

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

## **DIAMOND LAKE MINERALS, INC.**

A Utah Corporation  
11700 Mukilteo Speedway  
Suite 201-1030  
Mukilteo, WA 98275

(800) 785-8605

www.diamondlakeminerals.com  
admin@diamondlakeminerals.com

SIC Code: 1600 -Heavy Construction, Other than Big Const - Contractors

### **Quarterly**

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

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

4,661,945

As of December 31, 2018, the number of shares outstanding of our Common Stock was:

4,661,945

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

Yes: ☐

No: X

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

Yes: ☐

No: X

Indicate by check mark whether a Change in Control<sup>1</sup> of the company has occurred over this reporting period:

Yes: ☐

No: X

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

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

1

"Change in Control" shall mean any events resulting in:

(i) Any "person" (as such term is used in Sections 13(d) and 14(d) of the Exchange Act) becoming the "beneficial owner" (as defined in Rule 13d-3 of the Exchange Act), directly or indirectly, of securities of the Company representing fifty percent (50%) or more of the total voting power represented by the Company's then outstanding voting securities;

(ii) The consummation of the sale or disposition by the Company of all or substantially all of the Company's assets;

(iii) A change in the composition of the Board occurring within a two (2)-year period, as a result of which fewer than a majority of the directors are directors immediately prior to such change; or

(iv) The consummation of a merger or consolidation of the Company with any other corporation, other than a merger or consolidation which would result in the voting securities of the Company outstanding immediately prior thereto continuing to represent (either by remaining outstanding or by being converted into voting securities of the surviving entity or its parent) at least fifty percent (50%) of the total voting power represented by the voting securities of the Company or such surviving entity or its parent outstanding immediately after such merger or consolidation.

Diamond Lake Minerals, Inc.

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

The Company was incorporated in the State of Utah on January 5, 1954 as "G & L Equipment, Inc."  
On August 10, 1982 the Company changed its name to "G & L Energy, Inc.". As part of a recapitalization in November 30, 1993, the Company became "Graphite Mountain, Inc.", and became Diamond Lake Minerals, Inc. in 1993. The Company is current in its corporate filings in Utah, its state of incorporation.

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

Yes: ☐ No: X

**2) Security Information**

Trading symbol:	<u>DLM</u>	
Exact title and class of securities outstanding:	<u>Common Stock</u>	
CUSIP:	<u>252692 20 7</u>	
Par or stated value:	<u>\$0.001 per share</u>	
Total shares authorized:	<u>100,000,000</u>	as of date: <u>June 30, 2019</u>
Total shares outstanding:	<u>4,661,945</u>	as of date: <u>June 30, 2019</u>
Number of shares in the Public Float <sup>2</sup> :	<u>320,989</u>	as of date: <u>June 30, 2019</u>
Total number of shareholders of record:	<u>435</u>	as of date: <u>June 30, 2019</u>

*Additional class of securities (if any):*

Trading symbol:	<u>None</u>	
Exact title and class of securities outstanding:	<u>Preferred Stock</u>	
CUSIP:	<u>None</u>	
Par or stated value:	<u>\$0.001 per share</u>	
Total shares authorized:	<u>50,000,000</u>	as of date: <u>June 30, 2019</u>
Total shares outstanding:	<u>0</u>	as of date: <u>June 30, 2019</u>

Transfer Agent

Name: Pacific Stock Transfer Company  
Phone: (800) 363-9065

Is the Transfer Agent registered under the Exchange Act?<sup>3</sup> Yes: X No:

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

None

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

2

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

3

To be included in the Pink Current Information tier, the transfer agent must be registered under the Exchange Act.



The Issuer completed a 1-for-170 reverse stock split on November 2, 2016.

The Company completed an acquisition on 12-9-2017 for 50.1% of Production Consulting, LLC located in Billings, Montana.

### 3) Issuance History

The goal of this section is to provide disclosure with respect to each event that resulted in any direct changes to the total shares outstanding of any class of the issuer's securities **in the past two completed fiscal years and any subsequent interim period.**

Disclosure under this item shall include, in chronological order, all offerings and issuances of securities, including debt convertible into equity securities, whether private or public, and all shares or any other securities or options to acquire such securities issued for services. Using the tabular format below, please describe these events.

#### A. Changes to the Number of Outstanding Shares

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

Number of Shares outstanding as of <u>12-31-2017</u>	<u>Opening Balance:</u> Common: <u>4,616,019</u> Preferred: <u>0</u>								
Date of Transaction	Transaction type (e.g. new issuance, cancellation, shares returned to treasury)	Number of Shares Issued (or cancelled)	Class of Securities	Value of shares issued (\$/per share) at issuance	Were the shares issued at a discount to market price at the time of issuance? (Yes/No)	Individual/ Entity Shares were issued to (entities must have individual with voting / investment control disclosed).	Reason for share issuance (e.g. for cash or debt conversion) OR Nature of Services Provided (if applicable)	Restricted or Unrestricted as of this filing?	Exemption Registratic Type?
<u>6/27/2018</u>	<u>new</u>	<u>45,926</u>	<u>common</u>	<u>\$0.435</u>	<u>yes</u>	<u>*Aldofi</u>	<u>debenture conversion</u>	<u>restricted</u>	<u>Reg D</u>
Shares Outstanding on <u>06/30/2019</u> :	<u>Ending Balance:</u> Common: <u>4,661,945</u> Preferred: <u>0</u>								

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

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

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

Date of Note Issuance	Outstanding Balance (\$)	Principal Amount at Issuance (\$)	Interest Accrued (\$)	Maturity Date	Conversion Terms (e.g. pricing mechanism for determining conversion of instrument to shares)	Name of Noteholder	Reason for Issuance (e.g. Loan, Services, etc.)
3/1/2018	\$87,960	\$75,000	0	3/1/2020	Market at 25% discount	William Reynolds	Loan
7/1/2018	\$28,165	\$25,000	0	7/1/2020	Market at 25% discount	Steven Reiley	Services
7/1/2018	\$53,928	\$47,868	0	7/1/2020	Market at 25% discount	James Emil Sciarretta	Loan
7/1/2018	\$184,095	\$163,407	0	7/1/2020	Market at 25% discount	Jerry Morrell	Loan
3/08/2018	\$29,245	\$25,000	0	3/8/2020	Market at 25% discount	Lombard	Loan

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

None

#### 4) Financial Statements

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

☒ U.S. GAAP

☐ IFRS

B. The financial statements for this reporting period were prepared by (name of individual)<sup>4</sup>:

Name: Steven Reiley  
Title: Secretary/Treasurer  
Relationship to Issuer: Officer

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

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

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

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

<sup>4</sup>

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



The Company's financial statements for the period ending December 31, 2018 are incorporated by reference and were posted on OTCIQ.com on March 29, 2019.

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

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

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

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

The Company's subsidiary, Tioga Industries, LLC ceased doing business in December 2018. The Company's current business operations are through its majority owned LLC, Production Consulting, LLC, which owns approximately 240 acres of land in Billings, Montana, which is being developed for resale as residential lots.

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

Tioga Industries, LLC ("Tioga"), a Washington State limited liability company. James Emil Sciarretta is President and CEO. Contact 701-897-1880.

Production Consulting, LLC, a North Dakota limited liability company. The Company holds a 50.1% interest and KML, Inc. holds 49.9%. Jerry Morrell is President and CEO. Contact 701-570-9130.

- C. Tioga Industries, LLC was in the sand and gravel business. It has ceased operations on December 31, 2018. Production Consulting, LLC owns and operates a residential subdivision in Billings, Montana.

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

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

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

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

The Company maintains rental office space in Mukilteo, Washington, provided by the Company's President at no cost to the Company.

The Company maintains an additional office in Billings, Montana on the development site. The development involves roughly 250 acres broken into individual housing lots. Roads, water and other services have been completed. The first lots were sold in November. There are several completed houses for sale with one home currently in escrow.



## 7) Officers, Directors, and Control Persons

The goal of this section is to provide an investor with a clear understanding of the identity of all the persons or entities that are involved in managing, controlling or advising the operations, business development and disclosure of the issuer, as well as the identity of any significant or beneficial shareholders.

Using the tabular format below, please provide information regarding any person or entity owning 5% or more of the issuer, as well as any officer, and any director of the company, regardless of the number of shares they own. **If any listed are corporate shareholders or entities, provide the name and address of the person(s) beneficially owning or controlling such corporate shareholders, or the name and contact information of an individual representing the corporation or entity in the note section.**

Name of Officer/Director and Control Person	Affiliation with Company (e.g. Officer/Director/Owner of more than 5%)	Residential Address (City / State Only)	Number of shares owned	Share type/class	Ownership Percentage of Class Outstanding	Note
Jerry Morrell	CEO, VP, Director	Billings, Montana	1,680,000	Common	36%	
James Emil Sciarretta	President, Director	Mukilteo, Washington	1,340,956	Common	28.8%	
William Michael Reynolds	Chief Operating Officer, Director	Phoenix, Arizona	1,320,000	Common	28.3%	
Steven R Reiley	Secretary/Treasurer	Phoenix, Arizona	0	n/a		

## 8) Legal/Disciplinary History

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

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

None

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

None

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

None

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

None

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

None

#### 9) Third Party Providers

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

##### Securities Counsel

Name: Laura Anthony, Esq.  
Firm: Anthony L.G., LLC  
Address 1: 625 N Flagler Drive, Ste. 600  
Address 2: West Palm Beach, Fl. 33401  
Phone: (561) 514-0936  
Email: LAnthony@AnthonyPLLC.com

##### Accountant or Auditor

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

##### Investor Relations Consultant

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

##### Other Service Providers

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

Name: None  
Firm:  
Nature of Services:  
Address 1:  
Address 2:  
Phone:  
Email:



**10) Issuer Certification**

*Principal Executive Officer:*

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

The certifications shall follow the format below:

I, Emil Sciarretta, the Issuer's President and Principal Executive Officer, certify that:

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

August 12, 2019

  
James Emil Sciarretta, President and Principal Executive Officer and Director

*Principal Financial Officer:*

I, James Emil Sciarretta, President, Principal Financial Officer and Director certify that:

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

August 12, 2019

  
James Emil Sciarretta, President, Principal Financial Officer and Director