

**U.S. SECURITIES AND EXCHANGE
COMMISSION
Washington, D.C. 20549**

FORM 10-Q

QUARTERLY REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE
ACT OF 1934

FOR THE QUARTERLY PERIOD ENDED NOVEMBER 30, 2025

Commission File Number 333-153168

Laredo Oil, Inc.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation or organization)

26-2435874

(I.R.S. Employer Identification Number)

**2021 Guadalupe Street, Ste. 260
Austin, Texas 78705**

(Address of principal executive offices) (Zip code)

(512) 337-1199

(Registrant's telephone number, including area code)

Check whether the issuer (1) filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act during the past 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the last 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "non-accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated Filer	<input type="checkbox"/>	Smaller reporting company	<input checked="" type="checkbox"/>
		Emerging growth company	<input type="checkbox"/>

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 or the Exchange Act). Yes No

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date: 77,643,102 shares of common stock issued and outstanding as of January 20, 2026.

PART I FINANCIAL INFORMATION

Item 1.	Condensed Consolidated Financial Statements	3
	Condensed Consolidated Balance Sheets as of November 30, 2025 (unaudited) and May 31, 2025	4
	Condensed Consolidated Statements of Operations (unaudited) for the three and six months ended November 30, 2025 and 2024	5
	Condensed Consolidated Statements of Changes in Stockholders' Deficit (unaudited) as of November 30, 2025 and 2024	6
	Condensed Consolidated Statements of Cash Flows (unaudited) for the six months ended November 30, 2025 and 2024	7
	Notes to Condensed Consolidated Financial Statements (unaudited)	8

Item 2.	Management's Discussion and Analysis of Financial Condition and Results of Operations	24
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Item 3.	Quantitative and Qualitative Disclosures About Market Risk	27
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Item 4.	Controls and Procedures	28
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PART II OTHER INFORMATION

Item 6.	Exhibits	29
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Signatures		30
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ITEM 1. FINANCIAL STATEMENTS

The following unaudited condensed consolidated financial statements (“financial statements”) have been prepared by Laredo Oil, Inc. (the “Company”), pursuant to the rules and regulations of the Securities and Exchange Commission (“SEC”). Certain information and footnote disclosures normally included in financial statements prepared in accordance with generally accepted accounting principles have been omitted pursuant to such SEC rules and regulations; nevertheless, the Company believes that the disclosures are adequate to make the information presented not misleading. However, except as disclosed herein, there have been no material changes in the information disclosed in the notes to the financial statements for the year ended May 31, 2025. These financial statements and the notes attached hereto should be read in conjunction with the financial statements and notes included in the Company’s Annual Report on Form 10-K, which was filed with the SEC on September 15, 2025. In the opinion of the Company’s management, all adjustments, including normal recurring adjustments necessary to present fairly the financial position of the Company as of November 30, 2025, and the results of its operations for the three-month and six-month periods and cash flows for the six-month periods then ended, have been included. The results of the Company’s operations for the three-month and six-month periods ended November 30, 2025 are not necessarily indicative of the results to be expected for the full year ending May 31, 2026.

Laredo Oil, Inc.
Condensed Consolidated Balance Sheets

	November 30, 2025 (Unaudited)	May 31, 2025
ASSETS		
Current Assets		
Cash and cash equivalents and restricted cash	\$ 568,831	249,409
Receivables – related party	37,500	-
Prepaid expenses and other current assets	25,671	21,156
Assets of discontinued operations	-	27,958
Total Current Assets	632,002	298,523
Property and Equipment		
Oil and gas acquisition and drilling costs	968,376	1,001,209
Property and equipment, net	94,229	108,286
Total Property and Equipment, net	1,062,605	1,109,495
Other assets	10,000	30,000
Non-current assets of discontinued operations	-	10,000
TOTAL ASSETS	\$ 1,704,607	1,448,018
LIABILITIES AND STOCKHOLDERS' DEFICIT		
Current Liabilities		
Accounts payable	\$ 2,132,055	2,027,487
Accounts payable – related party	325,000	402,344
Accrued payroll liabilities	4,008,043	3,752,527
Accrued interest	760,579	656,460
Deferred well development costs	2,649,260	2,799,260
Convertible debt contributed for net working interest	575,000	575,000
Bridge securities, net of debt discount	59,030	352,478
Promissory note, net of debt discount	1,475,000	181,349
Revolving note	1,060,061	1,060,061
Note payable – related party	292,099	292,099
Note payable – Alleghany, net of debt discount	617,934	617,934
Note payable, current portion	62,038	61,729
Liabilities of discontinued operations	-	130,812
Total Current Liabilities	14,016,099	12,909,540
Asset retirement obligation	157,394	157,394
Long-term note, net of current portion	794,604	825,701
Liabilities of discontinued operations	-	127,698
Total Noncurrent Liabilities	951,998	1,110,793
TOTAL LIABILITIES	14,968,097	14,020,333
Commitments and Contingencies (Note 14)		
Stockholders' Deficit		
Preferred stock: \$0.0001 par value; 10,000,000 shares authorized; none issued and outstanding	-	-
Common stock: \$0.0001 par value; 120,000,000 and 120,000,000 shares authorized; 77,352,405 and 74,771,476 issued and outstanding as of November 30, 2025 and May 31, 2025, respectively	7,735	7,477
Additional paid in capital	16,897,332	13,275,577
Subscription paid in advance	-	50,000
Accumulated deficit	(30,168,557)	(25,905,369)
Total Stockholders' Deficit	(13,263,490)	(12,572,315)
TOTAL LIABILITIES AND STOCKHOLDERS' DEFICIT	\$ 1,704,607	1,448,018

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

Laredo Oil, Inc.
Condensed Consolidated Statements of Operations
(Unaudited)

	Three Months Ended November 30, 2025	Three Months Ended November 30, 2024	Six Months Ended November 30, 2025	Six Months Ended November 30, 2024
Revenue	\$ 1,598	\$ 1,640	\$ 3,141	\$ 7,688
Direct costs	-	-	-	-
Gross profit (loss)	1,598	1,640	3,141	7,688
Lease operating expense	25,039	67,756	29,735	77,042
General, selling and administrative expenses	2,626,252	452,967	3,183,319	912,552
Consulting and professional services	282,181	182,671	399,743	379,525
Impairment expense	32,833	-	32,833	-
Total Operating Expense	2,966,305	703,394	3,645,630	1,369,119
Operating income (loss)	(2,964,707)	(701,754)	(3,642,489)	(1,361,431)
Other income/(expense)				
Other non-operating income	-	291	15,963	328,993
Gain on sale of assets	-	-	-	-
Income from employee retention credit	-	-	-	-
Equity method income (loss)	-	-	-	-
Interest expense	(308,160)	(104,941)	(584,322)	(239,151)
Net loss from continuing operations	\$ (3,272,867)	\$ (806,404)	\$ (4,210,848)	\$ (1,271,589)
Net loss from discontinued operations	(38,247)	(9,316)	(52,340)	(13,383)
Net loss	\$ (3,311,114)	\$ (815,720)	\$ (4,263,188)	\$ (1,284,972)
Net loss per share				
Loss per share from continuing operations, basic and diluted	\$ (0.04)	\$ (0.01)	\$ (0.06)	\$ (0.02)
Loss per share from discontinued operations, basic and diluted	\$ (0.00)	\$ (0.00)	\$ (0.00)	\$ (0.00)
Net loss per share, basic and diluted	\$ (0.04)	\$ (0.01)	\$ (0.06)	\$ (0.02)
Weighted average number of common shares outstanding, basic and diluted	76,091,000	73,572,974	75,478,465	72,968,522

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

Laredo Oil, Inc.
Condensed Consolidated Statements of Changes in Stockholders' Deficit (Unaudited)

For the three and six months ended November 30, 2025

	Common Stock		Preferred Stock		Additional Paid in Capital	Subscription Paid In Advance	Accumulated Deficit	Total Stockholders' Deficit
	Shares	Amount	Shares	Amount				
Balance as of May 31, 2025	74,771,476	\$ 7,477	-	-	\$ 13,275,577	\$ 50,000	\$ (25,905,369)	\$ (12,572,315)
Sale and issuance of common stock	116,279	12	-	-	49,988	(50,000)	-	-
Issuance of warrants	-	-	-	-	185,445	-	-	185,445
Net Loss	-	-	-	-	-	-	(952,074)	(952,074)
Balance as of August 31, 2025	74,887,755	\$ 7,489	-	-	\$ 13,511,010	\$ -	\$ (26,857,443)	\$ (13,338,944)
Sale and issuance of common stock	2,464,650	246	-	-	1,059,554	-	-	1,059,800
Stock based compensation	-	-	-	-	2,034,605	-	-	2,034,605
Issuance of warrants	-	-	-	-	19,271	-	-	19,271
Sale of interest in Hell Creek Crude LLC	-	-	-	-	272,892	-	-	272,892
Net Loss	-	-	-	-	-	-	(3,311,114)	(3,311,114)
Balance as of November 30, 2025	77,352,405	\$ 7,735	-	-	\$ 16,897,332	\$ -	\$ (30,168,557)	\$ (13,263,490)

For the three and six months ended November 30, 2024

	Common Stock		Preferred Stock		Additional Paid in Capital	Subscription Paid In Advance	Accumulated Deficit	Total Stockholders' Deficit
	Shares	Amount	Shares	Amount				
Balance as of May 31, 2024	71,993,265	\$ 7,199	-	-	\$ 11,530,169	\$ -	\$ (22,723,495)	\$ (11,186,127)
Sale and issuance of common stock	939,535	94	-	-	424,906	-	-	425,000
Net Loss	-	-	-	-	-	-	(469,252)	(469,252)
Balance as of August 31, 2024	72,932,800	\$ 7,293	-	-	\$ 11,955,075	\$ -	\$ (23,192,747)	\$ (11,230,379)
Sale and issuance of common stock	988,372	99	-	-	424,901	110,200	-	535,200
Net Loss	-	-	-	-	-	-	(815,720)	(815,720)
Balance as of November 30, 2024	73,921,172	\$ 7,392	-	-	\$ 12,379,976	\$ 110,200	\$ (24,008,467)	\$ (11,510,899)

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

Laredo Oil, Inc.
Condensed Consolidated Statements of Cash Flows
(Unaudited)

	Six Months Ended November 30, 2025	Six Months Ended November 30, 2024
CASH FLOWS FROM OPERATING ACTIVITIES		
Net loss from continuing operations	\$ (4,210,848)	\$ (1,271,589)
Net loss from discontinued operations	(52,340)	(13,383)
Net loss	(4,263,188)	(1,284,972)
Adjustments to Reconcile Net Income (Loss) to Net Cash used in Operating Activities		
Stock based compensation expense	2,034,605	-
Depreciation expense	13,754	13,606
Accretion expense	-	-
Impairment of long-term assets	32,833	-
Amortization of debt discount	266,302	37,755
Loss on disposal of assets	303	-
Change in operating assets and liabilities		
Receivables	-	8,346
Prepaid expenses and other current assets	(4,515)	(17,017)
Bond	20,000	-
Accounts payable and accrued liabilities	27,224	105,309
Accrued payroll	255,516	338,279
Accrued interest	104,119	99,835
NET CASH USED IN OPERATING ACTIVITIES	(1,513,047)	(698,859)
CASH FLOWS USED IN INVESTING ACTIVITIES		
Cash paid for acquisition of oil and gas assets	-	(6,762)
NET CASH USED IN INVESTING ACTIVITIES	-	(6,762)
Proceeds from sale of common stock	1,059,800	910,200
Repayment of convertible debt	-	(119,706)
Proceeds from promissory notes	1,275,000	-
Repayment of bridge notes	(336,383)	(109,285)
Proceeds from prefunded drilling costs	-	-
Repayment of prefunded drilling costs	(150,000)	-
Proceeds from well development deposit	-	1,875,000
PPP loan repayments	(30,788)	(33,816)
CASH FLOWS PROVIDED BY FINANCING ACTIVITIES	1,817,629	2,522,393
Net increase/(decrease) in cash and cash equivalents from continuing operations	304,582	1,816,772
Net cash provided by/(used in) discontinued operations		
Cash provided by operating activities	14,840	(11,556)
Cash used in investing activities	-	(2,192,970)
Cash used in financing activities	-	281,500
Net cash provided by/(used in) discontinued operations	14,840	(1,923,026)
CASH AND CASH EQUIVALENTS AT BEGINNING OF PERIOD	249,409	1,990,189
CASH AND CASH EQUIVALENTS AT END OF PERIOD	\$ 568,831	\$ 1,883,935
NONCASH INVESTING ACTIVITIES		
Oil and gas acquisition costs in accounts payable	\$ -	\$ 91,511
Gain on sale of membership interest in HCC – related party	\$ 272,892	\$ -
Initial HCC asset retirement obligation asset and liability	\$ -	\$ 88,883
Relative fair value of warrants granted with debt	\$ 204,716	\$ -
Issuance of common stock in exchange for stock payable	\$ 50,000	\$ -
Common stock issued in exchange for note payable	\$ -	\$ 50,000
Interest paid	\$ 163,683	\$ 45,831

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

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(UNAUDITED)**

NOTE 1 – ORGANIZATION AND DESCRIPTION OF BUSINESS

The accompanying consolidated financial statements have been prepared by the management of Laredo Oil, Inc. (the “Company”). The Company was incorporated under the laws of the State of Delaware on March 31, 2008 under the name of “Laredo Mining, Inc.” As of that date, the Company had 90,000,000 authorized shares of common stock, at \$0.0001 par value, and 10,000,000 authorized shares of preferred stock, at \$0.0001 par value. On October 21, 2009, the name of the Company was changed to “Laredo Oil, Inc.” During May of 2023, the Company’s board of directors voted to increase the authorized shares of common stock to 120,000,000 shares, which increase was approved by the holders of a majority of the shares of common stock then outstanding.

The Company is an oil exploration and production company, primarily engaged in acquisition and exploration efforts to find mineral reserves on various properties. From its inception in March 2008, through October 2009, the Company was primarily engaged in acquisition and exploration efforts for mineral properties. Beginning in October 2009, the Company shifted its focus to locating mature oil fields with the intention of acquiring those oil fields and recovering stranded oil reserves using proprietary enhanced recovery methods known as underground gravity drainage, or UGD.

The original UGD method uses conventional mining processes to establish a drilling chamber underneath an existing oil field reservoir from where closely spaced wellbores are intended to be drilled directionally up into the reservoir using residual radial pressure and gravity to then drain the targeted reservoir through the wellbores. As the Company gained experience through practical application of the processes involved in oil recovery, variants of the UGD concept have been developed and evaluated. The UGD method is applicable to mature oil fields that have very specific geological characteristics. The Company has done extensive research and has identified oil fields within the United States and globally that it believes are qualified for UGD recovery methods. The Company primary business and focus is to pursue and recover stranded oil from selected mature fields chosen from these oil fields as funds become available.

The Company believes that the costs of implementing the UGD method are radically lower than those presently experienced by commonly used Enhanced Oil Recovery (“EOR”) methods. The Company also estimates that it can materially increase the field oil production rate from prior periods and recover amounts of oil equal to or greater than amounts previously recovered from the mature fields selected. The Company intends to seek oil fields with a minimum of 25 million barrels of estimated recoverable oil.

When the Company acquires a targeted oil field, it will continue to operate the producing field and expects to generate revenue and profit from doing so. Once the development of the underground chamber and the UGD method is prepared for operation, the conventional wells will be capped and UGD production begun. The Company believes that the effect of such operations should result in minimal disruption of oil production from its field investments.

On June 14, 2011, the Company entered into several exclusive licensing and management agreements with Stranded Oil Resources Corporation, or SORC, a wholly owned subsidiary of Alleghany Corporation, or Alleghany, to manage the acquisition and operation of mature oil fields in Kansas, Wyoming and Louisiana, focused on the recovery of “stranded” oil from those mature fields primarily using UGD. The Company performed those services in exchange for a carried interest in SORC, a quarterly management fee and reimbursement from SORC of the Company’s employee-related expenses. Such fees and reimbursements were effectively all of the Company’s revenues prior to its acquisition of SORC under the Securities Purchase Agreement with Alleghany described below.

On December 31, 2020, the Company entered into a Securities Purchase Agreement with Alleghany. Under that agreement, the Company purchased all of the issued and outstanding shares of SORC. As consideration for the SORC shares, the Company paid Alleghany \$72,678 in cash and agreed to pay Alleghany a seven-year royalty of 5.0% of the Company’s future revenues and net profits from its oil, gas, gas liquids and all other hydrocarbon operations, subject to certain adjustments. Currently, SORC is a wholly owned subsidiary of the Company, and is not conducting any ongoing operations.

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(UNAUDITED)**

NOTE 1 – ORGANIZATION AND DESCRIPTION OF BUSINESS - *continued*

Prior to purchasing the shares of SORC, while implementing underground gravity drainage, or UGD, projects for Allegheny, the Company gained specialized know-how and operational experience in evaluating, acquiring, operating and developing oil and gas properties, as well as expertise in designing, drilling and producing conventional oil wells. Based upon that know-how, the Company identified and acquired 45,246 gross acres, and 37,932 net acres, of mineral property interests in the State of Montana in the Lustre and Midfork fields and the West Fork area. To develop the Company's acquired mineral property acreage, the Company maintains relationships with several organizations and investment groups, including the following entities: (1) Olfert 11-4 Holdings, LLC, (2) Texakoma Exploration and Production, LLC, or Texakoma, (3) Erehwon Oil & Gas, LLC, or Erehwon, (4) B&B Oil, LLC which acquired owns Hell Creek Crude LLC, or HCC on November 15, 2025, and (5) accredited investors who have invested in its subsidiary, West Fork Resources, LLC, or WFR. As of November 30, 2025, the Company has drilled five conventional wells in the Lustre and Midfork fields. None of these wells have been economically successful due primarily to encountering excess water. The Company's exploratory drilling in the project located in the West Fork area with WFR is ongoing. The Company is continually attempting to raise additional funds to develop its other mineral property interests it has purchased in the area. The Company's ability to secure additional funding will determine whether it can achieve any future production for the acreage, and if it can secure such financing, the pace of field development.

The Company formed a Texas registered entity on November 19, 2025, named Laredo Mex, LLC, to manage any future operations located in Mexico. To date, no transactions have been incurred by this entity. The Company also has a 50% interest in the Cat Creek oil field, located west of the Company's mineral rights described above.

NOTE 2 – GOING CONCERN

These consolidated financial statements have been prepared on a going concern basis. The Company has routinely incurred losses since inception, resulting in an accumulated deficit, and historically was dependent on one customer for its revenue. There is no assurance that in the future any financing will be available to meet the Company's needs. This situation raises substantial doubt about the Company's ability to continue as a going concern within one year of the issuance date of these consolidated financial statements.

The Company's management has undertaken steps as part of a plan to improve operations with the goal of sustaining operations for the next twelve months and beyond. These steps include an ongoing effort to (a) controlling overhead and expenses; (b) raising equity funds for general corporate purposes; and (c) raising funds through notes payable and convertible debt to expand and fund property acquisitions exploration and development as well as maintaining operations. The Company has worked to attract and retain key personnel with significant experience in the industry while still controlling costs by having several of its experienced personnel cover a wider range of responsibilities to manage the Company's headcount. There can be no assurance that the Company can successfully accomplish these steps and it is uncertain that the Company will achieve a profitable level of operations and obtain additional financing. There can be no assurance that any additional financing will be available to the Company on satisfactory terms and conditions, if at all.

The accompanying consolidated financial statements do not include any adjustments to reflect the possible future effects on the recoverability and classification of assets or the amounts and classifications of liabilities that may result from the possible inability of the Company to continue as a going concern.

NOTE 3 – SIGNIFICANT ACCOUNTING POLICIES

Use of Estimates – The Company's management uses estimates and assumptions in preparing these consolidated financial statements in accordance with generally accepted accounting principles. Those estimates and assumptions affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities, and the reported revenues and expenses. Actual results could differ from those estimates.

Principles of Consolidation – The accompanying consolidated financial statements include the accounts of the Company and its subsidiaries after elimination of intercompany balances and transactions.

Equity Method Investment - Investments classified as equity method consist of investments in companies in which the Company can exercise significant influence but not control. Under the equity method of accounting, the investment is initially recorded at cost, then the Company's proportional share of investee's underlying net income or loss is recorded as a component of "other income" with a corresponding increase or decrease to the carrying value of the investment. Distributions received from the investee reduce the Company's carrying value of the investment. These investments are evaluated for impairment if events or circumstances arise that indicate that the carrying amount of such assets may not be recoverable.

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(UNAUDITED)**

NOTE 3 – SIGNIFICANT ACCOUNTING POLICIES - *continued*

Basic and Diluted Loss per Share - Basic and diluted earnings/(loss) per share is computed by dividing net income/(loss) available to common stockholders by the weighted average number of common shares outstanding during the period. Diluted earnings/(loss) per share gives effect to all dilutive potential common shares outstanding during the period. Dilutive earnings/(loss) per share excludes all potential common shares if their effect is anti-dilutive. As the Company realized a net loss for the three-month and six month periods ended November 30, 2025 and 2024, it did not include potentially dilutive securities in the calculation of diluted loss per share as their impact would have been anti-dilutive. Diluted earnings/(loss) per share is computed by dividing the net income (loss) by the weighted-average number of common and dilutive common equivalent shares outstanding during the period.

Revenue recognition - The Company recognized revenue in accordance with ASC 606, Revenue from Contracts with Customers. Crude oil revenue is recognized when we have transferred control of crude oil production to the purchaser. We consider the transfer of control to have occurred when the purchaser has the ability to direct the use of and obtain substantially all of the remaining benefits from the crude oil production. We record revenues based on an estimate of the volumes delivered at estimated prices as determined by the applicable sales agreement. We estimate our sales volumes based on company-measured volume readings. We then adjust our crude oil sales in subsequent periods based on the data received from our purchasers that reflects actual volumes delivered and prices received. We receive payment for sales one to two months after actual delivery has occurred. The differences in sales estimates and actual sales are recorded one to two months later. Where the Company is not the operator, revenue from oil and gas production is recognized based on sales date as reported to the Company by the operators of oil production facilities in which the company has an interest.

Cash and cash equivalents and restricted cash - All highly liquid investments with a maturity of three months or less are considered to be cash equivalents. There were no cash equivalents as of November 30, 2025 and May 31, 2025. At times, the Company maintains cash balances deposited at its financial institutions that exceed FDIC insured limits.

The Company entered into a Participation Agreement in exchange for funding well development costs. The contract requires that participants pay Hell Creek Crude LLC the contract price upon execution of the agreement. The participants participate pro rata in the ownership of the net working interest in any wells drilled. The funds received in advance of the drilling of a well from a working interest participant are held for the expressed purpose of drilling, completing and equipping a well. The Company classifies these funds prior to commencement of well development as restricted cash based on guidance codified as under the Financial Accounting Standards Board (“FASB”) Accounting Standards Codification (“ASC”) 230-10-50-8. When payments are made from these funds, they are recorded by the Company as Oil and Gas Acquisition Costs.

Also included in the Company’s restricted cash is \$33,845 of investments received from accredited investors in our wholly-owned subsidiary, West Fork Resources, LLC (“West Fork”), which was formed to develop and find oil reserves in portions of over 30,000 acres of mineral rights located north of the Fort Peck Reservation at the western edge of the Williston Basin. Due to the length of time the Company experienced raising funds, some investors received a refund of \$1.1 million of their invested amounts. The Company has used the remaining invested funds, totaling \$750,000, to initiate the West Fork well-development project. We record payments made from these funds as Oil and Gas Acquisition Costs.

The following table provides a reconciliation of the Company’s cash, cash equivalents, and restricted cash reported within the condensed consolidated balance sheet that sum to the same amounts shown in the statement of cash flows.

	November 30, 2025	May 31, 2025
Cash and cash equivalents	\$ 534,986	\$ 63,294
Restricted cash	33,845	186,115
	<u>\$ 568,831</u>	<u>\$ 249,409</u>

Prepaid expenses and other current assets – The Company’s prepaid expenses and other current assets are primarily comprised of prepaid legal fees, which are recorded as expense upon work performance, prepaid directors’ and officers’ insurance, which is recorded and amortized to expense over the 12-month contract life, and advance payments prior to work being performed.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(UNAUDITED)

NOTE 3 – SIGNIFICANT ACCOUNTING POLICIES - *continued*

Property and equipment - The carrying value of the Company’s property and equipment represents the cost incurred to acquire the property and equipment, net of any impairments. For business combinations, property and equipment cost is based on the fair values at the acquisition date. Property and equipment are stated at cost less accumulated depreciation and amortization. Depreciation and amortization is computed using the straight-line method over the estimated useful lives of the assets. Estimated useful lives of five to seven years are used for vehicles and machinery. Realization of the carrying value of property and equipment is reviewed for possible impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. Assets are determined to be impaired if a forecast of undiscounted estimated future net operating cash flows directly related to the asset, including disposal value, if any, is less than the carrying amount of the asset. If any asset is determined to be impaired, the loss is measured as the amount by which the carrying amount of the asset exceeds its fair value. Repairs and maintenance costs are expensed in the period incurred.

The depreciation recorded by the Company for the six months ended November 30, 2025 and November 30, 2024 was \$13,754 and \$13,606, respectively.

	November 30, 2025	May 31, 2025
Vehicles and equipment	\$ 193,463	\$ 193,766
Less: Accumulated depreciation	99,234	85,480
Property and equipment, net	\$ 94,229	\$ 108,286

Asset retirement obligations - The Company records a liability for Asset Retirement Obligations (“AROs”) associated with its oil and gas wells when the legal obligation arises. The corresponding cost is capitalized as an asset and included in the carrying amount of oil and gas properties and is depleted over the useful life of the properties. Subsequently, the AROs liability is accreted to its then-present value.

Inherent in the fair value calculation of each of the AROs are numerous assumptions and judgments, including the ultimate settlement amounts, inflation factors, credit adjusted discount rates, timing of settlement, and changes in the legal, regulatory, environmental, and political environments. To the extent future revisions to these assumptions impact the fair value of the existing ARO liability, a corresponding adjustment is made to the oil and gas property balance. Settlements greater than or less than amounts accrued as AROs are recorded as a gain or loss upon settlement.

Oil and gas acquisition and drilling costs - Oil and gas acquisition and drilling costs include expenditures representing investments in unproved and unevaluated properties and include non-producing leasehold, leasehold or drilling interest costs, and costs to drill one exploratory well. Exploratory drilling costs are deferred until the outcome of the well is known. If an exploratory well finds proved reserves, the deferred costs are transferred to the Company’s Wells and Related Equipment and Facilities accounts. The Company reviews costs annually to determine if impairment has occurred. As a result of the uncertainty surrounding successful well completion and the availability of future funding to develop the Company’s acquired mineral rights, the Company is not providing disclosures until it has proved reserves requiring such disclosures. In conjunction with the Texakoma agreement, three wells have been drilled, but are unevaluated pending successful and economical disposal of water encroachment encountered. As those wells currently are not producing economical volumes of crude oil, and in the absence of a reserve report identifying proved reserves, the Company has impaired those investments as of May 31, 2024. Similarly, the Midfork Well has not produced economical volumes and was shut-in prior to May 31, 2025. Under the Participation Agreement referenced above, the Midfork Well incurred oil and gas acquisition and drilling costs that have been offset against the deferred well development costs. In the year ending May 31, 2025, the Company has recorded an impairment totaling \$653,874, primarily in connection with costs associated with the Midfork Well. The remaining intangible and tangible drilling costs primarily relate to the expenditures in West Fork. The Company capitalizes unevaluated properties lease and bonus costs, while landman and legal cost of acquiring properties are expensed as incurred.

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(UNAUDITED)**

NOTE 3 – SIGNIFICANT ACCOUNTING POLICIES - *continued*

The Company has recorded oil and gas acquisition and drilling costs totaling \$968,376 and \$1,001,209 as of November 30, 2025 and May 31, 2025, respectively.

	November 30, 2025	May 31, 2025
Intangible and tangible drilling costs	\$ 762,404	\$ 762,404
Lease acquisition costs	205,972	238,805
Oil and gas acquisition and drilling costs	<u>\$ 968,376</u>	<u>\$ 1,001,209</u>

Debt issue costs – The Company presents costs incurred in connection with the issuance of long-term debt as a direct deduction from the carrying value of the related debt and amortized over the term of the related debt.

Fair value of financial instruments – The Company defines fair value as the amount that would be received from the sale of an asset or paid for the transfer of a liability in an orderly transaction between market participants at the measurement date. Fair value measurements are classified and disclosed in one of the following categories:

- Level 1 – Unadjusted quoted prices in active markets for identical assets and liabilities in active markets and have the highest priority.
- Level 2 – Inputs other than quoted prices included within Level I that are observable for the asset or liability, either directly or indirectly.
- Level 3 – Unobservable inputs for the financial asset or liability and have the lowest priority.

The carrying value of the Company’s cash, accounts receivable, other current assets, accounts payable, accrued liabilities, as reflected in the consolidated balance sheets, approximate fair value, due to the short-term maturity of these instruments. The carrying value of the Company’s notes payable approximates their fair value due to immaterial changes in market interest rates and the Company’s credit risk since issuance of the instruments or due to their short-term nature.

Share based compensation - FASB ASC 718, Compensation - Stock Compensation prescribes accounting and reporting standards for all stock-based payment awards to employees, including employee stock options, restricted stock, employee stock purchase plans and stock appreciation rights. Stock-based payment awards may be classified as either equity or liabilities. The Company should determine if a present obligation to settle the share-based payment transaction in cash or other assets exists. A present obligation to settle in cash or other assets exists if: (a) the option to settle by issuing equity instruments lacks commercial substance or (b) the present obligation is implied because of an entity’s past practices or stated policies. If a present obligation exists, the transaction should be recognized as a liability; otherwise, the transaction should be recognized as equity.

The Company accounts for stock-based compensation issued to non-employees and consultants in accordance with the provisions of FASB ASC 505-50, Equity - Based Payments to Non-Employees. Measurement of share-based payment transactions with non-employees shall be based on the fair value of whichever is more reliably measurable: (a) the goods or services received; or (b) the equity instruments issued. The fair value of the share-based payment transaction should be determined at the earlier of performance commitment date or performance completion date.

NOTE 4 – RECENT AND ADOPTED ACCOUNTING STANDARDS

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

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(UNAUDITED)**

NOTE 5 – ACCOUNTING FOR ASSET RETIREMENT AND ENVIRONMENTAL OBLIGATIONS

The Company accounts for its asset retirement obligations in accordance with Accounting for Asset Retirement and Environmental Obligations. This requires that legal obligations associated with the retirement of long-lived assets be recognized at fair value when incurred and capitalized as part of the related long-lived asset. Over time, the liability is accreted to its present value each period, and the capitalized asset is depreciated over the useful life of the long-lived asset.

In the absence of quoted market prices, the Company estimates the fair value of its asset retirement obligations using present value techniques, in which estimates of future cash flows associated with retirement activities are discounted using a credit-adjusted risk-free rate. The Company’s estimated liability could change significantly if actual costs vary from assumptions or if governmental regulations change significantly.

As of May 31, 2024 the Company’s asset retirement obligations were recorded in connection with the Olfert 11-4 well as well as the working interest in the Texakoma wells. The Company established an additional asset retirement obligation in July 2024, when it commenced drilling the Reddig well in the Hell Creek Crude oil field. At that time, the initial asset retirement obligation asset and related liability were recorded at the net present value totaling \$88,883, utilizing the Company’s cash flow estimate based on the assumption a 25-year expected life of the well discounted using a credit-adjusted risk-free interest rate of 4%. When the Reddig well was shut-in, the Company revalued the estimated asset retirement obligation. The revalued asset retirement obligation totaling \$127,698, net of depreciation, was written off to impairment expense. The revised asset retirement was calculated utilizing the Company’s updated cash flow estimate assumption of a 2-year expected life of the well, inflation rate of 2.7%, discounted using a credit-adjusted risk-free interest rate of 4%. The asset retirement obligation for HCC was assumed by B&B Oil in the membership sale transaction.

The Company’s asset retirement obligation for all wells totaled \$157,394 as of both November 30, 2025 and May 31, 2025. The asset retirement obligation for HCC well totaling \$127,698 is included in the liabilities of discontinued operations as of May 31, 2025.

	November 30, 2025	May 31, 2025
Olfert 11-4 well	114,896	114,896
Reddig 11-21 well, discontinued operations	-	-
Texakoma wells (15% net working interest)	42,498	42,498
Total	\$ 157,394	\$ 157,394

NOTE 6 – PAYROLL LIABILITIES

The Company has accrued payroll liabilities to record amounts owed under employee contracts but not paid when due. The Company has been cash constrained for most of its existence and has asked key officers to defer portions of salary until Company cash flows improve or there is a liquidity event. Cash amounts paid are subtracted from contractual obligations and the remaining amounts due are recorded as payroll liabilities. Both the Company’s CEO and CFO have agreed to defer salaries owed under their contracts, and those deferred salaries are recorded as payroll liabilities.

NOTE 7 – DEFERRED WELL DEVELOPMENT COSTS AND DEPOSIT FOR WELL DEVELOPMENT

The Company records investor investments in individual oil wells as a liability, totaling \$2,649,260 and \$2,799,260 as of November 30, 2025 and May 31, 2025, respectively. Several agreements involving net working interests stipulate that a high percentage of oil revenue is distributed to investors until the original investment is recovered. As well related cash is distributed to investors, the liability balance declines proportionally until the original investment is recovered. Thereafter, most contracts specify that the distribution ratio reverts to a 50/50 split between the investors and the Company. The balance recorded as of November 30, 2025 shows \$1,799,260 invested in the Olfert 11-4 well. The Reddig well commenced production during fiscal 2025. Due to uneconomical production, the well was shut in prior to May 31, 2025. As the operator under the participation agreement, the \$2,835,500 investment received from investors for the Reddig 11-21 well is offset with related oil and gas assets. In connection with the Reddig well shut in, the Company has reclassified \$648,317 from deferred well development costs to convertible debt contributed for net working interest and the related accrued interest. Both Olfert 11-4 and Reddig 11-21 are located in Valley County, Montana. On November 15, 2025, Hell Creek Crude LLC, the operator of Reddig 11-21, was purchased by B&B Oil, LLC and recorded as discontinued operations.

The Company originally recorded \$2,250,000 advanced by accredited investors to West Fork as a Deposit for Well Development. Prior to November 30, 2025, certain West Fork investors were repaid \$1,400,000, since the project had not yet been funded in its entirety. As a result of the repayment the remaining West Fork Deposit for Well Development is \$850,000 as of November 30, 2025.

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(UNAUDITED)**

NOTE 8 – FAIR VALUE MEASUREMENTS

Fair Value of Financial Instruments

The carrying values of cash and cash equivalents, accounts and other receivables, accounts payable and accrued current liabilities approximate their fair values due to the short-term nature of the instruments.

Assets and Liabilities Measured at Fair Value on a Nonrecurring Basis

The estimated fair value of oil and gas properties and the asset retirement obligation incurred in the drilling of oil and gas wells or assumed in the acquisitions of additional oil and gas working interests are based on an estimated discount cash flow model and market assumptions. The significant Level 3 assumptions used in the calculation of estimated discounted cash flow model include future commodity prices, projections of estimated quantities of oil and gas reserves, expectations for timing and amount of future development, operating and asset retirement costs, projections of future rates of production, expected recovery rates and risk adjusted discount rates. See Note 3 for additional information regarding oil and gas property acquisitions.

The Company estimates the fair value of asset retirement obligations based on the projected discounted future cash outflows required to settle abandonment and restoration liabilities. Such an estimate requires assumptions and judgments regarding the existence of liabilities, the amount and timing of cash outflows required to settle the liability, what constitutes adequate restoration, inflation factors, credit adjusted discount rates, and consideration of changes in legal, regulatory, environmental and political environments. Abandonment and restoration cost estimates are determined in conjunction with the Company's reserve engineers based on historical information regarding costs incurred to abandon and restore similar well sites, information regarding current market conditions and costs, and knowledge of subject well sites and properties. Asset retirement obligation fair value measurements in the current period were Level 3 fair value measurements. As further described in Note 5, the Company recognizes the fair value of a liability for an asset retirement obligation in the period in which it is incurred if a reasonable estimate of fair value can be made. Asset retirement obligations are not measured at fair value subsequent to initial recognition.

NOTE 9 – RELATED PARTY TRANSACTIONS

Transactions between related parties are considered to be related party transactions even though they may not be given accounting recognition. FASB ASC 850, *Related Party Disclosures* ("FASB ASC 850") requires that transactions with related parties that would make a difference in decision making shall be disclosed so that users of the consolidated financial statements can evaluate their significance. Related party transactions typically occur within the context of the following relationships:

- Affiliates of the entity;
- Entities for which investments in their equity securities is typically accounted for under the equity method by the investing entity;
- Trusts for the benefit of employees;
- Principal owners of the entity and members of their immediate families;
- Management of the entity and members of their immediate families.
- Other parties that can significantly influence the management or operating policies of the transacting parties and can significantly influence the other to an extent that one or more of the transacting parties might be prevented from fully pursuing its own separate interests.

On November 27, 2023, the Company entered into an Amended and Restated Demand Promissory Note, (the "Demand Note"), and an Amended and Restated Membership Interest Pledge Agreement, (the "Lustre Pledge Agreement") with the Company's Chief Financial Officer. Under the Demand Note, the Company promises to pay on demand the principal sum of all disbursements made to the Company up to \$400,000, plus interest accrued at an annual rate of 10%. As of November 30, 2025, the aggregate amount of advances, excluding accrued interest, was \$292,099. The Demand Note is secured by all of the Company's interests in Lustre, pursuant to the terms of the Lustre Pledge Agreement.

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(UNAUDITED)**

NOTE 9 – RELATED PARTY TRANSACTIONS - *continued*

In October 2025, Amalfi Investment Services LLLP, owned by Mr. Robert Adamo, an accredited investor, purchased 1,500,000 restricted shares of the Company’s common stock at a purchase price of \$0.43 per share totaling \$645,000. In May 2023 the Company received funds pursuant to a Stock Purchase Agreement with Mr. Adamo to purchase 6,062,886 restricted shares of the Company’s common stock, at a purchase price of \$0.0441 per share, totaling \$267,320. As a result of these investments, Mr. Adamo now holds greater than 10% of the Company’s outstanding shares. Prior to becoming a shareholder, in November 2022, Mr. Adamo invested \$100,000 pursuant to the Secured Convertible Debt under the terms as disclosed in Note 12 and is an investor in the Reddig 11-21 well. Including his original investment and capital calls, Mr. Adamo has invested a total of \$510,800 into the Reddig 11-21 well.

On November 15, 2025, B&B Oil acquired 100% of the membership interest of Hell Creek Crude, LLC, or HCC, from Laredo for consideration of 50% of future distributions to B&B Oil. The transaction is recorded in discontinued operations, the net liabilities totaling \$272,892 have been eliminated and recorded in additional paid in capital.

As of November 30, 2025, Mr. Adamo, owns approximately 8.2 million shares of the Company’s common stock, comprised of the shares purchased in October 2025 and in May 2023 as well as 600,000 shares previously purchased, and holds greater than 10% of the Company’s outstanding shares. On July 22, 2024, Mr. Adamo advanced \$50,000 to Lustre, which amount is recorded in accounts payable as of November 30, 2025. The advance transaction is undocumented but expected to be repaid. The repayment terms are subject to negotiation. Mr. Adamo agreed to using \$10,000 of the advance to fund a portion of the Cranston SWD purchase. The remaining funds advanced by Mr. Adamo have been used to satisfy general corporate purposes as of November 30, 2025.

In addition, B&B Oil LLC (“B&B”), for which Mr. Adamo is a principal owner, reimbursed HCC \$71,681 for a sonic log that is used for its 3D seismic studies. HCC acquired the information while purchasing seismic data for the Midfork field. During the six-months ending November 30, 2025, B&B requested HCC to establish an office on their behalf. In addition, B&B requested a transformer to be purchased. As a result, HCC received reimbursements for these activities during the six months ending November 2025.

The Company’s accounts payables include \$137,500 for each of our two outside board members who receive quarterly board stipends.

NOTE 10 – STOCKHOLDERS’ DEFICIT

Share Based Compensation

The Company granted options for the purchase of 9,725,000 shares of the Company’s common stock at a price of \$0.28 per share during the second quarter of fiscal year 2026. Options to purchase common stock totaling 7,475,000 vested immediately on the grant date, options to purchase 1,000,000 shares of common stock vest monthly over three years and the final 1,250,000 options to purchase shares of common stock contingently vest upon achieving certain requirements. There were 20,000,000 shares underlying the Company’s outstanding options granted during fiscal year ending May 31, 2023, at a weighted average exercise price of \$0.061 per share.

The Company made no option grants in fiscal year 2025.

The Black-Scholes option pricing model is used to estimate the fair value of options granted under our stock incentive plan.

The fair value of the stock option grants, as of the respective grant date, during the quarter ending November 30, 2025 amounted to approximately \$2,640,772. The weighted average assumptions used in calculating these values were based on the following:

	2025
Risk-free interest rate	3.62%
Expected dividend yield	0%
Expected volatility	189.1%
Expected life of options	5.1 years

The risk-free interest rate is based upon the U.S. Treasury interest rate in effect at the time of grant for a bond with a similar term. The Company does not anticipate declaring dividends in the foreseeable future. Volatility is estimated based on the historical share prices over the same period as the expected life of the stock options. The Company uses the simplified method for determining the expected term of its stock options.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(UNAUDITED)

NOTE 10 – STOCKHOLDERS’ DEFICIT - *continued*

The Company recorded share-based compensation for stock option grants totaling \$2,034,605 in general, selling and administrative expense during the quarter and six-months ended November 30, 2025.

Restricted Stock

During the second fiscal quarter of 2026, the Company issued 2,464,650 shares of common stock to accredited investors at \$0.43 per share who deposited \$1,059,800 with the Company.

During the first fiscal quarter of 2026, the Company issued 116,279 shares of common stock to an accredited investor who deposited \$50,000 with the Company on September 5, 2024. These shares were issued in June 2025 after the applicable stock purchase agreement was executed.

During the second fiscal quarter of 2025, the Company sold 1,244,651 shares of common stock to accredited investors at an average price of \$0.43 per share for gross proceeds of \$535,200. As of November 30, 2024, proceeds totaling \$110,200 were recorded as stock payable as the 256,279 related shares of common stock have not been issued. During the first fiscal quarter of 2025, the Company sold 939,535 shares of common stock (together, the “Shares”) to accredited investors at an average price of \$0.4524 per share for gross proceeds of \$425,000.

There were no finder’s fees related to the sales of the shares. The sale of the shares were not registered under the Securities Act of 1933, as amended (the “Securities Act”), and may not be offered or sold in the United States absent registration or an applicable exemption from registration requirements under the Securities Act.

Warrants

During the second fiscal quarter of 2026, the Company issued warrants to purchase 85,700 shares of its common stock at \$0.43 per share, associated with the sale of \$85,700 in principal amount of Subordinated Promissory Notes. The grant date fair value of the issued stock warrants issued during the quarter ending November 30, 2025 totaled \$25,034. The Black Scholes option pricing model was used to estimate the fair value of the warrants granted. The weighted average assumptions used in calculating the estimated fair value included a 3.54% risk free interest rate, a 0% expected dividend yield, a 129% expected volatility and a 2-year expected life.

During the first fiscal quarter of 2026, the Company issued warrants to purchase 1,189,300 shares of its common stock, at \$0.43 per share, associated with the sale of \$1,189,300 in principal amount of Subordinated Promissory Notes. The grant date fair value of the issued stock warrants during the quarter ending August 31, 2025 totaled \$220,340. The Black Scholes option pricing model was used to estimate the fair value of the warrants granted. The weighted average assumptions used in calculating the estimated fair value included a 3.95% risk free interest rate, a 0% expected dividend yield, a 142% expected volatility and a 2-year expected life.

Similarly warrants to purchase 200,000 shares of common stock at a strike price of \$0.43 per share were issued with the placement of a \$200,000 short-term demand note bearing interest at 12% per annum during the quarter ended May 31, 2025. The grant date fair value of the stock warrants during the year ending May 31, 2025 totaled \$21,835. The Black Scholes option pricing model is used to estimate the fair value of warrants granted. The weighted average assumptions used in calculating the estimated fair value included a 4.0% risk free interest rate, a 0% expected dividend yield, a 95.6% expected volatility and a 2 year expected life. See Note 11.

No warrants were issued during the first half of fiscal year 2025.

At the end of the second fiscal quarter of 2026 ending November 30, 2025, the Company had outstanding (i) 1,000,000 warrants to purchase common stock at \$0.06 per share, (ii) 260,870 warrants to purchase common stock at \$0.23 per share, and (iii) 1,475,000 warrants to purchase common stock at \$0.43 per share.

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(UNAUDITED)**

NOTE 11 – NOTES PAYABLE

Secured Convertible Debt Contributed as Consideration for Participation Agreement

The Company entered into a Note Purchase Agreement dated September 23, 2022 (the “Note Purchase Agreement”), for the issuance of secured convertible promissory notes in the aggregate principal amount of up to \$7,500,000. The promissory notes accrued interest on the outstanding principal sum at the rate of 12.0% per annum, payable quarterly starting September 30, 2023, and were convertible into the Company’s common stock at a conversion price of \$1.00 per share. The notes issued under the Note Purchase Agreement have a maturity date of September 30, 2025. Effective January 19, 2024, \$575,000 in principal amount of notes, and \$73,317 of accrued interest, were contributed as part of a Participation Agreement funding the Reddig 11-21 oil well located in the Midfork field in Valley County, Montana. The notes were exchanged for a net working interest in the well, with the caveat that they would be deemed to be reinstated in full in the event the well was completed as a dry hole. In early 2025, the well was completed, became operational, and produced limited amounts of oil. Although the well was not a dry hole, it was uneconomical to operate and was shut in at the end of May 2025. Until final disposition of the well and notes is determined, the Company is reclassifying the notes and accrued interest as debt and accrued interest on the May 31, 2025 and November 30, 2025 Consolidated Balance Sheets. At the quarter ended November 30, 2025, the Company recorded additional interest expense on the notes resulting in accrued interest totaling \$108,289.

12% Short Term Demand Notes

The Company issued a short term note with a principal sum of \$200,000 to an accredited investor on May 20, 2025. During the second and first fiscal quarters of 2026, the Company issued additional similar notes in the principal amount of \$85,700 and \$1,189,300, respectively, with the same terms. The notes bear simple interest on the unpaid principal balance at a rate equal to 12% per annum, computed on the basis of the actual number of days elapsed and a year of 365 days from the date of the notes until the principal amount and all interest accrued thereon and all other amounts owed hereunder are paid. The unpaid Principal Amount, together with any unpaid accrued interest and all other amounts owed hereunder, shall be due and payable upon written demand by the majority of the note holders at any time after November 21, 2025. In connection with these notes, the Company issued warrants to purchase 1,475,000 shares of its common stock at an exercise price of \$0.43. The relative fair value of the warrants, totaling \$224,402, was recorded as deferred debt discount and additional paid in capital, which is amortized over the term of the loan.

12% Ten Month Bridge Notes

On April 10, 2025, the Company entered into a Securities Purchase Agreement with an accredited investor pursuant to which the Company issued a 12% bridge note in the principal amount of \$40,250, receiving \$35,000 in net cash proceeds, reflecting an original issue discount of \$5,250. The bridge note is due February 15, 2026 and is repaid with the first installment of \$22,540 due October 15, 2025 and four equal monthly installments of \$5,635 starting November 15, 2025. In the event of default (including a missed payment), the note is convertible at the option of the investor into shares of the Company’s common stock at a discount of 35% from the lowest closing bid price during the ten trading days immediately preceding the conversion date. As of November 30, 2025, the Company recorded accrued interest totaling \$0. Payments of principal and interest are current.

On February 10, 2025, the Company entered into a Securities Purchase Agreement with an accredited investor pursuant to which the Company issued a 12% bridge note in the principal amount of \$146,160, receiving \$120,000 in net cash proceeds. The promissory note had an original issue discount of \$20,160. In addition, \$6,000 of debt issue costs were deducted from the gross proceeds to the Company. The bridge note is due December 15, 2025 and is repaid with the first installment of \$81,849 due August 15, 2025 and four equal monthly installments of \$20,462 starting September 15, 2025. In the event of default (including a missed payment), the note is convertible at the option of the investor into shares of the Company’s common stock at a discount of 35% from the lowest closing bid price during the ten trading days immediately preceding the conversion date. As of November 30, 2025, the accrued interest balance is zero. Payments of principal and interest are current.

On December 17, 2024, the Company entered into a Securities Purchase Agreement with an accredited investor pursuant to which the Company issued a 12% bridge note in the principal amount of \$64,960, receiving \$50,000 in net cash proceeds. The bridge note had an original issue discount of \$8,960. In addition, \$6,000 of debt issue costs were deducted from the gross proceeds to the Company. The bridge note is due October 15, 2025 and is repaid with the first installment of \$36,377 due June 15, 2025 and four equal monthly installments of \$9,094 starting July 15, 2025. In the event of default (including a missed payment), the note is convertible at the option of the investor into shares of the Company’s common stock at a discount of 35% from the lowest closing bid price during the ten trading days immediately preceding the conversion date. As of November 30, 2025, the accrued interest balance is zero. Payments of principal and interest are current.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(UNAUDITED)

NOTE 11 – NOTES PAYABLE - *continued*

12% Ten Month Promissory Note

On April 10, 2025, the Company entered into a Securities Purchase Agreement with an accredited investor, pursuant to which the Company issued a 12% promissory note in the principal amount of \$82,800, receiving \$65,000 in net cash proceeds. The promissory note had an original issue discount of \$10,800. In addition, \$7,000 of debt issue costs were deducted from the gross proceeds to the Company. The note is due on February 15, 2026 and is repaid in ten equal monthly payments of \$9,273.60, commencing on May 15, 2025. In the event of default (including a missed payment), the note is convertible at the option of the investor into shares of the Company's common stock at a discount of 35% from the lowest closing bid price during the ten trading days immediately preceding the conversion date. As of November 30, 2025, the Company recorded accrued interest totaling \$0 and payments of principal and interest are current.

On December 2, 2024, the Company entered into a Securities Purchase Agreement with an accredited investor, pursuant to which the Company issued a 12% promissory note in the principal amount of \$138,000, receiving \$114,000 in net cash proceeds. The promissory note had an original issue discount of \$18,000. In addition, \$6,000 of debt issue costs were deducted from the gross proceeds to the Company. The note was due on October 15, 2025, and is repaid in ten equal monthly payments of \$15,456 commencing on January 15, 2025. In the event of default (including a missed payment), the note is convertible at the option of the investor into shares of the Company's common stock at a discount of 35% from the lowest closing bid price during the ten trading days immediately preceding the conversion date. As of November 30, 2025, the Company recorded accrued interest totaling \$0 and payments of principal and interest are current.

10% Secured Promissory Demand Note

On November 27, 2023, the Company entered into an Amended and Restated Demand Promissory Note, (the "Demand Note"), and an Amended and Restated Membership Interest Pledge Agreement, (the "Lustre Pledge Agreement") with the Company's Chief Financial Officer. Under the Demand Note, the Company promises to pay on demand the principal sum of all disbursements made to the Company up to \$400,000, plus interest accrued at an annual rate of 10%. As of November 30, 2025, the aggregate amount of advances, excluding accrued interest, was \$292,099. The Demand Note is secured by all of the Company's interests in Lustre, pursuant to the terms of the Lustre Pledge Agreement.

12% Secured Promissory Note

On March 23, 2023, an individual accredited investor paid the Company the aggregate amount of \$100,000 for a Secured Promissory Note (the "Note"). The Note accrues interest on the outstanding principal sum at the rate of 12.0% per annum, and has a maturity date of March 23, 2024. Interest will be due and payable monthly in arrears. The Note is secured by certain equipment owned by the Company pursuant to a Security Agreement with the lender. On May 23, 2023, the Note was increased by \$83,000 to an aggregate principal amount of \$183,000. During June, July and August, 2023, the investor contributed an additional \$102,061 under the Note, bringing the aggregate principal amount to \$285,061. On November 24, 2023, the investor added another \$25,000 to the Note bringing the total principal outstanding to \$310,061. The note remains outstanding and the Company is paying interest of \$3,101 monthly and is current as of November 30, 2025.

Secured Promissory Note

The Company issued a Secured Promissory Note, dated June 28, 2022 (the "Secured Note"), with the initial principal amount of \$750,000. The Secured Note is payable to Cali Fields LLC (the "Lender"). The Secured Note accrues interest on the outstanding principal sum at the rate of 15.0% per annum. The Company may prepay the Secured Note in whole or in part, without penalty, with any such payment being applied first to any accrued and unpaid interest, and then to the principal amount. The Secured Note has a maturity date of December 31, 2023. As of May 31, 2025 the note is recorded as current and outstanding. Starting on January 1, 2024, the Company is accruing interest at the rate of 18.0% per annum. The accrued interest balance amounted to \$329,082 as of November 30, 2025. On July 2, 2025, the Company paid \$100,000 to reduce accrued interest on the Secured Note.

As partial consideration for the Lender's advance of the principal amount of the Secured Note, the Company agreed to pay the Lender a quarterly revenue royalty equal to 0.5% of the consolidated revenue of the Company and its consolidated subsidiaries from the production of oil, gas, gas liquids and all other hydrocarbons, recognized by the Company during the most recent calendar quarter during the "Royalty Period," from June 1, 2022 through May 31, 2027.

The Secured Note is secured by the Company's fifty percent (50%) interest in Cat Creek.

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(UNAUDITED)**

NOTE 11 – NOTES PAYABLE - *continued*

Alleghany Notes

Schedule of Notes Payable – Related Party

	November 30, 2025	May 31, 2025
Total note payable – Alleghany	\$ 617,934	\$ 617,934
Less amounts classified as current	617,934	617,934
Note payable – Alleghany, net of current portion	<u>\$ -</u>	<u>\$ -</u>

During the fiscal year ended May 31, 2011, the Company entered into two Loan Agreements with Alleghany Capital for a combined available borrowing limit of \$350,000. The notes accrued interest on the outstanding principal of \$350,000 at the rate of 6% per annum, with an amended due date of December 31, 2020.

In connection with the SORC Purchase Transaction, the notes were amended, restated and consolidated into one note including all accrued interest through December 31, 2020, for a total of \$631,434 (the “Senior Consolidated Note”) with a maturity date of June 30, 2022. The Senior Consolidated Note requires any stock issuances for cash be utilized to pay down the outstanding loan balance unless written consent is obtained from Alleghany. As part of the SORC Purchase Agreement, the Company agreed to secure repayment of the Senior Consolidated Note with certain equipment and to reduce the note balance with any proceeds received from any sales of such equipment. During the five months ending May 31, 2021, the Company repaid \$13,500 of the Senior Consolidated Note upon the sale of certain equipment. The note bore no interest until January 1, 2022 whereupon the interest rate increased to 5% per annum through maturity. Principal with all accrued and unpaid interest is due at maturity. In connection with the SORC acquisition purchase price allocation, the Company recorded a debt discount totaling \$30,068 in recognition of imputed interest on the Senior Consolidated Note, to be amortized over the first year of the note term. The debt discount has been fully amortized as of December 31, 2021. In August 2022, the Company entered an amendment to the Senior Consolidated Note whereby the maturity date of the loan was extended to December 31, 2023 in exchange for an interest rate to 8% per annum commencing July 1, 2022. Further, the revenue royalty as defined in the Purchase Agreement increased from 5% to 6% as the loan was not paid prior to December 31, 2022. As of November 30, 2025 and May 31, 2025, the Senior Consolidated Note is recorded as current and remains outstanding.

Paycheck Protection Program Loan

Schedule of Paycheck Protection Program

	November 30, 2025	May 31, 2025
Total PPP Loan	\$ 856,642	\$ 887,430
Less amounts classified as current	62,038	61,729
PPP loan, excluding current portion	<u>\$ 794,604</u>	<u>\$ 825,701</u>

On April 28, 2020, the Company entered into a Note (the “Note”) with IBERIABANK for \$1,233,656 pursuant to the terms of the Paycheck Protection Program (“PPP”) authorized by the Coronavirus Aid, Relief, and Economic Security (CARES) Act (“CARES Act”) In June 2020, the Flexibility Act which amended the CARES Act was signed into law. Pursuant to the Flexibility Act, the Note continues to accrue interest on the outstanding principal sum at the rate of 1% per annum. In addition, the initial two-year Note term has been extended to five years through mutual agreement with IBERIABANK as allowed under Flexibility Act provisions.

In February 2021, the Company drew an additional \$1,233,655 under the PPP Second Draw Loans, bringing the total principal borrowed to \$2,467,311. The additional draw is under the same terms and conditions as the first PPP loan.

The Company did not provide any collateral or guarantees for the loan, nor did the Company pay any facility charge to obtain the loan. The Note provides for customary events of default, including, among others, those relating to failure to make payment, bankruptcy, breaches of representations and material adverse effects. The Company may prepay the Note at any time without payment of any penalty or premium.

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(UNAUDITED)**

NOTE 11 – NOTES PAYABLE - *continued*

The Company applied for forgiveness of the first PPP note and in July 2021 received notice that \$1,209,809 of the \$1,233,656 note payable balance has been forgiven. Monthly payments commenced on September 1, 2021 and as of May 31, 2025, the Company has repaid all principal and interest on the first Note.

In April 2022, the Company applied for partial forgiveness of the PPP Second Draw Loan and received notice that \$67,487 of the principal and related interest balance has been forgiven and is recorded as income from the extinguishment of the loan obligation. Monthly payments of \$26,752 commenced on June 3, 2022. The Company was in arrears on payments on the second PPP Note and on December 5, 2023 entered into a Payment Plan arrangement for the PPP Second Draw Loan. Under the terms of the Plan, the Company agreed to pay the SBA the principal amount of \$979,178 and 180 monthly payments of \$5,860 which includes interest. The Company made the first payment under the Plan in December 2023. If the Company does not make the payments described in the Plan pursuant to the terms of the Plan, the entire remaining amount will be subject to collection activities by the Department of Treasury. The Company may also be subject to additional accrued interest and collection fees of 30% or more if it does not make the payments pursuant to the Plan. As of November 30, 2025, the Company is current and compliant with the restructured payment plan. As of November 30, 2025 and May 31, 2025, the Company owes \$856,642 and \$887,430, respectively, regarding the remaining balance on the Second Note.

NOTE 12 – COMMITMENTS AND CONTINGENCIES

Litigation

On March 20, 2023, Capex Oilfield Services, Inc. (“Capex”) filed a lawsuit against Lustre in the Montana Tenth Judicial District Court, Petroleum County, demanding payment of \$377,190 plus interest and collection costs for services provided by Capex to drill the Olfert 11-4 well. On January 29, 2024, the court issued a Stipulated Judgment and Order in favor of Capex for \$354,267.29 plus interest in the amount of \$79,225 plus future accruing costs and interest of 18% per annum. The same day, Lustre entered into a Payment Arrangement Plan to pay \$5,000 per month until the judgement is satisfied. As of November 30, 2025 and May 31, 2025, respectively, the estimated amounts due to Capex totaling \$423,152 and \$418,569 have been recorded in accounts payable.

On May 18, 2023, Capstar Drilling, Inc. (“Capstar”) filed a lawsuit against Lustre in the Montana Seventeenth Judicial District Court, Valley County, demanding payment of \$298,050 plus interest and collection costs for services provided by Capstar to drill the Olfert 11-4 well. On July 18, 2024, the court issued an Order to Adopt Stipulation to Judgment in favor of Capstar in the sum of \$276,815 principal balance, plus interest in the amount of \$49,675, plus court costs for a total judgment of \$326,650 with post judgment interest of 10% per annum. As of November 30, 2025 and May 31, 2025, respectively, the estimated amounts due to Capstar totaling \$355,026 and \$365,489 have been recorded in accounts payable.

On August 29, 2023, Warren Well Service, Inc. (“Warren Well”) filed a lawsuit against Lustre in the Montana Seventeenth Judicial District Court, Valley County, demanding payment of \$164,235 plus interest and collection costs for services provided by Warren Well to drill the Olfert 11-4 well. As of May 31, 2025, the case was settled for the \$164,235 balance plus accrued interest of 10% per year and the Company agreed to pay Warren Well \$750 per month. As of November 30, 2025 and May 31, 2025, respectively, the estimated amounts due to Warren Well totaling \$219,582 and \$213,114 have been recorded in accounts payable.

On January 14, 2024 Nine Downhole Technologies, LLC aka Nine Energy Service (“Nine Downhole”) filed a complaint against Lustre in the Montana Tenth Judicial District Court, Petroleum County, demanding payment, plus accrued interest until the debt is paid in full. On June 1, 2025, Nine Downhole’s Motion for a summary disposition was granted in the amount of \$41,842 together with costs and any post judgment interest until amount is paid in full. As of November 30, 2025, \$43,182 has been recorded in accounts payable.

Except as set forth above, the Company is not currently involved in any other legal proceedings, and it is not aware of any other pending or potential legal actions.

Revenue Royalty

In accordance with the Secured Note described above, the Company agreed to pay the Lender a revenue royalty of 0.5% on consolidated revenue of the Company arising from the direct production of oil and gas. The royalty period extends from June 1, 2022 through May 31, 2027.

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(UNAUDITED)**

NOTE 13 – DISCONTINUED OPERATIONS

On November 15, 2025, B&B Oil acquired 100% of the membership interest of Hell Creek Crude, LLC, or HCC, from Laredo for consideration of 50% of future distributions to B&B Oil. The transaction is recorded in discontinued operations, the net liabilities totaling \$272,892 have been eliminated and recorded in additional paid in capital.

The assets and liabilities associated with discontinued operations were as follows for November 30, 2025, and May 31, 2025:

	November 30, 2025 (Unaudited)	May 31, 2025
ASSETS OF DISCONTINUED OPERATIONS		
Current Assets of Discontinued Operations		
Cash and cash equivalents and restricted cash	\$ -	\$ 27,958
Total Current Assets of Discontinued Operations	-	27,958
Other assets	-	10,000
TOTAL ASSETS OF DISCONTINUED OPERATIONS	\$ -	\$ 37,958
LIABILITIES OF DISCONTINUED OPERATIONS		
Current Liabilities of Discontinued Operations		
Accounts payable	\$ -	\$ 130,812
Total Current Liabilities of Discontinued Operations	-	130,812
Asset retirement obligation	\$ -	\$ 127,698
Total Noncurrent Liabilities of Discontinued Operations	\$ -	127,698
TOTAL LIABILITIES OF DISCONTINUED OPERATIONS	\$ -	\$ 258,510

The following table summarizes the Company's loss from discontinued operations for the six and three months ended November 30, 2025 and 2024 (and the year ended May 31, 2025):

	Three Months Ended November 30, 2025	Three Months Ended November 30, 2024	Six Months Ended November 30, 2025	Six Months Ended November 30, 2024
Revenue	\$ -	\$ -	\$ -	\$ -
Direct costs	-	-	-	-
Gross profit (loss)	-	-	-	-
Lease operating expense	30,130	-	35,326	
General, selling and administrative expenses	3,117	9,348	7,857	13,982
Consulting and professional services	5,000	-	9,000	-
Total Operating Expense from Discontinued Operations	38,247	9,348	52,183	13,982
Operating loss from discontinued operations	(38,247)	(9,348)	(52,183)	(13,982)
Other income/(expense)				
Interest expense	-	32	(157)	599
Net loss from discontinued operations	\$ (38,247)	\$ (9,316)	\$ (52,340)	\$ (13,383)

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(UNAUDITED)**

NOTE 14 – SEGMENT INFORMATION

The Company operates as a single reporting segment engaged in acquisition and exploration efforts to find and develop oil reserves. The Chief Operating Decision Makers are the Company’s Chief Executive Officer and its Chief Financial Officer, who together (the “CODM”) evaluate company performance based on the consolidated financial statements prepared in accordance with GAAP included herein.

The CODM conducts quarterly financial reviews focusing on the Consolidated Statement of Operations, Balance Sheets and Statements of Cash Flows of this report. Investment decisions, including the selection of leased mineral rights acreage and development, are made based on expected return on investment.

NOTE 15 – SUBSEQUENT EVENTS

During December 2025, the Company sold 290,697 shares of common stock to an accredited investor at an average price of \$0.43 per share for gross proceeds of \$125,000.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Forward-Looking Statements

From time to time, we may provide information, whether orally or in writing, including certain statements in this Annual Report on Form 10-K, which are deemed to be "forward-looking" within the meaning of the Private Securities Litigation Reform Act of 1995 (the "Litigation Reform Act"). These forward-looking statements and other information are based on our beliefs as well as assumptions made by us using information currently available.

The words "believe," "plan," "expect," "intend," "anticipate," "estimate," "may," "will," "should" and similar expressions are intended to identify forward-looking statements. Such statements reflect our current views with respect to future events and are subject to certain risks, uncertainties and assumptions. Should one or more of these risks or uncertainties materialize, or should underlying assumptions prove incorrect, actual results may vary materially from those described herein as anticipated, believed, estimated, expected or intended or using other similar expressions. We do not intend to update these forward-looking statements, except as required by law.

In accordance with the provisions of the Litigation Reform Act, we are making investors aware that such forward-looking statements, because they relate to future events, are by their very nature subject to many important factors that could cause actual results to differ materially from those contemplated by the forward-looking statements contained in this Annual Report on Form 10-K, any exhibits to this Annual Report on Form 10-K and other public statements we make.

Business

We were incorporated under the laws of the State of Delaware on March 31, 2008 under the name of "Laredo Mining, Inc." As of that date, we had 90,000,000 authorized shares of common stock at \$0.0001 par value and 10,000,000 authorized shares of preferred stock at \$0.0001 par value. On October 21, 2009 our name was changed to "Laredo Oil, Inc." During May of 2023, our board of directors voted to increase the authorized shares of our common stock to 120,000,000 shares at \$0.0001 par value, which increase was approved by the holders of a majority of the shares of our then outstanding common stock.

We are an oil exploration and production company, primarily engaged in acquisition and exploration efforts to find mineral reserves on various properties. From our inception in March 2008 through October 2009, we were primarily engaged in acquisition and exploration efforts for mineral properties. Beginning in October 2009, we shifted our focus to locating mature oil fields with the intention of acquiring those oil fields and recovering "stranded" oil reserves using proprietary enhanced recovery methods known as underground gravity drainage, or UGD.

The original UGD method uses conventional mining processes to establish a drilling chamber underneath an existing oil field, from which closely spaced wellbores are drilled directionally up into the reservoir, using residual radial pressure and gravity to then drain the targeted reservoir through the wellbores. As we gained experience through practical application of the processes involved in oil recovery, we have developed and evaluated variations of the UGD concept. We believe that the UGD method is applicable to mature oil fields that have very specific geological and reservoir characteristics. We have done extensive research and have identified oil fields within the United States and globally that we believe are applicable for UGD recovery methods. Our primary business and focus is now to pursue and recover stranded oil from selected mature fields as necessary funds become available.

We believe the costs of implementing the UGD method are significantly lower than those presently experienced by other commonly used Enhanced Oil Recovery ("EOR") methods. We also estimate that we can materially increase the field oil production rate from prior periods and recover amounts of oil equal to or greater than amounts previously recovered from selected mature fields. We intend to implement the UGD method in oil fields with a minimum of 25 million barrels of estimated recoverable oil.

When we acquire a targeted oil field, we will continue to operate the producing field and expect to generate revenue from doing so. Once we have developed the underground chamber and the UGD method is prepared for operation, we will cap the conventional wells and begin UGD production. We believe the effect of such operations should result in minimal disruption of oil production from our field investments.

On June 14, 2011, we entered into several exclusive licensing and management agreements with Stranded Oil Resources Corporation, or SORC, a wholly owned subsidiary of Alleghany Corporation, or Alleghany, to manage the acquisition and operation of mature oil fields in Kansas, Wyoming and Louisiana, focused on the recovery of "stranded" oil from those mature fields primarily using UGD. We performed those management services in exchange for a carried interest in SORC, a quarterly management fee and reimbursement from SORC for our employee-related expenses. Such fees and reimbursements were effectively all of our revenues prior to our acquisition of SORC pursuant to the closing of the Securities Purchase Agreement with Alleghany described below.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (Continued)

After working with Allegheny for nearly 10 years, on December 31, 2020, we entered into a Securities Purchase Agreement with them. Under that agreement, we purchased all of the issued and outstanding shares of SORC. As consideration for the SORC shares, we paid Allegheny \$72,678 in cash and agreed to pay Allegheny a seven-year royalty of 5.0% of our future revenues and net profits from our oil, gas, gas liquids and all other hydrocarbon operations, subject to certain adjustments. Currently, SORC is a wholly owned subsidiary of Laredo and is not conducting any ongoing operations. All intellectual property generated by SORC prior to December 31, 2020 transferred with the stock purchase.

Prior to purchasing the shares of SORC, while implementing UGD projects for Allegheny, we gained specialized know-how, intellectual property and operational experience in evaluating, acquiring, operating and developing oil and gas properties, as well as expertise in designing, drilling and producing conventional oil wells. Based upon that know-how, in calendar years 2020 through 2022, we identified and acquired 45,246 gross acres, and 37,932 net acres, of mineral property interests in the State of Montana in the Lustre and Midfork fields, the West Fork area, and a 50% interest in the Cat Creek field. To develop our acquired mineral property acreage, we maintain relationships with several organizations and investment groups, including the following entities: (1) Olfert 11-4 Holdings, LLC, (2) Texakoma Exploration and Production, LLC, or Texakoma, (3) Erehwon Oil & Gas, LLC, or Erehwon, (4) B&B Oil, LLC, or B&B, which owns Hell Creek Crude LLC, or HCC, and (5) accredited investors who have invested in its subsidiary, West Fork Resources, LLC, or WFR.

During fiscal 2026, we have focused our efforts on developing our UGD business model which requires substantial investment to acquire access to, and to develop oil and gas properties for production. We also continued to develop our mineral rights through conventional drilling. Our various operational areas and relationships are discussed in more detail below.

Underground Gravity Drainage (UGD)

During fiscal year 2026, the environment and interest for UGD has increased, driven by the continued production decline of older depressurized oil fields. We are actively pursuing UGD international opportunities in Mexico, the Middle East and Northern Africa region ("MENA"), Romania, Albania and Azerbaijan by engaging in conversations with government officials who have responsibility for domestic oil production. In the second fiscal quarter ending November 30, 2025, we made several trips to Mexico and formed a Texas registered entity named Laredo Mex, LLC, or LarMex, to manage any future UGD operations located there. No agreements have been consummated as of the filing date of this report. Discussions are ongoing.

Domestically in the United States, we are in the process of raising funds to develop possible oil fields in Texas that are compatible with the UGD oil recovery method. There is no assurance that we will be successful in our efforts.

Conventional Drilling Operations

Relationship with Erehwon Oil & Gas, LLC

In connection with securing this acreage in Montana, Lustre Oil Company LLC, our wholly owned subsidiary ("Lustre"), entered into an Acquisition and Participation Agreement (the "Erehwon APA") and subsequent amendments with Erehwon Oil & Gas, LLC ("Erehwon") to acquire oil and gas interests and drill, complete, re-enter, re-complete, sidetrack, and equip wells in Valley County, Daniels County and Roosevelt County, Montana. The amended Erehwon APA specifies calculations for royalty interests and working interests for the first ten well completions and first ten well recompletions and for all additional wells and recompletions thereafter. Lustre will acquire mineral leases and pay 100% of the costs and the split between Erehwon and Lustre will be 20%/80%. Under the amended Erehwon APA, Lustre will fund 100% of the construction costs of the first ten wells and first ten completions. Until payout, as defined, is attained, the distribution split between Erehwon and Lustre will be 10%/90%, thereafter, 20%/80%. Any additional wells will be funded 80% by Lustre and 20% by Erehwon.

Royalty expenses for these wells will consist of a royalty interest to the landowner and an overriding royalty interest of between 3% and 6% to two individuals who generated the prospects. Those individuals will also receive an amount equal to 5% of the cost of the first ten new wells we complete and the first ten completed recompletions.

Hell Creek Crude, LLC Midfork Field Production Well

In January 2024, we entered into a Participation Agreement, through our wholly owned subsidiary, Hell Creek Crude, LLC ("HCC"), Erehwon, and various accredited investors. The Participation Agreement provided us with over \$2.8 million to acquire certain leases and to drill a development well in the Midfork Field in Montana. Several of the investors also held \$575,000 in principal amount of our convertible debt, plus accrued interest of \$73,317, which indebtedness was included as investments under the Participation Agreement. Until final disposition of the well and notes is determined, the Company reclassified the notes and accrued interest as debt and accrued interest on the May 31, 2025 and November 30, 2025 Consolidated Balance Sheets.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (Continued)

Drilling of the development well was completed in the Spring of 2025. After additional perforations and acidizing the well were performed, the well produced limited oil accompanied with water levels that makes it uneconomical to operate and was shut in.

In November, B&B Oil, LLC purchased 100% of the HCC membership units from us for consideration of a carried interest sharing 50% of any future distributions to B&B. As of November 15, 2025, we have no controlling interest or liabilities associated with HCC.

Olfert 11-4 Montana Well

In January 2022, we executed a Net Profits Interest Agreement with Erehwon and Olfert No. 11-4 Holdings, LLC, or Olfert Holdings, for the purpose of funding the first well, named Olfert #11-4, under the Acquisition and Participation Agreement described above. In exchange for Olfert Holdings' funding of the development of Olfert #11-4, Olfert Holdings receives 90% of amounts resulting from Olfert #11-4 prior to "Payout" and 50% after "Payout." The Net Profits Interest Agreement defines "Payout" as the point in time when the aggregate of all 'Net Profits Interest' payments made to Olfert Holdings under the agreement equals 105% of the total well development costs.

The well was drilled in the first half of calendar 2023 and encountered excessive amounts of salt water. Although we still are working to put the well into production, it has been three years since the well was shut-in pending gaining access to a proximate salt-water disposal well making the well economically viable. Although the asset carrying value of the well has been reduced to zero, we will continue to evaluate the well with the plan to bring it into production if economical.

Development Agreement with Texakoma Exploration and Production, LLC

Effective July 18, 2023, Lustre and Erehwon entered into an Exploration and Development Agreement (the "Development Agreement"), with Texakoma. The Development Agreement provides for the exploration and development of the "Lustre Field Prospect" described in the Development Agreement. Lustre and Erehwon are also parties to an existing Acquisition and Participation Agreement, under which those parties agreed to acquire certain oil and gas interests, and drill, complete, re-enter, re-complete, sidetrack, and equip wells, in certain counties in Montana.

Under the Development Agreement, three wells were successfully drilled and Texakoma paid 100% of the costs associated with the drilling and completion of the wells. Lustre and Erehwon, jointly, have an undivided 15% working interest, carried through the tanks, in the wells. In March 2024, Texakoma exercised its option to participate in the development of the remainder of the Lustre Field Prospect. By exercising its option, Texakoma agreed to drill eight additional wells, with Lustre and Erehwon having a 15% working interest carried through the tanks, and paid Lustre \$706,603 for an 85% leasehold interest in the next eight drill sites and a 50% leasehold interest in the balance of the Lustre Field Prospect acreage. As of August 1, 2024, Texakoma had paid the balance. The working and net revenue interest in any future wells drilled subsequent to the first ten wells will be shared by Texakoma and Lustre and Erehwon, jointly, on a 50:50 basis.

As of November 30, 2025, the oil levels from the three drilled wells were not sufficient to maintain operation and the wells have been shut in pending evaluation and possibly more perforations. Development of the additional eight wells is paused evaluating oil prices and additional field information.

Additional Acreage North of the Fort Peck Reservation

We are in the process of evaluating alternatives to continuing the original plan to raise \$7.5 million to drill three exploratory wells by selling units of West Fork Resources, LLC. The purpose of the original plan is to prove up portions of our over 21,000 acres of mineral rights located north of the Fort Peck Reservation at the western edge of the Williston Basin. Preliminary development operations such as acquiring seismic data, site selection, and permitting are in process, as \$750,000 of the \$2.25 million funds initially raised elected to commence drilling operations during fiscal year 2025. Upon request, the remaining \$1.5 million was returned to the investors. We continue to keep open the \$7.5 million project started in December 2024 while we seek other funding sources and alternatives as to how to develop the field.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (Continued)

Liquidity and Capital Resources

Our cash and cash equivalents balance at November 30, 2025 was \$568,831. Our total debt outstanding as of November 30, 2025 was \$4,935,766, including (i) \$617,934 owed to Alleghany, which is classified as a current note payable, and (ii) \$856,642 pursuant to notes under the Paycheck Protection Program, or PPP, of which we have classified \$794,604 as long-term debt, net of the current portion totaling \$62,038, which is classified as a current note payable, (iii) \$59,030 short term bridge notes, net of deferred debt discount, (iv) a \$310,061 revolving note classified as short-term, (v) a \$750,000 note payable due to Cali Fields LLC, classified as short-term, (vi) a \$1,475,000 promissory note, net of deferred debt discount classified as short-term, (vii) a \$292,099 note payable due to our Chief Financial Officer, classified as short-term, and (viii) a \$575,000 convertible debt contributed for net working interest.

As of May 31, 2025, our cash and cash equivalents and restricted cash balance was \$249,409. Our total debt outstanding as of May 31, 2025 was \$3,966,351, including (i) \$617,934 owed to Alleghany, which is classified as a current note payable, and (ii) \$887,430 pursuant to notes under the Paycheck Protection Program, or PPP, of which we have classified \$825,701 as long-term debt, net of the current portion totaling \$61,729, which is classified as a current note payable, (iii) \$352,478 short term bridge notes, net of deferred debt discount, (iv) a \$310,061 revolving note classified as short-term, (v) a \$750,000 note payable to Cali Fields LLC, classified as short-term, (vi) a \$181,349 promissory note, net of deferred debt discount classified as short-term, (vii) a \$292,099 note payable due to our Chief Financial Officer, classified as short-term and (viii) \$575,000 convertible debt contributed for net working interest.

We have continued financing our business with a combination of stock sales and issuances of debt securities, as described above. During the six-months ending November 30, 2025, we sold 2,464,650 shares of our common stock to accredited investors raising \$1,059,800, and we issued debt securities totaling \$1,275,000. During fiscal year 2025, we sold 2,894,490 shares of our common stock to accredited investors at an average price of \$0.437 per share for gross proceeds of \$1,265,200 of which \$50,000 is recorded as an unissued stock subscription. There were no finder's fees related to the sales of the shares described above. The issued shares have not been registered under the Securities Act of 1933, as amended (the "Securities Act"), and may not be offered or sold in the United States absent registration or an applicable exemption from registration requirements under the Securities Act.

During fiscal year 2025, we saw increased interest from multiple investors/funds and oil field ownership interests in our UGD methods, both nationally and internationally, which interest has continued during the first half of fiscal year 2026. We believe this interest is due to a change in the climate for U.S. based energy projects. We believe that this change in the financial markets has made it easier for us to raise equity-related funds, and we expect this to continue for the foreseeable future. Additional funds will need to be raised either from investors or operations in order to maintain current operations for the next twelve months.

Results of Operations

We recognized revenues totaling \$3,141 and \$7,688, respectively through our interest in oil and gas sales for the six months ending November 30, 2025 and 2024. During the six months ending November 30, 2025 and 2024, we incurred operating expenses from continuing operations of \$3,645,630 and \$1,369,119, respectively. These expenses consisted primarily of general operating expenses incurred in connection with the day-to-day operation of our business, the preparation and filing of our required public reports. In addition, lease operating expenses are included in total operating expenses. The increase in expenses for the six months ending November 30, 2025, as compared to the same period in 2024, is primarily attributable to a \$2.0 million expense related to stock option grants. There were no stock options granted during the same period in 2024. The remaining increase in expenses for the six months ending November 30, 2025, as compared to the same period in 2024, is primarily attributable to \$27,000 increase in public relations, \$91,000 increase in payroll expenses attributable to two new employees and \$43,000 increase in travel expenses related to new potential opportunities.

During the six months ended November 30, 2025, we recognized approximately \$16,000 in other income as compared to other income totaling \$328,993 related to payments required under the Texakoma Development Agreement during the quarter ended November 30, 2024.

We recognized interest expenses totaling \$584,479 and \$238,552 during the six months ended November 30, 2025 and 2024, respectively. The increase in interest expenses is primarily related to interest expense recorded in connection with the amortization of the debt discount on the short-term demand notes issued during the fourth quarter ending May 31, 2025 and six months ending November 30, 2025.

In connection with the sale of HCC, we recorded a loss from discontinued operations totaling \$52,340 and \$13,383 for six months ending November 30, 2025 and 2024, respectively.

During the three months ending November 30, 2025 and 2024, respectively, the Company recognized \$1,598 and \$1,640 of revenue from one of the three Texakoma wells being put into production.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (Continued)

During the three months ending November 30, 2025 and 2024, we incurred operating expenses of \$2,966,305 and \$703,394 respectively. These expenses consisted of general operating expenses incurred in connection with the day-to-day operation of our business, the preparation and filing of our required public reports and stock option compensation expense. The increase in expenses for the three months ending November 30, 2025, as compared to the same period in 2024, is primarily attributable to stock-based compensation expenses, other professional fees primarily related to public relations, travel and payroll expense related to new employee hires.

During the three months that ended November 30, 2025 and 2024, we recognized minimal other income.

In connection with the sale of HCC, we recorded a loss from discontinued operations totaling \$38,247 and \$9,316 for three months ending November 30, 2025 and 2024, respectively.

Recently Issued Accounting Pronouncements

Refer to Note 4 of the Notes to Consolidated financial statements for a discussion of recently issued accounting pronouncements.

Critical Accounting Policies and Estimates

The process of preparing consolidated financial statements requires that we make estimates and assumptions that affect the reported amounts of liabilities and stockholders' equity/(deficit) at the date of the consolidated financial statements, and the reported amounts of revenues and expenses during the reporting period. Significant estimates in these consolidated financial statements include estimates related to the valuation of stock-based compensation and asset retirement obligation. Changes in the status of certain facts or circumstances could result in a material change to the estimates used in the preparation of the consolidated financial statements and actual results could differ from the estimates and assumptions.

Going Concern

These consolidated financial statements have been prepared on a going concern basis. We have routinely incurred losses since inception, resulting in an accumulated deficit. We have recently received loans from accredited investors to fund our operations. There is no assurance that such financing will be available in the future to meet our operating needs. This situation raises substantial doubt about our ability to continue as a going concern within the one-year period after the issuance date of the consolidated financial statements included in this report.

Our management has undertaken steps to improve operations, with the goal of sustaining operations for the next twelve months and beyond. These steps include an ongoing effort to raise funds through the issuance of debt to fund our well development program and maintain operations. We have attracted and retained key personnel with significant experience in the industry. At the same time, in an effort to control costs, we have required a number of our personnel to multi-task and cover a wider range of responsibilities in an effort to restrict the growth of our headcount. There can be no assurance that we can successfully accomplish these steps and it is uncertain that we will achieve a profitable level of operations and obtain additional financing. We cannot assure you that any additional financing will be available to us on satisfactory terms and conditions, if at all.

The accompanying consolidated financial statements do not include any adjustments to reflect the possible future effects on the recoverability and classification of assets or the amounts and classifications of liabilities that may result from the possible inability of us to continue as a going concern.

Off Balance Sheet Arrangements

We do not currently have any off-balance sheet arrangements or other such unrecorded obligations, and we have not guaranteed the debt of any other party.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Our exposure to market risk is confined to our cash equivalents. We invest in high-quality financial instruments, and we believe we are subject to limited credit risk. Due to the short-term nature of our cash, we do not believe that we have any material exposure to interest rate risk arising from our investments.

ITEM 4. CONTROLS AND PROCEDURES

(a) Evaluation of Disclosure Controls and Procedures

We maintain disclosure controls and procedures that are designed to ensure that information required to be disclosed in our reports filed or submitted under the Securities Exchange Act of 1934, as amended, or the Exchange Act, is recorded, processed, summarized and reported within the time periods specified in the rules and forms of the Securities and Exchange Commission, or the SEC. Our disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed in our reports filed under the Exchange Act is accumulated and communicated to management as appropriate to allow timely decisions regarding required disclosures. There are inherent limitations to the effectiveness of any system of disclosure controls and procedures, including the possibility of human error and the circumvention or overriding of the controls and procedures. Accordingly, even effective disclosure controls and procedures can only provide reasonable assurance of achieving their control objectives, and management necessarily is required to use its judgment in evaluating the cost-benefit relationship of possible controls and procedures.

An evaluation was carried out under the supervision and with the participation of our management, including our Chief Executive Officer, or CEO, and Chief Financial Officer, or CFO, of the effectiveness of our disclosure controls and procedures as of the end of the period covered by this report as defined in Exchange Act Rule 13a-15(e) and Rule 15d-15(e). Based on that evaluation, our CEO and CFO have concluded that, as of the end of the period covered by this report, our disclosure controls and procedures are not effective because of a material weakness in our control over financial reporting. A material weakness is a deficiency, or a combination of deficiencies, in internal control over financial reporting, such that there is a reasonable possibility that a material misstatement of the Company's annual or interim financial statements will not be prevented or detected on a timely basis. Specifically, the Company's management has concluded that as of November 30, 2025, we had no full-time employees with the requisite expertise in the key functional areas of finance and accounting. As a result, there is a lack of proper segregation of duties necessary to ensure that all transactions are accounted for accurately and in a timely manner. This material weakness resulted in the restatement of the Company's financial statements for the fiscal year ended May 31, 2024. In light of this material weakness, we performed additional analysis as deemed necessary to ensure that our financial statements were prepared in accordance with U.S. generally accepted accounting principles. Accordingly, management believes that the financial statements included in this Quarterly Report on Form 10-Q present fairly in all material respects our financial position, results of operations and cash flows for the periods presented.

Our small size and limited resources have prevented us from being able to employ sufficient resources to enable us to have an adequate level of supervision and segregation of duties. Further we have limited specific oil and gas accounting personnel in our accounting department due to our small size, lack of resources and limited technical accountants on staff. This led to material adjustments to oil and gas investment and asset impairment evaluations. It is difficult for us to effectively segregate accounting duties and have proper financial reporting, which creates a material weakness in internal controls. The remediation plan to correct the material weakness is to hire qualified people to provide adequate supervision and segregation of duties over financial reporting.

(b) Changes in Internal Control Over Financial Reporting

None.

PART II - OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

See NOTE 12 – COMMITMENTS AND CONTINGENCIES of PART 1, FINANCIAL STATEMENTS.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

During the first fiscal quarter of 2026, the Company issued 116,279 shares of common stock to an accredited investor who deposited \$50,000 with the Company on September 5, 2024. These shares were issued in June 2025 after the applicable stock purchase agreement was executed, and were not registered under the Securities Act as described in NOTE 10, STOCKHOLDER'S EQUITY of PART 1, FINANCIAL STATEMENTS. Proceeds from the sales were used for general corporate purposes and payment of maturing debt.

During the second fiscal quarter of 2026 covered by this report, we sold 1,848,837 shares of common stock for \$795,000 at an average price of \$0.43 that were not registered under the Securities Act. Proceeds from the sales were used for general corporate purposes and payment of maturing debt.

ITEM 5. OTHER INFORMATION

None.

ITEM 6. EXHIBITS

The exhibits required to be filed herewith by Item 601 of Regulation S-K, as described in the following index of exhibits, are attached hereto unless otherwise indicated as being incorporated herein by reference, as follows:

<u>3.1</u>	<u>Certificate of Incorporation, included as Exhibit 3.1 in our Form S-1 filed August 25, 2008, File No. 333-153168 and incorporated herein by reference.</u>
<u>3.2</u>	<u>Certificate of Amendment of Certificate of Incorporation, included as Exhibit 10.1 to our Form 8-K filed October 22, 2009 and incorporated herein by reference.</u>
<u>3.3</u>	<u>Bylaws, included as Exhibit 3.2 in our S-1 filed August 25, 2008, File No. 333-153168 and incorporated herein by reference.</u>
<u>31.1</u>	<u>Certification of the Chief Executive Officer Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002</u>
<u>31.2</u>	<u>Certification of the Chief Financial Officer Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002</u>
<u>32.1</u>	<u>Certificate Pursuant to 18 U.S.C. Section 1350 signed by the Chief Executive Officer</u>
<u>32.2</u>	<u>Certificate Pursuant to 18 U.S.C. Section 1350 signed by the Chief Financial Officer</u>
101.INS	Inline XBRL Instance Document (the instance document does not appear in the Interactive Data File because XBRL tags are embedded within the Inline XBRL document)
101.SCH	Inline XBRL Taxonomy Extension Schema Document
101.CAL	Inline XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF	Inline XBRL Taxonomy Extension Definition Linkbase Document
101.LAB	Inline XBRL Taxonomy Extension Label Linkbase Document
101.PRE	Inline XBRL Taxonomy Extension Presentation Linkbase Document
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

SIGNATURES

In accordance with the requirements of the Exchange Act, the registrant caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

LAREDO OIL, INC.

(Registrant)

Date: January 20, 2026

By: /s/ Mark See
Mark See
Chief Executive Officer and Chairman of the Board

Date: January 20, 2026

By: /s/ Bradley E. Sparks
Bradley E. Sparks
Chief Financial Officer, Treasurer and Director

**CERTIFICATION OF CHIEF EXECUTIVE OFFICER PURSUANT TO SECURITIES EXCHANGE ACT OF 1934
RULE 13a-14(a) OR 15d-14(a)**

I, Mark See, Chief Executive Officer of Laredo Oil, Inc., certify that:

1. I have reviewed this quarterly report on Form 10-Q for the period ended November 30, 2025 of Laredo Oil, Inc., the registrant;
2. Based on my knowledge, this report 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 report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):
 - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: January 20, 2026

/s/ Mark See

Mark See

Chief Executive Officer

**CERTIFICATION OF CHIEF FINANCIAL OFFICER PURSUANT TO SECURITIES EXCHANGE ACT OF 1934
RULE 13a-14(a) OR 15d-14(a)**

I, Bradley E. Sparks, Chief Financial Officer and Treasurer of Laredo Oil, Inc., certify that:

1. I have reviewed this quarterly report on Form 10-Q for the period ended November 30, 2025 of Laredo Oil, Inc., the registrant;
2. Based on my knowledge, this report 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 report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):
 - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: January 20, 2026

/s/ Bradley E. Sparks

Bradley E. Sparks

Chief Financial Officer and Treasurer

**CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Quarterly Report of Laredo Oil, Inc. on Form 10-Q for the period ended November 30, 2025, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Mark See, Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to the best of my knowledge and belief:

- (1) the Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Mark See

Mark See
Chief Executive Officer

Date: January 20, 2026

**CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Quarterly Report of Laredo Oil, Inc. on Form 10-Q for the period ended November 30, 2025, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Bradley E. Sparks, Chief Financial Officer and Treasurer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to the best of my knowledge and belief:

- (1) the Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Bradley E. Sparks

Bradley E. Sparks
Chief Financial Officer and Treasurer

Date: January 20, 2026
