

## **Alternative Reporting Standard: Pink® Basic Disclosure Guidelines**

Federal securities laws, such as Rules 10b-5 and 15c2-11 of the Securities Exchange Act of 1934 (“Exchange Act”) as well as Rule 144 of the Securities Act of 1933 (“Securities Act”), and state Blue Sky laws, require issuers to provide *adequate current information* to the public markets. With a view to encouraging compliance with these laws, OTC Markets Group has created these Pink Basic Disclosure Guidelines (“Guidelines”).<sup>1</sup> These Guidelines set forth the disclosure obligations that make up the “Alternative Reporting Standard” for Pink companies. These Guidelines have not been reviewed by the U.S. Securities and Exchange Commission or any state securities regulator, although OTC Markets Group as a matter of policy welcomes comments from these and other regulators. We use information provided by companies under these Guidelines to designate the appropriate tier in the Pink Market: Current Information, Limited Information or No Information.<sup>2</sup> The information provided by companies under these Guidelines is subject to our [Privacy Policy](#).

These Guidelines may be amended from time to time, in the sole and absolute discretion of OTC Markets Group, with or without notice.

### **Qualifications for the Pink Current Information Tier**

Companies that make the information described below publicly available on a timely basis (90 days after fiscal year end for Annual Reports; 45 days after each fiscal quarter end for Quarterly Reports) may qualify for the Current Information Tier. Financial reports must be prepared according to U.S. GAAP or International Financial Reporting Standards (IFRS) but are not required to be audited.

#### **Initial Qualification:**

1. Subscribe to the [OTC Disclosure & News Service](#) by submitting an OTCIQ Order Form.
2. Create the following documents, save them in PDF format and upload them via [www.OTCIQ.com](http://www.OTCIQ.com) (note financial statements may be included within a disclosure statement or included by reference):
  - **Disclosure Statements:** Disclosure information pursuant to these Guidelines for the company’s latest fiscal year end and each subsequent quarter for which reports are due. Disclosure statements should include all information in accordance with these Pink Basic Disclosure Guidelines (see the fillable form starting on Page 4).
  - **Financial Statements:** Annual and quarterly financial statements (including a balance sheet, income statement, statement of cash flows, and notes to financial statements) for the previous two completed fiscal years and each subsequent quarter. If the annual financial statements are audited, please attach the audit letter from the audit firm. Financial statements may be included within the disclosure statement for corresponding periods or posted separately and incorporated in the disclosure statement by reference.
3. If financial statements are not audited by a PCAOB registered firm:
  - **Attorney Letter Agreement:** Submit a signed Attorney Letter Agreement (first two pages of the [Attorney Letter Guidelines](#)) to OTC Markets Group via email to [issuers@otcmarkets.com](mailto:issuers@otcmarkets.com) or fax (212-652-5920).

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<sup>1</sup> This is not legal advice, and OTC Markets Group makes no assurance that compliance with our disclosure requirements will satisfy any legal requirements.

<sup>2</sup> OTC Markets Group may require companies with securities designated as Caveat Emptor to make additional disclosures in order to qualify for the Pink Current Information tier.

- **Attorney Letter:** After following the appropriate procedures with a qualified attorney, submit an Attorney Letter in accordance with the [Attorney Letter Guidelines](#) through OTCIQ.
4. Allow OTC Markets Group to process the posted documents (typically three to five business days) and provide any comments.

#### **Ongoing Qualification for the Pink Current Information Tier:**

1. **For each Fiscal Quarter End**, file a Quarterly Report through OTCIQ within **45 days** of the quarter end. (A separate Quarterly Report is not required for the 4<sup>th</sup> quarter.) The Quarterly Report should include:
  - **Disclosure Statement:** Disclosure information pursuant to these Guidelines. Use the fillable form beginning on page 4.
  - **Financial Statements:** Quarterly financial statements (including a balance sheet, income statement, statement of cash flows, and notes to financial statements).
2. **For each Fiscal Year End**, file an Annual Report through OTCIQ within **90 days** of the fiscal year end. The Annual Report should include:
  - **Disclosure Statement:** Disclosure information pursuant to these Guidelines. Use the fillable form beginning on page 4.
  - **Financial Statements:** Annual financial statements (including a balance sheet, income statement, statement of cash flows, and notes to financial statements).
  - **Attorney Letter:** If the annual financial statements are not audited by a PCAOB registered firm, submit an Attorney Letter in accordance with the [Attorney Letter Guidelines](#) through OTCIQ within **120 days** of the fiscal year end.

#### **Qualifications for the Pink Limited Information Tier**

Companies that make the information described below publicly available within the prior 6 months may qualify for the Limited Information Tier.

1. Subscribe to the [OTC Disclosure & News Service](#) by submitting an OTCIQ Order Form.
2. Create a Quarterly Report or Annual Report for a fiscal period ended within the previous 6 months, save it in PDF format and file through OTCIQ. The Quarterly Report or Annual Report must include:
  - **Financial Statements:** A balance sheet and income statement for a period within the previous 6 months. The financial statements must be prepared in accordance with US GAAP or IFRS but are not required to be audited.<sup>3</sup>
  - **Outstanding Shares:** The current number of outstanding shares from a period no later than the financial statements above.
    - A company in the Pink Limited Information tier may, but is not required to, include information in accordance with these Pink Basic Disclosure Guidelines using the fillable form beginning on page 4.

<sup>3</sup> Please note that Cash Flow Statements are not required to qualify for the Pink Limited Information tier; however, unless the financial statements include a Cash Flow Statement, no financial data will be included in the OTC Financials Data Service, which distributes company financial data to online investor portals and makes the data available on your company's financials tab on [www.otcm Markets.com](http://www.otcm Markets.com).

## **Current Reporting of Material Corporate Events**

Companies are expected to release quickly to the public any news or information regarding corporate events that may be material to the issuer and its securities. Persons with knowledge of such events would be considered to be in possession of material nonpublic information and may not buy or sell the issuer's securities until or unless such information is made public. If not included in the issuer's previous public disclosure documents or if any of the following events occur after the publication of such disclosure documents, the issuer shall publicly disclose such events by disseminating a news release within 4 business days following their occurrence and posting such news release through an Integrated Newswire or OTCIQ.<sup>4</sup>

Material corporate events include:

- Entry into or termination of a material definitive agreement
- Completion of an acquisition or disposition of assets, including but not limited to merger transactions
- Creation of a direct financial obligation or an obligation under an off-balance sheet arrangement of an issuer
- Triggering events that accelerate or increase a direct financial obligation or an obligation under an off-balance sheet arrangement
- Costs associated with exit or disposal activities
- Material impairments
- Sales of equity securities
- Material modification to rights of security holders
- Changes in issuer's certifying accountant
- Non-reliance on previously issued financial statements or a related audit report or completed interim review
- Changes in control of issuer
- Departure of directors or principal officers; election of directors; appointment of principal officers
- Amendments to articles of incorporation or bylaws; change in fiscal year
- Amendments to the issuer's code of ethics, or waiver of a provision of the code of ethics
- Any changes to litigation the issuer may be involved in, or any new litigation surrounding the issuer
- Officer, director, or insider transactions in the issuer's securities
- Disclosure regarding stock promotion campaigns deemed material by the issuer
- Other events the issuer considers to be of importance

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<sup>4</sup> "Integrated Newswire" shall mean a newswire service that is integrated with the OTC Disclosure & News Service and is included on OTC Markets Group's list of Integrated Newswires, as published on [www.otcm Markets.com](http://www.otcm Markets.com).

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

## **SIDNEY RESOURCES CORPORATION**

An Idaho Corporation

PO Box 817 Lewiston, Idaho 83501

509-552-6858

<http://sidneyresourcescorporation.com>

[danhally@cableone.net](mailto:danhally@cableone.net)

10-14

### **Quarterly Report**

**For the Period Ending: June 30, 2019,  
(the "Reporting Period")**

As of June 30, 2019, the number of shares outstanding of our Common Stock was:

230,686,830

As of March 31, 2019, the number of shares outstanding of our Common Stock was:

230,686,830

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

Yes: ☐

No: ☒ (Double-click and select "Default Value" to check)

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

Yes: ☐

No: ☒

Indicate by check mark whether a Change in Control<sup>5</sup> of the company has occurred over this reporting period:

Yes: ☐

No: ☒

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

<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.

In answering this item, please also provide any names used by predecessor entities in the past five years and the dates of the name changes.

None

Date and state (or jurisdiction) of incorporation (also describe any changes to incorporation since inception, if applicable)  
Please also include the issuer's current standing in its state of incorporation (e.g. active, default, inactive):

Sidney Resources Corporation - August 25, 2009 Idaho  
Sidney Resources Corporation - January 3, 2002 Nevada

Has the issuer or any of its predecessors ever been in bankruptcy, receivership, or any similar proceeding in the past five years?

Yes: ☐ No: ☒

## 2) Security Information

Trading symbol:	<u>SDRC</u>
Exact title and class of securities outstanding:	<u>COMMON SHARES</u>
CUSIP:	<u>826151102</u>
Par or stated value:	<u>0.0001</u>
Total shares authorized:	500,000,000 as of date: <u>June 30, 2019</u>
Total shares outstanding:	<u>230,686,830</u> as of date: <u>June 30, 2019</u>
Number of shares in the Public Float <sup>6</sup> :	<u>71,963,356</u> as of date: <u>June 30, 2019</u>
Total number of shareholders of record:	<u>1691</u> as of date: <u>June 30, 2019</u>

*Additional class of securities (if any):*

Trading symbol:	<u>NONE</u>
Exact title and class of securities outstanding:	<u>NONE</u>
CUSIP:	<u>NONE</u>
Par or stated value:	<u>NONE</u>
Total shares authorized:	<u>NONE</u> as of date: <u>June 30, 2019</u>
Total shares outstanding:	<u>NONE</u> as of date: <u>June 30, 2019</u>

### Transfer Agent

Name: Pacific Stock Transfer  
Phone: 517-485-9998  
Email: Bmiller@pacificstocktransfer.com

Is the Transfer Agent registered under the Exchange Act?<sup>7</sup> Yes: ☒ No: ☐

Describe any trading suspension orders issued by the SEC concerning the issuer or its predecessors:

NONE

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

<sup>6</sup> "Public Float" shall mean the total number of unrestricted shares not held directly or indirectly by an officer, director, any person who is the beneficial owner of more than 10 percent of the total shares outstanding (a "control person"), or any affiliates thereof, or any immediate family members of officers, directors and control persons.

<sup>7</sup> To be included in the Pink Current Information tier, the transfer agent must be registered under the Exchange Act.

NONE

### 3) Issuance History

The goal of this section is to provide disclosure with respect to each event that resulted in any direct 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

Check this box to indicate there were no changes to the number of outstanding shares within the past two completed fiscal years and any subsequent periods: ☐

Number of Shares outstanding as of January 1, 2017		Opening Balance: Common: <u>109,116,830</u> Preferred: <u>0</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 (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 (if applicable)	Restricted or Unrestricted as of this filing?	Exemption or Registration Type?
<u>10/30/2017</u>	<u>NEW</u>	<u>4,000,000</u>	<u>Common</u>	<u>.0025</u>	<u>YES</u>	<u>Alfred Eckert</u>	<u>CASH</u>	<u>Restricted</u>	<u>Exempt</u>
<u>10/30/2017</u>	<u>NEW</u>	<u>4,000,000</u>	<u>Common</u>	<u>.0025</u>	<u>YES</u>	<u>Jean Solomon</u>	<u>CASH</u>	<u>Restricted</u>	<u>Exempt</u>
<u>10/30/2017</u>	<u>NEW</u>	<u>2,000,000</u>	<u>Common</u>	<u>.0025</u>	<u>YES</u>	<u>Phil Campbell</u>	<u>CASH</u>	<u>Restricted</u>	<u>Exempt</u>
<u>10/30/2017</u>	<u>NEW</u>	<u>2,000,000</u>	<u>Common</u>	<u>.0025</u>	<u>YES</u>	<u>Joseph C. Haak</u>	<u>CASH</u>	<u>Restricted</u>	<u>Exempt</u>
<u>10/30/2017</u>	<u>NEW</u>	<u>4,000,000</u>	<u>Common</u>	<u>.0025</u>	<u>YES</u>	<u>Wesley Cathcart</u>	<u>CASH</u>	<u>Restricted</u>	<u>Exempt</u>
<u>10/30/2017</u>	<u>NEW</u>	<u>4,000,000</u>	<u>Common</u>	<u>.0025</u>	<u>YES</u>	<u>William Kees</u>	<u>CASH</u>	<u>Restricted</u>	<u>Exempt</u>
<u>11/13/2017</u>	<u>NEW</u>	<u>1,000,000</u>	<u>Common</u>	<u>.0025</u>	<u>YES</u>	<u>Brent Wyland</u>	<u>CASH</u>	<u>Restricted</u>	<u>Exempt</u>
<u>01/17/2018</u>	<u>NEW</u>	<u>6,000,000</u>	<u>Common</u>	<u>.0025</u>	<u>YES</u>	<u>Thomas Leidolf</u>	<u>CASH</u>	<u>Restricted</u>	<u>Exempt</u>
<u>01/17/2018</u>	<u>NEW</u>	<u>2,000,000</u>	<u>Common</u>	<u>.0025</u>	<u>YES</u>	<u>Gregg Lindner</u>	<u>CASH</u>	<u>Restricted</u>	<u>Exempt</u>

<u>01/17/2018</u>	<u>NEW</u>	<u>1,000,000</u>	<u>Common</u>	<u>.0025</u>	<u>YES</u>	<u>Cameron Lindner</u>	<u>CASH</u>	<u>Restricted</u>	<u>Exempt</u>
<u>01/17/2018</u>	<u>NEW</u>	<u>3,000,000</u>	<u>Common</u>	<u>.0200</u>	<u>NO</u>	<u>Benjamin Petitti</u>	<u>Services</u>	<u>Restricted</u>	<u>Exempt</u>
<u>01/17/2018</u>	<u>NEW</u>	<u>1,000,000</u>	<u>Common</u>	<u>.0025</u>	<u>YES</u>	<u>Barry Chavin</u>	<u>CASH</u>	<u>Restricted</u>	<u>Exempt</u>
<u>01/17/2018</u>	<u>NEW</u>	<u>1,000,000</u>	<u>Common</u>	<u>.0025</u>	<u>YES</u>	<u>Ashton Still</u>	<u>CASH</u>	<u>Restricted</u>	<u>Exempt</u>
<u>01/18/2018</u>	<u>NEW</u>	<u>240,000</u>	<u>Common</u>	<u>.0025</u>	<u>YES</u>	<u>Brent Wyland</u>	<u>CASH</u>	<u>Restricted</u>	<u>Exempt</u>
<u>01/18/2018</u>	<u>NEW</u>	<u>300,000</u>	<u>Common</u>	<u>.0025</u>	<u>YES</u>	<u>Susan Patti</u>	<u>CASH</u>	<u>Restricted</u>	<u>Exempt</u>
<u>01/18/2018</u>	<u>NEW</u>	<u>30,000</u>	<u>Common</u>	<u>.0025</u>	<u>YES</u>	<u>Wesley Carthart</u>	<u>CASH</u>	<u>Restricted</u>	<u>Exempt</u>
<u>01/18/2018</u>	<u>NEW</u>	<u>1,000,000</u>	<u>Common</u>	<u>.0025</u>	<u>YES</u>	<u>Barbara Richlen</u>	<u>CASH</u>	<u>Restricted</u>	<u>Exempt</u>
<u>01/18/2018</u>	<u>NEW</u>	<u>2,000,000</u>	<u>Common</u>	<u>.0025</u>	<u>YES</u>	<u>Ricky Anderson</u>	<u>CASH</u>	<u>Restricted</u>	<u>Exempt</u>
<u>01/18/2018</u>	<u>NEW</u>	<u>2,000,000</u>	<u>Common</u>	<u>.0025</u>	<u>YES</u>	<u>Kenneth Lee</u>	<u>CASH</u>	<u>Restricted</u>	<u>Exempt</u>
<u>01/18/2018</u>	<u>NEW</u>	<u>4,000,000</u>	<u>Common</u>	<u>.0025</u>	<u>YES</u>	<u>Susan Patti</u>	<u>CASH</u>	<u>Restricted</u>	<u>Exempt</u>
<u>01/18/2018</u>	<u>NEW</u>	<u>1,000,000</u>	<u>Common</u>	<u>.0025</u>	<u>YES</u>	<u>Travis Tiede</u>	<u>CASH</u>	<u>Restricted</u>	<u>Exempt</u>
<u>01/22/2018</u>	<u>NEW</u>	<u>1,000,000</u>	<u>Common</u>	<u>.0025</u>	<u>YES</u>	<u>Robert Schaff</u>	<u>CASH</u>	<u>Restricted</u>	<u>Exempt</u>
<u>05/01/2018</u>	<u>NEW</u>	<u>3,000,000</u>	<u>Common</u>	<u>.0200</u>	<u>NO</u>	<u>Jacob Anderson</u>	<u>Services</u>	<u>Restricted</u>	<u>Exempt</u>
<u>05/01/2018</u>	<u>NEW</u>	<u>1,000,000</u>	<u>Common</u>	<u>.0200</u>	<u>NO</u>	<u>Benjamin Petitti</u>	<u>Services</u>	<u>Restricted</u>	<u>Exempt</u>
<u>05/02/2018</u>	<u>NEW</u>	<u>2,000,000</u>	<u>Common</u>	<u>.0200</u>	<u>NO</u>	<u>Susan Patti</u>	<u>Services</u>	<u>Restricted</u>	<u>Exempt</u>
<u>05/02/2018</u>	<u>NEW</u>	<u>20,000,000</u>	<u>Common</u>	<u>.0200</u>	<u>NO</u>	<u>Gregg Lindner</u>	<u>Services</u>	<u>Restricted</u>	<u>Exempt</u>
<u>05/02/2018</u>	<u>NEW</u>	<u>20,000,000</u>	<u>Common</u>	<u>.0200</u>	<u>NO</u>	<u>Susan Patti</u>	<u>Services</u>	<u>Restricted</u>	<u>Exempt</u>
<u>05/02/2018</u>	<u>NEW</u>	<u>20,000,000</u>	<u>Common</u>	<u>.0200</u>	<u>NO</u>	<u>Daniel Hally</u>	<u>Services</u>	<u>Restricted</u>	<u>Exempt</u>
<u>06/13/2018</u>	<u>NEW</u>	<u>2,000,000</u>	<u>Common</u>	<u>.0025</u>	<u>YES</u>	<u>Matthew Still</u>	<u>CASH</u>	<u>Restricted</u>	<u>Exempt</u>
<u>06/13/2018</u>	<u>NEW</u>	<u>5,000,000</u>	<u>Common</u>	<u>.0200</u>	<u>NO</u>	<u>William Baker</u>	<u>Services</u>	<u>Restricted</u>	<u>Exempt</u>
<u>09/18/2018</u>	<u>NEW</u>	<u>2,000,000</u>	<u>Common</u>	<u>.0025</u>	<u>YES</u>	<u>Tyler Tiede</u>	<u>CASH</u>	<u>Restricted</u>	<u>Exempt</u>
Shares Outstanding on <u>06/30/2019</u> :	Ending Balance: Common: <u>230,686,830</u> Preferred: <u>0</u>								

**Example:** A company with a fiscal year end of December 31<sup>st</sup>, in addressing this item for its quarter ended September 30, 2018, would include any events that resulted in changes to any class of its outstanding shares from the period beginning on January 1, 2016 through September 30, 2018 pursuant to the tabular format above.

Use the space below to provide any additional details, including footnotes to the table above:

NONE

## B. Debt Securities, Including Promissory and Convertible Notes

Use the chart and additional space below to list and describe any issuance of promissory notes, convertible notes or convertible debentures **in the past two completed fiscal years and any subsequent interim period.**

Check this box if there are no outstanding promissory, convertible notes or debt arrangements: ☒

Date of Note Issuance	Outstanding Balance (\$)	Principal Amount at Issuance (\$)	Interest Accrued (\$)	Maturity Date	Conversion Terms (e.g. pricing mechanism for determining conversion of instrument to shares)	Name of Noteholder	Reason for Issuance (e.g. Loan, Services, etc.)
_____	_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____	_____

Use the space below to provide any additional details, including footnotes to the table above:

\_\_\_\_\_

## 4) Financial Statements

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

- ☒ U.S. GAAP  
☐ IFRS

B. The financial statements for this reporting period were prepared by (name of individual)<sup>8</sup>:

Name: William T Baker  
Title: Certified Public Accountant  
Relationship to Issuer: Consultant

Provide the financial statements described below for the most recent fiscal year or quarter. For the initial disclosure statement (qualifying for Pink Current Information for the first time) please provide reports for the two previous fiscal years and any subsequent interim periods.

<sup>8</sup> The financial statements requested pursuant to this item must be prepared in accordance with US GAAP or IFRS by persons with sufficient financial skills.



- C. Balance sheet;
- D. Statement of income;
- E. Statement of cash flows;
- F. Financial notes; and
- G. Audit letter, if audited

You may either (i) attach/append the financial statements to this disclosure statement or (ii) file the financial statements through OTCIQ as a separate report using the appropriate report name for the applicable period end. ("Annual Report," "Quarterly Report" or "Interim Report").

If you choose to publish the financial statements in a separate report as described above, you must state in the accompanying disclosure statement that such financial statements are incorporated by reference. You may reference the document(s) containing the required financial statements by indicating the document name, period end date, and the date that it was posted to OTCIQ in the field below.

#### **Sidney Resources Corporation First Quarter FY 2019 Financial Report Posted 06/21/2019**

Financial statement information is considered current until the due date for the subsequent report (as set forth in the qualifications section above). To remain qualified for Current Information, a company must post its Annual Report within 90 days from its fiscal year-end date and Quarterly Reports within 45 days of each fiscal quarter-end date.

### **5) Issuer's Business, Products and Services**

The purpose of this section is to provide a clear description of the issuer's current operations. In answering this item, please include the following:

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

The Board of Directors continues negotiations to extend the lease for the Lucky Ben Properties and additional 5 years beyond when the lease is currently scheduled to expire at the end of 2019. The Board has submitted a formal proposal to the property owner that would transfer property ownership to Sidney Resources Corporation. The proposal is still being considered by the property owner.

During the summer of 2018 work was completed by our Geologist, Richard Morris, and support personnel to stake the Lucky Ben vein structure at surface locations and to plot sample trench locations and proposed drill pad sites.

We completed four trenches outlined for sampling. The trenches were plotted at 100 foot centers along the vein past the location of the end of the original tunnel for the Lucky Ben Mine. The trenches were approximately 8 feet in depth and 35 feet in length on average. The goal of the trenching is to confirm the vein structure continued past the end of the current tunnel.

Bedrock and the vein structure were located in Trench 1 and Trench 2. Samples were collected. Bedrock was not reached in Trench 3 or in Trench 4 because of the depth of the overburden. Assay results for the samples collected in Trench 1 and Trench 2 are as follows:

<u>Location</u>	<u>Au(Oz/ton)</u>	<u>Ag(Oz/ton)</u>
<u>Trench 1</u>	<u>.023</u>	<u>.10</u>
<u>Trench 2</u>	<u>.072</u>	<u>1.55</u>

In a report issued by A.R. Hausner, President of Goldstone Minerals Resource Corporation of Vancouver, British Columbia dated and signed in March of 1984, similar trenching work and sampling on the Lucky Ben vein was described by Hausner. The report stated the following:

"Sampling of vein material in the trenches and portal dump gave assay values ranging from .02 to 10.4 ounces per ton silver and 0.1 ounces to 13.05 ounces per ton gold.

During October of 1983, backhoe trenching confirmed the extension of the vein east of the portal and exposed several former producing stopes that had carried through to the surface. The Lucky Ben Vein which has only been mined between the adit level and the surface some 200 feet above shows good potential for ore grade mineralization at depth. A surface diamond drilling program to explore the eastern portion of the Lucky Ben vein below the adit level is recommended".

Additional records from Goldstone indicate further sampling of the Lucky Ben gold-rich quartz vein system was completed near the portal of the 6570 level adit. The work revealed a 1.5 foot wide quartz vein grading 2.12 oz/ton gold and filling a steeply dipping fracture within quartz monzonite which is strongly altered for 2 to 3 feet on either side of the vein where it assays 0.056 oz/ton gold. These values would therefore produce a weighted average grade of 0.57 oz/ton over a mined width of 6.0 feet.

The samples from Trench 1 and Trench 2 that were taken during our work this season are similar in results to the results Goldstone indicated were produced in the strongly altered area for 2 to 3 feet on either side of the vein.

#### Parallel Vein Structure

A previously mined area was located to the east of the Lucky Ben Adit. Mr. Hally was able to access and sample exposed vein in a previously mined stope. This vein was measured in width ranging from 6 inches at the narrowest point to a width of 19 inches at the widest point. Samples were collected and the assay results are as follows:

<u>Sample #</u>	<u>Au (Oz/ton)</u>	<u>Ag (Oz/ton)</u>
<u>Sample 1</u>	<u>.262</u>	<u>4.20</u>
<u>Sample 2</u>	<u>.335</u>	<u>.80</u>
<u>Sample 3</u>	<u>.172</u>	<u>.55</u>

#### Sampling and Work to Open the Main Lucky Ben Tunnel

Extensive work was done in an attempt to remove the blockage in the main tunnel that is located approximately 50 feet into the main tunnel just past the first raise that enters a large stope. While the work was not successful in removing the blockage, it did clear enough material for Mr. Hally to be able to locate exposed sections of the vein that were previously mined. Samples were also taken from the exposed vein located in the first main stope that was worked just above the first raise. Work was halted after reaching a point in the tunnel that was too narrow for the small track mounted front end loader to pass. Future work to widen the area by approximately 1 foot will allow for access to the blockage with the front end loader. The following information includes the assay results and pictures of the work as well as the exposed vein in this area.

#### Sampling Results in Main Tunnel and First Stope

<u>Location</u>	<u>Au (oz/ton)</u>	<u>Ag (oz/ton)</u>
<u>L.B. adit - 15' E of raise center line - 3" of HW rock</u>	<u>.018</u>	<u>1.10</u>
<u>L.B. adit - 18' E " " " " - 5" vein &amp; 3" of HW</u>	<u>.010</u>	<u>2.45</u>
<u>L.B. adit - 21' E " " " " - 6" vein</u>	<u>.025</u>	<u>6.00</u>
<u>Open Stope - 4' above stope opening, 6" vein</u>	<u>.064</u>	<u>5.30</u>
<u>Open Stope - 8' " " " " 6" "</u>	<u>.693</u>	<u>7.50</u>

The United States Forest Service has issued the conditional road use permits for the use of the Arlise Gulch Road based upon the application and use plan completed by Mr. Hally for this season. The road work completed last year held up extremely well and reduced the amount of work required to get the road ready for use this season.

#### MOVING FORWARD

We are finalizing plans to complete the opening of the main Lucky Ben Tunnel. The work is currently being scheduled for late August or early September of this year. The work will include significant excavation work at the site of the main adit and widening of the tunnel. Once the blockage is removed, sampling work will be completed along the existing vein structure located in the original tunnel and stoop locations. We plan to locate a winze that is described in historical notes that is approximately 20 feet in depth that was reported to be in high grade ore but work was abandoned because of water and at the time that mining was being conducted the necessary equipment to remove the water was not available and because of the high rates of production for gold and silver they were obtaining they moved past the winze. Because of the condition of the raises we have located and video work that was completed in the open raise we anticipate there will be a minimum of 3 additional blockages that will have to be removed to open the tunnel the entire distance of approximately 1000 feet. The purpose of open the existing tunnel is to allow for sampling at a rate of every five feet. We will focus sampling at every stope location we find and will map the existing underground structure to aid in future planning.

During the work on the adit we will also construct a new enclosure for the main adit to improve site security. Other security improvements will also be made. We plan to complete additional sampling at the lower landing which is approximately 200 feet below the elevation of the current adit to the Lucky Ben. The main vein structure is exposed at this location. We will also do additional trenching along the vein at the surface but at greater depth than what was completed last season.

The recommendation from our Geologist is to complete a drilling program from a minimum of 4 drill pads near the location of the trenches. The drilling will need to be completed in a fan pattern and he is recommending 2 inch core samples. The fan drill pattern helps to address the issues associated with what is referred to as the nugget effect that occurs when working with narrow vein structures where the gold is found in pockets rather than in a continuous line along the vein. Additional drilling is recommended at the location of the parallel vein old workings.

Drift work commencing at the old workings on the parallel vein is recommended for consideration and it is recommended to consider drift work to intersect the Lucky Ben Vein should drill results indicate it would be feasible. Drift work beginning at the lower landing which is approximately 200 feet below the elevation of the current Lucky Ben Adit should be considered as well. This drift work would follow the known vein structure and tunnel and would include raises and or drilling at locations of ore blocks. Ramping from this location would provide additional access to greater depths along the known vein structure should drilling results indicating the feasibility of moving forward with drifting.

We continue to work with our mining operations and safety consultant, Jason Owens, of Australia. Jason and Dan Hally are focused on the development of an operational plan to move the project effectively and efficiently into production on a small scale of approximately 20 tons per day. Their work includes researching and obtaining cost estimates on portable crushing and milling equipment that will enable a movement into production significantly sooner than focusing on a large operation. Mr. Hally has located the vein structure the original mining engineer J.A Cizek had described as being a location for a new adit. This location is approximately 200 feet below the elevation of the current adit and is easily accessible by the existing road. The lower landing has been cleared and enlarged during previous work to allow equipment in this area of the property. Work planned for September of this year will include significant sampling at this location. The plan should a new adit prove to be feasible is to open a new adit and ramp downward following the vein structure. The original workings included a tunnel approximately 1000 feet in length with historical records indicate produced ore running an average of 2.25 ounces of gold per ton and significant amounts of silver. The new tunnel would provide the opportunity to continue to mine the same structure at a greater depth.

Mr. Owen is also working with Mr. Hally to locate potential investors both foreign and domestic. They are working to develop a funding proposal in the form of an unsecured loan in the amount of three million, \$3,000,000.00. Repayment of the principal and interest would be made in gold and/or silver depending upon the lender's preference and would be repaid at a percentage yet to be determined below current market values at the date of delivery. The funding would provide the necessary capital to complete a new road for access, construction of the new adit, equipment purchases and cover operational expenses until production can begin. Repayment of the loan would begin once the production entered a rate of 20 tons of ore per day. We estimate we can operate a minimum of 120 days per year at the location.

Moving forward with a strategic plan is the most important requirement for the success of this project. This includes supplementing the sampling of the resource blocks to determine the mineralization distribution, the mining width grade distribution, the variability of gold mineralization, the presence or not of erratic gold distribution and the consistency of gold: silver ratios. To achieve the sampling density needed to determine if resources can be estimated will require additional sampling exercises along drifts, in raises, on surface in trenches or outcrops and in between surface and levels by drilling. Channel samples should be spaced as close as 6 feet apart until sufficient confidence and statistical continuity can be demonstrated to allow estimation of a minimum sample spacing interval to give confidence to the average. Management is committed to ensuring sampling is completed by experienced personnel with appropriate security, quality control and documentation.

Significant additional funding is required to complete the necessary work to outline adequate resources in order for a mine plan to be developed and to be incorporated into a feasibility study and financial model to demonstrate the economic viability of mine development and operation for the Lucky Ben Property and for the Hornet Property. Management continues to seek out investors to raise the necessary capital to move this project forward and our plan includes the acquisition of at least five other properties in the area of the Lucky Ben Mine that at the time mining of being shut down by the government were in high grade ore containing gold and silver.

- B. Describe any subsidiaries, parents, or affiliated companies, if applicable, and a description of their business contact information for the business, officers, directors, managers or control persons. Subsidiary information may be included by reference

NONE

- C. Describe the issuers' principal products or services, and their markets

Exploration and development of Gold and Silver Mines.

## **6) Issuer's Facilities**

The goal of this section is to provide a potential investor with a clear understanding of all assets, properties or facilities owned, used or leased by the issuer.

In responding to this item, please clearly describe the assets, properties or facilities of the issuer, give the location of the principal plants and other property of the issuer and describe the condition of the properties. If the issuer does not have complete ownership or control of the property (for example, if others also own the property or if there is a mortgage on the property), describe the limitations on the ownership.

If the issuer leases any assets, properties or facilities, clearly describe them as above and the terms of their leases.

Sidney Resources Corporation currently leases the patented mining claims known the Lucky Ben Claim, Lucky Ben Extension, Hornet Claim, and the unpatented mining claims known as the Lucky Ben Extension West Claim and the Lucky Ben Extension South Claim, the Lucky Leland Claim, the Royal Richard Claim and the Dandy Don Claim. All of these claims are located in the historical mining district of Idaho known as the Warren Mining District. The Lucky Ben Claim was in previous production that ended in 1921. Sidney Resources paid \$60,000.00 for a five year lease with an option to renew the lease for 5 additional years. The first five year lease period expires on December 31, 2019. The Board of Directors is currently negotiating the five year extension of the lease. The board received an offer to purchase the properties from the Lessor and the Board of Directors is currently reviewing the purchase proposal.

Sidney Resources Corporation has 3 portable storage buildings located on the property. In addition 3 above ground fuel storage tanks are located on the above properties. A large supply of mining timbers are now being stored on the Lucky Ben Claim.

## **7) Officers, Directors, and Control Persons**

The goal of this section is to provide an investor 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 shareholders.

Using the tabular format below, please provide information regarding any person or entity owning 5% or more of the issuer, as well as any officer, and any director of the company, regardless of the number of shares they own. **If any 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 of an individual representing the corporation or entity in the note section.**

Name of Officer/Director and 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	Note
<u>Gregg Lindner</u>	<u>Officer/Director</u>	<u>Minoqua, WI</u>	<u>26,600,000</u>	<u>Common</u>	<u>11.06</u>	_____
<u>Daniel Hally</u>	<u>Officer/Director</u>	<u>Clarkston, WA</u>	<u>12,200,000</u>	<u>Common</u>	<u>6.29</u>	_____
<u>Susan Patti</u>	<u>Officer/Director</u>	<u>Delafield, WI</u>	<u>28,000,000</u>	<u>Common</u>	<u>11.27</u>	_____
_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____

## 8) Legal/Disciplinary History

A. Please identify whether any of the persons listed above have, in the past 10 years, been the subject of:

1. A conviction in a criminal proceeding or named as a defendant in a pending criminal proceeding (excluding traffic violations and other minor offenses);

NONE

2. 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, or banking activities;

NONE

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

NONE

4. The entry 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

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 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

## 9) Third Party Providers

Please provide the name, address, telephone number and email address of each of the following outside providers:

### Securities Counsel

Name: Morgan E. Petitti, Esq  
Firm: Petitti Law  
Address 1: 118 W. Streetsboro Road, # 317  
Address 2: Hudson, Ohio 44236  
Phone: 330.697.8548  
Email: PetittiLaw@gmail.com

### Accountant or Auditor

Name: William T. Baker, PA  
Firm: Tom Baker Accounting  
Address 1: 8245 Cornerstone  
Address 2: Hayden, ID 83835  
Phone: 208-762-9737  
Email: tom@tombakercpa.com

### Investor Relations Consultant

Name: None  
Firm: None  
Address 1: None  
Address 2: None  
Phone: None  
Email: None

### Other Service Providers

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

Name: Richard Morris  
Firm: \_\_\_\_\_  
Nature of Services: Geologist  
Address 1: 2320 Bolivar Rd  
Address 2: Spokane Valley, WA  
Phone: \_\_\_\_\_  
Email: wrockhammer@gmail.com

Name: Don Rolfe  
Firm: Merger Mines Corporation  
Nature of Services: Mining Engineering and Operational Planning  
Address 1: 3714 W Industrial Loop  
Address 2: Coeur d' Alene, ID 83815  
Phone: 208-664-8801

Email: [info@mergerminescorp.com](mailto:info@mergerminescorp.com)

## 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).

The certifications shall follow the format below:

I, Gregg Lindner certify that:

1. I have reviewed this Second Quarter Disclosure Statement of Sidney Resources 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.

August 28, 2019 [Date]

/s/GREGG LINDNER [CEO's Signature]

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

*Principal Financial Officer:*

I, Daniel S Hally certify that:

1. I have reviewed this First Quarter Disclosure Statement of Sidney Resources 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.

August 28, 2019 [Date]

/s/DANIEL S HALLY [CFO's Signature]

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