,233,880)</b>

**NEWPORT GOLD, INC.**  
Consolidated Statements of Cash Flows  
3 Months Ended March 31, 2026  
(In U.S. Dollars)

	3 Months Ended Mar 31	
	2026	2025
<b><u>Operating Activities</u></b>		
Net income (loss)	\$ (169,123)	\$ (11)
<b>Items not involving cash</b>		
Depreciation	-	-
Interest	-	-
Write down of digital asset	174,126	
Write down of liabilities		-
Merger activities (Net Impact)	(19,386)	
	(14,384)	(11)
<b>Changes in non cash operating assets and liabilities</b>		
Accounts Receivable	-	-
Inventory	-	-
Prepaid Expenses & Insurance	-	-
Accounts payable and accrued liabilities	-	-
Consignment Payable	-	-
Other Current Liabilities	-	-
	-	-
<b>Cash Used in Operating Activities</b>	(14,385)	(11)
<b>Investing Activities</b>		
Purchase of equipment	-	-
Acquisition of capital assets	-	-
	-	-
<b>Cash Used in Investing Activities</b>	-	-
<b>Financing Activities</b>		
Loan payable	-	-
Common shares issued	-	-
Preferred "Series A" shares issued	-	-
Preferred "Series B" shares issued	-	-
Subscriptions received	-	-
	-	-
<b>Cash Provided by Financing Activities</b>	-	-
<b>Net increase (decrease) in cash</b>	(14,385)	(11)
<b>Effect of Exchange Rate Change on Cash</b>	-	-
<b>Balances Held in Foreign Currencies</b>	-	-
<b>Cash (Indebtness), Beginning of Period</b>	-	370
<b>Cash (Indebtness), End of Period</b>	\$ (14,385)	\$ 359
<b>Non-Cash Financing Activity</b>		
Preferred shares issued	8,500	

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

**NEWPORT GOLD, INC.**  
Notes to Consolidated Financial Statements

**NOTE 1 – OPERATIONS AND BASIS OF PRESENTATION**

Newport Gold, Inc. (the "Company") was incorporated under the laws of Nevada on July 16, 2003, and was involved in the acquisition, exploration and development of mineral and energy properties until 2023. In 2023, The Company transitioned into a digital marketing company and divested all mining assets. As of 2026, the company is diversified focusing on high growth opportunities in the automotive, data, and digital technology sectors.

**NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

Basis of Presentation

These financial statements are prepared in accordance with accounting principles generally accepted in the United States of America ("US GAAP") as applicable to an exploration stage enterprise under FASB-ASC 915-205 and are expressed in US dollars.

Principles of Consolidation

The accompanying consolidated financial statements include the accounts of the Company and its wholly-owned subsidiaries, 2038052 Ontario Inc. and NWPG Mining Corp. All intercompany balances and transactions have been eliminated on consolidation.

Use of Estimates

The preparation of financial statements in conformity with US GAAP require 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. Significant estimates include the recoverability of resource properties, accrued liabilities, rate of amortization and the valuation allowance for deferred income tax assets. Management believes the estimates are reasonable; however, actual results could differ from those estimates and could impact future results of operations and cash flows.

**NEWPORT GOLD, INC.**  
Notes to Consolidated Financial Statements

**NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)**

Cash and cash equivalents

The Company considers highly liquid investments with original maturities of three months or less to be cash equivalents. At March 31, 2025 and March 31, 2026, cash and cash equivalents consisted of cash held at financial institutions and highly liquid investments with original maturities of less than three months.

Foreign Currency Translation

The Company's operations and activities are conducted principally in Canada; hence the Canadian dollar is the functional currency. Non-monetary assets and liabilities are translated at historical rates; monetary assets and liabilities are translated at exchange rates in effect at the end of the year; and expenses are translated at average rates for the year. Gains and losses from translation of foreign currency into the functional currency are included in current results of operations. The Company's reporting currency is the United States dollar. The Company translates financial statements into the reporting currency as follows: assets and liabilities are translated at the rates of exchange on the balance sheet date, and revenues and expenses are translated at average rates of exchange during the period. The resulting translation adjustments are included as part of other comprehensive income.

Impairment of Long-Lived Assets

Management of the Company periodically reviews the net carrying value of its capital assets. These reviews consider the net realizable value of each asset to determine whether a permanent impairment in value has occurred and the need for any asset write-down. An impairment loss will be recognized when the estimated future cash flows (undiscounted) expected to result from the use of an asset are less than the carrying amount of the asset. Measurement of an impairment loss will be based on the estimated fair value of the asset if the asset is expected to be held and used.

Depreciation

Assets are recorded at cost. Expenditures for major additions and improvements are capitalized; minor replacements, maintenance and repairs are charged to expense as incurred. When assets are retired or otherwise disposed of, the cost and accumulated depreciation are removed from the accounts and any resulting gain or loss is included in the results of operations for the respective period.

Income Taxes

The Company accounts for income taxes in accordance with FASB ASC 740, Income Taxes. Deferred tax assets and liabilities are recognized for future tax consequences attributable to differences between the financial statement carrying amounts and tax bases of existing assets and liabilities and are measured using the enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date. A valuation allowance is recorded to reduce the deferred tax assets, if there is uncertainty regarding their realization.

**NEWPORT GOLD, INC.**  
Notes to Consolidated Financial Statements

**NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)**

Income Taxes (continued)

FASB ASC 740 also addresses the determination of whether tax benefits claimed or expected to be claimed on a tax return should be recorded in the financial statements. Under FASB ASC 740, the Company may recognize the tax benefit from an uncertain tax position only if it is more likely than not that the tax position will be sustained on examination by the taxing authorities, based on the technical merits of the position. The tax benefits recognized in the consolidated financial statements from such a position should be measured based on the largest benefit that has a greater than 50% likelihood of being realized upon ultimate settlement. FASB ASC 740 also provides guidance on de-recognition, classification, interest and penalties on income taxes, accounting in interim periods and requires increased disclosures. The Company had no material adjustments to its liabilities for unrecognized income tax benefits according to the provisions of FASB ASC 740.

Loss Per Share

The Company computes earnings per share in accordance with ASC 260, Earnings per Share. Under the provision, basic earnings per share are computed by dividing the net income (loss) for the period by the weighted average number of common shares outstanding during the period. Diluted earnings per share is computed by dividing the net income (loss) for the period by the weighted average number of common and potentially dilutive common shares outstanding during the period. There were no potentially dilutive common shares outstanding during the period.

Other Comprehensive Income

The Company follows US GAAP, "*Reporting Comprehensive Income*", which establishes standards for the reporting and display of comprehensive income, its components and accumulated balances in financial statements. Comprehensive income consists of net income and other gains and losses affecting stockholders' equity that under generally accepted accounting principles are excluded from net income. For the Company, such items consist primarily of foreign currency translation gains and losses.

Asset Retirement Obligations

The Company has adopted the provisions of US GAAP, "*Accounting for Asset Retirement Obligations*". The basis of this policy is the recognition of a legal liability for obligations relating to the retirement of property, plant and equipment, and obligations arising from the acquisition, construction, development or normal operations of those assets. Such asset retirement costs must be recognized at fair value when a reasonable estimate of fair value can be estimated in the period in which the liability is incurred. A corresponding increase to the carrying amount of the related asset, where one is identifiable, is recorded and amortized over the life of the asset. Where a related future value is not easily identifiable with a liability, the change in fair value over the course of the year is expensed. The amount of the liability is subject to re-measurement at each reporting period. The estimates are based principally on legal and regulatory requirements.

It is possible that the Company's estimates of its ultimate reclamation and closure liabilities could change as a result of changes in regulations, changes in the extent of environmental remediation required, changes in the means of reclamation, or changes in cost estimates. Changes in estimates are accounted for prospectively commencing in the period the estimate is revised. No liability has been recorded as the Company is in the exploration stage on its properties and, accordingly, no environmental disturbances have occurred.

Fair Value of Financial Instruments

Financial assets and liabilities recorded on the accompanying balance sheets are categorized based on the inputs to the valuation techniques as follows:

**Level 1** - Financial assets and liabilities whose values are based on unadjusted quoted prices for identical assets or liabilities in an active market that the company has the ability to access at the measurement date (examples include active exchange-traded equity securities, listed derivatives and most United States Government and agency securities).

**NEWPORT GOLD, INC.**  
Notes to Consolidated Financial Statements

**NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)**

Fair Value of Financial Instruments (continued)

**Level 2** - Financial assets and liabilities whose values are based on quoted prices in markets where trading occurs infrequently or whose values are based on quoted prices of instruments with similar attributes in active markets. Level 2 inputs include the following:

- Quoted prices for identical or similar assets or liabilities in non-active markets (examples include corporate and municipal bonds which trade infrequently);
- Inputs other than quoted prices that are observable for substantially the full term of the asset or liability (examples include interest rate and currency swaps); and
- Inputs that are derived principally from or corroborated by observable market data for substantially the full term of the asset or liability (examples include certain securities and derivatives).

**Level 3** - Financial assets and liabilities whose values are based on prices or valuation techniques that require inputs that are both unobservable and significant to the overall fair value measurement. These inputs reflect management's own assumptions about the assumptions a market participant would use in pricing the asset or liability.

An asset or liability's level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Availability of observable inputs can vary and is affected by a variety of factors. The Company uses judgment in determining fair value of assets and liabilities and Level 3 assets and liabilities involve greater judgment than Level 1 and Level 2 assets or liabilities.

Stock Based Compensation

The Company accounts for share-based compensation in accordance with ASC Topic 718, Compensation—Stock Compensation (ASC 718). Under the provisions of ASC 718, share-based compensation cost is measured at the grant date, based on the calculated fair value of the award, and is recognized as an expense over the employee's requisite service period (generally the vesting period of the equity grant).

**NEWPORT GOLD, INC.**  
Notes to Consolidated Financial Statements

**NOTE 3 – FINANCIAL INSTRUMENTS**

Fair Value

The carrying values of cash and cash equivalents, and accounts payable and accrued liabilities approximate their fair values because of the short-term maturity of these financial instruments. The fair values of due to related parties cannot be reasonably estimated, as no liquid and active market exists for such instruments.

Interest Rate Risk

The Company is not exposed to interest rate risk as the Company has no interest-bearing financial instruments.

Credit Risk

The Company is exposed to credit risk with respect to its cash and cash equivalents; however, this risk is minimized as cash is placed with major financial institutions.

Currency Risk

The Company is exposed to foreign currency fluctuations to the extent expenditures incurred by the Company are not denominated in the functional currency.

**NOTE 4 – BUSINESS COMBINATION**

**Background and Nature of the Transaction**

On March 26, 2026, the Company entered into a Share Exchange Agreement (the "Agreement") pursuant to which it acquired 100% of the membership interests of the following entities, each of which became a wholly owned subsidiary of the Company:

- **ROI Dealership Consulting, LLC** (doing business as "NFI Empire"), a Pennsylvania limited liability company;
- **NFI Holdings, LLC**, a Pennsylvania limited liability company; and
- **NFI Auctions, LLC**, a Pennsylvania limited liability company

The acquisition has been accounted for as a business combination in accordance with **ASC 805 – Business Combinations** (or IFRS 3 – Business Combinations, as applicable). Under the Agreement, the Company exchanged shares of common stock owned by majority shareholder for 100% of the membership interests of the NFI Entities. As a result of the transaction, the NFI Entities are wholly owned subsidiaries of the Company.

**Consideration Transferred**

The total consideration transferred in connection with the acquisition consisted of the following:

Component	\$
Shares issued	76,068,750
Share Price at Acquisition Date	\$0.004
<b>Total consideration transferred</b>	<b>\$304,275.00</b>

*The fair value per share at the acquisition date was determined using the closing market price on March 26, 2026*

**Purchase Price Allocation**

The Company has allocated the total consideration transferred to the fair value of the identifiable assets acquired and liabilities assumed at the acquisition date. The following table summarizes the preliminary / final purchase price allocation:

	<b>Fair Value at March 26, 2026</b>
<b>Assets Acquired</b>	
Cash and cash equivalents	-\$14,835.00
Accounts receivable	\$456.65
Inventory	\$5,141,196.66
Prepaid expenses and other current assets	\$35,452.50
Fixed Assets	\$370,448.44
<b>Total assets acquired</b>	<b>\$5,532,719.24</b>
<b>Liabilities Assumed</b>	
Current Liabilities	(\$5,739,062.16)
Commercial Loan	(\$40,894.97)
Building Loan	(\$371,358.90)
<b>Total liabilities assumed</b>	<b>(\$6,151,406.03)</b>
<b>Net identifiable assets acquired</b>	<b>\$618,686.93</b>
<b>Acquiree Q1 Net Income (Add)</b>	<b>\$278,236.31</b>
<b>Pre-Merger Net Income (Subtract)</b>	<b>\$259,687.81</b>
<b>Goodwill</b>	<b>\$637,235.58</b>
<b>Total consideration transferred</b>	<b>\$304,275.00</b>

## Goodwill

Goodwill of **\$637,235.58** was recognized as a result of the acquisition and represents the excess of the total consideration transferred over the fair value of the net identifiable assets acquired. The goodwill is attributable to:

- The assembled workforce and operational expertise of the NFI Entities
- Expected synergies from combining the dealership consulting, holdings, and auction operations with the Company's existing business
- Future growth opportunities in the automotive dealership consulting and auction markets not separately identifiable at the acquisition date

## Revenue and Earnings Since Acquisition

In accordance with ASC 805 / IFRS 3, the Company is required to disclose the revenue and profit or loss of the acquired entities since the acquisition date that are included in the consolidated statements of operations:

	<b>Period from March 26, 2026 to March 31, 2026</b>
Revenue contributed	\$189,673.50
Net income (loss) contributed	\$18,549.09

**Pro forma information** Had the acquisition occurred on January 1, 2026, the Company's consolidated revenue and operating income for the quarter ended would have been approximately **\$2,853,217.99** and **\$264,689.18** respectively. This pro forma information as follows is for illustrative purposes only:

<b>TOTAL REVENUE</b>	<b>2,853,217.99</b>
<b>TOTAL COST OF GOODS SOLD</b>	<b>1,997,933.60</b>
<b>GROSS PROFIT</b>	<b>855,284.39</b>
<b>OPERATING EXPENSES</b>	
SG&A – NFI Empire	574,699.06
Interest Expense	2,410.70
Depreciation	5,370.00
<b>TOTAL OPERATING EXPENSES</b>	<b>590,595.21</b>
<b>OPERATING INCOME</b>	<b>264,689.18</b>

#### NOTE 5 – INVENTORY

Inventories are measured at the lower of cost and net realizable value.

Inventory consists of the following:

	<b>March 31</b>	<b>March 31</b>
	<u><b>2026</b></u>	<u><b>2025</b></u>
Inventory	\$5,141,197	\$0

On March 26 of 2026, the Company acquired NFI Empire and NFI Holdings. As part of the purchase price allocation, inventory was recognized at its fair value of \$5,141,197 at the acquisition date. Refer to Note 4, Business Combination for further details.

#### NOTE 6 – BUILDING AND FIXED ASSETS

	<b>March 31</b>	<b>March 31</b>
	<u><b>2026</b></u>	<u><b>2025</b></u>
Building	\$429,600	\$0
Fixed Assets	\$ 46,458	
Accumulated depreciation	\$(105,610)	\$0
Net	<u>\$370,448</u>	<u>\$ -</u>

Pro-rated Depreciation expense for the quarter ended March. 31, 2026 was \$385.00 (March 26-March 31).

On March 26 of 2026, the Company acquired NFI Empire and NFI Holdings. As part of the purchase price allocation, building and fixed assets were recognized at its fair value of \$370,448 at the acquisition date. Refer to Note 4, Business Combination for further details.

## NOTE 7 – DIGITAL ASSETS

Digital Assets consist of the following:

	<u>March 31</u> <u>2026</u>	<u>March 31</u> <u>2025</u>
Digital Assets	\$0	\$174,125

On May 17, 2023 the company issued 25,000,000 (issued) to 15019699 Canada Inc. in consideration for all assets of Save 72 Inc including all trademarks, technological and intellectual property related to the “nearme.cool” website and platform. The deemed acquisition value was \$150,000 based on the market value of the shares on the date of the transaction (May 17). The company believes the digital assets could potentially become commercially viable in the future.

During Q4 of 2023 the company incurred \$20,500 of capital eligible software development costs.

During Q1 of 2024 the company incurred \$3,625 of capital eligible software development costs.

During Q1 of 2025, the company made arrangements for the receipt of 25,000,000 shares of Newport Gold as compensation from 15019699 Canada Inc. in consideration for all assets of Save 72 Inc. including all trademarks, technological and intellectual property related to the “nearme.cool” website and platform. In conjunction with the sale of the digital assets in 2025, in Q1 2026 the digital asset was written down to \$0 and applied to “other comprehensive income/(loss). The 25,000,000 shares are expected to be returned to treasury and cancelled in Q2 2026.

## NOTE 8 – CURRENT AND LONG-TERM LIABILITIES

### Loan Payable-Shareholders

As at March. 31, 2026 the Company owes \$618,367 to a shareholder. The loan has no terms of repayment, is unsecured and bears no interest.

### Loan Payable-Terra Capital

On February 10, 2026 the Company obtained a loan the sum of Fifteen Thousand Dollars and Zero Cents (\$15,000.00 USD) from Terra Capital Partners L.L.C. The loan contains a fixed twenty-five percent (25%) discount in any conversion into common stock of the then available market price for the common shares of Newport Gold.

### Accrued Officer Salaries

As at Mach 31, 2026, \$31,963 was due to Derek Bartlett, former C.E.O and \$289,736 was due to Anthony McCabe, C.E.O.

### Consignment Payable

NFI Empire sells both company-purchased cars as well as consigned vehicles from third parties. The consigned vehicle values are shown as consigned payables for when the vehicles are ultimately sold. The balance as of March 31, 2026 is \$4,444,579.00.

### Building Loan

NFI purchased a 5,200 square foot building at 10120 West Main Street in March 2021. The Company borrowed \$429,000 in order to purchase the building. There is a 10 year note with a ballon payment due on April 1, 2031 for \$264,308.69. The note carries a 7.225% interest rate and payment of \$2,705.15 per month. The current amount due as of March 31, 2026 is \$353,232.35.

## NOTE 9 – COMMON STOCK

On December 28, 2012, Alex Johnston, a principal stockholder, agreed to convert the \$370,927 accrued officer salaries debt which had been assigned to him by Derek Bartlett into 18,546,350 shares of common stock of the Company, and the Company has agreed to issue the shares to Alex Johnston in full and complete payment and settlement of the debt.

On August 10, 2012 the Company sold 1,940,000 units at a price of \$0.05 per unit for gross proceeds of \$97,848. Each unit consists of one share of common stock, par value 0.001 per share and one common stock purchase warrant with an exercise price of \$0.05 that expired August 10, 2014. During Q 4 2013, 350,000 shares were issued for a debt settlement.

On January 5 2016, Derek Bartlett converted \$60,000.00 of debt into 6 million shares of the company and the company has agreed to issue the shares, in full and complete settlement of the \$60,000.00 of that debt.

On June 25 2017 Derek Bartlett who is owed U.S. \$ 505,722.00 from the company agreed to assign the latter amount to Alex Johnston who also agreed to convert that amount into Newport Gold stock @ 3 cents per share resulting in an issuance of 16,857,400 shares of Newport Gold.

On August 5 2017 the company's directors signed a resolution amending the company's Articles of Incorporation and increased its authorized capital to 250 million shares. On July 24 2017 Alex Johnston assigned 105,000.00 \$ of his debt to 2 entities who converted that debt into 3.5 million shares of the company which are subject to a one year hold.

On August 15 2017 Eco- Orex agreed to extend the term of license from 10 to 20 years and to extend the company's performance dates to September 2018 to coincide with the closing date as defined in the stock purchase and sale agreement dated October 2016. On August 28 2017 the company delivered 25 million Reg S company shares to Eco- Orex / 2207449 ONTARIO INC. as part of the agreement, the latter becomes an affiliate of the company and the shares are subject to a one year hold.

On June 30, 2018 Anthony McCabe assigned \$230,000; Derek Bartlett assigned \$123,570 and Tony James assigned \$36,000 of debt in fees to Alex Johnston who converted the total into Newport Gold shares at 3 cents per share. Alex Johnston in addition converted his debt from fees of \$36,000 into Newport Gold shares also at 3 cents per share. The total amount of shares from the conversion of \$425,570 resulted in the issuance of 14,186,666 shares to Alex Johnston. These shares are restricted under the Securities Act of 1933 and are being issued pursuant to the exemption from registration set out in Regulation S.

The Company has recently determined that certain shares were previously issued in excess of the then total number of authorized shares. During 2022 the company obtained greater than 50% of outstanding shareholder votes authorizing the increase of authorized shares from 100,000,000 to 400,000,000.

**NEWPORT GOLD, INC.**  
Notes to Consolidated Financial Statements

**NOTE 9– COMMON STOCK**

On Nov. 23, 2022 Anthony McCabe assigned \$290,922 of debt to Derek Bartlett who converted the total into Newport Gold shares at 0.004 cents per share. Derek Bartlett in addition converted his debt from fees of \$245,353 into Newport Gold shares also at 0.004 cents per share. The total amount of shares from the conversion of \$536,275 resulted in the issuance of 134,068,750 shares to Derek Bartlett. These shares are restricted under the Securities Act of 1933 and are being issued pursuant to the exemption from registration set out in Regulation S. The resulting transaction resulted in Derek Bartlett becoming a majority shareholder controlling 52.1% of the outstanding float.

On May. 17, 2023 Derek Bartlett resigned and returned 25,000,000 shares to treasury.

On May 17, 2023 the company issued 25,000,000 to 15019699 Canada Inc. in consideration for all assets of Save 72 Inc including all trademarks, technological and intellectual property related to the “nearme.cool” website and platform.

On April 30, 2024 the company issued 5,000,000 to Adam Broadway in consideration for consulting services

**NOTE 10– PREFERRED “SERIES A” STOCK**

On March 26<sup>th</sup>, 2026 the Company issued 7,500,000 shares of Preferred Stock Series “A” to Justin Fried (333,334), Chris Nichols (333,333), and Brad Belcher (333,333).

**NOTE 11– PREFERRED “SERIES B” STOCK**

On March 26<sup>th</sup>, 2026 the Company issued 7,500,000 shares of Preferred Stock Series “B” to Justin Fried (3,750,000), Chris Nichols (2,625,000), and Brad Belcher (1,125,000).

**NOTE 12 – INCOME TAXES**

The Company has non-capital losses for Canadian income tax purposes of \$661,818 available that expire as follows:

2026	225,810
2027	131,375
2028	166,661
2029	137,972
	661,818

**NOTE 13 – SUBSEQUENT EVENTS**

On or about April 10, 2026, the Company accepted the resignation of John Arnold from any officer positions and as a director of the Company effective immediately.

On or about April 10, 2026, the Company accepted the resignation of Anthony McCabe from all officer positions of the Company effective immediately. Mr. McCabe will remain a member of the Company's board of directors.

On or about April 10, 2026, the Company appointed Justin R. Fried as Director and President (and Chief Executive Officer).

On or about April 10, the Company appointed Christopher J. Nichols as Secretary and Director (as Executive Chairman of the Board of Directors)

On or about April 10, the Company appointed Colin B. Brown as Treasurer and Director (and Chief Financial Officer).

On or about April 10, the Company appointed Brad L. Belcher as Director (and Chief Operating Officer).

On April 13, 2026 the Company filed an Amended List of Officer and Directors with the Nevada Secretary of State, Corporation Divisions, to make the above identified changes.

## 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, Anthony McCabe certify that:

1. I have reviewed this Disclosure Statement for Newport Gold Inc.;
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

04/28/2026

\_\_\_\_ [CEO's Signature]



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

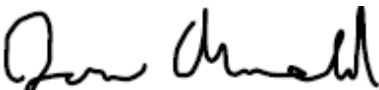
### *Principal Financial Officer:*

I, John Arnonld certify that:

1. I have reviewed this Disclosure Statement for Newport Gold Inc.;
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

04/28/2026

\_\_\_\_ [CFO's Signature]



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